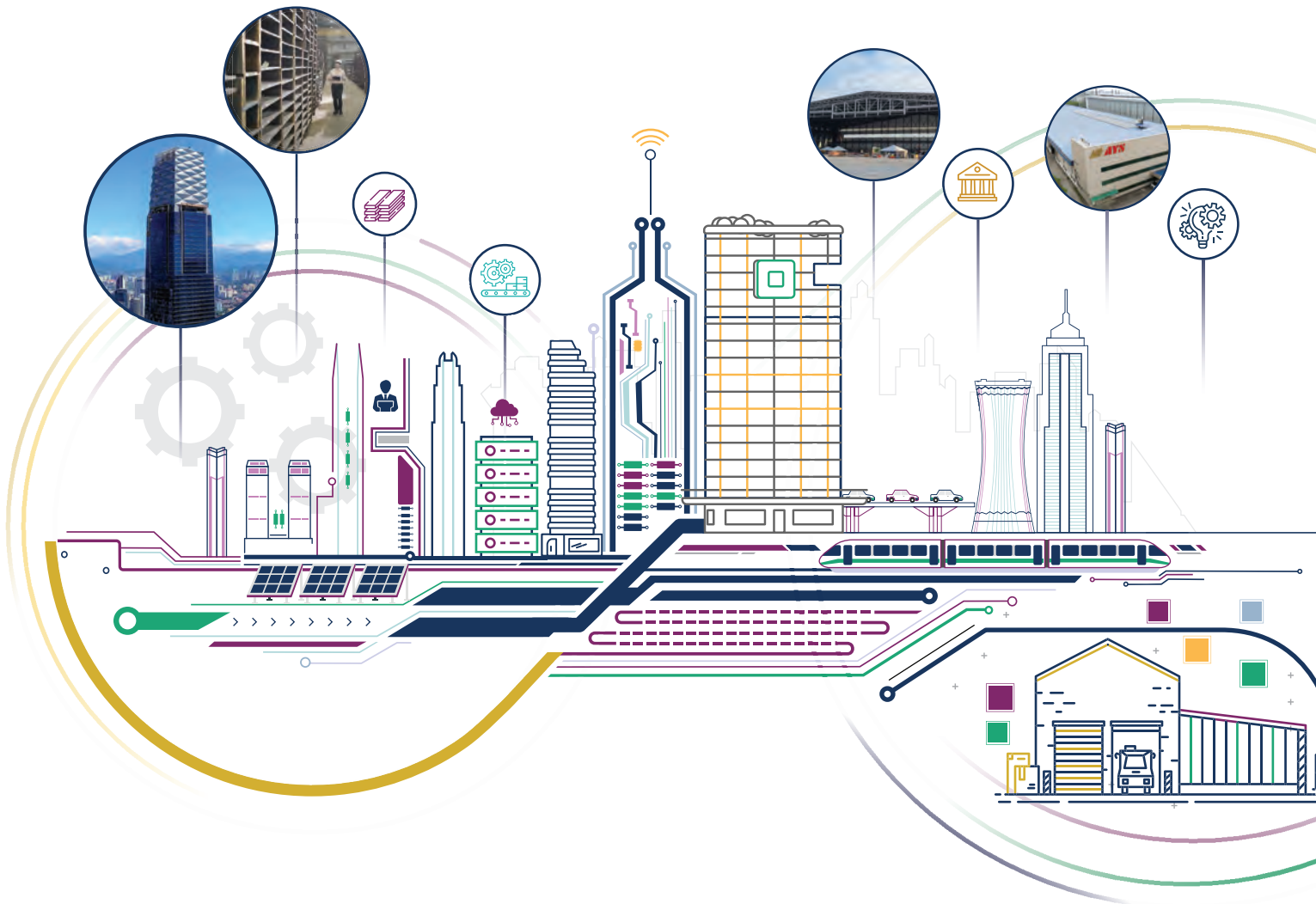




AYS VENTURES BERHAD

(Registration No. : 201001041243 (925171-T))



# DRIVING THE **FUTURE** WITH STEEL

ANNUAL REPORT 2024

**ALLIANCE • YIELD • SUSTAINABILITY**



# AT A GLANCE

## DRIVING THE FUTURE WITH STEEL



### COVER RATIONAL

The headline of the cover design **Driving The Future With Steel** refers to AYS Ventures Berhad's leadership status within its industry as it surges ahead into a promising future.

On the cover, there is a dynamic montage that features a graphic illustration of structures that are built with the company's steel products. In addition, there are icons and images that highlight various aspects of the company's business operations. Lastly, there is an infinity symbol in the background to emphasise the unlimited opportunities that lie ahead of AYS Ventures Berhad.



# 13<sup>th</sup>

Annual General Meeting of  
AYS VENTURES BERHAD

**Broadcast** : Online Meeting Platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia

**Date** : Tuesday, 16th July 2024

**Time** : 09.30 a.m.

**Website** : TIH Online website at <https://tiih.online>

01



Download the  
"QR Code Reader"  
on App Store or  
Google Play

02



Run the QR Code  
Reader app and  
point your camera  
to the QR Code

03



Get access to the soft  
copy of our Annual  
Report

## ABOUT THIS REPORT

### Dear Stakeholders,

We are delighted to unveil AYS Ventures Berhad's ("AYS") Annual Report 2024 for the financial year ended 31 March 2024 with a holistic overview of both the financial and non-financial aspects of the Group. This report is intended to provide our valued stakeholders with clear, accountable, transparent and balanced disclosures with great insight into AYS's past, present and prospective risks and opportunities moving forward. The information presented is aligned with the previous years for consistency and comparability. We remain committed to continuously refining and improving the quality of the report.

### REPORTING SCOPE AND BOUNDARIES

This Annual Report has been prepared by AYS to provide stakeholders, including our shareholders, business partners, associates and the investment community at large, a comprehensive understanding of AYS's business model, operational landscape, key risks and opportunities, stakeholders' interest, performance, prospects and governance for the financial year 1 April 2023 to 31 March 2024 ("FYE 2024"), unless stated otherwise. This Annual Report shall be read concurrently with our Corporate Governance Report 2024. Additional information is available on our website at [www.ays-group.com](http://www.ays-group.com).

### REPORTING FRAMEWORKS

The preparation of Annual Report 2024 was guided by the following national and international standards and regulations:

- Bursa Malaysia Securities Berhad (MMLR)
- Malaysian Code of Corporate Governance 2021
- Malaysian Financial Reporting Standards
- Companies Act 2016
- United Nations Sustainable Development Goals
- Certain principles and concept under International Integrated Reporting Framework
- Bursa Malaysia's Enhanced Sustainability Reporting Guide (3<sup>rd</sup> edition)

### DRIVING THE FUTURE WITH STEEL

The steel industry plays a crucial role in maintaining a nation's economic stability and success as it remains a catalyst for economic growth, industrial development, infrastructure expansion, job creation, and technological innovation.

AYS operates within a circular economy, distributing a diverse array of steel products in the APEC region, promoting reuse and recycling for sustainable development.

AYS serves as a reliable supplier of high-quality steel products to various sectors, including construction, shipbuilding, oil and gas production, engineering, and steel fabrication.

### WE VALUE YOUR INPUT

AYS is devoted to improving our reporting quality and actively seeks feedback from our stakeholders. We welcome your inquiries, comments and feedback regarding our Annual Report and any aspect of our performance. To share your feedback or make inquiries about our report, please contact our Investor Relations team at:

[enquiry\\_aysv@ays-group.com](mailto:enquiry_aysv@ays-group.com)

### STATEMENT OF THE BOARD OF DIRECTORS OF AYS VENTURES BERHAD

AYS's Board of Directors affirms its duty to uphold the accuracy, integrity and comprehensiveness of the Annual Report 2024. The Board asserts that the report adequately addresses the Group's performance and all pertinent issues affecting the Group's ability to create value for the fiscal year under review.

### MINIMISING THE ENVIRONMENTAL FOOTPRINT OF THIS ANNUAL REPORT

AYS is committed to sustainability and minimising the print runs of publications. We encourage you to join us in our environmental efforts by going paperless. Please follow the three simple steps to scan the QR code and access our digital Annual Report and all other documents related to the 13th Annual General Meeting on our website:



The digital version of AYS Ventures Berhad's Annual Report 2024 is available on our website.

Go to  
<https://www.ays-group.com/annualreports.php>  
or scan the QR code with your smartphone.



For more details, please visit our website:

<https://www.ays-group.com/annualreports.php>



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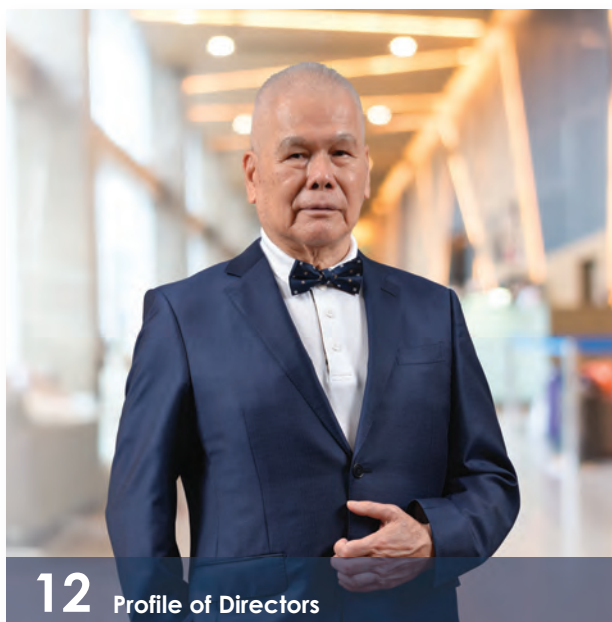
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## VISION, MISSION AND CORE VALUES

### + AYS VENTURES BERHAD



#### OUR VISION

To be leading and sustainable regional steel distributor to service the needs of engineering, energy sectors and construction industries.



#### OUR MISSION



Providing customers with total solutions in quality products and services



Broadening our product range and value-added activities



Practising good corporate social responsibility



Rewarding all stakeholders equitably

### + MANIFESTS THROUGH



**AYS VENTURES BERHAD**

(Registration No. : 201001041243 (925171-T))



#### CORE VALUES

##### ALLIANCE

Creating an effective, strong and successful collaborations and joint ventures with various stakeholders to work towards common goals and objectives

##### YIELD

Continuously exploring quality and high yield investments through alliances with various stakeholders to generate sustainable positive returns to stakeholders

##### SUSTAINABILITY

Creating sustainable business model that is both financially sound and environmentally conscious while ensuring a balance between economic growth, environmental care and social well-being

## CORPORATE INFORMATION



**OH CHIEW HO**  
Executive Chairman

**JESS OH POOI FOON**  
Chief Executive Officer/  
Group Managing Director

**SAM OH YUNG SIM**  
Deputy Group  
Managing Director

**SEOW NYOKE YOONG**  
Non-Independent  
Non-Executive Director

**DATO' WAN HASHIM  
BIN WAN JUSOH**  
Independent  
Non-Executive Director

**ABD MALIK BIN A RAHMAN**  
Independent  
Non-Executive Director

### AUDIT COMMITTEE

**Abd Malik Bin A Rahman**  
(Chairman) Independent  
Non-Executive Director

**Dato' Wan Hashim Bin Wan Jusoh**  
(Member) Independent  
Non-Executive Director

**Seow Nyoke Yoong**  
(Member) Non-Independent  
Non-Executive Director

### NOMINATION COMMITTEE

**Dato' Wan Hashim Bin Wan Jusoh**  
(Chairman) Independent  
Non-Executive Director

**Abd Malik Bin A Rahman**  
(Member) Independent  
Non-Executive Director

**Seow Nyoke Yoong**  
(Member) Non-Independent  
Non-Executive Director

### REMUNERATION COMMITTEE

**Seow Nyoke Yoong**  
(Chairman) Non-Independent  
Non-Executive Director

**Dato' Wan Hashim Bin Wan Jusoh**  
(Member) Independent  
Non-Executive Director

**Abd Malik Bin A Rahman**  
(Member) Independent  
Non-Executive Director

### COMPANY SECRETARY

**Leong Oi Wah**  
(SSM Practicing Certificate No.  
201908000717)

### HEAD OFFICE

Lot 6488, Jalan Haji Abdul Manan  
42100 Klang  
Selangor Darul Ehsan, Malaysia  
Tel. No. : 603 - 3377 5597  
Fax No. : 603 - 3377 5500  
Website : [www.ays-group.com](http://www.ays-group.com)

### REGISTERED OFFICE

802, 8th Floor  
Block C, Kelana Square  
17, Jalan SS 7/26  
47301 Petaling Jaya  
Selangor Darul Ehsan, Malaysia  
Tel No. : 603 - 7803 1126  
Fax No : 603 - 7806 1387

### PRINCIPAL BANKERS

Al Rajhi Banking & Investment  
Corporation (Malaysia) Berhad  
AmBank (M) Berhad  
Bank of China (Malaysia) Berhad  
CIMB Islamic Bank Berhad  
Citibank Berhad  
Hong Leong Bank Berhad  
HL Bank  
Malayan Banking Berhad  
Maybank Islamic Berhad  
Maybank Singapore Limited  
OCBC Al-Amin Bank Berhad  
OCBC Bank (Malaysia) Berhad  
RHB Bank Berhad  
The Hongkong & Shanghai  
Banking Corporation Limited  
United Overseas Bank (Malaysia)  
Berhad  
United Overseas Bank Limited

### AUDITORS

Grant Thornton Malaysia PLT  
(Member of Grant Thornton  
International Ltd)  
Chartered Accountants  
Level 11, Sheraton Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur, Malaysia

### SHARE REGISTRAR

Tricor Investor & Issuing House  
Services Sdn Bhd

### Office:

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

### Customer Service Centre:

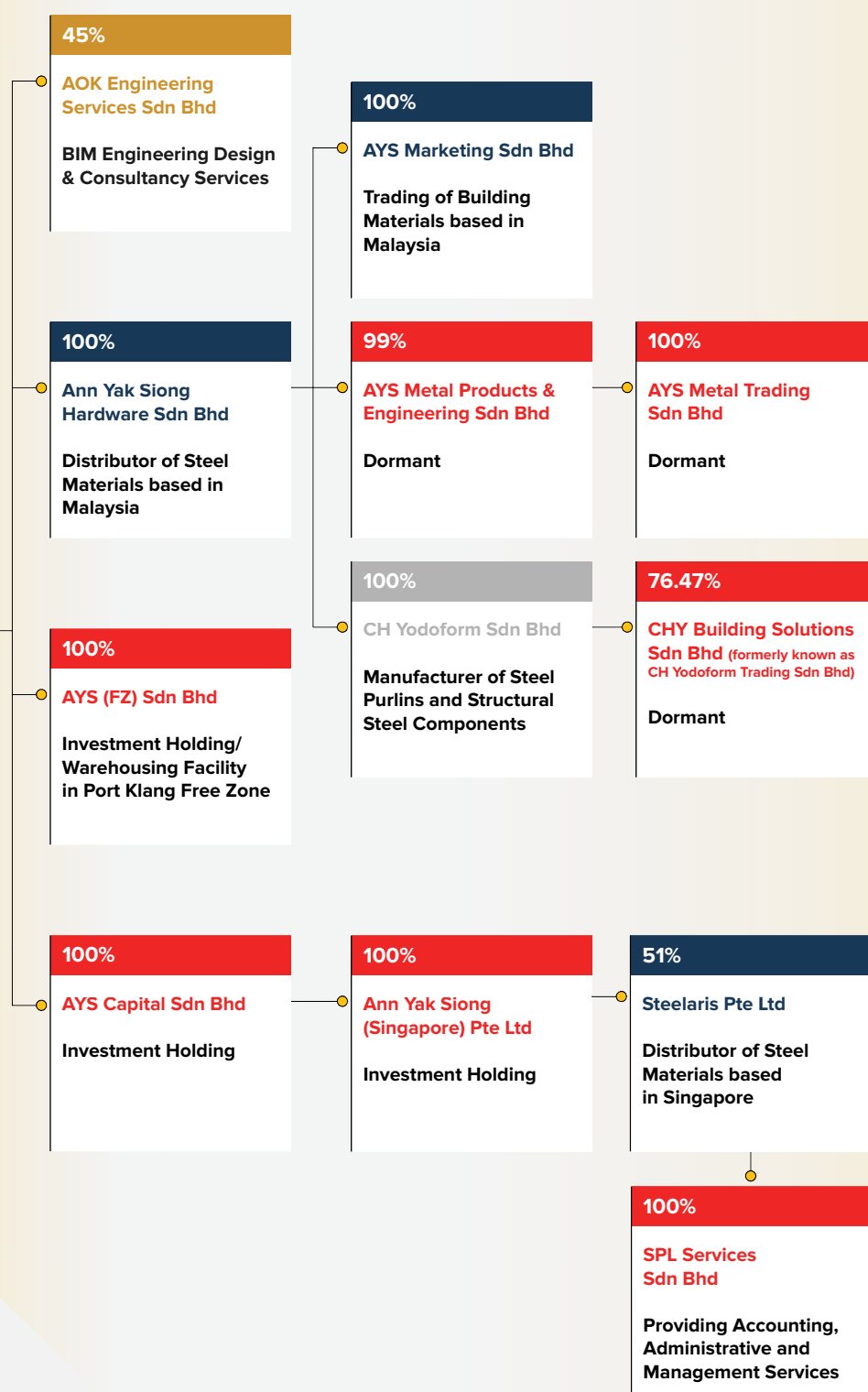
Unit G-3, Ground Floor,  
Vertical Podium  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Wilayah Persekutuan, Malaysia

### STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia  
Securities Berhad  
Stock Name : AYS  
Stock Code : 5021  
Sector : Industrial, Products  
& Services  
Sub-sector : Building Materials

## CORPORATE STRUCTURE

- TRADING & SERVICES DIVISION    ● ASSOCIATED COMPANY
- MANUFACTURING DIVISION       ● OTHERS DIVISION





## WHO WE ARE



From top to bottom: Mr Oh Chiew Ho (Executive Chairman), Ms Jess Oh Pooi Foon (CEO/Group Managing Director), and Mr Sam Oh Yung Sim (Deputy Group Managing Director)

### PERFORMANCE IN FY 2024

#### MARKET CAPITALISATION

**RM148.533** million

#### GROUP REVENUE

**RM1,289.239** million

#### GROUP PROFIT AFTER TAX

**RM20.839** million

#### NET ASSET PER SHARE

**RM1.10** per share

#### AYS'S KEY MARKET PRESENCE:

- |           |                                       |
|-----------|---------------------------------------|
| Malaysia  | Netherlands                           |
| Singapore | United Arab Emirates                  |
| Indonesia | Qatar                                 |
| Vietnam   | & a growing number of other countries |
| Australia |                                       |



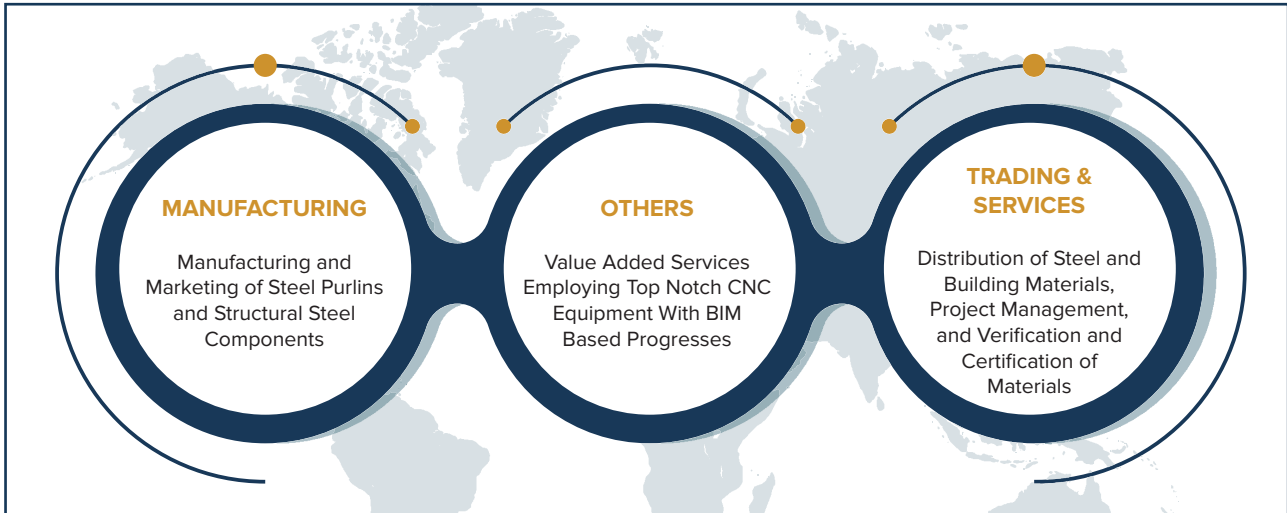
Founded in 1982 by Mr Oh Chiew Ho, AYS and its group of companies ("AYS" or "the Group") have emerged as a leading regional presence in the distribution, marketing and manufacturing of a diverse range of steel products and building materials strategically positioned in Malaysia and Singapore.

AYS Ventures Berhad is a public listed company, with its shares listed on the Main Market of Bursa Malaysia Securities Bhd (stock code: AYS 5021) since 2012. Our journey has been marked by innovation, resilience and a strong sense of responsibility where we remained dedicated to our core business values.

Over the years, AYS has expanded its market presence into various countries, establishing itself as one of the market leaders in the distribution of steel-related products and building materials. We are committed to providing the best to our clients by investing in talent development as well as state-of-art-facilities.



## WHAT WE DO



### Trading & Services Division

The Group's Trading & Services division is primarily focused on the distribution of a wide range of steel products and building materials, predominantly within the APEC region. These materials serve as a backbone for constructing warehouses, high-rise buildings, steel bridges, light and mass rail transport stations, manufacturing plants, processing facilities and infrastructure such as air and sea terminals and their associated handling equipment and processing facilities. Structural steel sections, in particular, are among the key materials, with AYS proud to be one of the leading suppliers.

Over the years, AYS has established strong global supplier networks, ensuring reliable sources of high-quality materials to meet diverse customer demands and varying quality standards.

### Manufacturing Division

The Group's Manufacturing division specialises in producing steel purlins and customised structural steel components for the steel construction sector. Equipped with state-of-the-art facilities, including cutting-edge automation machining technology, our Manufacturing division facilitates industrial 4.0 advancements.

### Others Division

Building Information Management ("BIM") Engineering services are offered by the Group's affiliate firm, AOK Engineering Services Sdn Bhd. Utilising the in-house facilities, customers benefit from streamlined material procurement processes, saving both time and money.

In addition, the division houses various dormant businesses, investment holding companies, accounting, administrative and management services serves as the Group's holding company. Operating from the advanced facilities, the Group offers structural steel fabrication services, steel procurement, and project management solutions.

Moreover, the Group owns and manages 270,000 square feet of warehouse space in the Port Klang Free Zone ("PKFZ"), which currently leased out to tenants.

## OUR PRESENCE



## OUR CERTIFICATIONS AND RECOGNITIONS

ANN YAK SIONG HARDWARE SDN BHD  
AYS MARKETING SDN BHD  
CH YODOFORM SDN BHD

- ✓ ISO 9001:2015
- ✓ ISO 14001:2015
- ✓ ISO 45001:2018



STEELARIS PTE LTD

- ✓ ISO 9001:2015
- ✓ ISO 14001:2015
- ✓ ISO 45001:2018



STEELARIS PTE LTD

- ✓ Official adopter of Tripartite Alliance for Fair Employment Practices
- ✓ bizSAFE STAR



## OUR MILESTONES

<b>1982</b>	<ul style="list-style-type: none"> <li>Mr Oh Chiew Ho co-founded Ann Yak Siong Hardware Sdn Bhd (“AYSH”), started in a humble steel and hardware trading company with just a mere 3 employees and a 2,000 sq.ft. lease land at Jalan Kapar, Klang.</li> </ul>
<b>1985</b>	<ul style="list-style-type: none"> <li>AYSH shifted to an approximately 0.5 acres lease land, operated in a container office at Jalan Sungai Rasau, Klang due to the earlier storehouse was razed in a fire.</li> </ul>
<b>1990</b>	<ul style="list-style-type: none"> <li>As the business expands, AYSH acquired a piece of 2.177 acres freehold industrial land at Bukit Raja, Klang and constructed a covered warehouse annexed with office building.</li> </ul>
<b>1992</b>	<ul style="list-style-type: none"> <li>AYSH acquired a piece of 3.556 acres freehold industrial land at Jalan Kapar, Klang.</li> </ul>
<b>1993</b>	<ul style="list-style-type: none"> <li>AYS Marketing Sdn Bhd (“AYSM”) was incorporated to venture into trading and marketing of building and construction materials.</li> </ul>
<b>1994</b>	<ul style="list-style-type: none"> <li>AYS Metal Products and Engineering Sdn Bhd (“AYSMPE”) was incorporated and the business ventured into the manufacturing and trading of panels and components for sectional tanks.</li> </ul>
<b>1996</b>	<ul style="list-style-type: none"> <li>Following the rapid expansion of the business, AYSH acquired a piece of 4.342 acres freehold industrial land at Jalan Kapar, Klang.</li> <li>CH Yodoform Sdn Bhd (“CHY”) was incorporated to manufacture steel purlins.</li> </ul>
<b>1997</b>	<ul style="list-style-type: none"> <li>AYS Wire Products Sdn Bhd was incorporated and the business ventured into the manufacturing and trading of wire products.</li> </ul>
<b>2001</b>	<ul style="list-style-type: none"> <li>AYSH acquired a piece of 1.397 acres freehold industrial land at Jalan Kapar, Klang.</li> </ul>
<b>2003</b>	<ul style="list-style-type: none"> <li>AYSMPE was awarded the ISO 9001:2000 Quality Management System by Lloyd’s Register Quality Assurance.</li> </ul>
<b>2009</b>	<ul style="list-style-type: none"> <li>AYSH acquired a piece of 5.087 acres freehold industrial land at Jalan Haji Abdul Manan, Klang.</li> </ul>
<b>2010</b>	<ul style="list-style-type: none"> <li>CHY obtained the Factory Production Control (“FPC”) Certificate from the Building and Construction Authority of Singapore (“BCA”) for the sale of steel purlins to Singapore.</li> <li>AYSH relocated to the present Head Quarter with a newly fully renovated four-story office building.</li> </ul>
<b>2012</b>	<ul style="list-style-type: none"> <li>AYS Ventures Berhad was incorporated and listed on the Main Market of Bursa Malaysia, trading as AYS (5021).</li> </ul>
<b>2015</b>	<ul style="list-style-type: none"> <li>AYS then acquired Infinity FZ Sdn Bhd, currently known as AYS (FZ) Sdn Bhd and begins its operation of warehousing and storage facility in the Port Klang Free Zone.</li> <li>AYS formed a Joint Venture with Kondo Steel, Okaya Japan and Okaya Malaysia to venture into Building Information Modelling, establishing AOK Engineering Services Sdn Bhd.</li> </ul>
<b>2018</b>	<ul style="list-style-type: none"> <li>AYSH, AYSM, AYSMPE &amp; CHY obtained the certificate of: <ul style="list-style-type: none"> <li>✓ ISO 9001:2015</li> <li>✓ ISO 14001:2015</li> <li>✓ OHSAS 18001:2017</li> </ul> </li> </ul>
<b>2019</b>	<ul style="list-style-type: none"> <li>AYS acquired a 51% stake in leading Singaporean steel distributor, Steelar Pte. Ltd. (“Steelear”) to further expand on the export business as a strategy of being the leading regional steel distributor.</li> </ul>
<b>2020</b>	<ul style="list-style-type: none"> <li>AYSH acquired a piece of 23.51 acres freehold industrial land at Jalan Bukit Kerayong, Kapar, Klang for the consolidation of AYS Group’s business and warehouse operations.</li> </ul>
<b>2021</b>	<ul style="list-style-type: none"> <li>Steelear has adopted the Tripartite Standards and is an official adopter of Tripartite Alliance for Fair Employment Practices.</li> <li>AYS successfully completed a private placement of 38,041,000 shares on the Main Market of Bursa Securities.</li> </ul>
<b>2022</b>	<ul style="list-style-type: none"> <li>AYS Group achieved its remarkable revenue of over RM1 billion.</li> <li>AYSH, AYSM, CHY &amp; Steelar upgraded its facilities and obtained the ISO 45001: 2018 certification.</li> </ul>
<b>2023</b>	<ul style="list-style-type: none"> <li>AYS Group’s revenue marked its second consecutive year of above RM1 billion.</li> <li>Ann Yak Siong (Singapore) Pte. Ltd. was incorporated.</li> <li>Embarked on renewable energy with installation of 125kWp solar photovoltaic system at Corporate HQ.</li> </ul>
<b>2024</b>	<ul style="list-style-type: none"> <li>AYS Group’s revenue marked its third consecutive year of above RM1 billion.</li> <li>SPL Services Sdn Bhd was incorporated.</li> </ul>



## OUR BOARD AT A GLANCE



### + BOARD OF DIRECTORS

- |   |   |
|---|---|
| <p><b>1 OH CHIEW HO</b><br/>Executive Chairman</p>                                      | <p><b>4 SEOW NYOKE YOONG</b><br/>Non-Independent Non-Executive Director</p>           |
| <p><b>2 JESS OH POOI FOON</b><br/>Chief Executive Officer / Group Managing Director</p> | <p><b>5 DATO' WAN HASHIM BIN WAN JUSOH</b><br/>Independent Non-Executive Director</p> |
| <p><b>3 SAM OH YUNG SIM</b><br/>Deputy Group Managing Director</p>                      | <p><b>6 ABD MALIK BIN A RAHMAN</b><br/>Independent Non-Executive Director</p>         |

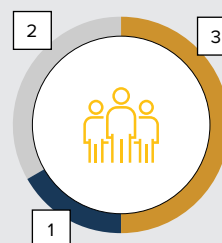
MALE

4

FEMALE

2

### BOARD COMPOSITION

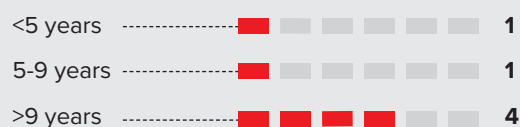


- Executive Director
- Independent Non-Executive Director
- Non-Independent Non-Executive Director

### BOARD AGE



### BOARD TENURE



## PROFILE OF DIRECTORS



**OH CHIEW HO**

*Executive Chairman*



77 years old



Male



Malaysian



**JESS OH POOI FOON**

*Chief Executive Officer/ Group Managing Director*



44 years old



Female



Malaysian

**Board Appointment:** 14 December 2010

**Board Meetings Attended:** 4/4

Oh Chiew Ho has been the key driving force in steering the corporate direction and growth of the AYS Group besides overseeing the overall operations of Ann Yak Siong Hardware Sdn Bhd ("AYSH") since its inception. In 1964, at the age of 19, he joined Hiap Bee Hardware Sdn Bhd as a general helper in the warehouse/store department until 1978, where he moved over to Choo Bee Hardware (KL) Sdn Bhd and was in charge of storekeeping, sales and procurement. With his hard work and dedication, he mastered the trade and built-up good rapport with key customers and suppliers.

In 1982, Mr. Oh co-founded AYSH, started his business in supplying steel and hardware products. In 1993, due to the high demand for construction materials following the economic boom, he incorporated AYS Marketing Sdn Bhd to venture into trading and marketing of building and construction materials. In 1994, he incorporated AYS Metal Products & Engineering Sdn Bhd to manufacture panels and components for sectional tanks. In 1996, he set up CH Yodoform Sdn Bhd to manufacture purlins, steel frames for doors and window. He later established AYS Wire Products Sdn Bhd in 1997 to venture into the business of manufacturing and trading of wire products and expanded its business in 1998 to include wire drawing, straightening, bending and cutting of wire rods and manufacturing of wire mesh products in 2001. Under the leadership of Mr Oh Chiew Ho, AYS group of companies has grown to be one of the leading traders of steel and construction materials in Malaysia.

Mr. Oh was appointed as the Group Managing Director of AYS Ventures Berhad on 17 November 2011. In line with the succession plan, he was later re-designated to Senior Group Managing Director on 2 June 2020 and Executive Chairman on 31 May 2023.

Mr. Oh shareholdings in the Company and its related companies is disclosed on page 153 of this Annual Report. He is the father of Mr Sam Oh Yung Sim, Mr Chriss Oh Yung Wooi, Mr Delon Oh Yung Kwan and Ms Jess Oh Pooi Foon. He attended all the Board Meetings held during the financial year and has no previous conviction for any offences within the past 5 years, other than traffic offences, if any and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

**Board Appointment:** 1 December 2012

**Board Meetings Attended:** 4/4

Jess Oh Pooi Foon graduated from Melbourne University, Australia in 2003 with a Bachelor of Physiotherapy. Upon graduation in 2003, she worked as physiotherapist before joining AYSH in 2005 as a Purchasing Executive. In 2009, she was promoted to the position of Procurement Director and is responsible for formulating and evaluating procurement strategies, developing and implementing procurement policies and procedures, analysing trends and market conditions including sourcing, negotiating and entering into contracts with local and overseas suppliers. In 2012, she was promoted to Operation Director and was responsible for the overall operations of AYSH and provides support to the then Group Managing Director to ensure that the Trading & Services Division achieves its business objective and creates an environment that promotes staff commitment to the achievement of the organisational vision, mission, and strategy. In 2017, she was re-designated to Deputy Group Managing Director and in 2020, she was promoted to Group Managing Director. She continued to support to the Senior Group Managing Director and her role is to steer the Group's business operations in addition to provide strategic guidance and direction to the Board to ensure that the Group achieves its vision, missions and long-term goals. In 2023, she was promoted to Chief Executive Officer, assumes the overall responsibilities for the execution of the Group's strategies in line with the Board's direction, oversees the operations of the Group and drives the Group's businesses and performance towards achieving the Group's vision and goals.

Ms. Jess shareholdings in the Company and its related companies is disclosed on page 153 of this Annual Report. She is the daughter of Mr Oh Chiew Ho and sister of Mr Sam Oh Yung Sim, Mr Chriss Oh Yung Wooi and Mr Delon Oh Yung Kwan. She attended all the Board Meetings held during the financial year and has no previous conviction for any offences within the past 5 years, other than traffic offences, if any and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

## PROFILE OF DIRECTORS (CONT'D)



**SAM OH YUNG SIM**

*Deputy Group  
Managing Director*



50 years old



Male



Malaysian



**SEOW NYOKE  
YOONG**

*Non-Independent  
Non-Executive Director*



62 years old



Female



Malaysian

**Board Appointment:** 14 December 2010

**Board Meetings Attended:** 4/4

Sam Oh Yung Sim graduated from University of Luton, UK in 2000 with a Bachelor of Degree in Commerce, majoring in Business Administration and Marketing. He joined AYSH in 2000 as an Assistant to Group General Manager. He has been working on improving the productivity and efficiency of the AYS Group's operations especially in the areas of information technology and corporate development and provides support to the then Group Managing Director to ensure that the Manufacturing Division achieves its business objective and creates an environment that promotes staff commitment to the achievement of the organisational vision, mission, and strategy. In 2017, he was re-designated to Deputy Managing Director and in 2020, he was re-designated to Deputy Group Managing Director. Currently, his vital role remains to provide support to the Group Managing Director to ensure that the Company achieves its various business objectives.

Mr. Sam Oh Yung Sim's shareholdings in the Company and its related companies is disclosed on page 153 of this Annual Report. He is the son of Mr Oh Chiew Ho and brother of Mr Chriss Oh Yung Wooi, Mr Delon Oh Yung Kwan and Ms Jess Oh Pooi Foon. He attended all the Board Meetings held during the financial year and has no previous conviction for any offences within the past 5 years, other than traffic offences, if any and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

**Board Appointment:** 9 May 2012

**Board Meetings Attended:** 4/4

Seow Nyoke Yoong graduated with a Bachelor of Commerce degree from University of New South Wales, Australia in 1984 and went on to complete a Bachelor of Law degree from University of Melbourne, Australia in 1985. She was admitted as an advocate and solicitor to the High Court of Malaya in 1987. Upon her graduation she commenced legal practice, concentrating on banking corporate, conveyancing and real estate matters. She was the Managing Partner of Messrs Soo Thien Ming and Nashrah Klang office for more than 25 years. She now practises under Messrs PY Tan & Partners and is a partner of the firm.

Ms. Seow was appointed as the Independent Non-Executive Director of AYS Ventures Berhad on 17 November 2011 and redesignated as Non-Independent Non-Executive Director on 31 May 2023. She is a member of the Audit Committee as well as the Nomination Committee and Remuneration Committee.

Ms. Seow has no shareholdings in the Company and its related companies. She has no family relationship with any Director and/or major shareholder of the Company nor any conflict of interest with the Company. She attended all the Board Meetings held during the financial year and has no previous conviction for any offences within the past 5 years, other than traffic offences, if any and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.



## PROFILE OF DIRECTORS

(CONT'D)

 <p><b>DATO' WAN HASHIM BIN WAN JUSOH</b></p> <p><i>Independent Non-Executive Director</i></p> <div>  66 years old  Male  Malaysian </div>	 <p><b>ABD MALIK BIN A RAHMAN</b></p> <p><i>Independent Non-Executive Director</i></p> <div>  75 years old  Male  Malaysian </div>
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**Board Appointment:** 1 December 2017

**Board Meetings Attended:** 4/4

Dato' Wan Hashim Bin Wan Jusoh graduated from Universiti Pertanian Malaysia (now known as Universiti Putra Malaysia) with Bachelor Degree of Science (Hons) in Resource Economy in 1981. He is currently the Chairman of the Nomination Committee and a member of the Audit and Remuneration Committee. He is also the Independent Chairman of UWC Berhad and an Independent Non-Executive Director of ILB Group Berhad (formerly known as Integrated Logistics Bhd).

Dato' Wan Hashim joined MIDA in year 1981 as Assistant Director. Throughout most of his 36 years career with MIDA, he was responsible for the promotion and coordination of foreign and domestic investments and was also assigned to MIDA Los Angeles, Boston and New York. He was promoted to Executive Director in 2011 taking the leadership for five industry divisions namely the Electronic, ICT and Electrical, Transport Technology, Machinery and Equipment, and Textile and Non-Metallic Mineral. He became the Deputy CEO III of MIDA in July 2014 taking charge of the Strategic Planning and Investment Eco-System Development roles of MIDA.

Dato' Wan Hashim has no shareholdings in the Company and its related companies. He has no family relationship with any Director and/or major shareholder of the Company nor any conflict of interest with the Company. He attended all the Board Meetings held during the financial year and has no previous conviction for any offences within the past 5 years, other than traffic offences, if any and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

**Board Appointment:** 21 July 2022

**Board Meetings Attended:** 4/4

Encik Abd Malik Bin A Rahman was appointed as an Independent Non-Executive Director of AYS Ventures Berhad on 21 July 2022. He is currently the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees.

He is a Chartered Accountant member of the Malaysian Institute of Accountants (MIA), a Fellow of the Association of Chartered Certified Accountants (UK) (ACCA), and a member of the Malaysian Institute of Certified Public Accountants (MICPA).

He has held senior management positions in several companies in various industries during his working career including Oil & Gas, Manufacturing, Fast Moving Consumer Goods (FMCG), Multi-Level Marketing (MLM) and Port Logistics. Encik Abd Malik was formerly the Chairman of Affin Hwang Investment Bank Berhad, and formerly an Independent Director of Affin Bank Berhad, Affin Hwang Asset Management Berhad, Boustead Heavy Industries Corporation Berhad, Innity Corporation Berhad and Lee Swee Kiat Group Berhad.

Encik Abd Malik is currently the Chairman and Senior Independent Non-Executive Director of Amway (Malaysia) Holdings Berhad and an Independent Director of Mah Sing Group Berhad as well as CYL Corporation Berhad. He also sits on the board of a private limited company.

Encik Abd Malik has no shareholdings in the Company and its related companies. He has no family relationship with any Director and/or major shareholder of the Company nor any conflict of interest with the Company. He attended all the Board Meetings held during the financial year and has no previous conviction for any offences within the past 5 years, other than traffic offences, if any and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

### Conflict of Interest

Mr Oh Chiew Ho, Ms Jess Oh Pooi Foon, and Mr Sam Oh Yung Sim have directorship in a number of private companies that has entered into recurrent related party transactions with some of the AYS Venture Berhad subsidiary companies ("AYS Group") where the aggregate transaction values are below RM1.0 million and are at arm's length. AYS Group has and will continue to address this conflict of interest situation and take the necessary action in accordance with the Main Market Listing Requirements.



## PROFILE OF KEY SENIOR MANAGEMENT



**CHRISS OH YUNG WOUI**  
*Executive Director*

Ann Yak Siong Hardware Sdn Bhd

Nationality	Gender	Aged
Malaysian	Male	48
<b>Date of Appointment:</b> 2 June 2020		

Upon his completion in secondary school in 1999, Chriss Oh Yung Wooi joined AYSH as a Sales Executive. He has gained vast exposure in the various operations portfolios including credit control, sales and marketing, logistic as well as stock management. Having more than 10 years' hands-on experience and exposure in all aspects of the steel business, he was promoted to become the Materials Director in 2009, and is responsible for the materials control, total warehousing and logistics functions of AYSH. In 2020, he was promoted to Executive Director of AYSH and currently, he is responsible for managing the overall distribution channel in AYSH.



**DELON OH YUNG KWAN**  
*Executive Director*

Ann Yak Siong Hardware Sdn Bhd

Nationality	Gender	Aged
Malaysian	Male	46
<b>Date of Appointment:</b> 2 June 2020		

Delon Oh Yung Kwan graduated from University of Phoenix, USA in 1998 with a Diploma in Marketing. In 2003, he graduated from RMIT University of Melbourne, Australia with a Bachelor Degree in Business Administration.

Mr. Delon Oh joined AYSH in 2003 as Sales Executive and was responsible for formulating marketing strategies and plans, coordinating activities of sales and marketing for the Company. In 2012, he was promoted to the position of Executive Director in AYSH, assisting Group General Manager for planning, organising and overseeing operations of subsidiary companies of AYS Group as well as overseeing Group Human Resources/Administration Department and Payroll. In 2020, he assumed a key role and was tasked to oversee the overall operations, design and implement business strategies, plans and procedures of AYSH, AYSM and AYS (FZ) Sdn Bhd.

## PROFILE OF KEY SENIOR MANAGEMENT

(CONT'D)



**DESMOND WOON YANG LENG**  
*Group Technical and Marketing Director*

Nationality	Gender	Aged
Malaysian	Male	65

**Date of Appointment:** 15 July 2016

Desmond Woon Yang Leng graduated with a Master of Engineering specialised in Steel Structures and Project Management from Asian Institute of Technology, Bangkok in 1987. He has more than 4 years of extensive practical experience in steel construction while he worked as a site Engineer on construction of facilities for company such as AT&T, President Lines and Super store warehousing in Taiwan. He also has completed a high-rise building using structural steel. His specialised knowledge in the field of steel construction has brought him into British Steel in 1991 and responsible for promoting British Steel products in construction market in Taiwan. Having successfully developed the market sector of steel construction for British Steel in Taiwan, he was transferred to Malaysia in 1994 to kick start the British Steel office in Malaysia. He went through the transformation of the company from British Steel to Corus and later to Tata Steel. He was heading the Malaysia office until 2008.

Mr. Desmond Woon started Steelco Malaysia in April 2008 and carry on his career in the steel industry. He made use of his extensive steel knowledge helping to bridge the local steel related industries with the more competitive regional suppliers especially the specialized steel producers from China. In 2012, he resigned from Steelco Malaysia and joined AYSH as Senior General Manager-Marketing before being promoted to the current position. Currently, he is responsible for the operations of AOK Engineering Services Sdn Bhd and business development on Group's value added services and project management.



**ANG TEE SENG**  
*Managing Director*

Steelar Pte Ltd ("SPL")

Nationality	Gender	Aged
Malaysian	Male	46

**Date of Appointment:** 23 July 2019

Ang Tee Seng holds a Bachelor Of Manufacturing Engineering (Hons) degree from the University of New South Wales Australia and Executive MBA from the National University of Singapore. Together with his co-founders, he is responsible for the overall growth of the company based in Singapore. His career includes working for companies such as Hewlett-Packard, IBM and Philips in various areas including purchasing, operations, outsourcing and management. He has more than 13 years of experience in the steel industry and worked with a diverse group of global partners. Prior to starting SPL, he joined a prominent Singapore steel stockist and has extensive cross functional experience in warehousing, distribution, sales, purchasing, team management and supply chain optimisation.

## PROFILE OF KEY SENIOR MANAGEMENT

(CONT'D)



**TAY YEW THIAM**  
Chief Financial Officer

Nationality	Gender	Aged
Malaysian	Female	57
Date of Appointment: 1 June 2017		

Tay Yew Thiam graduated with a Bachelor's degree with Honours in Accounting from University Utara Malaysia in 1991. She is a Chartered Accountant member of the Malaysian Institute of Accountants, a Certified Financial Planner registered with the Financial Planning Association of Malaysia and an associate member of the Chartered Tax Institute of Malaysia. She began her career with a financial institution in 1991 as an Audit Executive and subsequently in 1992, she joined a water treatment chemicals company as an Assistant Accountant. In 1993, she joined Anshin Group as a Finance & Accounts Executive until 1997 when she transferred to serve the holding company in the Ann Joo Group. In 2007, she resigned as the Head-Financial Accounting Unit of Ann Joo Resources Berhad to pursue opportunities in management services prior to joining AYS Group.

Ms. Tay with more than 25 years of working experience in the area of financial and corporate services, joined Ann Yak Siong Hardware Sdn Bhd in 2012 as a Senior General Manager - Corporate Affairs and is responsible for corporate financial reporting and compliance, investor relations, corporate development activities as well as participating in strategic planning and new business initiatives of AYS Group. She was appointed as the Group Financial Controller in 2017 and was promoted to the current position in 2022. She is now responsible for the overall financial management, accounting, credit control and corporate functions of the Group.

### Conflict of interest

Mr Chriss Oh Yung Wooi, Mr Delon Oh Yung Kwan and Mr Ang Tee Seng have directorship in a number of private companies that has entered into recurrent related party transactions with some of the AYS Venture Berhad subsidiary companies ("AYS Group") where the aggregate transaction values are below RM1.0 million and are at arm's length. AYS Group has and will continue to address this conflict of interest situation and take the necessary action in accordance with the Main Market Listing Requirements. Other members of Key Senior Management has no conflict of interest with the Group.

### Conviction for offences

None of the Key Senior Management have been convicted for any offences within the past 5 years, other than traffic offences, if any and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

### Directorship

None of the Key Senior Management has any other directorship in any other listed issuers.

### Family relationship

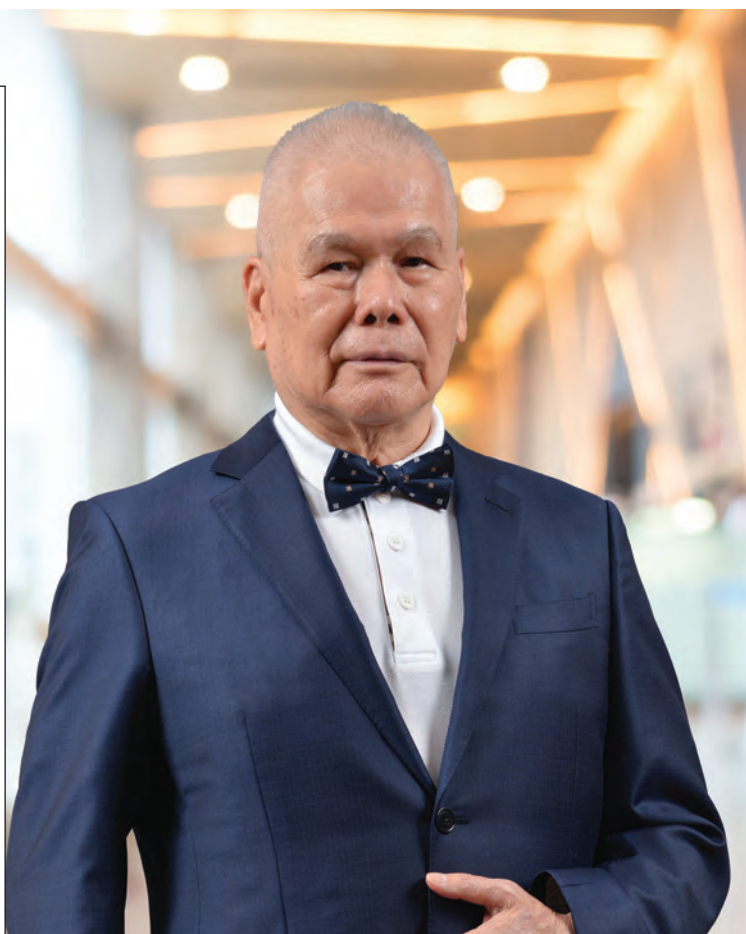
None of the Key Senior Management has family relationship with other Directors or major shareholders of AYS Ventures Berhad except for Mr Chriss Oh Yung Wooi and Mr Delon Oh Yung Kwan who are the sons of Mr Oh Chiew Ho and brothers of Mr Sam Oh Yung Sim and Ms Jess Oh Pooi Foon.

## EXECUTIVE CHAIRMAN'S STATEMENT



### Dear Shareholders,

AYS marked its 42<sup>nd</sup> year in operation since our humble beginnings in Malaysia's steel and hardware industry. Starting with just 3 employees, AYS has consistently adapted to the evolving business landscape and is now reckoned as one of the major players in the distribution of structural steel and building materials with a dedicated workforce of 310 in Malaysia and Singapore. Fast forward to our 40th Anniversary two years ago, we achieved a notable breakthrough with revenue exceeding RM1.1 billion.



**OH CHIEW HO**  
Executive Chairman



#### Total Revenue

**RM1.289** billion  
for FY2024

Despite the significant challenges faced in FY 2024, which impacted communities and businesses alike, AYS preserved amidst volatility, maintaining positive momentum and demonstrating exceptional resilience to thrive, innovate and grow. Our current primary priorities include developing growth engines for our core activities and revitalising our management teams under the leadership of the CEO/GMD to propel us forward.

We are pleased to announce another year of solid achievement, with our revenue achieving RM1.289 billion. This marks the third consecutive year that we have surpassed the RM1 billion revenue milestone.

#### Rewarding Shareholders

In recognition of our shareholders' unwavering support, the Board has approved a dividend payout, reflecting our commitment to deliver consistent returns.



#### Total Dividend

**1.5 sen**  
(FY2023: 1.0 sen)

#### Moving Forward

Moving forward, AYS remains dedicated to leveraging opportunities for sustainable growth, enhancing operational efficiencies, and exploring new markets to solidify our position in the industry. As we navigate the future, we will continue to focus on strategic investments, innovation and fostering resilient corporate culture.

#### Acknowledgement

On behalf of the Board, I would like to express my deepest gratitude to our shareholders, employees, customers, business associates, suppliers, partners, bankers and relevant government authorities for their trust and support. Your dedication and confidence in AYS are the cornerstone of our success. Together, we look forward to achieving even greater milestone in the years ahead.

Thank you,

**Oh Chiew Ho**  
Executive Chairman



## MANAGEMENT DISCUSSION & ANALYSIS



**JESS OH  
POOI FOON**  
Chief Executive  
Officer / Group  
Managing  
Director



### Dear Valued Shareholders,

“ On behalf of the Board of Directors, I am delighted to have this opportunity to present the Annual Report 2024 for AYS Ventures Berhad, covering the financial year ended 31 March 2024. This report reflects on the remarkable journey we have had over the past year, sharing our achievements, challenges and aspirations with all of you.

As highlighted by the Executive Chairman, despite the challenging economic conditions in Malaysia and the global macroeconomic environment in FY 2024, AYS remained vigilant in managing its business strategy and delivered positive results. We achieved a net profit of RM20.839 million for FY 2024, a true testament to the hard work, passion and unwavering dedication of our talented team.



**Profit Before Tax**  
**RM26.956** million  
for FY2024

### Operating Environment & Outlook

#### Financial Year (“FY”) 2024

The global economy continues to recover slowly from the blows of the pandemic but uncertainty persists due to geopolitical conflict and the tightening of monetary policies. Notably, lower energy prices and easing supply chain disruptions have led to a more rapid decline in inflation than previously anticipated. Countries in the emerging market and developing economies have exhibited remarkable resilience, with average growth projections of 4 percent for both 2023 and 2024, surpassing the subdued growth forecasts of 1.5 percent and 1.4 percent for advanced economies (Source: [www.imf.org](http://www.imf.org)).

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Operating Environment & Outlook (Cont'd)

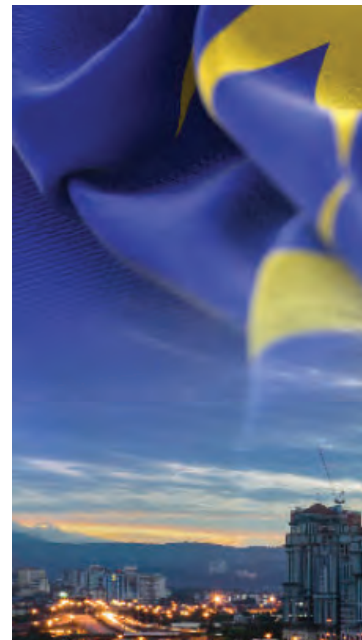
#### Financial Year ("FY") 2024 (Cont'd)

##### Malaysia

Malaysia's diversified economy finishes 2023 on a softer footing but proved resilience with a 3.7 percent growth rate amid weak global demand. The economic growth rate registered was below the government's projection of 3.8 percent and marked a significant decline from a 22-year high of 8.7 percent recorded in 2022. The Overnight Policy Rate ("OPR") in Malaysia has remained steady at 3 percent since May 2023 to maintain a supportive monetary policy stance aligned with inflation and growth prospects. In addition, the Malaysian Government has tabled Malaysia's highest-ever budget "Belanjawan Madani 2024" with the theme Economic Reform, Empowering People with an allocation of RM393.8 billion.

##### Singapore

Singapore's economic performance is often seen as a barometer of the global environment due to its reliance on international trade. Consequently in 2023, Singapore, being a trade-dependent economy, faced the impact of global economic pressures, resulting in a moderated expansion in economy of 1.1 percent in 2023 compared to a growth rate of 3.8 percent in 2022. Nevertheless, the Singapore's Government unveiled an updated Industry Transformation Map (ITM) and committed to strategic investments in long-term infrastructure projects with aims to boost Singapore's stature as a leading regional and international business hub.



##### Foreign Currency

The United States Dollar ("USD") is the most widely used currency in international transactions and serves as the official currency in several countries, with many others adopting it de facto. The USD reached its peak in 2022, marking its highest value in nearly two decades, spurred by aggressive interest rate hikes. Despite maintaining a fairly elevated level in 2023, as interest rates remained steady, most Asian currencies are set to ride on an optimistic note, after the US central bank signalled a potential interest rate deduction that could alleviate the strength of the USD.

##### Ringgit Malaysia ("MYR" or "RM")

2023 was a challenging year for MYR, as it hit a new low since the 1998 Asian Financial Crisis. The MYR depreciated by 4.1 percent annually against the USD in 2023, making it one of the worst-performing currencies. The MYR has also performed relatively poorly against SGD, experiencing a depreciation rate of 5.6 percent but showed resilience against Japanese Yen (JPY) with a 3.2 percent appreciation rate in 2023. However, the weakness of MYR does not accurately reflect Malaysia's economic fundamentals, as highlighted by Bank Negara Malaysia.

##### Singapore Dollar ("SGD")

SGD emerged as one of the better performing Asian currencies in 2023 and is expected to continue its strong performance in 2024 on the back of tight monetary policies and a weaker USD. The SGD has increased in value by approximately 1.63 percent compared to the USD. The Monetary Authority of Singapore maintained an unchanged monetary policy stance aimed at strengthening the SGD to combat still-elevated inflation.

##### Economic Outlook

###### Global

Despite gloomy predictions, the global economy remains remarkably resilient, with steady but slow growth and a rapid deceleration of inflation. Global growth is forecasted to maintain at its pace at 3.2 percent in both 2024 and 2025, although the rate of expansion is below historical norms.

###### ASEAN

The growth momentum in the ASEAN region is expected to stay positive in 2024 and 2025, accompanied by a further easing of price pressures across the region. Despite lingering risks, the positive growth outlook positions the region to be a global growth driver, with growth rate is expected to outpace the world economy.

##### Malaysia & Singapore

The World Bank has forecasted Malaysia's economic growth for 2024 at 4.3 percent driven by anticipated recoveries in global growth, relaxation of restrictive financial conditions, rebounding manufacturing sectors and resilient domestic demand. This growth is further supported by increased investment realisation, ongoing multi-year infrastructure projects and the implementation of various initiatives outlined in the National Energy Transition Roadmap, New Industrial Master Plan 2030 and the Mid-Term Review 12th Malaysia Plan. Aside from the ongoing fiscal restructuring, efforts on enhancing governance and improvements in the business environment, have stimulated economic activities and gradually restored investor confidence in Malaysia.

On the other hand, Singapore's external demand outlook has remained largely unchanged with Singapore's government forecasted its GDP growth rate between 1.0 percent to 3.0 percent. Key sectors in Singapore, such as manufacturing and tourism, anticipate a measured rebound, driven by factors such as improving semiconductor sales and enhanced global connectivity, reinforcing Singapore's resilience amidst evolving economic dynamics.

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)



### The Steel Industry

Steel is not only a material, but also a driver of economic development, technological advancement, and social progress. Steel has had a major influence on our lives and is by far the most important, multi-functional and most adaptable materials in this world to meet rising social and economic welfare needs. The backbone of developed economies was laid on the strength and the inherent uses of steel.

According to World Steel Association, the steel industry employs more than 6 million people worldwide, and indirectly supports another 50 million jobs across related sectors. This dynamic sector also contributes about USD2.9 trillion in value added, equivalent to 3.8 percent of global GDP.

On the other hand, the steel industry currently contributes over 7 percent of the global emissions from the energy use and is one of the largest producers of carbon dioxide among heavy industries. It is imperative to decarbonise steel production, which is the most carbon-intensive industry globally, in order to effectively address the severe impacts of climate change. Hence, the steel industry is under increasing pressure to reduce its carbon footprint from both environmental and economic perspectives.

### Supporting the Carbon-Neutral Economy

AYS supports the carbon-neutral economy and the building of a sustainable supply chain in the region by collaborating with **Green Steel Mills** to **distribute CO<sup>2</sup> reduced steel**.



## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### The Steel Industry (Cont'd)

#### Steel Industry Outlook

Steel demand has been impacted by high inflation and interest rates, along with severe market volatility since Covid-19 pandemic. This has led to negative growth in steel demand for two consecutive years.

According to World Steel Association, the global steel demand is set to rebound by 1.7 percent in 2024, reaching 1,793 million metric tons (Mt) and a further 1.2 percent growth in 2025, pushing global steel demand to 1,815 Mt after a set-back growth rate of 1.1 percent registered in 2023 (source: Short Range Outlook April 2024). The set-back in demand in 2023 was mainly attributable to the European Region with a 10 percent decrease in steel demand despite 8.6 percent growth recorded in Russia and Ukraine.

In China, the property crisis, sluggish consumer spending and steel overcapacity have resulted in domestic steel demand contracted for three consecutive years from 2021 to 2023. However, steel demand is forecasted to remain around the level of 2023, as China property sector – the largest steel consumer of the country, may have reached its bottom level and is more likely to bounce back, supported by growth in infrastructure investments and manufacturing sector.

In recent years, the ASEAN countries' steel demand has experienced a deceleration due to the deteriorating global economic situation and the impact from the pandemic. Nevertheless, construction projects within the region have put the steel demand back on its normal growth track. It is anticipated that steel demand in the region will be boosted in the near future, driven by the launch of government's infrastructure projects in many countries.

In Malaysia, the federal government has allocated MYR90 billion for development in 2024. The allocation will fund more than 2,000 new projects, including strategic infrastructure projects such as the Mass Rapid Transit, the Light Railway Transit, East Coast Rail Link, additional lanes for PLUS Highway and highways in Sabah and Sarawak. Additionally, the New Industrial Master Plan (NIMP) 2030 has been launched with a targeted total investment of up to MYR95 billion, aiming to drive industrialisation and establish Malaysia as a regional economic leader.

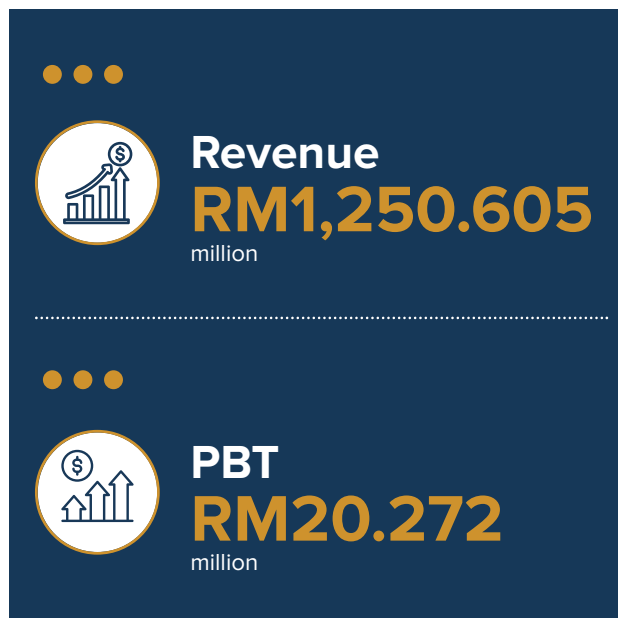
Our neighbouring country, Singapore, the total construction demand for 2024 is projected to be between SGD32 billion and SGD38 billion, with the public sector contributing approximately 55 percent of the total demand. Public sector projects primarily include those from public housing HDB, Cross Island MRT, Changi Airport Terminal 5, Tuas Port Developments and other major road enhancements and drainage improvement works. Meanwhile, the private sector is supported by the expansion of two integrated resorts, redevelopment of commercial premises as well as development of mixed-used properties and industrial facilities.

#### Business Review

AYS Ventures Berhad, a public company listed on the Main Market of Bursa Malaysia since 9 May 2012, operates across three distinct business segments: Trading & Services Division, Manufacturing Division and Others Division.

#### Trading & Services Division

##### Financial Highlight:





## MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

### Trading & Services Division (Cont'd)

#### Malaysia & Singapore



**42 Years** of Strong Track Record



#### Core Business

- Ann Yak Siong Hardware Sdn Bhd
- Steelaris Pte Ltd
- AYS Marketing Sdn Bhd



**342,693 MT** of Structural Steel Distributed



Approximately **19.5** acres of warehousing space located in Malaysia and Singapore



#### Key Products

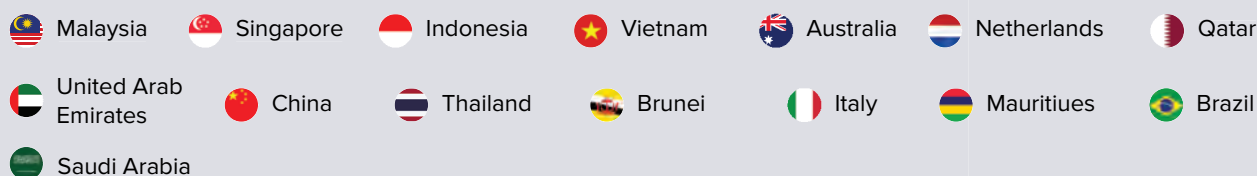
Structural Steels: Beams, Plates, Channels, Sheet Piles, Coils, Angles, Hollow Sections, Bars

Building Materials: Cement, BRC mesh, Precast Products, Plumbing & Sanitary Fittings



Total **246** of Strong Workforce

### Market Reach 15 Countries



### Project Highlight

In FYE 2024, it has been an honour for AYS to be a part of the supply chain for a several significant international projects as well as local endeavours in Malaysia and Singapore. The projects we have been participated include:

#### International Projects

- RM30 billion Intel Pelican's new semiconductor production facility;
- RM7 billion Samsung SDI Energy's state-of-art manufacturing facility to manufacture batteries for electric vehicles;
- RM2.5 billion hyperscale data centre by Bridge Data Centre;
- Wafer manufacturing facilities by Global Foundries and Siltronic;
- Vietnam's PTSC Wind Power Project;
- Seatrium's Offshore Wind Project.



Intel Pelican's Project



Global Foundries' Wafer Manufacturing Facilities

## MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

### Project Highlight (Cont'd)

#### Local Projects in Malaysia

- AirAsia Hanger 2 in KLIA
- PNB Merdeka 118 Mall
- YTL Data Centre
- RTS Depot
- KLCC Lot L & M Exhibition and Shopping Mall



Bridge Data Centre's Project

#### Local Projects in Singapore

- Greater Southern Waterfront
- Tuas Waste Rec Plant
- North South Corridor
- Tuas Port Mega Dockyard
- Keppel's Floating Production Storage & Offloading Vessel (FPSO)



Samsung SDI's Energy Project



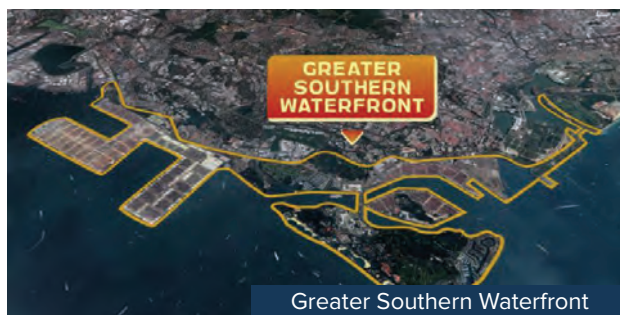
Various Warehouse Projects



AirAsia Hanger Project



PNB's Merdeka 118 Mall



Greater Southern Waterfront

We have been awarded on the supply chain management contracts for some projects to source and procure all steel materials, overseeing fabrication of columns, managing inbound cargos, conducting shot blasting for exterior surfaces and cross brackets, and supplying labour, tools, welding sets, consumables, plant and equipment for fabrication activities on the projects. This enable us to be a premier value-added steel solutions-based provider to demonstrate our capabilities to enhance value added benefits to serve the evolving needs of our customers.

The Trading & Services division aims to embrace digitisation, streamline processes, enhance communication, foster a culture of continuous improvement and prioritise data-driven decision making to increase productivity and performance.

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Manufacturing Division

#### Financial Highlight



**Revenue**  
**RM33.489** million



**PBT**  
**RM1.145** million



**28 Years** of a Strong Track Record



**83,000 square feet**  
One-Stop-Steel Centre Processing Plant



#### Core Business

- CH Yodoform Sdn Bhd
- CHY Building Solutions Sdn Bhd  
(formerly known as CH Yodoform Trading Sdn Bhd)



#### Key Products

- Steel Purlins
- Customised Structural Steel Components



**53 Employees** in a Strong Workforce



**13,673 Metric Tonnes** of  
Manufactured Steel Products



#### Automation Machines Owned:

- Punching and Roll Forming Machines
- Fully Automatic CNC Beam Processing Line
- Shot Blasting & Primer Coating Machines

CH Yodoform Sdn Bhd ("CHY") was established in 1996. It specialises in the manufacturing and marketing of steel purlins and structural steel components for the construction industry. Additionally, CHY serves as a comprehensive solution provider, offering services such as material sourcing, precision cutting, drilling, shot blasting and paint coating.

The Manufacturing division remains committed to its business plan, which prioritises collaboration with customers on steel construction projects. Our goal is to deliver end-to-end steel solutions, engineering design, material sourcing, fabrication, and erection of steel structures. This approach not only adds values but also at the same time assists customers in creating value through increased productivity and cost-effectiveness.

Through strategic adoption of technology and digitalisation initiatives, we aim to enhance operational efficiency and capitalise on synergies within the Group. This will ensure the division maintains its market dominance by expanding into new markets or geographical areas.

In addition, the division will be introducing new manufacturing product to capture new customer segments. The new manufacturing line is scheduled to commence operations in the third quarter of 2024. We are committed to seamlessly integrating this new line to drive revenue growth and improve bottom-line profitability for the Group.



Ablecom Technology Factory, Senai



RTS Link Depot

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Others Division

#### Financial Highlight



**Revenue**  
**RM5.145** million



**PBT**  
**RM5.539** million

Our wholly owned property management company, AYS (FZ) Sdn Bhd ("AYSFZ") manages 270,000 square feet of warehouse space in the Port Klang Free Zone ("PKFZ"), an integral commercial and industrial hub directly linked to the West Port wharf at Port Klang, ranked as the 12<sup>th</sup> busiest port globally. Presently, AYSFZ achieves a 100% occupancy rate with 3 primary tenants.

On the other hand, our associated company, AOK Engineering Services Sdn Bhd ("AOK") specialises in providing 3D Building Information Modelling (BIM) services in supporting the construction and steel fabrication industries, catering to major clients in Japan. Established in 2015 through a joint venture with Kondo Steel Corporation (Japan), Okaya & Co. Ltd. (Japan) and Okaya International (Malaysia) Sdn. Bhd., AOK operates from its dedicated office in Damansara, Selangor, Malaysia.

AOK consistently serves as one of the leading providers of engineering services, fostering synergies within the Group. Notably, AOK's collaboration with our subsidiary, CH Yodoform Sdn Bhd ("CHY") led to the development of a 3D model and provision of numerical data directly compatible with CHY's steel processing equipment. This facilitated automated positioning of drills and saws, ensuring the production of precise structural components that are simple to use and ready for installation in manufacturing facilities or buildings. Throughout the fiscal year, CHY successfully completed numerous projects, demonstrating our capability to support steelwork contractors as a reliable partner and serve as a one-stop steel centre for fabrication solutions.

BIM stands as a pivotal instrument in our digitalisation initiative and AYS Group will undoubtedly focus on enhancing the content of AOK to support the success of our digitalisation strategy.



## MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

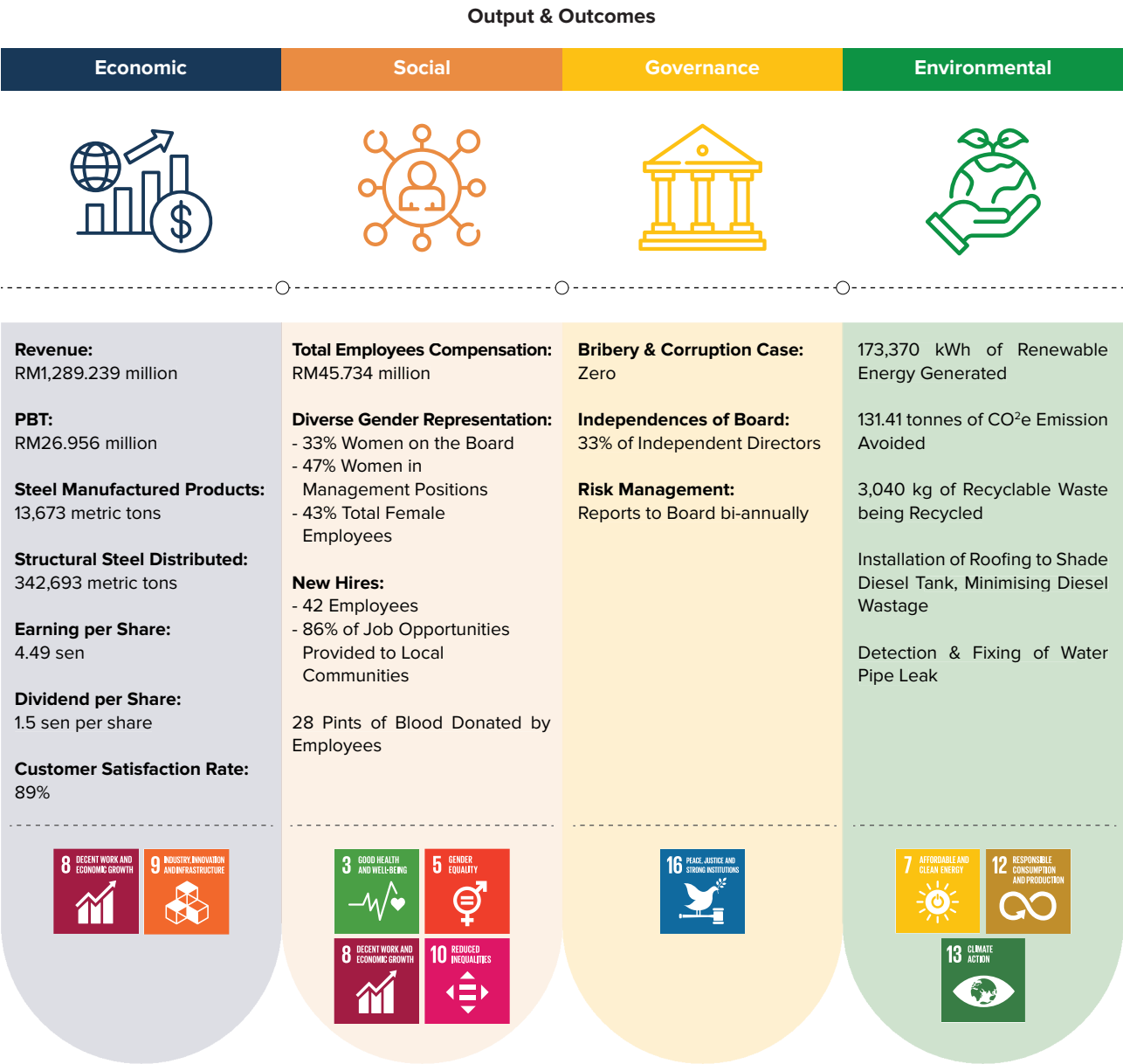
### Our Value Creation Business Model



MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

Value for our Stakeholders



\* Please refer to our Sustainability Statement 2024 for additional details.

## MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

### Stakeholder Relationships

Our key stakeholders are those who significantly influence our operations and/or are impacted by what we do. AYS's stakeholders hold strategic importance to our business, shaping our business landscape. Understanding their needs and priorities is vital for building a resilient business that creates long-term sustainable value.

We focus on enhancing relationships with key stakeholders to maximise value creation. Through collaboration efforts, we aim to achieve our goals and contribute to a sustainable future.



#### Investors

At AYS, we prioritise sustainable and long-term shareholder returns. Upholding the highest level of corporate governance, we are committed to fostering trust and confidence through regular dialogues with our shareholders and the investment community.

Engagement Channel		Interest & Concerns	Strategic Responses
Platform		<ul style="list-style-type: none"> <li>Group performance (financial and non-financial)</li> <li>Business sustainability</li> <li>Market dynamics</li> <li>Growth plans</li> <li>Shareholders' returns</li> <li>Corporate governance</li> <li>Group's business direction / strategy</li> </ul>	<ul style="list-style-type: none"> <li>Strategy development (business and sustainability)</li> <li>Timely reporting (quarterly and annually)</li> <li>Timely query resolution</li> <li>Robust governance framework</li> </ul>
Annual General Meeting			
Annual & Sustainability Statements			
Quarterly Financial Results Announcement			
Bursa Announcements			
Media Communications			
Investor Briefings / Presentations			

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)



### Employees

Employees represent one of the most crucial capitals of AYS Group. Prioritising health and safety, skills development, welfare and growth for all employees are fundamental to AYS's performance. These efforts are integral to nurturing a high-performing, loyal and competitive workforce.

Engagement Channel		Interest & Concerns	Strategic Responses
Platform	⚡	<ul style="list-style-type: none"> <li>• Corporate direction and plans</li> <li>• Job security &amp; career progression</li> <li>• Remuneration and benefits</li> <li>• Workplace health and safety</li> <li>• Labour and human rights</li> <li>• Work-life balance</li> </ul>	<ul style="list-style-type: none"> <li>• Competitive compensation</li> <li>• Benefits in line with industry standards</li> <li>• Structured training and development</li> <li>• Health &amp; safe work environment</li> <li>• Flexible work options</li> </ul>
Performance Appraisal	Q		
Employee Engagement Activities	M		
Employee Survey	A		
CSR Activities	R		
Health & Safety Programmes	R		
Training & Developments	R		



### Customers

The continued support of our customers and delivering of high-quality products and services are instrumental in ensuring our success and growth, thereby positively impacting our operations.

Engagement Channel		Interest & Concerns	Strategic Responses
Platform	⚡	<ul style="list-style-type: none"> <li>• Quick customer service response</li> <li>• Competitive pricing and timely delivery</li> <li>• Quality products and services</li> <li>• Safeguarding of customer privacy and data</li> </ul>	<ul style="list-style-type: none"> <li>• Reliable source of products and services</li> <li>• In-house sales team</li> <li>• Frequent engagement with customers</li> <li>• Code of Business Conduct Policy to guide on customers' privacy and data</li> </ul>
Customer Surveys	A		
Meetings And Discussions	R		
Community And Networking Events	R		
Company Websites	R		



### Suppliers, Vendors and Bankers

Securing competitive funding costs and maintaining effective supply chain are essential for managing our operations and realising our business objectives.

Engagement Channel		Interest & Concerns	Strategic Responses
Platform	⚡	<ul style="list-style-type: none"> <li>• Transparency in procurement processes</li> <li>• Sustainability in supply chain</li> <li>• Payment schedule</li> <li>• Business ethics</li> </ul>	<ul style="list-style-type: none"> <li>• Fair evaluation of vendor proposal</li> <li>• Uphold responsible &amp; ethical procurement practices</li> <li>• Promptness of payment</li> </ul>
Supplier Evaluation And Performance Review	A		
Meetings Or Discussions	R		
Community And Networking Events	R		
Company Websites	R		



## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)



### Government & Regulators

Compliances with all applicable rules and regulations, we maintain ongoing collaboration with key government agencies and regulators to empower our continued growth.

Engagement Channel		Interest & Concerns	Strategic Responses
Platform	⚡	<ul style="list-style-type: none"> <li>• Compliance with laws and regulations</li> <li>• Good corporate governance</li> <li>• Contribution to national sustainability goals</li> <li>• Ethical and responsible business practices</li> <li>• Effective internal control measures and risk management practices</li> </ul>	<ul style="list-style-type: none"> <li>• Consistently align with legal standards and ethical business conduct</li> <li>• Align our efforts with national agendas and goals</li> <li>• Support and collaborate on government's or industry's affiliations initiatives</li> </ul>
Government Events And Programmes	R		
Industry Associations	R		
Compliance Reporting	R		
Audit And Inspections	R		



### Local Communities

AYS embraces social responsibility and maintains active engagement with our stakeholders. Our aim is to ensure that our initiatives create a lasting positive impact on the local community.

Engagement Channel		Interest & Concerns	Strategic Responses
Platform	⚡	<ul style="list-style-type: none"> <li>• Environmental and social issues</li> <li>• Contributions made to surrounding communities</li> <li>• Employment opportunities</li> </ul>	<ul style="list-style-type: none"> <li>• Participating in various CSR programmes</li> <li>• Social investment for community enrichment</li> <li>• Appropriate waste handling procedures</li> </ul>
CSR Programmes	R		
Communities' Activities	R		
Meetings And Discussions	R		
News Portals, Emails, Websites	R		

**Legend:** ⚡ - Frequency    A - Annual    Q - Quarterly    M - Monthly    R - As required

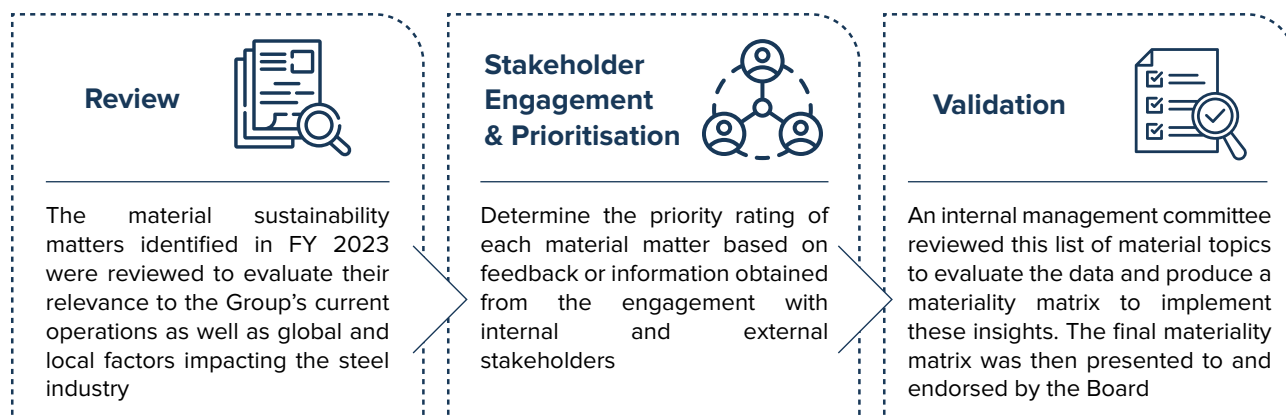
## MANAGEMENT DISCUSSION & ANALYSIS

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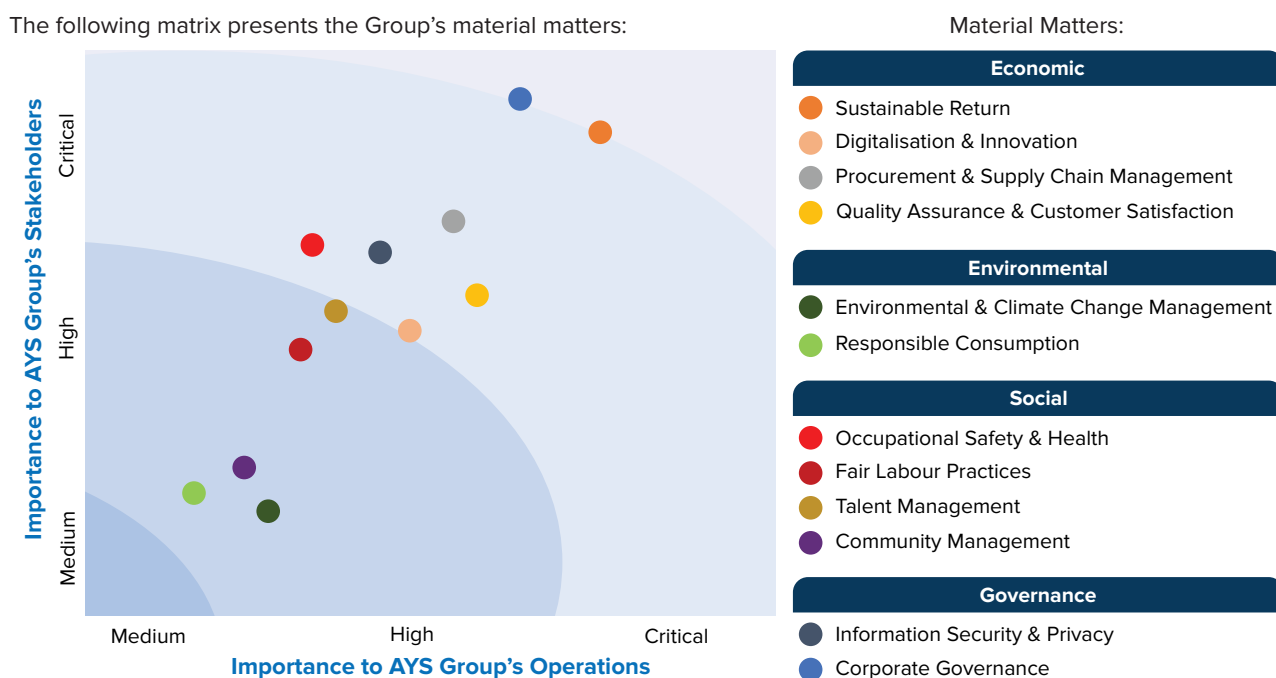
### Material Matters

We conducted a thorough materiality assessment to evaluate the importance of our key sustainability matters and their relevance to both internal and external stakeholders. Employing a three-step approach, we identified and defined material matters crucial to our company's strategy, governance, performance and prospect, focusing on those with the greatest impact on our business operations and the stakeholders.

#### Our Material Matters Identification Process



The following matrix presents the Group's material matters:



#### Overview of Changes in Material Matters

##### Revised Names

- Financial Performance to Sustainable Returns – Continuously exploring ways to generate sustainable positive returns to stakeholders.
- Customer Satisfaction and Quality Control & Assurance to Quality Assurance & Customer Satisfaction – Providing customers with comprehensive solutions and high-quality products & services.
- Recycling and Waste Management to Environmental & Climate Change Management – Aiming to minimise the environmental footprint & create a positive societal impact.

- Energy Conservation to Responsible Consumption – Focusing on rational and efficient use of resources.
- Training & Development to Talent Management – Establishing systems to attract, nurture, retain, and utilise talents for the company.

##### New Material Matters

- Digitalisation & Innovation – Continuously deploying digital and innovative technologies to enhance efficiency, streamline business processes, boost productivity and facilitate business growth.

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Our Key Risk and Mitigation Strategies

At AYS, we practise informed risk-taking across the Group, guided by our robust risk management framework. This framework enables the Group to effectively identify, evaluate, mitigate and monitor various risk response strategies, safeguarding the interests of all stakeholders.



Key Risk	Description	Mitigation Strategy
<b>Financial Risk</b>  Increase in Overnight Policy Rate ("OPR")	The increase in OPR will elevate the liabilities of a company in servicing its interest-bearing borrowings, subsequently affecting the company's cash flow and financial performance.	AYS constantly monitoring our gearing level and effectively utilising credit at the best interest rates for every trade financing submission.  We are strengthening our treasury function to better monitor and manage cash flow requirements.
<b>Cyber Security Risk</b>  Impersonation Fraud	A type of targeted phishing attack involves a malicious actor pretends to be someone else or another entities to steal sensitive data from unsuspecting employees using social engineering tactics.	AYS has established strict verification processes for financial transactions, account changes or any activity involving sensitive information.
<b>Cyber Security Risk</b>  Malware and Ransomware Attack	Malicious software is employed to illicitly access IT systems with the intent to pilfer data, disrupt system services or impair IT networks, while holding specified data or systems hostage until a ransom is paid.	AYS employs state-of-art anti-virus and anti-malware solutions across our IT systems to prevent such attacks.
<b>Cyber Security Risk</b>  Unauthorised Access to Systems	Unauthorised access occurs when individuals gain access to an organisation's networks, systems, applications, data or devices without proper authorisation posing a treat to network integrity and potentially resulting in data loss.	AYS has implemented strong authentication mechanisms to mitigate the risk of unauthorised access to our systems.

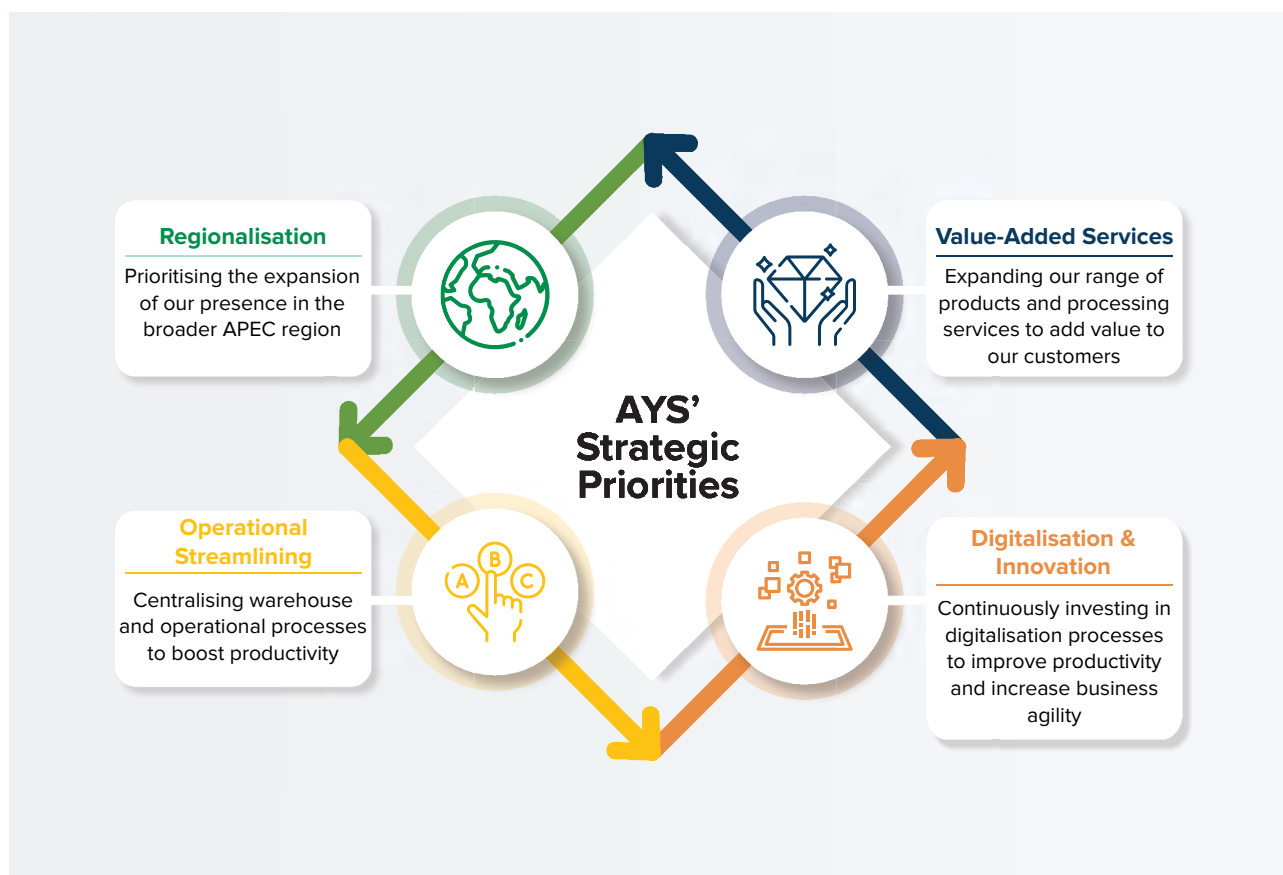
## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Our Strategic Profile

Our corporate strategy the guiding framework for maximising the Group's potential, nurturing long-term growth and realising the company's vision and mission. The strategic plan serves as the organisation's road map for sustainable organisational success, outlining achievable goals.

The following are our strategic priorities to advance the Group:





## MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

### PERFORMANCE REVIEW

#### Financial Highlights



#### Group Revenue

**RM1,289.239 million**

FYE 2023: RM1,313.765 million



#### Market Capitalisation

**RM148.533 million**

FYE 2023: RM161.107 million



#### Group Profit After Tax

**RM20.839 million**

FYE 2023:  
RM42.033 million



#### Basic Earnings Per Share

**RM0.045**

FYE 2023:  
RM0.096



#### Group Profit Before Interest And Tax

**RM51.949 million**

FYE 2023:  
RM74.400 million



#### Net Assets Per Share

**RM1.10**

FYE 2023:  
RM1.06



#### Return On Total Assets

**1.87%**

FYE 2023: 3.82%



#### Debt Equity Ratio

**0.93 times**

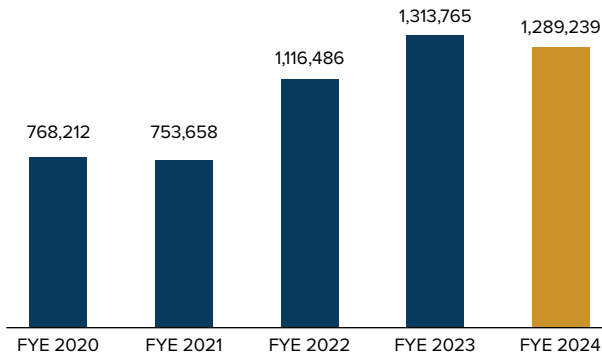
FYE 2023: 0.94 times

## MANAGEMENT DISCUSSION & ANALYSIS

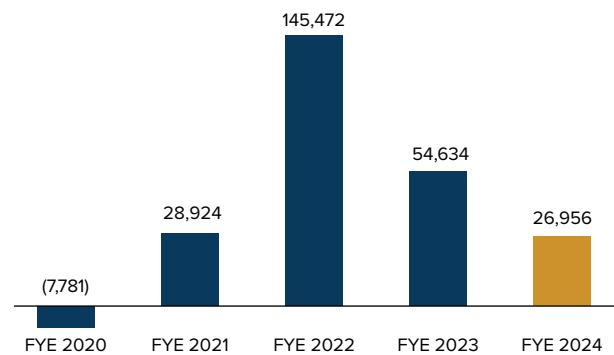
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### Five Year's Group Summary Results

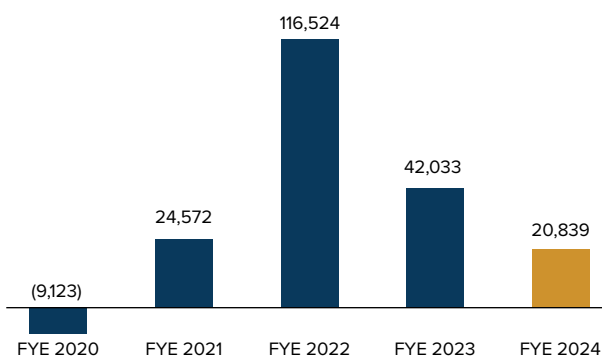
#### Revenue (RM'000)



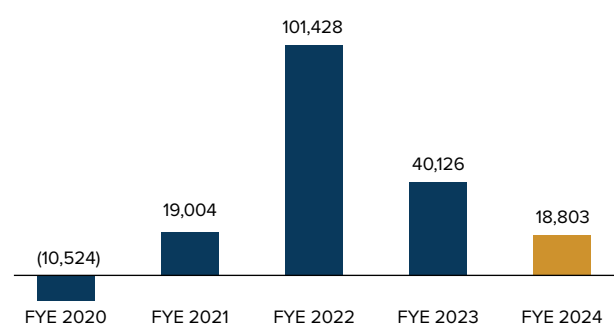
#### Profit / (Loss) Before Tax (RM'000)



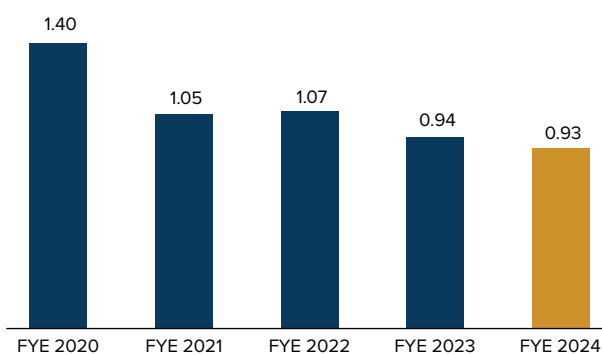
#### Profit / (Loss) After Tax (RM'000)



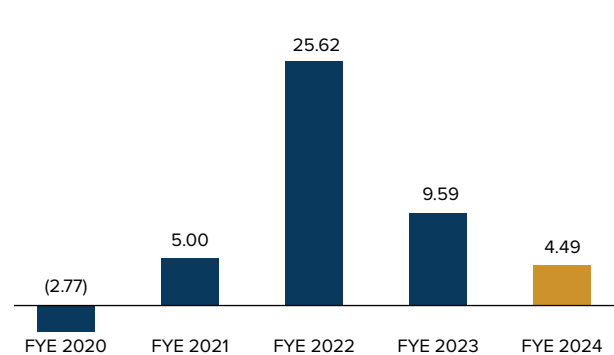
#### Profit / (Loss) Attributable To Owners Of The Company (RM'000)



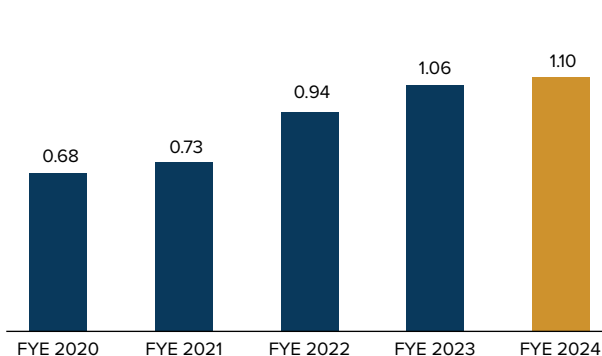
#### Debt/Equity (times)



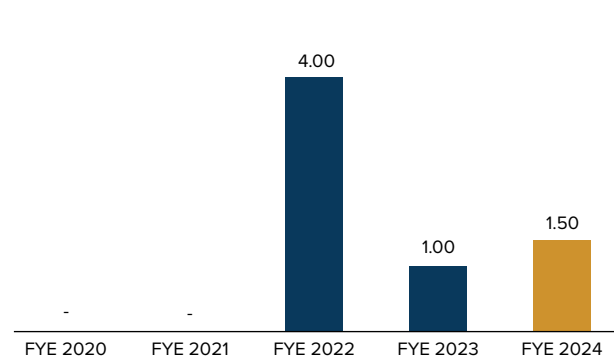
#### Earnings/(Loss) Per Share (sen)



#### Net Assets Per Share (RM)



#### Dividend Per Share (sen)



## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

Financial Year Ended 31st March (RM'000)	2020	2021	2022	2023	2024
Revenue	768,212	753,658	1,116,486	1,313,765	<b>1,289,239</b>
Profit Before Interest and Tax	8,477	41,593	155,739	74,400	<b>51,949</b>
Finance Costs	17,148	13,443	11,039	20,291	<b>25,446</b>
Profit/(Loss) Before Tax	(7,781)	28,924	145,472	54,634	<b>26,956</b>
Profit/(Loss) After Tax	(9,123)	24,572	116,524	42,033	<b>20,839</b>
Profit/(Loss) Attributable to Owners of The Company	(10,524)	19,004	101,428	40,126	<b>18,803</b>
Total Equity Attributable to Owners of The Company	258,524	277,462	395,011	443,419	<b>459,119</b>
Total Assets	762,940	707,311	1,094,479	1,101,583	<b>1,113,580</b>
Total Borrowings	355,378	293,218	441,191	437,143	<b>446,885</b>
Debt/Equity (times)	1.40	1.05	1.07	0.94	<b>0.93</b>
Earnings/(Loss) Per Share (sen)	(2.77)	5.00	25.62	9.59	<b>4.49</b>
Net Assets Per Share (RM)	0.68	0.73	0.94	1.06	<b>1.10</b>
Dividend Per Share (sen)	-	-	4.0	1.0	<b>1.5</b>

### Commentary on Financial Results

Persistent inflation, escalating interest rates and heightened uncertainties pose obstacles to sustainable growth in the global economy. The effects of the COVID-19 pandemic, conflicts such as the war in Ukraine and Middle-East, climate change and rapidly evolving macroeconomic conditions further obscure economic recovery prospect. Despite these obstacles, the Group has remained steadfast in maintaining growth and resilience by prioritising strategic objectives, exercising prudence in navigating the difficulties and nurturing relationships with our stakeholders. Through the unwavering dedication and hard work of our team, AYS concluded another positive year, marking its third consecutive year of revenue surpassing the RM1 billion milestone.

For the FYE 2024, the Group reported a lower revenue of RM1,289.239 million, down RM24.526 million from the preceding year of RM1,313.765 million. The primary factor behind this decline was the lower average selling price of various structural steel products.

Despite the challenging environment characterised by high interest rates, stringent monetary policies and the lack of large-scale infrastructure projects impacting the steel and construction sectors in which AYS operates, the Group managed to deliver positive results, with profit after tax ("PAT") totalling RM20.839 million, compared to RM42.033 million in the FYE 2023.

Presented below is an overview of the cost comparisons.

	Description / Commentary	FYE 2023 (RM'000)	FYE 2024 (RM'000)	Change (%)
Selling and distribution expenses	Mainly consist of transportation costs and costs associated with sales and marketing such as trade credit insurance premium, entertainment expenses and etc. The increase was mainly due to higher transportation costs which reflected in higher business activities in FYE 2024.	17,394	21,084	21.21%

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Commentary on Financial Results (Cont'd)

	Description / Commentary	FYE 2023 (RM'000)	FYE 2024 (RM'000)	Change (%)
Administration expenses	Including but not limited to staff related costs, management fees paid for the sales administration and accounting services and etc. The increase was mainly due to higher staff cost which translated from higher number of staff employed in FYE 2024.	49,572	50,134	1.13%
Other expenses	Mainly consist of costs of maintenance, depreciation and etc. These expenses have remained relatively consistent compared to previous year.	9,841	9,851	0.10%
Impairment loss of financial assets	Mainly consist of allowances for impairment losses on trade receivables taking into account past loss experience and observable data reflecting current economic conditions and future forecasts. The decrease was driven by enhanced credit procedures with stricter requirements for granting credit to customers and improved recovery of doubtful debts.	2,586	-222	- 108.58%
Finance costs	The increase was attributable to the 25 basis points increase in the OPR to 3 percent from May 2023 onwards, coupled with higher bank borrowings.	18,942	24,209	27.81%
Tax Expense	The effective tax rate was lower than the statutory tax rate primarily due to certain incomes which were not taxable, over provision of taxation in prior year, despite certain expenses being non-deductible for tax purpose. The overall decrease in taxation was due to lower reported profit in the FYE 2024.	12,601	6,117	- 51.46%



## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Analysis of the Financial Position

	Description / Commentary	FYE 2023 (RM'000)	FYE 2024 (RM'000)	Change (%)
Property, Plant & Equipment ("PPE")	The increase was mainly resulted from construction work in progress for warehouses, coupled with the acquisition of machinery in the Manufacturing division.	126,706	136,468	7.70%
Investment Properties	Resulted from the acquisition of a condominium unit in Selangor, Malaysia and fair value gains on Investment Properties held in FYE 2024 despite the disposal of an apartment in Johor, Malaysia.	56,798	58,613	3.20%
Inventories	The increase in inventories was mainly due to higher inventory holdings as at end of the FYE 2024. The increase in inventories turnover to 171 days, compared to 165 days as at end of FYE 2023 was attributable to meeting demand and secured orders on hand in the subsequent quarters.	529,176	545,115	3.01%
Trade Receivables	Lower trade receivables turnover of 81 days compared to that of 89 days as at end of FYE 2023. Trade receivables are generally ranging from 0 to 150 days term.	321,565	285,817	- 11.12%
Cash and Cash Equivalents	The total cash and cash equivalents of the Group remained positive and healthy.	22,375	28,634	27.97%
Bank Borrowings	The increase in borrowings was mainly attributable to higher inventory holdings.	437,143	446,885	2.23%
Trade Payables	The trade payables turnover decreased to 38 days as compared to 43 days as at the end of the FYE 2023.	138,777	122,144	- 11.99%
Total Equity	Increase mainly attributable to profits earned in the FYE 2024.	463,026	482,502	4.21%

### Financial Ratio

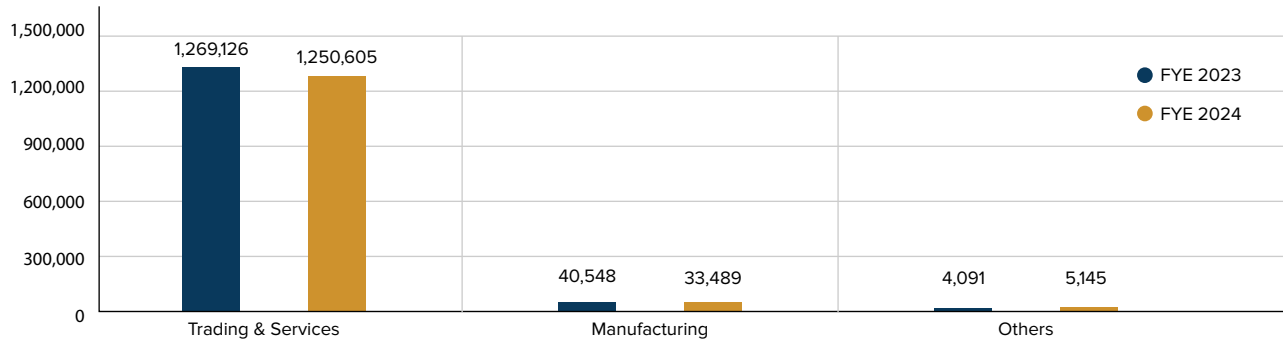
<b>Current Ratio</b>	FYE 2023	1.57	1.56	FYE 2024
<b>Quick Ratio</b>	FYE 2023	0.64	0.62	FYE 2024
<b>Gross Gearing Ratio</b>	FYE 2023	0.99	0.97	FYE 2024
<b>Net Gearing Ratio</b>	FYE 2023	0.93	0.91	FYE 2024

## MANAGEMENT DISCUSSION & ANALYSIS

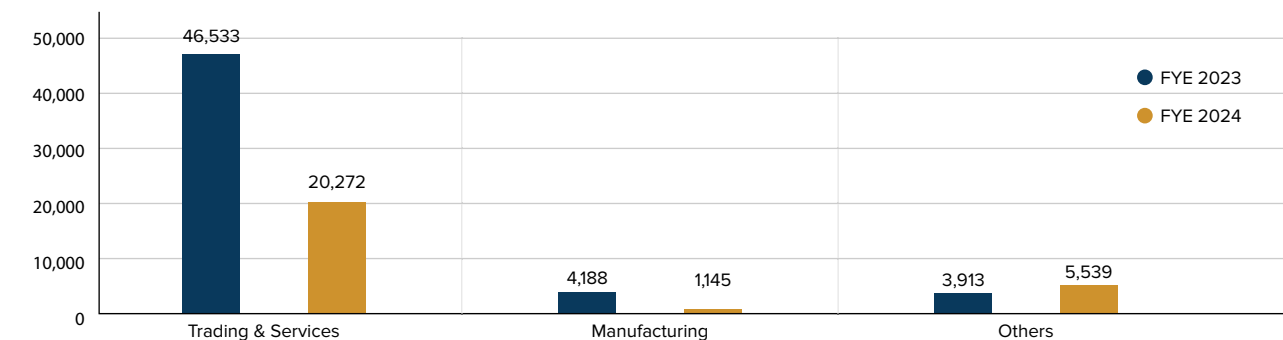
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### Segmental Disclosure

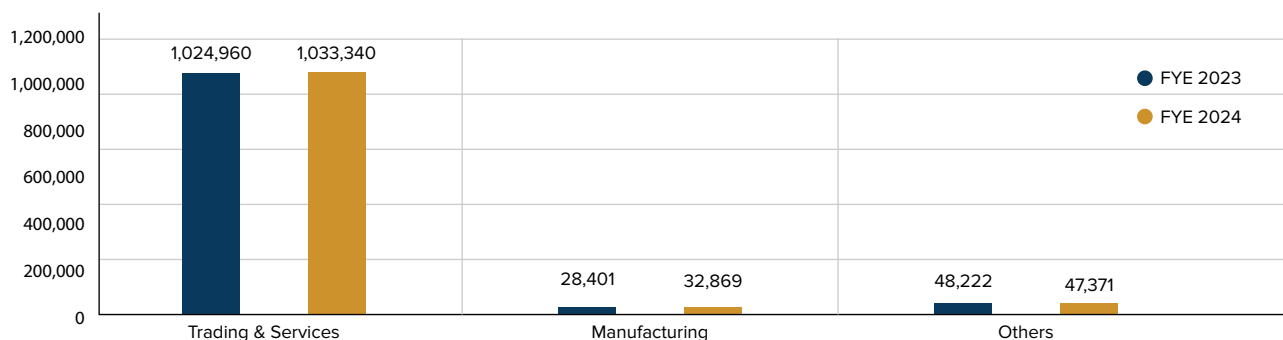
#### Revenue (RM'000)



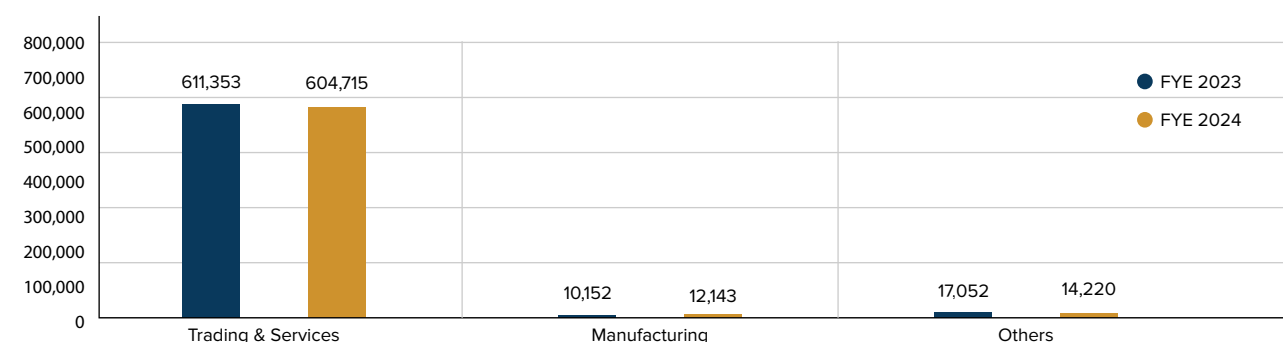
#### Profit Before Tax (RM'000)



#### Assets (RM'000)

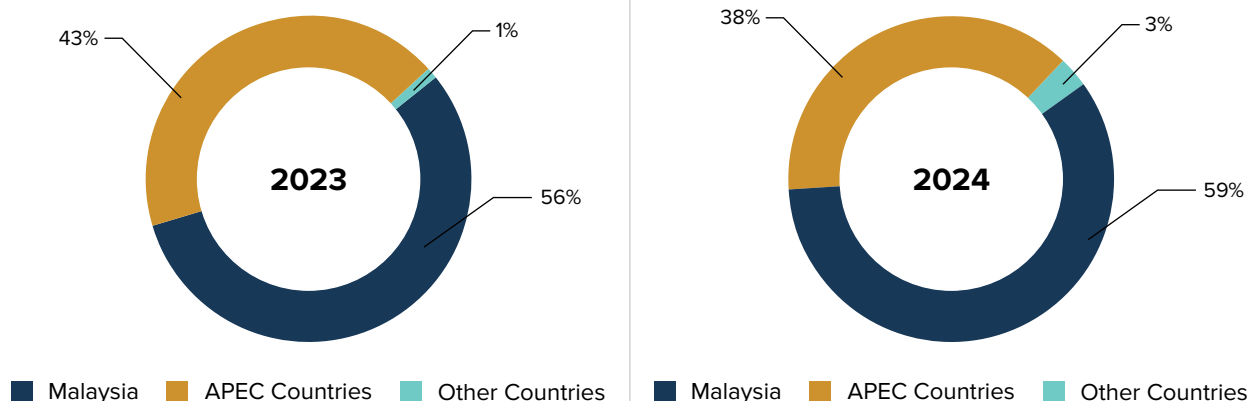


#### Liabilities (RM'000)



## MANAGEMENT DISCUSSION & ANALYSIS (CONT'D)

### Geographical Analysis



Group Revenue, External Sales (RM'000)	FYE 2023	FYE 2024
Malaysia	729,424	764,253
APAC Countries	568,161	489,707
Other Countries	16,180	35,279

### Dividend

During the financial year ended 31 March 2024, AYS has paid a final single tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 March 2023, totalling RM4,184,586.56 on 17 October 2023.

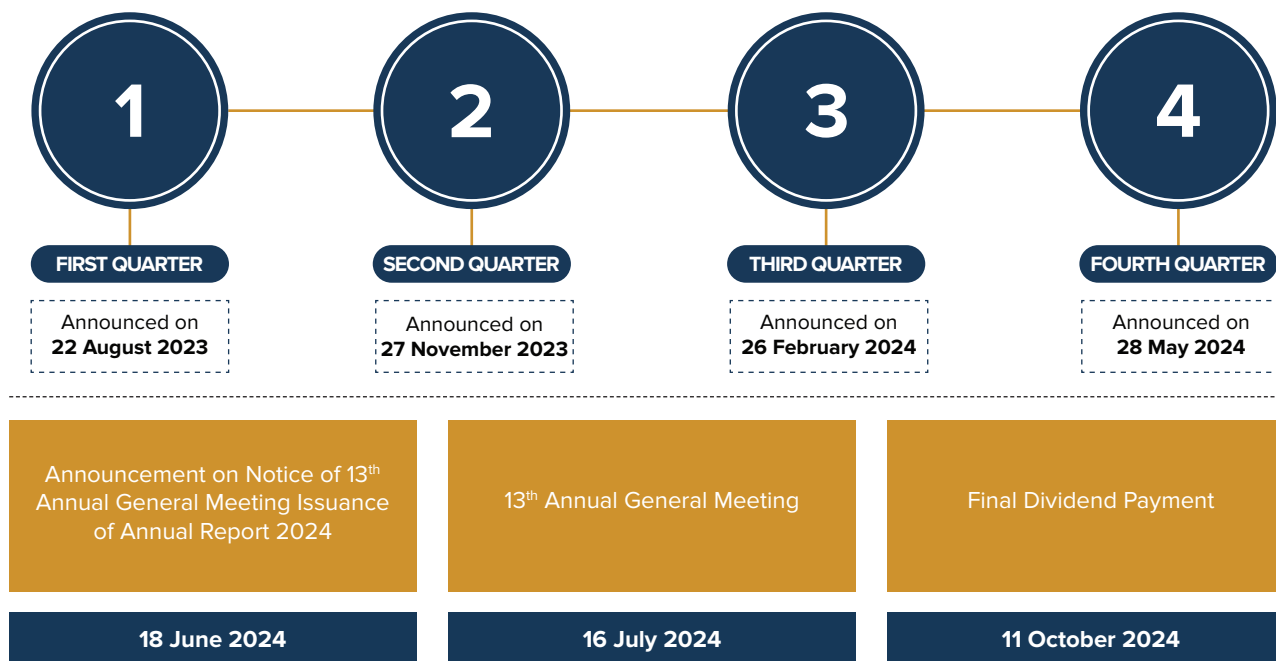
A final single-tier dividend of 1.5 sen per ordinary share for the FYE 2024 was recommended by the Board, aligning with AYS's commitment to maximising shareholder returns. This recommendation is contingent upon shareholders' approval at the forthcoming Annual General Meeting.

## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### Financial Calendar

Announcements of quarterly report on consolidated results for FYE 31 March 2024



### Share Performance

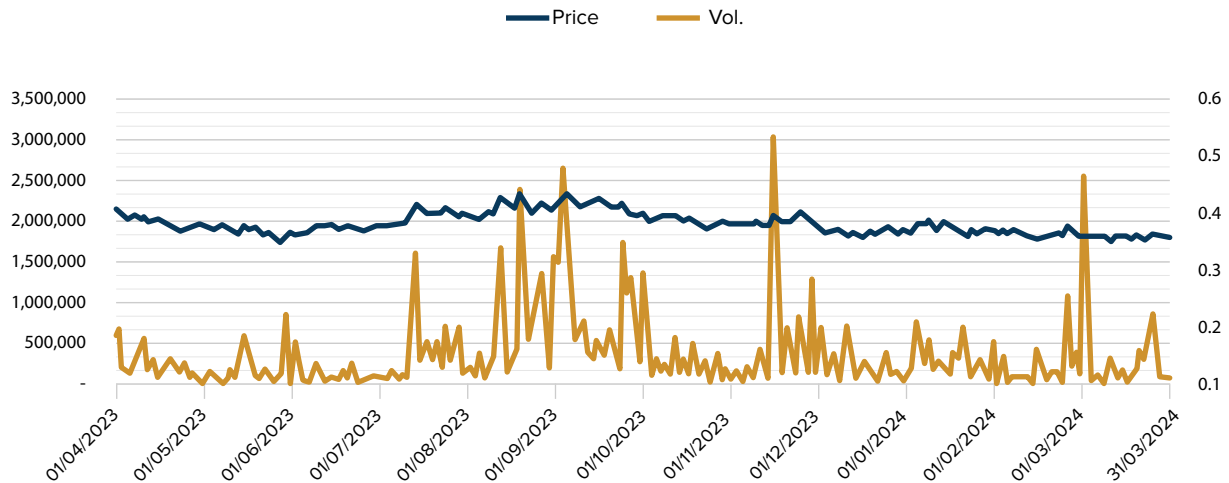
	FYE 2020	FYE 2021	FYE 2022	FYE 2023	FYE 2024
Number of ordinary shares ('million)	380.418	380.418	418.459	418.459	<b>418.459</b>
Market capitalisation (RM'million)	51.356	133.146	230.152	161.107	<b>148.553</b>
Trading volume ('million)	27.503	799.181	2,264.483	284.012	<b>86.653</b>
Closing Price (RM)	0.135	0.350	0.550	0.385	<b>0.355</b>
Highest Closing Price (RM)	0.350	0.495	0.930	0.625	<b>0.440</b>
Lowest Closing Price (RM)	0.115	0.145	0.340	0.365	<b>0.350</b>
Dividend per Share (RM)	-	-	0.040	0.010	<b>0.015</b>
Basic Earnings / (Loss) per Share	(0.028)	0.050	0.256	0.096	<b>0.045</b>



## MANAGEMENT DISCUSSION & ANALYSIS

(CONT'D)

### AYS Share Price Performance FYE 2024



### Appreciation

In conclusion, we extend our heartfelt appreciation to our diligent team, steadfast customers, supportive stakeholders, esteemed bankers and financiers, investors, government agencies and committed shareholders. We also express our gratitude to our esteemed board members for their valuable guidance and strategic insight. Together, we adeptly navigate challenges, capitalise on opportunities and collectively shape a promising future. Thank you for your unwavering support and dedication.



## SUSTAINABILITY STATEMENT

### About AYS Group Sustainability Report 2024

In the FY2024, we proudly commemorate the seventh anniversary of releasing our Sustainability Statement. AYS's Group Sustainability Statement is an annual disclosure that provides a comprehensive overview of our sustainability performance, forward-looking commitments, initiatives and strategies pertinent to the business and our stakeholders.



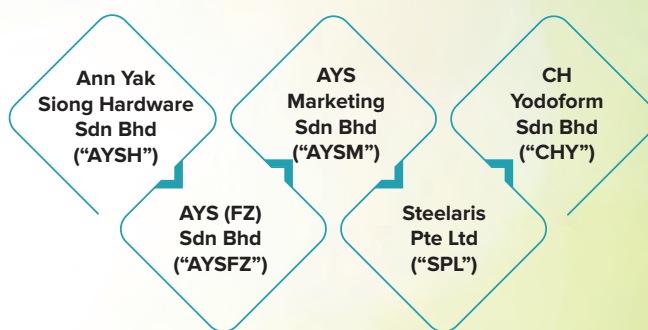
#### + Reporting Scope and Boundary

At AYS, sustainability is not just a priority; it is a steadfast commitment. We persistently endeavour to elevate our sustainability performance to foster enduring value for all stakeholders while ensuring a positive legacy for future generations.

Our approach goes beyond mere compliance, striving to achieve financial prosperity, environmental stewardship, and societal well-being, with a judicious balance between economic success and environmental and social responsibility. Thus, this statement reaffirms our unwavering dedication to integrating the four sustainability themes: Economic, Environmental, Social and Governance ("EESG") considerations into our fundamental business practices.

It is essential to read this statement in conjunction with other sections of this Annual Report, including the Management Discussion & Analysis, Corporate Governance Overview Statement and Statement on Risk Management and Internal Control.

The sustainability information and data presented in this statement pertain to our key subsidiaries, as listed below:



The publication of this annual Sustainability Statement covers information for the period from 1 April 2023 to 31 March 2024, along with any material events occurring thereafter up to the statement's publication date.

The scope of this statement extends beyond financial reporting and includes non-financial performance metrics, risks, opportunities and outcomes pertaining to or associated with our key stakeholders.

## SUSTAINABILITY STATEMENT (CONT'D)



### Sustainability Highlight



#### Good Health and Well-being

**33 employees** participated in Blood Donation Campaign, contributing a total of **28 pints** of blood

**Complimentary Fresh Fruits** provided weekly to all employees throughout the course of one month

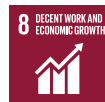
A cumulative of **4,756 KM** walked during the Step Into Wellness Campaign



#### Affordable and Clean Energy

Generated a total of **173,370 KWh** of solar energy in FY2024

Successful installation of **roof panel** to avoid diesel wastage



#### Decent Work and Economic Growth

**542** training hours were provided to our employees  
Registered a revenue of more than **RM1 billion** for the 3rd consecutive year



#### Gender Equality

**33%** of our Board of Directors in FY2024 were women

**43%** of our employees in FY2024 were female



#### Industry, Innovation and Infrastructure

Invested **RM440,623** on Digitalisation Initiatives



#### Climate Action

**131.41 tonnes** of CO<sub>2</sub>e emission avoided in FY2024

Supported Wildlife Conservation - **Zoo Negara Malaysia** via CSR programmes



#### Reduce Inequalities

Contributed **RM88,195** in cash and in-kind on various CSR programmes



#### Peace, Justice and Strong Institutions

**Zero** reported cases of bribery and corruption

**Zero** reported cases on fair labour misconduct



#### Responsible Consumption and Production

Collected **3,040 kg** of recyclable waste in our bi-weekly recycling exercise

Detected and fixed water pipe leaking and raised the awareness of water conservation resulted in **lower** water consumption

## SUSTAINABILITY STATEMENT

(CONT'D)

### Reporting Framework and Guidelines

AYS Group's Sustainability Statement has been prepared in compliance with Bursa Malaysia Securities Berhad's Main Market Listing Requirements. In addition, we have ensured that our statement conforms to the following reporting guidelines and frameworks. Throughout our commitment to excellence, we have developed this statement in accordance with industry best practices, thereby furnishing stakeholders with insightful disclosures to facilitate informed decision-making.

We continue to incorporate the Integrated Reporting ("IR") Six Capitals (i.e. Financial, Manufactured, Intellectual, Human, Social & Relationship and Natural) as prescribed by the International Integrated Reporting Council framework of Integrated Reporting into this statement as adopted in prior year.



### OUR COMMITMENT TO SUSTAINABILITY

Our sustainability approach is centered on balancing economic consideration and environmental, social and governance factors. Our sustainability commitment and approach are reviewed periodically to ensure that our strategy remains relevant to current trends, thereby mitigating risks and identify opportunities.

According to our Environmental, Social and Governance Policy, we affirm our commitment to sustainability by stating:



Our business conducted in a manner sensitive to environment, striving for energy efficient and making its best efforts to achieve continuous improvements for better carbon footprint;



Values credible inputs and feedback from both internal and external stakeholders on various aspects of AYS's business and operations;



Focusing on compliance and policies, while enhancing the integrity of the Group's subsidiaries, shareholders, Board of Directors and employees.





## SUSTAINABILITY STATEMENT (CONT'D)



### OUR CONTRIBUTION TO UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS ("UNSDGs")

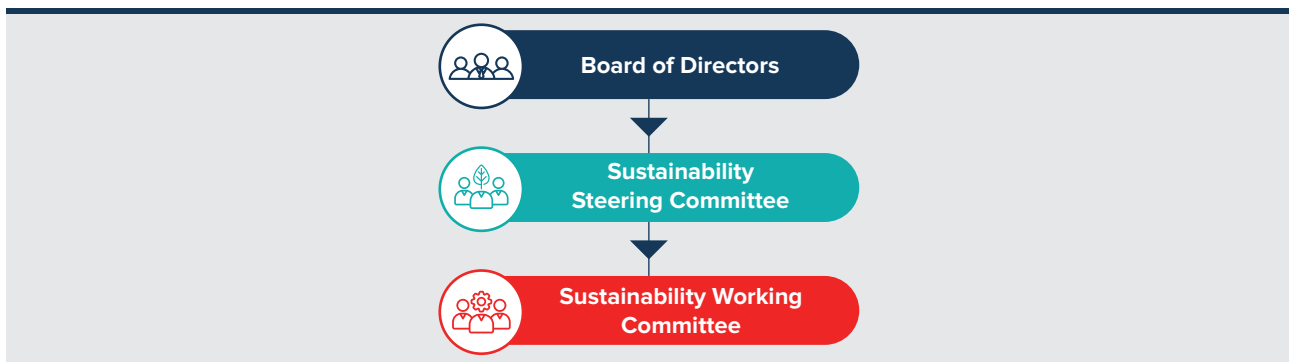
AYS remains steadfast in its commitment to advancing the UNSDGs by actively pursuing goals and targets that harmonise with our business purpose and strategies. We supported and prioritised nine UNSDGs integral to our business operations, meticulously mapping our contributions to each identified material matter.

#### Sustainability Governance

The Board of Directors ("BOD") of AYS serves as the paramount authority and is accountable for ensuring effective management of sustainability matters within the Group.

The Sustainability Steering Committee ("SSC") is responsible for driving the implementation of strategic management of sustainability matters. Chaired by the Chief Executive Officer, the committee includes Deputy Group Managing Director and Chief Financial Officer, fostering a holistic approach to sustainable practices.

The SSC is supported by Sustainability Working Committee ("SWC"), which acts as the operational arm responsible for executing the Group's sustainability initiatives.



#### Roles and Responsibility of Sustainability Governance Group

Role	Responsibility
<b>BOD</b> Responsible for the Oversight of Sustainability Matters	<ul style="list-style-type: none"> <li>Assumes full responsibility for establishing the Group's sustainability strategy directions and goals;</li> <li>Provides final approval for sustainability-related matters;</li> <li>Approves the Group's annual sustainability statement.</li> </ul>
<b>SSC</b> Strategic Management of Sustainability Matters	<ul style="list-style-type: none"> <li>Advises the BOD on sustainability strategic goals;</li> <li>Reports overall sustainability progress to the BOD;</li> <li>Seeks approval from the BOD for sustainability initiatives recommended by the SWC;</li> <li>Oversees and monitors sustainability initiatives and progress implemented by the SWC.</li> </ul>
<b>SWC</b> Execution of Sustainability Initiatives	<ul style="list-style-type: none"> <li>Identifies material sustainability matters relevant to the Group;</li> <li>Champions the sustainability initiatives at the operational level;</li> <li>Reports to the SSC on the overall progress of sustainability initiatives and highlights any challenges or limitations.</li> </ul>

## SUSTAINABILITY STATEMENT

(CONT'D)

### Economic (Financial Capital)

#### 1. Sustainable Returns



##### Why it is important?

Sustainable returns serves as the cornerstone of long-term business performance, crucial for ensuring resilience, fostering innovation and building stakeholders' confidence. As a result, our financial success holds strategic significance for the expansion and longevity of our company.

By placing a high priority on our financial performance, we not only secure our own survival but also the continuation of our sustainability efforts, translating our goals into observable outcomes that benefit our stakeholders, our business, and society at large.

##### Our Response

##### Strategic Leadership Retreat



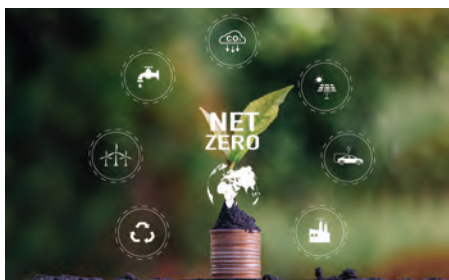
AYS has organised a strategic leadership retreat outside the workplace, gathering key senior management, departmental heads and functional leaders. This exclusive gathering aims to facilitate a comprehensive roundtable discussion on the Group's performance review, future planning and strategies to achieve common goals and objectives. Our Group's pursuit of sustainable return is underpinned by our unwavering commitment to our Vision, Mission and Core Values namely Alliance, Yield and Sustainability.

##### ESG Evolve 2023



ESG is continuing to evolve and is gaining increasing significance as businesses strive to embrace sustainable practices. AYS's Sustainability Committee has joined ESG Evolve 2023 to explore cutting-edge strategies for re-engineering business activities, driving innovative and establishing competitive advantages through sustainability.

##### Supporting the Carbon-Neutral pathway



In our endeavour to bolster the carbon-neutral economy and building a sustainable steel supply chain in the region, we cooperate with various steel mills to distribute CO<sub>2</sub>-reduced steel in the region where we operate.

## SUSTAINABILITY STATEMENT (CONT'D)

### Our Performance

Direct Economic Values Generated



Revenue

**RM1.289** billion

### Value Distribution



**To shareholders**

RM6.277 million will be distributed to shareholders as dividend income (subject to approval by shareholders at the forthcoming Annual General Meeting)



**To Government:**

RM6.117 million in income taxes was provided to the government



**To Employees:**

RM45.734 million was allocated towards employee wages and benefits



**To Banks:**

RM24.085 million was paid in interest expenses to banks



**To Communities:**

RM88,195 was paid for donations, sponsorships and CSR programmes

## SUSTAINABILITY STATEMENT

(CONT'D)

### Economic (Intellectual Capital)

#### 2. Digitalisation and Innovation



##### Why it is important?

In the dynamic and competitive business environment of today, staying robust, flexible, and ahead of the competition requires embracing innovation and digital technology. Prudence's strategic investment in state-of-the-art technology not only enhances operational efficiencies but also establishes a solid foundation for sustained growth and expansion.

##### Our Response

We recognise the importance of staying ahead of the constantly changing demands of the competitive market and the rapidly evolving global technology landscape. By implementing various on-demand platforms internally and transforming our intranet website, we aim to significantly enhance our overall operational efficiency.

##### Our Performance

The following deliverables were implemented in FY2024:



##### SAP Software

Implemented SAP in CHY, AYSFZ and AYS Capital Sdn Bhd ("AYSC") to establish a centralised system for consolidating data, enabling efficient and accurate reporting.



##### Electronic Invoices

Implemented email electronic invoices to replace traditional paper-based invoices, supporting environmental sustainability initiatives.



##### Cloud-Powered Productivity Platform

Migrated existing on-premise email server to Microsoft 365 Outlook Online cloud services, enhancing productivity and streamline workflows.



##### Chatbot Services

Implemented chatbot services for WhatsApp and WeChat inquiries, revolutionising our customer interaction methods.



##### CountThings

Implemented CountThings to automatically count items from photos on mobile devices or Windows computers.



##### E-Invoice

We have upgraded our SAP System to comply with LHDN's E-Invoice implementation.



## SUSTAINABILITY STATEMENT (CONT'D)

### Economic (Social Capital)

#### 3. Procurement and Supply Chain Management +

##### Why it is important?

In a world that values social responsibility, maintaining an ethical and strategic supply chains are essential. We actively seek suppliers who uphold the same values of sustainability practices, diversity approach, fair labour practices and ethical standards. Through this approach, our strategy not only strengthens our company but also improves the social and economic well-being of the local communities.

##### Our Response

To establish a strong, dependable and sustainable supply chain, we have integrated sustainability policies and established a cascade of sustainable practices into our procurement strategy. We ensure fair and equal opportunities for all our suppliers and vendors, while also upholding Anti-Bribery and Corruption compliance across all of our third-party network including vendors and suppliers.

Our goal is to source responsibly and ethically, prioritising local and small to medium-sized enterprises (“SMEs”). Our supplier network includes large multinationals and SMEs from the Middle East, Europe, and APAC region. We are determined to play a part in encouraging environmentally friendly practices among our suppliers and prioritising local partners in our operating regions.

##### Our Performance



**29.5%**

Spending on Local Suppliers



**Implemented  
Electronic  
Invoices in**

AYSH, CHY, AYSM, SPL



**100%**

of Suppliers Assessed under the  
Supplier Performance Evaluation

Co.	FY 2024		FY 2023		FY 2022	
	L	F	L	F	L	F
	%	%	%	%	%	%
AYSFZ	100	-	100	-	100	-
AYSM	100	-	100	-	100	-
CHY	75	25	57	43	44	56
AYSH	8	92	6	94	4	96
SPL	37	63	23	77	26	74

L = Local Suppliers

F = Foreign Suppliers

## SUSTAINABILITY STATEMENT

(CONT'D)

### Economic (Social Capital)

#### 4. Quality Assurance and Customer Satisfaction +

##### Why it is important?

Customer satisfaction is crucial for maintaining our company's good reputation in the marketplace and creating long-term value. We attentively evaluate customers' feedback and ensure that all our products and services meet stringent quality standards. Delivering consistently high-quality products and services fosters customer loyalty, establishes trust and produces long-term value in a competitive market, potentially boosting sales and profitability. Our dedication to excellence, which distinguishes us as one of the market leaders in the industry, attracts clients who value exceptional products and services.

##### Our Response

Our commitment extends beyond conventional connections. We regularly participate in trade fairs and exhibitions, both domestically and internationally, to engage with customers and to stay abreast of the latest business best practices to serve our customers better. We have also put a strong emphasis on internal quality control procedures and maintaining ISO Certification to ensure our products and services meet high-quality standards.

##### Our Performance

Customer Satisfaction Rate

We received 270 customers survey forms, achieving a feedback rate of 84%.



##### Certification

Our business management systems has been audited and are accredited by Standards Malaysia and United Kingdom Accreditation Services (UKAS) and certified by Bureau Veritas Certification (Malaysia) Sdn Bhd as follows:

Ann Yak Siong Hardware Sdn Bhd

AYS Marketing Sdn Bhd

CH Yodoform Sdn Bhd

**CERTIFIED**  
ISO 9001:2015  
ISO 14001:2015  
ISO 45001:2018



**CERTIFIED**  
ISO 9001:2015  
ISO 14001:2015



## SUSTAINABILITY STATEMENT (CONT'D)

### Steelaris Pte Ltd



ISO 9001:2015



ISO 14001:2015



ISO 45001:2015

#### Member of Associations

We actively participate in several associations to receive feedback, enhance our performance as a whole and contribute value to the community at large.

	Membership of Industry Trade Associations	Level	Role
MALAYSIA	Malaysia Steel & Metal Distributors' Association	National	Committee
	Malaysia Iron and Steel Industry Federation	National	Member
	Building Materials Distributors Association of Malaysia	National	Member
	Master Builders Association Malaysia	National	Member
	Klang Chinese Chamber of Commerce and Industry	National	Member
SINGAPORE	Singapore Business Federation	National	Member
	Singapore Manufacturing Federation	National	Member
	Singapore Metal & Machinery Association	National	Member
	Singapore Iron Works Merchant Association	National	Member
	Singapore Green Building Council	National	Member



SUSTAINABILITY STATEMENT  
(CONT'D)

Environmental (Natural Capital)

5. Environmental & Climate Change Management +

Why it is important?

Malaysia has embraced the Paris Agreement in response to the concerns regarding global warming and has committed to reducing the greenhouse gas emissions “(GHG)” intensity across the economy by 45% by 2030, aiming for net zero GHG by 2050. Therefore, comprehending the environmental impact of our operations and addressing associated concerns are essential for our sustained success. Failing to take proactive measures to mitigate climate risks could have severe consequences to our stakeholders.

Our Response

We are guided by our Sustainability Policy which provides direction and ensures our business operations promote sustainable development with consideration on Economic, Environmental, Social and Governance factors. In addition, we seek to reassure our stakeholders by setting targets and implementing initiatives and action plans as a testament to our dedication to creating a sustainable and responsible future.

Our Performance

Our Decarbonisation Initiatives

**Solar**

Increasing solar energy generation within our operations is our main priority as we recognise the pivotal role renewable energy plays in reducing both the Group's and the nation's carbon emissions.

**173,370 kWh** of renewable energy generated

**3R Practices**

The key to our waste management strategy is minimising GHG emissions from landfill operations. We actively support a low-carbon environment by reducing unnecessary waste and diverting waste away from landfills.

**3,040kg** of recyclable waste recycled

**Diesel**

Minimising diesel wastage through evaporation.

**Installation** of roofing to shade the diesel tank



Waste Management

The Environmental Quality (Scheduled Waste) Regulations 2005 govern the responsible disposal of scheduled waste from our production processes, aiming to minimise risks to our people, the environment, and nearby communities. Every six months or when it reaches a specific volume, scheduled waste is appropriately labelled, stored and disposed of. We exclusively appoint licensed contractors by the DOE to collect and transport the scheduled waste for treatment before its final disposal.

Code	Name of Waste	Scheduled Waste (KG)		
		FY 2024	FY 2023	FY 2022
SW 409	Contaminated paint containers	1,070	1,676	927
SW 410	Contaminated gloves & rags	28	46	32
SW 417	Waste of paints	3,129	3,332	2,248
SW 306	Spent of hydraulic oil	4	20	910

Air Quality Emission Evaluation by external consultant:

FY2024	FY2023	FY2022
Satisfactory	Satisfactory	Satisfactory



## SUSTAINABILITY STATEMENT (CONT'D)

### Environmental (Natural Capital)

#### 6. Responsible Consumption



##### Why it is important?

The practice of utilising resources sustainably and conscientiously to meet present needs without compromising the ability of future generations to meet their own needs. By placing a high priority on responsible consumption on natural resources, we can strengthen our ability to handle problems like material scarcity and supply chain disruptions.

##### Our Response

While abiding by the rules and regulations pertaining to environmental protection, we are dedicated to doing our part to maintain a culture of responsible resource management. By implementing monitoring systems to track the usage of essential resources such as electricity and water across our operations, we can proactively manage resources efficiently.

##### Our Performance

##### Electricity Management

The goal of the Group's electricity management strategy is to reduce costs while gradually decrease our carbon footprint. To achieve this, we use energy-efficient machinery and LED bulbs, educate our employees about energy conservation and incorporate energy-saving designs into our facilities. We monitor our consumption data to optimise our electricity management strategies.

Location	Electricity Consumption (kWh)		
	FY2024	FY2023	FY2022
Lot 6488	215,907	303,013	304,967
Bukit Raja	59,084	48,064	48,882
Lot 3846	327,324	464,830	220,610
Lot 3845	39,330	41,150	39,700
PKFZ	N/A *	N/A *	N/A *
Singapore	35,561	33,537	10,355
Total	677,206	890,594	624,514

The reduction in energy consumption at Lot 6488 which houses our corporate headquarter and warehouse was mainly attributed to the higher usage of renewable energy generated from our 125 kWp solar photovoltaic system. Coupled with various energy conservation initiatives undertaken throughout the year, this led to a decrease in overall energy consumption in FY2024.

##### Water Management

Maintaining a focus on effective water management and responsible water usage to reduce our environmental impact, in addition to keeping an eye on and recording the inventory of water consumption.

Location	Water Consumption (M <sup>3</sup> )		
	FY2024	FY2023	FY2022
Lot 6488	4,579	8,846	29,584
Bukit Raja	1,197	1,027	1,301
Lot 3846	6,591	6,557	7,564
Lot 3845	4,066	5,519	3,255
PKFZ	N/A *	N/A *	N/A *
Singapore	496	458	#
Total	16,929	22,407	41,704

The decrease in water consumption was attributed to the detection and replacement of a burst pipe as well as on-going water conservation initiatives.

\* PKFZ – Warehouse has been rented to a non-related party during the financial year.

# Water consumption was included in the rental paid to landlord.

## SUSTAINABILITY STATEMENT

(CONT'D)

### Social (Human Capital)

#### 7. Occupational Safety and Health ("OSH")



##### Why it is important?

Ensuring the safety of our employees and the security of our business operations is crucial for our business success. A comprehensive OSH management allows our employees to work in a safe and comfortable environment. Cultivating a culture of responsibility and care in the workplace helps prevent accidents and injuries. It is not only legally required to prioritise OSH but also an ethical obligation to the people who work hard and contribute to company success.

##### Our Response

The formation of the Safety, Health, and Environmental Committee ("SHEC") reflects the Group's commitment to conducting business responsibly and providing a safe and healthy workplace for our employees.

Additionally, we have formed an Emergency Response Team ("ERT") that includes a chemical spill response team, firefighters and first responders. This ERT serves as a platform for employers and employees to address health and safety-related issues. The ERT is tasked with developing strategies to mitigate accidents and occupational health problems, ensuring the Group complies with legal obligations, and raising awareness of OSH risks and hazards within the Group.

##### Key Safety Initiatives in 2024

###### Ergonomic Risk Assessment

Ergonomic risk assessment for all activities involving manual handling in our Manufacturing division

###### Forklift Training

Forklift safety training to enhance knowledge and safety standards to prevent injury and safeguard company's assets

###### Quarterly Safety Bulletin

Showcase aspects of OSH performance and initiatives

###### Introduction of Safety Pass

Issue safety pass to vendors who attended our safety briefing to ensure awareness of rules and regulations

###### Local Exhaust Ventilation (LEV) Monitoring

Periodic test our LEV system to ensure it is functioning properly

###### Noise Awareness Training

Information about the impact of noise on productivity, health and well-being

###### Scheduled Waste Management

Provide employees with a clear understanding of how to handle chemicals and manage waste

###### First Aid Training

Equip employees with the ability to assess emergency scenes and provide appropriate care and basic life-saving aid

###### Annual Audiometric Testing

Annual audiometric testing for employees exposed to production noise during their work



## SUSTAINABILITY STATEMENT (CONT'D)

### Additional Safety Signage

Identify and place safety signage to reduce potential hazards

### Stack Emission Monitoring

Monitor chemical emissions to ensure they do not exceed the air pollution index

### Fire & Evacuation Drill

Conduct fire and evacuation drills annually



### Key Healthy Initiatives in 2024

#### Joyful Fruit Month



All staff are provided with a selection of fresh fruits every Wednesday throughout June 2023. The assortment includes oranges, apples, bananas and coconuts.

#### Step into Wellness



"Step into Wellness" was organised to initiate the fitness journey and promote a healthy lifestyle among all staff. The programme spans over 4 months.

### Our Performance

We recorded 2,816 hours of loss time injuries ("LTI") and zero major injuries, reflecting our efforts to provide a safe work environment. This year, our Lost Time Injury Frequency Rate ("LTIFR") stood at 3,720 hours. Following these incidents, we have identified and implemented actions to address the incidents and prevent recurrence.

In testament to our commitment to OSH, AYS consistently achieved our goal of zero fatality cases this financial year. To further safeguard the public and our employees from any health and safety hazards associated with our activities, we are doubling our efforts to decrease both LTI and LTIFR as part of our ongoing safety improvement initiatives and engagement programs.

	FY2024	FY2023	FY2022
LTI	2,816	616	408
LTIFR	3,720	1,093	719

**Zero Fatality  
Case**

79 employees attended on 8 OSH-related training and programmes in FY2024.

## SUSTAINABILITY STATEMENT

(CONT'D)

### Social (Human Capital)

#### 8. Fair Labour Practices



##### Why it is important?

It is utmost importance to us to uphold fair labour practices. It is crucial for developing a culture of trust, diversity, and ethical business practices in addition to being a moral obligation. This dedication extends beyond mere compliance with the laws; it also entails actively cultivating an atmosphere within the organisation where each individual is valued and respected.

##### Our Response

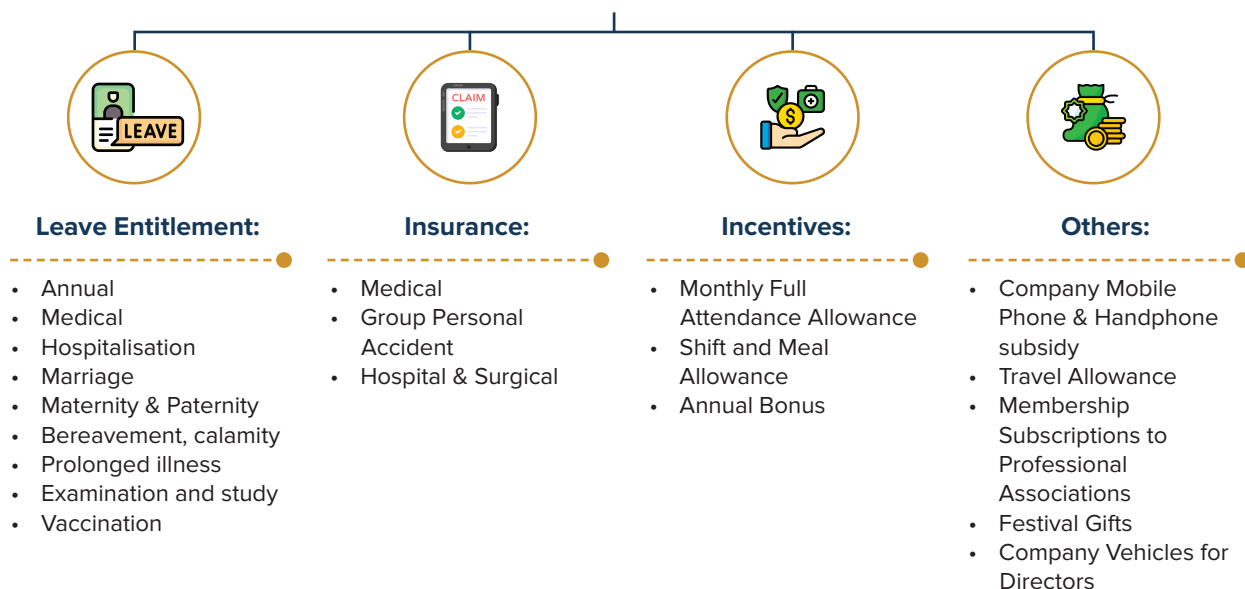
##### Competitive Remuneration and Employees Benefits

We provide all our employees with competitive remuneration and benefits packages that are fair and commensurate with their abilities, experience and level of responsibility assumed within the Group. This aligns with our goal of fostering talent acquisition and retention.

Turnover Rate	FY2024	FY2023	FY2022
	14%	18%	19%

We believe that offering perks to our valued employees enhances their quality of life and overall well-being. These benefits prioritise the wellbeing of our employees, include everything from flexible work arrangements and professional development opportunities to healthcare and insurance coverage.

##### Employee Benefits



##### Parental Leave

After taking parental leave in FY2024, 100% of employees resume full-time work, as reported by the Group. Twelve months following those who return from parental leave in FY2023, 83% of female and 100% of male employees remained employed.

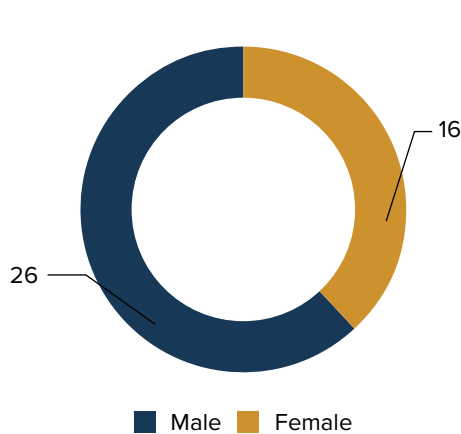
## SUSTAINABILITY STATEMENT

(CONT'D)

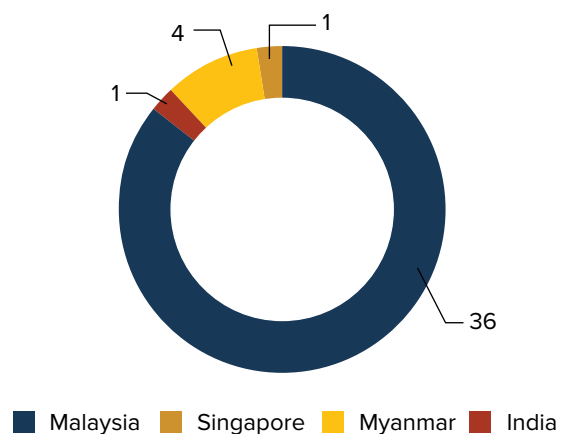
	Men	Women
No. of employees who took parental leave	6	5
No. of employees who returned to work after parental leave	6	5
Percentage of employees who returned to work after parental leave and were still employed 12 months after their return to work	100%	83%

### New Hires

AYS believes in the capability of local talents to deliver excellent service and performance for the Group. We continue to prioritise locals for employment and participated in several recruitment drives at local universities and recruitment fairs. However, due to the nature of our business in the trading and manufacturing sectors, most of our employees at operational sites are foreign workers.



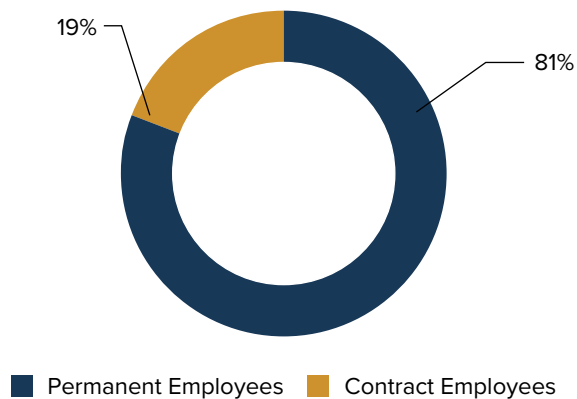
New Hire in Gender Diversity



New Hire By Nationality

### Our Performance

**ZERO** non-compliance with labour standard recorded in FY2024





## SUSTAINABILITY STATEMENT

(CONT'D)

### Social (Human Capital)

#### 9. Talent Management



##### Why it is important?

Employees are the most valuable asset of any company and the key to its success. The company's ability to achieve excellence and progress relies on its ability to attract, nurture, retain and utilise the right personnel, who bring exceptional skills, expertise, and innovative thinking. The dynamics of a company heavily depend on fostering a work environment that promotes inclusion and diversity. A strong commitment to diversity, equity, and inclusion fosters harmony and cooperation, in turn, enhances business performance.

##### Our Response

We empower our talented workforce to drive sustainable growth by prioritising diverse growth strategies. We ensure our employees have the necessary skills and capabilities to fulfil their aspirations while meeting stakeholder needs and adapting to the dynamic business landscape.

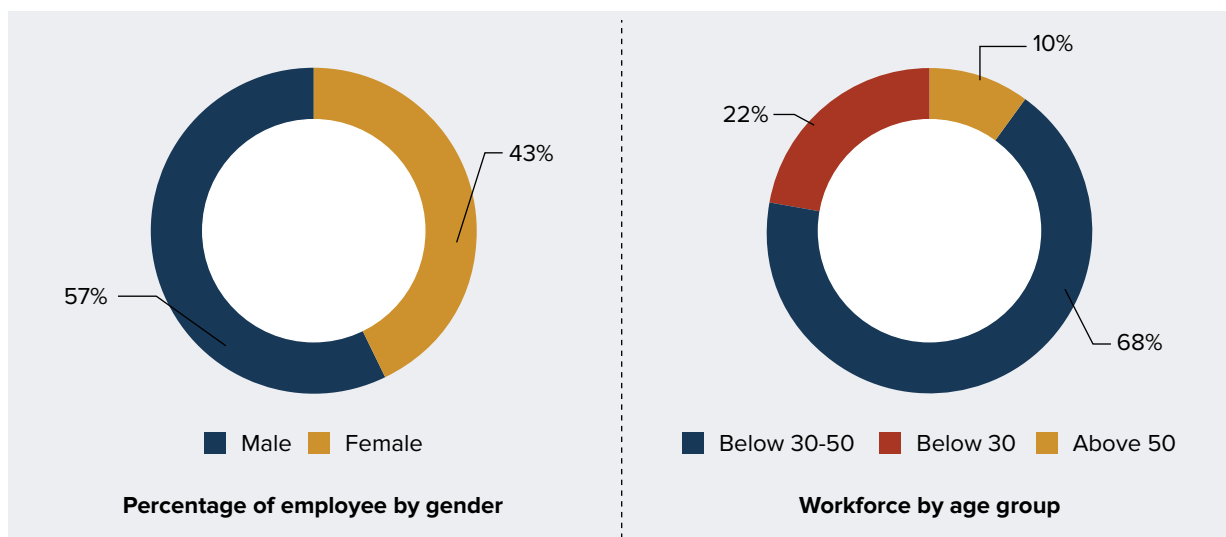
In order to meet the evolving needs of future employee generations, our organisation has developed comprehensive human capital strategies. Our focus is on innovation and digitalisation efforts aimed at establishing efficient and effective systems, processes and organisational capacity. Our talent management strategy which guided by diversity, equality and inclusion policy is primarily focused on succession planning, performance management, leadership development and employee competency building. This strategy is implemented across all organisational levels to support our business priorities and growth objectives.

##### Our Performance

##### Employee Distribution

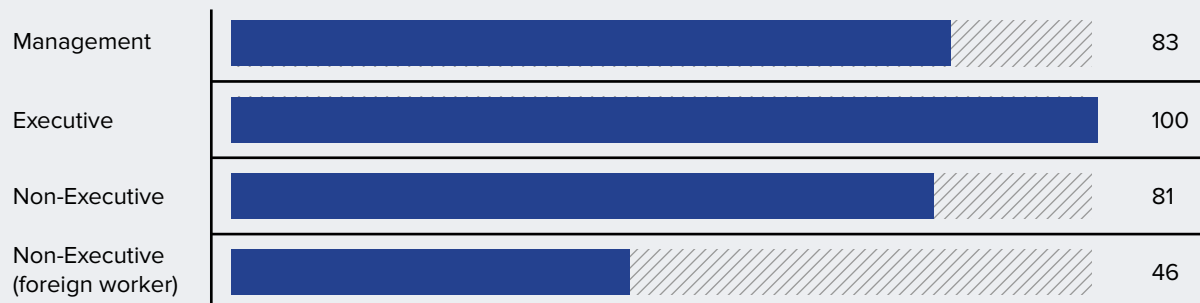
AYS employed 310 staff members as of the end of FY2024, 57% of whom were men and 43% of whom were women. The predominance of men in operational roles involving labour-intensive manual tasks skews the gender distribution. However, we actively support our female employees in pursuing professional roles and responsibilities, provided they obtain the necessary training and credentials.

Through strong human capital strategies, including efficient recruitment and training programmes, we maintain a diverse workforce that spans various age groups, genders and nationalities. A balanced demographic distribution not only fosters an environment conducive to talent retention but also facilitates succession planning. The proportion of women in our workforce climbed from 40% in 2023 to 43% in 2024, demonstrating our dedication to gender diversity.

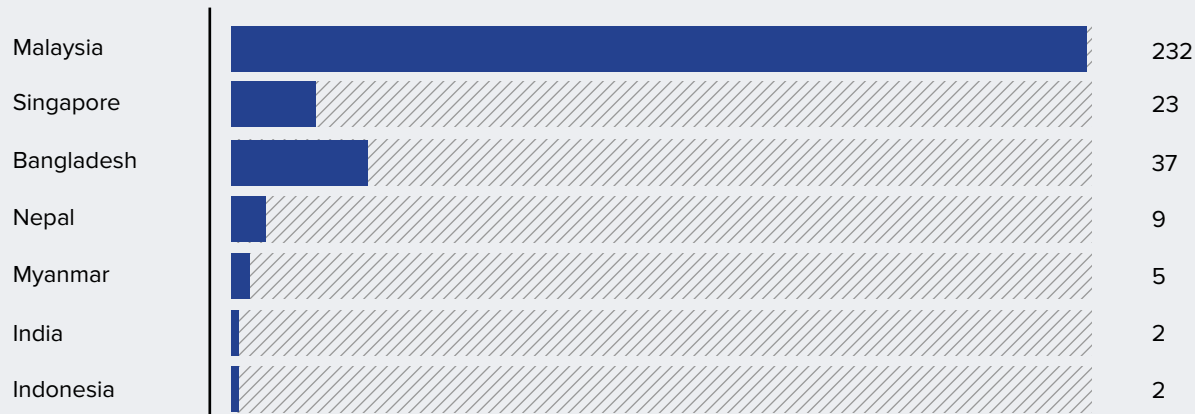


## SUSTAINABILITY STATEMENT (CONT'D)

### WORKFORCE BY EMPLOYMENT CATEGORY



### WORKFORCE BY NATIONALITY



### Women in Leadership

We are dedicated to empowering women within our workforce and acknowledge that gender diversity enhances team performance as well as corporate performance. Consequently, we have surpassed the Malaysian Code on Corporate Governance's ("MCCG") requirement of having 30% women Directors on our Board.



**33%**

Female Board Representation



**47%**

Women in Management Position



**56%**

Promotions Awarded to Female Employees

## SUSTAINABILITY STATEMENT

(CONT'D)

### Social (Human Capital)

#### 9. Talent Management (Cont'd)

##### Our Performance (Cont'd)

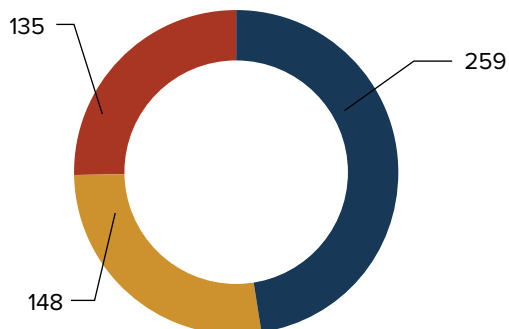
##### Training & Development

We are dedicated to elevating the competency level of our employees by providing comprehensive training courses. Our programmes are accessible both in-person and through virtual platforms. Recognising the importance of a diverse skill set, we include both hard and soft skills in our curriculum. This approach ensures our employees are well-equipped for future career growth and advancement within the company.



**RM166,166**

Total Investment in Training & Development



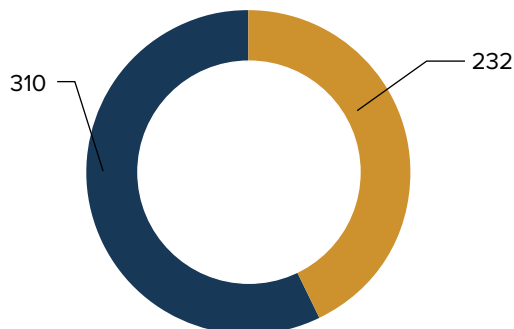
Training Hours By Employment Category

■ Management ■ Executive ■ Non-Executive



**RM536**

Average Investment in Training & Development per Employee



Training Hours By Gender

■ Male ■ Female

##### Workforce Engagement and Well-Being

To underscore our commitment to delivering value, we have conducted career management engagement sessions to provide clarity on career progression, career conversations, performance management and leadership competencies.

The annual interactions afford our employees the opportunity to voice their perspectives and foster an environment that is both welcoming and inclusive. We actively engage our employees in corporate culture transformation initiatives and encourage their inputs through forums such as town halls, briefings, and leadership development workshops.

In FY2024, **100%** of employees underwent performance and career development reviews conducted by their managers with support from our HR Department. Rewards such as salary increments, promotions and bonuses are allocated based on individual performance and merit, contingent upon AYS' financial performance.

##### Employee Engagement Held in FY2024



Colleagues & Family Movie Night Outing



Festive Celebrations

## SUSTAINABILITY STATEMENT (CONT'D)



FRIM Sky Walk & Nature Trekking



Street Food Festival



Treasure Hunt



Festival Dinner

### Flexibility and Agility

The COVID-19 pandemic has prompted the emergence of numerous new standards, and our working practices are no exception. In today's labour market, many employees seek a flexible work schedule and a conducive working environment.

To enhance the overall well-being of our employees, we offer workplace flexibility including Flexi Time, Flexi Place and Flexi Load. Additionally, qualifying working parents can now avail themselves of Childcare Leave, a special leave option offered to allow time off from work to care for their young children.

### Celebrating Employees' Milestones

AYS take pride in its employees who stay through thick and thin with the group to achieve goals together. In recognition of their contributions and years of service, AYS organises a Triennial Company cum Employees' Appreciation Dinner. The various award categories include:



#### Long Service Awards

For 10, 20, 30 and 40 years of service

## SUSTAINABILITY STATEMENT

(CONT'D)

### Social (Social Capital)

#### 10. Community Management



##### Why it is important?

Corporate social responsibility ("CSR") encompasses a commitment to social impact and community well-being, essential to building sustainable operations. Social impact initiatives addressing societal issues and improve communities include charitable endeavours and sustainable practices, are integral components of CSR.

A company's responsibility to improve the communities it serves is emphasised by community enrichment and well-being. In addition to promoting sustainable growth, investments in infrastructure, healthcare and education also build strong bonds with stakeholders and show a sincere dedication to community development.

##### Our Response

At AYS, we prioritise social responsibility and recognising the significance of nurturing and reinforcing community bonds. Our community investments aim to make a positive difference, empowering and enriching the lives of those in our immediate vicinity and beyond.

We undertake CSR initiatives with an emphasis on education, community development, healthcare and the environment stewardship, utilising internally generated funds and the voluntary efforts of our staff.

##### HEALTHCARE



This year marked our fourth consecutive year of organising blood donation drive in collaboration with Hospital Tengku Ampuan Rahimah Klang ("HTAR"). AYS remains committed to raising awareness of civic responsibility, by fostering a caring community and emphasising that donating blood is a selfless act that life-saving potential. We were pleased to have 33 donors participated, resulting in the successful collection of 28 pints of blood. The donated blood will be utilised for clinical transfusion for patients in HTAR. According to the Community Blood Center, each pint of blood has the potential to save up to three lives.

##### ANIMALS



Our love and caring heart extend to the lovely furry animals, where we contributed 30 bags of dry dog food totaling 450 kg to Puppy's Loving Home – Persatuan Haiwan Gembira Setia Selangor. Puppy's Loving Home is an animal shelter dedicated to rescuing stray dogs, currently providing shelter for nearly 600 strays within their compound.

Their dedication and passion in helping stray dogs exemplify the spirit of kindness that AYS deeply values and appreciates.



## SUSTAINABILITY STATEMENT (CONT'D)

### ANIMALS



During the month of Merdeka, AYS deployed 30 volunteers to participate in the CSR initiative organised by Zoo Negara Malaysia, a Non-Government Organisation ("NGO"). Their role was to assist zookeepers in administering daily care tasks, including husbandry, exhibit cleaning, food preparation and animal behavioural enrichment activities for the wildlife housed in Zoo Negara.

### EDUCATION



AYS has backed the initiative led by the Parent-Teacher Association ("PIBG") and Board of Director of SJK (C) Pin Hwa to modernise and equip the school with cutting-edge technology, in line with 21st-century teaching methodologies. AYS has provided support by outfitting one classroom with a digital smart learning system including a smart learning TV, internet access, cabling and all requisite accessories.

### ENVIRONMENT



AYS has organised a cloth recycling initiative in conjunction with Chinese New Year 2024, with the aim of reducing the environmental impact of textile waste and raising our employee awareness regarding the potential for recycling or donating unwanted textiles to those in need. We successfully collected 1,300 kg of recyclable clothing, which has been donated to the less fortunate, repurposed or upcycled into new goods and recycled for various purposes.

### UNDERPRIVILEGED



AYS has contributed essential items, including adult diapers, dry foods and sanitary items to underprivileged folks from Kelantan. Among them is an individual who suffered a stroke and was being taken care by her 11-year-old grandson.

### Our Performance



Contributed  
**RM88,195**

in cash and in various CSR programmes

## SUSTAINABILITY STATEMENT

(CONT'D)

### Governance (Intellectual Capital)

#### 11. Information Security & Privacy



##### Why it is important?

AYS Group places a high priority on safeguarding our systems and data due to the critical nature of cybersecurity and data privacy in sustaining our company's operations and fostering stakeholder trust. We are committed to excelling in an environment where information confidentiality and integrity are critical, hence our firm belief in implementing strong data security measures.

##### Our Response

We acknowledge the importance of protecting our digital infrastructure against evolving cyber threats. In achieve this, we have strengthened our systems and prevent unauthorised access through strong cybersecurity protocols.

We are aware the significance of protecting our digital infrastructure from emerging cyber threats. Accordingly, we have implemented stringent cybersecurity measures to prevent unauthorised access and strengthen our systems. Regular assessments, updates and monitoring protocols are integral aspects of our strategy to identify and mitigate vulnerabilities and uphold the integrity of our systems.

##### Our Performance

##### Preventive Measures Initiative FY2024

##### Training



Conducted regular training sessions focusing on cybersecurity best practices, including how to recognise phishing attempts, create strong passwords and safeguard sensitive information.

##### Phishing Tests



Regular phishing tests were conducted to determine the awareness levels of our staff. Through these simulations, potential vulnerabilities are identified and our staff are better equipped to detect phishing attempts and respond effectively.

##### IT Security Updates



Implemented stringent access controls and multi-factor authentication (MFA) mechanisms to limit access to sensitive data and systems exclusively to authorised users.



- **Zero** breaches in data privacy and security
- AYS adheres to **Personal Data Protection Act 2010** ("PDPA")

## SUSTAINABILITY STATEMENT (CONT'D)

### Governance (Social Capital)

#### 12. Corporate Governance



##### Why it is important?

Transparency, accountability, and adherence to legal requirements are all dependent on effective corporate governance and anti-corruption measures. These initiatives foster trust and confidence among stakeholders, enhance the company's reputation and promote long-term success.

##### Our Response

Our dedication to ethical business practices is unwavering. In addition to adhering to regulatory standards, we proactively monitor and refine our policies and frameworks to guarantee continued applicability in building resilience and long-term confidence in our business operations.

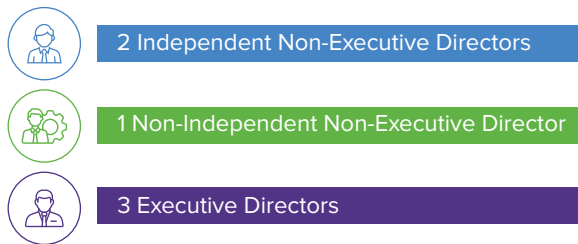
##### Our Performance

##### Board Diversity

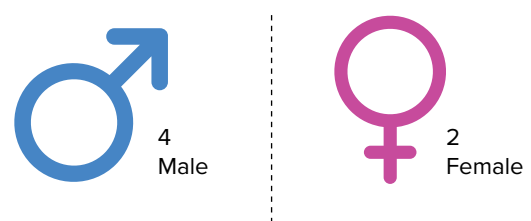
The Board recognises that a truly diverse and inclusive composition will take advantage of diversity in thought, viewpoint, expertise, talents and industry experiences in order to maintain the Company's competitive edge. It is acknowledged by the Board that inclusivity and diversity are important factors in increasing its effectiveness in decision-making, strengthen corporate governance and reflect the diversity of stakeholders served by the organisation



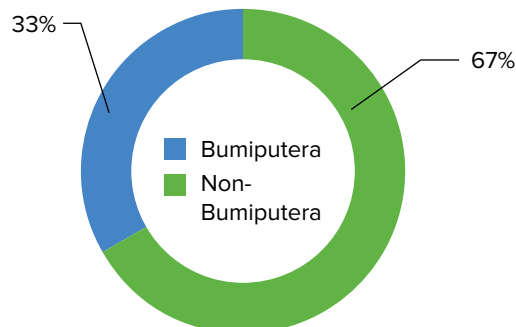
##### Board Composition



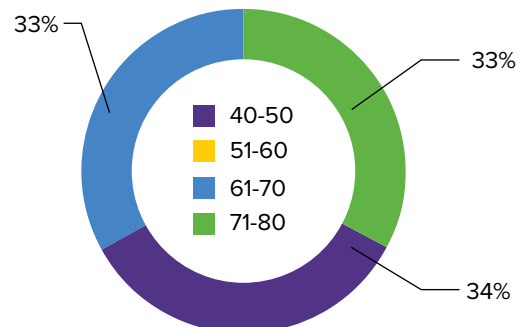
##### Board Gender Diversity



##### Board Nationality



##### Board Age Diversity



## SUSTAINABILITY STATEMENT

(CONT'D)

### Governance (Social Capital)

#### 12. Corporate Governance (Cont'd)



##### Anti-Bribery and Corruption ("ABC") Policy and Whistleblowing Policy

AYS's ABC Policy establishes general principles, guidelines and procedures and are aligned with the Malaysian Anti-Corruption Commission Act 2018. This policy aims to minimise and eliminate the Group's exposure to the risk of illegal conduct related to bribery and corruption, thereby upholding the highest ethical standards throughout our workplace.

Our Whistleblowing Policy provides a secure channel for reporting misconduct without fear of reprisals. Employees are encouraged to report any misconduct directly to the Audit Committee or Head of Internal Audit.

Both the ABC policy and the Whistleblowing Policy have been reviewed and approved by our Board of Director.



## 89 EMPLOYEES

attended annual ABC refresher session  
conducted by MACC



## ZERO

ABC cases reported



## ZERO

Whistleblowing cases received

## SUSTAINABILITY STATEMENT (CONT'D)

### + Sustainability Performance Report

Indicator	Measurement Unit	2024
<b>Bursa (Anti-corruption)</b>		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	28.00
Executive	Percentage	55.00
Non-executive	Percentage	17.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	100.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
<b>Bursa (Community/Society)</b>		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	88,195.00 *
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	13
<b>Bursa (Diversity)</b>		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	2.00
Management Between 30-50	Percentage	76.00
Management Above 50	Percentage	22.00
Executive Under 30	Percentage	36.00
Executive Between 30-50	Percentage	60.00
Executive Above 50	Percentage	4.00
Non-executive Under 30	Percentage	24.00
Non-executive Between 30-50	Percentage	68.00
Non-executive Above 50	Percentage	8.00
Gender Group by Employee Category		
Management Male	Percentage	53.00
Management Female	Percentage	47.00
Executive Male	Percentage	31.00
Executive Female	Percentage	69.00
Non-executive Male	Percentage	81.00
Non-executive Female	Percentage	19.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	67.00
Female	Percentage	33.00
Under 30	Percentage	0.00
Between 30-50	Percentage	33.00 *
Above 50	Percentage	67.00 *
<b>Bursa (Energy management)</b>		
Bursa C4(a) Total energy consumption	Megawatt	677.21
<b>Bursa (Health and safety)</b>		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	3,720.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	79
<b>Bursa (Labour practices and standards)</b>		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	259
Executive	Hours	148
Non-executive	Hours	135 *
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	19.00
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	9
Executive	Number	18
Non-executive	Number	19
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
<b>Bursa (Supply chain management)</b>		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	29.55
<b>Bursa (Data privacy and security)</b>		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
<b>Bursa (Water)</b>		
Bursa C9(a) Total volume of water used	Megalitres	16.929000 *

Internal assurance

External assurance

No assurance

(\*)Restated



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“the Board”) of AYS Ventures Berhad (“the Company”) recognises that the exercise of good corporate governance in conducting the affairs of the Company and its subsidiaries (“the Group”) is the key component for the Group’s continuing progress and success as these would not only safeguard and enhance shareholders’ value but also provide some assurance that the interests of the other stakeholders are preserved. The Group will continue to endeavour to comply with all the key Principles and Practices of the Malaysian Code on Corporate Governance 2021 (“the Code”) in its effort to observe high standards of transparency, accountability and integrity.

During the financial year ended 31 March 2024 (“financial year 2024”), the Board considers that it has fundamentally applied the principles and practices of the Code and is pleased to report the actions taken by the Company to conform to the Code.

The Code does provide that if the Board finds that it is unable to implement any of the Code’s practices, the Board should apply a suitable alternative practice to meet the Intended Outcome. In this respect, the Company has provided forthcoming and appreciable explanations for the departures from the said practices. The explanations on the departures are supplemented with a description on the alternative measures that seek to achieve the Intended Outcome of the departed Practices, measures that the Company has taken or intends to take to adopt the departed Practices as well as the timeframe for adoption of the departed Practices. Further details on the application of each individual Practice of the Code are available in the in the Corporate Governance (CG) Report that is available in the Company’s website [www.ays-group.com](http://www.ays-group.com).

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

#### Board Responsibilities

The Board members exercise due diligence and care in discharging their duties and responsibilities to ensure that high ethical standards are applied, through compliance with the relevant rules and regulations, directives and guidelines in addition to adopting the Practices in the Code and act in the best interest of the Group and shareholders. The Board has adopted a Board Charter that clearly identifies the respective roles and responsibilities of the board, board committees, individual directors and management; and issues and decisions reserved for the Board. The Board Charter is available on the Company’s website.

The Board’s most important functions are as follows:

- ensuring that the Group’s goals are clearly established, and strategies are in place to achieve them;
- establishing policies for strengthening the performance of the Company including ensuring that Management is proactively seeking to build business through innovation, initiative, technology and the development of its business capital;
- monitoring the performance of Management;
- appointing the Executive Chairman and Chief Executive Officer / Group Managing Director and setting the terms of their employment contract;
- deciding on steps which are deemed necessary to protect the Company’s financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- ensuring that the Company’s financial statements are true and fair and conform with law;
- ensuring that the Company adheres to high standards of ethics and corporate behavior; and
- ensuring that the Company has appropriate risk management or regulatory compliances policies in place.

The Board retains full and effective control of the Group and has developed corporate objectives and position descriptions including the limits to Management’s responsibilities, which the Executive Directors are aware and are responsible for meeting. The decision making of 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 is reserved to the Board and formally set out in the Board Charter.

The principal risk of all aspects of the business that the Group is engaged in is recognised by the Board. As business decisions require the incurrence of risk, the Board has in place systems that effectively monitor and manage these risks with a view to the long term viability of the Group. This is to achieve a proper balance between risks incurred and potential returns to shareholders.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Board Responsibilities *(cont'd)*

The Board takes cognisance that effective board leadership and oversight also requires the integration of sustainability considerations in corporate strategy, governance and decision-making. The Group has embraced the values of corporate responsibility and elements of sustainability management since the early days of its operations and these values are reflected in the Group's vision and mission statements, core values, policy statements and work practices. This is especially important as sustainability and its underlying environmental, social as well as governance ("ESG") issues become increasingly material to the ability of the Group to create durable and sustainable value and maintain confidence of all its stakeholders. To remain resilient, the Board has taken a much more holistic view of the business coupled with proactive and effective measures to anticipate and address material ESG risks and opportunities.

In discharging its fiduciary duties, the Board has delegated specific tasks to three (3) Board Committees namely the Audit Committee, Nomination 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.

For the financial year 2024, the Board was headed by an Executive Chairman with a wealth of experience garnered from both the public and private sector. The roles of the Executive Chairman is defined and set out in the Board Charter and is further explained in the CG Report.

The Chairman of the Board is not a member of the Board Committee.

The roles of the Chairman of the Board and the Chief Executive Officer ("CEO") / Group Managing Director are segregated. The Chairman is primarily responsible for the proper conduct and working of the Board whilst the CEO/Group Managing Director is responsible for the day-to-day running of the business and implementation of Board policies and decisions. The positions of the Chairman and the CEO/Group Managing Director are separately held ensuring balance of power, accountability and division of roles and responsibilities of the Board and the Management of the Group's business and operations. The Board has developed descriptions for responsibilities of the Board Chairman and the CEO/Group Managing Director. The details of these responsibilities are set out in the Board Charter.

As certain Board functions are delegated to Management, the Board ensures Management is of the highest caliber and has in place programmes to train and develop Management and also provide for the orderly succession of Management.

The Board recognises the importance to devote sufficient time and efforts to carry out their duties and responsibilities and has committed to this requirement at the time of their appointment. A Director of the Company is at liberty to accept other Board appointments so long as the appointment is not in conflict with the business of the Company and does not affect his performance as a Director. None of the Directors of the Company hold more than five (5) directorships in public listed companies.

The Board is supported by an External Company Secretary who is a Fellow Member of the Malaysian Institute of Chartered Secretaries & Administrators and has more than 35 years of experience in the corporate secretarial field. The Company Secretary provide the required support to the Board in carrying out its duties and stewardship role, providing the necessary advisory role with regards to the Company's constitution, Board's policies and procedures as well as compliance with all regulatory requirements, codes, guidance and legislation. All Directors have access to the advice and services of the Company Secretary and to obtain independent professional advice, whenever necessary, at the expense of the Company. The Company Secretary also serves in that capacity in the various Board Committees. The Company Secretary also serves notice to Directors and Principal Officers of the Company on the closed periods for trading in the Company's share accordance to Chapter 14 on Dealings in Listed Securities of the Main Market Listing Requirements ("Listing Requirements").

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Board Composition and Balance

During the financial year 2024, the Board comprised of two (2) Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director and three (3) Executive Directors. The Board's composition complies with the Listing Requirements of Bursa Malaysia Securities Berhad that requires at least two of the Board to comprise of independent directors.

The Directors bring a broad range of skills, experiences and knowledge required to successfully direct and supervise the Group's business activities. The Company is led and managed by an experienced Board comprising members with a wide range of experience in relevant fields such as entrepreneurship, manufacturing, marketing, business development, finance, accounting and legal.

The Independent Non-Executive Directors of the Company are independent of management and free from any business relationship which could materially interfere with the exercise of their judgement. They provide guidance, unbiased, fully balanced and independent views, advice and judgement to many aspects of the Group's strategy so as to safeguard the interests of minority shareholders and to ensure that the highest standards of conduct and integrity were maintained by the Group. The longest serving independent director on the Board, Dato' Wan Hashim Bin Wan Jusoh has served less than nine (9) years on the Board.

The Company has adopted a policy on diversity of gender, ethnicity and age. In seeking potential candidate for new appointments, the Board shall take into account the various diversity factors including ethnicity, gender and age distribution of the Directors to maintain a balanced Board composition. In this respect, the Board aims to maintain at least two (2) women directors on the Board. The Board shall also review the participation of women in Senior Management to ensure there is a healthy talent pipeline.

During the financial year 2024, women directors form 33% of the Board members. The age of the Directors ranges from 44 to 77 as the Board believes that this creates an environment where each generation brings different skills, experience, and talents to the Board.

During the financial year 2024, the Board through its Nomination Committee conducted an annual review of the Board's size, composition and balance and concluded that the Board's dynamics are healthy and effective. The present members of the Board possess the appropriate skills, experience and qualities to steer the Group forward. The Nomination Committee is also satisfied that the existing structure, size, composition, current mix of skills, competence, knowledge, experience and qualities of the existing Board members are appropriate to enable the Board to carry out its responsibilities effectively.

The Board will continue to monitor and review the Board size and composition and will nominate new members as and when the need arises.

#### Supply of Information

An agenda together with the relevant papers covering quantitative and qualitative information are distributed to all Directors within a week of the scheduled meetings. The Board members are provided with comprehensive explanation of pertinent issues and recommendations by the Management and issues would then be deliberated and discussed thoroughly by the Board prior to decision-making. The Board members are also updated on the Group's activities and its operations on a regular basis. All Directors have access to all information of the Company on a timely basis whether as a full Board or in their individual capacity in an appropriate form and quality necessary to enable them to discharge their duties and responsibilities.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Board Meetings

There were four (4) Board of Directors' Meetings held during the financial year 2024. Details of the attendance of the Directors at the Board of Directors' Meetings are as follows:-

DIRECTORS	TOTAL MEETINGS ATTENDED	PERCENTAGE OF ATTENDANCE (%)
Oh Chiew Ho	4/4	100
Seow Nyoke Yoong	4/4	100
Dato' Wan Hashim Bin Wan Jusoh	4/4	100
Abd Malik Bin A Rahman	4/4	100
Sam Oh Yung Sim	4/4	100
Jess Oh Pooi Foon	4/4	100

The Board meets at least four (4) times a year and as and when it is necessary. Due notice of matters to be discussed are provided to the Board a week before the meetings are held. The proceedings, deliberations and conclusions made by the Board are properly recorded in the minutes of meetings kept by the Company and circulated to the Board and Board Committees for confirmation before the meeting of the Board and Board Committees and signed by the Chairman of the meeting.

The Chairman ensures that each Director is provided with timely notices of every Board Meeting and board papers for each agenda item. This is to ensure that Directors have sufficient time to prepare for discussions, and to obtain further explanation or clarification to facilitate the decision process and discharge of their duties. The Board has unrestricted access to timely and accurate information in the furtherance of its duties. Board Committee meetings are conducted separately from the Board meeting to enable objective and independent discussion during the meeting.

#### Appointment to the Board

The principal function of making recommendations for new appointments or re-election of retiring Directors has been delegated to the Nomination Committee.

For the financial year 2024, the Nomination Committee comprised majority of Independent Non-Executive Directors as follows:

Dato' Wan Hashim Bin Wan Jusoh	Chairman
Seow Nyoke Yoong	Member
Abd Malik Bin A Rahman	Member

The Nomination Committee is entitled to the services of the Company Secretary who would ensure that all appointments are properly made upon obtaining all necessary information from the Directors. All the assessments and evaluations carried out during the year was properly documented and minuted by the Company Secretary.

The evaluation of suitable candidate is not only based on academic but also through experience in this industry to ensure that valuable contribution which will be beneficial to the Company can be given to encourage growth of the Company.

Annually the Directors conduct a self-evaluation and the Nomination Committee assess the performance of the various committees. In the self-evaluation, each of the Directors have responded they strongly view themselves to fit in well with the other board members and are able to add to the Board's strength, abilities, experience and judgement. They also rated themselves high in the ability of preparedness for the meetings and discussion matters and insists upon and sources all information necessary for consideration of a particular issue or decision.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Appointment to the Board *(cont'd)*

In the assessment of the performance of the Audit Committee, the Nomination Committee checks if the Audit Committee has reviewed the Internal Control policies, procedures & process and reporting of business risk, ensured internal audit function is in place, assessed the communication with external auditors and the scope of audit plan and reviewed related party transactions and any conflict of interest.

The Board assesses the effectiveness of the Nomination Committee in its function to ensure that there is an effective procedure for identifying, nominating and appointing caliber new board members, evaluated if the education programme is in place and reviewed feedbacks from individual Directors.

Further details on the duties and activities of the Nomination Committee is set out in the Nomination Committee Report.

The performance of the Remuneration Committee is assessed by the Nomination Committee to ensure that the Remuneration Committee has considered the financial performance of the Company before making recommendation of any increase of remuneration of the Executive Directors and Senior Management and ensure fees payable to Non-Executive Directors reflect experience, contribution and level of responsibility.

#### Directors' Training

All the Directors who were appointed have attended the Mandatory Accreditation Programme as required under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and they have also attended external training courses and programmes during the financial year 2024.

The Directors are encouraged to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes to enable them to sustain their active participation in board deliberations.

The following Directors have attended external training courses and programmes during the financial year 2024.

Director	Training attended	Date
Oh Chiew Ho	Amendments on Conflict of Interest	21 August 2023
	Amendments on Sustainability Training for Directors	21 August 2023
	Anti-Bribery and Corruption Webinar	8 December 2023
Jess Oh Pooi Foon	Amendments on Conflict of Interest	21 August 2023
	Amendments on Sustainability Training for Directors	21 August 2023
	Women Empowering Women: Listen to Our Pulse	13 July 2023
	Transformative Innovations for Sustainable Business	21-23 November 2023
	Anti-Bribery and Corruption Webinar	8 December 2023
Sam Oh Yung Sim	Amendments on Conflict of Interest	21 August 2023
	Amendments on Sustainability Training for Directors	21 August 2023
	Anti-Bribery and Corruption Webinar	8 December 2023
Seow Nyoke Yoong	Amendments on Conflict of Interest	21 August 2023
	Amendments on Sustainability Training for Directors	21 August 2023
	Unlock the Power of Conventional AI with ChatGPT	31 May 2023
	Bursa's Sustainability Reporting Requirements for Limited Companies	20 July 2023
	New PRT Exemption, Enhancement to Conflict-of-Interest Disclosure, Audit Committee's Duty	21 August 2023
	Roles and Responsibilities of Directors in Relation to Financial Statements	30 January 2024



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

#### Directors' Training (cont'd)

The following Directors have attended external training courses and programmes during the financial year 2024. (cont'd)

Director	Training attended	Date
Dato' Wan Hashim Bin Wan Jusoh	Amendments on Conflict of Interest	21 August 2023
	Amendments on Sustainability Training for Directors	21 August 2023
	Consultation Talk: How ESG and Climate Change Affect the Solar Power Generation Industry	22 May 2023
	Anti-Corruption Training for Directors	28 November 2023
Abd Malik Bin A Rahman	Amendments on Conflict of Interest	21 August 2023
	Amendments on Sustainability Training for Directors	21 August 2023
	Board Oversight of Climate Risks and Opportunities	10 October 2023
	Positioning for Megatrends in Malaysia	11 April 2023
	Green Finance: Have You Got the Knowledge Every Accountant	18 April 2023
	Powering Up Your Risk and Compliance Management with Data and Analytics	10 May 2023
	Unlock the Power of Conversational AI with ChatGPT	31 May 2023
	Financial & Debt Management Initiatives for SME's & Individuals	9 June 2023
	Understanding the Impact of Digital Transformation in the Financial Industry: What Board Members need to know	13 June 2023
	Exploring ChatGPT & Its Implication	17 June 2023
	2023 Board & Audit Committee Priorities	6 July 2023
	Leadership Without a Title	6 July 2023
	2H2023 - Economic & Market Outlook	29 July 2023
	The Arrival of ISSB Standards and the Continued Relevance of Integrated Reporting	4 September 2023
	Unveiling ESG Insights in the Financial Statements	5 September 2023
	ESG Application on Retail Physical Stores & e-Commerce	6 September 2023
	MAP Part II: Leading For Impact (LIP)	13 & 14 September 2023
	Management of Cyber Risk	3 October 2023
	Integrating Sustainability into Financial Planning & Decision-Making	11 October 2023
	e-Invoicing	12 October 2023
	FTSE4Good Bursa Malaysia Index & Centralised Sustainability Intelligence (CSI) Platform	16 October 2023
	Navigating AI Governance & ESG Reporting for the future	17 October 2023
	GHG Accounting Essentials-Measuring Your Carbon Footprint	17 October 2023
	Generative AI – Making Us Smarter, Faster or Redundant?	26 October 2023
	Leveraging Technology to Fight Fraud	7 November 2023
	MFRS Updates 2023	7 December 2023
	Developing a Robust Whistleblowing Program	7 December 2023
	Navigating Capital Gains Tax	29 January 2024

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Directors' Training *(cont'd)*

The following Directors have attended external training courses and programmes during the financial year 2024. *(cont'd)*

Director	Training attended	Date
Abd Malik Bin A Rahman	Double Materiality Assessment for Sustainability Reporting: Challenges of Regulatory Evolutions	31 January 2024
	2024 Global Economic Outlook – Slow Growth, High Uncertainty	16 February 2024
	Capital Gains Tax on Foreign & Domestic Transactions	21 February 2024
	Mastering Self-Leadership & Motivation at Workplace	22 February 2024

#### Directors' Remuneration

For the financial year 2024, the Remuneration Committee comprised majority of Independent Non-Executive Directors as follows:-

Seow Nyoke Yoong	Chairman
Dato' Wan Hashim Bin Wan Jusoh	Member
Abd Malik Bin A Rahman	Member

The Remuneration Committee shall ensure that the levels of remuneration are sufficient to attract and retain Directors of the quality required to manage the business of the Group. The Remuneration Committee is entrusted under its terms of reference to assist the Board, amongst others, to recommend to the Board the remuneration of the Executive Directors, by linking their rewards to corporate and individual performance with the Director concerned abstaining from deliberations and voting on decisions in respect of his remuneration package. In the case of Non-Executive Directors, the level of remuneration shall reflect the experience and level of responsibilities undertaken by the Non-Executive Directors concerned and is determined by the Board as a whole.

The Remuneration Committee met twice during the financial year 2024 to review the Non-Executive Directors' fees and allowance, remuneration package, including the interim & annual bonuses and increments of the Executive Directors and Key Senior Management.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Directors' Remuneration *(cont'd)*

Details of Directors' remuneration for the financial year 2024 are set out as below:

##### Company level

	Fees (RM'000)	Salaries and Other Emoluments (RM'000)	Meeting & Other Allowances (RM'000)	Statutory Contribution (RM'000)	Benefits-in- kind (RM'000)	Total (RM'000)
Seow Nyoke Yoong	83.5	-	12.0	-	-	95.5
Dato' Wan Hashim Bin Wan Jusoh	78.0	-	10.0	-	-	88.0
Abd Malik Bin A Rahman	81.0	-	10.0	-	-	91.0
Oh Chiew Ho	36.0	-	-	-	-	36.0
Jess Oh Pooi Foon	36.0	-	-	-	-	36.0
Sam Oh Yung Sim	36.0	-	-	-	-	36.0
Haji Mohd Sharif Bin Haji Yusof*	17.5	-	4.0	-	-	21.5
Mohamad Fazlin Bin Mohamad*	18.5	-	4.0	-	-	22.5

\*resigned on 31 May 2023

##### Group level

	Fees (RM'000)	Salaries and Other Emoluments (RM'000)	Meeting & Other Allowances (RM'000)	Statutory Contribution (RM'000)	Benefits-in- kind (RM'000)	Total (RM'000)
Seow Nyoke Yoong	83.5	-	12.0	-	-	95.5
Dato' Wan Hashim Bin Wan Jusoh	78.0	-	10.0	-	-	88.0
Abd Malik Bin A Rahman	81.0	-	10.0	-	-	91.0
Oh Chiew Ho	36.0	2,678.6	-	0.7	17.6	2,732.9
Jess Oh Pooi Foon	36.0	1,046.1	-	199.7	15.5	1,297.3
Sam Oh Yung Sim	36.0	758.3	-	142.7	24.3	961.3
Haji Mohd Sharif Bin Haji Yusof*	17.5	-	4.0	-	-	21.5
Mohamad Fazlin Bin Mohamad*	18.5	-	4.0	-	-	22.5

\*resigned on 31 May 2023

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Directors' Remuneration *(cont'd)*

Practice 8.2 of the Code requires the Company to disclose on a named basis the top five (5) Senior Management's remuneration component including salary, bonus, benefits-in-kind and other remuneration in bands of RM50,000. The Company has identified five (5) senior management personnel as its key senior management (their names and respective profile as stated on pages 15 to 17 of the Annual Report) and their remuneration was determined by the performance management system adopted by the Group which reflects market value and based on individual performance, roles and job responsibilities, level of skills and experience, and the Group's performance against financial objectives. The Board has not applied Practice 8.2 as it is of the view that such disclosure will give rise to recruitment and talent retention issues and there would be adverse implication including dissatisfaction and animosity among the staff, hence will not apply this Practice.

#### Sustainability

The Board and Management are conscious and serious about the Group's responsibility towards sustainability issues and its role in the Group's long-term strategic plans. The Board and Management are committed towards ensuring that responsible corporate conduct is demonstrated and practised in the Group's daily activities across all aspects of the Group's operations. Details on the Group's sustainability strategies, priorities, targets and performance are shared in the Group's Sustainability Statement in the Annual Report. There is continuous engagement with both the internal and external stakeholders through various platforms on the sustainability strategies, priorities and targets as well as performance against the targets. For internal stakeholder, the sustainability matters are communicated to the employees in learning & development programmes, internal newsletter and corporate events. As for the external stakeholders, the strategies, priorities, targets and progress are reported in the Sustainability Statement.

In FY 2024, the Directors have attended various professional training programmes, particularly related to sustainability issues in keeping themselves abreast on the arising challenges resulted from the ever-changing business environment.

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### Accountability And Audit

The oversight function of the Board is served by the Audit Committee that has been established comprising majority of Independent Non-Executive Directors as follows: -

Abd Malik Bin A Rahman	Chairman (Independent Non-Executive Director)
Dato' Wan Hashim Bin Wan Jusoh	Member (Independent Non-Executive Director)
Seow Nyoke Yoong	Member (Non-Independent Non-Executive Director)

Further details on the duties and activities of the Audit Committee is set out in the Audit Committee Report.

In line with the best practice, the Audit Committee Chairman is appointed by the Board and is not the Board Chairman.

The Audit Committee is authorised by the Board to investigate any activity within its Terms of Reference. It shall have full and unrestricted access to any information pertaining to the Group. The Audit Committee is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by it.

The detailed Terms of Reference of the Audit Committee outlining the composition, duties and functions, authority and procedures of the Audit Committee are published and available on the Company's website at [www.ays-group.com](http://www.ays-group.com).

The Company has always recognised the need to uphold independence. None of the members of the current Board was a former key audit partner within the cooling-off period of two (2) years. The Company has a policy that requires a former partner of the external audit firm of the Company to observe a cooling off period of at least 3 years before being appointed as a member of the Audit Committee.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### Accountability And Audit *(cont'd)*

The Audit Committee carried out an assessment of the performance and suitability of Grant Thornton Malaysia PLT, the External Auditors based on the quality of services, sufficiency of resources, adequate resources and trained professional staff assigned to the audit. The Audit Committee is generally satisfied with the independence, performance and suitability of Grant Thornton Malaysia PLT based on the assessment conducted and recommends to the Board and shareholders for approval for the re-appointment of Grant Thornton Malaysia PLT as External Auditors for the financial year ending 31 March 2025.

The assessment of performance of the Audit Committee is conducted annually by the Nomination Committee. The evaluation process amongst others considered whether the Audit Committee had met its purpose, whether its composition was appropriate, and whether it had the necessary authority and processes to carry out its functions and fulfill its obligations. The Nomination Committee was satisfied with the performance of the Audit Committee.

#### Risk Management and Internal Control Framework

The Board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Group and this process includes enhancing the risk management and internal control system as and when there are changes to the business environment or regulatory guidelines. Management assists the Board in the implementation of the Board's policies and procedures on risk management and internal control by identifying and assessing the risks faced, and in the design, operation and monitoring of suitable internal controls to mitigate and control these risks.

The Board is aware that a risk management framework and sound system of internal control should be embedded in the operations of the Group and form part of its culture. This system should be capable of responding quickly to evolving risks to the business arising from factors within the Group and changes in the business environment. It should include procedures for reporting immediately to appropriate levels of management any significant control failings or weaknesses that are identified together with details of corrective action being taken.

The Group's internal audit function is outsourced. The Company's in-house Internal Auditor works together with Tricor Axcelasia Sdn. Bhd. to perform the independent risk-based internal audit review on the key operational areas of the Group.

The Statement on Risk Management and Internal Control set out in Annual Report provides an overview of the Group's approach to ensure the effectiveness of the risk management and internal processes within the Group.

#### Code of Business Conduct, Whistleblowing Policy and Anti-Bribery & Corruption Rules

A Code of Business Conduct was adopted by the Group in year 2013 that sets out certain fundamental commitments that the Company make to its various stakeholders including managing conflicts of interest, prevention of abuse of powers, insider trading as well as prevention measures on corruption and money laundering.

The Group advocates openness and transparency in its commitment to the highest standard of integrity and accountability. The Whistleblowing Policy serves as a tool in preventing misconduct and the Company encourages the employees or other stakeholders to make any disclosures openly and honestly and that concerns or complaints raised will be treated fairly and properly. Employees and Stakeholders have the option to make whistleblowing reports in strict confidence and all disclosures made will be dealt in a confidential manner.

The Group take a zero-tolerance approach towards bribery and corruption, and is committed to behaving professionally, fairly and with integrity in all business dealings and relationships wherever the Group operates. All employees and Directors of the Group shall comply with all applicable anti-bribery and corruption laws and regulations in their respective jurisdictions. All persons who perform services for or on behalf of the Group are expected to comply with the relevant parts of the Anti-Bribery and Corruption Policy ("ABC Policy") when performing such work or services. The ABC Policy sets out the parameters to prevent the occurrence of bribery and corrupt practices in relation to the businesses of the Group. The objective of the ABC Policy is to provide information and guidance on standards of behaviour to which they must adhere to and how to recognize as well as deal with bribery and corruption.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

### PRINCIPLE B: BOARD LEADERSHIP AND EFFECTIVENESS *(cont'd)*

#### Financial Reporting

The Directors are responsible to present a true and fair assessment of the Group's position and prospects in the annual reports and quarterly reports. The quarterly financial results were reviewed by the Audit Committee and approved by the Board prior to submission to Bursa Malaysia Securities Berhad. A statement by the Directors of their responsibilities in the preparation of financial statements is set out in the ensuing section.

#### Statement of Directors' Responsibility for Preparing Financial Statements

The Board is responsible to ensure that the financial statements are properly drawn up in accordance with the provisions of the Companies Act 2016 and approved accounting standards in Malaysia so as to give a true and fair view of the state of affairs of the Group as at the end of the financial year and of the results and cash flows of the Group for the financial year then ended.

The Directors are satisfied that in preparing the financial statements of the Group for the financial year 2024, the Group has adopted suitable accounting policies and applied them consistently, prudently and reasonably. The Directors also consider that all applicable approved accounting standards have been followed in the preparation of the financial statements, subject to any material departures being disclosed and explained in the notes to the financial statements. The financial statements have been prepared on the going concern basis.

The Directors are responsible for ensuring that the Group keeps sufficient accounting records to disclose with reasonable accuracy, the financial position of the Group and which enable them to ensure that the financial statements comply with the Companies Act 2016.

#### Relationship with the Auditors

The Board has established a formal and transparent arrangement for maintaining appropriate relationships with the external auditors in seeking professional advice and ensuring the compliance with the appropriate accounting standards. The Audit Committee reviews and monitors the suitability and independence of external auditors. To provide support for an assessment on independence, the Audit Committee obtains written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

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

#### Communication with Stakeholders

The Company is committed to upholding high standards of transparency and promotion of investor confidence through the provision of comprehensive, accurate and quality information on a timely and even basis.

#### Conduct of General Meetings

The Company's Annual General Meeting ("AGM") serves as a principal forum for dialogue with shareholders. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions. Extraordinary General Meetings is held as and when required. As stated earlier, the Board recognises the importance of communications with its shareholders and will take additional measures to encourage shareholders' participation at general meetings as recommended by the Code.

The notice of the Annual General Meeting together with a copy of the Company's Annual Reports to be downloaded/requested are sent out to the shareholders at least 28 days before the meeting. Shareholders are given ample time and opportunity to raise more questions pertaining to the business activities of the Group, without limiting of the type of queries asked. During the meeting, the CEO/Group Managing Director, Executive Directors and Chief Financial Officer are prepared to provide responses to queries and to receive feedback from the shareholders during the meeting.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

### PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (cont'd)

#### Conduct of General Meetings (cont'd)

The Chairman highlights to shareholders and proxy holders, their right to speak up at general meetings, the conduct of poll voting for all resolutions tabled at general meetings and a review of the performance of the Group is also presented during the AGM.

To ensure effective participation of and engagement with shareholders at the AGM in 2023, all Directors, including members of Audit Committee, Nomination Committee and Remuneration Committee attended and participated in the AGM.

#### Dialogue with Investors

The Board is committed to ensuring that the shareholders and other stakeholders are well informed of the Group's strategy performance and major developments of the Company and the information is communicated to them through the following:

- (i) the Annual Report;
- (ii) the various disclosures and announcements made to Bursa Malaysia Securities Berhad including the quarterly results and annual results;
- (iii) the website at [www.ays-group.com](http://www.ays-group.com) which shareholders as well as members of the public are invited to access for the latest information on the Group; and
- (iv) the meetings with fund managers and analysts and interviews by the press.

The Minutes of the Annual General Meeting of the Company are made available to the shareholders within 30 business days from the conclusion of the AGM at the Company's corporate website at [www.ays-group.com](http://www.ays-group.com).

## AUDIT COMMITTEE REPORT

### COMPOSITION

The Company has established an Audit Committee and for the financial year ended 31 March 2024, the members of the Audit Committee were :

Abd Malik Bin A Rahman	Chairman (Independent Non-Executive Director)
Dato' Wan Hashim Bin Wan Jusoh	Member (Independent Non-Executive Director)
Seow Nyoke Yoong	Member (Non-Independent Non-Executive Director)

### AUDIT COMMITTEE MEETINGS AND ATTENDANCE

During the financial year ended 31 March 2024, four (4) Audit Committee Meetings were held and the details of attendance of each member are as follows:-

AUDIT COMMITTEE MEMBERS	TOTAL MEETINGS ATTENDED
Abd Malik Bin A Rahman	4/4
Dato' Wan Hashim Bin Wan Jusoh	4/4
Seow Nyoke Yoong	4/4

### FUNCTIONS OF AUDIT COMMITTEE

In fulfilling its primary objectives, the Audit Committee shall undertake the following duties and responsibilities and report the same to the Board for approval:

#### Financial Reporting and Compliance

- To review the quarterly results and annual audited financial statements of the Company, focusing particularly on:
  - changes in or implementation of major accounting policies and practices;
  - significant matters highlighted including financial reporting issues, significant judgements made by management, significant and unusual events or transactions, and how these matters are addressed;
  - compliance with accounting standards and other legal requirements; and
  - the going concern assumption.
- To review any related party transaction and conflict of interest situation that may arise within the Company or Group, including any transaction, procedure or course of conduct that raises question of management's integrity, and the measures taken to resolve, eliminate or mitigate such conflicts;

#### Risk Management and Internal Audit

- To consider and approve Annual Risk Management Plan and be satisfied that the methodology employed allows the identification, analysis, assessment, monitoring and communication of risks in a regular manner that will allow the Company to minimise losses and maximise opportunities;
- To consider and approve the Annual Internal Audit Plan and programme and be satisfied as to the adequacy of coverage and audit methodologies employed;
- To ensure that the system of internal control is soundly in place, effectively administered and regularly monitored and to review the extent of compliance with established internal policies, standards, plans and procedures;
- To review and approve the reports on internal audit and risk management and to ensure that appropriate actions are taken on the recommendations of the internal audit and risk management functions;
- To recommend to the Board steps to improve the system of internal control derived from the findings of the Internal Auditors and External Auditors and from the consultations from the Audit Committee itself;

## AUDIT COMMITTEE REPORT (CONT'D)

### **FUNCTIONS OF AUDIT COMMITTEE** *(cont'd)*

#### Risk Management and Internal Audit *(cont'd)*

8. To review the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;
9. To review the scope of internal audit function to ensure it is sufficient enough to be able to provide relevant assurance on the adequacy and operating effectiveness of the Company's governance risk and control processes as promulgated by the Statement of Risk Management and Internal Control;
10. To review any appraisal or assessment of the performance and to approve any appointment, resignation or termination of the outsourced internal auditor service provider;

#### Statutory and Non-Statutory Audit

11. To review and discuss with the External Auditors, prior to the commencement of audit, the audit plan which states the nature and scope of the audit;
12. To review any matters concerning the appointment and re-appointment, audit fees and any questions of resignation, dismissal or removal of the External Auditors;
13. To review factors related to the independence and objectivity of External Auditors and their services including non-statutory audit services;
14. To discuss on findings, problems and reservations arising from the interim and final statutory audits, External Auditors' Audit Committee Report and any matters the External Auditors may wish to discuss as well as to review the extent of cooperation and assistance given by the employees of the Company to the External Auditors;

#### Other Matters

15. To review the Statement on Risk Management and Internal Control and to prepare the Audit Committee Report for the Board's approval prior to inclusion in the Annual Report; and
16. To carry out such other functions as may be directed by the Board.

## AUDIT COMMITTEE REPORT

(CONT'D)

### ACTIVITIES OF THE AUDIT COMMITTEE

During the financial year ended 31 March 2024, the Audit Committee, in discharging its functions and duties, carried out the following activities:-

- Reviewed the quarterly reports of the Group prior to submission to the Board of Directors for consideration and approval;
- Reviewed the audited financial statements of the Company and of the Group for the financial year ended 31 March 2023 prior to submission to the Board of Directors for consideration and approval;
- Reviewed the Statement on Risk Management and Internal Control ("SRMIC") in respect of the financial year ended 31 March 2023 and the external auditors' report on the SRMIC prior to submission to the Board of Directors for consideration and approval;
- Reviewed the Audit Committee's report in respect of the financial year ended 31 March 2023 prior to submission to the Board of Directors for consideration and approval;
- Reviewed and approved the Audit Planning Memorandum;
- Reviewed and discussed the Internal Audit Reports and the Follow-up Internal Audit Report;
- Reviewed and discussed the half-yearly Enterprise Risk Management Reports;
- Reviewed and discussed the Corporate Cybersecurity Risk Report;
- Reviewed the competency and effectiveness of the Internal Auditors and External Auditors;
- Recommended the re-appointment of External Auditors and the payment of audit fees;
- Reviewed the recurrent related party transactions;
- Reviewed the performance of the Group;
- Reviewed the changes to Policy and Procedures;
- Reviewed the Conflict of Interest Policy for Directors' and Key Senior Management prior to submission to the Board of Directors for consideration and approval;
- Reviewed the updates on whistleblowing notification received;
- Reviewed the Code on Business Conduct; and
- Reviewed the Terms of Reference of the Audit Committee to incorporate the conflict of interest provision.



## AUDIT COMMITTEE REPORT (CONT'D)

### Internal Audit Function

The internal audit function is outsourced to an independent advisory firm, Tricor Axcelasia Sdn Bhd ("TASB") to perform the independent risk-based internal audit review on the key operational areas of the Group. Their main role is to undertake independent and systematic review of the system of internal controls so as to provide independent assurance on the adequacy and effectiveness of risk management, internal controls and governance process of the Group. TASB has no line of responsibility or authority over any operational or administrative function and is independent of the activities it audits.

TASB adopts a methodology as guided by the the Institute of Internal Auditors' International Professional Practices Framework ("IPPF"). The independence of TASB is reviewed on a yearly basis. TASB is required to declare if any conflict of interest exist where an annual confirmation is sought from them that all of their staff on the job are free from any relationships or conflict of interest with the Group which could impair their objectivity. TASB had confirmed to the Audit Committee of their independence and there is no conflict of interest. The performance and competency of TASB was assessed by the Audit Committee on 28 May 2024.

The Internal Audit Plan was developed together with TASB on an annual basis based on the Group wide risk assessment. The Internal Audit Plan was presented and approved by the Audit Committee on 28 November 2022. The audits were executed based on a risk-based approach and the audit outcome were communicated to the Audit Committee during the quarterly reporting.

TASB's deliverables covers the areas concerning internal control processes highlighting the causes, findings, weaknesses, recommendation and management's corrective action plan, if any. For the financial year ended 31 March 2024, the following auditable areas were covered:

Steelar Pte Ltd	<ul style="list-style-type: none"> <li>• Accounts Receivables</li> <li>• Procurement Management</li> <li>• Inventory Management</li> <li>• Human Resources Management</li> </ul>
AYS Group (Malaysian Entities only)	<ul style="list-style-type: none"> <li>• Finance Management</li> <li>• Fixed Asset Management</li> </ul>

The Audit Committee noted the enhancements recommended by TASB on improving the internal controls of those processes and also took note of Management's action and timeline to implement the recommendations to be reasonable. TASB also conducted follow-up review with Management on all agreed corrective actions on audit issues to ascertain if Management has resolved the concern on the key risks and weaknesses identified during the internal audit on a timely basis. The status of corrective actions is reported to the Audit Committee on a quarterly basis.

The professional fees incurred for the internal audit function in respect of the financial year ended 31 March 2024 for the Group amounted to RM64,000.00.

## NOMINATION COMMITTEE REPORT

### COMPOSITION

The Company has established a Nomination Committee comprising majority of Independent Non-Executive Directors, as follows:-

Dato' Wan Hashim Bin Wan Jusoh	Chairman (Independent Non-Executive Director)
Abd Malik Bin A Rahman	Member (Independent Non-Executive Director)
Seow Nyoke Yoong	Member (Non-Independent Non-Executive Director)

The Nomination Committee has a written terms of reference dealing with its authority and duties which includes the selection and assessment of directors.

### FUNCTIONS

The key functions of the Nomination Committee include the following:

- (a) Examine the size of the Board with a view to determine the number of Directors on the Board in relation to its effectiveness.
- (b) Review annually its required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and disclose the same in the Annual Report.
- (c) Recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors.
- (d) Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board taking into consideration the skills, knowledge, expertise and experience; professionalism; integrity of the candidate; conflict of interest and in the case of candidates for position of Independent Non-Executive Directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- (e) Formalise a transparent procedure for proposing new nominees and recommending on the suitability of candidates nominated for appointment to the Board and to fill the seats of the Audit, Nomination, Remuneration and other Committees.
- (f) Assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director based on the process implemented by the Board.

The Nomination Committee met once during the financial year ended 31 March 2024.

## NOMINATION COMMITTEE REPORT (CONT'D)

### ACTIVITIES OF THE NOMINATION COMMITTEE

During the financial year ended 31 March 2024, the Nomination Committee, in discharging its functions and duties, carried out the following activities:-

- a. reviewed the mix of skills, experience and other qualities of the Board;
- b. reviewed the fitness and propriety of each Director;
- c. assessed the effectiveness of the Board as a whole, the Board committees and the individual Directors;
- d. assessed the independence of the Independent Directors;
- e. discussed and recommended the re-election of retiring Directors;
- f. reviewed the Nomination Committee report; and
- g. discussed the changes to the Board and Board Committees' composition.

The Nomination Committee upon its annual assessment carried out for financial year 2024, was satisfied that:

- a. the size and composition of the Board is optimum with appropriate mix of knowledge, skills, attribute and core competencies;
- b. the Board has been able to discharge its duties professionally and effectively;
- c. all the Directors continues to uphold the highest governance standards in discharging their duties and responsibilities;
- d. all the members of the Board are well qualified to hold their positions as Directors of the Company in view of their respective work experience, academic, and professional qualifications, and depth of knowledge, skills and experience and their personal qualities;
- e. the Independent Directors bring independent and objective judgement to the Board and mitigates risks arising from conflict of interest or undue influence from interested parties;
- f. the Directors are able to devote sufficient time commitment to their roles and responsibilities as evidenced by their attendance records; and
- g. all the Directors have received training during the financial year ended 31 March 2024 that is relevant and would serve to enhance their effectiveness in the Board.

The assessment was carried out internally by the Nomination Committee and the Board as a whole facilitated by the Company Secretary. The Nomination Committee agreed that the assessment done indicated a high level of compliance and integrity and no changes to the Board and Board Committees composition were required.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

### INTRODUCTION

The Malaysian Code on Corporate Governance (“MCCG”) 2021 requires listed companies to maintain a sound internal control system and risk management to safeguard the shareholders’ investments and the Group’s assets.

The Board of Directors (“Board”) is committed to maintain a sound system of risk management and internal control in the Group. Set out below is the Board of Directors’ “Statement on Risk Management and Internal Control” which has been prepared in accordance with the paragraph 15.26 (b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Guidelines for Directors of Listed Issuers: Statement on Risk Management and Internal Control.

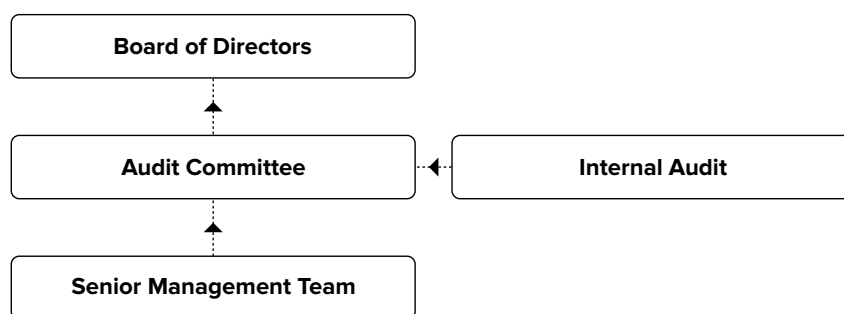
### BOARD’S RESPONSIBILITY

The Board acknowledges its overall responsibility for the adequacy, integrity and effectiveness of the AYS Group’s (“the Group”) risk management and internal control system. The Board ensures that the system manages the Group’s key areas of risk within an acceptable risk profile to increase the likelihood that the Group’s and business objectives will be achieved. The Board regularly reviews the internal control system to ensure it provides a reasonable but not absolute assurance against material misstatement of management and financial information and records or against financial losses or fraud.

The Board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Group and this process includes enhancing the risk management and internal control system as and when there are changes to the business environment or regulatory guidelines. Management assists the Board in the implementation of the Board’s framework, policies and procedures on risk management and internal control by identifying and assessing the risks faced, and in the design, operation and monitoring of suitable internal controls to mitigate and control these risks.

The Board has received assurance from the Chief Executive Officer/Group Managing Director and the Chief Financial Officer that, to the best of their knowledge, the Group’s risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

### RISK REPORTING STRUCTURE



### RISK MANAGEMENT

The Board is aware that a risk management framework and sound system of internal control should be embedded in the operations of the Group and form part of its culture. This system should be capable of responding quickly to evolving risks to the business arising from factors within the Group and changes in the business environment. It should include procedures for reporting immediately to appropriate levels of management any significant control failings or weaknesses that are identified together with details of corrective action being taken.

The Group has in place an on-going process for identifying, monitoring and managing significant risks that may affect the achievement of business objectives.

Management is continuously reviewing potential risk areas through on-going process for identifying emerging risks, including maturity and effectiveness of controls or treatments being applied to mitigate existing risks, and reported to Audit Committee on half yearly basis. Where a particular risk is identified, it will be monitored with counter measures taken to mitigate the risk, if possible.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

### Internal Review and Audit

The Board acknowledges the importance of the internal audit function and has outsourced to an independent advisory firm, Tricor Axcelasia Sdn Bhd. As part of its efforts in ensuring the internal controls are adequate and effective, the internal auditor will report directly to the Audit Committee. In addition, the internal audit function is responsible to conduct consistent and systematic review on the adequacy and integrity of internal control to provide reasonable but not absolute assurance to ensure risks are appropriately identified and mitigated.

An internal audit review report is submitted to the Audit Committee on a half-yearly basis. Criteria to be addressed in the report include risk identification and mitigation, corrective action plans and implementation of the plans by the Management.

The Senior Management Team is responsible for ensuring that the necessary corrective actions on reported weaknesses are made within the required time frame. Follow-up visits were carried out to ensure weaknesses identified have been or are being addressed. Periodic internal audit reports and status on follow up actions were tabled to the Audit Committee and Board during its quarterly meetings.

### Review of the Statement by External Auditors

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to the scope set out in Audit and Assurance Practice Guide 3 ("AAPG 3") issued by the Malaysian Institute of Accountant ("MIA") for inclusion in the annual report for the year ended 31 March 2024. Based on their review, nothing has come to their attention that causes them to believe that the statement is not prepared, in all material respects, in accordance with the disclosures required by paragraph 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers to be set out, nor is factually inaccurate.

AAPG 3 does not require the external auditors to consider whether the Directors' Statement on Risk Management and Internal Control cover all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Directors and management thereon.

### CONCLUSION

The Board is of the view that the risk management and internal control system in place for the year under review and up to the date of issuance of the financial statements is adequate and effective to safeguard the shareholders' investment, the interests of customers, regulators and employees, and the Group's assets.

During the financial year under review, the Board is satisfied that no material losses, deficiencies or errors were arising from any inadequacy or failure of the Group's internal control system that will require disclosure in the Annual Report.

The Board will continue to take measures to strengthen the system of internal control maintained by the Group and ensure shareholders' investment and the Group's assets are consistently safeguarded.

This Statement on Risk Management and Internal Control was approved by the Board on 28 May 2024.



ADDITIONAL COMPLIANCE INFORMATION

UTILISATION OF PROCEEDS RAISED FROM ANY CORPORATE PROPOSALS

There were no corporate proposal undertaken during the financial year.

AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees payable to Grant Thornton Malaysia PLT for the services rendered for financial year ended 31 March 2024 is as follows:-

	Audit Fees	Non-Audit Fees
Company Level	RM28,000	RM5,500
Group Level	RM157,300	RM5,500

The non-audit fees related to the review of the Statement on Risk Management and Internal Control.

MATERIAL CONTRACTS INVOLVING DIRECTORS'/MAJOR SHAREHOLDERS' INTEREST

There were no material contracts of the Company and its subsidiaries involving Directors' and major shareholders' interests for the financial year under review.

A grayscale photograph of a hand holding a silver pen, poised over a calculator. A white line graph with three data points is overlaid on the image, extending from the top left towards the center. The background is a soft-focus office setting.

# FINANCIAL

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## 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 March 2024.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are disclosed in Note 7 to the Financial Statements.

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

### FINANCIAL RESULTS

	Group RM'000	Company RM'000
Net profit for the financial year	20,839	2,488
Attributable to:-		
Owners of the Company	18,803	2,488
Non-controlling interests	2,036	-
	20,839	2,488

### RESERVES AND PROVISIONS

All material transfers to or from reserves or provisions during the financial year are disclosed in the financial statements.

### DIVIDENDS

Since the end of the previous financial year, the Company has declared and paid the following:-

	RM'000
In respect of the financial year ended 31 March 2023:	
Final single tier dividend of 1.0 sen per ordinary share paid on 17 October 2023	4,185

On 28 May 2024, the Directors recommended a final single tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 March 2024 amounting to RM6,276,880 based on ordinary shares as at the reporting date for the approval of the shareholders at the forthcoming annual general meeting.

The financial statements for the current financial year do not reflect this proposed dividend. Such dividend will be accounted for in the statements of changes in equity as an appropriation of retained earnings in the financial year ending 31 March 2025.

## DIRECTORS' REPORT

(CONT'D)

### HOLDING COMPANY

The holding company is Chiew Ho Holding Sdn. Bhd., a company incorporated and domiciled in Malaysia.

### DIRECTORS

The name of the Directors of the Company in office during the financial year and during the period of commencing from the end of the financial year to the date of this report are as follows:-

Oh Chiew Ho\*  
Oh Pooi Foon\*  
Oh Yung Sim\*  
Seow Nyoke Yoong  
Dato' Wan Hashim Bin Wan Jusoh  
Abd Malik Bin A Rahman  
Haji Mohd Sharif Bin Haji Yusof (resigned on 31.05.2023)  
Mohamad Fazlin Bin Mohamad (resigned on 31.05.2023)

\* Directors of the Company and certain subsidiaries

The Directors of subsidiaries who held office during the financial year and up to the date of this report other than named above are as follows:-

Oh Yung Wooi  
Oh Yung Kwan  
Ang Tee Seng  
Teo Chee Ho  
Lin Yee Hong (appointed on 08.05.2024)

### DIRECTORS' REMUNERATION

During the financial year, the remunerations, fees and other benefits received and receivable by the Directors of the Company are as follow:-

	Group RM'000	Company RM'000
Directors' fee	387	387
Salaries and other emoluments	4,523	40
Defined contribution plans	340	-
Social security contributions	3	-
Other benefits	510	-
	5,763	427

\* Included in Directors' other benefits are benefit-in-kind (based on estimated monetary value) for the Group of RM57,415.

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' REPORT

(CONT'D)

### DIRECTORS' INTERESTS

According to the register of Directors' Shareholdings required to be kept under Section 59 of the Companies Act 2016, the interests and deemed interests in the ordinary shares of the Company and its related corporations of those who were Directors as at financial year end are as follows:-

	Number of ordinary shares			At 31 March 2024
	At 1 April 2023	Bought	Sold	
<b>Indirect interests</b>				
Oh Chiew Ho #	264,707,360	-	-	264,707,360
<b>Direct interest in the holding company, Chiew Ho Holding Sdn. Bhd.</b>				
Oh Chiew Ho	51	-	-	51
Oh Pooi Foon	10	-	-	10
Oh Yung Sim	10	-	-	10

# Deemed interest by virtue of his shareholdings in Chiew Ho Holding Sdn. Bhd. and Ann Yak Siong Group Sdn. Bhd., the shareholders of AYS Ventures Berhad.

By virtue of Oh Chiew Ho's substantial direct interests in the shares of the holding company, he is also deemed to have interests in the shares of the Company and all of its other related companies to the extent that the holding company has an interest under Section 8 of the Companies Act 2016.

None of the other Directors in office at the end of the financial year had any interest in the shares of the Company and its related corporations during the financial year.

### ISSUE OF SHARES AND DEBENTURES

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

### INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

The Group and the Company effected for Directors' liability insurance during the financial year to protect the Directors of the Group and of the Company against potential costs and liabilities arising from claims brought against the Directors. The amount of insurance premium paid by the Group and the Company for the financial year 2024 was RM25,381.

### OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:-

- to ascertain that proper action had been taken in relation to the writing off of bad debts and the 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
- to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their value as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected so to realise.



## DIRECTORS' REPORT (CONT'D)

### OTHER STATUTORY INFORMATION (CONT'D)

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 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 the financial statements which would render any amount stated in the financial statements misleading.

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

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

In the opinion of the Directors:-

- (a) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;
- (b) the results of the 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 of the Company for the financial year in which this report is made.

### AUDITORS

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

The amount of audit and other fees paid or payable to the Auditors by the Group and the Company for the financial year ended 31 March 2024 amounted to RM162,800 and RM33,500 respectively. Further details are disclosed in Note 28 to the Financial Statements.

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.

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

.....  
OH CHIEW HO  
DIRECTOR

.....  
OH POOI FOON  
DIRECTOR

Klang  
12 June 2024

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 101 to 149 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2024 and of their financial performance and their cash flows for the financial year then ended.

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

.....  
OH CHIEW HO

Klang  
12 June 2024

.....  
OH POOI FOON

STATUTORY DECLARATION

I, Tay Yew Thiam, being the Officer primarily responsible for the financial management of AYS Ventures Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 101 to 149 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by                   )  
the abovenamed at Kuala Lumpur in                   )  
the Federal Territory this day of                        )  
12 June 2024    )

.....  
TAY YEW THIAM  
(MIA NO: 11391)  
CHARTERED ACCOUNTANT

Before me:

Ramathilagam A/P T. Ramasamy  
No: W671  
Commissioner for Oaths

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF AYS VENTURES BERHAD

#### Report on the Audit of the Financial Statements

##### *Opinion*

We have audited the financial statements of AYS Ventures Berhad, which comprise the statements of financial position as at 31 March 2024 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 material accounting policies, as set out on pages 101 to 149.

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 March 2024, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

##### *Basis for Opinion*

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

##### *Independence and Other Ethical Responsibilities*

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

##### *Key Audit Matters*

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

##### Valuation of inventories

Inventories are measured at the lower of cost and net realisable value ("NRV"). The Group estimates the NRV of inventories based on an assessment of expected selling prices. Changes in these assumptions could result in a material change in the carrying value of inventories and the financial performance of the Group.

Our audit procedures in relation to the valuation of inventories included:

- Testing the valuation of the inventories on a sample basis to ascertain that inventories are stated at the lower of cost and NRV.
- Understanding and reviewing the management's assessment of NRV of the inventories and testing samples of inventories to sales made subsequent to the reporting date.
- Examining the condition of selected inventories by attending physical inventories count at the reporting date.
- Considering the adequacy of the Group's disclosure in respect of the inventory's valuation.

The Group's disclosure regarding inventories is included in Notes 3.4 and 10 to the Financial Statements.

##### Impairment of goodwill on consolidation

We focused on this area due to the magnitude of the goodwill from the acquisition of the foreign subsidiary which are subject to annual impairment assessment.

The impairment assessment performed by management involved significant degree of judgement in estimating the assumption on growth rate and discount rate used.

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF AYS VENTURES BERHAD  
(CONT'D)

### Report on the Audit of the Financial Statements (Cont'd)

#### *Key Audit Matters (cont'd)*

#### Impairment of goodwill on consolidation (cont'd)

With respect to the appropriateness of the key assumptions used in the value in calculation, we performed the following procedures:

- Assessed the reliability of management's forecast by comparing their forecasted result against historical trends of actual results.
- Checked the growth rate used did not exceed the growth rate of the trading industry in which the cash generating unit ("CGU") operate.
- Checked the discount rate used by comparing to the rate used are comparable to the related industries and market in Singapore and Malaysia.
- Checked sensitivity analysis performed by management on the discount rate and earnings before interest, tax, depreciation and amortisation to determine whether reasonable change on these key assumptions would result in the carrying amounts of individual CGU to exceed their recoverable amounts.

The Group's disclosure regarding goodwill is included in Note 9 to the Financial Statements.

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 does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

#### *Responsibilities of the Directors for the Financial Statements*

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the 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 going concerns, disclosing, as applicable, matters related to going concerns and using the going concerns 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 AYS VENTURES BERHAD  
(CONT'D)

### Report on the Audit of the Financial Statements (Cont'd)

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

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and 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 communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF AYS VENTURES BERHAD  
(CONT'D)

### Report on the Audit of the Financial Statements (Cont'd)

#### *Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)*

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

#### *Report on Other Legal and Regulatory Requirements*

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 7 to the Financial Statements.

#### *Other matter*

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

GRANT THORNTON MALAYSIA PLT  
(201906003682 & LLP0022494-LCA)  
CHARTERED ACCOUNTANTS (AF 0737)

TAN VEER LEEN  
(NO: 03627/12/2025 J)  
CHARTERED ACCOUNTANT

Kuala Lumpur  
12 June 2024



## STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2024

	Note	Group 2024 RM'000	Group 2023 RM'000	Company 2024 RM'000	Company 2023 RM'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	4	136,468	126,706	3	1
Right-of-use assets	5	13,210	17,543	-	-
Investment properties	6	58,613	56,798	-	-
Investment in subsidiaries	7	-	-	160,250	160,250
Investment in an associate	8	2	-	-	-
Goodwill on consolidation	9	6,039	6,039	-	-
Total non-current assets		214,332	207,086	160,253	160,251
<b>Current assets</b>					
Inventories	10	545,115	529,176	-	-
Trade receivables	11	285,817	321,565	-	-
Other receivables	12	32,549	14,016	55	38
Amount due from subsidiaries	13	-	-	63,127	64,688
Derivative financial instruments	14	822	870	-	-
Tax recoverable		6,311	3,665	-	-
Short term deposits with licensed banks	15	3,970	2,130	-	-
Cash and bank balances		24,664	23,075	78	260
Total current assets		899,248	894,497	63,260	64,986
Total assets		1,113,580	1,101,583	223,513	225,237
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
<b>Equity attributable to owners of the Company</b>					
Share capital	16	218,553	218,553	218,553	218,553
Capital reserve	17	2,320	2,320	-	-
Merger deficit	18	(153,190)	(153,190)	-	-
Revaluation reserve	19	26,075	26,075	-	-
Foreign exchange reserve	19	2,585	1,503	-	-
Retained earnings		362,776	348,158	4,701	6,398
Non-controlling interests	7(a)	459,119	443,419	223,254	224,951
Total equity		482,502	463,026	223,254	224,951

## STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2024

(CONT'D)

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>LIABILITIES</b>					
<b>Non-current liabilities</b>					
Deferred tax liabilities	20	7,424	7,424	-	-
Bank borrowings	21	27,550	34,322	-	-
Lease liabilities	22	20,816	25,439	-	-
Total non-current liabilities		55,790	67,185	-	-
<b>Current liabilities</b>					
Trade payables	23	122,144	138,777	-	-
Other payables	24	25,729	22,693	171	210
Bank borrowings	21	419,335	402,821	-	-
Lease liabilities	22	5,262	5,177	-	-
Tax payable		2,818	1,904	88	76
Total current liabilities		575,288	571,372	259	286
Total liabilities		631,078	638,557	259	286
Total equity and liabilities		1,113,580	1,101,583	223,513	225,237

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

## STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

		Group		Company	
	Note	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Revenue	25	1,289,239	1,313,765	2,043	5,600
Cost of sales		(1,163,587)	(1,167,079)	-	-
Gross profit		125,652	146,686	2,043	5,600
Other income	26	5,905	5,810	-	-
Selling and distribution expenses		(21,084)	(17,394)	-	-
Administration expenses		(50,134)	(49,572)	(863)	(981)
Other expenses		(9,851)	(9,841)	(7)	-
Reversal of/(impairment loss) on financial assets		222	(2,586)	-	-
Operating profit		50,710	73,103	1,173	4,619
Finance income	27	453	525	1,703	1,218
Finance costs	27	(24,209)	(18,942)	-	-
Share of results of an associate	8	2	(52)	-	-
Profit before tax	28	26,956	54,634	2,876	5,837
Tax expense	29	(6,117)	(12,601)	(388)	(266)
Net profit for the financial year		20,839	42,033	2,488	5,571
Other comprehensive income					
<i>Item that will be reclassified subsequently to profit or loss:</i>					
Foreign currency translation differences for foreign operation		2,122	2,629	-	-
<i>Item that will not be reclassified subsequently to profit or loss:</i>					
Revaluation of land and buildings		-	12,396	-	-
Deferred tax relating to revaluation of land and buildings		-	(1,114)	-	-
Other comprehensive income for the financial year, net of tax		2,122	13,911	-	-
Total comprehensive income for the financial year		22,961	55,944	2,488	5,571
Net profit for the financial year attributable to:-					
Owners of the Company		18,803	40,126	2,488	5,571
Non-controlling interests		2,036	1,907	-	-
		20,839	42,033	2,488	5,571
Total comprehensive income attributable to:-					
Owners of the Company		19,885	52,593		
Non-controlling interests		3,076	3,351		
		22,961	55,944		
<b>Earnings per share</b>					
Basic/Diluted earnings per ordinary share attributable to owners of the Company (RM)	30	0.04	0.10		

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

## STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

<div>← Attributable to owners of the Company →</div>									
<div>← Non-distributable → Distributable</div>									
Note	Share capital RM'000	Capital reserve RM'000	Merger deficit RM'000	Foreign exchange reserve RM'000	Revaluation reserve RM'000	Retained earnings RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
<b>Group</b>									
Balance at 1 April 2022	218,553	2,320	(153,190)	318	14,793	312,217	395,011	16,256	411,267
Foreign currency translation differences for foreign operation	-	-	-	1,185	-	-	1,185	1,444	2,629
Revaluation of land and buildings	-	-	-	-	11,282	-	11,282	-	11,282
Net profit for the financial year	-	-	-	-	-	40,126	40,126	1,907	42,033
Total comprehensive income for the financial year	-	-	-	1,185	11,282	40,126	52,593	3,351	55,944
Transaction with owners: Dividends paid to owners of the Company	33	-	-	-	-	(4,185)	(4,185)	-	(4,185)
Balance at 31 March 2023	218,553	2,320	(153,190)	1,503	26,075	348,158	443,419	19,607	463,026
Foreign currency translation differences for foreign operation	-	-	-	1,082	-	-	1,082	1,040	2,122
Net profit for the financial year	-	-	-	-	-	18,803	18,803	2,036	20,839
Total comprehensive income for the financial year	-	-	-	1,082	-	18,803	19,885	3,076	22,961
Issuance of additional shares by an existing subsidiary	-	-	-	-	-	-	-	700	700
Transaction with owners: Dividends paid to owners of the Company	33	-	-	-	-	(4,185)	(4,185)	-	(4,185)
Balance at 31 March 2024	218,553	2,320	(153,190)	2,585	26,075	362,776	459,119	23,383	482,502

## STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

(CONT'D)

	Note	Attributable to owners of the Company					Distributable			Total equity RM'000
		Share capital RM'000	Capital reserve RM'000	Merger deficit RM'000	Foreign exchange reserve RM'000	Revaluation reserve RM'000	Retained earnings RM'000	Total RM'000	Non-controlling interests RM'000	
<b>Company</b>										
Balance at 1 April 2022		218,553	-	-	-	-	5,012	223,565	-	223,565
Total comprehensive income for the financial year		-	-	-	-	-	5,571	5,571	-	5,571
Transaction with owners: Dividends paid to owners of the Company	33	-	-	-	-	-	(4,185)	(4,185)	-	(4,185)
Balance at 31 March 2023		218,553	-	-	-	-	6,398	224,951	-	224,951
Total comprehensive income for the financial year		-	-	-	-	-	2,488	2,488	-	2,488
Transaction with owners: Dividends paid to owners of the Company	33	-	-	-	-	-	(4,185)	(4,185)	-	(4,185)
Balance at 31 March 2024		218,553	-	-	-	-	4,701	223,254	-	223,254

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

## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Note	Group 2024 RM'000	Group 2023 RM'000	Company 2024 RM'000	Company 2023 RM'000
<b>OPERATING ACTIVITIES</b>					
Profit before tax		26,956	54,634	2,876	5,837
<b>Adjustments for:-</b>					
Depreciation of property, plant and equipment		2,091	2,030	1	-
Gain on disposal of property, plant and equipment		(301)	(70)	-	-
Property, plant and equipment written off		7	6	-	-
Gain on lease modification		(27)	-	-	-
Depreciation of right-of-use assets		5,591	5,341	-	-
Fair value adjustments on investment properties		(1,782)	(1,144)	-	-
Loss on disposal of an investment property		65	-	-	-
(Reversal of)/allowance for slow moving and obsolete inventories		(402)	837	-	-
(Reversal of)/impairment loss on trade receivables		(222)	2,586	-	-
Bad debts recovered		(3)	(327)	-	-
Bad debts written off		80	-	-	-
Finance costs		25,446	20,291	-	-
Finance income		(453)	(525)	(1,703)	(1,218)
Unrealised loss/(gain) on foreign exchange		3,655	(3,688)	-	-
Share of results of an associate		(2)	52	-	-
Operating profit before working capital changes		60,699	80,023	1,174	4,619
<b>Changes in working capital:-</b>					
Inventories		(6,386)	18,603	-	-
Receivables		20,778	16,518	(17)	(13)
Payables		(24,678)	(56,756)	(39)	(6)
Cash generated from operations		50,413	58,388	1,118	4,600
Net tax paid		(8,397)	(32,101)	(376)	(269)
Finance costs paid		(25,446)	(20,291)	-	-
Finance income received		453	525	1,703	1,218
Net cash from operating activities		17,023	6,521	2,445	5,549
<b>INVESTING ACTIVITIES</b>					
Purchase of property, plant and equipment		(11,856)	(2,206)	(3)	(1)
Purchase of right-of-use assets	A	(29)	(8)	-	-
Purchase of investment properties		(488)	(8,868)	-	-
Proceeds from disposal of property, plant and equipment		302	71	-	-
Proceeds from disposal of an investment property		390	-	-	-
Repayment from/(Advances to) subsidiaries		-	-	1,561	(1,164)
Net cash (used in)/from investing activities		(11,681)	(11,011)	1,558	(1,165)



## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024  
(CONT'D)

	Note	Group		Company	
		2024	2023	2024	2023
		RM'000	RM'000	RM'000	RM'000
<b>FINANCING ACTIVITIES</b>					
Dividends paid		(4,185)	(4,185)	(4,185)	(4,185)
Payment of principal portion of lease liabilities		(5,776)	(5,337)	-	-
Issuance of shares to non-controlling interest		700	-	-	-
Drawdown from bankers' acceptance/trust receipts		1,071,468	1,028,879	-	-
Repayments of bankers' acceptance/trust receipts		(1,034,191)	(1,104,550)	-	-
Drawdown from onshore foreign currency loans		227,696	138,232	-	-
Repayments of onshore foreign currency loans		(253,610)	(68,439)	-	-
Drawdown of revolving credit		11,800	-	-	-
Repayments of revolving credit		(8,850)	-	-	-
Repayments of term loans		(4,481)	(2,918)	-	-
Net cash from/(used in) financing activities		571	(18,318)	(4,185)	(4,185)
<b>CASH AND CASH EQUIVALENTS</b>					
Net changes		5,913	(22,808)	(182)	199
At beginning of financial year		22,375	44,564	260	61
Effect on foreign exchange differences		346	619	-	-
At end of financial year	B	28,634	22,375	78	260

### NOTES TO THE STATEMENTS OF CASH FLOWS

#### A. PURCHASE OF RIGHT-OF-USE ASSETS

The following are the reconciliation of cash additions of right-of-use assets and lease liabilities:-

	Note	Group	
		2024	2023
		RM'000	RM'000
Additions of right-of-use assets	5	1,515	19,523
Additions of lease liabilities	22	(1,486)	(19,515)
Cash additions		29	8

#### B. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the Statements of Cash Flows comprise the following amounts:-

	Note	Group		Company	
		2024	2023	2024	2023
		RM'000	RM'000	RM'000	RM'000
Cash and bank balances		24,664	23,075	78	260
Short term deposits with licensed banks		3,970	2,130	-	-
Bank overdraft	21	-	(2,830)	-	-
		28,634	22,375	78	260

## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024  
(CONT'D)

### C. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Note	At beginning financial year RM'000	Cash flows RM'000	Others* RM'000	At end of financial year RM'000
<b>Group</b>					
<b>2024</b>					
Bankers' acceptance/trust receipts	(i)	307,815	37,277	1,494	346,586
Lease liabilities	(ii)	30,616	(5,776)	1,238	26,078
Onshore foreign currency loans	(iii)	88,072	(25,914)	631	62,789
Term loans	(i)	38,426	(4,481)	615	34,560
Revolving credit		-	2,950	-	2,950
		464,929	4,056	3,978	472,963
<b>2023</b>					
Bankers' acceptance/trust receipts	(i)	381,516	(75,671)	1,970	307,815
Lease liabilities	(ii)	16,210	(5,337)	19,743	30,616
Onshore foreign currency loans	(iii)	18,331	69,793	(52)	88,072
Term loans		41,344	(2,918)	-	38,426
		457,401	(14,133)	21,661	464,929

\* Others refers to:

- (i) Being translation differences.
- (ii) This amount is net of additions of lease liabilities, adjustment due to lease modification and translation differences.
- (iii) Being unrealised loss/(gain) on foreign exchange.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

### 1. GENERAL INFORMATION

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

The registered office of the Company is located at 802, 8th Floor, Block C, Kelana Square, 17, Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan and the principal place of business of the Company is located at Lot 6488, Jalan Haji Abdul Manan, 42100 Klang, Selangor Darul Ehsan.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are disclosed in Note 7 to the Financial Statements.

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

The holding company is Chiew Ho Holding Sdn. Bhd., a company incorporated and domiciled in Malaysia.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors passed on 12 June 2024.

### 2. BASIS OF PREPARATION

#### 2.1 Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards 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 are prepared under the historical cost convention, except for properties and derivative financial instruments that are measured at fair values at the end of each reporting year as indicated in the summary of material 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 pay 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 uses 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 MARCH 2024

(CONT'D)

### 2. BASIS OF PREPARATION (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 assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to their fair value measurement as a whole) at the end of each reporting year.

For the purpose of fair value disclosures, the Group has 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 Group's and the Company's functional currency and all values are rounded to the nearest thousand except when otherwise stated.

#### 2.4 Adoption of new standards/amendments/improvements to MFRSs

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 current financial year beginning on or after 1 April 2023.

Initial application for the amendments to standards did not have any material impacts to the financial statements of the Group and of the Company other than the replacement of the term "significant" with "material". Management has applied the guidance in the Amendments to determine material accounting policies and updated the accounting policies in the respective notes to the financial statements but not on the measurement, recognition as presentation of any items in the Group's and the Company's financial statements.

#### 2.5 Standard issued but not yet effective

The amended standards 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 amended standards and amendments, if applicable, when they become effective in the respective financial year:

##### Amendments to MFRSs effective 1 January 2024:-

Amendments to MFRS 16*#	Lease Liability in a Sale and Leaseback
Amendments to MFRS 101	Classification of Liabilities as Current or Non-Current
Amendments to MFRS 101*#	Non-current Liabilities with Covenants
Amendments to MFRS 107*# and MFRS 7*#	Supplier Finance Arrangements

##### Amendments to MFRS effective 1 January 2025:-

Amendments to MFRS 121*#	Lack of Exchangeability
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## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024  
(CONT'D)

### 2. BASIS OF PREPARATION (CONT'D)

#### 2.5 Standard issued but not yet effective (cont'd)

The amended standards 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 amended standards and amendments, if applicable, when they become effective in the respective financial year: (cont'd)

Amendments to MFRSs - effective date deferred indefinitely:-

Amendments to MFRS 10*# and MFRS 128*#	Consolidated Financial Statements and Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
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\* Not applicable to the Group's operation

# Not applicable to the Company's operation

The initial application of the above applicable standards and amendments are not expected to have any material impacts to the financial statements of the Group and the Company.

#### 2.6 Significant accounting estimates and judgements

Estimates and assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's and the Company's accounting policies and reported amounts of assets, liabilities, income, expenses and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual results may differ from the judgements, estimates and assumptions made by management and will seldom equal the estimated results.

##### 2.6.1 Estimation uncertainty

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

##### Revaluation of property, plant and equipment

The Group measures its land and buildings at revalued amount with changes in fair value being recognised in other comprehensive income. Significant judgement is required in the determination of fair value which may be derived based on different valuation methods. In making the judgement, the Group evaluates based on past experience and reliance on the work of specialists. The Group engages independent professional valuer to estimate the fair value.

The carrying amount of the land and buildings at the reporting date and the relevant revaluation basis are disclosed in Note 4 to the Financial Statements.

##### Fair value of investment properties

The Group measures its investment properties at fair value with changes in fair value being recognised in profit or loss. Significant judgement is required in the determination of fair value which may be derived based on different valuation methods. In making the judgement, the Group evaluates based on past experience and reliance on the work of specialists. The Group engages independent professional valuer to estimate the fair value.

The carrying amount of the investment properties at the reporting date and the relevant valuation basis are disclosed in Note 6 to the Financial Statements.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

(CONT'D)

### 2. BASIS OF PREPARATION (CONT'D)

#### 2.6 Significant accounting estimates and judgements (cont'd)

##### 2.6.1 Estimation uncertainty (cont'd)

###### Useful lives of depreciable assets

Management estimates the useful lives of property, plant and equipment and right-of-use assets to be within 1 to 50 years and reviews the useful lives of depreciable assets at each reporting date. As at 31 March 2024, management assesses that the useful lives represent the expected utility of the assets to the Group and the Company. Actual results, however, may vary due to change in the expected level of usage and technological developments, resulting in the adjustment to the Group's and the Company's assets.

The carrying amount of the Group's and the Company's property, plant and equipment and right-of-use assets at the reporting date are disclosed in Notes 4 and 5 to the Financial Statements.

###### Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the time the estimates are made. The Group's core businesses are subject to economical and technology changes which may cause selling prices to change rapidly and the Group's net profit to change.

The carrying amount of the Group's inventories at the reporting date are disclosed in Note 10 to the Financial Statements.

###### Impairment of non-financial assets

An impairment loss is recognised for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. The actual results may vary, and may cause significant adjustments to the Group's and the Company's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustments to market risk and the appropriate adjustments to asset-specific risk factors.

Further details of the carrying value, key assumptions applied in the impairment assessment of goodwill are disclosed in Note 9 to the Financial Statements.

###### Provision for expected credit losses ("ECLs") of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns such as customer type and rating 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. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the relevant sectors, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.



## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

(CONT'D)

### 2. BASIS OF PREPARATION (CONT'D)

#### 2.6 Significant accounting estimates and judgements (cont'd)

##### 2.6.1 Estimation uncertainty (cont'd)

###### Provision for expected credit losses ("ECLs") of trade receivables (cont'd)

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is 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 customer's actual default in the future. The information about ECLs on the Group's trade receivables is disclosed in Note 35 to the Financial Statements.

###### Income taxes

Significant judgement is involved in determining the Group-wide and Company-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognise tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such difference 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.

###### 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 when the Group 'would have to pay', which requires estimation when no observable rates are available or when the observable rates need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

##### 2.6.2 Significant management judgement

The following are significant management judgements in applying the accounting policies of the Group and of the Company that have the most significant effects on the financial statements:

###### Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. The Group accounts for the portion separately if these portions could be sold separately (or leased out separately under finance lease). If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

(CONT'D)

### 2. BASIS OF PREPARATION (CONT'D)

#### 2.6 Significant accounting estimates and judgements (cont'd)

##### 2.6.2 Significant management judgement (cont'd)

###### Deferred tax on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the management of the Group reviews the investment properties and concluded that the Group's investment properties are held under a business model whose objective is to recover the carrying amount of the investment properties through sale.

Accordingly, the Group recognises deferred taxes in respect of the changes in fair value of investment properties based on Real Property Gains Tax ("RPGT"). The final tax outcome could be different from the deferred tax liabilities recognised in the financial statements should the economic benefits embodied in the investment properties be subsequently substantially consumed over time rather than through sale.

### 3. MATERIAL ACCOUNTING POLICIES

The Group and the Company apply the material accounting policies, as summarised below, consistently throughout all years presented in the financial statements, unless otherwise stated.

#### 3.1 Consolidation

Business combinations are accounted for using the acquisition method for AYS (FZ) Sdn. Bhd. and Steelaris Pte. Ltd.. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree.

While under the merger method of accounting, the results of subsidiaries are presented as if the merger had been affected throughout the current and previous years. The assets and liabilities combined are accounted for based on the carrying amounts from the perspective of the common control shareholder at the date of transfer. On consolidation, the cost of the merger is cancelled with the values of the shares received. Any resulting credit difference is classified as equity and regarded as a non-distributable reserve. Any resulting debit difference is adjusted against any suitable reserve. Any reserves which are attributable to share capital of the merged entities, to the extent that they have not been capitalised by a debit difference, are reclassified and presented as movement in other capital reserves. This is not applicable to AYS (FZ) Sdn. Bhd. and Steelaris Pte. Ltd. which were accounted for under the acquisition method.

#### 3.2 Property, plant and equipment

Property, plant and equipment except for land and buildings are stated at cost. Land and buildings are measured at fair value less accumulated depreciation and impairment losses, if any recognised after the date of revaluation. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the land and buildings at the reporting date.

At the date of revaluation, accumulated depreciation, if any, is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Any revaluation surplus arising upon appraisal of land and buildings are recognised in other comprehensive income and credited to the 'revaluation reserve' in equity. To the extent that any revaluation decreases or impairment loss has previously been recognised in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognised in other comprehensive income. Downward revaluations of land and buildings are recognised upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus recognised in equity relating to this asset and any remaining decrease recognised in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to retained earnings.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024  
(CONT'D)

### 3. MATERIAL ACCOUNTING POLICIES (CONT'D)

#### 3.2 Property, plant and equipment (cont'd)

Depreciation is recognised on the straight-line method in order to write off the cost of each asset over its estimated useful lives. Freehold land is not depreciated, other property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Buildings	2%
Machinery and equipment	10% - 33.3%
Motor vehicles and others	10% - 20%
Office equipment	20%

Capital work-in-progress is not depreciated until they are completed and ready for their intended use.

#### 3.3 Investment properties

Investment properties are measured at fair values and are included in the statements of financial position at their open market values. Any gain or loss resulting from either a change in the fair value or the sale of an investment property is immediately recognised in profit or loss in the period in which they arise.

#### 3.4 Inventories

Inventories are stated at the lower of cost and net realisable value with weighted average cost being the main basis.

Cost of raw materials comprises the cost of purchase plus the incidental cost of bringing the inventories to their present location and condition whereas the cost of goods in transit comprises only the cost of purchase.

Cost of work-in-progress and finished goods include raw materials, direct labours and appropriate proportion of production overheads.

#### 3.5 Financial instruments

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

##### 3.5.1 Financial assets

The Group and the Company carry financial assets at amortised cost and financial assets at fair value through profit or loss on their statements of financial position as at the reporting date.

##### Financial assets at amortised cost

The Group's and the Company's financial assets at amortised cost include trade and other receivables excluding goods and services tax receivable and prepayments, amount due from subsidiaries, cash and cash equivalents.

##### Financial assets at fair value through profit or loss

The Group's financial assets at fair value through profit or loss include derivatives that are measured in accordance with the accounting policy set out in Note 3.5.3 to the Financial Statements.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

(CONT'D)

### 3. MATERIAL ACCOUNTING POLICIES (CONT'D)

#### 3.5 Financial instruments (cont'd)

##### 3.5.2 Financial liabilities

The Group and the Company carry only financial liabilities at amortised cost on their statements of financial position as at the reporting date.

##### Financial liabilities at amortised cost

The Group's and the Company's financial liabilities include trade and other payables, bank borrowings and lease liabilities.

##### 3.5.3 Derivative financial instruments

The Group enters into derivative financial instruments such as forward foreign currency contracts to manage its exposure to foreign currency risks.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each reporting year. The resulting gain or loss is recognised in profit or loss immediately.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

##### 3.5.4 Financial guarantee contracts

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

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

- The amount determined in accordance with the expected credit losses model under MFRS 9 Financial Instruments; and
- The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance to the principles of MFRS 15 Revenue from Contracts with Customers.

As at the reporting date, no values were placed on corporate guarantees provided by the Group and the Company as the Directors of the Company regard the value of the credit enhancement provided by the corporate guarantees as minimal.

#### 3.6 Leases

##### Group as lessee

The Group as a lessee 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.

##### 3.6.1 Right-of-use assets

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:

Hostels	1 to 2 years
Office buildings	3 years
Warehouses	3 to 25 years
Motor vehicles	5 years

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024  
(CONT'D)

### 3. MATERIAL ACCOUNTING POLICIES (CONT'D)

#### 3.6 Leases (cont'd)

##### 3.6.2 Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment 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.

#### 3.7 Revenue and other income

##### 3.7.1 Revenue from contract with customers

The Group is primarily engaged in the trading and manufacturing of engineering steel products and building materials. Revenue of the Group is recognised at a point in time when it transfers control of the products to the customers. Revenue from sales of goods are measured at the fair value of the consideration received or receivable, net of trade discounts. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyers. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated cost or the possible return of goods.

The Group recognises contract revenue over the period by reference to the progress towards complete satisfaction of the performance obligations. The progress towards complete satisfaction is measured based on the customers' acknowledgement of the performance obligations transferred by the Group.

##### 3.7.2 Finance income

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

##### 3.7.3 Dividend income

Dividend income is recognised when the Company's right to receive such payment is established.

#### 3.8 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the period in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses already incurred with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### 3.9 Tax expense

##### 3.9.1 Deferred tax liabilities

Where investment properties are carried at their fair value, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying values at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the asset and liabilities, using tax rates enacted or substantively enacted at the reporting date.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

(CONT'D)

### 4. PROPERTY, PLANT AND EQUIPMENT

	← At valuation →		← At cost →			Total RM'000
	Land RM'000	Buildings RM'000	Machinery and equipment RM'000	Motor vehicles and others RM'000	Capital work-in- progress RM'000	
<b>Group</b>						
<b>Cost or valuation</b>						
At 1 April 2022	91,332	16,903	18,400	11,264	-	137,899
Additions	55	-	34	681	1,436	2,206
Disposals	-	-	(1)	(1,239)	-	(1,240)
Written off	-	-	(11)	(76)	-	(87)
Fair value adjustment	12,014	(372)	-	-	-	11,642
Translation differences	-	-	26	20	-	46
At 31 March 2023	103,401	16,531	18,448	10,650	1,436	150,466
Additions	-	-	2,003	459	9,394	11,856
Disposals	-	-	(500)	(729)	-	(1,229)
Written off	-	-	(90)	(354)	-	(444)
Translation differences	-	-	12	22	-	34
At 31 March 2024	103,401	16,531	19,873	10,048	10,830	160,683
<b>Accumulated depreciation</b>						
At 1 April 2022	-	1,462	12,332	9,840	-	23,634
Charge for the financial year	-	324	1,254	452	-	2,030
Disposals	-	-	(1)	(1,108)	-	(1,109)
Written off	-	-	(10)	(71)	-	(81)
Fair value adjustment	-	(754)	-	-	-	(754)
Translation differences	-	-	18	22	-	40
At 31 March 2023	-	1,032	13,593	9,135	-	23,760
Charge for the financial year	-	331	1,215	545	-	2,091
Disposals	-	-	(499)	(729)	-	(1,228)
Written off	-	-	(85)	(352)	-	(437)
Translation differences	-	-	8	21	-	29
At 31 March 2024	-	1,363	14,232	8,620	-	24,215
<b>Accumulated impairment losses</b>						
At 1 April 2022	-	-	-	130	-	130
Disposals	-	-	-	(130)	-	(130)
At 31 March 2023/31 March 2024	-	-	-	-	-	-
<b>Net carrying amount</b>						
At 31 March 2024	103,401	15,168	5,641	1,428	10,830	136,468
At 31 March 2023	103,401	15,499	4,855	1,515	1,436	126,706

Reversal of impairment losses due to disposal being made to the corresponding assets in prior financial year.



## NOTES TO THE FINANCIAL STATEMENTS

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### 4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Office equipment RM'000
<b>Company Cost</b>	
At 1 April 2022	-
Additions	1
At 31 March 2023	1
Additions	3
At 31 March 2024	4
<b>Accumulated depreciation</b>	
At 1 April 2022/31 March 2023	-
Charge for the financial year	1
At 31 March 2024	1
<b>Net carrying amount</b>	
At 31 March 2024	3
At 31 March 2023	1

#### (a) Revaluation of land and buildings

The Group's land and buildings are stated at their revalued amounts, being the fair values at the date of revaluation, less any subsequent depreciation and subsequent accumulated impairment losses, if any.

The revaluation surplus net of applicable deferred tax was credited to other comprehensive income and are shown as revaluation reserve under the equity.

Land and buildings were revalued in the financial year 2023 by Savills (Malaysia) Sdn. Bhd., an independent professional valuer. The Board of Directors have assessed the fair values of the land and buildings by obtaining market value of the comparable properties as at 31 March 2024, based on the assessment, the existing book values of the land and buildings as at 31 March 2024 were not materially different from the assessment performed.

Comparison method was adopted in arriving at the market value of the land and buildings. Comparison method entails sales price of comparable properties in close proximity are adjusted for differences in key attributes such as location, accessibility, market conditions and property size. The most significant input into this valuation approach is price per square foot of comparable properties. In estimating the fair value of the properties, the highest and best use of the properties is their current use. There have been no changes to the valuation technique during the year.

The fair value of land and buildings are categorised as Level 2 of the fair values hierarchy determined using the comparison method. There was no transfer (2023: no transfer) between the fair value hierarchy during the financial year.

Had the land and buildings of the Group been stated at historical cost less accumulated depreciation, the net carrying amount would have been RM71,950,000 (2023: RM72,281,000).

#### (b) Securities against the land

A piece of land amounting to RM46,000,000 (2023: RM46,000,000) has been charged to a licensed bank to secure for banking facilities granted to a subsidiary of the Company.

## NOTES TO THE FINANCIAL STATEMENTS

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### 5. RIGHT-OF-USE ASSETS

	Premises RM'000	Motor vehicles RM'000	Total RM'000
<b>Group</b>			
<b>Cost</b>			
At 1 April 2022	7,147	1,555	8,702
Additions	19,080	443	19,523
Reversal due to lease term ended	(55)	-	(55)
Translation differences	374	-	374
At 31 March 2023	26,546	1,998	28,544
Additions	481	1,034	1,515
Reversal due to lease term ended	(41)	-	(41)
Adjustment due to lease modification	(905)	-	(905)
Translation differences	1,363	-	1,363
At 31 March 2024	27,444	3,032	30,476
<b>Accumulated depreciation</b>			
At 1 April 2022	4,501	1,062	5,563
Charge for the financial year	5,069	272	5,341
Reversal due to lease term ended	(55)	-	(55)
Translation differences	152	-	152
At 31 March 2023	9,667	1,334	11,001
Charge for the financial year	5,207	384	5,591
Reversal due to lease term ended	(41)	-	(41)
Adjustment due to lease modification	13	-	13
Translation differences	702	-	702
At 31 March 2024	15,548	1,718	17,266
<b>Net carrying amount</b>			
At 31 March 2024	11,896	1,314	13,210
At 31 March 2023	16,879	664	17,543

Leases of premises consist of lease of hostels, office buildings and warehouses.

All the motor vehicles included in right-of-use assets of the Group are under finance lease arrangement.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

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### 6. INVESTMENT PROPERTIES

	← At fair value →		At cost	Total RM'000
	Land and buildings RM'000	Right-of- use land RM'000	Building- in- progress RM'000	
<b>Group</b>				
At 1 April 2022	32,283	11,810	2,693	46,786
Fair value adjustment	(2,146)	3,290	-	1,144
Additions	-	-	8,868	8,868
Reclassification	11,561	-	(11,561)	-
At 31 March 2023	41,698	15,100	-	56,798
Fair value adjustment	682	1,100	-	1,782
Additions	488	-	-	488
Disposal	(455)	-	-	(455)
At 31 March 2024	42,413	16,200	-	58,613

	Group	
	2024 RM'000	2023 RM'000
Rental income	(1,097)	(977)
Direct operating expenses:-		
- Income generating investment properties	87	96
- Non-income generating investment properties	35	20

The title deed of buildings of the Group with fair value of RM3,590,000 (2023: RM3,040,000) are yet to be issued by the relevant authorities.

#### (a) Fair value basis of investment properties

The Group applies fair value model in measuring its land, buildings and right-of-use land. Land and buildings of the Group were revalued in financial year 2024 by Savills (Malaysia) Sdn. Bhd., an independent professional valuer.

Comparison method was adopted in arriving at the market value of the land and buildings. Comparison method entails sales price of comparable properties in close proximity are adjusted for differences in key attributes such as location and accessibility, property size. The most significant input into this valuation approach is price per square foot of comparable properties. In estimating the fair value of the properties, the highest and best use of the properties is their current use. There have been no changes to the valuation technique during the year.

The fair value of land and buildings are categorised as Level 2 of the fair values hierarchy determined using the comparison method. There was no transfer (2023: no transfer) between the fair value hierarchy during the financial year.

#### (b) The Group leases its right-of-use land. The lease of right-of-use land typical run for a period of 25 years. The right-of-use assets are included in the same items as where the corresponding underlying assets would be presented if they were owned.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

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### 7. INVESTMENT IN SUBSIDIARIES

	Company	
	2024	2023
	RM'000	RM'000
Unquoted shares at cost	160,250	160,250

Details of the subsidiaries are as follows:-

	Place of incorporation and business	Effective interest		Principal activity
		2024 %	2023 %	
<b>Subsidiaries</b>				
Ann Yak Siong Hardware Sdn. Bhd.	Malaysia	100	100	Trading and marketing of steel products
AYS (FZ) Sdn. Bhd.	Malaysia	100	100	Warehousing and storage services and investment holding
AYS Capital Sdn. Bhd.	Malaysia	100	100	Investment holding
<b>Indirect subsidiaries</b>				
<i>Held through Ann Yak Siong Hardware Sdn. Bhd.</i>				
AYS Marketing Sdn. Bhd.	Malaysia	100	100	Trading in all types of construction materials and steel products
AYS Metal Products & Engineering Sdn. Bhd.	Malaysia	99	99	Dormant
CH Yodoform Sdn. Bhd.	Malaysia	100	100	Manufacturing and trading of steel purlin, IBS steel structural component and other steel products
<i>Held through AYS Metal Products &amp; Engineering Sdn. Bhd.</i>				
AYS Metal Trading Sdn. Bhd.	Malaysia	99	99	Dormant
<i>Held through CH Yodoform Sdn. Bhd.</i>				
CHY Building Solutions Sdn. Bhd. (formerly known as CH Yodoform Trading Sdn. Bhd.)	Malaysia	76	100	Dormant
<i>Held through AYS Capital Sdn. Bhd</i>				
Steelaris Pte. Ltd.+	Singapore	-	51	Trading of steel products
Ann Yak Siong (Singapore) Pte. Ltd.+	Singapore	100	100	Investment holding

## NOTES TO THE FINANCIAL STATEMENTS

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(CONT'D)

### 7. INVESTMENT IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows:- (cont'd)

	Place of incorporation and business	Effective interest 2024 %	2023 %	Principal activity
<b>Indirect subsidiaries (cont'd)</b>				
<i>Held through Ann Yak Siong (Singapore) Pte. Ltd.</i>				
Steelar Pte. Ltd.+	Singapore	51	-	Trading of steel products
<i>Held through Steelar Pte. Ltd.</i>				
SPL Services Sdn. Bhd.^	Malaysia	51	-	Providing accounting, administrative and management services

+ Audited by firm other than Grant Thornton Malaysia PLT.

^ Incorporated on 15 May 2023.

On 15 May 2023, the Company via its indirectly owned subsidiary, Steelar Pte. Ltd. incorporated a new subsidiary namely SPL Services Sdn. Bhd. with share capital of RM1,000. The revenue and net profit for the financial year in which the acquisitions took place and their post acquisition contributions included in the consolidated profit or loss are immaterial to the financial statement of the Group.

On 28 December 2023, the Company via its subsidiary, AYS Capital Sdn. Bhd. disposed off its 51% indirect equity interest in Steelar Pte. Ltd. to its indirectly owned subsidiary, Ann Yak Siong (Singapore) Pte. Ltd. The disposal had no financial impact to the financial statements of the Group and the Company.

On 19 March 2024, the Company's indirectly owned subsidiary, CHY Building Solutions Sdn. Bhd. (formerly known as CH Yodoform Trading Sdn. Bhd.) had issued additional 2,974,997 ordinary shares with an issue price of RM1 each, whereby 700,000 ordinary shares had been subscribed by a non-controlling shareholder of the Group and the remaining had been subscribed by the Company via its indirectly owned subsidiary, CH Yodoform Sdn. Bhd.. Correspondingly, the effective equity interest in CHY Building Solutions Sdn. Bhd. diluted from 100% to 76.4%. The dilution in stake had no significant financial impact to the financial statements of the Group and the Company.

#### (a) Non-controlling interests ("NCI") in subsidiaries

	Steelar Pte. Ltd. RM'000	Other subsidiary with immaterial NCI RM'000	Total RM'000
<b>2024</b>			
Effective interest equity of NCI (%)	49%	-	
Carrying amount of NCI	22,651	732	23,383
Profit/(loss) allocated to NCI	3,081	(5)	3,076
<b>2023</b>			
Effective interest equity of NCI (%)	49%	-	
Carrying amount of NCI	19,570	37	19,607
Profit allocated to NCI	3,350	1	3,351

## NOTES TO THE FINANCIAL STATEMENTS

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(CONT'D)

### 7. INVESTMENT IN SUBSIDIARIES (CONT'D)

#### (a) Non-controlling interests ("NCI") in subsidiaries (cont'd)

The summary of financial information before intra-group elimination for the Group's subsidiary that has material NCI is as below:-

	<b>Steelaris Pte. Ltd.</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Financial position as at 31 March</b>		
Non-current assets	11,729	15,497
Current assets	297,547	297,352
Non-current liabilities	(12,463)	(19,897)
Current liabilities	(250,511)	(252,936)
Net assets	46,302	40,016
<b>Summary of financial performance for the financial year ended 31 March</b>		
Revenue	482,052	487,392
Profit for the financial year	4,165	3,889
Total comprehensive income for the financial year	6,287	6,836
<b>Summary of cash flows for the financial year ended 31 March</b>		
Net cash inflows from operating activities	11,707	8,812
Net cash outflows from investing activities	(14)	(21)
Net cash outflows from financing activities	(9,186)	(8,735)

### 8. INVESTMENT IN AN ASSOCIATE

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>At cost</b>				
Unquoted shares in Malaysia	450	450	450	450
Impairment loss	-	-	(450)	(450)
Share of results of associate	(448)	(450)	-	-
	2	-	-	-

Details of the associate which is incorporated in Malaysia is as follows:-

Name of company	Place of incorporation and business	Effective interest		Principal activity
		2024	2023	
		%	%	
AOK Engineering Services Sdn. Bhd.	Malaysia	45	45	Engineering design and drawings

The associate is audited by Grant Thornton Malaysia PLT.

The recognised financial information of the Group's associate is not presented due to not material to the Group.



## NOTES TO THE FINANCIAL STATEMENTS

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### 9. GOODWILL ON CONSOLIDATION

	Group	
	2024	2023
	RM'000	RM'000
<b>Cost</b>		
At beginning/end of financial year	6,039	6,039

The goodwill mainly arising from the acquisition of Steelaris Pte. Ltd. by comparing the purchase consideration with the net assets acquired. The Group has assessed the recoverable amounts of goodwill allocated and determined that no impairment is required. The recoverable amounts of the cash generating units are determined using the value-in-use approach and this is derived from the present value of future cash flows from the operating segments computed based on projections of financial budgets approved by management covering a period of 5 years. The key assumptions used in determination of the recoverable amounts are as follows:-

		Growth Rate		Discount Rate	
		2024	2023	2024	2023
Steelaris Pte. Ltd.		2%	5%	10%	6%
(i)	Budgeted growth rate	The budgeted growth rate is determined based on the industry trends and past performance of the segments.			
(ii)	Discount rate	The discount rate used is pre-tax and reflects specific risks relating to the relevant segments.			

With regards to the assessment of goodwill, the Management believes that no reasonably possible changes in any of the key assumptions would cause the carrying values of these units to differ materially from their recoverable amounts except for the changes in prevailing operating environment which is not ascertainable.

### 10. INVENTORIES

	Group	
	2024	2023
	RM'000	RM'000
At carrying amount:-		
Raw materials	6,628	8,655
Work-in-progress	2,863	2,389
Finished goods	498,101	496,529
Goods in transit	37,523	21,603
	545,115	529,176
Recognised in profit or loss:-		
Inventories recognised as cost of sales	1,042,978	1,076,701
Allowance for slow moving and obsolete inventories	-	837
Reversal of allowance for slow moving and obsolete inventories	(402)	-

The reversal of allowance for slow moving and obsolete inventories was made when the related inventories were sold above their carrying amounts.

## NOTES TO THE FINANCIAL STATEMENTS

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### 11. TRADE RECEIVABLES

	Group	
	2024 RM'000	2023 RM'000
Trade receivables	295,795	331,750
Less: Allowance for expected credit loss		
At beginning of financial year	(10,185)	(7,580)
Recognised	(328)	(2,586)
Reversed	550	-
Translation differences	(15)	(19)
At end of financial year	(9,978)	(10,185)
	285,817	321,565

Trade receivables are generally on 0 to 150 (2023: 0 to 150) days term.

### 12. OTHER RECEIVABLES

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Non-trade receivables	22,571	6,885	-	-
Goods and services tax receivable	2,595	826	-	-
Deposits	2,644	2,542	5	5
Prepayments	4,739	3,763	50	33
	32,549	14,016	55	38

The goods and services tax receivable is recoverable from the foreign taxation authority which the tax is a consumption tax based on value-added concept at the applicable tax rate prevailing in the foreign jurisdiction.

### 13. AMOUNT DUE FROM SUBSIDIARIES

Amount due from subsidiaries is non-trade in nature, unsecured and repayable on demand. Included in the amount of RM63,126,738 (2023: RM64,531,808) bearing interest rates ranging from 2.48% to 2.73% (2023: 1.59% to 2.34%) per annum.

### 14. DERIVATIVE FINANCIAL INSTRUMENTS

	Group	
	2024 RM'000	2023 RM'000
<b>Forward currency contracts</b>		
Contract/notional amount	174,380	196,697
Assets at carrying amount/fair value	822	870

## NOTES TO THE FINANCIAL STATEMENTS

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### 14. DERIVATIVE FINANCIAL INSTRUMENTS (CONT'D)

The Group uses forward currency contracts to manage some of the transaction exposure. These contracts are not designated as cash flow or fair value hedges and are entered into for periods consistent with currency transaction exposure and fair value changes exposure. Such derivatives do not qualify for hedge accounting.

The derivative financial instruments are measured according to the level 2 in the fair value hierarchy as disclosed in Note 2.2 to the Financial Statements. There was no transfer (2023: no transfer) between the fair value hierarchy during the financial year.

### 15. SHORT TERM DEPOSITS WITH LICENSED BANKS

The interest rates of short term deposits with licensed banks range from 1.80% to 2.90% (2023: 1.30% to 2.65%) per annum with maturity dates of 1 to 10 days (2023: 2 days to 13 days).

### 16. SHARE CAPITAL

	Ordinary shares		Amount	
	2024	2023	2024	2023
Group and Company	Unit'000	Unit'000	RM'000	RM'000
Issued and fully paid with no par value:-				
At beginning/end of financial year	418,459	418,459	218,553	218,553

### 17. CAPITAL RESERVE

Capital reserve relates to the bonus share issued by subsidiaries.

### 18. MERGER DEFICIT

The merger deficit arose from the acquisition of Ann Yak Siong Hardware Sdn. Bhd. by share exchange in the financial year ended 2013 as follows:-

	Group RM'000
Shares issued by the Company	160,000
Less: share capital of subsidiaries acquired	(6,810)
	153,190

As the Company acquired its subsidiary by means of a share exchange, resulting in a business combination involving entities under common control and where no acquirer is identified, the merger method of consolidation had been used. Therefore, the difference between the purchase consideration and the carrying value of the share capital acquired is adjusted to equity.

### 19. REVALUATION RESERVE AND FOREIGN EXCHANGE RESERVE

Revaluation reserve relates to the revaluation gain on the land and buildings of the Group.

Foreign exchange reserve comprises all foreign currency differences arising from the translation of the financial statement of the Group's foreign operation.

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

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### 20. DEFERRED TAX LIABILITIES

	Group	
	2024 RM'000	2023 RM'000
At beginning of financial year	7,424	6,519
Recognised in profit or loss (Note 29)	-	(209)
Recognised in other comprehensive income	-	1,114
At end of financial year	7,424	7,424

The balances in the deferred tax liabilities are made up of tax effects on temporary differences arising from:-

	Group	
	2024 RM'000	2023 RM'000
Carrying amount of qualifying property, plant and equipment in excess of their tax base	4,331	4,554
Revaluation of investment properties	488	394
Revaluation of land and buildings	4,532	4,532
Impairment loss on trade receivables	(1,927)	(2,056)
	7,424	7,424

Deferred tax assets have not been recognised in respect of the following temporary differences due to uncertainty of the utilisation against the future taxable profits of the Group:-

	Group	
	2024 RM'000	2023 RM'000
Right-of-use assets and lease liabilities	12,386	12,737
Investment properties	(1,749)	(1,271)
Property, plant and equipment	19	-
Unabsorbed business losses	3,085	3,078
Unutilised reinvestment allowances	2,139	2,139
Others	136	136
	16,016	16,819

The Group's unabsorbed business losses and unutilised reinvestment allowances amounting to RM3,085,000 and RM2,139,000 (2023: RM3,078,000 and RM2,139,000) respectively can be carried forward to offset against future taxable profits.

## NOTES TO THE FINANCIAL STATEMENTS

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### 20. DEFERRED TAX LIABILITIES (CONT'D)

The unabsorbed business losses is available for carry forward for a period of 10 (2023: 10) consecutive years. Upon expiry of the 10 years, the unabsorbed tax losses will be disregarded.

The expiry date of the unabsorbed business losses are as follow:-

	Group	
	2024	2023
	RM'000	RM'000
Year of assessment 2028	1,444	1,444
Year of assessment 2030	1,622	1,622
Year of assessment 2031	12	12
Year of assessment 2034	7	-
	3,085	3,078

### 21. BANK BORROWINGS

	Group	
	2024	2023
	RM'000	RM'000
<b>Non-current</b>		
Term loans	27,550	34,322
<b>Current</b>		
Bank overdraft	-	2,830
Bankers' acceptance/trust receipts	346,586	307,815
Onshore foreign currency loans	62,789	88,072
Term loans	7,010	4,104
Revolving credit	2,950	-
	419,335	402,821
	446,885	437,143

Bank borrowings of the Group are secured by corporate guarantee by the Company.

A term loan facility is secured by a land as disclosed in Note 4 to the Financial Statements. The repayment terms for the term loan amounted to RM25,585,000 (2023: RM25,800,000) are repayable over 119 monthly installments of RM215,000 each month. The remaining balance of RM8,975,000 (2023: RM12,626,000) is repayable by 24 equal monthly installments.

The bank borrowings of the Group bear interest at rates ranging from 2.50% to 7.53% (2023: 2.31% to 8.09%) per annum.

## NOTES TO THE FINANCIAL STATEMENTS

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### 22. LEASE LIABILITIES

Set out below are the carrying amounts of lease liabilities and the movement during the year:-

	Group	
	2024	2023
	RM'000	RM'000
At beginning of financial year	30,616	16,210
Additions	1,486	19,515
Accretion of interest	1,361	1,414
Adjustment due to lease modification	(945)	-
Payment made*	(7,137)	(6,751)
Translation difference	697	228
At end of financial year	26,078	30,616
Current	5,262	5,177
Non-current	20,816	25,439
	26,078	30,616

The Group leases office buildings, warehouses and hostels under operating leases and motor vehicles under finance leases. The remaining lease term for the lease liabilities run for a period of 1 to 22 years.

These lease liabilities bear interest rates ranging from 2.35% to 5.00% (2023: 2.32% to 5.00%) per annum. Interest rates are fixed at the inception of the lease liabilities arrangements.

The maturity analysis of lease liabilities is disclosed in Note 35 to the Financial Statements.

The following are the amounts recognised in profit or loss in relation to leases as a lessee:-

	Group	
	2024	2023
	RM'000	RM'000
Depreciation of right-of-use assets	5,591	5,341
Interest expense on lease liabilities		
- Recognised as cost of sales	1,237	1,349
- Recognised as finance cost	124	65
Gain on lease modification	(27)	-
Expense relating to low value assets*	129	112
Expense relating to short term lease*	17	220
	7,071	7,087

\* Total cash outflows for leases as a lessee of the Group amounted to RM7,283,000 (2023: RM7,083,000).



## NOTES TO THE FINANCIAL STATEMENTS

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### 23. TRADE PAYABLES

The normal credit terms granted by the trade payables range from 0 to 150 (2023: 0 to 180) days term.

### 24. OTHER PAYABLES

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Non-trade payables	17,102	14,944	10	18
Accruals	7,849	6,258	161	192
Deposits	778	1,491	-	-
	25,729	22,693	171	210

### 25. REVENUE

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<b>Types of revenue</b>				
Sales of goods	1,261,886	1,275,122	-	-
Contract sales	27,353	38,643	-	-
Dividend income	-	-	2,043	5,600
	1,289,239	1,313,765	2,043	5,600
<b>Timing of revenue recognition</b>				
Goods transferred at a point in time	1,261,886	1,275,122	-	-
Contract sales satisfied overtime	27,353	38,643	-	-
	1,289,239	1,313,765	-	-

#### Geographical information

The geographical market of the revenue generated by the Group is disclosed in the Note 36(b) to the Financial Statements.

#### Performance obligation

The performance obligation of sales of goods is satisfied upon delivery of the goods, while the performance obligation of contract sales is satisfied progressively upon customers' acknowledgement on the sales.

There were no obligations for rebates, returns, warranty and other similar or related obligations.

There were no remaining performance obligations unsatisfied as at reporting date.

#### Contract balance

The contract balance in relation to the revenue from contract with customers and the related payment terms are disclosed in Note 11 to the Financial Statements.

There were no contract liabilities at the reporting date and previous years presented and no revenue was recognised from performance obligations satisfied in previous years.

## NOTES TO THE FINANCIAL STATEMENTS

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### 26. OTHER INCOME

	Group	
	2024	2023
	RM'000	RM'000
Bad debt recovered	3	327
Fair value gain on investment properties	1,782	1,144
Grants received	68	608
Other income	2,526	2,754
Rental income	1,097	977
Reversal of allowance for slow moving and obsolete inventories	402	-
Gain on lease modification	27	-
	5,905	5,810

### 27. FINANCE INCOME AND FINANCE COSTS

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<b>Finance income</b>				
Cash and cash equivalents	96	89	-	-
Overdue accounts	357	436	-	-
Subsidiaries	-	-	1,703	1,218
	453	525	1,703	1,218

	Group	
	2024	2023
	RM'000	RM'000
<b>Finance costs</b>		
Term loans	1,453	1,368
Bank overdrafts	95	124
Bankers' acceptance/trust receipts	16,643	15,354
Onshore foreign currency loans	5,894	2,014
Lease liabilities	124	65
Others	-	17
	24,209	18,942

## NOTES TO THE FINANCIAL STATEMENTS

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### 28. PROFIT BEFORE TAX

Profit before tax has been determined after charging/(crediting), amongst others, the following items:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Auditors' remuneration:-				
Grant Thornton Malaysia PLT:				
- Statutory audit	157	129	28	24
- Others	6	5	6	5
Other auditors	120	121	-	-
Lease for low-value assets:				
- Office equipment	129	112	-	-
Short-term lease for:				
- Office premises	17	220	-	-
Rental income	(1,097)	(977)	-	-
Realised gain on foreign exchange	(12,036)	(2,081)	-	-

### 29. TAX EXPENSE

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Taxation:				
- current year	6,613	12,548	390	268
- (Over)/under provision in prior years	(496)	262	(2)	(2)
Deferred taxation (Note 20):				
- current year	-	34	-	-
- overprovision in prior years	-	(243)	-	-
	6,117	12,601	388	266

Malaysian income tax is calculated at the statutory tax rate of 24% (2023: 24%) of the estimated assessable profits for the financial year.

Taxation for other jurisdiction is calculated at the rates prevailing in the respective jurisdiction.

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### 29. TAX EXPENSE (CONT'D)

The numerical reconciliation of tax expense at the statutory income tax rate to tax expense at the effective income tax is as follows:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Profit before tax	26,956	54,634	2,876	5,837
Tax at 24% (2023: 24%)	6,469	13,112	690	1,401
Effect of tax rate in foreign jurisdictions	(365)	(573)	-	-
Non-allowable expenses	833	1,940	190	211
Income not subject to tax	(225)	(1,642)	(490)	(1,344)
Movement of deferred tax assets not recognised	(193)	(423)	-	-
Deferred tax arising from investment properties	94	168	-	-
(Over)/under provision of taxation in prior years	(496)	262	(2)	(2)
Overprovision of deferred tax in prior years	-	(243)	-	-
Total tax expense	6,117	12,601	388	266

### 30. EARNINGS PER SHARE

#### Basic earnings per share

Basic earnings per share is calculated based on Group's net profit for the year attributable to owners of the Company of RM18,803,000 (2023: RM40,126,000) over the weighted average number of shares during the financial year of 418,458,656 (2023: 418,458,656).

#### Diluted earnings per share

Diluted earnings per share equal to basic earnings per share as there are no potential dilutive ordinary shares as at reporting date.

### 31. EMPLOYEES BENEFITS EXPENSES

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Salaries, fees and other emoluments	36,961	36,354	427	521
Defined contribution plans	4,034	4,067	-	-
Social security contributions	200	168	-	-
Other benefits	4,539	3,744	-	-
	45,734	44,333	427	521

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### 31. EMPLOYEES BENEFITS EXPENSES (CONT'D)

The remunerations of Directors and other key management personnels of the Group and of the Company during the financial year are as follows:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<u>Directors:-</u>				
Directors' fee	387	470	387	470
Salaries and other emoluments	4,523	5,731	40	51
Defined contribution plans	340	649	-	-
Social security contributions	3	3	-	-
Other benefits	510	177	-	-
	5,763	7,030	427	521
<u>Other key management personnels:-</u>				
Salaries and other emoluments	8,353	9,092	-	-
Defined contribution plans	946	1,044	-	-
Social security contributions	18	17	-	-
Other benefits	343	49	-	-
	9,660	10,202	-	-
	15,423	17,232	427	521

### 32. CAPITAL COMMITMENTS

	Group	
	2024	2023
	RM'000	RM'000
Property, plant and equipment:		
- Authorised but not contracted for	50,872	58,318
- Authorised and contracted for	10,023	3,592

### 33. DIVIDENDS

	RM'000
<b>2024</b>	
In respect for the financial year ended 31 March 2023:	
Final single-tier dividend of 1.0 sen per ordinary share	4,185
<b>2023</b>	
In respect for the financial year ended 31 March 2022:	
Final single-tier dividend of 1.0 sen per ordinary share	4,185

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### 34. RELATED PARTY DISCLOSURES

- (a) The significant related party transactions during the financial year are as follows:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Purchases of goods from related parties	(7)	(13)	-	-
Rental charged by related parties	(653)	(794)	-	-
Service fee charged by a related party	(285)	(1,019)	-	-
Dividend received from a subsidiary	-	-	2,043	5,600
Interest charged to subsidiaries	-	-	1,703	1,218
Accounting fee charged by a subsidiary	-	-	(66)	(62)

Related parties refer to companies in which controlled by certain Directors of the Group and subsidiary companies. The related party transactions have been entered on a negotiated basis between the companies.

- (b) Compensation of key management personnels

Key management personnels include all Directors of the Group and of the Company and certain members of key management personnels of the Group and of the Company.

The remunerations of the Directors and other key management personnels are disclosed in Note 31 to the Financial Statements.

Key management personnels 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.

- (c) The outstanding balances arising from related party transactions as at the reporting date are disclosed in Note 13 to the Financial Statements.

### 35. FINANCIAL INSTRUMENTS

#### 35.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

Financial assets and financial liabilities are measured at amortised cost ("AC") and fair value through profit or loss ("FVTPL").

	Carrying amount RM'000	AC RM'000	FVTPL RM'000
<b>Group</b>			
<b>2024</b>			
<b>Financial assets</b>			
Trade and other receivables	311,032	311,032	-
Short term deposits with licensed banks	3,970	3,970	-
Cash and bank balances	24,664	24,664	-
Derivative financial instruments	822	-	822
	340,488	339,666	822



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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.1 Categories of financial instruments (cont'd)

	Carrying amount RM'000	AC RM'000	FVTPL RM'000
<b>Group</b>			
<b>2024</b>			
<b>Financial liabilities</b>			
Trade and other payables	147,873	147,873	-
Bank borrowings	446,885	446,885	-
	594,758	594,758	-
<b>2023</b>			
<b>Financial assets</b>			
Trade and other receivables	330,992	330,992	-
Short term deposits with licensed banks	2,130	2,130	-
Cash and bank balances	23,075	23,075	-
Derivative financial instruments	870	-	870
	357,067	356,197	870
<b>Financial liabilities</b>			
Trade and other payables	161,470	161,470	-
Bank borrowings	437,143	437,143	-
	598,613	598,613	-

#### Company

At the reporting date and all years presented, the Company carries only financial assets and financial liabilities measured at amortised cost in its statement of financial position.

#### 35.2 Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. Financial risk management policies are established to ensure that adequate resources are available for the development of the Group's and of the Company's business whilst managing their credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group and the Company operate within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows:

##### (a) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counter party to a financial instrument fails to meet its contractual obligations. It is the Group's and the Company's policy to enter into financial instrument with a diversity of creditworthy counterparties. The Group and the Company do not expect to incur material credit losses of its financial assets or other financial instruments.

Concentration of credit risk exists when changes in economic, industry and geographical factors similarly affect the group of counterparties whose aggregate credit exposure is significant in relation to the Group's and the Company's total credit exposure.

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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.2 Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

##### (a) Credit risk (cont'd)

It is the Group's and the Company's policies that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group and the Company do not offer credit terms without the approval of the head of credit control.

Following are the areas where the Group and the Company exposed to credit risk:

##### (i) Receivables

The Group's and the Company's exposure to credit risk are influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's and the Company's standard payment and delivery terms and conditions are offered. The Group's and the Company's review includes external rating, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

An impairment analysis is performed at each reporting date using a provision 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 (i.e., by payment record and customer relationship). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The ageing analysis of the trade receivables is as follows:-

	Gross carrying amount RM'000	Loss allowances RM'000	Net balance RM'000
<b>Group</b>			
<b>2024</b>			
<b>Collectively impaired</b>			
Current	114,812	(50)	114,762
1-30 days past due	70,930	(589)	70,341
31-60 days past due	43,743	(366)	43,377
61-90 days past due	24,801	(190)	24,611
More than 90 days past due	33,125	(399)	32,726
<b>Credit impaired</b>			
Individually impaired	8,384	(8,384)	-
	295,795	(9,978)	285,817

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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.2 Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

##### (a) Credit risk (cont'd)

Following are the areas where the Group and the Company exposed to credit risk: (cont'd)

##### (i) Receivables (cont'd)

The ageing analysis of the trade receivables is as follows:- (cont'd)

	Gross carrying amount RM'000	Loss allowances RM'000	Net balance RM'000
<b>Group</b>			
<b>2023</b>			
<b>Collectively impaired</b>			
Current	146,290	(50)	146,240
1-30 days past due	76,803	(466)	76,337
31-60 days past due	50,158	(288)	49,870
61-90 days past due	15,503	(156)	15,347
More than 90 days past due	34,298	(527)	33,771
<b>Credit impaired</b>			
Individually impaired	8,698	(8,698)	-
	331,750	(10,185)	321,565

Receivables that are individually determined to be credit impaired at the financial year end relate to debtors who had defaulted on payments.

##### Other receivables

The maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

##### (ii) Intercompanies balances

The maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

The Company provides unsecured advances to subsidiaries and monitors the results of the subsidiaries regularly.

At the end of the reporting year, there was no indication that the advances to subsidiaries are not recoverable.

##### (iii) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties.

## NOTES TO THE FINANCIAL STATEMENTS

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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.2 Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

##### (a) Credit risk (cont'd)

Following are the areas where the Group and the Company exposed to credit risk (cont'd):

##### (iv) *Financial guarantees*

The exposure to credit risk by the Company is RM446,885,000 (2023: RM437,143,000) in respect of corporate guarantees given to financial institutions for banking facilities granted to and utilised by the subsidiaries as at the end of the reporting year.

The Company monitors on an ongoing basis the results and repayments made by the subsidiaries. At the reporting date, there was no indication that the subsidiaries would default on repayment.

##### (b) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as and when they fall due.

In managing its exposures to liquidity risk arises principally from its various payables, loans and borrowings, the Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that they will have sufficient liquidity to meet its liabilities as and when they fall due.

The Group and the Company aim at maintaining a balance of sufficient cash and deposits and flexibility in funding by keeping diverse sources of committed and uncommitted credit facilities from various banks.

Following are the areas where the Group and the Company are exposed to liquidity risks:

	Carrying amount RM'000	Contractual cash flows RM'000	Less than 1 year RM'000	More than 1 year but less than 5 years RM'000	More than 5 years RM'000
<b>Group</b>					
<u>2024</u>					
<u>Unsecured</u>					
Trade payables	122,144	122,144	122,144	-	-
Other payables	25,729	25,729	25,729	-	-
Bankers' acceptance/trust receipts	346,586	351,722	351,722	-	-
Revolving credit	2,950	2,950	2,950	-	-
Onshore foreign currency loans	62,789	62,789	62,789	-	-
<u>Secured</u>					
Lease liabilities	26,078	33,738	6,337	12,974	14,427
Term loans	34,560	42,989	8,746	19,526	14,717
<b>Total</b>	<b>620,836</b>	<b>642,061</b>	<b>580,417</b>	<b>32,500</b>	<b>29,144</b>

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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.2 Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

##### (b) Liquidity risk (cont'd)

Following are the areas where the Group and the Company are exposed to liquidity risks: (cont'd)

	Carrying amount RM'000	Contractual cash flows RM'000	Less than 1 year RM'000	More than 1 year but less than 5 years RM'000	More than 5 years RM'000
<b>Group</b>					
<u>2023</u>					
<u>Unsecured</u>					
Trade payables	138,777	138,777	138,777	-	-
Other payables	22,693	22,693	22,693	-	-
Bank overdraft	2,830	2,830	2,830	-	-
Bankers' acceptance/trust receipts	307,815	312,298	312,298	-	-
Onshore foreign currency loans	88,072	88,072	88,072	-	-
<u>Secured</u>					
Lease liabilities	30,616	39,490	6,466	17,695	15,329
Term loans	38,426	46,759	4,104	24,457	18,198
<b>Total</b>	<b>629,229</b>	<b>650,919</b>	<b>575,240</b>	<b>42,152</b>	<b>33,527</b>

##### **Company**

At the reporting date, the contractual maturities (including interest payments) of the Company are less than one year.

The Company has contractual cash flows relating to financial guarantees as detailed in Note 35.2(a)(iv) to the Financial Statements. The exposure for financial guarantee is for illustration only. No financial guarantee was called upon by the holders as at the end of the reporting year.

##### (c) Foreign currency risk

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

The Group is exposed to foreign currency risk on sales, purchases, cash and bank balances and borrowings that are denominated in a currency other than the functional currency of the Group. The currencies giving rise to this risk are primarily United States Dollar ("USD"), Singapore Dollar ("SGD"), Australian Dollar ("AUD"), European Dollar ("EUR"), Thailand Baht ("THB") and Indonesian Rupiah ("IDR"). The Group uses forward exchange contracts to hedge its foreign currency risk when necessary. All of the forward exchange contracts have maturities of less than one year after the end of the reporting year.

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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.2 Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

##### (c) Foreign currency risk (cont'd)

The Group's exposure to foreign currency risk, based on carrying amounts as at the end of the reporting period was:

	USD RM'000	SGD RM'000	Denominated in		THB RM'000	IDR RM'000
			AUD RM'000	EUR RM'000		
<b>Group</b>						
<u>2024</u>						
Derivative financial instruments	704	212	-	-	(94)	-
Cash and bank balances	6,377	8,674	-	207	-	-
Trade receivables	32,816	95,528	955	1,173	-	-
Trade payables	(76,627)	(19,344)	-	(15)	-	(2)
Bank borrowings	(62,789)	(43,906)	-	-	-	-
Other payables	(216)	(8,036)	-	-	-	(149)
	(99,735)	33,128	955	1,365	(94)	(151)
<u>2023</u>						
Derivative financial instruments	789	80	-	1	-	-
Cash and bank balances	7,143	10,820	-	-	-	-
Trade receivables	28,636	92,978	2,495	906	-	-
Trade payables	(88,104)	(33,607)	-	(2,248)	-	-
Bank borrowings	(108,576)	(18,462)	-	-	-	-
Other payables	(485)	(5,771)	-	(6)	-	-
	(160,597)	46,038	2,495	(1,347)	-	-

Exposure to foreign exchange rate vary during the financial year depending on the volume of oversea transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposures to foreign currency risk.



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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.2 Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

##### (c) Foreign currency risk (cont'd)

The following table demonstrates the sensitivity of the Group's profit/total equity for the financial year to a reasonably possible change in the USD and SGD exchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

	2024		2023	
	Profit for the financial year RM'000	Equity RM'000	Profit for the financial year RM'000	Equity RM'000
<b>Group</b>				
<u>USD/RM</u>				
- Strengthened 3.01% (2023: 2.80%)	(3,002)	(3,002)	(4,497)	(4,497)
- Weakened 3.01% (2023: 2.80%)	3,002	3,002	4,497	4,497
<u>SGD/RM</u>				
- Strengthened 3.16% (2023: 2.50%)	1,047	1,047	1,151	1,151
- Weakened 3.16% (2023: 2.50%)	(1,047)	(1,047)	(1,151)	(1,151)

As at the reporting date, the Group determined the effects of sensitivity if the Group's profit and total equity for the financial year to a reasonably possible change in the AUD, EUR, THB and IDR exchange rate to be immaterial.

##### (d) Interest rate risk

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

Fixed rate borrowing is exposed to a risk of change in its fair value due to changes in interest rates. Variable rate borrowing is exposed to a risk of change in cash flows due to changes in interest rates. Short term receivables and payables are not significantly exposed to interest rate risk.

The Group's interest rate management objective is to manage the interest expenses consistent with maintaining an acceptable level of exposure to interest rate fluctuation. In order to achieve this objective, the Group targets a mix of fixed and floating debt based on assessment of its existing exposure and desired interest rate profile.

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### 35. FINANCIAL INSTRUMENTS (CONT'D)

### 35.2 Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies in respect of the major areas of treasury activity are set out as follows: (cont'd)

**(d) Interest rate risk (cont'd)**

The interest rate profile of the Group's significant interest bearing financial instruments, based on carrying amounts as at the end of the reporting year is as follows:

	<b>Group</b>	
	<b>2024 RM'000</b>	<b>2023 RM'000</b>
<b>Fixed rate instruments</b>		
Short term deposits with licensed banks	3,970	2,130
Lease liabilities	(26,078)	(30,616)
	(22,108)	(28,486)
<b>Floating rate instruments</b>		
Bank overdraft	-	(2,830)
Bankers’ acceptance/trust receipts	(346,586)	(307,815)
Onshore foreign currency loans	(62,789)	(88,072)
Term loans	(34,560)	(38,426)
Revolving credit	(2,950)	-
	(446,885)	(437,143)
	<b>Company</b>	
	<b>2024 RM'000</b>	<b>2023 RM'000</b>
<b>Fixed rate instrument</b>		
Amount due from subsidiaries	63,127	64,532

**Cash flow sensitivity analysis for floating rate instrument:**

The following table illustrates the sensitivity of profit to a reasonably possible change in interest rates of 50 (2023: 50) 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.

If the interest rates had strengthened, then the impact would be as below:

	Group	
	2024	2023
	RM'000	RM'000
Effect on profit/total equity for the financial year	(2,234)	(2,186)

If the interest rate had weakened then the impact to the Group's profit/equity for financial year would be the opposite effect.

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### 35. FINANCIAL INSTRUMENTS (CONT'D)

#### 35.3 Fair values of financial instruments

The carrying amounts of short term receivables and payables, derivative financial instruments, cash and cash equivalents and short term borrowings approximate their fair value due to their short term nature or insignificant impact of discounting.

### 36. OPERATING SEGMENT

#### (a) Business segments

For the management purposes, the Group is organised into business units based on their products, which comprise the following:

Trading and services:	Trading and marketing of steel products and all types of construction materials, warehousing and storage services
Manufacturing:	Manufacturing and trading of purlin, structural steel components and other steel products
Others:	Investment holding, providing accounting, administrative and management services and dormant

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 aspect as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

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### 36. OPERATING SEGMENT (CONT'D)

#### (a) Business segments (cont'd)

Group	Note	Manufacturing RM'000	Trading and services RM'000	Others RM'000	Adjustments and eliminations RM'000	Total as per consolidated financial statements RM'000
<b>2024</b>						
<b>Revenue</b>						
External customers		33,489	1,250,605	5,145	-	1,289,239
Inter-segment	i	8,810	193,901	4,055	(206,766)	-
Total revenue		42,299	1,444,506	9,200	(206,766)	1,289,239
<b>Results:</b>						
Finance income		(190)	(4,650)	(1,702)	6,089	(453)
Finance costs		263	30,061	1,282	(6,160)	25,446
Depreciation of property, plant and equipment		979	983	43	86	2,091
Depreciation of right- of-use assets		-	5,686	924	(1,019)	5,591
Fair value adjustment on investment properties		-	(1,282)	(1,400)	900	(1,782)
Other non-cash expenses	ii	(331)	3,212	(26)	-	2,855
Income tax expense		204	5,026	887	-	6,117
Dividend income		-	400	-	(400)	-
Share of results of an associate		-	-	-	(2)	(2)
Segment profit		941	16,333	28,557	(24,992)	20,839
<b>Assets:</b>						
Additions to non-current assets	iii	2,057	12,033	28	(259)	13,859
Segment assets		40,992	1,197,670	308,795	(433,877)	1,113,580
<b>Liabilities:</b>						
Segment liabilities		12,551	798,557	36,376	(216,406)	631,078

## NOTES TO THE FINANCIAL STATEMENTS

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### 36. OPERATING SEGMENT (CONT'D)

#### (a) Business segments (cont'd)

Group (cont'd)	Note	Manufacturing RM'000	Trading and services RM'000	Others RM'000	Adjustments and eliminations RM'000	Total as per consolidated financial statements RM'000
<b>2023</b>						
<b>Revenue</b>						
External customers		40,548	1,269,126	4,091	-	1,313,765
Inter-segment	i	9,738	215,567	5,920	(231,225)	-
Total revenue		50,286	1,484,693	10,011	(231,225)	1,313,765
<b>Results:</b>						
Finance income		(99)	(6,063)	(1,271)	6,908	(525)
Finance costs		197	26,023	1,057	(6,986)	20,291
Depreciation of property, plant and equipment		926	952	61	91	2,030
Depreciation of right- of-use assets		-	5,392	273	(324)	5,341
Fair value adjustment on investment properties		-	(1,105)	(324)	285	(1,144)
Other non-cash expenses	ii	408	(662)	(75)	-	(329)
Income tax expense		998	11,624	468	(489)	12,601
Dividend income		-	1,450	-	(1,450)	-
Share of results of an associate		-	-	-	52	52
Segment profit		3,264	37,783	8,484	(7,498)	42,033
<b>Assets:</b>						
Additions to non-current assets	iii	66	20,909	11,726	(2,104)	30,597
Segment assets		36,287	1,212,854	267,305	(414,863)	1,101,583
<b>Liabilities:</b>						
Segment liabilities		11,362	830,152	41,238	(244,195)	638,557

## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

(CONT'D)

### 36. OPERATING SEGMENT (CONT'D)

#### (a) Business segments (cont'd)

Notes to the nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements:

- i. Inter-segment revenues are eliminated on consolidation.
- ii. Other material non-cash expenses/(income) consist of the following items:

	Group	
	2024	2023
	RM'000	RM'000
Property, plant and equipment written off	7	6
Gain on disposal of property, plant and equipment	(301)	(70)
Loss on disposal of an investment property	65	-
Gain on lease modification	(27)	-
(Reversal of)/allowance for slow moving and obsolete inventories	(402)	837
(Reversal of)/impairment loss on trade receivables	(222)	2,586
Bad debts written off	80	-
Unrealised loss/(gain) on foreign exchange	3,655	(3,688)
	2,855	(329)

- iii. Additions to non-current assets consist of:-

	Group	
	2024	2023
	RM'000	RM'000
Property, plant and equipment	11,856	2,206
Right-of-use assets	1,515	19,523
Investment properties	488	8,868
	13,859	30,597

#### (b) Geographical segment

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follow:

	2024		2023	
	Revenue	Non-current assets	Revenue	Non-current assets
	RM'000	RM'000	RM'000	RM'000
<b>Group</b>				
Malaysia	764,253	196,564	729,424	185,550
Singapore	348,629	11,727	392,854	15,497
Asia-Pacific economic cooperation countries	141,078	-	175,307	-
Other countries	35,279	-	16,180	-
	1,289,239	208,291	1,313,765	201,047



## NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2024

(CONT'D)

### 36. OPERATING SEGMENT (CONT'D)

#### (b) Geographical segment (cont'd)

Non-current assets information presented above consist of the following items as presented in the consolidated statement of financial position:

	Group	
	2024	2023
	RM'000	RM'000
Property, plant and equipment	136,468	126,706
Right-of-use assets	13,210	17,543
Investment properties	58,613	56,798
	208,291	201,047

#### (c) Major customers

The Group does not have any revenue from a single external customer which represents 10% or more of the Group's revenue.

### 37. CAPITAL MANAGEMENT

The capital structure of the Group consists of net debt of the Group comprising bank borrowings as detailed in Note 21 to the Financial Statements off set with cash and bank balances, and equity of the Group comprising issued capital, reserves, retained earnings and non-controlling interests.

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investors, creditors and market confidence and to sustain future development of the business. The Directors monitor and determine to maintain an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements.

During the financial year, the Group's strategy was to maintain the debt-to-equity ratio of not exceeding 2.5:1.0.

	Group	
	2024	2023
	RM'000	RM'000
Total borrowings	446,885	437,143
Less: Cash and cash equivalents	(28,634)	(25,205)
Net debts	418,251	411,938
Total equity	482,502	463,026
Debt-to-equity ratio	0.9:1.0	0.9:1.0

## PROPERTIES HELD BY AYS VENTURES BERHAD AND ITS SUBSIDIARIES

AS AT 31 MARCH 2024

Location	Tenure	Description	Area	Existing Use	Approx Age of Building (No. of Years)	Date of Acquisition	Date of Revaluation	Net Book Value As At 31-03-2024 (RM'000)
Lot 6488, Jalan Haji Abdul Manan, 42100 Klang, Selangor	Freehold	Industrial Land & Building	5.087 acres	Warehouse and Office	27	01-Oct-09	31-Mar-23	26,710
Lot 3845, Batu 7, Jalan Kapar/ KU 7, 41050 Klang, Selangor	Freehold	Industrial Land & Building	1.397 acres	Warehouse and Office	15	20-Dec-01	31-Mar-23	8,949
Lot 3846, Batu 7, Jalan Kapar/ KU 15, 42200 Kapar, Selangor	Freehold	Industrial Land & Building	3.556 acres	Factory and Office	23	13-Oct-92	31-Mar-23	17,814
Lot 3348, KM 10, Jalan Kapar/ KU15, 41050 Klang, Selangor	Freehold	Industrial Land	4.342 acres	Open storage yard	-	22-Apr-96	31-Mar-23	18,900
Unit No. B-4-1, Level 4, Block B, BBK Condominium, Persiaran Bukit Raja 1, Bandar Baru Klang, 41150, Selangor	Leasehold (expiring on 09.05.2093)	Condominium	1,000 sq.ft.	Workers' Accommodation	24	26-Oct-95	31-Mar-23	196
HS (D) 165125, PT 84462, Mukim Kapar, Daerah Klang, Negeri Sembilan	Freehold	Industrial Land	23.510 acres	Open storage yard	-	16-Dec-20	31-Mar-23	46,000
Sub-Total (value of properties held as property, plant and equipment)								118,569
P407, P408 & Part of P409, Precinct 4, Jalan FZ1-P4, Port Klang Free Zone/ KS12, 42920 Pulau Indah, Selangor	Leasehold (expiring on 31.03.2045)	Building	270,000 sq.ft.	Tenanted	2-7	27-Nov-17	31-Mar-24	39,400
No. 9, Lorong Tiara 1A, Bandar Baru Klang, 41150 Klang, Selangor	Leasehold (expiring on 08.05.2093)	4 storey shop office	1,647 sq.ft.	Tenanted	26	15-Feb-94	31-Mar-24	1,000
GRN 216124/ Lot 22147, College Heights Garden Resort, 71700 Mantin, Negeri Sembilan	Freehold	Bungalow Land	8,267 sq.ft.	Vacant	-	29-Sep-98	31-Mar-24	190
No.18, Jalan Mahawangsa 1, Langkawi Boulevard, 07000 Kuah, Langkawi, Kedah	Leasehold (expiring on 03.01.2109)	4 storey shop office	6,784 sq.ft.	Tenanted	7	07-Jan-15	31-Mar-24	3,000

## PROPERTIES HELD BY AYS VENTURES BERHAD AND ITS SUBSIDIARIES

AS AT 31 MARCH 2024

(CONT'D)

Location	Tenure	Description	Area	Existing Use	Approx Age of Building (No. of Years)	Date of Acquisition	Date of Revaluation	Net Book Value As At 31-03-2024 (RM'000)
35, Jalan i-Park SAC 4, Taman Perindustrian i-Park SAC, 81400 Senai, Johor	Freehold	1½ storey detached factory	42,528 sq.ft.	Tenanted	6	20-Apr-17	31-Mar-24	8,400
GRN 198673/ Lot 21280, College Heights Garden Resort, 71700 Mantin, Negeri Sembilan	Freehold	Bungalow Land	9,096 sq.ft.	Vacant	-	20-Feb-98	31-Mar-24	205
Unit No C-2-11, Block C, Skudaivilla, Jalan Aman, Taman Skudai Baru, 81300 Skudai, Johor	Freehold	Apartment	1,216 sq.ft.	Vacant	20	14-Jun-02	31-Mar-24	290
D-1-3, Block D, Megan Avenue 1, No 189, Jalan Tun Razak, 50400 Kuala Lumpur	Freehold	Office lot	1,270 sq.ft.	Tenanted	29	21-Jun-14	31-Mar-24	680
Unit No. C-3-14, Block C, Rumah Pangsa Taman Semarak II, 71800 Nilai, Negeri Sembilan	Freehold	Low cost flat	721 sq.ft.	Vacant	26	21-Dec-04	31-Mar-24	28
Unit No. 15-2R, Tingkat 2, Jalan Maju 1/16, Taman Lembah Maju, 68000 Ampang, Selangor	Leasehold (expiring on 04.12.2086)	Apartment	790 sq.ft.	Vacant	16	21-Feb-00	31-Mar-24	145
Unit No 27B, 2nd Floor, Block 4, Pusat Perniagaan Worldwide, Jalan Karate 13/47, Seksyen 13, 40100 Shah Alam, Selangor	Leasehold (expiring on 25.03.2102)	Commercial shoplot	366 sq.ft.	Vacant	24	17-Apr-03	31-Mar-24	90
C-3A-07, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	387 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	345
C-3A-08, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	387 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	345

## PROPERTIES HELD BY AYS VENTURES BERHAD AND ITS SUBSIDIARIES

AS AT 31 MARCH 2024

(CONT'D)

Location	Tenure	Description	Area	Existing Use	Approx Age of Building (No. of Years)	Date of Acquisition	Date of Revaluation	Net Book Value As At 31-03-2024 (RM'000)
C-3A-09, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	387 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	345
C-3A-10, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	387 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	345
C-3A-11, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	388 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	345
C-3A-12, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	495 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	435
C-3A-13, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	548 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	480
C-13-01, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	1,280 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	1,045
C-13-02, Empire Subang Hotel, Jalan SS16/1, 47500 Subang Jaya, Selangor	Freehold	Hotel Suites	1,291 sq.ft.	Tenanted	14	01-Jan-20	31-Mar-24	1,055
Unit No V-22-07, V Residensi 5, KM12, Jalan Ipoh-Rawang, 68100 Batu Caves, Selangor	Leasehold (expiring on 04.09.2095)	Service Apartment	1,208 sq.ft.	Vacant	3	31-Aug-23	31-Mar-24	445
Sub-total (value of properties held as investment properties)								58,613

**Total (value of properties held as property, plant and equipment, and investment properties)**

**177,182**

## STATISTICAL REPORT

AS AT 28 MAY 2024

### ANALYSIS BY SIZE OF SHAREHOLDINGS

Issued capital : RM219,119,988.00 comprising 418,458,656 shares  
Class of shares : Ordinary shares  
Voting rights : One vote per ordinary share held

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Issued and Paid-Up Share Capital
Less than 100	297	6.78	14,712	0.00
100 – 1,000	1,038	23.70	437,611	0.10
1,001 – 10,000	1,534	35.02	9,122,731	2.18
10,001 – 100,000	1,288	29.41	45,112,308	10.79
100,001 – less than 5% of issued shares	221	5.05	99,063,934	23.68
5% and above of issued shares	2	0.05	264,707,360	63.25
Total	4,380	100.00	418,458,656	100.00

### LIST OF DIRECTORS' SHAREHOLDINGS AS AT 28 MAY 2024

	Direct No. of Shares	%	Indirect No. of Shares	%
Oh Chiew Ho	-	-	264,707,360*	63.25
Oh Yung Sim	-	-	-	-
Oh Pooi Foon	-	-	-	-
Seow Nyoke Yoong	-	-	-	-
Dato' Wan Hashim Bin Wan Jusoh	-	-	-	-
Abd Malik Bin A Rahman	-	-	-	-

\* Deemed interest by virtue of his substantial shareholdings in substantial shareholders under Section 8 of the Companies Act 2016.

### SHARES IN RELATED CORPORATION AS AT 28 MAY 2024

There is no change to the interest of Directors in related companies as disclosed in the Directors Report for the financial year ended 31 March 2024 on page 94 of this Annual Report.

### SUBSTANTIAL SHAREHOLDERS AS AT 28 MAY 2024

Substantial Shareholders	Direct No. of Shares	%	Indirect No. of Shares	%
Oh Chiew Ho	-	-	264,707,360*	63.25
Chiew Ho Holding Sdn Bhd ("CHH")	239,663,123	57.27	-	-
Ann Yak Siong Group Sdn Bhd ("AYSG")	25,044,237	5.98	-	-

\* Deemed interest by virtue of his substantial shareholdings in CHH and AYSG under Section 8 of the Companies Act 2016.

## STATISTICAL REPORT

AS AT 28 MAY 2024

(CONT'D)

### THIRTY LARGEST SHAREHOLDERS AS AT 28 MAY 2024

No.	Name of Shareholders	No of Shares	%
1.	Chiew Ho Holding Sdn Bhd	239,663,123	57.27
2.	Ann Yak Siong Group Sdn Bhd	25,044,237	5.98
3.	Tan Chee Kuan	6,600,000	1.58
4.	Wong Wai Kuan	3,000,000	0.72
5.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kong Kok Choy	2,500,000	0.60
6.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Toh Hooi Hak	2,317,100	0.55
7.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Lau Joo Liang	2,094,000	0.50
8.	PM Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kong Kok Choy	1,900,000	0.45
9.	Lim Kim Yew	1,720,100	0.41
10.	See Siew Chiet	1,597,200	0.38
11.	Hee Yau Sing	1,530,000	0.37
12.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Goalkey System Sdn Bhd	1,500,000	0.36
13.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lim Aun Chuan	1,467,000	0.35
14.	Lim Choon Meng	1,350,000	0.32
15.	Maybank Nominees (Tempatan) Sdn Bhd Mak Tin Wong	1,338,000	0.32
16.	Lim Hoe Seng	1,325,000	0.32
17.	Chong Fu Seong	1,300,000	0.31
18.	Cheong Lap Thian	1,279,500	0.31
19.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chia Yu San	1,200,000	0.29
20.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Lim Kiam Lam	1,200,000	0.29
21.	Victor Lim Fung Tuang	1,156,000	0.28
22.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Tze Aw	1,135,000	0.27
23.	Lim Seng Qwee	1,000,000	0.24
24.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lim Aik Hoe	1,000,000	0.24
25.	Yeap Kim Siew	1,000,000	0.24
26.	Chua Hao Jing	980,000	0.23
27.	Tan Leong Kiat	950,000	0.23
28.	Chiong Boo Pah	911,000	0.22
29.	Wong Yoon Seng	821,700	0.20
30.	Tan Jian Jong	810,700	0.19

## CORPORATE DIRECTORY



### Malaysia

#### AYS Ventures Berhad

Registration No.: 201001041243 (925171-T)  
Lot 6488, Jalan Haji Abdul Manan,  
42100 Klang, Selangor Darul Ehsan, Malaysia.

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✉ [enquiry\\_aysv@ays-group.com](mailto:enquiry_aysv@ays-group.com)

#### AYS Marketing Sdn Bhd

Registration No.: 199301006036 (260773-T)  
Lot 6488, Jalan Haji Abdul Manan, 42100 Klang, Selangor  
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#### AYS (FZ) Sdn Bhd

Registration No.: 201401003939 (1080013-W)  
P407, P408 & Part of 409, Precinct 4,  
Jalan FZ1-P4, Port Klang Free Trade Zone/KS12, 42920  
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✉ [enquiry\\_aysfz@ays-group.com](mailto:enquiry_aysfz@ays-group.com)

#### AYS Metal Products & Engineering Sdn Bhd

Registration No.: 199401033548 (319231-U)  
Lot 6488, Jalan Haji Abdul Manan,  
42100 Klang, Selangor Darul Ehsan, Malaysia.

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### Singapore

#### Steellaris Pte Ltd

Registration No.: 201100616M  
3, International Business Park,  
#03-13 Nordic European Centre,  
Singapore 609927.

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☎ +65 6562 0179  
🌐 [www.steellaris.com](http://www.steellaris.com)  
✉ [enquiry\\_steellaris.com](mailto:enquiry_steellaris.com)

#### Ann Yak Siong Hardware Sdn Bhd

Registration No.: 198201015190 (94954-K)  
Lot 6488, Jalan Haji Abdul Manan,  
42100 Klang, Selangor Darul Ehsan, Malaysia.

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#### CH Yodoform Sdn Bhd

Registration No.: 199601005753 (378099-V)  
Lot 3846, 7½th Mile, Jalan Kapar/KU15,  
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#### CHY Building Solutions Sdn Bhd

(formerly known as CH Yodoform Trading Sdn Bhd)  
Registration No.: 200301014320 (616740-X)  
Lot 3845, 7½th Mile, Jalan Kapar/KU15,  
42200 Klang, Selangor Darul Ehsan, Malaysia.

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✉ [enquiry\\_chybs@ays-group.com](mailto:enquiry_chybs@ays-group.com)

#### AOK Engineering Services Sdn Bhd

Registration No.: 201501041952 (1167273-P)  
601, Uptown 2, Jalan SS 21/37,  
Damansara Utama, 47400 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia.

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#### SPL Services Sdn Bhd

Registration No.: 202301017794 (1511716-A)  
#05-11 Wisma SP Setia, Jalan Indah 15  
Taman Bukit Indah, 79100 Iskandar Puteri  
Johor, Malaysia

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#### Ann Yak Siong (Singapore) Pte Ltd

Registration No.: 202235962C  
149, Rochor Road,  
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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting (“13th AGM”) of the Company will be held on a fully virtual through online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd via TIH Online website at <https://tiih.online> on Tuesday, 16 July 2024 at 9.30 a.m. to transact the following business:

### AGENDA

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of a single tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 March 2024. **Resolution 1**
3. To re-elect the following Directors who are retiring in accordance with Article 112 of the Company's Constitution:
  - (i) Oh Chiew Ho **Resolution 2**
  - (ii) Dato' Wan Hashim Bin Wan Jusoh **Resolution 3**
4. To approve the payment of Directors' fees not exceeding RM500,000.00 for the period from August 2024 till July 2025. **Resolution 4**
5. To approve the payment of meeting attendance allowance of RM1,000.00 per meeting for each Independent Director from August 2024 till July 2025. **Resolution 5**
6. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

#### SPECIAL BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

7. **Proposed Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016** **Resolution 7**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (“New Shares”) for the time being without first offering the New Shares to the holders of the existing issued shares and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”
8. **Proposed Renewal of Authority for the Company to purchase its own shares of up to 10% of the Issued and Paid-Up Share Capital (“Proposed Renewal of Share Buy-Back”)** **Resolution 8**

“THAT subject to the provisions under the Companies Act 2016 (“Act”), the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all prevailing laws, rules, regulations, orders and guidelines as well as the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company (“AYS Shares”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of AYS Shares purchased pursuant to this resolution or held as treasury shares does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of purchase;

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back shall not exceed the Company's retained profits account;

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders and guideline and requirements issued by any relevant authorities for the time being in force to deal with any AYS Shares so prescribed by the Company in the following manner:-

- (i) to cancel the AYS Shares so purchased;
- (ii) to retain the AYS Shares so purchased as treasury shares for distribution as share dividends to the shareholders of AYS and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently;
- (iii) to transfer as share award or share consideration; or
- (iv) combination of (i), (ii) and (iii) above;

THAT the authority conferred by this resolution will be effective immediately from the passing of this Ordinary Resolution until:-

- (i) the conclusion of the Company's next Annual General Meeting following the general meeting at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution;
- (ii) the passing of the date on which the Company's next Annual General Meeting is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution that the shareholders pass in general meeting;

whichever occurs first.

AND THAT the Directors be and are hereby authorised to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the aforesaid Proposed Renewal of Share Buy-Back with full powers to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities."

### By Order of the Board

**Leong Oi Wah (MAICSA 7023802)**  
**SSM Practising Certificate No. 201908000717**  
**Company Secretary**

Klang  
18 June 2024

## NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

### Important Notice on Remote Participation and Voting:

1. The 13<sup>th</sup> AGM will be conducted through live streaming and online voting using Remote Participation and Voting ("RPV") facilities which are available on Tricor's TIH Online website at <https://tiih.online>. Please refer to Administrative Guide for the 13<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. A fully virtual general meeting is conducted online where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate in the meeting online.
3. Members/Proxy(ies) who wish to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") may do so remotely via the RPV facilities. Please follow the procedures provided in the Administrative Guide for the 13<sup>th</sup> AGM in order to register, participate and vote remotely.

### Proxy and/or Authorised Representative:

1. A member entitled to attend and vote at the 13<sup>th</sup> AGM is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead.
2. When a member appoints more than one proxy (subject always to a maximum of two proxies at each meeting), the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. A member who has appointed a proxy or attorney or authorised representative to participate at this AGM via RPV facilities must request his/her proxy to register himself/herself at TIH Online website at <https://tiih.online>. Please follow the procedures for RPV in the Administrative Guide for the 13<sup>th</sup> AGM.
5. The appointment of proxy may be made in a hardcopy form or by electronic means as follows:

#### In Hardcopy Form

The proxy form or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding this AGM.

#### By Electronic Form

The proxy form can be electronically submitted to the Share Registrar of the Company via TIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the 13<sup>th</sup> AGM on the procedure of electronic submission proxy form via TIH Online.

6. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 13<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
7. Depositors who appear in the Record of Depositors as at 9 July 2024 shall be regarded as members of the Company entitled to attend the 13<sup>th</sup> AGM or appoint a proxy to attend and vote on his behalf.

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### NOTES ON RESOLUTIONS NO. 2 & 3

For the purpose of determining the eligibility of the Directors to stand for re-election at the Thirteenth Annual General Meeting, the Board through its Nomination Committee had assessed Mr Oh Chiew Ho and Dato' Wan Hashim Bin Wan Jusoh (collectively "the Retiring Directors"). Please refer to the Directors' Profile section for more details on these individuals. The Retiring Directors were assessed on their performance and understanding of the Group's business. Their active participation at the Board and Board Committee meetings showed that they were prepared and were effective in the discharge of their responsibilities. No circumstances have arisen in the past year to impair their judgement on matters brought for Board discussion and they have always acted in the best interest of the Company as a whole.

Based on the above, the Board supports their re-election.

### NOTES ON SPECIAL BUSINESS

#### (i) Resolution No. 7

The proposed Ordinary Resolution will give powers to the Directors to issue up to a maximum ten per centum (10%) of the total number of issued shares of the Company for the time being ("New Shares") for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 18 July 2023. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

In accordance with Article 56 of the Company's Constitution, the passing of the Ordinary Resolution No. 7 shall be taken as the members agreement for the New Shares to be issued to such persons as the Director may deem fit without first offer to holders of existing shares.

#### (ii) Resolution No. 8

Please refer to the Statement of Share Buy-Back enclosed dated 18 June 2024.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN THAT** a Final Single Tier Dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 March 2024, if approved at the Thirteenth Annual General Meeting, will be paid on 11 October 2024 to Depositors registered in the Record of Depositors at the close of business on 20 September 2024.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 20 September 2024, in respect of transfer; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

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AYS VENTURES BERHAD

(Registration No. : 201001041243 (925171-T))

(Incorporated in Malaysia)

# PROXY FORM

\*I/\*We .....  
of ..... being a  
member/members of **AYS VENTURES BERHAD** hereby appoint .....  
..... of .....  
..... and (if more than one (1) proxy  
.....

or \*the Chairman of the Meeting as \*my/\*our proxy to vote for \*me/\*us and on \*my/\*our behalf at the Thirteenth Annual General Meeting ("13<sup>th</sup> AGM") of the Company to be held on a fully virtual through online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd via TIIH Online website at <https://tiih.online> on Tuesday, 16 July 2024 at 9.30 a.m. at any adjournment thereof.

\*My/\*Our proxy(ies) is/are to vote as indicated below:-

	Ordinary Resolution	For*	Against*
Approval for the payment of a final single tier dividend of 1.5 sen per ordinary share	1		
Re-election of Oh Chiew Ho as Director	2		
Re-election of Dato' Wan Hashim Bin Wan Jusoh as Director	3		
Approval of payment of Directors' fees	4		
Approval of payment of meeting attendance allowance	5		
Re-appointment of Grant Thornton Malaysia PLT as Auditors	6		
Approval for the proposed authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	7		
Approval of the proposed renewal of Authority for the Company to purchase its own shares of up to 10% of the Issued and Paid-Up Share Capital	8		

\*Please indicate with (X) how you wish your vote to be casted. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.

Dated this..... day of ..... 2024

NUMBER OF SHARES HELD

.....  
[Signature/Common Seal of Shareholder(s)]

[\*Delete if not applicable]

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**Proxy Notes**

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**AYS VENTURES BERHAD**

Registration No: 201001041243 (925171-T)

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

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**[www.ays-group.com](http://www.ays-group.com)**



**AYS VENTURES BERHAD**

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