



MALAYSIA
PACIFIC
CORPORATION
BERHAD

**TIME TO MOVE
BEYOND THE PRESENT**



Annual
2020 Report

Annual Report 2020
Malaysia Pacific Corporation Berhad

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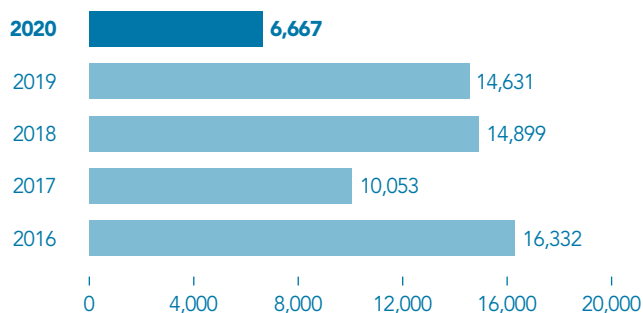
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FIVE YEAR FINANCIAL HIGHLIGHTS

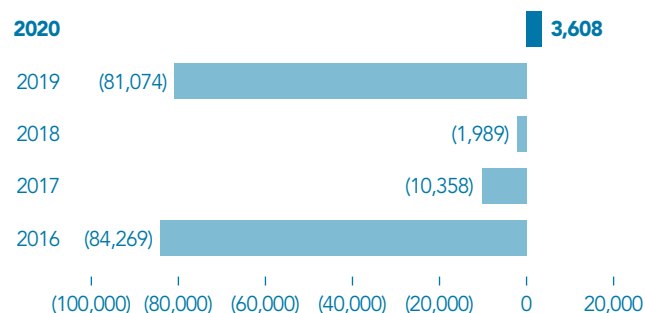
		Year Ended 30 June				
		2020	2019	2018	2017	2016
Revenue	(RM'000)	6,667	14,631	14,899	10,053	16,332
Loss Before Tax	(RM'000)	(6,947)	(77,546)	(1,928)	(10,103)	(88,426)
Profit/(Loss) After Tax	(RM'000)	3,608	(81,074)	(1,989)	(10,358)	(84,269)
Paid-Up Capital	(RM'000)	287,660	287,660	287,660	287,660	287,660
Equity Attributable To Owners Of The Parent	(RM'000)	58,435	54,875	136,538	138,521	148,835
Total Assets	(RM'000)	248,973	439,787	497,557	505,953	489,496
Basic Profit/(Loss) Per Share	(Sen)	1.25	(28.18)	(0.69)	(3.60)	(29.29)
Net Assets per Share	(RM)	0.20	0.19	0.47	0.48	0.52



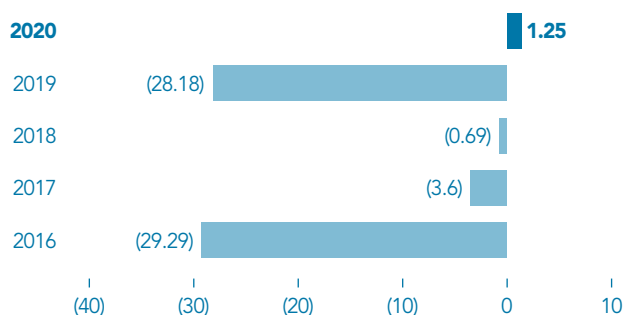
REVENUE
(RM'000/Year)



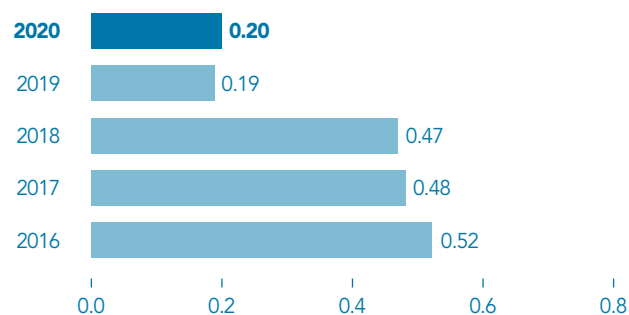
PROFIT/(LOSS) AFTER TAX
(RM'000/Year)



BASIC PROFIT/(LOSS) PER SHARE
(Sen/Year)



NET ASSETS PER SHARE
(RM'000/Year)



MANAGEMENT DISCUSSION AND ANALYSIS



Dear Shareholders,

On behalf of the Board of Directors and Management of Malaysia Pacific Corporation Berhad ("MPCorp or the Company"), we present the annual report for the financial year ended 30 June 2020.

FINANCIAL REVIEW

Summary of Financial Comparison

For the financial year end 30 June (RM'000)	2020	2019
Revenue	6,667	14,631
Loss Before Tax	(6,947)	(77,546)
Loss After Tax	3,608	(81,074)
Equity Attributable To Owners Of The Parent	58,435	54,875
Total Assets	248,973	439,787
Returns on Equity	6.17%	(147.74%)
Returns on Asset	1.45%	(18.43%)
Basic Loss Per Share (Sen)	1.25	(28.18)
Net Assets per Share (RM)	0.20	0.19

The Group main activities are investment property and property development. For the financial year ended 30 June 2020, the Group registered revenue of RM6.67 million and loss before tax of RM6.95 million. As compare to the previous financial year, the revenue for the current financial year has decreased by RM7.96 million from RM14.63 million and loss before tax decreased by RM70.60 million from RM77.55 million.

The decrease in revenue for the current financial year was mainly due to lose of rental income upon completion of disposal of investment property and slow construction progress, reprice of selling price to attract buyer in property development segment. The decrease in loss before tax was mainly due to saving from bank interest waived after recognise the full settlement of RHB bank loan account and fair value adjustment on the assets held for sale in the preceding financial year.

The Group's net asset per share for the financial year ended 30 June 2020 improved from RM0.19 to RM0.20.

OPERATION REVIEW

The revenue from investment property and property development registered RM1.98 million and RM4.69 million which represented 29.68% and 70.32% contribution to the Group respectively. In term of segmentation result for the financial year ended, investment property has made loss before tax of RM5.19 million whilst property development registered loss before tax of RM1.75 million.

Pursuant to the approved mandate of disposal of Wisma MPL during the Extraordinary General Meeting held on 28 August 2019. The Company has on 8 January 2020 announced that the Building Disposal had been completed in accordance with the terms and conditions of the SPA. There is no gearing for the current financial year as compare to previous financial year of 2.56 times.

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATION REVIEW (CONT'D)

The Company and its subsidiary companies Oriental Pearl City Properties Sdn Bhd, Lakehill Resort Development Sdn Bhd and Taman Bandar Baru Masai Sdn Bhd had on 23 August 2019 entered into a settlement agreement with AmanahRaya Development Sdn Bhd. The effective disposal of land measuring a total of approximately 131.95 acres in Johor as settlement of debt owing to AmanahRaya amounting to RM115 million.

The Company had on 22 May 2020 held the Extraordinary General Meeting and shareholders were approved the proposed disposal of land as settlement of debt owing to AmanahRaya Development Sdn Bhd amounting to RM115 million.

Upon completion of the disposal, the financial position of the Group will be improved as follow:

	As per financial year ended 30 June 2020	After disposal of 131.95 Acres land
NA per Share (RM)	0.20	0.32
Total current liabilities ('000)	172,670	82,338
Current ratio	0.17	0.43

REGULARISATION AND RESTRUCTURING PLANS

On 1 December 2014, MPCorp announced that it is a practice Note 17 ("PN17") company pursuant to Paragraph 8.04 and Paragraph 2.1(d) of PN17 of the Main Market Listing Requirements of Bursa Malaysia Security Berhad as the Company auditors had expressed a disclaimer opinion in the Company's audited financial statement for the financial year ended 30 June 2014.

On 21 July 2020, MPCorp obtained approval from Bursa Malaysia Securities Berhad for an extension of time up to 31 December 2020 to make the requisite announcement and submit its regularisation plan.

Upon completion of the disposal land and debt settlement with AmanahRaya, the Group shall remaining approximately 234 acres of land in Johor for future projects. In view of the global and local economic has been deeply impacted by the Covid-19 pandemic. Malaysia's Gross Domestic Product ("GDP") contracted by 17.1% in the second quarter of year 2020 and full year GDP forecasted contracted 3.5% to 5.5% . Consumers continue to be plagued by low income growth compounded by the Covid-19 pandemic that is likely to last into year 2021. Sluggish property market conditions to continue in year 2021. Although the economic outlook of Malaysia and property industry has been deeply impacted by the Covid-19, the Group is remaining optimistic on the prospect of property development for the coming financial year. Meanwhile, the Group is exploring the possibilities of collaborating with other parties with established track records in the construction industry to jointly undertake the development projects.

APPRECIATION

On behalf of the Board of Directors, we would like to convey our sincere appreciation to our shareholders, bankers, business associates, local authorities and government agencies for their continued support.

Charles Ch'ng Soon Sen

Chief Executive Officer and Executive Director

This statement was made in accordance with the resolution of the Board of Directors passed on 15 October 2020.

CORPORATE STRUCTURE



**MALAYSIA
PACIFIC
CORPORATION
BERHAD**

197201000550 (12200-M)

Issued & Paid Up Capital (RM287,659,780)



CORPORATE INFORMATION

BOARD OF DIRECTORS

Dato' Ir. Hj. Md. Nasir Bin Ibrahim
Chairman and Independent Non-Executive Director

Ch'ng Se Hua
Executive Director

Datin Kong Yuk Chu
Vice Chairman and Executive Director

Lim Yit Kiong
Independent Non-Executive Director

Ch'ng Soon Sen
Chief Executive Officer and Executive Director

Ho Pui Hold
Independent Non-Executive Director

AUDIT AND RISK MANAGEMENT COMMITTEE

Committee Chairman
Ho Pui Hold

Committee Members
Lim Yit Kiong
Dato' Ir. Hj. Md. Nasir Bin Ibrahim

NOMINATING AND REMUNERATION COMMITTEE

Committee Chairman
Ho Pui Hold

Committee Members
Lim Yit Kiong
Dato' Ir. Hj. Md. Nasir Bin Ibrahim

SECRETARIES

Tan Tong Lang (MAICSA 7045482)
Vimalraj A/L Shanmugam (MAICSA 7068140)

REGISTERED OFFICE

Suite 10.02, Level 10, The Gardens South Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
Tel : 03-2298 0263
Fax : 03-2298 0268

PRINCIPAL PLACE OF BUSINESS

B03-A-09-01 Level 9, Menara Pacific
No. 3, Jalan Bangsar, KL Eco City
59200 Kuala Lumpur
Tel : 03-2201 9085
Fax : 03-2201 9308

REGISTRAR

Boardroom.com Sdn Bhd
Suite 10.02, Level 10, The Gardens South Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
Tel : 03-2298 0263
Fax : 03-2298 0268

AUDITORS

Messrs UHY (AF 1411)
Suite 11.05, Level 11
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel : 03-2279 3088
Fax : 03-2279 3099

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
Stock Name : MPCORP
Stock Code : 6548

WEBSITE

www.mpcb.com.my

BOARD OF DIRECTORS' PROFILE

DATO' IR. HJ. MD. NASIR BIN IBRAHIM

Chairman and Independent Non-Executive Director

Dato' Ir. Hj. Md. Nasir bin Ibrahim ("Dato' Nasir"), aged 57, a Malaysian, was appointed to the Board on 12 October 2016. He is an Independent Non-Executive Director of the Company.

Dato' Nasir was graduated from University of Texas, Arlington in 1986 with an Honours Bachelor Degree of Civil Engineering. He continued study in Master of Business Administration in 2000 at Universiti Kebangsaan Malaysia (UKM). He also held a "Professional and Competence Engineer" from Board of Engineers Malaysia and he has been recognized as a Professional Engineer (AR 12283).

Dato' Nasir is a Group Managing Director of Teamcoat Group of Companies, a bumiputera civil engineering group of companies and registered with the Contractor Service Centre (PKK) under Class A and Construction Industry Development Board (CIDB) in Grades G7. The company had undertaken both Government and Semi-Government project more than RM 1 Billion worth of contract. The company had also involved in Joint-Venture Agreement with both State of Selangor and Malacca State Economic Development Corporation (SEDC). The company is also categorized under TERAJU which is under Ministry of Finance Malaysia.

He was the Deputy Chairman of the Advisory Board of Trustees Guild of Bumiputra Contractors (GBC) in 2010 to present, Deputy Chairman of the Community College at Selayang in 2013, the Secretary of Board of Trustees (GBC) in 2002 to 2010, a member of Entrepreneurs Club (KUAT), a member of Malay Chamber (DPMM), Malay Contractors Association (PKMM) and UMNO Deputy Head Division member at Selayang from 2014 until present. Currently he is the Chairman of College Community Selayang and also a Coordinator of Implementation of Coordination Unit under Prime Minister Office for Taman Templer Division.

He is the member of Audit and Risk Management Committee and also Nominating and Remuneration Committee of the Company.

He does not hold any other directorship in other public listed companies and listed corporations.

He has no family relationship with any other directors or major shareholder of the Company, no conflict of interest with the Company and has not been convicted for any offences within the past five (5) years other than traffic offence, if any. There is no public sanction or penalty imposed on him by the relevant regulatory bodies.

DATIN KONG YUK CHU

Vice Chairman and Executive Director

Datin Kong Yuk Chu, aged 72, a Hong Kong SAR National, permanent resident of Malaysia, was appointed to the Board on 15 November 2007. She became an Executive Director of the Company on 1 October 2008 and as Vice Chairman of the Company on 18 February 2011.

Datin Kong has many years of executive experience as a director and chairperson of public listed and private companies in Hong Kong. She was a Director of IHD Holdings Limited (1986-1993), Non-Executive Director and Chairperson of China Everbright – IHD Pacific Limited (1994-1996) and a Director of Emporium Department Store and Supermarket (HK) Limited, Hong Kong (1989-1996).

She has extensive experience in design, manufacturing and retail of jade jewellery in Hong Kong and Malaysia. She is the Managing Director of Jacmoli Design Jewellers (HK) Limited, Hong Kong.

She does not hold any other directorship in other public listed companies and listed corporations.

Datin Kong is the mother of both Ch'ng Soon Sen and Ch'ng Se Hua. She has not been convicted for any offences within the past five (5) years other than traffic offence, if any. There is no public sanction or penalty imposed on her by relevant regulatory bodies.

BOARD OF DIRECTORS' PROFILE

CH'NG SOON SEN

Chief Executive Officer and Executive Director

Mr. Ch'ng Soon Sen, aged 38, a Malaysian, was appointed to the Board on 20 November 2006 as an Executive Director of the Company and then subsequently appointed as Chief Executive Officer of the Company on 19 December 2013.

Mr. Ch'ng holds a degree in Business Management (Hons) from the University of Sunderland, UK and possesses an Advanced Diploma in Business Administration accorded by the Association of Business Executives (ABE), UK.

He is a director of Top Lander Offshore Inc, a company incorporated in the British Virgin Islands which is a substantial shareholder of the Company. He is also a shareholder and director of several private companies.

He does not hold any other directorship in other public listed companies and listed corporations.

He is the son of Datin Kong Yuk Chu, the Vice Chairman and Executive Director of the Company, and the brother of Ch'ng Se Hua. He has not been convicted for any offences within the past five (5) years other than traffic offence, if any. There is no public sanction or penalty imposed on him by relevant regulatory bodies.

CH'NG SE HUA

Executive Director

Ms. Ch'ng Se Hua, aged 33, a Malaysian, was appointed to the Board on 15 August 2016 as Executive Director of the Company.

Ms. Ch'ng graduated from Hong Kong Polytechnic University in 2009 with BA Hons (Fashion Design & Marketing). She is multilingual in Cantonese, Mandarin, English language and literature.

She is a director of Top Lander Offshore Inc, a company incorporated in British Virgin Islands which is a substantial shareholder of the Company.

She does not hold any other directorship in other public listed companies and listed corporations.

She is the daughter of Datin Kong Yuk Chu, Vice-Chairman and Executive Director of the Company and sister of Mr. Ch'ng Soon Sen, the Chief Executive Officer and Executive Director of the Company. She has not been convicted for any offences within the past five (5) years other than traffic offence, if any. There is no public sanction or penalty imposed on her by relevant regulatory bodies.

BOARD OF DIRECTORS' PROFILE

LIM YIT KIONG

Independent Non-Executive Director

Mr. Lim Yit Kiong, aged 44, a Malaysian, was appointed to the Board on 26 February 2015 as Independent Non-Executive Director of the Company.

Mr. Lim obtained his Honours Degree in Commerce Accounting from Curtin University of Technology. Mr Lim is a member of CPA Australia and a member of Malaysian Institution of Accountants (MIA).

He was attached to KPMG from 1999 to 2003. After spending four (4) years in audit line, he was invited to join Aturmaju Resources Berhad as Group Account Manager in 2004. After leaving Aturmaju Resources Berhad, he was appointed Group Accountant of Usahawan Borneo Group on 2 May 2008. He was also appointed as the Company Secretary of Usahawan Borneo Group on 12 August 2008.

He is a member of Audit and Risk Management Committee, and also Nominating and Remuneration Committee of the Company.

He also sits on the board of Kinsteel Berhad, companies listed on Main Market of Bursa Malaysia.

He does not hold any other directorship in other public listed companies and listed corporations.

He has no family relationship with any other directors or major shareholder of the Company, no conflict of interest with the Company and has not been convicted for any offences within the past five (5) years other than traffic offence, if any. There is no sanction or penalty imposed on him by relevant regulatory bodies.

HO PUI HOLD

Independent Non-Executive Director

Mr. Ho Pui Hold, aged 38, a Malaysian, was appointed to the Board on 12 October 2016 as an Independent Non-Executive Director of the Company.

He is an Accountant by profession, a fellow member of the Association of Chartered Certified Accountants (FCCA), United Kingdom and a member of Malaysian Institute of Accountants (MIA).

Mr. Ho has years of professional experience in auditing, banking and corporate finance. He started his career in 2004 by joining a Singapore advisory firm as IPO consultant where he participated in a few successful listing of companies in SGX. He then joined Ernst & Young as Senior Audit Associate until 2009 before he left to join AmBank (M) Berhad – Corporate & Institutional Banking. In AmBank, he was responsible in client credit evaluation and marketing of the Bank's products mainly in debt capital market, offshore loan syndication, corporate finance advisory & treasury products. To further advance his career, he took up the Chief Financial Officer position in a foreign company which is listed in Bursa Malaysia Securities Berhad until 2013. He now sits on the board of HB Global Limited, Permaju Industries Berhad, Milux Corporation Berhad and Multi-Usage Holdings Berhad, companies listed on Main Market of Bursa Malaysia Securities Berhad.

He is the Chairman of Audit and Risk Management Committee, and also Nominating and Remuneration Committee of the Company.

He has no family relationship with any other directors or major shareholder of the Company, no conflict of interest with the Company and has not been convicted for any offences within the past five (5) years other than traffic offence, if any. There is no public sanction or penalty imposed on him by relevant regulatory bodies.

PROFILE OF KEY SENIOR MANAGEMENT

MOHD FARIDZ BIN MOHD NOOR

Head of Project, Lakehill Resort Development Sdn Bhd

Age 44, Male, Malaysian

En. Mohd Faridz was appointed as the Managing Architect on 2 September 2013. He subsequently re-designated to Head of Project in February 2014. He holds a Diploma/Bachelor Degree of Architecture, majoring in Architecture Technology in Lim Kok Wing University of Creative Technology & Curtin University.

En. Mohd Faridz had few overseas experiences in U.A.E and Libya for the township development and luxury projects on the local front, he has work with Tropicana Corporation Berhad, Selangor State Development Corporation and BEP Architect. He also involved with the companies and projects which have been awarded by FIABCI, BCI, Top Property Developer Awards and International Property Awards.

He does not hold directorship in any public companies and has no family relationship with any Director and/or major shareholder of the Company. He has no conflict of interest with the Company and has no conviction for any offences within the past five years. There is no public sanction or penalty imposed on him by relevant regulatory bodies.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

COMPOSITION OF AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Committee ("ARMC") is formally constituted with written terms of reference and currently comprises the following members:

Chairman		
Mr. Ho Pui Hold	-	Independent Non-Executive Director
Members		
Dato' Ir. Hj. Md. Nasir Bin Ibrahim	-	Independent Non-Executive Director
Mr. Lim Yit Kiong	-	Independent Non-Executive Director

The ARMC composition is in line with Paragraph 15.09 of Main Market Listing Requirements ("MMLR"). As at the date of this Annual Report, the ARMC comprises three (3) members who are Independent and Non-Executive Directors. No alternate director is appointed as a member of the ARMC. The Chairman of the ARMC is a fellow member of the Association of Chartered Certified Accountants, United Kingdom and a member of Malaysian Institute of Accountants.

TERMS OF REFERENCE

The Terms of Reference of ARMC set out the authority, duties and responsibilities of the Committee which are consistent with the requirements of the MMLR and Malaysian Code on Corporate Governance 2017 ("MCCG"). This terms of Reference is accessible on the Group corporate website at www.mpcb.com.my

NUMBER OF MEETINGS AND DETAILS OF ATTENDANCE

During the financial year ended 30 June 2020, the ARMC conducted four (4) meetings. The attendance of the members of ARMC is set out as below:-

Members	No. of meetings attended	Percentage of attendance (%)
1. Mr. Ho Pui Hold	4/4	100
2. Dato' Ir. Hj. Md. Nasir Bin Ibrahim	4/4	100
3. Mr. Lim Yit Kiong	4/4	100

INDEPENDENCE OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Company recognises the need to uphold independence of its ARMC and that no possible conflict of interest whatsoever should arise. Currently, none of the members of the Board nor the ARMC of the Company were former key audit partners of the external auditors appointed by the Group. The Company will observe a cooling-off period of at least two (2) years in the event any potential candidate to be appointed as a member of the ARMC was a key audit partner of the external auditors of the Group.

FINANCIAL LITERACY OF THE AUDIT AND RISK MANAGEMENT COMMITTEE MEMBERS

Collectively, the members of the ARMC have the relevant experience and expertise in finance and accounting, and have carried out their duties in accordance with the terms and reference of the ARMC. The qualification and experience of the individual ARMC members are disclosed in the Directors' Profile on pages 6 to 8 of this Annual Report.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

SUMMARY ACTIVITIES OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The activities undertaken by the ARMC during the financial year ended 30 June 2020 included the following:

Activities with regard to external auditors:

- reviewing the audit planning memorandum from the external auditors, Messrs UHY on the audit of independence, consideration of fraud in an audit of financial statements, areas of audit emphasis, reporting and deliverables, possible key audit matters and fair and transparent fees;
- review of external audit scope and audit plans based on the external auditors' presentation of audit strategy and plan;
- review of external audit results, audit reports, management letter and the response from the management as well as internal control areas that required improvement;
- discussions with the external auditors without the attendance of Executive Directors and employees of the Group;
- review and evaluate the independence of the external auditors. The ARMC worked closely with the external auditors in establishing procedures in assessing the suitability and independence of the external auditors, in confirming that they are, and have been, independent throughout the conduct of the audit engagement with the Group in accordance with the independence criteria set out by Malaysian Institute of Accountants;
- consideration and recommendation to the Board of Directors for approval of the audit fees and non-audit fees payable to the external auditors; and
- evaluate and review of the performance and independence of the external auditors in the provision of statutory audit services and recommendation to the Board for approval on the re-appointment of external auditors.

Activities with regard to internal audit and risk management:

- review of internal audit's resource requirements, scope, adequacy and function;
- review of internal audit's plan and programs;
- review of internal auditors' reports, recommendations and management's responses. Improvement actions in the areas of internal control, systems and efficiency enhancements suggested by the internal auditors were discussed together with the management team in a separate forum;
- review of implementation of these recommendations through follow-up audit reports;
- suggestion on additional improvement opportunities in the areas of internal control, systems and efficiency improvement;
- review of the internal control processes and risk management policies and strategies from time to time and recommendation on any significant proposed changes for adoption by the Board of Directors;
- monitoring and reporting of the risk assessment results to the Board of Directors; and
- assessment on the actual and potential impact of any failure or weakness of the internal controls in place.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

SUMMARY ACTIVITIES OF THE AUDIT AND RISK MANAGEMENT COMMITTEE (CONT'D)

Activities with regards to financial reporting:

- review the unaudited financial results to ensure compliance of the financial statements with the provisions of the Companies Act, 2016 ("the Act") and the applicable approved accounting standards as per the Malaysia Financial Reporting Standards ("MFRSs") issued by the Malaysian Accounting Standards Board ("MASB") before recommending the same for Board of Directors' approval. Discussion were focused particularly on:
 - any change in and implementation of major accounting policies and practices;
 - significant adjustments arising from the audit;
 - the going concern assumption as well as the concerns and uncertainties highlighted by the external auditors that may cast doubt about the Group's ability to continue as a going concern; and
 - compliance with applicable MFRSs and other legal requirements.
- Reviewed and recommended the annual report including the annual audited financial statements and Corporate Governance Report of the Company prior to submission to the Directors for approval. This was to ensure compliance of the financial statements with the provisions of the Act and the applicable approved accounting standards as per the MFRSs.

Other activities:

- review of its Terms of Reference periodically and recommendation to the Board on revision, if necessary;
- review of related party transactions or recurrent related party transactions;
- review of application of Corporate Governance principles and the extent of the Group's compliance with the best practices set out under with the Malaysia Code on Corporate Governance 2017 (MCCG);
- review of the Overview Statement on Corporate Governance, this Report and the Statement on Risk Management and Internal Control;
- review of the progress on implementation of action plans and rectification measures for the key findings noted through the special audit conducted previously;
- review and formulation of the Group's PN17 regularisation plan for submission to Bursa Malaysia Securities Berhad as well as the applications for extension of time to submit regularisation plan; and
- review and recommend Anti-Bribery and Anti-Corruption Policy for the Board approval.

INTERNAL AUDIT FUNCTION

The internal audit function was established with the primary objective of providing the necessary assistance to the ARMC in the course of discharging its duties and responsibilities. The ARMC is guided by the Guidelines on Internal Audit Function issued by the Internal Auditors Malaysia and the Internal Audit Charter that provides the framework for the efficient and effective functioning of the internal audit function.

The internal audit role is to provide independent and reasonable assurance that the systems of internal controls and procedures in the operating business entities within the Group are adequate and effective to mitigate the risks identified. The internal audit covers the review of the adequacy of risk management, operational controls, management efficiency and compliance with established procedures and guidelines, amongst others.

The ARMC is supported by an independent and adequately resourced internal audit function which has been outsourced to a professional services firm, Messrs CHL Chartered Accountant, headed by Mr Tee Wei Chung, professional member of The Institute of Internal Auditors Malaysia. The outsourced Internal Auditors report directly to the ARMC and provided with a reasonable assurance of adequacy of the scope, functions and resources of the internal audit function.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION (CONT'D)

The internal audit activities were carried out based on a risk-based audit plan presented by the internal auditors to the ARMC for approval. The establishment of the internal audit plan took into consideration the corporate risk profile and input from Management and ARMC. The results of the audits provided in the internal audit reports were reviewed by ARMC. The Internal Audit has added value by improving the control processes within the Group.

The total costs incurred for internal audit activities in respect of the financial year ended 30 June 2020 were amounted to RM11,000.

The following internal audit activities were those carried out by the internal auditors during the financial year under review:

- Formulation of agreement with the ARMC on the risk-based IA plan that was consistent with the Company's objectives and goals;
- Conduct of internal audit engagements in accordance with the IA plan;
- Following up on IA recommendations to ensure adequate implementation;
- Reporting to the ARMC on the competency (i.e. qualification and experience) of its human resources on a yearly basis; and
- Conduct internal control review and project monitoring report based on project management namely Chun Fu Lakehill Sdn Bhd and Lakehill Resort City.

This ARMC report was made in accordance with the resolution of the ARMC dated 15 October 2020.

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

The Board of Directors ("**Board**") of Malaysia Pacific Corporation Berhad ("**MPCB**" or "the Company") remains committed in maintaining the adequate standards of corporate governance ("**CG**") within the Company and the subsidiary companies ("the **Group**"), adhering to the principles and best practices of CG, through observing and practicing the core values of Malaysian Code on Corporate Governance 2017 ("**MCCG**") and the Corporate Governance Guide issued by Bursa Malaysia Securities Berhad ("**Bursa Securities**"). The commitment from the top paves the way for management and all employees to ensure the Company's businesses and affairs are effectively managed in the best interest of all stakeholders.

Pursuant to Paragraph 15.25(1) of the Main Market Listing Requirements ("**MMLR**") of Bursa Securities, the Company provides an overview of the application of the corporate governance practices of the Group during the financial year ended 30 June 2020 with reference to the principles set out in the MCCG.

The application of each Practice set out in the MCCG is disclosed in the Company's Corporate Governance Report which is available on the Company's website at www.mpcb.com.my as well as via an announcement on the website of Bursa Securities.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

Board's Responsibilities

The Board, comprising the Executive and Independent Non-Executive Directors takes full responsibility for the overall governance of the Group by ensuring the strategic direction, control and succession plan of the Group, the effective monitoring of performance goals, and accountability to the Group, the shareholders and all other stakeholders, as well as formalising documentation on matters specifically reserved for its decision and ensuring that the Group's internal controls, risk management and reporting procedures are well in place. Whilst the Management is responsible for the day-to-day operations of the business and effective implementation of the Board decisions.

The Board recognises the importance of reviewing and adopting strategic business plans and overseeing the conduct of the business in order to ensure that the business is being properly managed. The Board regularly reviews the operational and financial reports which are tabled at Board meetings held at least 4 times a year.

To ensure the effective discharge of its function and responsibilities, the Board has delegated specific responsibilities to several board committees such as:

- (a) Audit and Risk Management Committee ("**ARCM**"); and
- (b) Nominating and Remuneration Committee ("**NRC**").

These board committees operate within clearly defined terms of reference. The respective Chairman of the board committees will report to the Board on key issues deliberated. The ultimate responsibility for the final decision on all matters, however, rests with the entire Board. The powers delegated to the board committees are set out in the terms of reference of each of the board committees as approved by the Board. The terms of reference of the board committees can be found on the Company's website at www.mpcb.com.my

All the directors are to act in the best interest of the Company and shall disclose to the Board of any interest or potential interest as soon as he becomes aware of such interest. The Company Secretary shall keep a record of such declarations.

The Board shall observe and adhere to the Company's Code of Conduct for Directors which provides guidance regarding ethical and behavioural considerations or actions in discharging their duties and responsibilities. The Board recognises the importance on adherence to the Code of Conduct by all personnel in the Group and take measures to put in place a process to ensure its compliance.

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Chairman and Chief Executive Officer

The positions of the Chairman and Chief Executive Officer are held by different individuals. The roles are separated with a clear division and responsibilities between them to ensure balance of control, power and authority. The Chairman of the Company is an Independent Non-Executive Director and responsible for the leadership, effectiveness, conduct and governance of the Board. The Chairman provides leadership at Board level, chairing the meetings of the Company and the Board, represents the Board to shareholders and together with the Board, reviews and approves the strategic objectives and policies of the Group. The Chief Executive Officer is responsible for the business direction and development of the operating units, organisational effectiveness and implementation of the Board's policies and decisions with the management team oversees the Group's day-to-day operations.

Qualified and Competent Company Secretaries

The Company Secretary plays an advisory role to the Board and is responsible to ensure all Board procedures and Board management matters are in line as well as in compliance with MMLR of Bursa Securities, relevant laws and regulations. The Company Secretary ensure that discussions at Board and Board Committees meetings are well documented, and subsequently communicated to the relevant Management for appropriate action. The Board is assisted by two (2) qualified and competent Company Secretaries which both are members of Malaysian Institute of Chartered Secretaries and Administrators.

Access to Information and Advice

The Board members have full and unrestricted access to information on the Group's business and affairs in discharging their duties.

The agenda for each Board meeting and its relevant papers relating to the agenda items are forwarded to all Directors for their perusal prior to the Board meeting. Adequate notice is provided to allow the Directors to review the Board papers so that matters arising could be properly deliberated at the Board meetings and appropriate decisions could be made by the Board. Senior Management and appointed advisers of the Company may be required to attend the Board meetings as and when necessary.

Board charter

The Board has established clear function reserved for the Board and those delegated to management. Key matters reserved for the Board include the approval of strategic plans, quarterly and annual financial statements for announcement and monitoring of financial and operating performance. Such delineation of roles will be clearly set out in the Board Charter ("the **Charter**") which will serve as a reference point for Board activities.

The Charter which is aligned with the Practice 2.1 of the Code, sets out the roles and functions of the Board and the Management and provides guidance for Directors and Management regarding the responsibilities of the Board, its committees and management, the requirement of Directors and management, the requirements of Directors in carrying out their stewardship role and in discharging their duties towards the Company as well as boardroom activities.

The Charter will be periodically reviewed and updated in accordance with the needs and any new regulations that may have an impact on the discharge of the Board's duties and responsibilities.

The Charter is available at the Company's website at www.mpcb.com.my

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Code of Conduct and Ethics

The Code of Conduct and Ethics, serves as a road map to guide the Board in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity. The Group has also in place the Code of Conduct and Ethics for its employees which comprised all aspects of its day to day business operations.

Directors and employees of the Group are expected to perceive high standards of integrity and fair dealings in relation to clients, staff, management and regulators which the Group operates and ensure compliance with all applicable laws, rules and regulations. The Code of Conduct and Code of Ethics are available on the Company's website at www.mpcb.com.my

Whistleblowing Policy

The Board recognises the importance to put in place a Whistle Blowing Policy, which provides an avenue for the employee to make good-faith disclosure and report instance of unethical, unlawful or undesirable conduct to enable prompt corrective action and measures to resolve them effectively.

The Whistle Blowing Policy is accessible on the Company's website at www.mpcb.com.my

Corporate Liability Policy

The Group has in place a Corporate Liability Policy that provides clarity on the oversight and responsibilities, particularly in the area of anti-bribery and anti-corruption. The policy was formulated as a guide to the employees of the Group's commitment to combat bribery and corruption. The policy on anti-bribery and corruption is available on the Company's website at www.mpcb.com.my

Board Composition and their attendances

Currently, the Board consists of total of 6 members, comprising one (1) Independent Non-Executive Chairman, three (3) Executive Directors and two (2) Independent Non-Executive Directors.

The MCCG recommends the practice of at least half of the Board comprises Independent Directors. Currently, more than half or half of the Board members are Independent Directors. This composition is in line with MCCG's recommended practice and the requirement of the Paragraph 15.02 of the MMLR of Bursa Securities.

The current size and composition of the Board are considered adequate to provide the optimum skills and experience required to manage affairs. Furthermore, the Board is of the view that the current Board size is balanced in skills and composition.

Board Independence

The Board recognises the importance of independence and objectivity in its decision making process which is in line with the MCCG. The assessment of Independence of the Independent Non-Executive Directors for the Group is conducted annually. The Independent Directors have been objective and will remain objective at exercising their judgement and opinion.

Tenure of Independent Directors

The Board is aware that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon the completion of the nine (9) years term, an Independent Director may continue to serve as a Non-Independent Director, unless shareholders' approval of his/her retention as Independent Director is obtained or in case of tenure of Independent Director exceeding twelve (12) years, the board shall seek annual shareholders' approval through two-tier voting process.

Currently, none of the Independent Directors of the Company exceeded a tenure of nine (9) years or more.

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Diverse Board and Senior Management Team

The Board supports the gender diversity as recommended under the MCCG and encourages female participation on Board. However, the Board did not formalise the gender diversity through a policy as the Board believes that appointment of Directors should be based on merit and performance of the individuals. The Board will review the appropriate proportion of female to male Directors on the Board at the time of considering appointment of new Directors to the Board. Currently, two (2) out of six (6) of the Board members are female Directors.

Apart from gender diversity, the Board also supports diversity in skills, experience, age and cultural background. The Board will review the appropriate proportion based on skills, experience, age, cultural background and gender of the candidates at the time of considering appointment of new Directors to the Board and Senior Management.

The decision on new appointment of Directors and Senior Management rest with the Board after considering the recommendation of the NRC. In evaluating the suitability of candidates to the Board, the NRC will consider certain criteria such as skills, knowledge, expertise, experience, integrity, commitment, background, boardroom diversity and the ability of the candidate to discharge his/her duties as expected. For appointment of Independent Directors, considerations will also be given on whether the candidates meet the requirements for independence as defined in MMLR of Bursa Securities and time commitment expected from them to attend to matters of the Company in general, including attending meeting of the Board, Board Committee and Annual General Meeting ("AGM").

Nomination and Remuneration Committee

The NRC is comprised the following three (3) Independent Non-Executive Directors of the Company:

- Ho Pui Hold, (Chairman)
- Lim Yit Kiong (Member)
- Dato' Ir. Hj. Md Nasir bin Ibrahim (Member)

NRC reviews annually the required mix of skills, expertise attributes and core competencies of its Directors. Each Director performs a self-assessment in respect of the performance of the Board, Board Committee and individual Director during every financial year. The outcome of the assessment will be evaluated by NRC, and subsequently be reported to Board for improvement.

The NRC meets whenever the need arises. Alternatively, the NRC's recommendations are made to the Board by way of circular resolution. During the financial year ended 30 June 2020, NRC undertaken the following activities in discharging its duties:

Conducted annual assessment of the performance of the Board as a whole for the financial year ended 30 June 2020 and made its recommendation to the Board;

- (a) Conducted annual assessment of the Independent Directors and made its recommendation to the Board;
- (b) Reviewed and recommended the re-election of the retiring Directors for Board's approval;
- (c) Reviewed composition of Board and its Board Committees; and
- (d) Reviewed and recommended Directors' fees and benefits payable to Non-Executive Directors for Board's approval.

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Annual Evaluation

The NRC has established a set of quantitative and qualitative performance criteria to evaluate the performance of each member of the Board, each Board Committee and to review the performance of the Board as a whole. The effectiveness of the Board is assessed in the areas of the Board's roles and responsibilities and composition, attendance record, intensity of participation at meetings, quality of interventions and special contributions. Besides, the effectiveness of the Board Committees is assessed in terms of structure and processes, accountability and responsibility as well as the effectiveness of the Chairman of the respective Board Committees.

The NRC has carried out evaluation on the performance of each member of the Board, each Board Committee and to review performance of the Board as a whole. The NRC had assessed the overall effectiveness of the Board and the performance of individual Directors for the financial year ended 30 June 2020 and satisfied with the performance of the Board, Board Committees and individual Directors. Based on the assessment, the Independent Directors met the "Independence" criteria as required by MMLR of Bursa Securities.

Board Meetings

The Board meets at least four (4) times a year and has a formal schedule of matters reserved for it. Additional meetings are held as and when necessary. During the financial year ended 30 June 2020, four (4) meetings were held in which the Board deliberated upon and considered various issues including the Groups' financial results, performance of the Group's business, major investment, business plan and policies and strategic issues affecting the Group's business.

Details of attendance of the Directors at Board meetings held during the financial year are as follows:

Name of Directors	Attendance for FY 2020
(a) Dato' Ir. Hj. Md. Nasir Bin Ibrahim	4/4
(b) Datin Kong Yuk Chu	4/4
(c) Ch'ng Soon Sen	4/4
(d) Ch'ng Se Hua	4/4
(e) Lim Yit Kiong	4/4
(f) Ho Pui Hold	4/4

In the interval between Board meetings, for any matters requiring Board's decisions, the Board's approvals are obtained through circular resolutions. The resolutions passed by way of such circular resolutions are then noted at the next Board meeting.

Directors' Trainings

The Board empowered the Directors of the Company to determine their own training requirements as they consider necessary to enhance their knowledge as well as understanding of the Group's business and operations. The training programmes attended by the directors during the financial year are as follows:

Name of Director	Seminars/Conferences/Training Programmes Attended
Dato' Ir. Hj. Md. Nasir Bin Ibrahim	<ol style="list-style-type: none"> Corporate liability provision "what it is & the associated implications to the board of directors, partners, top management and other personnel in the event of prosecution" Industrial relations conference on compliance & governance Seminar pengurusan projek praktikal (CIDB) Kursus transformasi teknologi konkrit dan pembinaan (CIDB)
Datin Kong Yuk Chu	<ol style="list-style-type: none"> Overview: Section 17A Corporate Liability on Corruption
Ch'ng Soon Sen	<ol style="list-style-type: none"> Overview: Section 17A Corporate Liability on Corruption

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Directors' Trainings (Cont'd)

Name of Director	Seminars/Conferences/Training Programmes Attended
Ch'ng Se Hua	1. Overview: Section 17A Corporate Liability on Corruption
Lim Yit Kiong	1. 2020 Budget and Tax Conference 2. 2020 Budget Seminar – Share of prosperity: Sustainable and inclusive growth towards high income economy 3. Unclaimed money act 1965 4. Capital reduction & members' voluntary winding up
Ho Pui Hold	1. Sustainability Report Awareness 2. Evaluating Effective Internal Audit Function - Audit Committee's Guide On How To 3. MIA International Accountants Conference 2019 4. Session on Corporate Governance & Anti-Corruption 5. S17A Corporate Liability Webinar 6. Overview: Section 17A Corporate Liability on Corruption

Directors' Remuneration

The Company's remuneration policy for Director is formulated to attract and retain individuals of the necessary calibre relevant to the achievement of the Company's strategic achievements. The remuneration is structured to link experience, expertise and level of responsibility undertakings by the Directors.

The NRC is entrusted with the responsibilities to make recommendations to the Board, the remuneration package for the Executive Directors. However, it is the ultimate responsibility of the entire Board to approve the remuneration of these Directors. Non-Executive Directors' remuneration will be decided by the Board as a whole with the Director concerned abstaining from deliberation and voting on decisions in respect of his individual remuneration.

The details of Directors' fees and other benefits paid (both Company and Group) for the financial year under review is as follows:

	Company		Group	
	Fees (RM)	Salaries & Other emoluments (RM)	Fees (RM)	Salaries & Other emoluments (RM)
Dato' Ir. Hj. Md. Nasir Bin Ibrahim	49,200	8,000	49,200	8,000
Datin Kong Yuk Chu		382,193		768,754
Ch'ng Soon Sen		640,872		1,281,743
Ch'ng Se Hua		202,524		405,047
Lim Yit Kiong	36,000	8,000	36,000	8,000
Ho Pui Hold	40,000	8,000	40,000	8,000
Total	125,200	1,249,589	125,200	2,479,544

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Remuneration of Senior Management

The remuneration paid to the key senior management during the financial year is as follows:-

Name of Senior Management	Remuneration (RM)
Mohd Faridz bin Mohd Noor	269,723

Terms of reference of NRC are accessible through the Company's website at www.mpcb.com.my

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

Audit and Risk Management Committee

The ARMC comprised three (3) Independent Non-Executive Directors. The Chairman is Ho Pui Hold, a member of the Malaysian Institute of Accountants and he is not the Chairman of the Board. The ARMC carries the responsibilities as listed in ARMC Report on pages 11 to 12 of the Annual Report.

The ARMC is fully informed about significant matters related to the Company's audit and its financial statements. The ARMC also reviewed the internal audit programme and invited the internal auditors to the meeting for discussion on the internal audit findings. Besides, such discussion also served as an avenue for the ARMC to appropriately communicate its insights, views and concerns about relevant transactions and events to the internal and external auditors.

The Board took note on the Practice 7.2 of the MCCG to have a policy that requires a former key audit partner to observe a cooling-off period of at least 2 years before being appointed as a member of the ARMC.

Assessment of Suitability and Independence of External Auditors

The Board has established a transparent relationship with the external auditors through the ARMC, which has been accorded the authority to communicate directly with the external auditors. The ARMC was satisfied with the external auditors' technical competency and audit independence during the financial year ended 30 June 2020. The external auditors in turn are able to highlight matters which require the attention of the Board effectively to the ARMC in terms of compliance with the accounting standards and other related regulatory requirements.

Risk Management and Internal Control Framework

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

The ARMC summarises and communicates the key business risks to the Board for consideration and resolution. Internal audit activities are conducted based on an annual internal audit plan tabled and approved by the ARMC. The internal audit functions are carried out impartially, proficiently and with due professional care. Reports issued by the internal audit for the financial year under review were tabled at ARMC meetings. Management was present at such meetings to provide pertinent clarification or additional information to address questions raised by ARMC members.

A separate Statement of Risk Management and Internal Control which provides an overview of the state of the internal control and risk management within the Group, set out on pages 25 to 27 of this Annual Report.

Internal Audit Function

The Group has outsourced an Internal Audit division that reports directly to the ARMC. The internal audit function is described in the ARMC set out on pages 12 to 13 of this Annual Report.

OVERVIEW STATEMENT ON CORPORATE GOVERNANCE

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

Communication with Stakeholders

The Company ensures all information such as corporate announcements, circulars to shareholders and financial results are disseminated to the general public in a timely and accurate manner. The Company's quarterly interim financial results are released within two months from the end of each quarter. The Annual Report, which is the key communication channel between the Company and its shareholders, is published within four months after each financial year end. The Annual Report provides an insightful analysis of the Group's performance, operations and prospect affecting shareholders' interest.

The Company maintains various methods of dissemination of important information to shareholders, stakeholders and the public at large through timely announcements of events, quarterly announcement of financial results, business of the Company, its policies on governance, the environment and social responsibility on the Company's website.

Conduct of General Meetings

General meetings serve as the principal forum for communicating with the shareholders of the Company. The Board encourages participation of shareholders at the general meeting to ensure a high level of accountability and identification with the Group's strategy and goals.

The Board endeavours to dispatch its notice of AGM at least 28 days before the meeting and mindful that the sufficient notice and time given would allow the shareholders to make necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney. This would also enable the shareholders to properly consider the resolutions that will be discussed and decided at the meeting.

The Board took note that the presence of all directors will provide an opportunity for shareholders to effectively engage each director. Besides, having the chair of the Board subcommittees present will facilitate these conversations and allows shareholders to raise questions and concerns directly to those responsible. Accordingly, barring unforeseen circumstances, all directors as well as the Chairman of respective Board Committees (i.e. ARMC, NRC) will be present at the forthcoming AGM of the Company to enable the shareholders to raise questions and concerns directly to those responsible.

Leverage on Information Technology for Effective Dissemination of Information

The Group maintains a corporate website at www.mpcb.com.my which serves as a forum for the general public to access information on the corporate information, annual reports, corporate announcements and subsidiary developments on the Group's website.

COMPLIANCE STATEMENT

The Board has deliberated, reviewed and approved this statement and considers that this overview statement provides the information necessary to enable shareholders to evaluate how the MCCG has been applied. The Board considers and is satisfied that the Group has fulfilled its obligation under the MCCG, MMLR and all applicable laws and regulations throughout the financial year ended 30 June 2020.

This statement is made in accordance with a resolution of the Board dated 15 October 2020.

ADDITIONAL COMPLIANCE INFORMATION DISCLOSURES

OTHER DISCLOSURE REQUIREMENTS PURSUANT TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

Utilisation of Proceeds

There were no issuance of new shares, rights issue or issuance of bonds during the financial year.

Audit and Non-Audit Fees

The amount of audit fees paid or payable to the external auditors by the Group and the Company for the financial year ended 30 June 2020 amounted to RM110,000 and RM75,000 respectively. There were RM55,000 non-audit fees paid or payable for the financial year ended 30 June 2020.

Material Contracts

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

Related Party Transactions

An internal compliance framework exists to ensure that the Company meets its obligations, including that of related party transactions under the MMLR. The Board reviews all related party transactions during financial period and the details are disclosed in pages 94 to 95.

CORPORATE SUSTAINABILITY STATEMENT

OUR COMMITMENT

We perceived corporate sustainability as our commitment to create long term value for our shareholders, environment and society through innovation and overall operational excellence. We understand our choices today have an impact on our customers and suppliers and the success of their businesses in the future. Our business imperative is to carry out our activities responsibly and with integrity. Our people are expected to behave in an honest and ethical manner in accordance with our policies, business rules and guidelines.

Our Corporate Sustainability Commitment

Within this context, we have defined our commitment to Corporate Sustainability across three (3) impact areas:



ENVIRONMENT

Work Environment

MPCB Group is mindful of the direct impact of our business have on the environment and remains committed in the environmental preservation through the creation and provision of long-term sustainable solutions. The Group's manages its operations in manner which minimize our environmental footprint, especially in reducing fuel consumption and carbon emission and usage of non-hazardous and environmental-friendly materials as well as recycling materials, where permissible.

As employees are viewed as internal customers, MPCB ensures that the workplace remains conducive, which helps to balance the needs and desires of each employee with the needs and capacity of the business. We continue to place high emphasis on health and safety issues at our work sites. Necessary tools and protective gears are provided to our employees to ensure that they are adequately protected. We also enforce stringent compliance requirements so that health and safety issues are not compromise.



SOCIAL

Training and Development

MPCB also ensures that all staff are well trained and that is a continuously learning organisation. The Group strives to bring out the best of its employees by providing growth and progression opportunities for employees through comprehensive trainings, health and safety programmes.

CORPORATE SUSTAINABILITY STATEMENT



ECONOMIC

a) Customer Satisfaction

Other than taken care of shareholders' interest, our Group also put attention towards our customers and suppliers which we value our customers' feedback and continuously enhance our market position and profitability. We also promote a culture of open communication, trust and reliability to build strong relationship with client.

b) Marketplace

MPCB is committed to maintain a proper framework to ensure that the business is run in an efficient and transparent manner in the interest of all its stakeholders. Ensuring that the business is conducted in a fair, transparent, sustainable and professional manner, MPCB is focused on delivering products of quality and being customer focused.

c) Moving Forward

We recognise that we are at the beginning of our sustainability journey and will continue to enhance our sustainability efforts. We recognise the importance of being a responsible and sustainable organisation and that it goes beyond measuring our financial performance. Board and its Management is committed to this effort and we look forward to improve further on our sustainability efforts in the years to come.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors is pleased to present its Statement on Risk Management and Internal Control for the financial year ended 30 June 2020, which has been prepared pursuant to paragraph 15.26 (b) of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, in this annual report.

BOARD RESPONSIBILITY

The Board acknowledges its responsibility and reaffirms its commitment in recognising the importance of an effective system of internal control and risk management practices to enhance good corporate governance.

The Board is ultimately responsible for the Group's system of internal control and risk management, which includes the establishment of an appropriate control environment and framework as well as reviewing its adequacy and integrity. However, it should be noted that such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The system of internal control and risk management covers, inter alia, financial, organisational, operational and compliance controls.

The Management assists the Board in the implementation of the Board's policies and procedures on risk and 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 of the view that the Group's risk management and internal control framework and systems is in place for identifying, evaluating and managing significant risks faced or potentially to be encountered by the Group. The key features of the internal control systems which are operated with the assistance of the management are described as follows:-

INTERNAL CONTROL

The Group has an established internal control structure and is committed to evaluating, enhancing and maintaining the structure to ensure effective control over the Group's business operations and to safeguard the value and security of the Group's assets. There is a clearly defined operating structure with lines of responsibilities and delegated authority in place to assist the Board to maintain a proper control environment. The key elements of the Group's internal control system include:

Board Committee

- The delegation of responsibilities to the various committees of the Board is clearly defined. At present, the committees established are the Audit and Risk Management Committee ("ARMC") and Nominating and Remuneration Committee Meeting.

Organisation structure

- The Group has defined an organisational structure that is aligned with its business and operational requirements. Defined lines of accountability, delegation of responsibility and level of authorisation for all aspects of the business have been laid down and communicates throughout the Group.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTERNAL CONTROL (CONT'D)

Policies and procedures

- There are policies and procedures in place to ensure the adequacy of controls and compliance with relevant laws and regulations. These policies and procedures are periodically reviewed and updated to reflect changes in business structure and processes.
- The ongoing enhancement of the policies and procedures has improved the communicating and operating process among departments.

Training and Development Programmes

- Training and development programmes are established to ensure that staff are constantly kept up-to-date with the constant technologically changing environment in order to be competent in the industry besides, to enable staff to carry out their job functions productively and effectively.
- Periodically briefing and discussing within superior and staff to update and enhance skill and acknowledge within their job scope.
- Periodically briefing and discussing among departments to update the industrial development and enhance the industrial knowledge.
- To attend seminars or courses upon change of technology, policy and industrial revolution.

Board Meetings

- Board and ARMC meetings are scheduled regularly, that is at least four (4) times in a year and the respective meeting papers are distributed on a timely basis to enable members to have access to all relevant information for reviews and queries to be raised. ARMC reviews the financial reports prior to adoption.

RISK MANAGEMENT FRAMEWORK

The Group has an embedded process for the identification, evaluation, reporting, treatment, monitoring and reviewing of the major strategic, business and operation risks within the Group, covering both wholly and partially owned subsidiaries. Both the Audit and Risk Management Committee ("ARMC") and Board reviews the effectiveness of the risk management function and deliberate on the risk management and internal control frameworks, functions, processes and reports on a regular basis.

For the period under review, the ARMC is assisted by the internal control division and the operation staff from various divisions to effectively embed risk management and control into the corporate culture, processes and structures within the Group. The framework is continually monitored to ensure it is responsive to the changes in the business environment and clearly communicated to all levels.

The management is responsible for implementing the Group's strategies and day-to-day businesses. The organisation structure sets out clear segregation of roles and responsibilities, lines of accountability and levels of authority to ensure effective and independent stewardship. The management assists the Board in implementing the policies approved by the Board, implementing risk control procedures and developing, operating and monitoring internal controls to mitigate and control identified risks.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management and Internal Control. Their review was performed in accordance with Audit and Assurance Practice Guide 3 Guidance for Auditors on Engagement to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants. Based on their review, the External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that this statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of internal control.

CONCLUSION

For the financial year under review, there were no significant internal control deficiencies or material weaknesses resulting in material losses or contingencies requiring disclosure in the Annual Report. The Board is of the view that the existing system of the risk management and internal control is adequate. Nevertheless, the Board recognises that the system of risk management and internal control must continuously improve in line with the Group's business environment. Therefore, the Board would put in place adequate plans, where necessary, to continuously improve the Group's system of risk management and internal control.

This Statement is issued in accordance with a resolution of the Board dated 15 October 2020.

DIRECTORS' RESPONSIBILITY STATEMENT ON FINANCIAL STATEMENTS

The Board of Directors ("Board" or "Directors") of Malaysia Pacific Corporation Berhad ("Company") are required by the Companies Act 2016 ("the Act") to prepare the financial statements for each financial year which have been made out in accordance with applicable Malaysian Financial Reporting Standards (MFRSs), International Financial Reporting Standards (IFRSs), and the requirements of the Act in Malaysia and the Main Market Listing Requirements.

The Directors are responsible to ensure that the annual audited financial statements of the Company and the Group are prepared with reasonable accuracy from the accounting records of the Company and the Group so as to give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year, and of the results and cash flows of the Group and of the Company for the financial year.

In preparing the annual audited financial statements, the Directors have:

- (a) applied the appropriate and relevant accounting policies on a consistent basis;
- (b) made judgments and estimates that are reasonable and prudent;
- (c) ensured that proper accounting records are kept in accordance with the requirements of the Act so as to enable the preparation of the financial statements with reasonable accuracy; and
- (d) reviewed all significant matters that may affect the Group's ability to continue as a going concern.

The Directors have also made reasonable steps to prevent and detect fraud as well as other irregularities in safeguarding the assets of the Group.

This statement was made in accordance with a Board of Directors' resolution dated 15 October 2020.

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FINANCIAL STATEMENTS

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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 30 June 2020.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of letting of investment properties and investment holding.

The principal activities of the subsidiary companies are disclosed in Note 6 to the financial statements.

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

On 1 December 2014, the Company announced that it is a Practice Note 17 ("PN17") company pursuant to Paragraph 8.04 and Paragraph 2.1(d) of PN17 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as the Company's auditors had expressed a disclaimer opinion in the Company's audited financial statements for the financial year ended 30 June 2014. The Company has submitted application for further extension of time to make requisite announcement and to submit the regularisation plan as disclosed in Note 37(b) to the financial statements.

FINANCIAL RESULTS

	Group RM'000	Company RM'000
Profit for the financial year, attributable to owners of the parent	3,608	8,976

RESERVES AND PROVISIONS

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

DIVIDENDS

There were no dividends proposed, declared or paid by the Company since the end of the previous financial year. The Directors do not recommend any dividend in respect of the current financial year.

ISSUE OF SHARES AND DEBENTURES

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

OPTIONS GRANTED OVER UNISSUED SHARES

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

DIRECTORS' REPORT

DIRECTORS

The Directors of the Company in office since the beginning of the current financial year until the date of this report are:

YBhg. Datin Kong Yuk Chu*
Ch'ng Soon Sen*
Dato' Ir Hj. Md. Nasir Bin Ibrahim
Ho Pui Hold
Lim Yit Kiong
Ch'ng Se Hua*

* *Director of the Company and its subsidiary companies*

The Directors who held office in the subsidiary companies (excluding Directors who are also Directors of the Company) since the beginning of the current financial year until the date of this report are:

Mohd Faridz Bin Mohd Noor
Dato' Sri Syed Hussien Bin Abd. Kadir

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 is deemed incorporated herein by such reference to the financial statements of the respective subsidiary companies and made a part hereof.

DIRECTORS' INTERESTS IN SHARES

The interests and deemed interests in the shares of the Company and of its related corporations (other than wholly-owned subsidiary companies) of those who were Directors at financial year end according to the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			At 30.6.2020
	At 1.7.2019	Addition	Disposal	
Interests in the Company				
Direct interests				
Ch'ng Soon Sen	469,000	-	-	469,000
Indirect interests				
YBhg. Datin Kong Yuk Chu #	147,750,572	-	-	147,750,572

Deemed interested by virtue of her substantial interest in Seacrest Land Limited, which has an indirect interest in the Company via its wholly-owned subsidiary company, Top Lander Offshore Inc. pursuant to Section 8 of the Companies Act 2016.

By virtue of her interests in the shares of the Company, YBhg. Datin Kong Yuk Chu is also deemed interested in the shares of all the subsidiary companies during the financial year to the extent that the 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 shares in the Company or its related corporations during the financial year.

DIRECTORS' REPORT

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as shown in Note 33(c) to the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than certain Directors who have significant financial interests in companies which traded with certain companies in the Group in the ordinary course of business as disclosed in Note 33(b) to the financial statements.

Neither during nor at the end of the financial year, was the Company a party to any arrangement whose object was to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INDEMNITY AND INSURANCE COSTS

There was no indemnity given to or insurance effected for any Directors, officers and auditors of the Company in accordance with Section 289 of the Companies Act 2016 in Malaysia.

Other Statutory Information

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
 - (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that adequate allowance had been made for doubtful debts and there were no bad debts to be written off; and
 - (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances:
 - (i) which would render it necessary to write off any bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
 - (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
 - (iii) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading; or
 - (iv) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (c) At the date of this report, there does not exist:
 - (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

DIRECTORS' REPORT

INDEMNITY AND INSURANCE COSTS (CONT'D)

Other Statutory Information (Cont'd)

(d) In the opinion of the Directors:

- (i) 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;
- (ii) 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
- (iii) 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.

SIGNIFICANT AND SUBSEQUENT EVENTS

The significant and subsequent events are disclosed in Note 37 to the financial statements.

SUBSIDIARY COMPANIES

The details of the subsidiary companies are disclosed in Note 6 to the financial statements.

AUDITORS

The Auditors, Messrs. UHY, have expressed their willingness to continue in office.

The details of auditors' remuneration are disclosed in Note 26 to the financial statements.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 15 October 2020.

YBHG. DATIN KONG YUK CHU

KUALA LUMPUR

CH'NG SOON SEN

STATEMENT BY DIRECTORS

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

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the financial statements set out on pages 37 to 107 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2020 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 15 October 2020.

YBHG. DATIN KONG YUK CHU

KUALA LUMPUR

CH'NG SOON SEN

STATUTORY DECLARATION

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

I, Ch'ng Soon Sen, being the Director primarily responsible for the financial management of Malaysia Pacific Corporation Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 37 to 107 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the)
abovenamed at Kuala Lumpur in the Federal)
Territory on 15 October 2020)

CH'NG SOON SEN

Before me,

NO. W710
MOHAN A.S. MANIAM
COMMISSIONER FOR OATHS

INDEPENDENT AUDITORS REPORT

To the Members of Malaysia Pacific Corporation Berhad
[Registration No.: 197201000550 (12200-M)] (Incorporated in Malaysia)

DISCLAIMER OF OPINION

We were engaged to audit the financial statements of Malaysia Pacific Corporation Berhad, which comprise the statements of financial position as at 30 June 2020 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 a summary of significant accounting policies and other explanatory information as set out on pages 37 to 107.

We do not express an opinion on the accompanying financial statements of the Group and of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

(a) Going concern assumption

- (i) As of 30 June 2020, the Group's and the Company's current liabilities exceeded its current assets by RM142,441,000 and RM9,216,000 respectively.
- (ii) On 1 December 2014, the Company announced that the Company was classified as an affected listed issuer pursuant to Paragraph 8.04 and Paragraph 2.1(d) of Practice Note 17 ("PN17") of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. As an affected listed issuer, the Company is required to submit a proposed regularisation plan to the relevant authorities for approval and to implement the regularisation plan within the stipulated time frame. On 21 July 2020, Bursa Malaysia Securities Berhad ("Bursa Securities") had granted approval to the Company for an extension of time up to 31 December 2020 to submit its proposed regularisation plan to the relevant authorities.

The management of Company is currently in the process of formulating a regularisation plan and consequently, there is insufficient information available on the eventual regularisation plan and how it would address the present financial conditions of the Group and of the Company.

As disclosed in Note 2(c) to the financial statements, the financial statements of the Group and of the Company are prepared on a going concern basis, which presumes that the realisation of assets and settlement of liabilities will occur in the ordinary course of business. The appropriateness of preparing the financial statements of the Group and of the Company on going concern basis is dependent upon:

- (i) Formulation of a viable plan to regularise the financial conditions of the Group and of the Company ("Regularisation Plan") for submission to Bursa Securities and other relevant authorities for approval;
- (ii) Approvals obtained from all relevant parties on the Regularisation Plan;
- (iii) Timely and successful implementation of the Regularisation Plan; and
- (iv) Ability of the Group and of the Company to achieve sustainable and viable operations to generate sufficient cash flows to enable them to meet their obligations as and when they fall due.

In view of the uncertainties involving the timing and successful formulation and implementation of the Regularisation Plan, we were unable to obtain sufficient appropriate audit evidence to determine whether the management's use of the going concern basis in the preparation of the financial statements of the Group and of the Company was appropriate.

- (b) As at 30 June 2020, a trade receivable of the Group amounting to RM14.81 million has been overdue. The Group has made allowance for impairment losses in respect of this trade receivable amounting to RM1.86 million during the financial year ended 30 June 2020. In view of the proposed settlement plan is still under negotiation and are uncertain as at the date of this report, we were unable to obtain sufficient appropriate audit evidence on the full recovery of this trade receivable as well as whether the allowance for impairment losses recognised during the financial year ended 30 June 2020 is adequate.

INDEPENDENT AUDITORS REPORT

To the Members of Malaysia Pacific Corporation Berhad
[Registration No.: 197201000550 (12200-M)] (Incorporated in Malaysia)

RESPONSIBILITIES OF THE DIRECTORS FOR THE FINANCIAL STATEMENTS

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

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

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's and the Company's financial statements in accordance with approved standards on auditing in Malaysia and International Standards on Auditing and to issue an auditors' report. However, because of the matters described in the *Basis of Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiary company of which we have not acted as auditors, is disclosed in Note 6 to the financial statements.

OTHER MATTERS

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

UHY

Firm Number: AF 1411
Chartered Accountants

KUALA LUMPUR
15 October 2020

DATUK TEE GUAN PIAN

Approved Number: 01886/05/2022 J
Chartered Accountant

STATEMENTS OF FINANCIAL POSITION

As at 30 June 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
ASSETS					
Non-Current Assets					
Property, plant and equipment	4	91	887	101	491
Right-of-use assets	5	930	-	682	-
Investment in subsidiary companies	6	-	-	8,000	8,000
Investment in an associate	7	4	50	-	-
Inventories	8	217,719	217,761	-	-
		218,744	218,698	8,783	8,491
Current Assets					
Inventories	8	6,806	8,935	-	-
Trade receivables	9	12,917	8,075	-	37
Other receivables	10	1,234	10,062	1,089	9,838
Amount due from subsidiary companies	11	-	-	45,570	57,138
Amount due from an associate	12	21	21	-	-
Tax recoverable		141	1,244	122	1,226
Cash and bank balances		9,110	3,752	8,615	2,032
		30,229	32,089	55,396	70,271
Asset held for sale	13	-	189,000	-	177,517
		30,229	221,089	55,396	247,788
Total Assets		248,973	439,787	64,179	256,279

STATEMENTS OF FINANCIAL POSITION

As at 30 June 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
EQUITY AND LIABILITIES					
Equity					
Share capital	14	287,660	287,660	287,660	287,660
Exchange translation reserve	15	(1,319)	(1,274)	-	-
Accumulated losses	15	(227,906)	(231,511)	(288,564)	(297,537)
Total Equity		58,435	54,875	(904)	(9,877)
Non-Current Liabilities					
Other payable	16	-	9,915	-	9,915
Bank borrowings	17	-	316	-	-
Lease liabilities	21	715	-	471	-
Deferred tax liabilities	22	17,153	33,098	-	15,419
		17,868	43,329	471	25,334
Current Liabilities					
Trade payables	23	846	727	-	-
Other payables	16	171,534	197,005	42,129	72,817
Amount due to subsidiary companies	11	-	-	22,270	24,264
Bank borrowings	17	-	143,809	-	143,741
Lease liabilities	21	286	-	213	-
Tax payable		4	42	-	-
		172,670	341,583	64,612	240,822
Total Liabilities		190,538	384,912	65,083	266,156
Total Equity and Liabilities		248,973	439,787	64,179	256,279

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 30 June 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Revenue	24	6,667	14,631	1,760	5,148
Cost of sales		(4,462)	(9,684)	(1,949)	(4,600)
Gross profit/(loss)		2,205	4,947	(189)	548
Other income		14,189	4,096	14,474	1,034
Administrative expenses		(14,417)	(9,635)	(10,841)	(5,283)
Other expenses		(7,141)	(63,814)	(3,952)	(60,033)
Net loss on impairment of financial instruments		(1,716)	(63)	(1,281)	(1,507)
Loss from operations		(6,880)	(64,469)	(1,789)	(65,241)
Finance costs	25	(21)	(13,040)	(3)	(13,020)
Share of result of associate, net of tax		(46)	(37)	-	-
Loss before tax	26	(6,947)	(77,546)	(1,792)	(78,261)
Taxation	27	10,555	(3,528)	10,768	(4,011)
Profit/(Loss) for the financial year		3,608	(81,074)	8,976	(82,272)
Other comprehensive income					
<i>Items that are or may be reclassified subsequently to profit or loss</i>					
Exchange translation difference for foreign operation		(45)	(580)	-	-
Total comprehensive income/(loss) for the financial year		3,563	(81,654)	8,976	(82,272)
Profit/(Loss) for the financial year attributable to:					
Owners of the parent		3,608	(81,074)	8,976	(82,272)
Total comprehensive income/(loss) for the financial year attributable to:					
Owners of the parent		3,563	(81,654)	8,976	(82,272)
Earnings/(Loss) per share attributable to equity holders of the Company (sen):					
- Basic and diluted	28	1.25	(28.18)		

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 30 June 2020

	← Attributable to Owners of the Parent →			
	← Non-distributable →			
Group	Share Capital RM'000	Exchange Translation Reserve RM'000	Accumulated Losses RM'000	Total Equity RM'000
At 1 July 2018, as previously reported	287,660	(694)	(150,428)	136,538
Effect of adopting MFRS 9	-	-	(9)	(9)
At 1 July 2018, as restated	287,660	(694)	(150,437)	136,529
Loss for the financial year	-	-	(81,074)	(81,074)
Other comprehensive loss for the financial year	-	(580)	-	(580)
Total comprehensive loss for the financial year	-	(580)	(81,074)	(81,654)
At 30 June 2019	287,660	(1,274)	(231,511)	54,875
At 1 July 2019, as previously reported	287,660	(1,274)	(231,511)	54,875
Effect of adopting MFRS 16	-	-	(3)	(3)
At 1 July 2019, as restated	287,660	(1,274)	(231,514)	54,872
Profit for the financial year	-	-	3,608	3,608
Other comprehensive loss for the financial year	-	(45)	-	(45)
Total comprehensive (loss)/income for the financial year	-	(45)	3,608	3,563
At 30 June 2020	287,660	(1,319)	(227,906)	58,435

	← Attributable to Owners of the Parent →		
	Non-distributable		
	Share Capital RM'000	Accumulated Losses RM'000	Total RM'000
Company			
At 1 July 2018	287,660	(215,265)	72,395
Loss for the financial year, representing total comprehensive loss for the financial year	-	(82,272)	(82,272)
At 30 June 2019	287,660	(297,537)	(9,877)
At 1 July 2019, as previously reported	287,660	(297,537)	(9,877)
Effect of adopting MFRS 16	-	(3)	(3)
At 1 July 2019, as restated	287,660	(297,540)	(9,880)
Profit for the financial year, representing total comprehensive income for the financial year	-	8,976	8,976
At 30 June 2020	287,660	(288,564)	(904)

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

STATEMENTS OF CASH FLOWS

For the financial year ended 30 June 2020

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cash Flows From Operating Activities				
Loss before tax	(6,947)	(77,546)	(1,792)	(78,261)
Adjustments for:				
Bad debts written off:				
- amount due from subsidiary companies	-	38	-	31
Depreciation of:				
- property, plant and equipment	116	241	82	72
- right-of-use assets	154	-	30	-
Deposits written off	93	-	-	-
Property, plant and equipment written off	284	-	284	-
Fair value adjustment on other payables	1,670	729	1,670	729
Impairment losses on:				
- amount due from subsidiary companies	-	-	1,436	1,367
- asset held for sale	-	63,000	-	59,172
- trade receivables	1,880	198	12	163
- investment in subsidiary companies	-	-	-	100
Reversal of impairment losses on:				
- amount due from subsidiary companies	-	-	(23)	-
- trade receivables	(164)	(135)	(144)	(23)
Reversal of payables arising from proof of debts	-	(1,983)	-	(467)
Reversal of accruals no longer required	-	(13)	-	-
Reversal of provision of liquidated and ascertained damages	-	(257)	-	-
Gain on winding up of subsidiary companies	-	(91)	-	-
Share of result of associate, net of tax	46	37	-	-
Unrealised gain on foreign exchange	(1)	(1)	(409)	(248)
Waiver of debts income	-	(9)	-	-
Waiver of interest expenses	(13,639)	-	(13,639)	-
Finance costs	21	13,040	3	13,020
Interest income	(168)	(176)	(148)	(1)
Operating loss before working capital changes carried down	(16,655)	(2,928)	(12,638)	(4,346)

STATEMENTS OF CASH FLOWS

For the financial year ended 30 June 2020

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cash Flows From Operating Activities (Cont'd)				
Operating loss before working capital changes brought down	(16,655)	(2,928)	(12,638)	(4,346)
<i>Changes in working capital:</i>				
Inventories	2,171	4,947	-	-
Trade receivables	(6,558)	(5,911)	169	(77)
Other receivables	3,347	(1,589)	4,098	(1,592)
Amount due from/(to) subsidiary companies	-	-	8,570	(3,578)
Amount due from an associate	-	(21)	-	-
Trade payables	119	(1,729)	-	-
Other payables	(37,032)	28,754	(42,249)	29,479
Foreign exchange reserve	(45)	(580)	-	-
	(37,998)	23,871	(29,412)	24,232
Cash (used in)/generated from operations	(54,653)	20,943	(42,050)	19,886
Interest received	168	176	148	1
Interest paid	(21)	(21)	(3)	(1)
Tax refund	1,108	(21)	1,109	-
Tax paid	(45)	2	(5)	(14)
	1,210	136	1,249	(14)
Net cash (used in)/from operating activities	(53,443)	21,079	(40,801)	19,872
Cash Flows From Investing Activities				
Acquisition of investment in an associate	-	(87)	-	-
Proceeds from disposal of asset held for sale	189,000	-	177,517	-
Purchase of property, plant and equipment	-	(91)	-	(91)
Net cash from/(used in) investing activities	189,000	(178)	177,517	(91)

STATEMENTS OF CASH FLOWS

For the financial year ended 30 June 2020

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cash Flows From Financing Activities				
Repayment of finance lease liabilities	-	(105)	-	(38)
Repayment of term loan	(37,056)	(10,692)	(37,056)	(10,692)
Payment of lease liabilities	(98)	-	(31)	-
Net cash used in financing activities	(37,154)	(10,797)	(37,087)	(10,730)
Net increase in cash and cash equivalents	98,403	10,104	99,629	9,051
Cash and cash equivalents at the beginning of the financial year	(89,294)	(99,399)	(91,014)	(100,065)
Effect of exchange translation differences on cash and cash equivalents	1	1	-	-
Cash and cash equivalents at the end of the financial year	9,110	(89,294)	8,615	(91,014)
Cash and cash equivalents at the end of the financial year comprises:				
Cash and bank balances	9,110	3,752	8,615	2,032
Bank overdrafts	-	(93,046)	-	(93,046)
	9,110	(89,294)	8,615	(91,014)

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

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

1. CORPORATE 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 Company is a Practice Note 17 ("PN17") company which has triggered the prescribed criteria under PN17 pursuant to Paragraph 8.04 and Paragraph 2.1(d) of PN17 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company is principally engaged in the business of letting of investment properties and investment holding. The principal activities of the subsidiary companies are disclosed in Note 6. There have been no significant changes in the nature of these activities of the Company and its subsidiary companies during the financial year.

The registered office of the Company was located at 37-2, 2nd Floor, Jalan Radin Bagus, Bandar Baru Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan. With effect from 1 June 2020, the registered office has been relocated to Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur.

The principal place of business of the Company was located at 14th Floor, Wisma MPL, Jalan Raja Chulan, 50200 Kuala Lumpur. With effect from 28 July 2020, the principal place of business has been relocated to B03-A-09-01, Level 9, Menara Pacific, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur.

2. BASIS OF PREPARATION

(a) Statement of compliance

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

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

Adoption of new and amended standards

During the financial year, the Group and the Company have adopted the following new standards and amendments to standards issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for current financial year:

MFRS 16	Leases
IC Interpretation 23	Uncertainty over Income Tax Treatments
Amendments to MFRS 9	Prepayment Features with Negative Compensation
Amendments to MFRS 119	Plan Amendment, Curtailment or Settlement
Amendments to MFRS 128	Long-term Interests in Associates and Joint Ventures
Annual Improvements to MFRSs 2015 - 2017 Cycle:	
<ul style="list-style-type: none"> • Amendments to MFRS 3 • Amendments to MFRS 11 • Amendments to MFRS 112 • Amendments to MFRS 123 	

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

2. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (Cont'd)

Adoption of new and amended standards (Cont'd)

The adoption of the new standards and amendments to standards did not have any significant impact on the financial statements of the Group and of the Company, except for:

MFRS 16 Leases

MFRS 16, which upon the effective date will supersede MFRS 117 *Leases*, IC Interpretation 4 *Determining whether an Arrangement contains a Lease*, IC Interpretation 115 *Operating Leases - Incentives* and IC Interpretation 127 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

As a result of the adoption of MFRS 16, the existing requirements for a lessee to distinguish between finance leases and operating leases under the MFRS 117 *Leases* are no longer required. MFRS 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under MFRS 16, a lessee is required to recognise a right-of-use ("ROU") asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the ROU asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statements of cash flows.

The ROU asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, MFRS 117.

In respect of the lessor accounting, MFRS 16 substantially carries forward the lessor accounting requirements in MFRS 117. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As permitted by the transitional provision of MFRS 16, the Group has elected to adopt a simplified transition approach where cumulative effects of initial application are recognised on 1 July 2019 as an adjustment to the opening balance of retained earnings.

For leases that were classified as finance lease under MFRS 117, the carrying amounts of the ROU asset and the lease liability at 1 July 2019 are determined to be the same as the carrying amount of the lease asset and lease liability under MFRS 117 immediately before that date.

The Group has also applied the following practical expedients when applying MFRS 16 to lease previously classified as operating lease under MFRS 117:

- Applied a single discount rate to portfolio of leases with reasonably similar characteristics.
- The Group does not apply the standard to leases which lease terms end within 12 months from 1 July 2019.
- No adjustments are made on transition for leases for which the underlying assets are of low value.
- Excluded initial direct costs from measuring the ROU assets at the date of initial application.
- The Group uses hindsight in determining lease terms for contracts that contain options for extension or termination.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

2. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (Cont'd)

Adoption of new and amended standards (Cont'd)

The adoption of the new standards and amendments to standards did not have any significant impact on the financial statements of the Group and of the Company, except for: (Cont'd)

MFRS 16 Leases (Cont'd)

As a result, the motor vehicles under property, plant and equipment classification have been reclassified to ROU assets on 1 July 2019 for the Group.

Impact arising from the adoption of MFRS 16 on the financial statements of the Group and of the Company are as follows:

	As at 30.6.2019 RM'000	MFRS 16 adjustments RM'000	As at 1.7.2019 RM'000
Group			
Statements of Financial Position			
Non-current assets			
Property, plant and equipment	887	(372)	515
Right-of-use assets	-	404	404
Equity			
Accumulated losses	(231,511)	(3)	(231,514)
Non-current liabilities			
Bank borrowings	316	(316)	-
Lease liabilities	-	316	316
Current liabilities			
Bank borrowings	143,809	(68)	143,741
Lease liabilities	-	103	103
Company			
Statements of Financial Position			
Non-current assets			
Right-of-use asset	-	32	32
Equity			
Accumulated losses	(297,537)	(3)	(297,540)
Current liability			
Lease liabilities	-	35	35

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

2. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective

The Group and the Company have not applied the following new standards and amendments to standards that have been issued by the MASB but are not yet effective for the Group and for the Company:

		Effective dates for financial periods beginning on or after
Amendments to References to the Conceptual Framework in MFRS Standards		1 January 2020
Amendments to MFRS 3	Definition of a Business	1 January 2020
Amendments to MFRS 7, MFRS 9 and MFRS 139	Interest Rate Benchmark Reform	1 January 2020
Amendments to MFRS 101 and MFRS 108	Definition of Material	1 January 2020
Amendments to MFRS 16	Covid-19 - Related Rent Concessions	1 June 2020
Amendments to MFRS 4	Extension of the Temporary Exemption from Applying MFRS 9	At issue date of 17 August 2020
Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4 and MFRS 16	Interest Rate Benchmark Reform - Phase 2	1 January 2021
Amendments to MFRS 3	Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 116	Property, Plant and Equipment - Proceeds before Intended Use	1 January 2022
Amendments to MFRS 137	Onerous Contracts - Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to MFRSs Standards 2018 - 2020:		1 January 2022
• Amendments to MFRS 1		
• Amendments to MFRS 9		
• Amendments to MFRS 16		
• Amendments to MFRS 141		
MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 101	Classification of Liabilities as Current or Non- current	1 January 2023
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The Group and the Company intend to adopt the above new standards and amendments to standards, if applicable, when they become effective.

The initial application of the above-mentioned new standards and amendments to standards are not expected to have any significant impacts on the financial statements of the Group and of the Company.

(b) Functional and presentation currency

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

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

2. BASIS OF PREPARATION (CONT'D)

(c) Going concern assumption

The financial statements of the Group and of the Company have been prepared on the assumption that the Group and the Company will continue as going concern. The application of the going concern basis is on the assumption that the Group and the Company will be able to realise their assets and settle their liabilities in the normal course of business.

- (i) As of 30 June 2020, the Group's and the Company's current liabilities exceeded its current assets by RM142,441,000 and RM9,216,000 respectively.
- (ii) On 1 December 2014, the Company announced that the Company was classified as an affected listed issuer pursuant to Paragraph 8.04 and Paragraph 2.1(d) of Practice Note 17 ("PN17") of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The PN17 criteria was triggered as the Company's auditors have expressed a disclaimer opinion in the Company's audited financial statements for the financial year ended 30 June 2014. As an affected listed issuer, the Company is required to submit a regularisation plan to the relevant authorities for approval and to implement the regularisation plan within the stipulated time frame. On 21 July 2020, Bursa Malaysia Securities Berhad ("Bursa Securities") had granted approval to the Company for an extension of time up to 31 December 2020 to submit its proposed regularisation plan to the relevant authorities.

The Company is in the process of formulating a Proposed Regularisation Plan to address the financial conditions of the Group and of the Company. The Directors are of the opinion that the Proposed Regularisation Plan once formulated and implemented, will enable the Group and the Company to operate profitably in the foreseeable future, and therefore continue as a going concern and to realise their assets and discharge their liabilities in the normal course of business.

The appropriateness of preparing the financial statements of the Group and of the Company on going concern basis is dependent upon:

- (i) Formulation of a viable plan to regularise the financial conditions of the Group and of the Company ("Regularisation Plan") for submission to Bursa Securities and other relevant authorities for approval;
- (ii) Approvals obtained from all relevant parties on the Regularisation Plan;
- (iii) Timely and successful implementation of the Regularisation Plan; and
- (iv) Ability of the Group and of the Company to achieve sustainable and viable operations to generate sufficient cash flows to enable them to meet their obligations as and when they fall due.

Should the going concern basis of preparing the financial statements be no longer appropriate, adjustments would have to be made to reduce the value of all assets to their estimated realisable values, and to provide further estimated liabilities that may arise, and to reclassify property, plant and equipment and other non-current assets and non-current liabilities as current assets and current liabilities respectively.

The financial statements of the Group and of the Company do not include any adjustment and classification relating to the recorded assets and liabilities that may be necessary should the Group and the Company be unable to continue as going concern.

(d) Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

2. BASIS OF PREPARATION (CONT'D)

- (d) Significant accounting judgements, estimates and assumptions (Cont'd)

Judgements

The following are the judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements:

Satisfaction of performance obligations in relation to contracts with customers

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at the point of time in order to determine the appropriate method for recognising revenue. This assessment was made based on the terms and conditions of the contracts, and the provisions of relevant laws and regulations:

The Group recognises revenue over time in the following circumstances:

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

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point of time, the Group assesses each contract with customers to determine when the performance obligation of the Group under the contract is satisfied.

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

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised.

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

The Group includes the renewal period as part of the lease term for such leases. The Group typically exercises its option to renew for those leases with renewal option.

Key sources of estimation uncertainty

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

Useful lives of property, plant and equipment and right-of-use ("ROU") assets

The Group regularly reviews the estimated useful lives of property, plant and equipment and ROU assets based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment and ROU assets would increase the recorded depreciation and decrease the value of property, plant and equipment and ROU assets. The carrying amount at the reporting date for property, plant and equipment and ROU assets are disclosed in Notes 4 and 5 respectively.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

2. BASIS OF PREPARATION (CONT'D)

- (d) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Impairment of investment in subsidiary companies

The Company reviews its investment in subsidiary companies when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount at the reporting date for investment in subsidiary companies are disclosed in Note 6.

Impairment of investment in associates

The Group reviews its investment in associates when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. The Group evaluates the recoverable amount based on market performance, economic and political situation of the country in which the associates operate.

The carrying amount at the reporting date for investment in an associate are disclosed in Note 7.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses, unabsorbed capital allowances and other 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. Details of deferred tax assets are disclosed in Note 22.

Revenue from property development contracts

Revenue is recognised when the control of the asset is transferred to the customers and, depending on the terms of the contract and the applicable laws governing the contract, control of the asset may transfer over time or at a point in time.

If control of the asset transfers over time, the Group recognises property development revenue and costs over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation at the reporting date. This is measure based on the proportion of property development costs incurred for work performed up to the end of the reporting period as a percentage of the estimated total property development costs of the contract.

Significant judgements are used to estimate these total property development costs to complete the contracts. In making these estimates, management relies on past experience, the work of specialists and a continuous monitoring mechanism.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

2. BASIS OF PREPARATION (CONT'D)

- (d) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Provision for expected credit loss of financial assets at amortised cost

The Group uses a provision matrix to calculate expected credit loss for trade receivables. The provision rates are based on number of days past due.

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. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate. The Group's historical credit loss experience and forecast of economic conditions may not be representative of customer's actual default in the future. Information about the expected credit loss on the Group's trade receivables is disclosed in Note 9.

Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Groups estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

Income taxes

Judgement is involved in determining the 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 recognises liabilities for tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these tax matters is different from the amounts that were initially recognised, such differences will impact the income tax and/or deferred tax provisions in the period in which such determination is made. As at 30 June 2020, the Group and the Company have tax recoverable of RM141,000 and RM122,000 (2019: RM1,244,000 and RM1,226,000) respectively. As at 30 June 2020, the Group has tax payable of RM4,000 (2019: RM42,000).

Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the Note 35(c). In applying the valuation techniques management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES

The Group and the Company apply the significant accounting policies set out below, consistently throughout all periods presented in the financial statements unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiary companies

Subsidiary companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combination. The consideration transferred for the acquisition of a subsidiary company is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interests in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed in profit or loss as incurred.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured at its acquisition date fair value and the resulting gain or loss is recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date, if known, would have affected the amounts recognised at that date.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with MFRS 9 Financial Instruments either in profit or loss or other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated, unless the transaction provides evidence of an impairment of the asset transferred. Where necessary, the accounting policies of subsidiary companies have been changed to ensure consistency with the policies adopted by the Group.

In the Company's separate financial statements, investment in subsidiary companies are stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. Refer accounting policy Note 3(j)(i) on impairment of non-financial assets.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Basis of consolidation (Cont'd)

(ii) Changes in ownership interests in subsidiary companies without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary company is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iii) Disposal of subsidiary companies

If the Group loses control of a subsidiary company, the assets and liabilities of the subsidiary company, including any goodwill, and non-controlling interests are derecognised at their carrying value on the date that control is lost. Any remaining investment in the entity is recognised at fair value. The difference between the fair value of consideration received and the amounts derecognised and the remaining fair value of the investment is recognised as a gain or loss on disposal in profit or loss. Any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

(iv) Goodwill on consolidation

The excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary company acquired (ie. a bargain purchase), the gain is recognised in profit or loss.

Following the initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired. Refer accounting policy Note 3(j)(i) on impairment of non-financial assets.

(b) Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

On acquisition of an investment in an associate, any excess of the cost of investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill and included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities of the investee over the cost of investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of associate's profit or loss for the period in which the investment is acquired.

An associate is accounted for either at cost or equity method as described in MFRS 128 from the date on which the investee becomes an associate. Under the equity method, on initial recognition the investment in an associate is recognised at cost, and the carrying amount is increased or decreased to recognise the Group's share of profit or loss and other comprehensive income of the associate after the date of acquisition. When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Investment in associates (Cont'd)

Profits or losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's consolidated financial statements only to the extent of unrelated investors' interests in the associate. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the assets transferred.

The financial statements of the associates are prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The requirements of MFRS 136 *Impairment of Assets* are applied to determine whether it is necessary to recognise any additional impairment loss with respect to its net investment in the associate. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with MFRS 136 as a single asset, by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss is recognised in profit or loss. Reversal of an impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

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

In the Company's separate financial statements, investment in associates are either stated at cost less accumulated impairment losses or equity method. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. Refer accounting policy Note 3(j)(i) on impairment of non-financial assets.

(c) Foreign currency translation

(i) Foreign currency transactions and balances

Transactions in foreign currency are recorded in the functional currency of the respective Group entities using the exchange rates prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are included in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation. These are initially taken directly to the foreign currency translation reserve within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss. Exchange differences arising on monetary items that form part of the Company's net investment in foreign operation are recognised in profit or loss in the Company's financial statements or the individual financial statements of the foreign operation, as appropriate.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the reporting period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. Exchange differences arising from such non-monetary items are also recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Foreign currency translation (Cont'd)

(ii) Foreign operations

The assets and liabilities of foreign operations denominated in functional currencies other than RM, including goodwill and fair value adjustments arising on acquisition, are translated to RM at the rate of exchange prevailing at the reporting date. The income and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to RM at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve ("FCTR") in equity. However, if the operation is a non-wholly owned subsidiary company, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the FCTR related that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary company that includes a foreign operation, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The policy of recognition and measurement of impairment losses is in accordance with Note 3(j)(i) on impairment of non-financial assets.

(i) Recognition and measurement

Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bringing the asset to working condition for its intended use, cost of replacing component parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use. The cost of self-constructed assets also includes the cost of materials and direct labour. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs. All other repair and maintenance costs are recognised in profit or loss as incurred.

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items.

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

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Property, plant and equipment (Cont'd)

(ii) Subsequent costs

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

(iii) Depreciation

Depreciation is recognised in the profit or loss on straight-line basis to write off the cost of each asset to its residual value over its estimated useful life.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Plant and machinery	5% - 10%
Furniture, fittings and equipment	10% - 20%
Motor vehicles	20%
Renovation	10% - 20%

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the property, plant and equipment.

Motor vehicles

The above accounting policies for property, plant and equipment applies to motor vehicles until 30 June 2019. The motor vehicle was depreciated over 5 years.

Following the adoption of MFRS 16 Leases on 1 July 2019, the Group has reclassified the carrying amount of the motor vehicles to ROU assets. The policy of recognition and measurement of the ROU assets is in accordance with Note 3(e) on Leases.

(e) Leases

Policy applicable from 1 July 2019

As lessee

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

The ROU asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment loss and, if applicable, adjusted for any remeasurement of lease liabilities. The policy of recognition and measurement of impairment losses is in accordance with Note 3(j)(i) on impairment of non-financial assets.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Leases (Cont'd)

Policy applicable from 1 July 2019 (Cont'd)

As lessee (Cont'd)

The ROU asset under cost model is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated useful lives of the ROU assets are determined on the same basis as those of property, plant and equipment as follows:

Building	Over the lease term
Motor vehicles	5 years or over the lease term, if shorter

The ROU assets are subject to impairment.

The lease liability is initially measured at the present value of future lease payments at the commencement date, discounted using the respective Group entities' incremental borrowing rates. Lease payments included in the measurement of the lease liability include fixed payments, any variable lease payments, amount expected to be payable under a residual value guarantee, and exercise price under an extension option that the Group is reasonably certain to exercise.

Variable lease payments that do not depend on an index or a rate and are dependent on a future activity are recognised as expenses in profit or loss in the period in which the event or condition that triggers the payment occurs.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in rate, or if the Group changes its assessment of whether it will exercise an extension or termination option.

Lease payments associated with short-term leases and leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less and do not contain a purchase option. Low value assets are those assets valued at less than RM20,000 each when purchased new.

As lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

If the lease arrangement contains lease and non-lease components, the Group applies MFRS 15 *Revenue from Contracts with Customers* to allocate the consideration in the contract based on the stand-alone selling price.

The Group recognises assets held under a finance lease in its statements of financial position and presents them as a receivable at an amount equal to the net investment in the lease. The Group uses the interest rate implicit in the lease to measure the net investment in the lease.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The lease payment recognised is included as part of "Other income". Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Leases (Cont'd)

Policy applicable before 1 July 2019

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date of the lease. The arrangement is, or contains a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As lessee

(i) Finance lease

Leases in terms of which the Group or the Company assumes substantially all the risks and rewards of ownership are classified as finance lease. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Minimum lease payments made under finance leases are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the profit or loss. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

(ii) Operating lease

Leases, where the Group or the Company does not assume substantially all the risks and rewards of ownership are classified as operating leases and the leased assets are not recognised on the statements of financial position.

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, over the term of the lease. Contingent rentals are charged to profit or loss in the reporting period in which they are incurred.

As lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(f) Financial assets

Recognition and initial measurement

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

At initial recognition, the Group and the Company measure a financial asset at its fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance of the financial instruments. Transaction costs of financial assets carried at fair value through profit or loss ("FVTPL") are expensed in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Financial assets (Cont'd)

Financial asset categories and subsequent measurement

The Group and the Company determine the classification of financial assets at initial recognition and are not reclassified subsequent to their initial recognition unless the Group and the Company change its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Group and the Company classify their financial assets as follows:

(i) Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Any gain and loss on derecognition is recognised in profit or loss.

The Group's and the Company's financial assets at amortised cost include trade and other receivables, amount due from subsidiary companies, amount due from an associate and cash and bank balances.

(ii) Financial assets at fair value through other comprehensive income ("FVTOCI")

The Group and the Company have not designated any financial assets at FVTOCI.

(iii) Financial assets at fair value through profit or loss

The Group and the Company have not designated any financial assets at FVTPL.

All financial assets, except for those measured at FVTPL and equity investments measured at FVTOCI, are subject to impairment assessment as disclosed in Note 3(j)(ii) on impairment of financial assets.

Regular way purchase or sale of financial assets

Regular way purchase or sale are purchase or sale of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchase and sale of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Financial assets (Cont'd)

Derecognition

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

(g) Financial liabilities

Recognition and initial measurement

Financial liabilities are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments.

At initial recognition, the Group and the Company measure a financial liability at its fair value less, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance of the financial instruments.

Financial liability categories and subsequent measurement

The Group and the Company classify their financial liabilities as follows:

(i) Financial liabilities at fair value through profit or loss

The Group and the Company have not designated any financial liabilities as FVTPL.

(ii) Financial liabilities at amortised cost

Financial liabilities not categorised as fair value through profit or loss are subsequently measured at amortised cost using the effective interest method.

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

The Group and the Company's financial liabilities designated at amortised cost comprises trade and other payables, amount due to subsidiary companies, lease liabilities and bank borrowings.

Derecognition

A financial liability or part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expired. On the derecognition of a financial liability, the difference between carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Inventories

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

(i) Land held for property development

Land held for property development consists of purchase price of land, professional fees, stamp duties, commissions, conversion fees, other relevant levies and direct development cost incurred in preparing the land for development.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale. If net realisable value cannot be determined reliably, these inventories will be stated at the lower of cost or fair value less costs to sell. Fair value is the amount the inventory can be sold in an arm's length transaction.

Land held for property development for which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle, is classified as non-current asset.

Land held for property development is transferred to property development costs under current assets when development activities have commenced and are expected to be completed within the normal operating cycle.

(ii) Property development costs

Property under development consists of the cost of land and all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities, including common costs such as the cost of constructing mandatory infrastructure, amenities and affordable houses (net of estimated approved selling prices) and other related costs. The asset is subsequently recognised as an expense in profit or loss when and as the control of the asset is transferred to the customer.

Property development costs attributable to unsold properties, upon completion, are transferred to completed properties held for sale.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable selling expenses.

(i) Offsetting of financial instruments

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

(j) Impairment of assets

(i) Non-financial assets

The carrying amounts of non-financial assets (except for inventories, deferred tax assets and non-current assets (or disposal group) classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill that had indefinite useful lives, or that are not yet available for use, the recoverable amount is estimated each period at the same time.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(j) Impairment of assets (Cont'd)

(i) Non-financial assets (Cont'd)

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

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

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount. Impairment loss is recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (group of cash-generating units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised for asset in prior years. Such reversal is recognised in the profit or loss.

(ii) Financial assets

The Group and the Company recognise an allowance for expected credit loss ("ECL") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses the result from default events that are possible within the next 12 months ("a 12 months ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default ("a lifetime ECL").

For trade and other receivables and inter-company balances, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits, bank overdrafts and short-term highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of statements of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

(l) Share capital

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments. Ordinary shares are recorded at proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity.

Dividend distribution to the Company's shareholders is recognised as a liability in the period they are approved by the Board of Directors except for the final dividend which is subject to approval by the Company's shareholders.

(m) Employee benefits

(i) Short-term employee benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the reporting period in which the associated services are rendered by employees of the Group. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short-term non-accumulating compensated absences such as sick and medical leave are recognised when the absences occur.

The expected cost of accumulating compensated absences is measured as additional amount expected to be paid as a result of the unused entitlement that has accumulated at the end of the reporting period.

(ii) Defined contribution plans

As required by law, companies in Malaysia contribute to the state pension scheme, the Employee Provident Fund ("EPF"). Some of the Group's foreign subsidiary companies also make contributions to their respective countries' statutory pension schemes. Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group and the Company have no further payment obligations.

(n) Revenue recognition

(i) Revenue from contracts with customers

Revenue is recognised when the Group satisfied a performance obligation ("PO") by transferring a promised good or services to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

Revenue from property development

The Group recognises revenue from property development over time when control over the property has been transferred to the customers. The properties have no alternative use to the Group due to contractual restriction and the Group has an enforceable right to payment for performance completed to date. Revenue from property development is measured at the fixed transaction price agreed under the sale and purchase agreement.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Revenue recognition

(i) Revenue from contracts with customers

Revenue from property development (Cont'd)

Revenue is recognised over the period of the contract using input method to measure the progress towards complete satisfaction of the performance obligations under the sale and purchase agreement, i.e. based on the proportion of property development costs incurred for work performed up to the end of the reporting period as a percentage of the estimated total costs of development of the contract.

(ii) Rental income

Rental income is accounted for on a straight-line basis over the lease terms on ongoing leases.

(iii) Interest income

Interest income is recognised on accruals basis using the effective interest method.

(o) Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. The relating expense relating to any provision is presented in the statements of profit or loss and other comprehensive income net of any reimbursement.

(p) Income taxes

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

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

Deferred tax is recognised using the liability method for all temporary differences between the carrying amounts of assets and liabilities in the statements of financial position and their tax bases. Deferred tax is not recognised for the temporary differences arising from the initial recognition of goodwill, the initial recognition of assets and liabilities in a transaction which is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Income taxes (Cont'd)

The measurement of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

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

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

(q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group incurred in connection with the borrowing of funds.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(r) Segments reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-makers are responsible for allocating resources and assessing performance of the operating segments and make overall strategic decisions. The Group's operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

(s) Contingencies

Where it is not probable that an inflow or outflow of economic benefits will be required, or the amount cannot be estimated reliably, the asset or the obligation is disclosed as a contingent asset or contingent liability, unless the probability of inflow or outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent assets or contingent liabilities unless the probability of inflow or outflow of economic benefits is remote.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(t) Non-current assets held for sale

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Such non-current assets (or disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group). Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

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

4. PROPERTY, PLANT AND EQUIPMENT

	Plant and machinery RM'000	Furniture, fittings and equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Total RM'000
Group					
2020					
Cost					
At 1 July 2019, as previously reported	9,445	5,190	1,601	4,881	21,117
Effect of adopting MFRS 16	-	-	(619)	-	(619)
At 1 July 2019, as restated	9,445	5,190	982	4,881	20,498
Reversal	-	(24)	-	-	(24)
Written off	(9,032)	(4,683)	-	(4,147)	(17,862)
At 30 June 2020	413	483	982	734	2,612
Accumulated depreciation					
At 1 July 2019, as previously reported	9,440	5,065	1,167	4,558	20,230
Effect of adopting MFRS 16	-	-	(247)	-	(247)
At 1 July 2019, as restated	9,440	5,065	920	4,558	19,983
Charge for the financial year	3	38	30	45	116
Written off	(9,030)	(4,679)	-	(3,869)	(17,578)
At 30 June 2020	413	424	950	734	2,521
Carrying amount					
At 30 June 2020	-	59	32	-	91

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

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

	Plant and machinery RM'000	Furniture, fittings and equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Total RM'000
Group					
2019					
Cost					
At 1 July 2018	9,445	5,099	1,601	4,881	21,026
Additions	-	91	-	-	91
At 30 June 2019	9,445	5,190	1,601	4,881	21,117
Accumulated depreciation					
At 1 July 2018	9,437	5,028	1,013	4,511	19,989
Charge for the financial year	3	37	154	47	241
	9,440	5,065	1,167	4,558	20,230
Carrying amount					
At 30 June 2019	5	125	434	323	887
Company					
2020					
Cost					
At 1 July 2019	8,982	4,698	834	4,058	18,572
Reversal	-	(24)	-	-	(24)
Written off	(8,982)	(4,387)	-	(4,058)	(17,427)
At 30 June 2020	-	287	834	-	1,121
Accumulated depreciation					
At 1 July 2019	8,978	4,535	834	3,734	18,081
Charge for the financial year	4	33	-	45	82
Written off	(8,982)	(4,382)	-	(3,779)	(17,143)
	-	186	834	-	1,020
Carrying amount					
At 30 June 2020	-	101	-	-	101

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

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

	Plant and machinery RM'000	Furniture, fittings and equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Total RM'000
Company					
2019					
Cost					
At 1 July 2018	8,982	4,607	834	4,058	18,481
Additions	-	91	-	-	91
At 30 June 2019	8,982	4,698	834	4,058	18,572
Accumulated depreciation					
At 1 July 2018	8,975	4,513	834	3,687	18,009
Charge for the financial year	3	22	-	47	72
At 30 June 2019	8,978	4,535	834	3,734	18,081
Carrying amount					
At 30 June 2019	4	163	-	324	491

Assets held under finance leases

As at 30 June 2019, the net carrying amounts of leased motor vehicles of the Group were RM372,000. Leased assets are pledged as security for the related finance lease liabilities as disclosed in Note 19.

Following the adoption of the MFRS 16 on 1 July 2019, the Group has reclassified the carrying amount of leased asset to ROU assets as disclosed in Note 5.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

5. RIGHT-OF-USE ASSETS

	Building RM'000	Furniture, fittings and equipment RM'000	Motor Vehicles RM'000	Total RM'000
Group				
2020				
Cost				
At 1 July 2019, as previously reported	-	-	-	-
Effect of adopting MFRS 16	-	102	619	721
At 1 July 2019, as restated	-	102	619	721
Addition	680	-	-	680
At 30 June 2020	680	102	619	1,401
Accumulated depreciation				
At 1 July 2019, as previously reported	-	-	-	-
Effect of adopting MFRS 16	-	70	247	317
At 1 July 2019, as restated	-	70	247	317
Charge for the financial year	9	21	124	154
	9	91	371	471
Carrying amount				
At 30 June 2020	671	11	248	930
	Building RM'000	Furniture, fittings and equipment RM'000	Total RM'000	
Company				
2020				
Cost				
At 1 July 2019, as previously reported	-	-	-	-
Effect of adopting MFRS 16	-	102	102	102
At 1 July 2019, as restated	-	102	102	102
Addition	680	-	680	680
At 30 June 2020	680	102	782	782
Accumulated depreciation				
At 1 July 2019, as previously reported	-	-	-	-
Effect of adopting MFRS 16	-	70	70	70
At 1 July 2019, as restated	-	70	70	70
Charge for the financial year	9	21	30	30
	9	91	100	100
Carrying amount				
At 30 June 2020	671	11	682	682

Included in the above, motor vehicles with a carrying amount of RM280,000 of the Group are pledged as securities for the related lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

6. INVESTMENT IN SUBSIDIARY COMPANIES

(a) Investment in subsidiary companies

	2020 RM'000	Company 2019 RM'000
In Malaysia		
Unquoted shares, at cost	8,501	8,501
Less: Accumulated impairment losses	(501)	(501)
	8,000	8,000

Movements in the allowance for impairment losses of investment in subsidiary companies are as follows:

	2020 RM'000	Company 2019 RM'000
At 1 July	501	451
Impairment loss recognised	-	100
Write off	-	(50)
At 30 June	501	501

Details of the subsidiary companies are as follows:

Name of company	Place of business/Country of incorporation	Effective equity interest		Principal activities
		2020 %	2019 %	
MPC Properties Sdn. Bhd. *	Malaysia	100	100	Letting of investment properties and property development
Bedford PJ Complex Sdn. Bhd. *	Malaysia	100	100	Dormant
Euronium Construction Sdn. Bhd. *	Malaysia	100	100	Dormant
Pacific Spa & Fitness Club Sdn. Bhd. @	Malaysia	-	100	Dormant
Premier Building Management Services Sdn. Bhd. *	Malaysia	100	100	Dormant
Prestige Trading Sdn. Bhd. *	Malaysia	100	100	Dormant
MPC Management Services Sdn. Bhd. *	Malaysia	100	100	Management services

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

6. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(a) Investment in subsidiary companies (Cont'd)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business/Country of incorporation	Effective equity interest		Principal activities
		2020 %	2019 %	
Subsidiary companies of MPC Properties Sdn. Bhd.				
ASA Enterprises Sdn. Bhd. *	Malaysia	100	100	Letting of investment properties
Oriental Pearl City Properties Sdn. Bhd. ("OPCP") *	Malaysia	100	100	Investment holding
Creative Ascent Sdn. Bhd. ("CASB") *	Malaysia	100	100	Investment holding, project management and property co-development
Subsidiary company of Oriental Pearl City Properties Sdn. Bhd.				
Lakehill Resort Development Sdn. Bhd. ("LHRD") *#	Malaysia	100	100	Property management and property development
Subsidiary company of Creative Ascent Sdn. Bhd.				
Taman Bandar Baru Masai Sdn. Bhd. ("TBBM") *	Malaysia	100	100	Property development
Subsidiary companies of Lakehill Resort Development Sdn. Bhd.				
Asia Pacific Trade and Expo City Sdn. Bhd. *	Malaysia	100	100	Trade and distribution and property development
Asia Pacific Trade & Expo City (HK) City (HK) Limited ^	Hong Kong	100	100	Provision of corporate management services, marketing and promotion to Greater China

^ Subsidiary company not audited by UHY.

* The auditors' report on the financial statements contained a paragraph relating to the appropriateness of the going concern assumption in the preparation of the financial statements.

The auditors' report on the financial statements contained a disclaimer of opinion.

@ Struck off during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

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6. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(b) Winding up of subsidiary companies

The effect of winding up of the above-mentioned subsidiary companies on the financial position of the Group as at the date of winding up as follows:

	2020 RM'000	2019 RM'000
Other payables	-	(91)
Total net liabilities	-	(91)
Gain on winding up	-	91
	-	-

30 June 2019

- (i) On 14 June 2019, The Power Club Sdn. Bhd., Lakehill Homes (MM2H) Sdn. Bhd., MP Security Services Sdn. Bhd. and Temasek Mewatek Sdn. Bhd., were struck off in accordance with Section 551(3) of the Companies Act 2016. These subsidiary companies were struck off from the register of The Companies Commission of Malaysia with publication of the Gazette pursuant to Section 551(3) of the Companies Act 2016 on 3 July 2019.
- (ii) On 11 July 2019, Real Rock Restaurant and Café Sdn. Bhd. was struck off in accordance with Section 551(3) of the Companies Act 2016. This subsidiary company was struck off from the register of The Companies Commission of Malaysia with publication of the Gazette pursuant to Section 551(3) of the Companies Act 2016 on 5 September 2019.

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- (i) On 23 September 2019, Pacific Spa & Fitness Club Sdn. Bhd. was struck off in accordance with Section 551(3) of the Companies Act 2016. This subsidiary company was struck off from the register of The Companies Commission of Malaysia with publication of the Gazette pursuant to Section 551(3) of the Companies Act 2016 on 11 October 2019.

7. INVESTMENT IN AN ASSOCIATE

	2020 RM'000	Group 2019 RM'000
In Malaysia		
Unquoted shares, at cost	87	87
Share of post-acquisition loss	(83)	(37)
	4	50

NOTES TO THE FINANCIAL STATEMENTS

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7. INVESTMENT IN AN ASSOCIATE (CONT'D)

Details of the associate is as follow:

Name of company	Place of business/ Country of incorporation	Effective equity interest		Principal activity
		2020 %	2019 %	
Held through Lakehill Resort Development Sdn. Bhd.				
Chun Fu Lakehill Sdn. Bhd. ("Chun Fu")	Malaysia	35	35	Property development

The summarised financial information of the associate, not adjusted for the percentage of ownership held by the Group is as follows:

	Chun Fu	
	2020 RM'000	2019 RM'000
Summarised statement of financial position		
Current assets, representing total assets	2,424	2,379
Current liabilities, representing total liabilities	(2,437)	(2,260)
Total net assets	(13)	119
Summarised statement of profit or loss and other comprehensive income		
Financial results		
Revenue	-	-
Loss for the financial year	(132)	(106)

8. INVENTORIES

		Group	
	Note	2020 RM'000	2019 RM'000
Non-current			
Land held for property development and property development costs	(a)	217,719	217,761
Current			
Land held for property development and property development costs	(b)	6,806	8,935

NOTES TO THE FINANCIAL STATEMENTS

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8. INVENTORIES (CONT'D)

- (a) Non-current land held for property development and property development costs

	2020 RM'000	Group 2019 RM'000
Non-current		
Freehold land, at cost		
At 1 July	107,156	108,160
Additions	(42)	(967)
Transfer to current portion	-	(37)
At 30 June	107,114	107,156
Property development costs		
At 1 July	110,605	110,630
Transfer to current portion	-	(25)
At 30 June	110,605	110,605
Total non-current land held for property development and property development cost	217,719	217,761

Based on the certificate of update valuation issued by Ian Scott International (M) Sdn. Bhd. dated 3 August 2020 (2019: issued by Ian Scott International (M) Sdn. Bhd. dated 10 October 2019), the market value of 34 (2019: 34) parcels of freehold agricultural and commercial lands with an approximate aggregate land area of 17.72 million (2019: 17.72 million) square foot amounting to RM414.37 million (2019: RM413.09 million), based on 'as is' basis by using comparison method, making reference to relevant comparable transactions in the market. As such, the management is in view that no impairment is required for land held for property development and property development costs.

- (b) Current land held for property development and property development costs

	2020 RM'000	Group 2019 RM'000
Current		
Freehold land, at cost		
At 1 July	4,220	6,060
Transfer from non-current portion	-	37
Recognised in profit or loss	(1,004)	(1,877)
At 30 June	3,216	4,220
Property development costs		
At 1 July	4,715	6,793
Transfer from non-current portion	-	25
Recognised in profit or loss	(1,125)	(2,103)
At 30 June	3,590	4,715
Total current land held for property development and property development costs	6,806	8,935

NOTES TO THE FINANCIAL STATEMENTS

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9. TRADE RECEIVABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Trade receivables	15,135	8,577	82	251
Less: Accumulated impairment losses	(2,218)	(502)	(82)	(214)
	12,917	8,075	-	37

Trade receivables are non-interest bearing and the normal credit term is 7 days (2019: 7 days) term. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Movements in the allowance for impairment losses of trade receivables are as follows:

	Group		
	Lifetime allowance RM'000	Credit impaired RM'000	Loss allowance RM'000
At 1 July 2019	27	475	502
Impairment losses recognised	12	1,868	1,880
Impairment losses reversed	(7)	(157)	(164)
At 30 June 2020	32	2,186	2,218
At 1 July 2018, as previously reported	-	2,844	2,844
Effect of adopting MFRS 9	9	-	9
At 1 July 2018, as restated	9	2,844	2,853
Impairment losses recognised	27	171	198
Impairment losses reversed	(9)	(126)	(135)
Written off	-	(2,414)	(2,414)
At 30 June 2019	27	475	502
	Company		
	Lifetime allowance RM'000	Credit impaired RM'000	Loss allowance RM'000
At 1 July 2019	7	207	214
Impairment losses recognised	-	12	12
Impairment losses reversed	(7)	(137)	(144)
At 30 June 2020	-	82	82
At 1 July 2018	-	74	74
Impairment losses recognised	7	156	163
Impairment losses reversed	-	(23)	(23)
At 30 June 2019	7	207	214

The loss allowance amount in respect of trade receivables is used to record loss allowance. Unless the Group and the Company are satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the trade receivables directly.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

9. TRADE RECEIVABLES (CONT'D)

The Group's and the Company's credit exposures are concentrated mainly on 1 debtor and Nil (2019: 1 debtor and Nil) respectively, which accounted for 100% and Nil (2019: 99.5% and Nil) of the total trade receivables at the end of the reporting period.

The aging analysis of the trade receivables as at the end of the reporting period are as follows:

	Gross amount RM'000	Group Loss allowance RM'000	Net amount RM'000
2020			
Past due			
Less than 30 days	3,721	(3)	3,718
More than 90 days	9,228	(29)	9,199
	12,949	(32)	12,917
Credit impaired			
Individually impaired	2,186	(2,186)	-
	15,135	(2,186)	12,917

2019			
Past due			
Less than 30 days	21	(2)	19
31 to 60 days	3,742	(14)	3,728
61 to 90 days	4	(2)	2
More than 90 days	4,348	(22)	4,326
	8,115	(40)	8,075
Credit impaired			
Individually impaired	462	(462)	-
	8,577	(502)	8,075

	Gross amount RM'000	Company Loss allowance RM'000	Net amount RM'000
2020			
Credit impaired			
Individually impaired	82	(82)	-

2019			
Past due			
Less than 30 days	20	(2)	18
31 to 60 days	20	(3)	17
61 to 90 days	4	(2)	2
	44	(7)	37
Credit impaired			
Individually impaired	207	(207)	-
	251	(214)	37

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

9. TRADE RECEIVABLES (CONT'D)

As at 30 June 2020, gross trade receivables of the Group and of the Company amounting to RM12,949,000 and RMNil (2019: RM8,115,000 and RM44,000) respectively were past due but not individually impaired. These relate to a number of independent customers from whom there is no recent history of default.

The Group and the Company assesses credit quality of the trade receivables on a collective basis by using ageing of past due days. As at 30 June 2020, the Group and the Company provided lifetime impairment losses of RM32,000 and RMNil (2019: RM40,000 and RM7,000) based on the customers' historical data as an assumption for possibility of default.

The trade receivables of the Group and of the Company that are individually assessed to be impaired amounting to RM2,186,000 and RM82,000 (2019: RM462,000 and RM207,000) respectively, related to customers that are in financial difficulties and have defaulted on payments. These balances are expected to be recovered through the debt recovery process.

10. OTHER RECEIVABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Other receivables	674	48	662	29
Deposits	447	9,889	415	9,771
Prepayments	27	27	12	27
GST receivable	86	98	-	11
	1,234	10,062	1,089	9,838

Movements in the allowance for impairment losses of other receivables are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
At 1 July	-	21	-	45
Written off	-	(21)	-	(45)
At 30 June	-	-	-	-

Other receivables that are individually determined to be impaired at the reporting date relate to debtors that are in financial difficulties and have defaulted on payments.

In the previous financial year, included in the deposits of the Group and of the Company is an amount of RM7,650,000 and RM7,650,000 respectively, which charged by a financial institution for the 3% deposit required for the auction proceedings pursuant to the Court's direction. Any surplus of the deposit shall be refunded to the Company after the payment of the Court's commission for successful auction. The Court has fully refunded the auction deposit to the Company during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

11. AMOUNT DUE FROM/TO SUBSIDIARY COMPANIES

(a) Amount due from subsidiary companies

	2020 RM'000	Company 2019 RM'000
Amount due from subsidiary companies	249,115	259,270
Less: Accumulated impairment losses	(203,545)	(202,132)
	45,570	57,138

This represents unsecured, non-interest bearing advances and repayable on demand.

Movements in the allowance for impairment losses of amount due from subsidiary companies are as follows:

	2020 RM'000	Company 2019 RM'000
At 1 July	202,132	200,837
Impairment losses recognised	1,436	1,367
Reversal of impairment losses	(23)	-
Written off	-	(72)
At 30 June	203,545	202,132

(b) Amount due to subsidiary companies

This represents unsecured, non-interest bearing advances and repayable on demand.

12. AMOUNT DUE FROM AN ASSOCIATE

This represents unsecured, non-interest bearing advances and repayable on demand.

13. ASSET HELD FOR SALE

	Group 2020 RM'000	2019 RM'000	Company 2020 RM'000	2019 RM'000
Office buildings and shoplots				
At 1 July	189,000	252,000	177,517	236,689
Impairment losses recognised	-	(63,000)	-	(59,172)
Disposals	(189,000)	-	(177,517)	-
At 30 June	-	189,000	-	177,517

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

13. ASSET HELD FOR SALE (CONT'D)

- (a) On 11 March 2019, the Company entered into a sale and purchase agreement ("SPA") with Asia New Venture Capital Holdings Sdn Bhd ("Purchaser"), in relation to the disposal part of the investment property, namely Wisma MPL, owed by the Company and certain of its subsidiary companies for a total consideration of RM 189,000,000.

The Company has received refundable earnest deposit of RM3,760,000 and balance deposit of RM15,140,000 from the purchaser on 23 January 2019 and 9 March 2019 respectively.

The Company has obtained the approval from shareholders at the Extraordinary General Meeting held on 28 August 2019 for the disposal of Wisma MPL.

The disposal has been completed on 8 January 2020.

- (b) In the previous financial year, asset held for sale of the Group and of the Company are charged to a financial institution for credit facilities granted to the Company as disclosed in Notes 18 and 20.
- (c) The income and expenses recognised in profit or loss in respect of asset held for sale are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Rental income	1,977	5,862	1,760	5,148
Direct operating expenses:				
Income generating investment properties	649	1,408	570	1,189
Non-income generating investment properties	1,489	3,606	1,379	3,319

14. SHARE CAPITAL

	Group and Company			
	Number of shares		Amount	
	2020 Units ('000)	2019 Units ('000)	2020 RM'000	2019 RM'000
Issued and fully paid ordinary shares				
At 1 July/30 June	287,660	287,660	287,660	287,660

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

15. RESERVES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Exchange translation reserve (Non-distributable)	(1,319)	(1,274)	-	-
Accumulated losses	(227,906)	(231,511)	(288,564)	(297,537)
	(229,225)	(232,785)	(288,564)	(297,537)

The exchange translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of foreign operations whose functional currency are different from that of the Group's presentation currency.

16. OTHER PAYABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Non-current				
Other payables	-	9,915	-	9,915
Current				
Other payables	161,385	166,588	41,901	49,920
Deposits	9,786	27,939	-	20,711
Accruals	363	2,478	228	2,186
	171,534	197,005	42,129	72,817

Included in other payables are the followings:

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Amount due to AmanahRaya Development Sdn. Bhd. ("AmanahRaya")	16(a)	115,000	115,000	-	-
Amount due to companies in which certain Directors have substantial financial interests	16(b)	45,422	46,202	41,287	42,067
Amount due to Wisma MPL JMB	16(c)	-	17,014	-	16,625

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

16. OTHER PAYABLES (CONT'D)

- (a) On 10 March 2014, the Company and its subsidiary companies, OPCP, TBBM and LHRD had entered into a Settlement Agreement with AmanahRaya to settle the Judgement Sum for RM120,000,000.

In financial year 2014, the Company had made a payment of RM5,000,000 to AmanahRaya through advances from the Company's shareholder, Top Lander Offshore Inc. and this payment has been duly accounted for in the financial statements of the Group and the Company for the financial year ended 30 June 2014. However, the due date for the full settlement had lapsed and no payments had been made to AmanahRaya for the remaining amount of RM115,000,000.

On 10 October 2014, AmanahRaya has served TBBM a Notice of Default With Respect to a Charge ("Notice") pursuant to Section 254 of the National Land Code 1965 for a breach of the provisions of the Charge for failing to settle the outstanding amount due to AmanahRaya of RM120,000,000; and TBBM was required to remedy the breach within the period of one (1) month from the date of the service of the Notice.

On 16 October 2014, AmanahRaya retracted the Notice issued on 10 October 2014 and served the same "Notice of Default With Respect to Charge" on TBBM for the outstanding amount of RM115,000,000 whereby TBBM is required to remedy the breach within one (1) month from the date of the service of the Notice dated 16 October 2014. The Company had applied to AmanahRaya for extension of time to pay the outstanding amount and is also seeking legal opinion on the Notice.

On 27 November 2014, TBBM was served with an Originating Summon for an application of order for public auction of the seven (7) parcels of land in Mukim Plentong, Johor which were charged to the Plaintiff under the provision of the National Land Code.

AmanahRaya had on 15 May 2015 agreed to suspend the foreclosure action of the seven (7) parcels of land in Johor for four (4) months effective from 27 May 2015, in view of the ongoing disposal deal with a potential buyer. However, the disposal deal did not materialised and the Company continue to default in the repayment of the outstanding amount of RM115,000,000. On 12 April 2016, the creditor had filed a Notice of Application to the High Court to fixed an auction price at RM139,500,000 for the sale of the seven (7) parcels of land in Johor which were pledged to the creditor. On 29 September 2016, the Defendants have obtained the stay of execution of the Order for Sale. On 5 October 2016, the court has fixed the hearing of the Plaintiff's application to fix the auction date on 3 November 2016.

On 31 October 2016, the Court of Appeal has allowed the Company's appeal and the Order for Sales dated 29 February 2016 has been set aside. The Court set the matter for further case management on 12 September 2017.

On 12 September 2017, the case management was vacated pending disposal of the Applicant's motion for leave to appeal to the Federal Court on 14 November 2017.

On 14 November 2017, the Federal Court allowed AmanahRaya's appeal against the decision of the Court of Appeal setting aside the Court of Appeal order dated 13 October 2016.

On 23 August 2019, the Company, OPCP, TBBM and LHRD entered into a settlement agreement with AmanahRaya ("Proposed Land Disposal") which involves the effective disposal of land measuring a total of approximately 131.95 acres in the Mukim of Plentong, District of Johor Bahru, State of Johore as settlement of debt due to AmanahRaya amounting to RM115,000,000.

The Company has obtained the approval from shareholders at the Extraordinary General Meeting held on 22 May 2020 for the disposal of land.

The disposal is pending completion as at the date of this report.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

16. OTHER PAYABLES (CONT'D)

- (b) The amount due to companies in which certain Directors of the Company have substantial financial interests are unsecured, non-interest bearing and repayable on demand.
- (c) As at 30 June 2019, the amount due to Wisma MPL JMB by the Group and the Company amounting to RM17,014,000 and RM16,625,000 respectively. The Company and certain of its subsidiary companies have entered into settlement agreements with Wisma MPL JMB for settlement of all outstanding maintenance charges and sinking fund contribution together with Car Parks Settlement Sum. However, the Company has not complied with the repayment within the agreed date stated in the now terminated settlement agreement. The Company undertake to fully settle the amount due to Wisma MPL JMB upon receiving full balance of proceeds from purchaser on disposal of Wisma MPL by 25 November 2019.

During the financial year, the Group and the Company have fully settled the amount due to Wisma MPL JMB.

17. BANK BORROWINGS

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Non-current liability					
Secured					
Finance lease liabilities	19	-	316	-	-
Current liabilities					
Secured					
Revolving credit	18	-	50,695	-	50,695
Finance lease liabilities	19	-	68	-	-
Bank overdrafts	20	-	93,046	-	93,046
		-	143,809	-	143,741
Total bank borrowings					
Secured					
Revolving credit	18	-	50,695	-	50,695
Finance lease liabilities	19	-	384	-	-
Bank overdrafts	20	-	93,046	-	93,046
		-	144,125	-	143,741

- (a) On 2 July 2019, the Company has fully settled the redemption amount to the financial institution. The matter between the Company and the financial institution have been settled upon the receipt of sealed copy of Consent Order from Court on 6 August 2019 that the winding up order initiated by the financial institution no longer continuing.
- (b) The bank borrowings of the Group and of the Company are denominated in Ringgit Malaysia.

NOTES TO THE FINANCIAL STATEMENTS

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18. REVOLVING CREDIT

	Group and Company	
	2020	2019
	RM'000	RM'000
Secured		
Revolving credit	-	50,695

The revolving credit is secured by a fixed charge over the asset held for sale of the Group and of the Company as disclosed in Note 13(b). During the financial year, the Company has fully settled the revolving credit as disclosed Note 17(a).

In the previous financial year, the interest rate of revolving credit for the Group and for the Company is 9.04% per annum.

19. FINANCE LEASE LIABILITIES

	Group	
	2020	2019
	RM'000	RM'000
Minimum lease payments		
Within one year	-	84
Later than one year and not later two years	-	84
Later than two years and not later five years	-	262
	-	430
Less: Future finance charges	-	(46)
Present value of minimum lease payments	-	384
Present value of minimum lease payments		
Within one year	-	68
Later than one year and not later two years	-	72
Later than two years and not later five years	-	244
	-	384
Analysed as:		
Repayable within twelve months	-	68
Repayable after twelve months	-	316
	-	384

In the previous financial year, the interest rate of finance lease liabilities for the Group range from 2.4% to 2.6% per annum.

NOTES TO THE FINANCIAL STATEMENTS

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20. BANK OVERDRAFTS

	Group and Company	
	2020	2019
	RM'000	RM'000
Secured		
Bank overdrafts	-	93,046

The bank overdrafts are secured by a charge over the asset held for sale of the Group and of the Company as disclosed in Note 13(b). During the financial year, the Company has fully settled the bank overdrafts as disclosed Note 17(a).

In the previous financial year, the interest rate of bank overdrafts for the Group and for the Company are 10.35% per annum.

21. LEASE LIABILITIES

	2020	
	Group	Company
	RM'000	RM'000
At 1 July 2019, as previously reported	-	-
Effect of adopting MFRS 16	419	35
At 1 July 2019, as restated	419	35
Additions	680	680
Payments	(119)	(34)
Accretion of interest	21	3
At 30 June 2020	1,001	684
Presented as:		
Non-current	715	471
Current	286	213
	1,001	684

The maturity analysis of lease liabilities of the Group and of the Company at the end of the reporting period:

	2020	
	Group	Company
	RM'000	RM'000
Within one year	334	249
Later than one year and not later two years	334	249
Later than two years and not later five years	430	252
	1,098	750
Less: Future finance charges	(97)	(66)
Present value of lease liabilities	1,001	684

The Group and the Company lease building, office equipment and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

The weighted average incremental borrowing rate applied to lease liabilities of the Group and of the Company at reporting date range from 2.4% to 6.2% and 6.2% respectively.

NOTES TO THE FINANCIAL STATEMENTS

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22. DEFERRED TAX LIABILITIES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
At 1 July	33,098	28,662	15,419	10,668
Recognised in profit or loss (Note 27)	(163)	4,436	-	4,751
Crystallisation of deferred tax	(15,782)	-	(15,419)	-
At 30 June	17,153	33,098	-	15,419

The net deferred tax liabilities and assets shown in the statements of financial position after appropriate offsetting are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Deferred tax liabilities	17,178	33,115	9	15,436
Deferred tax assets	(25)	(17)	(9)	(17)
	17,153	33,098	-	15,419

The components and movements of deferred tax liabilities and assets of the Group and of the Company are as follows:

Deferred tax liabilities of the Group

	Accelerated capital allowances RM'000	Revaluation surplus arising from subsidiary companies development properties RM'000	Temporary differences arising from interest capitalised into development properties RM'000	Revaluation surplus arising from asset held for sale RM'000	Total RM'000
At 1 July 2019	17	10,696	6,620	15,782	33,115
Recognised in profit or loss	771	(585)	(362)	-	(176)
Under provision in prior year	21	-	-	-	21
Crystallisation of deferred tax	-	-	-	(15,782)	(15,782)
At 30 June 2020	809	10,111	6,258	-	17,178
At 1 July 2018	-	10,884	6,737	11,041	28,662
Recognised in profit or loss	(4)	(188)	(117)	4,741	4,432
Under provision in prior year	21	-	-	-	21
At 30 June 2019	17	10,696	6,620	15,782	33,115

NOTES TO THE FINANCIAL STATEMENTS

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22. DEFERRED TAX LIABILITIES (CONT'D)

The components and movements of deferred tax liabilities and assets of the Group and of the Company are as follows: (Cont'd)

Deferred tax liabilities of the Company

	Accelerated capital allowances RM'000	Revaluation surplus arising from asset held for sale RM'000	Total RM'000
At 1 July 2019	17	15,419	15,436
Recognised in profit or loss	(14)	-	(14)
Under provision in prior year	6	-	6
Crystallisation of deferred tax	-	(15,419)	(15,419)
At 30 June 2020	9	-	9
At 1 July 2018	-	10,668	10,668
Recognised in profit or loss	(4)	4,751	4,747
Under provision in prior year	21	-	21
At 30 June 2019	17	15,419	15,436

Deferred tax assets of the Group

	Unutilised capital allowances RM'000	Unused tax losses RM'000	Others RM'000	Total RM'000
At 1 July 2019	(17)	-	-	(17)
Recognised in profit or loss	(2)	15	-	13
Over/(Under) provision in prior year	17	(37)	(1)	(21)
At 30 June 2020	(2)	(22)	(1)	(25)
At 1 July 2018	-	-	-	-
Recognised in profit or loss	4	-	-	4
Under provision in prior year	(21)	-	-	(21)
At 30 June 2019	(17)	-	-	(17)

NOTES TO THE FINANCIAL STATEMENTS

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22. DEFERRED TAX LIABILITIES (CONT'D)

The components and movements of deferred tax liabilities and assets of the Group and of the Company are as follows: (Cont'd)

Deferred tax assets of the Company

	Unutilised capital allowances RM'000	Unused tax losses RM'000	Others RM'000	Total RM'000
At 1 July 2019	(17)	-	-	(17)
Recognised in profit or loss	(2)	16	-	14
Over/(Under) provision in prior year	17	(22)	(1)	(6)
At 30 June 2020	(2)	(6)	(1)	(9)
At 1 July 2018	-	-	-	-
Recognised in profit or loss	4	-	-	4
Under provision in prior year	(21)	-	-	(21)
At 30 June 2019	(17)	-	-	(17)

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Accelerated capital allowances	3	21	-	-
Unutilised capital allowances	19	3	-	-
Unused tax losses	76,725	74,970	6,346	3,971
	76,747	74,994	6,346	3,971

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiary companies that have a recent history of losses.

With effect from year of assessment 2019, the unused tax losses are allowed to be carried forward up to a maximum of seven consecutive years of assessment under the current tax legislation. The other temporary differences do not expire under current tax legislation.

23. TRADE PAYABLES

Credit terms of trade payables of the Group and of the Company range from 30 to 90 days (2019: 30 to 90 days) depending on the terms of the contracts.

NOTES TO THE FINANCIAL STATEMENTS

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24. REVENUE

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Revenue from contracts with customers				
Property development	4,690	8,769	-	-
Revenue from other sources				
Rental income	1,977	5,862	1,760	5,148
	6,667	14,631	1,760	5,148
Timing of revenue recognition				
Over time	4,690	8,769	-	-
Total revenue from contracts with customers	4,690	8,769	-	-

25. FINANCE COSTS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Interest expenses on:				
Bank overdrafts	-	3,663	-	3,663
Finance lease liabilities	-	21	-	1
Revolving credit	-	9,356	-	9,356
Lease liabilities	21	-	3	-
	21	13,040	3	13,020

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26. LOSS BEFORE TAX

Loss before tax is arrived at after charging/(crediting):

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Auditors' remuneration				
- statutory	120	140	75	85
- non-statutory	66	73	66	73
- over provision in prior year	(11)	-	(5)	-
Depreciation of				
- property, plant and equipment	116	241	82	72
- right-of-use assets	154	-	30	-
Deposits written off	93	-	-	-
Bad debts written off				
- amount due from subsidiary companies under winding up	-	38	-	31
Property, plant and equipment written off	284	-	284	-
Impairment losses on:				
- amount due from subsidiary companies	-	-	1,436	1,367
- asset held for sale	-	63,000	-	59,172
- trade receivables	1,880	198	12	163
- investment in subsidiary companies	-	-	-	100
Non-executive Directors' remuneration				
- fee	125	125	125	125
- other emoluments	24	30	24	30
Rental of office equipment	1	26	-	19
Rental of premises	57	41	57	-
Reversal of impairment losses on:				
- trade receivables	(164)	(135)	(144)	(23)
- amount due from subsidiary companies	-	-	(23)	-
Fair value adjustment on other payables	1,670	729	1,670	729
Gain on winding up of subsidiary companies	-	(91)	-	-
Interest income	(168)	(176)	(148)	(1)
Reversal of payables arising from proof of debts	-	(1,983)	-	(467)
Reversal of accruals no longer required	-	(13)	-	-
Unrealised gain on foreign exchange	(1)	(1)	(409)	(248)
Reversal of provision of liquidated damages	-	(257)	-	-
Waiver of debts income	-	(9)	-	-
Waiver of interest expenses	(13,639)	-	(13,639)	-

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27. TAXATION

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Tax expenses recognised in profit or loss				
Malaysian income tax				
Current tax provision	5	44	1	-
Over provision in prior years	(3)	(952)	-	(740)
	2	(908)	1	(740)
Real property gain tax	5,388	-	4,650	-
Deferred tax (Note 22)				
Relating to origination and reversal of temporary differences	(163)	(305)	-	-
Crystallisation of deferred tax	(15,782)	-	(15,419)	-
Deferred tax on fair value gain on asset held for sale	-	4,741	-	4,751
	(15,945)	4,436	(15,419)	4,751
	(10,555)	3,528	(10,768)	4,011

Malaysian income tax is calculated at the statutory tax rate of 24% (2019: 24%) of the estimated assessable profits for the financial year.

A reconciliation of income tax expenses applicable to loss before tax at the statutory tax rate to income tax expenses at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Loss before tax	(6,947)	(77,546)	(1,792)	(78,261)
At Malaysian statutory tax rate of 24% (2019: 24%)	(1,667)	(18,611)	(430)	(18,783)
Income not subject to tax	(3,533)	(811)	(3,405)	(194)
Expenses not deductible for tax purposes	4,621	16,462	3,266	15,558
Deferred tax assets not recognised	570	2,699	570	3,419
Deferred tax on fair value loss on asset held for sale	-	(15)	-	-
Deferred tax on fair value gain on asset held for sale	-	4,756	-	4,751
Crystallisation of deferred tax	(15,782)	-	(15,419)	-
Real property gain tax	5,388	-	4,650	-
Utilisation of previously unrecognised deferred tax assets	(149)	-	-	-
Over provision of income tax in prior years	(3)	(952)	-	(740)
Tax expenses for the financial year	(10,555)	3,528	(10,768)	4,011

NOTES TO THE FINANCIAL STATEMENTS

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27. TAXATION (CONT'D)

The Group and the Company have estimated unutilised capital allowances and unused tax losses available for offset against future taxable profits as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Unutilised capital allowances	28	3	9	-
Unused tax losses	76,816	75,124	6,373	4,063
	76,844	75,127	6,382	4,063

28. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The basic earnings/(loss) per share are calculated based on the consolidated profit/(loss) for the financial year attributable to owners of the parent and the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2020 RM'000	2019 RM'000
Profit/(Loss) for the financial year, attributable to owners of the parent	3,608	(81,074)
Weighted average number of ordinary shares in issue ('000)	287,660	287,660
Basic earnings/(loss) per ordinary share (sen)	1.25	(28.18)

(b) Diluted earnings/(loss) per share

The Group has no dilution in their earnings/(loss) per share as there are no dilutive potential ordinary shares. There have been no other transactions involving ordinary shares or potential ordinary shares since the end of the financial year and before the authorisation of these financial statements.

29. CASH AND CASH EQUIVALENTS

Included in the Group's cash and bank balances is an amount of RM37,000 (2019: RM36,000) held under the Housing Development Accounts pursuant to Section 7A of the Housing Development (Control and Licensing) Act 1966 (as amended by the Housing Development (Control and Licensing) (Amendment) Regulations 2015).

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30. STAFF COSTS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Salaries and other emoluments	3,312	3,632	1,111	1,398
Defined contribution plans	363	399	112	142
Other employee benefits	137	195	2	10
	3,812	4,226	1,225	1,550

Included in staff costs is aggregate amount of remuneration received and receivable by the Executive Directors of the Group and of the Company during the financial year as below:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Executive Directors of the Company				
Salaries and other emoluments	2,223	2,223	1,111	1,111
Defined contribution plans	223	224	112	112
Other employee benefits	9	11	2	2
	2,455	2,458	1,225	1,225

Executive Directors of the subsidiary companies

Salaries and other emoluments	240	185	-	-
Defined contribution plans	29	22	-	-
Other employee benefits	13	13	-	-
	282	220	-	-
	2,737	2,678	1,225	1,225

NOTES TO THE FINANCIAL STATEMENTS

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31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below show the details changes in the liabilities of the Group and of the Company arising from financing activities, including both cash and non-cash changes:

	Note	At 1 July RM'000	Adjustment on adopting MFRS 16 RM'000	Financing cash flows (i) RM'000	New lease (Note 21) RM'000	Other changes (ii) RM'000	At 30 June RM'000
2020							
Group							
Financial liabilities							
Revolving credit	18	50,695	-	(37,056)	-	(13,639)	-
Finance lease liabilities	19	384	(384)	-	-	-	-
Lease liabilities	21	-	419	(98)	680	-	1,001
		51,079	35	(37,154)	680	(13,639)	1,001
Company							
Financial liabilities							
Revolving credit	18	50,695	-	(37,056)	-	(13,639)	-
Lease liabilities	21	-	35	(31)	680	-	684
		50,695	35	(37,087)	680	(13,639)	684

	Note	At 1 July RM'000	Financing cash flows (i) RM'000	Other changes (ii) RM'000	At 30 June RM'000
2019					
Group					
Financial liabilities					
Revolving credit	18	48,368	(10,692)	13,019	50,695
Finance lease liabilities	19	489	(105)	-	384
		48,857	(10,797)	13,019	51,079
Company					
Financial liabilities					
Revolving credit	18	48,368	(10,692)	-	50,695
Finance lease liabilities	19	38	(38)	-	-
		48,406	(10,730)	-	50,695

(i) The financing cash flows represent repayments of borrowings in the statements of cash flows.

(ii) Other changes include capitalisation of interest on revolving credit and waiver of interest expenses.

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32. MATERIAL LITIGATION

Asia New Ventures Sdn Bhd ("Plaintiff" or "Asia New Ventures") vs Malaysia Pacific Corporation Berhad ("Defendant" or "the Company")

Kuala Lumpur High Court Summons No. WA-22NCC-41-01/2020

On 22 January 2020, Asia New Ventures initiated a suit against the Company for the costs of funding incurred by Asia New Ventures to redeem Wisma MPL and the land from RHB Bank Berhad in accordance with the provisions of the sale and purchase agreement dated 11 March 2019 and the supplemental sale and purchase agreement dated 8 April 2019. Asia New Ventures is claiming that the Company is required to pay the costs of funding amounting to RM4,395,210.97 calculated based on the current rate charged by a licensed financial institution leading to an overall rate of 9% per annum for the period commencing from 2 July 2019 to 15 November 2019.

On 31 January 2020, the Company entered its appearance to the Court and filed its defence and counterclaim to the Court on 20 February 2020. the Company is disputing the purported payment costs of funding on the basis that Asia New Ventures has failed to make the necessary notification and set-off before the release of the balance purchase price pursuant to the supplemental sale and purchase agreement dated 8 April 2019. According to the Company, Asia New Ventures shall be estopped from raising any claim on the costs of funding and the claim sought after by Asia New Ventures is unlawful, illegal, baseless, excessive and/or unreasonable. The Company has further counterclaimed against Asia New Ventures for specific performance to execute the tenancy agreement between the Company and Asia New Ventures in respect of the office premise occupied by the Company in accordance to the terms and conditions agreed upon by the parties pursuant to the letter dated 8 March 2019 and damages in lieu of the specific performance.

The Court has fixed the case management on 10 March 2020 pending the filing of the reply to the defence and counterclaim by Asia New Ventures and for the parties to update on any possible interlocutory proceedings.

The counsel acting for the Company in this matter is of the opinion that:

- (i) in the event the Court finds the Company had breached the supplemental sale and purchase agreement, the Company is required to pay the sum of RM4,395,210.97 together with the interest at 5% per annum until the full and final settlement of the same and the costs in the region between RM50,000 to RM150,000; and
- (ii) if the Court allows the Company's counterclaim, the Company shall be renting the office premise at RM1.00 per square feet (14,730 square feet) for a total of RM14,730 per month for a period of 12 months and with an option to extend to another 12 months at the same rate.

33. RELATED PARTY DISCLOSURES

(a) Identifying related parties

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

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group.

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33. RELATED PARTY DISCLOSURES (CONT'D)

(a) Identifying related parties (Cont'd)

Related parties of the Group include:

Related parties

Top Lander Offshore Inc.

Ocean Power Enterprises Limited and Power View Holdings Limited (Incorporated in Hong Kong)

Optima Mewah Sdn. Bhd.

Jacmolli Design & Jewellers (M) Sdn. Bhd.

Relationships

A substantial corporate shareholder of the Company.

A company in which Datin Kong Yuk Chu, an Executive Director of the Company, who is also substantial shareholder of the Company have substantial shareholding interests.

A company in which Datin Kong Yuk Chu and Ch'ng Soon Sen, both Executive Directors of the Company, who are also substantial shareholders of the Company, have substantial shareholding interests.

A company in which Datin Kong Yuk Chu, an Executive Director of the Company, who is also substantial shareholder of the Company have substantial shareholding interests.

(b) Significant related party transactions

Related party transactions have been entered into in the normal course of business under negotiated terms. In addition to the related party balances disclosed in elsewhere in the financial statements, the significant related party transactions of the Group and of the Company are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
(Repayment to)/Advances from Top Lander Offshore Inc. (net)	(780)	11,071	(780)	11,071

(c) Compensation of key management personnel

Remuneration of Directors and key management personnel are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Fee	125	125	125	125
Salaries and other emoluments	2,487	2,438	1,135	1,141
Defined contribution plans	252	246	112	112
Other employee benefits	22	24	2	2
	2,886	2,833	1,374	1,380

NOTES TO THE FINANCIAL STATEMENTS

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34. SEGMENT INFORMATION

The Company and its subsidiary companies are principally engaged in the business of property development, investment property and construction. The Group's property development activity is mainly undertaken by LHRD, a wholly-owned subsidiary company of the Company.

The Group has arrived at three (3) reportable segments that are organised and managed separately, which require different business and marketing strategies. The segment information is in respect of business segments as the Group's risk and rates of return are affected predominantly by differences in the nature of its businesses. The reportable segments are summarised as follows:

- (i) Property development : Development of residential and commercial properties
- (ii) Investment property : Letting of investment properties
- (iii) Construction : Construction of buildings

The accounting policies of operating segments are the same as those described in the summary of significant accounting policies. The Group evaluates performance on the basis of profit or loss from operations before tax. Segment assets and liabilities exclude tax assets and tax liabilities. Even though loans and borrowings arise from financing activities rather than operating activities, they are allocated to the segments based on relevant factors (e.g. funding requirements).

Transactions between segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on consolidation. The measurement basis and classification are consistent with those adopted in the previous financial year.

	Property development RM'000	Investment property RM'000	Construction RM'000	Total RM'000
Group				
2020				
Revenue				
Revenue from external customers	4,690	1,977	-	6,667
Interest income	20	148	-	168
Finance costs	(3)	(18)	-	(21)
Net finance expense	17	130	-	147
Depreciation of:				
- property, plant and equipment	33	83	-	116
- right-of-use assets	124	30	-	154
	157	113	-	270
Segment loss before tax	(1,747)	(5,192)	(8)	(6,947)

NOTES TO THE FINANCIAL STATEMENTS

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34. SEGMENT INFORMATION (CONT'D)

	Property development RM'000	Investment property RM'000	Construction RM'000	Total RM'000
Group				
2020				
Other material non-cash items				
Deposits written off	93	-	-	93
Impairment losses on trade receivables	1,862	18	-	1,880
Fair value adjustment on other payables	-	1,670	-	1,670
Property, plant and equipment written off	-	284	-	284
Reversal of impairment losses on trade receivables	-	(164)	-	(164)
Waiver of interest expenses	-	(13,639)	-	(13,639)
Segment assets	240,024	82,723	10	322,757
Segment liabilities	96,231	394,295	1,641	492,167
2019				
Revenue				
Revenue from external customers	8,769	5,862	-	14,631
Interest income	175	1	-	176
Finance costs	(20)	(13,020)	-	(13,040)
Net finance expense	155	(13,019)	-	(12,864)
Depreciation of property, plant and equipment	167	74	-	241
Segment (loss)/profit before tax	(6,378)	(71,390)	222	(77,546)
Other material non-cash items				
Bad debts written off	7	31	-	38
Impairment losses on:				
- asset held for sale	-	63,000	-	63,000
- trade receivables	27	171	-	198
Fair value adjustment on other payables	-	729	-	729
Reversal of impairment losses on:				
- trade receivables	-	(135)	-	(135)
Reversal of payables arising from proof of debts	(1,272)	(483)	(228)	(1,983)
Reversal of accruals no longer required	-	(13)	-	(13)
Reversal of provision of liquidated damages	(257)	-	-	(257)
Waiver of debts income	(9)	-	-	(9)
Gain on winding up of subsidiary companies	-	(91)	-	(91)
Segment assets	253,118	286,494	10	539,622
Segment liabilities	93,771	591,129	1,612	686,512

NOTES TO THE FINANCIAL STATEMENTS

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34. SEGMENT INFORMATION (CONT'D)

Major customers

The following are major customers with revenue equal or more than ten (10%) percent of the Group's revenue:

	Revenue		
	2020 RM'000	2019 RM'000	Segment
Customer A	4,690	8,769	Property development

Reconciliations of reportable segment revenue, loss for the financial year, assets and liabilities to the Group's corresponding amounts are as follows:

	2020 RM'000	2019 RM'000
Revenue		
Group's revenue as per statements of profit or loss and other comprehensive income	6,667	14,631
Loss for the financial year		
Segment loss before tax	(6,947)	(77,546)
Taxation	10,555	(3,528)
Profit/(Loss) for the financial year	3,608	(81,074)
Assets		
Total assets for reportable segments	322,757	539,622
Elimination of inter-segment assets	(73,925)	(101,079)
Current tax assets	141	1,244
Group's assets	248,973	439,787
Liabilities		
Total liabilities for reportable segments	492,167	686,512
Elimination of inter-segment liabilities	(318,786)	(334,740)
Current tax liabilities	4	42
Deferred tax liabilities	17,153	33,098
Group's liabilities	190,538	384,912

NOTES TO THE FINANCIAL STATEMENTS

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35. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 3 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised.

The following table analyses the financial assets and financial liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Financial assets at amortised cost RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Group			
2020			
Financial Assets			
Trade receivables	12,917	-	12,917
Other receivables	1,121	-	1,121
Amount due from an associate	21	-	21
Cash and bank balances	9,110	-	9,110
	23,169	-	23,169
Financial Liabilities			
Trade payables	-	846	846
Other payables	-	171,534	171,534
Lease liabilities	-	1,001	1,001
	-	173,381	173,381
2019			
Financial Assets			
Trade receivables	8,075	-	8,075
Other receivables	9,937	-	9,937
Amount due from an associate	21	-	21
Cash and bank balances	3,752	-	3,752
	21,785	-	21,785

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35. FINANCIAL INSTRUMENTS (CONT'D)

(a) Classification of financial instruments (Cont'd)

The following table analyses the financial assets and financial liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis: (Cont'd)

	Financial assets at amortised cost RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Group			
2019			
Financial Liabilities			
Trade payables	-	727	727
Other payables	-	206,920	206,920
Bank borrowings	-	144,125	144,125
	-	351,772	351,772
Company			
2020			
Financial Assets			
Other receivables	1,077	-	1,077
Amount due from subsidiary companies	45,570	-	45,570
Cash and bank balances	8,615	-	8,615
	55,262	-	55,262
Financial Liabilities			
Other payables	-	42,129	42,129
Amount due to subsidiary companies	-	22,270	22,270
Lease liabilities	-	684	684
	-	65,083	65,083
Company			
2019			
Financial Assets			
Trade receivables	37	-	37
Other receivables	9,800	-	9,800
Amount due from subsidiary companies	57,138	-	57,138
Cash and bank balances	2,032	-	2,032
	69,007	-	69,007
Financial Liabilities			
Other payables	-	82,732	82,732
Amount due to subsidiary companies	-	24,264	24,264
Bank borrowings	-	143,741	143,741
	-	250,737	250,737

NOTES TO THE FINANCIAL STATEMENTS

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35. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity, foreign currency and interest rate risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

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

(i) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers, amount due from an associate and deposits with banks. The Company's exposure to credit risk arises principally from receivables from customers, amount due from subsidiary companies and deposits with banks. There are no significant changes as compared to prior years.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

The Company provides unsecured advances to subsidiary companies. The Company monitors on an ongoing basis the results of the subsidiary companies and repayments made by the subsidiary companies.

At each reporting date, the Group and the Company assess whether any of the receivables are credit impaired.

The gross carrying amounts of credit impaired receivables are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, receivables that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the reporting period represents the Group's and the Company's maximum exposure to credit risk.

The Group has no significant concentration of credit risk except as disclosed in Note 9. The Company has no significant concentration of credit risks except for advances to its subsidiary companies where risks of default have been assessed to be low.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises principally from mismatches of the maturities of financial assets and liabilities.

The Group's and the Company's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group finances its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

NOTES TO THE FINANCIAL STATEMENTS

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35. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

Group	On demand or within 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
2020					
Non-derivative financial liabilities					
Trade payables	846	-	-	846	846
Other payables	171,534	-	-	171,534	171,534
Lease liabilities	334	334	430	1,098	1,001
	172,714	334	430	173,478	173,381

2019

Non-derivative financial liabilities

Trade payables	727	-	-	727	727
Other payables	197,005	9,915	-	206,920	206,920
Revolving credit	50,695	-	-	50,695	50,695
Finance lease liabilities	84	84	262	430	384
Bank overdrafts	93,046	-	-	93,046	93,046
	341,557	9,999	262	351,818	351,772

Company

2020

Non-derivative financial liabilities

Other payables	42,129	-	-	42,129	42,129
Amount due to subsidiary companies	22,270	-	-	22,270	22,270
Lease liabilities	249	249	252	750	684
	64,648	249	252	65,149	65,083

2019

Non-derivative financial liabilities

Other payables	72,817	9,915	-	82,732	82,732
Amount due to subsidiary companies	24,264	-	-	24,264	24,264
Revolving credit	50,695	-	-	50,695	50,695
Bank overdrafts	93,046	-	-	93,046	93,046
	240,822	9,915	-	250,737	250,737

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

35. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks

(a) Foreign currency risk

The Group is exposed to foreign currency risk on transactions and balances that are denominated in foreign currency. The currency giving rise to this risk is primarily Hong Kong Dollar (HKD).

The Group has not entered into any derivative instruments for hedging or trading purposes as the net exposure to foreign currency risk is not significant. Where possible, the Group will apply natural hedging by selling and purchasing in the same currency. However, the exposure to foreign currency risk is monitored from time to time by management.

The carrying amounts of the Group's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

	Denominated	
	in HKD RM'000	Total RM'000
Group		
2020		
Cash and bank balances	18	18
2019		
Cash and bank balances	19	19

Foreign currency sensitivity analysis

The exposure of currency risk of an entity in the Group which does not have RM as its functional currency is not material and hence, sensitivity analysis is not presented.

(b) Interest rate risk

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

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Interest rate exposure arises from the Group's borrowings and creditors and it is managed through effective negotiation with financial institutions for best available rates. The Group does not use derivative financial instruments to hedge its risk.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

35. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks (Cont'd)

(b) Interest rate risk

The carrying amounts of the Group's and the Company's financial instruments that are exposed to interest rate risk is as follows:

	2020 RM'000	2019 RM'000
Group		
Fixed rate instruments		
Financial liabilities		
Finance lease liabilities	-	384
Lease liabilities	1,001	-
	1,001	384
Floating rate instruments		
Financial liabilities		
Revolving credit	-	50,695
Bank overdrafts	-	93,046
	-	143,741
Company		
Fixed rate instrument		
Financial liability		
Lease liabilities	684	-
Floating rate instruments		
Financial liabilities		
Revolving credit	-	50,695
Bank overdrafts	-	93,046
	-	143,741

Interest rate sensitivity analysis

The Group and the Company do not account for any fixed rate financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

A change in 0.25% interest rate at the end of the reporting period would have increased/decreased the Group's and the Company's loss before tax by RMNil and RMNil (2019: RM359,000 and RM359,000) respectively, arising mainly as a result of higher/lower interest expense on floating rate loans and borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

35. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value of financial instruments

The carrying amounts of short-term receivables and payables, cash and cash equivalents and short-term loans and borrowings approximate their fair value due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

The carrying amount of long-term floating rate loans and borrowings approximately their fair value as the loans and borrowings will be re-priced to market interest rate on or near reporting date.

It was not practicable to estimate the fair value of investment in unquoted equity due to the lack of comparable quoted prices in an active market and the fair value cannot be reliably measured.

The table below analyses financial instruments not carried at fair value for which fair value is disclosed, together with their carrying amounts shown in the statements of financial position.

	Fair value of financial instruments not carried at fair value			Carrying amount
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	RM'000
Group				
2019				
Financial liabilities (Non-current)				
Finance lease liabilities	-	264	-	316

(i) Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

There were no transfers between levels during current and previous financial years.

(ii) Level 1 fair value

Level 1 fair value is derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

(iii) Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Non-derivative financial instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

(iv) Level 3 fair value

Level 3 fair value for the financial assets and liabilities are estimated using unobservable inputs.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

36. CAPITAL MANAGEMENT

The Group's and the Company's objectives when managing capital are to safeguard the Group's and the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group and the Company monitor capital using gearing ratio. The Group's and the Company's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements.

The gearing ratios at the end of the reporting period are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Loans and borrowings	-	144,125	-	143,741
Lease liabilities	1,001	-	684	-
Total debts	1,001	144,125	684	143,741
Less: Cash and bank balances	(9,110)	(3,752)	(8,615)	(2,032)
Net debt	(8,109)	140,373	(7,931)	141,709
Total equity	58,435	54,875	(904)	(9,877)
Gearing ratio (time)	*	2.56	*	#

* The gearing ratio is not presented as the Group and the Company is in net cash position.

The gearing ratio may not provide a meaningful indicator of the risk of borrowings.

There were no changes in the Group's and the Company's approach to capital management during the financial year.

As disclosed in 2(c), on 21 July 2020, the Company has obtained approval from Bursa Securities for extension of time up to 31 December 2020 for the Company to submit its proposed regularisation plan to the regulatory authorities.

NOTES TO THE FINANCIAL STATEMENTS

30 June 2020

37. SIGNIFICANT AND SUBSEQUENT EVENTS

The following significant and subsequent events took place for the Company and its subsidiary company:

(a) Outbreak of coronavirus pandemic

On 11 March 2020, the World Health Organisation declared the Coronavirus ("COVID-19") outbreak as a pandemic in recognition of its rapid spread across the globe. The COVID-19 outbreak has resulted in travel restrictions, quarantines, lockdowns and other precautionary measures imposed by various countries. The emergence of the COVID-19 outbreak since early 2020 has brought significant economic uncertainties in Malaysia and markets in which the Group and the Company operates.

On 16 March 2020, the Malaysian Government imposed the Movement Control Order ("MCO") from 18 March 2020 and subsequently implemented the Conditional Movement Control Order ("CMCO") from 4 May 2020, and the Recovery Movement Control Order ("RMCO") from 10 June 2020 to 31 December 2020 to curb the spread of the COVID-19 outbreak in Malaysia.

As a result of the MCO, the Group and the Company have temporary shut down its premises from 18 March 2020 till 3 May 2020 in alignment with the MCO policy. Subsequently, on 4 May 2020, the Group and the Company reopened by stages to resume its operations with proper Standard Operating Procedures put in place. The disruption of its operations during the financial year due to MCO and the relevant financial impact has been taken into account in the financial results of the Group and the Company.

The continuous spread of the COVID-19 may continue to affect the Group's and the Company's operation. The ultimate impact of the COVID-19 is highly uncertain and subject to change. The Group and the Company will continuously monitor the impact of COVID-19 on their operations and their financial performances. The Group and the Company will also be taking appropriate and timely measures to minimize the potential impact of the outbreak on the Group's and the Company's operation.

(b) Malaysia Pacific Corporation Berhad ("the Company")

TA Securities Holdings Berhad had on 21 July 2020 submitted to Bursa Securities an application for further extension of time up to 31 December 2020 for the Company to make the requisite announcement and submit the regularisation plan. On 21 July 2020, Bursa Securities had approved the application for an extension of time up to 31 December 2020 for the Company to submit its proposed regularisation plan to the regulatory authorities.

38. DATE OF AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The financial statements of the Group and of the Company for the financial year ended 30 June 2020 were authorised for issue in accordance with a resolution of the Directors on 15 October 2020.

PROPERTIES HELD BY THE GROUP

Tenure	Location	Approximately Net Lettable Area/Land Area (Acres)	Net Carrying Amount @ 30 June 2020 (RM'000)	Date of Revaluation
1 Freehold	Remaining Land & Development in the Mukim Plentong, District of Johore Bahru, State of Johor; HS (D) 310469 GRN 293428, HS (D) 310468 GRN 293635, HS (D) 310467 GRN 293424, HS (D) 310464 GRN 293306, HS (D) 310463 GRN 293304, HS (D) 310465 GRN 293308, HS (D) 310466 GRN 293309, HS (D) 310461 GRN 293418, HS (D) 310462 HSD 310462, HS (D) 310460 GRN 293632, HS (D) 310459 GRN 293593, HS (D) 310458 GRN 293414, HS (D) 310448 GRN 293586, HS (D) 310450 GRN 293599, HS (D) 310443 GRN 293552, HS (D) 309602 HSD 309602, HS (D) 310442 GRN 293582	407 Acres	224,525	6/30/2020

ANALYSIS OF SHAREHOLDINGS

As at 30 September 2020

Issued and Paid Up Share Capital	:	RM287,659,780
Class of Shares	:	Ordinary Share
Voting Rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of issued Capital
less than 100	202	6.62	7,134	0.00
100 to 1,000 shares	958	31.41	828,495	0.29
1,001 to 10,000 shares	999	32.75	4,842,488	1.68
10,001 to 100,000 shares	708	23.21	26,338,394	9.16
100,001 to less than 5% of issued shares	182	5.97	107,892,697	37.51
5% and above of issued shares	1	0.03	147,750,572	51.36
Grand Total	3,050	100.00	287,659,780	100.00

SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest		Indirect Interest	
	No. of Shares	% of Issued Capital	No. of Shares	% of Issued Capital
Top Lander Offshore Inc.	147,750,572	51.36		
Dato' Ch'ng Poh @ Ch'ng Chong Poh	-	-	147,750,572	51.36 ¹
Datin Kong Yuk Chu	-	-	147,750,572	51.36 ¹
Seacrest Land Limited	-	-	147,750,572	51.36 ¹

Notes:-

- ¹ Deemed interested by virtue of his/her substantial interest in Top Lander Offshore Inc and Seacrest Land Limited, which has an indirect interest in the Company via its wholly-owned subsidiary, Top Lander Offshore Inc. pursuant to Section 8(4) of the Companies Act 2016

DIRECTORS' INTERESTS IN SHARES

Name of Directors	Direct Interest		Indirect Interest	
	No. of Shares	% of Issued Capital	No. of Shares	% of Issued Capital
Dato' Ir. Hj. Md. Nasir Bin Ibrahim	-	-	-	-
Datin Kong Yuk Chu	-	-	147,750,572	51.36 ¹
Ch'ng Soon Sen	469,000	0.16 ²	-	-
Ch'ng Se Hua	-	-	-	-
Lim Yit Kiong	-	-	-	-
Ho Pui Hold	-	-	-	-

Notes:-

- ¹ Deemed interested by virtue of his/her substantial interest in Top Lander Offshore Inc and Seacrest Land Limited, which has an indirect interest in the Company via its wholly-owned subsidiary, Top Lander Offshore Inc. pursuant to Section 8(4) of the Companies Act 2016
- ² Registered in the name of JF Apex Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ch'ng Soon Sen (STA 1)

ANALYSIS OF SHAREHOLDINGS

As at 30 September 2020

LIST OF TOP 30 SHAREHOLDERS

No.	Name	Shareholding	%
1	TOP LANDER OFFSHORE INC.	147,750,572	51.36%
2	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD MAYBANK KIM ENG SECURITIES PTE LTD FOR TEY POR CHEN	14,300,000	4.97%
3	FONTERN HOLDINGS (M) SDN. BHD.	5,200,000	1.81%
4	TRANSROW CORPORATION SDN. BHD.	5,090,050	1.77%
5	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR UOB KAY HIAN PTE LTD (A/C CLIENTS)	4,682,989	1.63%
6	WONG CHOON LEONG	3,525,400	1.23%
7	NG FAAI @ NG YOKE PEI	3,148,600	1.09%
8	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH AH LOU	2,950,000	1.03%
9	YAP LIAN FAR	2,495,700	0.87%
10	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN POH CHOO (PENANG-CL)	2,313,600	0.80%
11	HONG ENG KWEE @ HONG ENG HWE	2,200,000	0.76%
12	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YAP LIAN FAR (8039110)	2,145,200	0.75%
13	OON PHAIK SIEW	2,000,000	0.70%
14	LEE SIM HEE	1,576,600	0.55%
15	CHONG HUNG LAI	1,570,600	0.55%
16	LEE POH LOONG	1,403,100	0.49%
17	NAGA ASAS SDN. BHD.	1,243,600	0.43%
18	SIN BEE LEAN	1,200,000	0.42%
19	LIM PHEE LIN	1,083,000	0.38%
20	TEOH HANG SWE @ JOHN TEOH HANG SOON	1,050,000	0.37%
21	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WANG CHOON KENG (PENANG)	1,000,000	0.35%
22	NG KAI YUAN	936,400	0.33%
23	LEE EE ME	925,200	0.32%
24	MAYBANK NOMINEES (TEMPATAN) SDN BHD WONG KUN TZU @ WONG KING TZU	900,000	0.31%
25	CHEW SWEE SENG	895,000	0.31%
26	TA KIN YAN	881,479	0.31%
27	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. TAIPING RECOVERY SDN BHD - IN LIQUIDATION FOR HO NGAN YIN	871,000	0.30%
28	LIM CHEN TONG	863,300	0.30%
29	WONG AH YONG	802,900	0.28%
30	CGS-CIMB NOMINEES (ASING) SDN BHD EXEMPT AN FOR CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD. (RETAIL CLIENTS)	801,000	0.28%
		215,805,290	75.02%

NOTICE OF 48th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 48th Annual General Meeting ("AGM") of the Company will be held entirely through live streaming from the Broadcast Venue at B03-A-09-01, Level 9 Menara Pacific, No. 3 Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur on Thursday, 26 November 2020 at 10.30 a.m. for the transaction of the following businesses or at any adjournment thereof:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fee and benefits payable to the Non-Executive Directors up to RM150,700 from the period from 48th AGM up to the 49th AGM;
3. To re-elect the following Directors who retire in accordance with Clause 90 of the Constitution of the Company and being eligible, have offered themselves for re-election: -
 - a) Ch'ng Soon Sen
 - b) Lim Yit Kiong
4. To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Special Business

To consider and if thought fit, to pass the following resolutions:-

5. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional ordinary shares so issued in Bursa Malaysia Securities Berhad and such authority shall continue in force until the conclusion of the next annual general meeting of the Company;

AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company".

6. To transact any other business of which due notice shall have been given.

**Please refer to
Explanatory Note to
Ordinary Business**

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

NOTICE OF 48th ANNUAL GENERAL MEETING

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 201908002253)

VIMALRAJ A/L SHANMUGAM (MAICSA 7068140 / SSM PC No. 20200800925)

Company Secretaries

Kuala Lumpur

Date: 28 October 2020

NOTES:

1. Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting.
2. A member entitled to attend and vote at this meeting is entitled to appoint more than one (1) proxy to attend and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as of the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
3. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
4. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorized.
5. For the purpose of determining a member who shall be entitled to attend the 48th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 20 November 2020. Only a depositor whose name appears on the Record of the Depositors as at 20 November 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
6. The instrument appointing a proxy must be properly executed and deposited at the Share Registrar's Office, at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes to Ordinary Business:

The audited financial statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act, 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, it will not be put forward for voting.

NOTICE OF 48th ANNUAL GENERAL MEETING

Explanatory Notes to Special Business:

Ordinary Resolution 5 – Renewal authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Act

The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the 48th AGM to allot and issue shares in the Company up to an amount not exceeding a maximum of ten percent (10%) of the total shares issued of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

The General Mandate is a renewal from the previous mandate obtained at the last annual general meeting held on 28 November 2019 which will expire at the conclusion of the 48th AGM of the Company.

As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the last annual general meeting.

The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or payment of bank borrowings and acquisition.

STATEMENT ACCOMPANYING NOTICE OF 48th ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.72(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR

No individual is seeking for election as a Director at the Forty-Eighth Annual General Meeting of the Company.



**MALAYSIA
PACIFIC
CORPORATION
BERHAD**
197201000550 (12200-M)

PROXY FORM

No. of shares held

CDS Account No.

I/We, _____ I.C. or Company No. _____
(Full name in block letters)

of _____
(Full address)

contact number _____ and email address _____

being a member/members of MALAYSIA PACIFIC CORPORATION BERHAD hereby appoint (Proxy 1) _____

_____ I.C. No. _____

of _____

contact number _____ and email address _____

and/ or failing him/ her (Proxy 2) _____

I.C. No. _____ of _____

contact number _____ and email address _____

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the 48th Annual General Meeting ("AGM") of the Company to be held entirely through live streaming from the Broadcast Venue at B03-A-09-01, Level 9 Menara Pacific, No. 3 Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur on Thursday, 26 November 2020 at 10.30 a.m. or at any adjournment thereof.

The proxy is to vote on the Resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces. If no specific direction as to the voting is given, the Proxy will vote or abstain from voting at his/her discretion.

		FOR	AGAINST
RESOLUTION 1	To approve the payment of Directors' fees of RM150,700 for the period from 48th AGM up to the 49th AGM.		
RESOLUTION 2	To re-elect Ch'ng Soon Sen who retires in accordance with Clause 90 of the Constitution of the Company.		
RESOLUTION 3	To re-elect Lim Yit Kiong who retires in accordance with Clause 90 of the Constitution of the Company.		
RESOLUTION 4	To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
RESOLUTION 5	Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016		

Signed this _____ day of _____ 2020

Signature of Shareholder(s)

The proportions of my/our holdings to be represented by my/our proxies are as follows:-

First Proxy

No. of Shares: _____

Percentage : _____%

Second Proxy

No. of Shares: _____

Percentage : _____%

NOTES:

- Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting.
- A member entitled to attend and vote at this meeting is entitled to appoint more than one (1) proxy to attend and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as of the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- Where a member appoints more than one (1) proxy, he must specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorised.
- For the purpose of determining a member who shall be entitled to attend the 48th AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 20 November 2020. Only a depositor whose name appears on the Record of the Depositor as at 20 November 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- The instrument appointing a proxy must be properly executed and deposited at the Share Registrar's Office at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

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Affix
Stamp

Share Registrar
MALAYSIA PACIFIC CORPORATION BERHAD
197201000550 (12200-M)

Suite 10.02, Level 10
The Gardens South Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur

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MALAYSIA PACIFIC CORPORATION BERHAD 197201000550 (12200-M)

B03-A-09-01, Level 9, Menara Pacific, No 3, Jalan Bangsar, KL ECO City, 59200 Kuala Lumpur, Malaysia.
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