

ANNUAL REPORT **2023**



The Symbol represents the Chinese character 'Big' signifying growth, progressive steps and our capacity to turn the tides of the ICT industry with new waves. The vertical stroke is associated to the beginning of the Jawi alphabet 'Alif' which expresses the spirit of pioneering and initiative.

The stylised 'F' symbolizes forging ahead, fortitude and forward thinking. The red dot forms the head, representing the creativity of our human resources. The dot also indicates our focus on ICT, whereby the horizontal upward stroke forms the shoulder of a man carrying the 'I' of 'ICT' to greater achievements.

Red is the colour of life, energy, zeal and with it, the connotation of prosperity. Black communicates solidity and stability, our commitment to integrity, wisdom and honour.

39th ANNUAL GENERAL MEETING

Date

Tuesday, 25 June 2024

Time

10.30 a.m.

MEETING VENUE

Strive Rooms, Level M3, VE Hotel & Residence,
Bangsar South City,
No. 8, Jalan Kerinchi
59200 Kuala Lumpur,
Wilayah Persekutuan Kuala Lumpur



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Annual Report 2023 online



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting (“39th AGM”) of FSBM Holdings Berhad (“FSBM” or “the Company”) will be held at Strive Room, Level M3, VE Hotel & Residence, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Tuesday, 25 June 2024 at 10.30 a.m. to transact the following businesses:

ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon. **Explanatory Note 8(i)**
- To approve payment of Directors’ fees amounting to RM208,000 for the financial year ended 31 December 2023. **Resolution 1**
- To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Company’s Constitution:
 - a) Dato’ Tan Hock San @ Tan Hock Ming **Resolution 2**
 - b) Mr. Mok Kar Foo **Resolution 3**
- To re-appoint Messrs. Moore Stephens Associates PLT as the Company’s Auditors for the ensuing financial year and to authorise the Directors to fix their remuneration. **Resolution 4**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution, with or without modifications:

- RENEWAL OF AUTHORITY FOR DIRECTORS TO ISSUE SHARES** **Resolution 5**

“THAT, subject always to the Companies Act 2016 (the “Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), any directives or modifications or reliefs issued by Bursa Securities from time to time in relation to the general mandate for issue of securities, and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, approval be and is hereby given to the Directors of the Company pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force provided always that the total number of new shares issued pursuant to this resolution when aggregate with the number of new shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

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

THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

AND THAT the Directors of the Company are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad.

FURTHER THAT pursuant to Section 85 of the Act read together with Clause 54 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares arising from the issuance and allotment of the new shares in the Company pursuant to Sections 75 and 76 of the Act AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

ANY OTHER BUSINESS

6. To transact any other business of which due notice shall be given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

WONG YOUN KIM

Practicing Certificate No. 201908000410
(MAICSA 7018778)
Secretary

Kuala Lumpur
30 April 2024

NOTES:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialised.
3. The instrument appointing a proxy must be deposited at the Company's Share Registrar office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less than twenty-four (24) hours before time appointed for the taking of poll at this meeting or at any adjournment thereof.
4. A member entitled to attend and vote at this meeting is entitled to appoint one (1) or more proxies to attend and vote instead of him/her. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
5. Where a member of the company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
6. The Company has put all the Resolutions as set out in the Notice of AGM to be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

7. GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 18 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend and vote on his/her behalf.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

8. EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

- (i) Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2023.

The Audited Financial Statements are laid pursuant to the provision of Section 340(1)(a) of the Companies Act 2016 and is meant for discussion only. It does not require formal approval by the shareholders of the Company and hence, Agenda 1 is not put forward for voting.

- (ii) Ordinary Resolution 1 – Directors' fees

Section 230(1) of the Companies Act 2016 provides amongst others, that “the fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting. In this respect, the Board seeks the shareholders' approval at this AGM for the payment of Directors' fees.

The Board is of the view that it is just and equitable for the Directors to be paid the Directors' fees for their continuous contribution towards the Group's performance. The Remuneration Committee had reviewed the proposed Directors' fees and it was recognised that the Directors' fees payable is fair and equitable and it is in the best interest of the Company. Hence, the Board seeks the shareholders to vote in favour of this resolution.

- (iii) Ordinary Resolutions 2 and 3 – Re-election of Directors pursuant to Clause 97 of the Constitution.

Clause 97 of the Constitution of the Company provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire and be eligible for re-election provided that each Director must retire from office at least once in every three (3) years.

The profile of the retiring Directors, namely Dato' Tan Hock San @ Tan Hock Ming and Mr. Mok Kar Foo who stand for re-election and their interest in the securities of the Company are set out in the section of Directors' Profile in the Annual Report.

The Nomination Committee had assessed Dato' Tan Hock San @ Tan Hock Ming and Mr. Mok Kar Foo and had rated their performance as “Competent” in discharging his duties and responsibilities as a Director. Both meet the Directors' fit and proper criteria as set out in the Directors' Fit and Proper Policy of the Company. Based the above, the Board supported the recommendation for re-election of them as Directors. Hence, the Board seeks the shareholders to vote in favour of these resolutions.

- (iv) Ordinary Resolution 5 – Renewal of Authority for Directors to Issue Shares.

The Proposed Ordinary Resolution 5, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued shares for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the best interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for the possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions. The Board of Directors emphasises that the Company will not issue new shares unless it is an exercise that will ultimately increase shareholders' value. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

8. EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS (CONT'D)

(iv) Ordinary Resolution 5 – Renewal of Authority for Directors to Issue Shares. (Cont'd)

This general mandate sought for Directors to issue shares is a renewal of the mandate that was approved by the shareholders at the last AGM of the Company held on 22 May 2023 (“previous mandate”) which will lapse at the conclusion of this AGM. There were no new shares issued pursuant to the previous mandate.

Shareholders are advised to take note that the approval given to the Directors in this resolution for the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive and deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 54 of the Constitution of the Company and this will allow the Directors of the Company to issue new shares in the Company which rank equally to the existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate which this will result in a dilution to their shareholding percentage in the Company.



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Details of individual who is standing for election as Director

No individual is seeking for election as Director at the Thirty-Ninth Annual General Meeting of the Company other than the following retiring Directors seeking for re-election at the AGM:

- 1) Dato' Tan Hock San @ Tan Hock Ming
- 2) Mr. Mok Kar Foo

Their profiles and their interest in the securities of the Company are set out in the section of Directors' Profile in the Annual Report.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Pang Kiew Kun
(Executive Director)

Tan Wan Yen
(Executive Director)

Dato' Tan Hock San @ Tan Hock Ming
(Non-Independent Non-Executive Director)

Mok Kar Foo
(Non-Independent Non-Executive Director)

Ng Yew Soon
(Independent Non-Executive Director)

Tey Giap Turn
(Independent Non-Executive Director)

AUDIT COMMITTEE

Ng Yew Soon (Chairman)
Tey Giap Turn (Member)
Mok Kar Foo (Member)

NOMINATION COMMITTEE

Mok Kar Foo (Chairman)
Ng Yew Soon (Member)
Tey Giap Turn (Member)

REMUNERATION COMMITTEE

Tey Giap Turn (Chairman)
Mok Kar Foo (Member)
Ng Yew Soon (Member)

REGISTERED OFFICE

Level 5, Tower 8, Avenue 5
Horizon 2, Bangsar South City
59200 Kuala Lumpur, Wilayah Persekutuan
Malaysia
Telephone: 603 2280 6388
Facsimile: 603 2280 6399
Email: listcomalaysia@acclimate.com

PRINCIPAL PLACE OF BUSINESS

A-2-6, Glomac Damansara
699, Jalan Damansara
60000 Kuala Lumpur, Wilayah Persekutuan
Malaysia
Telephone: 603 7932 2313
Email: enquiry@fsbm.com.my

SHARE REGISTRAR

Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32
Tower A, Vertical Business Suite No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Wilayah Persekutuan
Malaysia
Telephone: 603 2783 9299
Facsimile: 603 2783 9222
Email: is.enquiry@my.tricorglobal.com

AUDITORS

Moore Stephens Associates PLT (AF002096)
Surian Tower, Unit 3.3A, 3rd Floor
No. 1, Jalan PJU 7/3, Mutiara Damansara 47810 Petaling
Jaya, Selangor
Malaysia
Telephone: 603 7728 1800
Facsimile: 603 7728 9800

PRINCIPAL BANKERS

United Oversea Bank (Malaysia) Berhad
Al Rajhi Banking & Investment Corporation (Malaysia) Bhd

STOCK EXCHANGE LISTING

Main Market Bursa Malaysia Securities Berhad
Stock Name: FSBM Stock Code: 9377
Warrant Stock Name: FSBM-WB
Warrant Code: 9377WB

WEBSITE

www.fsbm.com.my

DIRECTORS' PROFILE

PANG KIEW KUN
Executive Director

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Mr. Pang Kiew Kun was appointed as an Executive Director of the Company on 12 October 2021.

Mr. Pang graduated from the Oxford Brookes University, United Kingdom with a Bachelor of Degree in Electronic Engineering in 1997 and he obtained a Higher Diploma in Electrical & Electronic Engineering / Computer Engineering from the Wigan & Leigh College, United Kingdom in 1995.

Mr. Pang has more than 24 years of working experience in business development, sales & marketing in various multinational companies. He started his career in 1997 in KLA-Tencor Sdn. Bhd., a USA-based public company listed in Fortune 500.

From 2001 to 2009, he worked with companies engaged in Semiconductor/IC Packaging Assembly and Testing i.e., ASM Assembly Equipment (M) Sdn. Bhd. and Kulicke & Soffa Global Holding Corporation. From 2009 till 2016, he assumed the position as General Manager in GoIndustry DoveBid Malaysia (listed in NASDAQ with HQ located in Washington).

In 2016, he set up a company named Aresys Industries Sdn. Bhd., an Industrial Automation and Digital System Integration Provider specialized in providing Industry 4.0 transformation, IoT system integration and smart factory solutions. Mr Pang currently is the Managing Director of Aresys Industries Sdn. Bhd. He has successfully supported various Malaysian SME factories to embark on factory digitalization journey via OEE and MES.

Other major accomplishments are the complete digitalization rollout for a plantwide MES+OEE+ERP+CRM+E-commerce implementation for 1 factory under Industry4WRD Intervention Fund and also awarded to implement Vision Inspection System for 5 Rubber Glove Manufacturers in Malaysia and Thailand. In 2020, his company had been appointed by SIRIM Bhd to implement IoT & Digitalization for 3 factories, at the same time they also secured Vision Inspection system contract from 2 large Glove manufacturers and Factory Automation Project from a world-leading disk drive manufacturer and data storage company.

Presently, Mr. Pang does not hold any directorship in any other public or public listed companies.

Mr. Pang does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

He holds 38,068,600 shares in the Company and does not hold any indirect interest in the Company. He also does not hold any shares directly or indirectly in the subsidiary companies of the Company.

He has no family relationship with any director and/or major shareholder of the Company.

He has not been convicted for offences within the past five (5) years (other than traffic offences), and there are no public sanction and/or penalty imposed by the relevant regulatory bodies on Mr. Pang during the financial year.

DIRECTORS' PROFILE

(CONT'D)

TAN WAN YEN

Executive Director

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Ms. Tan Wan Yen was appointed as Executive Director of the Company on 27 November 2008.

She graduated from the London School of Economics and Political Science with a BSc (Hons) in Accounting and Finance in 2004, and she completed internships at PricewaterhouseCoopers and Accenture.

After graduation, Ms. Tan worked in the Corporate Finance division of Aseambankers Malaysia Berhad for 2 years. Thereafter she joined Bina Fikir Sdn. Bhd., a boutique financial advisory firm, as an analyst. She has since been with FSBM and involved in the Group's operations, primarily in the corporate affairs, including corporate exercises and disclosure according to listing requirements, and engagement with media.

Ms. Tan does not hold any directorship in any other public or public listed companies.

Ms. Tan does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

She does not hold any shares directly or indirectly in the Company and in the subsidiary companies of the Company.

Ms. Tan is the daughter of Dato' Tan Hock San @ Tan Hock Ming who is the Non-Independent Non-Executive Director of the Company.

Save as disclosed above, Ms. Tan has no family relationship with any director and/or major shareholder of the Company.

She was in 2021 publicly reprimanded and fined RM56,800 for breaching Paragraph 16.13 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 12 October 2020. Save for that, she has not been convicted for offences within the past five (5) years (other than traffic offences).

DATO' TAN HOCK SAN

@TAN HOCK MING

Non-Independent Non-Executive Director

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Dato' Tan Hock San @ Tan Hock Ming was one of the first Directors and founder of the Company. He was appointed as Managing Director since the incorporation of the Company on 27 February 1984. On 12 April 2022, he was redesignated from Managing Director to Non-Independent Executive Director.

He holds a Bachelor of Computer Science (Hons) degree from University of London. He has over 40 years of experience in Information and Communication Technology ("ICT"). Prior to the founding of the Company, he had served in several large corporations including IBM World Trade Corporation, Exxon Production Malaysia Incorporation, HRM Sdn. Bhd. and Business Computers Sdn. Bhd. Being one of the pioneers in the computer industry in Malaysia, and with his extensive experience, he is well positioned to gauge the direction of the industry as a whole. He is pivotal in setting the overall direction of the Company and has successfully listed the Company on the Bursa Malaysia Securities Berhad in October 1994.

Dato' Tan does not hold any directorship in any other public or public listed companies.

Dato' Tan does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

He does not hold any shares directly in the Company. However, he has deemed interest on 2,400 shares in the Company via his daughter Tan Wan Phing. He does not hold any shares directly or indirectly in the subsidiary companies of the Company.

Dato' Tan is the father of Ms. Tan Wan Yen who is the Executive Director of the Company.

Save as disclosed above, Dato' Tan has no family relationship with any director and/or major shareholder of the Company.

He was in 2021 publicly reprimanded and fined RM142,000 for breaching Paragraph 16.13 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 12 October 2020. Save for that, he has not been convicted for offences within the past five (5) years (other than traffic offences).

DIRECTORS' PROFILE

(CONT'D)

MOK KAR FOO

Non-Independent Non-Executive Director

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Mr. Mok Kar Foo was appointed as a Non-Independent Non-Executive Director of the Company on 12 October 2021. He is the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee.

Mr. Mok graduated from Staffordshire University with a Bachelor's Degree in Computer Science/Information Technology in 2005. He obtained an Advanced/Higher/Graduate Diploma in Computer Science/Information Technology from APIT in 2003.

Mr. Mok started his career in 2005 as JAVA Developer in Maestro Planning Solutions and subsequently in AsiaEP Berhad till 2007.

Thereafter, he worked as Senior Software Engineer in Firium Sdn. Bhd. involved mainly in designing and managing the development of wealth management software. Subsequently, in 2011, he joined Funtogether Sdn. Bhd. as Chief Technical Officer for 2 years where he engaged in prototype, design and manage the development of social game and mobile game/app, define the technology used and consultation on the possibility of the use of new technology.

Currently, he is the Chief Technology Officer in Sodent Bizworks Sdn. Bhd. which provides solutions, support and develop system for various projects such as Mobile Claim Management System, Oracle VM Installation & Configuration, Flight Cargo System and Fraud Detection Management System.

Presently, Mr. Mok does not hold any directorship in any other public or public listed companies.

Mr. Mok does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

He does not hold any shares, directly or indirectly, in the Company and in the subsidiary companies of the Company.

He has no family relationship with any director and/or major shareholder of the Company.

He has not been convicted for offences within the past five (5) years (other than traffic offences), and there are no public sanction and/or penalty imposed by the relevant regulatory bodies on Mr. Mok during the financial year.

NG YEW SOON

Independent Non-Executive Director

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Mr. Ng Yew Soon was appointed to the Board as an Independent Non-Executive Director on 27 August 2020. He is the Chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee.

Mr. Ng graduated from Tunku Abdul Rahman College with a Diploma in Commerce (Financial Accounting). He completed his examination of The Association of Chartered Certified Accountants in 1984. He was admitted as Associate of the Association in 1986 and later as Fellowship of the Association in 1991. Mr. Ng was admitted as Chartered Accountant of Malaysian Institute of Accountants in 1988. He is a Fellow of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants (MIA).

Mr. Ng Yew Soon is a finance professional with a broad range of experience in accounting, taxation, mergers and acquisitions. He spent the early years of his professional career as auditor in an international accounting firm for approximately 9 years. He joined a conglomerate Group as Finance Manager subsequently and 2 years later he joined a public listed company as Group Accountant where he held various senior finance positions over the 22 year-period with the last position as Director of Finance before his retirement in 2016.

Mr. Ng served on the Adjudication Committee for the National Annual Corporate Report Awards (NACRA) in 2005. He has continued to serve on the Adjudication Committee up to 2018.

Presently, Mr. Ng does not hold any directorship in any other public or public listed companies.

Mr. Ng does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

He does not hold any shares, directly or indirectly, in the Company and in the subsidiary companies of the Company.

He has no family relationship with any director and/or major shareholder of the Company.

He has not been convicted for offences within the past five (5) years (other than traffic offences), and there are no public sanction and/or penalty imposed by the relevant regulatory bodies on Mr Ng during the financial year.

DIRECTORS' PROFILE

(CONT'D)

TEY GIAP TURN

Independent Non-Executive Director

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Mr. Tey Giap Turn was appointed as an Independent Non-Executive Director of the Company on 12 April 2022. He is the Chairman of the Remuneration Committee and a member of the Nomination Committee and Audit Committee.

Mr. Tey graduated from Edinburgh Napier University, United Kingdom with a Bachelor of Business in Business Management. He obtained Specialist Diploma in Productivity Management from Nanyang Polytechnic, Singapore.

After obtaining his Specialist Diploma in 1999, he joined Schlumberger until January 2022. He has accumulated more than 23 years of experience in REDA Production Systems. REDA Production Systems is a Schlumberger company specialized in manufacturing of electrical submersible pumps for the oil and gas industry.

He holds a few Professional Qualifications, in year 2009, he collected Lean Six Sigma Yellow Belt by Duggan Associates Inc. achieved total savings of USD 1,000,000, Workplace Safety & Health Committee Training Course by BOND International Consultants and Basic Industrial Safety and Health Course for Supervisors. In year 2012, he collected CAPM (Certified Associate in Project Management) at NTUC Learning Hub. 2013, Lean Six Sigma Green Belt by TUV SUD PSB Learning Pte Ltd, Singapore and achieved total department saving of USD 1,150,000. Between year 2011 and 2013, Mr. Tey Giap Turn also collected 1 ATG Gold Award and 4 ATG Silver Awards by Schlumberger Singapore Integration Centre Manager.

Presently, Mr. Tey does not hold any directorship in any other public or public listed companies.

Mr. Tey does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

He does not hold any shares, directly or indirectly, in the Company and in the subsidiary companies of the Company.

He has no family relationship with any director and/or major shareholder of the Company.

He has not been convicted for offences within the past five (5) years (other than traffic offences), and there are no public sanction and/or penalty imposed by the relevant regulatory bodies on Mr. Tey during the financial year.

Notes to Directors' Profile:

Board Meeting attendance in 2023:

The details of the Directors' attendance at the Board Meetings are disclosed in the Corporate Overview Statement on page 21 of this Annual Report.

The composition of the Board of Directors complies with Paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad whereby one-third (1/3) of the Board are Independent Directors.

PROFILE OF KEY SENIOR MANAGEMENT

The Key Senior Management of FSBM Holdings Berhad comprises of Mr. Pang Kiew Kun, Ms. Tan Wan Yen, Mr. Low Kang Wei (Chief Technology Officer) and Mr. Wong Jing Kai (Finance Director).

Save for Mr. Low Kang Wei and Mr. Wong Jing Kai, both Mr. Pang Kiew Kun and Ms. Tan Wan Yen are also the Executive Directors of the Company. Their profiles are disclosed under the section of Directors' Profile of the Annual Report.

The profile of Mr. Low Kang Wei and Mr. Wong Jing Kai are as follows:

LOW KANG WEI

Chief Technology Officer



Mr. Low Kang Wei was appointed as Chief Technology Officer of the Company on 14 October 2021.

Mr. Low graduated from Multimedia University with a Bachelor's Degree In Electronic Engineering majoring in Computer. With a background in Electronic Engineering majoring in Computer, he was a Researcher in Multimedia University for 2 years from 2006 till 2008, and thereafter as Software Engineer in Accenture Technology Solutions Sdn. Bhd.

Mr. Low has 13 years of experience in IT software and solution design and development. Mr. Low is the co-founder and Technical Director of Hola Media Sdn. Bhd., which consists of a group of people with many years of experience in digital signage consultation. He has been involved in this Company since 2010. His scope of work includes IT planning, development, installation and maintenance services to businesses from various industries such as hospitality, food and beverages, retail stores and education.

Presently, Mr. Low does not hold any directorship in any other public or public listed companies.

Mr. Low does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

He holds 28,427,500 shares in the Company and does not hold any indirect interest in the company shares. He also does not hold any shares directly or indirectly in the subsidiary companies of the Company.

He has no family relationship with any director and/or major shareholder of the Company. He has not been convicted of offences within the past five (5) years (other than traffic offences), and there are no public sanction and/or penalty imposed by the relevant regulatory bodies on Mr. Low during the financial year.

WONG JING KAI

Finance Director



Mr. Wong Jing Kai was appointed as Finance Director of the Company on 1 April 2022.

Mr. Wong graduated from Multimedia University with a Bachelor Degree (Honours) in Accounting in 2008.

Mr. Wong started his career as an Audit Assistant with an Audit Firm in 2008. In 2010, he joined an international accounting firm as Senior Audit Associate.

In 2014, he joined a public listed company, an IT and provider of automation solution company, as an Accountant. Subsequently in 2015, Mr. Wong joined as Senior Finance Manager in a company engaged in providing supply chain logistics and related services. In 2018, Mr. Wong joined an IT Company as Finance Manager, primarily assisting the company in the preparation of financial statements, budgets and forecasts.

Presently, Mr. Wong does not hold any directorship in any other public or public listed companies.

Mr. Wong does not have any conflict of interest or potential conflict of interest, including interest in any competing business, in any business arrangement involving the Company and its subsidiaries.

He does not hold any shares, directly or indirectly, in the Company and in the subsidiary companies of the Company.

He has no family relationship with any director and/or major shareholder of the Company. He has not been convicted of offences within the past five (5) years (other than traffic offences), and there are no public sanction and/or penalty imposed by the relevant regulatory bodies on Mr. Wong during the financial year.

LETTER TO SHAREHOLDERS

DEAR SHAREHOLDERS,

I am pleased to present, on behalf of the Board of Directors of FSBM Holdings Berhad, the Annual Report and Audited Financial Statements for the financial year ended 31 December 2023.

“

As we reflect on the past year, it is evident that FSBM Holdings Berhad has undergone significant transformation and achieved notable milestones despite the challenges we have encountered. Building upon the foundation laid in previous years, I am delighted to share that our Proposed Regularisation Plan was successfully completed on 26 September 2023. This achievement is a testament to our resilience and commitment to navigate challenges and position ourselves for sustainable growth. Moving forward, we are fully committed to working diligently to uplift FSBM Holdings Berhad from the PN17 status.

Throughout the financial year, the FSBM Group has consistently demonstrated a culture of innovation alongside resilience and agility in responding to evolving market dynamics. Our strategic focus on delivering specialised services in key domains such as Analytics & Business Intelligence (A&BI) and Artificial Intelligence of Things (AIoT) has enabled us to unlock new avenues for growth and innovation.

Despite the prevailing uncertainties, I am pleased to report that the Group has secured notable projects across Managed Security Services, Smart Manufacturing Solutions, Platform Design and Development, Technical Support, and other services. These achievements underscore our commitment to delivering value to our shareholders and stakeholders.

Looking ahead, we remain optimistic about the future prospects of FSBM. As we continue to navigate the ever-changing landscape, we are confident that our strategic initiatives and commitment to innovation will position us for sustained growth and success. We are excited about the opportunities that lie ahead and are committed to creating long-term value for our shareholders and stakeholders.

In closing, I would like to express my sincere gratitude to our shareholders for their unwavering support, our dedicated team for their hard work and dedication, and our valued customers for their trust and partnership. Together, we will continue to chart a course towards a brighter and more prosperous future for FSBM.

”

Sincerely,

PANG KIEW KUN
Executive Director

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

FSBM Group is recognised as a provider of innovative IT solutions and services, serving diverse industries and clients worldwide. With a robust presence in three core revenue segments, Digital Solutions & IT Services Segment, Smart Manufacturing Segment, and Cybersecurity Segment; we are positioned at the forefront of technological innovation and business excellence.

During the financial year 2023, FSBM continued its growth and expansion, driven by a relentless commitment to deliver value-added solutions and meet customer expectations. Within the Segments, FSBM diverse portfolio of services/businesses includes:

NO	SEGMENT	SERVICES/BUSINESSES
1	Digital Solutions and Services	<ul style="list-style-type: none">• Platform Design and Development• Refurbishment Services• Lease Services• Technical Support and Maintenance
2	Smart Manufacturing	<ul style="list-style-type: none">• Customized smart manufacturing solutions according to Industry 4.0 requirement through IoT system integration and innovative practice
3	Cybersecurity	<ul style="list-style-type: none">• Managed Security Services



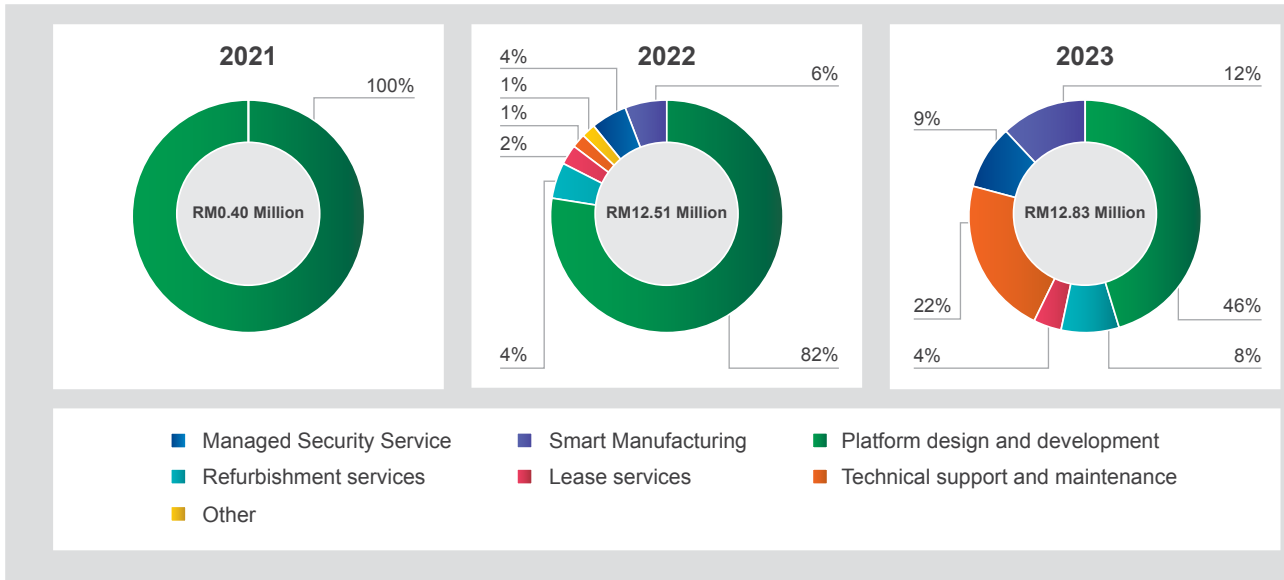
MANAGEMENT DISCUSSION AND ANALYSIS

(CONT'D)

FINANCIAL PERFORMANCE REVIEW

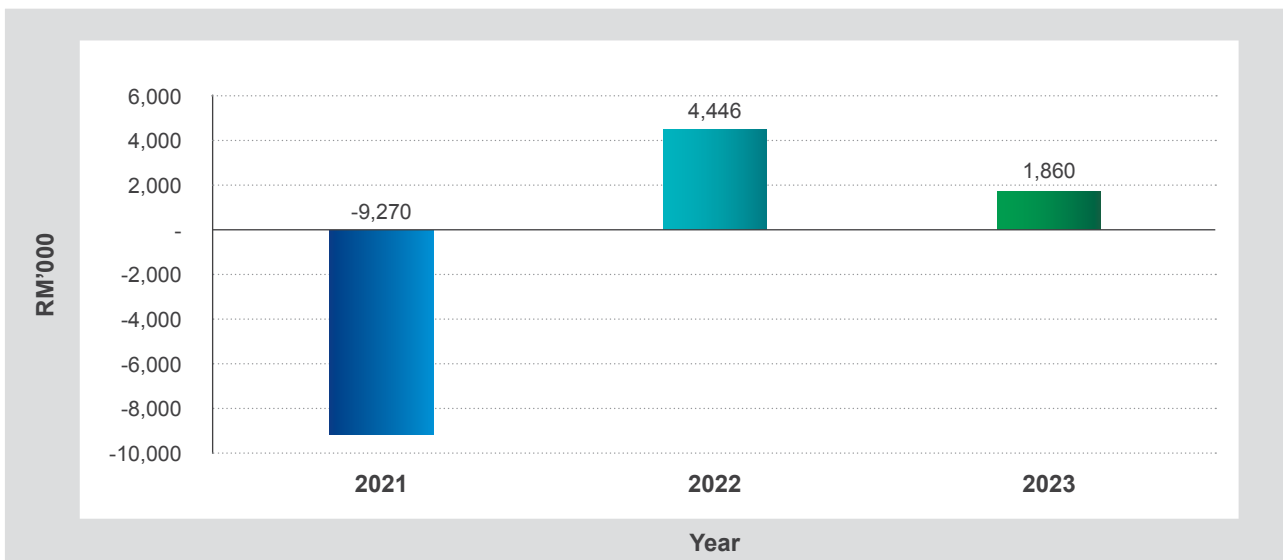
REVENUE

FSBM Group registered a revenue of RM12.83 million for the financial year ending (FYE) 31 December 2023, representing a marginal increase compared to the preceding year's revenue of RM12.51 million.



Profit After Tax

The Profit After Tax (PAT) during the FYE 31 December 2023, was lower at RM1.86 million compared to RM4.44 million in the previous financial year. This change can be primarily attributed to a one-off corporate exercise expense totalling RM1.24 million. It is important to note that in the financial year ended 31 December 2022, the company recorded higher other income amounting to RM1.38 million, primarily derived from the reversal of provisions for penalties, late charges, and write-offs of other payables. While the higher PAT in the previous fiscal year was partly due to this exceptional other income, it is important to consider the exceptional nature of both the higher other income in the previous year and the corporate exercise expense in the current year. The company remains committed to effective expense management and maximizing revenue opportunities to ensure sustainable growth and profitability in the future.



MANAGEMENT DISCUSSION AND ANALYSIS

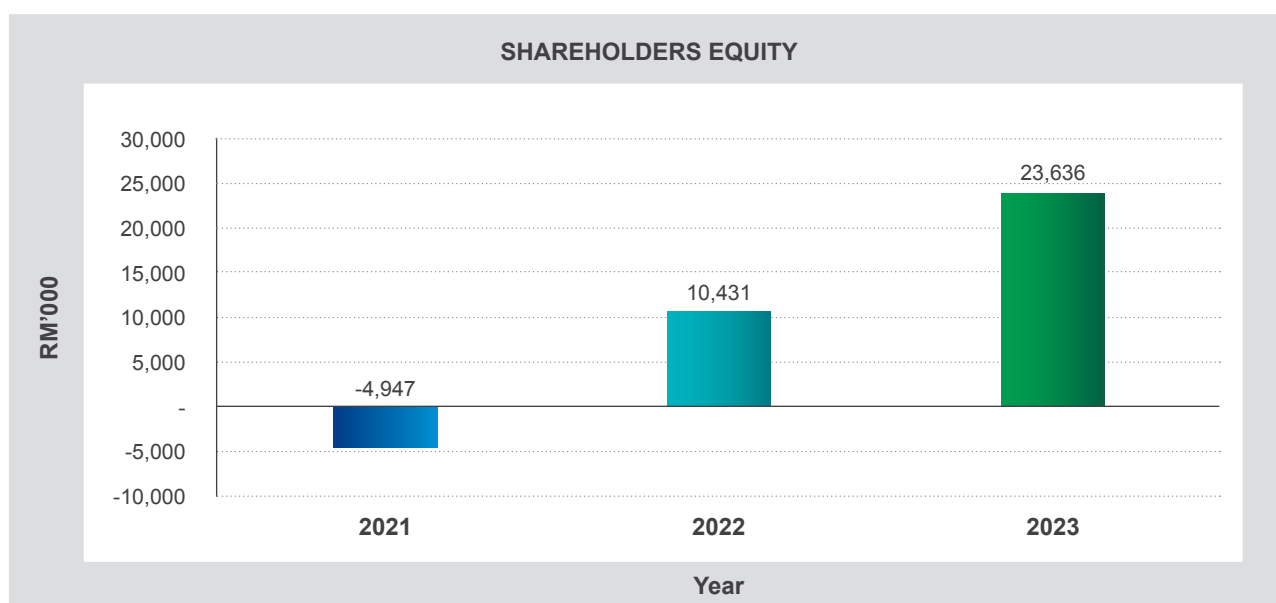
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CORPORATE EXERCISE

On 30 December 2019, FSBM was classified as an Affected Listed Issuer pursuant to Paragraph 8.04 and Paragraph 2.1(d) of Practice Note 17 ("PN17") of the Listing Requirements. The Company had subsequently announced a Proposed Regularization Plan and submitted it to Bursa Malaysia Securities Berhad. The Proposed Regularisation Plan was successfully completed on 26 September 2023. The Company has successfully completed the Proposed Shares Issuance of 60.0 million Subscription Shares to Subscribers at the subscription price of RM0.08 per Subscription Share which raised RM4,800,000; and Proposed renounceable rights issue of up to 236,659,300 Rights Shares on the basis of 1 Rights Share for every 1 existing FSBM Share held at RM0.03 per Rights Share, together with up to 118,329,650 free Warrants on the basis of 1 Warrant for every 2 Rights Shares subscribed for ("Rights Issue with Warrants") which raised RM7,099,779.

Shareholders Equity

The company observed an increase in shareholders equity compared to the previous FYE31 December 2022, primarily due to the fundraising activities undertaken as part of the efforts to address the Company's PN17 status. These activities have played a crucial role in bolstering the company's financial position and supporting its restructuring endeavors. The increase in shareholders equity reflects the company's commitment to resolving its financial challenges and ensuring long-term sustainability



BUSINESS SEGMENT

Digital Solutions and Services

Digital solutions and services are essential components for any company. These services ensure that the company's digital infrastructure is operating efficiently and meeting the demands of its customers. Our company specializes in providing cutting-edge IT consulting services and developing custom applications and platforms that adhere to industry standards. Through our comprehensive range of services, including platform design and development, lease businesses, technical support and maintenance, and PC refurbishment services, we enable businesses to leverage emerging technologies quickly and cost-effectively to drive growth and innovation.

Smart Manufacturing

The Company offer customisable Manufacturing Execution Solutions ("MES") solutions to help our customer achieve a lower-cost, higher-performance, and more flexible manufacturing capacity, from planning to execution. MES is defined as a computerized systems that provides solutions for optimizing and improving the manufacturing process throughout out the business life cycle.

MANAGEMENT DISCUSSION AND ANALYSIS

(CONT'D)

Cybersecurity

A typical DDoS attack is in the form of high volumes of requests sent at the same time from multiple points on the Internet to overwhelm network system resources or overload the bandwidth of the network infrastructure. Should a DDoS attack be successful, it will render a network infrastructure unstable or unavailable to its users. If the customers' network or services are inaccessible, this could damage the customers' industry reputation, which could materially and adversely impact its business operations. Our Anti-DDOS Managed Security Services involves the use of our internal expertise to address the issues.

OUTLOOK

Looking ahead, the future of Malaysia's IT sector holds promising prospects, particularly with the ongoing digital transformation initiatives as Malaysia strengthens its digital infrastructure to facilitate the advancement of emerging technologies and foster digital inclusivity. These efforts are set to provide a robust foundation for businesses to accelerate their digitalization journey, thereby fostering innovation and growth in the Digital Economy.

At our company, we are set to capitalise on these opportunities, leveraging our expertise to meet the evolving needs of the market. As we look towards the future, our focus is not only on the immediate horizon but also on the long-term vision outlined in Malaysia's National Investment and Manufacturing Plan (NIMP) 2030. The NIMP 2030 plan presents a strategic roadmap for the development of Malaysia's manufacturing sector, with a particular emphasis on smart manufacturing. As part of this plan, investments will be made to enhance manufacturing capabilities, promote innovation, and drive digitalization across the sector. These initiatives are expected to create significant opportunities for our company's Smart Manufacturing Solutions business.

In parallel, the burgeoning fields of Artificial Intelligence (AI), the Internet of Things (IoT), and cybersecurity are poised to revolutionize Malaysia's digital landscape. With a focus on AI-driven solutions, IoT integration, and robust cybersecurity measures, we are positioned to address the increasing demand for advanced technological solutions. Through our commitment to provide tailored services and innovative products in these areas, we strive to empower businesses to streamline their operations, improve efficiency, and explore new growth opportunities.

Additionally, our Group remains steadfast in its pursuit of opportunities within digital technology, striving to provide pioneering solutions to our customers while enhancing overall value for the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

FSBM Holdings Berhad Group is managed according to the Malaysian Corporate Governance Framework and guided by Corporate Governance Guidelines and is operated within Bursa Malaysia Securities Berhad's ("Bursa Securities") Main Market Listing Requirements, the provisions of the Companies Act 2016, the Company's Constitution and other applicable laws.

The Board is committed to ensuring that it provides effective leadership to lead and oversee the performance and effective control of the Group and the Company towards achieving the desired goals and objectives while meeting its fiduciary duty to protect and enhance interest of shareholders and other stakeholders. The Board recognises the spirit of the Malaysian Code on Corporate Governance ("MCCG") and acknowledges that the practice of a high standard of corporate governance is key to realise the Board's commitment.

This Corporate Governance Overview Statement ("CG Overview Statement") is presented in compliance with paragraph 15.25(1) of Bursa Securities' Main Market Listing Requirements. It is intended to give shareholders an overview of the Company's application of the Practices contained in the three (3) Key Principles of the MCCG outline below, how they operated and the extent of application of each of the practices during the financial year ended 31 December 2023 as well as the Board's key focus areas and future priorities:

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS

- Board Responsibilities
- Board Composition
- Remuneration

PRINCIPLE B - EFFECTIVE AUDIT AND RISK MANAGEMENT

- Audit Committee
- Risk Management and Internal Control Framework

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

- Engagement with Stakeholders
- Conduct of General Meetings

This CG Overview Statement is to be read together with the Corporate Governance Report 2023 ("CG Report") of the Company which discloses the details of the Company's application of each Practice. The CG Report is available at the Company's website at <https://fsbm.com.my/investor-relations/>.

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES

The Board's primary responsibility is to ensure the Company's prosperity by directing and overseeing the Company's affairs and business operations. The Board is accountable to shareholders for the performance of the Group and the Company. Thus, the Board has at all times exercised their powers for the purpose they are conferred, for the benefit and best interest of the Company, shareholders and stakeholders.

The Board sets the mission and vision of the Group and the Company, assuring that all actions are related to and adhere to that mission. Based on the corporate mission statement, the Board determines the Group's and Company's direction, formulates strategic plans, financial objectives and significant policies for the Group and the Company toward achievement of long-term success. The details of the principal responsibilities and procedures of the Board are disclosed in the CG Report under Practice 1.1.

The Board's key focus areas during the financial year was to continue in strengthening the Group's and Company's core business activities via its effort to pursue potential projects and to participate in the accelerating growth of the economy as business activity recovers. Moving forward, while ensuring continuous business growth, the Board has focused on enhancement of the Group's corporate and governance structure to align with the MCCG's practices.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

Delegation to Senior Management

The Board has delegated to the Executive Director ("ED") and through the ED to the Senior Management, the authority and responsibilities for implementation of policies, strategies and business plans, and managing the operational activities and financial performance of the Group and the Company. The Board's role is to oversee the management and governance of the Company and guide the implementation of the strategy and the achievement of objectives. The Board reviews and monitors Management's action and performance. While supporting Management's duties, the Board ensures the Group and the Company has adequate and well-managed resources at its disposal.

Delegation to Board Committees

The Board has established the following committees to assist it in the execution of specific responsibilities:

1. Audit Committee
2. Nomination Committee
3. Remuneration Committee

The Board ensures that all Committees are provided with sufficient resources to undertake their duties. All the Committees operate under clearly defined Terms of Reference detailing their responsibilities and the extent to which they have been delegated powers of the Board of Directors. The Committees report directly to the Board. The ultimate responsibility for the final decision on all matters lies with the Board. Moving forward, the Board will activate the roles of the Risk Monitoring Committee in accordance with the Group's activities.

Board Chairman

The Board has not appointed a Board Chairman. The Board is assisted by the Executive Director, Mr. Pang Kiew Kun to ensure the proper functioning of the Board in its collective oversight of the management and overall performance of the Group and Company while instilling positive culture and good corporate governance within the Group. The Executive Director ensures the Board's decisions and wishes are properly implemented.

As the Company is still classified under PN17 status, the Board's main focus during the financial year was to ensure the successful implementation of the Regularisation Plan. The Board will identify for a suitable candidate for the position of Board Chairman when the Group's performance is back to the right track.

Managing Director/Chief Executive Officer

The Board has not appointed a Chief Executive Officer (CEO), rather the operation of the Group and the Company is led by the Mr. Pang Kiew Kun. The Executive Director responsible for managing the Group and the Company's operations and resources.

The Board will identify a suitable candidate for the position of Managing Director/Chief Executive Officer in lieu of the Regularisation Plan and the Board working diligently to uplift FSBM from the PN17 status

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

Board Charter

There is demarcation of responsibilities between the Board, Board Committees and Management. The Board is guided by the Board Charter in discharging its duties and fiduciary obligation to the Group and the Company as per Practice 2.1 of the MCCG. The Board Charter clearly specified the roles of the Board, Board Committees, Chairman, Managing Director, Executive and Non-Executive Directors. The Board Committees are also guided by their Terms of Reference.

The Board Charter and Terms of Reference of the Committees can be viewed on the Company's website at www.fsbm.com.my/investor-relations.

Code of Ethics and Conduct

With the commitment to maintaining a culture of high standard of ethical business behaviors as per Practice 3.1 of the MCCG, the Board has established a Code of Ethics and Conduct to be observed by the Directors. Management and employees are guided by the Code of Ethics and Conduct contained in the Group HR Policies and Procedures. The Code of Conduct seeks to ensure that Directors, Management and employees conduct themselves ethically, without conflict of interest, diligently and appropriately in discharging their duties.

The Code of Ethics and Conduct can be viewed on the Company's website at www.fsbm.com.my/investor-relations.

Whistleblowing Policy

Besides that, the Board has also put in place a Whistleblowing Policy to encourage employees and others who have serious concerns about any aspect of the Company and Group including, but not limited to unethical or fraudulent practices within the Group to come forward and voice those concerns. The purpose of a Whistleblowing Policy is to establish a system for the reporting, investigation and resolution of reportable conduct, so that, damage control or remedial action can be taken promptly. The Board has applied Practice 3.2 of the MCCG.

The Whistleblowing Policy can be viewed on the Company's website at www.fsbm.com.my/investor-relations.

Directors' Fit and Proper Policy

On 29 June 2022, the Board has also put in place a Directors' Fit and Proper Policy that can provide strategic leadership that influences the financial position and future direction of the Group. Directors are required to possess the competence, character, diligence, honesty, integrity and judgement to properly perform their duties, in tandem with good corporate governance practices. The Directors' Fit and Proper Policy ("policy") serves to guide the Nomination Committee and the Board in their review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking re-election.

The Directors' Fit and Proper Policy can be viewed on the Company's website at www.fsbm.com.my/investor-relations.

Sustainability

The Board is committed to the Company's strategies to promote "Sustainability" with attention given particularly to Environmental, Social and Governance ("ESG") aspects of business which underpin sustainability. The Board understands that balancing ESG aspects with the interests of various stakeholders is essential to enhancing investor perception and public trust.

The details of the sustainability effort are presented in the Sustainability Statement of this Annual Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

Company Secretary

The Board is supported by a competent Company Secretary who is qualified to act as Company Secretary under Section 235 of the Companies Act, 2016. She is a Chartered Secretary (ICSA) and is a Fellow of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). She is accountable directly to the Board on all matters relating to the proper functioning of the Board including the provision of secretarial support to the Board and Board Committees. She plays an advisory role in ensuring the Board complies with relevant regulations, laws and Bursa's Listing Requirement and assists the Board in applying the best practices of the MCCG to meet the Board's needs and shareholders' expectations. To be equipped with the necessary knowledge and skills to carry out her functions, the Company Secretary and her team have attended continuous professional development programs and conferences to keep themselves abreast of the changing regulatory environment, and development on corporate governance. The Board has applied Practice 1.5 of the MCCG.

Board meetings

In discharging the role of overseeing the management and governance of the Group and the Company vested in the Board, the Board meets at least once in every quarter with additional meetings to be convened as and when necessary. Meeting materials relating to agenda items are provided to Board members in advance of meetings to allow the Directors to prepare for discussion of matters at the meeting. To ensure smooth running of the meeting and time efficiency, certain discussion papers, particularly the financial results, are circulated via electronic mail to the Board for their comment before the papers are finalised for circulation to the Board. The Company Secretary records the meeting proceedings, matters presented and reported at the meeting, the discussion and how the decision is reached. The minutes are circulated to all Directors for their review and comment to ensure the minutes correctly reflect the deliberation and decision of the Board and Board Committee. All minutes are tabled and confirmed at the next meetings. The Company Secretary ensures that all minutes and meeting materials are properly kept to facilitate future references. The Board has applied Practice 1.6 of the MCCG.

Apart from formal meeting, urgent matters that require Board's review are also frequently discussed via electronic mail or informal discussions and all decisions are confirmed by way of circular resolutions.

Board commitment

All Board members has demonstrated high commitment in terms of time and knowledge contribution with full attendance at Board Meetings. None of the Directors holds directorship in more than five (5) public or public listed companies to ensure sufficient devotion time to the affairs of the Company. The Directors' attendance at Board and Board Committee meetings are disclosed below:

Director	No. of Meeting Attended/No. of Meeting Held from 1/1/2023 to 31/12/2023**			
	Board meeting	AC meeting	NC meeting	RC meeting
Mr. Pang Kiew Kun	6/6	[^] 4/5	*n/a	*n/a
Miss Tan Wan Yen	6/6	[^] 1/5	*n/a	*n/a
Dato' Tan Hock San @ Tan Hock Ming	6/6	[^] 1/5	*n/a	*n/a
Mr. Ng Yew Soon	6/6	5/5	1/1	1/1
Mr. Mok Kar Foo	6/6	5/5	1/1	1/1
Mr. Tey Giap Turn	5/6	5/5	1/1	1/1

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

Board commitment (Cont'd)

Director	No. of Meeting Attended/No. of Meeting Held from 1/1/2024 to the date of approving this Report**			
	Board meeting	AC meeting	NC meeting	RC meeting
Mr. Pang Kiew Kun	3/3	[^] 2/2	[^] 1/1	[^] 1/1
Miss Tan Wan Yen	3/3	[^] 1/1	*n/a	*n/a
Dato' Tan Hock San @ Tan Hock Ming	3/3	[^] 1/1	*n/a	*n/a
Mr Ng Yew Soon	3/3	2/2	1/1	1/1
Mr. Mok Kar Foo	3/3	2/2	1/1	1/1
Mr. Tey Giap Turn	3/3	2/2	1/1	1/1

*n/a Not applicable

[^] By invitation

BOARD COMPOSITION

The Board of Directors shall comprise of such number of Directors as the Board deems appropriate to function efficiently subject to the Company's Constitution, the provision of the Companies Act 2016, Main Market Listing Requirements of Bursa Securities and the application of the MCCG.

During the financial year ending 31 December 2023, the Board consists of six (6) members, two (2) of whom are Executive Directors, two (2) are Independent Non-Executive Directors and two (2) Non-Independent Non-Executive Director. The Board composition has not fulfilled Practice 5.2 of the MCCG which requires at least half of Board comprises Independent Directors. Moving forward, the Board composition will be reviewed regularly and will be refreshed when the Group's business activities increase to ensure the Board composition is align with the MCCG's practices.

Board Gender Diversity Policy

The Board has not applied Practice 5.10 to formalise its Board Gender Diversity Policy alongside its measures to meet the targets. The Board currently comprises a woman Director, namely Ms. Tan Wan Yen who is the Executive Director of the Group, equivalent to 16% women representation on the Board. Given the current state of the Group's business activities, the Board is of the view that it is more crucial to have the right mix of skills on the Board to lead the Company to the right track instead of merely achieving the target of 30% of woman directors. Nonetheless, the Board recognises the spirit of the MCCG. Moving forward, proper measures will be taken to achieve sufficient board gender diversity when the Group's activities increase.

Tenure of Independent Directors

The Board recognises that shareholders are increasingly concerned about the potential negative impact of long tenure Independent Directors due to their familiarity and close relationship with the Board and Management. Bearing this in mind, the Board has laid down a policy in its Board Charter on the tenure of its Independent Directors. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the director's re-designation as a Non-Independent Director.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

Role and Activities of Nomination Committee

The Board has delegated to the Nomination Committee ("NC") the following responsibilities:

1. Nomination and appointment process for new Directors and Key Senior Management, and its succession planning.
2. Assessment of effectiveness and performance of the Board, Board Committees and individual Directors.

During the financial year ending 31 December 2023, the NC comprises three (3) members, and all the member are Non-Executive Directors with a majority of them being independent directors, and is chaired by an Independent Non-Executive Director. The Company has not applied Practice 5.8 of the MCCG which recommends that the NC is chaired by a Non-Independent Director or the Senior Independent Director.

1. Mr. Mok Kar Foo – Chairman
2. Mr. Tey Giap Turn – Member
3. Mr. Ng Yew Soon – Member

The Board will continue sourcing for suitable and qualified candidates to chair the NC.

The Terms of Reference of the NC can be viewed on the Company's website at www.fsbm.com.my

The NC had performed the following activities during the financial year:

- a) Perform selection and assessment of the suitable candidates for appointment as Directors.
- b) Perform an annual review of the Board composition to ensure the Board continues to function adequately.
- c) Perform an annual assessment of the performance and effectiveness of the Board, Board committees and individual Directors.
- d) Perform an ESG Evaluation Assessment.
- e) Review the term of office and performance of the Audit Committees.
- f) Review the training need of Directors.
- g) Recommend the re-election of retiring Directors based on the outcome of the annual assessment as well as Directors' fit and proper criteria.
- h) Review the Terms of Reference of the NC.

Nomination and Appointment Process

The NC assesses the strength, effectiveness, and the level of diversity of the Board and Senior Management in determining the need for proposing new appointments of Director or Senior Management. As and when necessary, recommendations will be made to the Board for consideration.

The Board concurs with Practice 5.5 of the MCCG that the selection and appointment of members of the Board and Senior Management are based on merit and objective criteria with due regard for the benefits of diversity with no restriction on ethnicity, age and gender. The Board and Senior Management should have the right mix of skills.

The appointment of Senior Management is based on pre-determined criteria according to position and job descriptions with due regard for equality in the workplace. At present, the Key Senior Management of FSBM is represented by the two Executive Directors, a Chief Technology Officer and a Finance Director. Moving forward, the Senior Management team will be expanded with the increase in the Group's activities.

Board composition will be reviewed regularly. The Board composition will be refreshed when the need arises to ensure the Board consists of right mix of members to guide the Company towards improving its performance and to explore and identify more business opportunities. The NC and the Board in its continuous efforts in identifying suitable and qualified candidates to be the members of the Board will consider sources of candidates through the Company's networking and referral from independent sources as recommended by Practice 5.6 of the MCCG. Moving forward, with the adoption of the Directors' Fit and Proper Policy ("policy") adopted by the Board on 29 June 2022, the policy will be used as a guide for the Board and Nomination Committee in the future recruitment exercises.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

Annual Assessment Process

The Board has undertaken a formal and objective annual evaluation to determine the effectiveness of the Board, its Committees and each individual Director as per Practice 6.1 of the MCCG.

The NC assists the Board on the assessment process:

- The assessment is performed annually and internally facilitated. The evaluation process is facilitated by the Company Secretary.
- The NC applies the Directors' fit and proper criteria as stipulated in the Directors' Fit and Proper Policy of the Company alongside with the performance evaluation criteria, included with the ESG Evaluation Assessment, as recommended in the Corporate Governance Guide in conducting the annual assessments of Board and Board Committees and individual Directors. Assessment of the independence of the Independent Directors is based on the independence criteria as stipulated in the Main Market Listing Requirements.
- Prior to the NC meeting, the respective performance appraisal forms are circulated to the NC members and individual Directors via electronic mail. While the NC assessing the performance of the Board and Board Committees, individual Directors are invited to self-assess and comment on their character and integrity; experience and competence; and time and commitment.
- At the NC meeting, the NC discusses and comments on the performance of the Board and Board Committees, and each individual Director.
- The NC then recommends the outcome of the assessments to the Board for its review.

The NC had conducted an annual assessment on the performance and effectiveness of the Board, Board Committees and each individual Director in respect of the financial year ending 31 December 2023.

The following assessment outcomes were reported by the NC:

- The Group and the Company, the Board had discharged its fiduciary duties adequately.
- The Board Committees i.e., Audit Committee, Nomination Committee and Remuneration Committee had performed well in discharging their duties, except for the Risk Monitoring Committee which was not active during the year as the Group operating with minimum activities.
- Each Director continues to meet the Directors' fit and proper criteria, sufficiently contributing his/her skills, experience, business and industry knowledge and time in discharging their duties and responsibilities.
- The Independent Directors have exercised due care during their tenure as Independent Directors of the Company and have discharged their duties with reasonable skill and competence, bringing independent judgment into the decision making of the Board in the best interest of the Company and its shareholders.

Re-election of Directors

Pursuant to Clause 97 of the Company's Constitution, an re-election of the Directors who retire by rotation shall take place each year at the annual general meeting of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Based on its assessment outcomes, the NC reviewed the continued appropriateness of the Directors who retire at the forthcoming Annual General Meeting ("AGM") and made recommendation to the Board to seek shareholders' approval for re-election at the forthcoming AGM:-

1. Dato' Tan Hock San @ Tan Hock Ming
2. Mr. Mok Kar Foo

The Nomination Committee concluded both retiring Directors meet the Directors' fit and proper criteria in terms of character and integrity, experience and competence, and time and commitment.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

Directors' Training

Paragraph 15.08 of the Listing Requirements of Bursa Securities requires Directors to undertake continuous professional development programs to keep themselves abreast with the changing business environment, regulatory and corporate governance. Based on the results of the annual assessments, the NC assisted the Board undertake an assessment on the training needs of each Directors. All Directors were also requested to identify their areas of training needs. Directors were encouraged to continually update their skills and knowledge of the business and to actively participate on continuous professional development programs, so that, the Board is equipped to meet the competitive business environment and technological changes.

During the financial year, the Directors had attended training programs / Seminars/conferences, with details as follows:-

Director	Training Title	Date
Pang Kiew Kun	ACCIM - AI Unplugged 2023 Conference	10 August 2023
	Bank Negara Malaysia – TECHUP & GREENUP For Next Industrial Revolution 2023	15 August 2023
	MDEC – National MSME Digitalisation Roadmap (NMDR) workshop	24 October 2023
	MSIA - National E & E Forum 2023	6 November 2023
	MTDC - Centre of 9 Pillars Workshop	21 December 2023
Tan Wan Yen	Bursa Malaysia Mandatory Accreditation Programme (MAP II: Leading for Impact)	6-7 December 2023
Ng Yew Soon	ACCA - Power BI Basics for Finance Professionals	25 May 2023
	MIA - Financial and Debt Management Initiatives for SME's	9 June 2023
	ACCA - Emotional Competence for Accountants	15 June 2023
	ACCA - Authenticity, Purpose & Personal Brand	22 June 2023
	TTCS - Latest Special Voluntary Disclosure Programme Announced in Budget 2023 (SVFP2.0)	27 July 2023
	TTCS - Dissecting & Analysing 2023 Transfer Pricing Rules	15 August 2023
	CIMB - Cooler Earth & Sustainability Summit 2023	11 September 2023
Dato' Tan Hock San @ Tan Hock Ming*	n/a	n/a
Tey Giap Turn	MIDF Automation and Digital Forum 2023 (Johor) - Driving Business thru Digitalization and Automation. THE JOURNEY TOGETHER!	22 August 2023
	MDEC - National MSME Digitalisation Roadmap (NMDR) workshop	24 October 2023
Mok Kar Foo	HarvardX - Data Science: Machine Learning - Introduction	18 October 2023

**Dato' Tan Hock San @ Tan Hock Ming has extensive experience and is well positioned to gauge the direction of the industry and the company in this sector. He has yet been able to find suitable training to attend.*

REMUNERATION

As per Practice 7.1 of the MCGG, the Board has put in place a Remuneration Policy and Procedure to determine the remuneration at a level sufficient to attract, retain and motivate Directors and Senior Management who are the personnel to run the Group and the Company.

The details of the Remuneration Policy and Procedure are disclosed in Practice 7.1 of the MCGG Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

REMUNERATION (CONT'D)

Role and Activities of Remuneration Committee

As per Practice 7.2 of the MCCG, the Remuneration Committee ("RC") assists the Board in setting the remuneration framework on remuneration packages for Directors and Senior Management and implements the remuneration policy and procedures.

The Terms of Reference of the NC can be viewed on the Company's website at www.fsbm.com.my.

At per Guidance 7.2 of the MCCG, the RC comprises three (3) members, all are Non-Executive Directors with a majority of them are Independent Directors. The RC is chaired by an Independent Non-Executive Director.

The members of the RC are as follows: -

1. Mr. Tey Giap Turn – Chairman
2. Mr. Ng Yew Soon – Member
3. Mr. Mok Kar Foo – Member

The RC applies the following procedures on implementation of the remuneration policy:

- The RC conducts its annual review of the remuneration packages of the Executive Directors, Non-Executive Directors and Senior Management, and makes recommendations to the Board.
- The RC is guided by the assessment outcome of the NC in its review of the remuneration packages. Comparisons are made with the remuneration paid by other comparable public listed companies.
- None of the individual Directors are involved in the discussion and decision relating to their own remuneration.

The RC had conducted its annual review of the remuneration package of the Board in respect of the financial year ended 31 December 2023.

The RC has deliberated and put forward the following recommendation to the Board for approval:

- The remuneration packages of the Executive Directors shall remain unchanged as per the remuneration approved by the Board
- The Directors' fees for the independent Non-Executive Directors shall also remain unchanged.

Moving forward, the RC's key area of focus is to review again the remuneration packages of the Executive Directors and Non-Executive Directors and make adjustment according to the market rate for the subsequent financial years.

The above recommendations were approved by the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS BOARD RESPONSIBILITIES (CONT'D)

REMUNERATION (CONT'D)

Directors' remuneration

The Board applies Practice 8.1 of the MCCG to disclose Directors' remuneration on a named basis for individual Directors with detailed remuneration breakdown. The remunerations received or receivable by the Directors in respect of the financial year ended 31 December 2023 are disclosed below:-

Company and Group (2023)

Non-Executive Directors

No.	Name	Group			Company		
		Directors' Fees RM	Other Emoluments RM	Total RM	Directors' Fees RM	Other Emoluments RM	Total RM
1.	Dato' Tan Hock San @Tan Hock Ming (Non-Independent Non-Executive Director)	262,190	7,000	269,190	96,000	7,000	103,000
2.	Ng Yew Soon (Independent Non-Executive Director)	40,000	7,000	47,000	40,000	7,000	47,000
3.	Mok Kar Foo (Non-Independent Non-Executive Director)	36,000	7,000	43,000	36,000	7,000	43,000
4.	Mr. Tey Giap Turn (Independent Non-Executive Director)	36,000	7,000	43,000	36,000	7,000	43,000

Executive Directors

No.	Name	Directors' Fees/Salary RM	Bonus RM	Statutory Contribution RM	Benefits in-kind RM	Other Allowance RM	Total RM
1.	Pang Kiew Kun (Executive Director)	144,000	12,000	18,720	nil	7,000	181,720
2.	Tan Wan Yen (Executive Director)	nil	nil	nil	nil	nil	Nil

* The above table discloses the Executive Directors' remuneration at Company level. They did not receive any remuneration from subsidiaries.

Key Senior Management's remuneration

The Remuneration Committee and the Board are of the view that it is not to the Company's advantage or best interest to disclose the various remuneration components in detail considering the highly competitive market for senior management personnel with the requisite knowledge, technical expertise and working experience in the industry the Company operates. Accordingly, such disclosure of specific remuneration information may give rise to recruitment and talent retention issues.

As an alternative, the Remuneration Committee and the Board believe that the disclosure of other key management personnel's remuneration that includes the top senior management, in the audited financial statements is adequate as it complies with the requirements of Paragraph 17 of MFRS 124 "Related Party Disclosures".

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE B - EFFECTIVE AUDIT AND RISK MANAGEMENT AUDIT COMMITTEE

The Audit Committee ("AC") assists the Board to fulfil its corporate governance and oversight responsibilities in relation to financial reporting, internal control system, risk management system and internal and external audit functions.

An independent AC is a fundamental component of good corporate governance.

It has been the practice of the Company that the AC is chaired by an Independent Director Non-Executive Director who is not the Chairman of the Board. The Board has applied Practice 9.1 of the MCCG.

At present, AC comprise two (2) Independent Directors and one (1) Non-Independent Directors. Its members are as follows:-

1. Mr Ng Yew Soon – Chairman
2. Mr. Mok Kar Foo – Member
3. Mr. Tey Giap Turn – Member

The composition of the AC fulfils the requirement of Paragraph 15.09(1)(a) of the Main Market Listing Requirements that requires AC composed of not less than three (3) members.

However, the Board will continue to source suitable qualified candidates for appointment as additional Independent Director and AC member to comply with Practice 9.4 of the MCCG.

To further enhance the independence of AC, the Board has applied Practice 9.2 of the MCCG to adopt the policy that requires a former audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. During the financial year, none of the AC members was a former key audit partner of the Company and Group.

Practice 9.5 of the MCCG recommends AC should possess an appropriate mix of skills, experience and expertise. They should have a mix of accounting and financial expertise, as well as industry knowledge to enable them to discharge their duties effectively. The Chairman of the Audit Committee is a Fellow of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants (MIA). The AC possesses the necessary skills to discharge its duties. Although not all of the AC members possess the accounting qualification as prescribed by the Main Market Listing Requirements, the members of the AC have an understanding of the industry in which the Company operates, they also keep themselves up-to-date with developments of the accounting and auditing standards through various avenues so that they are able to assume the responsibility on overseeing the financial report of the Group and the Company effectively.

The AC is responsible for overseeing the relationships with the External Auditors, the selection process, reviewing the scope of the audit, and monitoring the independence and effectiveness of the External Auditors and remuneration payable to them. The AC has put in place policies and procedures to assess the suitability, objectivity and independence of the External Auditors as per Practice 9.3 of the MCCG before recommending to the Board on the appointment, removal or whether to put forward the Auditors for re- appointment at the AGM, and the Auditors' remuneration. Further details are disclosed in the CG Report under Practice 9.3, and this Annual Report under the section of AC Report

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE B - EFFECTIVE AUDIT AND RISK MANAGEMENT AUDIT COMMITTEE (CONT'D)

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board acknowledges that risk management and internal control are an integral part of good management practice.

The Board has established a Risk Management Framework as per Practice 10.1 of the MCCG which provides key principles and concepts, and a clear direction and guidance on risk management to give assertion on the state of risks and controls, with the objective to protect the interest of shareholders and stakeholders and achieve the Group's business objectives.

The Risk Management Framework lays down the following:

1. Risk management policy
2. Key objectives for financial risk management
3. Risk management process
4. Risk responsibilities

Instead of establishing a Risk Management Committee as recommended by Practice 10.3 of the MCCG, the Board assumes the role to oversee the risk management framework and policies.

Details of the Risk Management and Internal Control Framework and its adequacy and effectiveness are disclosed in the CG Report under Practice 10.2 and this Annual Report under the section of Statement of Risk Management and Internal Control.

In light of the increases business activities of the Group, the Board is in the proses of activating the roles of the Risk Monitoring Committee to ensure the risk management is in place.

The Board and Management have been continuously mitigating the risks and that may have a considerable impact on the Company. Current risks on which the Board and management are continuing to focus are operational and financial risks. Various initiatives have been taken by the Board and management to sufficiently manage the risks to ensure the Group is operating on a going concern basis. With the increase in the Group's activities, more resources have been made available to enhance the risk management process.

Internal Audit Function

The Company outsources its Internal Audit Function to a professional services firm, namely Vaersa Advisory Sdn. Bhd. The Internal Auditors are engaged to conduct regular reviews and appraisals of the effectiveness of governance, risk management and internal control processes within the Company and Group.

Internal Audit Function is important in assisting the Board in execution of its oversight function and discharge its responsibilities by performing independent reviews to ensure the adequacy and effectiveness of the internal control and risk management systems established by the Group.

The Management has provided assurance to the AC and the Board that the Group's risk management and internal control system has operated adequately.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

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

ENGAGEMENT WITH STAKEHOLDERS

The Board is responsible for reporting to shareholders and ensures accountability to the stakeholders. The Board has put in place Corporate Disclosure Policies and Procedures and ensures that it is implemented effectively. The Board has applied Practice 12.1 of the MCCG.

The Board has ensured that all disclosure requirements are duly complied with the Listing Requirements. All financial reports and statements, news releases, presentations, corporate governance documents and other information are accessible to shareholders via the Company's corporate website.

Besides that, Annual General Meetings are properly held, and the procedures are compliant with the regulatory requirements and MCCG.

The Board has not applied Practice 12.2 to adopt an integrated reporting based on a globally recognised framework in its reporting approach to stakeholders as the Company is not a Large Company as defined in the MCCG.

CONDUCT OF GENERAL MEETINGS

Annual General Meeting ("AGM") is the principal forum for dialogue with shareholders.

The Company has been practising the recommendation of Practice 13.1 of the MCCG by sending Notice of Annual General Meeting ("AGM") to shareholders more than 28 days prior to the meeting. Apart from that, the Board ensures the suitability of the venue and timing of meeting and undertake other measures to encourage shareholders' participation at the meetings. The Notice of AGM provides the relevant information pertaining to each Agenda to facilitate shareholders' understanding and evaluation of the resolution and make informed decision. The Board ensures that all information and explanatory notes provided in the Notice of AGM are in compliance with the Listing Requirements and MCCG.

The Company has practised the recommendation of Practice 13.2 to ensure all Directors and members of the Board Committees are present at the AGM or General Meetings. The Company's AGM/General Meetings provide the opportunity for all shareholders to meet and to put questions to the Board of Directors. All Directors are present at the AGM each year to provide responses to questions from the shareholders during these meetings.

The Company conducted its 2023 AGM in a physical manner which allows a better and more meaningful engagement between the Board, senior management and shareholders.

This CG Overview Statement was approved by the Board on 23 April 2024.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

FINANCIAL REPORTING

The Directors are required by the Companies Act, 2016 ("the Act") to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year.

The Board of Directors considers that, in preparing the financial statements for the financial year ended 31 December 2023, the Group and the Company have:

- complied with the applicable financial reporting standards in Malaysia and the provisions of the Companies Act, 2016;
- selected and consistently applied the suitable and appropriate accounting policies; and
- made estimates and judgments which are reasonable and prudent.

The Board of Directors is responsible for ensuring that the Group and the Company maintain adequate accounting records which disclose with reasonable accuracy the financial position of the Group and the Company to enable them to ensure that the financial statements comply with the provisions of the Act. The Board of Directors also has responsibilities to safeguard the assets of the Group and the Company.

The Directors are responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and the Company, and to detect and prevent fraud and other irregularities.

ADDITIONAL INFORMATION

The information set out below are disclosed in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”):

1. Utilisation of Proceeds

During the financial year ended 31 December 2023, the Company has successfully completed the Proposed Shares Issuance of 60.0 million Subscription Shares to Subscribers at the subscription price of RM0.08 per Subscription Share which raised RM4,800,000; and Proposed renounceable rights issue of up to 236,659,300 Rights Shares on the basis of 1 Rights Share for every 1 existing FSBM Share held at RM0.03 per Rights Share, together with up to 118,329,650 free Warrants on the basis of 1 Warrant for every 2 Rights Shares subscribed for (“Rights Issue with Warrants”) which raised RM7,099,779.

The status of the utilisation of the proceeds from Shares Issuance and Rights Issue with Warrants as at 31 March 2024 was as follows:-

Details of Utilitsation	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance RM'000	Timeframe of utilisation
Expansion of IT services business	5,907	1,244	4,663	Within 36 months
General working capital	3,993	3,895	98	Within 24 months
Defray estimated expenses for the Regularisation Plan	2,000	2,000	-	Within 3 months
Total	11,900	7,139	4,761	

2. Audit and Non-Audit Services

During the financial year ended 31 December 2023, the total audit and non-audit fees incurred for the services rendered to the Company and the Group by the external auditors, or a firm affiliated to the external auditors are as follows:-

	Group RM'000	Company RM'000
Audit	170	80
Non-Audit	5	5
	175	85

3. List of Properties

There was no property held by the Company during the financial year ended 31 December 2023.

4. Recurrent Related Party Transactions of a Revenue or Trading Nature

There were no recurrent related party transactions of a revenue or trading nature during the financial year under review.

ADDITIONAL INFORMATION

(CONT'D)

5. Material Litigation

FSBM and FSBM CTech Suit against Individuals and Technitium Sdn Bhd (“TSB”)

We refer to action taken by FSBM and FSBM CTech against TSB for the recovery of debts amounting to RM8,563,212.64 and RM32,409,434.77 respectively. FSBM and FSBM CTech had filed a suit in the High Court against Dr Azman Bin Awang (Azman), Haliza Binti Bidin (Haliza), Mariana Binti Ahmad Tahar and TSB as 4th Defendant. Judgement was delivered on 6 January 2017 where Azman and Haliza were held jointly and severally liable and personally responsible, without any limitation of liability, for all the debts or other liabilities of TSB.

FSBM and FSBM CTech continues to pursue recovery of the sum from TSB and/or its directors Azman and Haliza including possible bankruptcy proceedings.

There is no outstanding material litigation during the financial year under review.

6. Material Contracts

There was no material contract entered into by the Company and its subsidiaries involving Directors and major shareholders' interest which were subsisting at the end of the financial year or if not then subsisting, entered into since the end of previous financial year.