

DIRECTORS' REPORT

for the year ended 31 December 2016

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2016.

PRINCIPAL ACTIVITIES

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

RESULTS

| | Group RM'000 | Company RM'000 |
|---|-----------------|-------------------|
| Profit for the year attributable to owners of the Company | 26,826 | 16,610 |

RESERVES AND PROVISIONS

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

DIVIDENDS

Since the end of the previous financial year, the Company paid:

- (i) a final ordinary dividend of 5.5 sen per share totalling RM15,343,000 in respect of the financial year ended 31 December 2015 on 28th June 2016; and
- (ii) an interim ordinary dividend of 2.5 sen per share totalling RM6,974,000 in respect of the year ended 31 December 2016 on 11th November 2016.

The final ordinary dividend recommended by the Directors in respect of the financial year ended 31 December 2016 is 4 sen per ordinary share totalling RM11,158,000.

DIRECTORS' REPORT (CONT'D)

for the year ended 31 December 2016

DIRECTORS OF THE COMPANY

Directors who served since the date of the last report are:

Dato' Mohamad Kamarudin bin Hassan
Dato' Azmi bin Mohd Ali (appointed on 05.04.2016)
Tan Sri Siti Sa'diah binti Sh. Bakir (appointed on 05.04.2016)
Dato' Hajah Normala binti Abdul Samad (appointed on 26.05.2016)
Razalee bin Amin (appointed on 01.06.2016)
Puan Sri Datuk Rohani Parkash binti Abdullah (appointed on 02.08.2016)
Zaiton Binti Jamaluddin (appointed on 01.09.2016)
Dato' Eisah binti A. Rahman (appointed on 16.11.2016)
Tan Sri Dato' Dr. Abu Bakar bin Suleiman (retired on 26.05.2016)
Tan Sri Dato' Dr. Jegathesan a/l N. M. Vasagam @ Manikavasagam (retired on 26.05.2016)
Datuk Alias bin Ali (resigned on 10.08.2016)
Dato' Haji Ghazali bin Awang (resigned on 01.09.2016)
Dr. Byung-Geon Rhee (resigned on 25.02.2017)

DIRECTORS' INTERESTS IN SHARES

None of the Directors holding office at 31 December 2016 has any interest in the shares of the Company and of its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in 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.

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

ISSUE OF SHARES AND DEBENTURES

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

OPTIONS GRANTED OVER UNISSUED SHARES

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

OTHER STATUTORY INFORMATION

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

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

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

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

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

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

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

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 December 2016 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

DIRECTORS' REPORT (CONT'D)

for the year ended 31 December 2016

AUDITORS

The auditors, Messrs KPMG PLT (converted from a conventional partnership, KPMG, on 27 December 2016), have indicated their willingness to accept re-appointment.

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

Dato' Hajah Normala binti Abdul Samad

Razalee bin Amin

Kuala Lumpur,
Date: 10 March 2017