

## Corporate Governance Overview Statement

---

**The Board of Directors (“Board”) of APM Automotive Holdings Berhad (“Company”) recognises the importance of having high standards of corporate governance in the Company for the purposes of safeguarding the interest of its stakeholders and enhancing Company’s reputation in the marketplace. The Directors are mindful that effective corporate governance embodies key elements of transparency, accountability, integrity as well as corporate performance.**

As such, the Board embeds in the Group a culture that is aimed at delivering balance between conformance requirements with the need to deliver long-term success through performance, without compromising on personal or corporate ethics and integrity.

This Statement provides an overview of the Company’s application of the Principles set out in the Malaysian Code on Corporate Governance 2021 Edition (“MCCG”), which was released by the Securities Commission Malaysia on 28 April 2021. Details on how the Company has applied the Practices of the MCCG during the financial year under review are disclosed in the Corporate Governance Report, which is available for viewing on the Company’s website at [www.apm.com.my](http://www.apm.com.my).

The Board reviews the Company’s corporate governance practices with reference to the MCCG and other relevant pronouncements by the regulators to ensure such practices broadly meet the expectations of shareholders as well as other stakeholders.

### PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

#### I. BOARD RESPONSIBILITIES

The Board is collectively responsible to the Company’s shareholders and other stakeholders for the long-term success of the Group and its overall strategic direction, sustainable values and good corporate governance. The Board is led by experienced and knowledgeable Directors who provide the Company with the core competencies and leadership necessary for the Group to achieve its business objectives and goals.

All members of the Board are aware of their responsibility to make decisions objectively and collectively in order to promote the success of the Group for the benefits of shareholders and other stakeholders. The role and responsibilities of the Board are set out in the Board Charter, which is available on the Company’s website at [www.apm.com.my](http://www.apm.com.my). The Board Charter is periodically reviewed by the Board to align with regulatory changes and to reflect revisions made to the terms of reference of the Board Committees. The Board Charter was last revised and approved by the Board in January 2023.

The Board’s key roles and responsibilities broadly cover the formulation of corporate policies and strategies; overseeing and evaluating the conduct of the Group’s businesses, with a focus on overseeing the economic, environmental, social and governance perspectives of the Group’s strategies and operations; identifying principal risks and ensuring the implementation of appropriate systems to manage those risks to acceptable levels; and reviewing and approving key matters such as financial results, investments and divestitures, acquisitions and disposals, and major capital expenditure, including succession planning.

To assist in the discharge of its stewardship role, the Board has delegated and conferred some of its authority and powers to its Committees, namely the Audit Committee and the Nominating and Remuneration Committee (“NRC”) (collectively referred to as “Board Committees”), the memberships of which comprise exclusively Non-Executive Directors with a majority of them being Independent Directors. The Board Committees are entrusted with the responsibility to oversee specific aspects of the Group’s affairs in accordance with their respective terms of reference as approved by the Board and to report to the Board with their findings and recommendations. The ultimate responsibility for decision making, however, lies with the Board.

## Corporate Governance Overview Statement

---

The Executive Team (as defined in the Board Charter), comprising the President (as the leader), Chief Executive Officer, Executive Vice President and other Senior Management Personnel, is responsible to the Board in accordance with their respective roles, positions, functions and responsibilities which include, inter-alia, the achievement of the Group's goals and observance of Management authorities delegated by the Board; developing business plans which are aligned to the Group's requirements for growth; profitability and return on capital to be achieved; ensuring cost effectiveness in business operations; overseeing development of human capital; and ensuring members of the Board have the information necessary to perform their fiduciary duties and other governance responsibilities.

The Executive Team, which serves as a conduit between the rest of Management and the Board, is responsible for the effective implementation of the strategic plans and policies of the Group established by the Board.

The positions of the Board Chairman and the Chief Executive Officer are held by different individuals to ensure an appropriate balance of roles, responsibilities and accountability. The President, who also assumes the position of the Board Chairman, is primarily responsible for ensuring the adequacy and effectiveness of the Board's governance process and acts as a facilitator at Board Meetings to ensure that contributions from Directors are forthcoming on matters being deliberated and that no Board member dominates discussion. The Chief Executive Officer is responsible for managing and supervising the day-to-day business operations in accordance with the Group's strategies, policies and business plans approved by the Board.

The Non-Executive Directors, comprising Independent Non-Executive Directors and Non-Independent Non-Executive Directors, provide an independent view and constructively challenge Management on the running of the Company's business and its business performance in meeting the strategy plan, goals and objectives of the Group. The Independent Non-Executive Directors, in particular, are responsible for providing insights, unbiased and independent views, advice and judgement to the Board and also to ensure effective checks and balances on the Board are accorded. Independent Non-Executive Directors are essential for protecting the interests of shareholders, in particular minority shareholders, and can make significant contributions to the Company's decision making by bringing in the quality of detached impartiality.

In enhancing accountability, the Board has established clear functions reserved for itself and those delegated to Management. There is a formal schedule of matters reserved to the Board for its deliberation and decision to ensure that the direction and control of the Company are in its hands.

Designated authority has also been appropriately delegated to ensure a balance between operational efficiency and control over corporate and financial governance. Various Management Committees have been formed, such as Investment Committee, Risk Management and Sustainability Committee and Executive Management Committee, with the aim to achieve optimum structure for efficient and effective decision-making in the Group. The delegation of authority is reviewed regularly by the Board and Management to ensure that it is adhered to by the delegates, based on the level of approving authority limits for various aspects of the business.

The Board has also developed a Directors' Code of Ethics, which sets out the standards of conduct expected from all Directors. The Directors' Code of Ethics is contained in Appendix A of the Board Charter, which is available on the Company's website at [www.apm.com.my](http://www.apm.com.my). To inculcate ethical conduct, the Group has also developed a Code of Conduct for compliance by its employees. Additionally, the Group has in place a Special Complaints Policy, which is equivalent to a whistleblowing policy, that serves as an avenue for raising of concerns relating to possible acts of corruption, breach of business conduct, non-compliance with laws and regulatory requirements as well as other wrongdoings or malpractices.

The Board has also formalised an Anti-Bribery and Anti-Corruption Policy ("ABAC Policy") for the Group, reinforcing the code of conduct and business ethics of the Group to ensure that all Directors and employees understand their responsibilities in compliance with the Group's zero tolerance for bribery and corruption. This is in line with the corporate liability provision on corruption under Section 17A of the Malaysian Anti-Corruption Commission Act 2009.

## Corporate Governance Overview Statement

Both the Special Complaints Policy and ABAC Policy were last reviewed by the Board in February 2023.

The Board has established a Directors' Fit and Proper Policy on 20 May 2022, to guide the NRC and Board in conducting the assessment of any prospective Director or retiring Director seeking re-election as a Director in the Company and its subsidiaries to ensure they possess the necessary quality and character as well as integrity, competence and commitment to discharge the responsibilities required of the position in the most effective manner. The Directors' Fit and Proper Policy is available on the Company's website at [www.apm.com.my](http://www.apm.com.my).

The Board members have full access to the Company Secretary to obtain advisory services, particularly on corporate governance issues and compliance with the relevant policies and procedures, laws and regulatory requirements, in addition to administrative matters.

The Board believes sustainability is integral to the long-term success of the Group. Accordingly, the Board, together with Management, oversees the governance of sustainability in the Group, including setting the Group's sustainability strategies, priorities and targets. Further information on the Group's sustainability governance, activities and performance are provided in the Sustainability Statement of this Annual Report.

### **Board Meetings**

In discharging their responsibilities effectively, the Directors allocate sufficient time to attend Board and Board Committee meetings to deliberate on matters under their purview. During the financial year, the Board deliberated on matters relating to business strategies and key issues concerning the Group, including business plan, annual Group budget, financial results, significant transactions and the Group's risk management and sustainability activities. All Board and Board Committee members are provided with the requisite notice, agenda and meeting papers prior to convening each meeting in a timely manner.

For the financial year under review, the Board convened five (5) Board meetings and attendances of the Board are as follows:

<b>Name</b>	<b>No. of Board Meetings Attended</b>	<b>Percentage of Attendance (%)</b>
Dato' Tan Heng Chew	5/5	100
Dato' Tan Eng Hwa	5/5	100
Khoo Peng Peng	5/5	100
Lee Min On	5/5	100
Dato' Chan Choy Lin	5/5	100
Dato' Azmil bin Mohd Zabidi	5/5	100
Dato' N. Sadasivan s/o N.N. Pillay	5/5	100
Low Seng Chee	5/5	100
Nicholas Tan Chye Seng	5/5	100

### **Continuous Professional Development**

The Board acknowledges the importance of continuous education and training for its members to enable an effective discharge of its responsibilities and to be apprised of changes to regulatory requirements and the impact such changes have on the Directors and the Group. The Company Secretary circulates to, and briefs, the Directors the relevant changes to statutory and regulatory requirements from time to time.

## Corporate Governance Overview Statement

All the Directors have completed the Mandatory Accreditation Programme Part 1 in relation to a Director's roles, duties and liabilities as required by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). During the financial year under review, the trainings attended by the Directors included briefings, seminars, workshops and conferences conducted by the relevant regulatory authorities, professional bodies and experienced trainers. Details of the training programmes attended or participated by the Directors in respect of the financial year under review were as follows:

Directors	Training/Seminar/Conference/Workshop
<b>Dato' Tan Heng Chew</b>	<ul style="list-style-type: none"> <li>▪ Warisan TC Holdings Berhad ("WTCH") / Tan Chong Motor Holdings Berhad ("TCMH") : Code of Business Conduct &amp; Ethics (Yearly Refresher Training)</li> <li>▪ TCMH : 2023 Anti-Bribery &amp; Anti-Corruption (Yearly Refresher Training)</li> <li>▪ TC iTech Sdn. Bhd. : Cybersecurity Awareness Training 2023 for Directors (Yearly Refresher Training)</li> <li>▪ WTCH Group Compliance Department : 2023 Anti-Bribery &amp; Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training)</li> <li>▪ KPMG PLT : Addressing Challenges in implementing International Sustainability Standards Board (ISSB) Standard</li> </ul>
<b>Low Seng Chee</b>	<ul style="list-style-type: none"> <li>▪ TCMH : New Employment (Amendment) Act 2022</li> <li>▪ KPMG Tax Services Sdn. Bhd. : Tax and Business Summit 2022</li> <li>▪ Institute of Corporate Directors Malaysia ("ICDM") : Mandatory Accreditation Programme Part II - Leading for Impact</li> <li>▪ Ernst &amp; Young : Management of Cyber Risk</li> <li>▪ KPMG PLT : Navigating AI Governance and ESG Reporting for the future</li> </ul>
<b>Dato' Tan Eng Hwa</b>	<ul style="list-style-type: none"> <li>▪ KPMG Tax Services Sdn. Bhd. : Tax and Business Summit 2022</li> <li>▪ Suruhanjaya Syarikat Malaysia ("SSM") : SSM National Conference 2023 on Shared Responsibility in Strengthening AML/ CFT Compliance - Risks, Challenges and Collaborations</li> <li>▪ Bursa Malaysia Berhad ("Bursa Malaysia") : Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers</li> <li>▪ Malaysian Association of Company Secretaries : Share and Capital Maintenance with Illustration for Ordinary and Preference Shares</li> <li>▪ KPMG Tax Services Sdn. Bhd. : Tax and Business Summit 2023</li> </ul>
<b>Khoo Peng Peng</b>	<ul style="list-style-type: none"> <li>▪ TCMH : New Employment (Amendment) Act 2022</li> <li>▪ KPMG Tax Services Sdn. Bhd. : Tax and Business Summit 2022</li> <li>▪ TCMH : National Budget Briefing 2023</li> <li>▪ Malaysian Institute of Accountants ("MIA") : MIA Conference 2023</li> <li>▪ Bursa Malaysia : Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers</li> <li>▪ ICDM : Mandatory Accreditation Programme Part II - Leading for Impact</li> <li>▪ KPMG Tax Services Sdn. Bhd. : Tax and Business Summit 2023</li> </ul>
<b>Dato' N. Sadasivan s/o N.N. Pillay</b>	<ul style="list-style-type: none"> <li>▪ TCMH : New Employment (Amendment) Act 2022</li> <li>▪ KPMG International Limited : Development, Enhancement, Maintenance, Protection &amp; Exploitation of Intangibles (DEMPE) and Intangibles - Controlling Transfer Pricing Risks</li> <li>▪ KPMG Tax Services Sdn. Bhd. : National Budget Webinar</li> </ul>

## Corporate Governance Overview Statement

Directors	Training/Seminar/Conference/Workshop
<b>Lee Min On</b>	<ul style="list-style-type: none"> <li>▪ TCMH : New Employment (Amendment) Act 2022</li> <li>▪ Malaysian Institute of Corporate Governance ("MICG") : Enterprise Risk Management ("ERM") – Developing a holistic ERM Framework</li> <li>▪ The Institute of Internal Auditors Malaysia : East Malaysia Conference 2023 - Unlocking Success : Empowering Internal Auditors for Tomorrow's Challenges</li> <li>▪ MICG : Duties and Responsibilities of Company Directors - Demystifying the Stewardship and Fiduciary Roles of Directors</li> <li>▪ TC iTech Sdn. Bhd. : 2023 Cybersecurity Awareness Training for Independent Directors (Yearly Refresher Training)</li> <li>▪ Bursa Malaysia : Conflict of Interest and Governance of Conflict of Interest</li> <li>▪ MIA : Corporate Disclosures - What are 'landmines' to avoid and the value derived?</li> <li>▪ KPMG PLT : Addressing Challenges in implementing International Sustainability Standards Board (ISSB) Standard</li> <li>▪ MICG : Assessment of the Board, Board Committees and Individual Directors: Are such assessments useful, let alone necessary, for listed Issuers?</li> <li>▪ Country View Berhad : Sustainability Governance, Management and Reporting - Implications of the ESG agenda to the Board and Management of Listed Issuers</li> <li>▪ WTCH Group Compliance Department : 2023 Anti-Bribery &amp; Anti-Corruption, Fraud Prevention and Special Complaint Online Training (Yearly Refresher Training)</li> </ul>
<b>Dato' Azmil bin Mohd Zabidi</b>	<ul style="list-style-type: none"> <li>▪ KPMG PLT : Briefing on Environmental, Social and Governance</li> <li>▪ Asia School of Business : Board Oversight of Climate Risks and Opportunities</li> <li>▪ ICDM : Mandatory Accreditation Programme Part II - Leading for Impact</li> </ul>
<b>Dato' Chan Choy Lin</b>	<ul style="list-style-type: none"> <li>▪ Financial Institutions Directors' Education ("FIDE") Forum : Business Luncheon Talk - Can America stop China's rise? Will ASEAN be damaged?</li> <li>▪ KPMG PLT : Briefing on Environmental, Social and Governance</li> <li>▪ LeadWomen Sdn. Bhd. ("LeadWomen") : Becoming an effective Board member - Tips and Strategies</li> <li>▪ Crowe Malaysia PLT : Revised 2023 Budget</li> <li>▪ LeadWomen : Navigating Diversity, Equity, and Inclusion ("DEI")</li> <li>▪ SysArmy Sdn. Bhd. : Cybersecurity Awareness</li> <li>▪ TG Consulting Sdn. Bhd. : Transfer pricing for local group of companies</li> <li>▪ PwC : An exclusive briefing on the latest Income Tax (transfer pricing/rules)</li> <li>▪ Sharing Session by the Chief Risk Officer of The Pacific Insurance Berhad : Climate Change Risk Knowledge</li> <li>▪ Bursa Malaysia : Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers</li> <li>▪ KPMG PLT : Addressing Challenges in implementing International Sustainability Standards Board (ISSB) Standard</li> <li>▪ FIDE Forum : Distinguished Board Leadership Series 2023 - Empowering Change through DEI</li> <li>▪ Deloitte : Briefing on Finance Bill</li> <li>▪ Crowe Malaysia PLT : Briefing on Budget 2024</li> <li>▪ ICDM : Mandatory Accreditation Programme Part II - Leading for Impact</li> </ul>
<b>Nicholas Tan Chye Seng</b>	<ul style="list-style-type: none"> <li>▪ WTCH/ TCMH : Code of Business Conduct &amp; Ethics (Yearly Refresher Training)</li> <li>▪ KPMG PLT : 2023 MFRS Updates</li> </ul>

## II. BOARD COMPOSITION

The Company's Constitution provides that the Board shall comprise not more than ten (10) Directors. The Board currently consists of nine (9) members, with three (3) Executive Directors and six (6) Non-Executive Directors, of whom three (3) are Independent Non-Executive Directors. In respect of Independent Non-Executive Directors,

## Corporate Governance Overview Statement

---

the composition of the Board meets the requirements as set out in the Main Market Listing Requirements of Bursa Securities, which stipulate that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, must be independent.

Practice 5.2 of the MCCG states that at least half of the Board comprises Independent Directors. Although the Board is aware that its current composition departs from the recommended practice, it nonetheless believes that the goal of independence and objectivity in this practice is not compromised as a result of such composition. In fact, the Board is of the view that independence and objectivity are present and preserved with the current composition of the Board in view of the weight given to the opinions of its three (3) Independent Non-Executive Directors, which provide the necessary checks and balances in the Board's decision-making process.

All the Board members are persons of high calibre and integrity. They possess the appropriate skills and provide a wealth of knowledge and experience in the key areas of business strategy and planning, business operations and development, finance, corporate governance, accounting, risk management and audits. The profile of each Director is set out on pages 5 to 9 of this Annual Report.

### **Nominating and Remuneration Committee ("NRC")**

The NRC is entrusted to assess the adequacy and appropriateness of the Board composition, identifying and recommending suitable candidates for Board membership and also to assess annually the performance of the Directors, succession plans and Board diversity, in terms of gender, age, ethnicity and skillsets diversity, training for Directors and other qualities of the Board, including core-competencies that the Independent Non-Executive Directors should bring to the Board.

It is the Board's practice for new appointment of Directors, suitable candidates are identified both from recommendations of existing Directors or Management of the Company as well as from external sources like the Institute of Corporate Directors Malaysia and others, as deemed appropriate. The NRC is of the view that the process of sourcing for suitable candidates meets the needs of the Company as a formal and rigorous interview process is undertaken by the NRC, regardless of whether the candidates are recommended by existing Directors or Management or sourced from external parties.

In January 2024, the NRC conducted the annual assessment of the Board, Board Committees and individual Directors, based on a self and peer review premised on pre-set questionnaires, adapted from the Corporate Governance Guide 4th Edition and approved by the Board, to evaluate the skills sets and performance of the Board, Board Committees and individual Directors, including how the individual Directors contributed in meeting the Company's needs. The annual Directors' assessment forms, which are sets of self and/or peer assessment forms, were issued to the Board and Board Committee members, and the 360-degree assessment form was issued to the Senior Management who attended full meetings of the Board or Board Committees to evaluate the performance of the Board and Board Committees from different perspectives. The Company has adopted the 360-degree assessment approach with the objective to further enhance the evaluation process of the Board's and Board Committees' performance.

Based on the outcome of the assessment, the NRC concluded that each Director has the requisite competence, skills, experience, integrity and character to serve on the Board and has sufficiently demonstrated his or her commitment to the Group in terms of time and participation during the year under review. An area for improvement identified from the assessment was the need for Directors to hone their skills set by attending training programmes, particularly in the areas of legal compliance, sustainability, information technology, financial reporting and taxation as well as research and development which relate to the Group's products, technological development and operations.



## Corporate Governance Overview Statement

---

Following the above-mentioned assessment and having considered the Directors' fitness and propriety based on the criteria set out in the Directors' Fit and Proper Policy as well as the declaration made by the retiring Directors seeking re-election, the NRC recommended to the Board the re-election of the retiring Directors at the Company's forthcoming Annual General Meeting ("AGM"). All assessments and evaluations carried out by the NRC in discharging its functions were duly documented.

The Board Charter provides a limit of a cumulative term of nine (9) years on the tenure of an Independent Non-Executive Director. Thereafter, the person may be re-designated as a Non-Independent Non-Executive Director. In the event the Board intends to retain a Director as an Independent Non-Executive Director after he has served a cumulative term of nine (9) years but not exceeding 12-year tenure, the Board must justify such decision and seek shareholders' approval at the AGM.

The NRC has also in January 2024 assessed the independence of Independent Non-Executive Directors for the financial year 2023 based on the criteria on independence adopted by the Board. Following this assessment and recommendation of the NRC, the Board is of the opinion that the independence of the existing Independent Non-Executive Directors, whose tenure has not exceeded nine (9) years, remains unimpaired and their judgement over business dealings of the Company has not been influenced by the interests of the other Directors or substantial shareholders.

The Company has formalised a Board Diversity Policy, which is set out in the Board Charter available on the Company's website at [www.apm.com.my](http://www.apm.com.my). According to the Board Diversity Policy on gender, the Board shall comprise at least a female Director at any time. The Board advocates fair and equal participation and opportunity for all individuals of the right calibre. Presently, there are two (2) female Board members, namely Dato' Chan Choy Lin and Ms. Khoo Peng Peng. This is in line with the Main Market Listing Requirements of Bursa Securities which require at least one (1) woman Director on the Board.

The Company has no specific policy on gender diversity for Senior Management as the Company in the selection of candidates for Senior Management values their experience, knowledge, abilities, and credentials in carrying out the roles. The candidates are given fair chance and equal opportunities to take on the role if they meet the above criteria and not limited to gender.

A summary of key activities undertaken by the NRC in discharging its duties during the financial year under review and up to the date of this Statement is set out below:

- Reviewed and recommended the renewal of service contracts of Executive Directors and Senior Management to the Board for approval;
- Reviewed and assessed the independence of Independent Non-Executive Directors;
- Reviewed and assessed the suitability of re-designating the Directors;
- Reviewed and assessed the Board Composition;
- Considered whether there was any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect the capacity of Directors to bring an informed judgement to bear on issues before the Board and to act in the best interest of the Company;
- Reviewed and recommended the re-election of Directors due for retirement and who had offered themselves for re-election by shareholders;
- Reviewed the size and composition of the Board based on the required mix of skills, experience, knowledge and diversity;
- Assessed the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director;
- Considered the Directors' training needs, including acknowledging the types of training to be attended by the Directors following the above-mentioned assessment conducted by the NRC;

## Corporate Governance Overview Statement

---

- Assessed the effectiveness and performance of the Chief Financial Officer and Company Secretary, who are considered key personnel of the Company; and
- Reviewed the terms of reference of the NRC.

### III. REMUNERATION

The NRC is entrusted by the Board to implement the policies and procedures on matters relating to the remuneration of the Board and Senior Management and making recommendations on the same to the Board for approval.

The Board has formalised and adopted Policies and Procedures for the Remuneration of Directors and Senior Management, which are available on the Company's website at [www.apm.com.my](http://www.apm.com.my), to align with the Group's business strategy and long-term objectives. The remuneration packages of Executive Directors and Senior Management are linked to their performance, qualifications, experience and scope of responsibility and geographic location where the personnel are based and are periodically benchmarked against the market and industry surveys conducted by human resource consultants and performance of the companies in the Group.

The level of remuneration of Non-Executive Directors reflects the scope of responsibilities and commitments undertaken by them. The Board ensures that the remuneration of Non-Executive Directors does not conflict with their obligation to bring objectivity and independent judgement on matters discussed at the Board meetings.

The NRC has in January 2024 carried out an annual review of the remuneration packages of the Executive Directors and Senior Management, whereupon recommendations were made to the Board for approval. Such annual review is to ensure that the remuneration packages of the Executive Directors and Senior Management remain attractive enough to recruit, motivate and retain Directors and Senior Management of calibre, commensurate with their responsibilities for effective management and operations of the Group.

The remuneration of Non-Executive Directors for the financial year under review was determined by the Board as a whole, with the total quantum recommended by the Board for shareholders' approval at the AGM.

The Directors concerned abstained from deliberation and voting on their own remuneration at the Board meetings.

Details of Directors' remuneration for the financial year ended 31 December 2023 in respect of the Group and Company, including breakdown of remuneration in terms of fees, salaries, bonus, benefit-in-kinds, allowances and others of individual Directors on a named basis, are provided under Practice 8.1 of the MCCG in the Corporate Governance Report, which is available on the Company's website at [www.apm.com.my](http://www.apm.com.my).

## PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

### I. AUDIT COMMITTEE

In assisting the Board to discharge its duties on financial reporting, the Board has established an Audit Committee, which currently comprises five (5) members, all of whom are Non-Executive Directors with a majority of them being Independent Directors. The Audit Committee is chaired by Mr. Lee Min On, the Senior Independent Non-Executive Director. Members of the Audit Committee collectively are financially literate and are qualified to discharge their duties and responsibilities. They constantly keep abreast of relevant changes to financial reporting standards and issues which have a significant impact on the financial statements through regular updates from the external auditors and the Chief Financial Officer.



## Corporate Governance Overview Statement

---

One of the key responsibilities of the Audit Committee in its specific terms of reference is to ensure that the financial statements of the Group and Company comply with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and provisions of the Companies Act 2016. A summary of the activities carried out during the financial year by the Audit Committee is set out in the Audit Committee Report included in this Annual Report.

The Board understands its role in upholding the integrity of financial reporting by the Company. Accordingly, the Audit Committee, which assists the Board in overseeing the financial reporting process of the Company, has adopted a policy for the types of non-audit services permitted to be provided by the external auditors and/or their affiliates, including the need to obtain the Audit Committee's pre-approval for such services.

The Audit Committee has adopted a policy that requires a former partner of the external audit firm and/or its affiliates, including those providing advisory services, tax consulting, etc., to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee and such policy has been incorporated in the terms of reference of the Audit Committee.

In January 2024, the NRC also reviewed the effectiveness of the Audit Committee and the results of the assessment showed that the Audit Committee is well-balanced and adequate in terms of its mix and composition, boardroom activities and in the quality of information and decision making.

## II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board has overall responsibility for maintaining a sound system of risk management and internal control of the Group that provides reasonable assurance on the effective and efficient running of business operations, safeguarding of Group's assets, compliance with laws and regulations as well as internal procedures and guidelines.

The Audit Committee assists the Board in reviewing the adequacy and operating effectiveness of this system. The Risk Management and Sustainability Committee is entrusted by the Board to oversee the risk management framework and policies while the subsidiaries' Management is tasked to manage business risks, including developing, implementing and monitoring mitigating measures to manage such risks to acceptable levels.

Details of the Group's Enterprise Risk Management framework, activities carried out for the financial year under review and reporting processes are set out in the Risk Management and Internal Control Statement included in this Annual Report.

The Company has established an in-house Internal Audit function led by the Head of Systems and Internal Audit who reports directly to the Audit Committee. All internal audits carried out are guided by the International Professional Practices Framework of the Institute of Internal Auditors, a globally recognised professional body for internal audit. The Internal Audit function is independent of the activities it audits, and the scope of work covered by the Systems and Internal Audit Department during the financial year under review, based on an Annual Plan approved by the Audit Committee, is set out in the Audit Committee Report included in this Annual Report.

## Corporate Governance Overview Statement

---

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

#### **I. ENGAGEMENT WITH STAKEHOLDERS**

The Board recognises the importance of being transparent and accountable to the Company's stakeholders and also acknowledges that continuous communication between the Company and stakeholders facilitates mutual understanding of each other's objectives and expectations. As such, the Board ensures the supply of clear, comprehensive, and timely information to stakeholders via various disclosures and announcements, including the quarterly and annual financial results which provide investors with up-to-date financial information of the Group. All these announcements and other information about the Company are available on the Company's website at [www.apm.com.my](http://www.apm.com.my) which shareholders, and other stakeholders, including the public, may access.

In addition, the Board also ensures that engagement with shareholders occurs at least once a year during the AGM to better understand their needs and obtain their feedback.

#### **II. CONDUCT OF GENERAL MEETINGS**

The AGM is the principal forum for shareholder dialogue, which allows shareholders to review the Group's performance via the Company's Annual Report and pose questions to the Board for clarification.

The 26<sup>th</sup> AGM of the Company, which was held on 1 June 2023, was conducted virtually through live streaming from the broadcast venue and online remote voting via Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via TIIH Online website at <https://tiih.online>, in line with Practice 13.3 of the MCCG to promote shareholders' participation by leveraging technology means.

At the 26<sup>th</sup> AGM, all the Directors (including the chair of the Board Committees) were present at the Meeting to engage directly with, and to be accountable to, the shareholders for their stewardship of the Company. During the AGM, the Chairman of the meeting ensured that the meeting was conducted in an orderly manner. The strategic business direction of the Group, the Group's financial performance, some key initiatives, overview of market outlook and the Group's strategies and actions going forward were presented at the meeting. Shareholders were given the opportunity to submit their questions prior to and during the AGM via an e-query box. Members of the Board responded to questions posed by shareholders to provide the relevant explanations and insights thereto. The shareholders participated in deliberating resolutions being proposed or on the Group's operations in general. The Directors and Management appropriately responded to the questions raised and provided clarification as required by the shareholders. The minutes of the 26<sup>th</sup> AGM, including the responses to questions raised by shareholders, are available on the Company's website at [www.apm.com.my](http://www.apm.com.my).

This Statement is dated 3 April 2024.

## Risk Management and Internal Control Statement

---

In accordance with Paragraph 15.26(b) of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors ("Board") of a listed issuer is required to include in its Annual Report, a statement about the state of risk management and internal control of the listed issuer as a group. Accordingly, the Board is pleased to furnish the Risk Management and Internal Control Statement ("Statement"), which outlines the nature and scope of the risk management and internal control system in the Group (comprising the Company and its subsidiaries) for the financial year ended 31 December 2023 and up to the date of approval of this Statement for inclusion in the Annual Report of the Company. For the purpose of disclosure, this Statement has considered the "Statement on Risk Management and Internal Control - Guidelines for Directors of Listed Issuers" ("Guidelines"), a publication of Bursa Securities, in particular the requirements under paragraphs 41 and 42 of the Guidelines and the Malaysian Code on Corporate Governance 2021 Edition ("MCCG").

### BOARD'S RESPONSIBILITY

The Board acknowledges and assumes its overall responsibility for the Group's risk management and internal control system to safeguard shareholders' investment and the Group's assets, including the need to review the adequacy and operating effectiveness of this system in meeting the Group's objectives. The Board is cognisant of the need to discharge its fiduciary duties and responsibilities at all times in the best interest of the Company in line with Practice 1.1 and Guidance 1.1 of the MCCG, in particular, its principal responsibilities on risk management and internal control as outlined in the Guidance with respect to the following:

- to ensure there is a sound framework for internal control and risk management;
- to understand the principal risks of the Group's business and recognise that business decisions involve the taking of appropriate risks; and
- to set the risk appetite within which the Board expects Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks.

The Board is also mindful of its role in establishing a sound framework to manage risk as stipulated in Practice 10.1 of the MCCG. Accordingly, the Board has formalised in writing a Risk Management Framework ("RMF" or "Framework"), which is broadly aligned with the ISO 31000:2018 Risk Management – Guidelines. This Framework incorporates, amongst others, a structured risk management process to identify and evaluate business risks, comprising strategic, financial, operational, cybersecurity, bribery and corruption, sustainability and compliance as well as a system of internal control to mitigate such risks to acceptable levels.

In view of the limitations inherent in any system of risk management and internal control, the system is designed to manage, rather than eliminate, the risk of failure to achieve the Group's objectives. The system can, therefore, only provide reasonable, but not absolute, assurance against any material misstatement, financial loss or fraudulent practices. This system is reviewed periodically by the Board in terms of its continuing adequacy and operating effectiveness in all material aspects. The Board conducts this via the Audit Committee, which has been entrusted by the Board to oversee risk management and internal control activities in reviewing the adequacy and operating effectiveness of the system of risk management and internal control in the Group.

### RISK MANAGEMENT SYSTEM

As risk management is an integral activity that underpins business operations, the Group's RMF includes, inter-alia, a methodical process to identify, evaluate, control, report and monitor business risks faced by the Group in its business operations. Individual business risks, where identified, are scored for their likelihood of occurrence and the impact thereof based on a '5 by 5' risk matrix, deploying parameters established for each key business unit or function in the Group.

## Risk Management and Internal Control Statement

---

The risk parameters comprise relevant financial and non-financial metrics for risks to be evaluated in terms of likelihood of their occurrence and the impact thereof, and this feature essentially articulates the extent of risk the Group is prepared to take or seek in achieving its corporate objectives. The metrics used in quantifying the risks were based on risk parameters considered appropriate to reflect the risk appetite of the Group.

The Risk Management and Sustainability Committee ("RMSC"), which comprises certain Executive Directors, an Independent Non-Executive Director, a Non-Independent Non-Executive Director and Senior Management, oversees the risk management framework and policies, and has been tasked by the Board with the responsibility of creating risk-awareness amongst personnel in the Group and monitoring key risks faced in the Group's operations. The subsidiaries' Management is responsible for managing business risks, including developing, implementing and monitoring mitigating measures to manage such risks to acceptable levels. The RMSC briefs the Audit Committee on the significant risks faced by the Group, including the risk indicators as well as risk response plans by Management to mitigate the risks to acceptable levels. As part of its remit, the Systems and Internal Audit Department reviews the process on how risks are identified and evaluated by process owners, the progress of implementation of the subsidiaries' risk response plans and assesses the effectiveness of controls in managing the relevant risks. The results of the reviews are presented at RMSC meetings and Audit Committee meetings, as the case may be, for further deliberations as needed.

The salient features of the risk management process are as follows:

- The heads of subsidiary and department at Group level are tasked to update their respective risk profiles on a half-yearly basis and prepare a report on risk assessment to confirm that they have reviewed the risk profiles, risk reports and related business processes, including action plans to be implemented to manage the risks so identified;
- The risk information from the respective subsidiaries and departments at Group level is compiled, collated, consolidated and tabled to the RMSC for its deliberation and monitoring; and
- On a half-yearly basis, the RMSC meets to review the significant risks identified and the progress of implementation of action plans. A copy of the RMSC meeting minutes is presented to members of the Audit Committee for review and deliberation. The RMSC reports to the Board of Directors through the Audit Committee on significant matters arising from RMSC meetings and, where deemed pertinent, the RMSC presents its recommendations to the Board of Directors for approval.

Apart from the RMF, the Group has also updated its Fraud Prevention Policy and a Special Complaints Policy (collectively known as the "Fraud and Whistleblowing Policies") to better mitigate the risk of fraud, corruption and other irregularities. Embedded in the Fraud and Whistleblowing Policies is a procedure that allows employees and external parties to report any wrongdoing by any person in the Group so that appropriate actions can be taken immediately. The Fraud and Whistleblowing Policies also include provisions to safeguard the confidentiality of informants, assurance on non-reprisals against informants who act in good faith, and measures to avoid abuse of the said policies lest false or malicious allegations are intentionally made.

Under the Fraud and Whistleblowing Policies, a hotline is made available for employees to report any alleged or suspected fraud, corruption or non-compliance with the Code of Conduct for employees, laws and regulations directly to APM Group Compliance Officer. The team from the investigative function is tasked to commence investigations upon receiving a mandate from APM Group Compliance Officer. Investigative reports, if any, are tabled at Audit Committee meetings for deliberation and decision, particularly on the next course of action to be taken.

Guided by the Fraud and Whistleblowing Policies, the primary role of APM Group Compliance Officer is to provide support and assistance in managing, implementing and coordinating activities relating to actual or alleged unlawful activities, including fraud, corruption, malpractices, irregularities and serious breaches of the law or internal control without fear or favour.

## Risk Management and Internal Control Statement

---

In February 2020, the Board formalised and adopted the Anti-Bribery and Anti-Corruption Policy ("ABAC Policy"), and the Group Integrity Officer was appointed, amongst others, to manage, implement and coordinate activities relating to anti-bribery and anti-corruption initiatives.

The ABAC Policy is designed to set out and uphold the Group's zero-tolerance stance against corruption as well as its core values and parameters on ethics, integrity and governance. The ABAC Policy sets out the framework and articulates the conduct and behaviours expected from all employees and Directors when dealing with stakeholders. The ABAC Policy is applicable to all employees and Directors, regardless of their location, and compliance is mandatory. In this regard and insofar as external parties such as the Group's suppliers and vendors are concerned, compliance with the Code of Conduct for Suppliers and endorsement of the Vendor's Integrity Undertaking is, and remains, a requirement. The Fraud and Whistleblowing Policies as well as the ABAC Policy and the Group's Code of Conduct for Suppliers are available for public viewing at [www.apm.com.my](http://www.apm.com.my).

The Group Integrity Officer/ Group Compliance Officer reports to the RMSC, whom shall report to the Board through Audit Committee.

Commitment and discipline in managing risks are imperative to the success of the Group. Continuous efforts are taken by Management to assess and monitor the existing Risk Management Framework, including the Group's ABAC Policy, in order to manage risks as well as the related internal control activities towards achieving the Group's objectives.

### INTERNAL CONTROL SYSTEM

The Group has established an organisational structure with clearly defined lines of responsibilities and appropriate levels of delegation and authority, including limits of authority for different processes, decisions and commitments. Key duties are segregated amongst different personnel within the subsidiaries and departments at Group level, for example sales and marketing, production, quality assurance and quality control, procurement, inventory management, financial management and reporting, treasury management, capital expenditure management, human resource management, information management, investments, compliance, etc. A process of hierarchical reporting is established via a structured organisation chart, which provides for a documented and auditable trail of accountability in respect of decisions made and executed.

Other key elements of the internal control system of the Group are as follows:

- The Executive Directors manage the businesses and hold dialogues with Senior Management of the various subsidiaries;
- The Executive Management Committee ("EMC"), established by the Board to manage and control the Group's businesses, monitors the performance of the subsidiaries and identifies areas requiring follow-up actions. The EMC is further supported by various sub-committees. Matters beyond the EMC's limits of authority are referred to the Board for approval;
- Policies and procedures, which address the major aspects of activities across the Group, have been established to enable necessary Management's directives to be conducted with actions taken on risks to achieve the Group's objectives. The policies and procedures include a range of control activities as diverse as approval, authorisation, verification, reconciliation, review of performance, safeguarding of assets and segregation of key conflicting functions;
- The automotive industry recognises the importance of adhering to global quality management system to reduce the risk of negligence and streamlining production processes by reducing errors of inefficiencies, leading to cost savings and improved customers' satisfaction. The Group, amongst its subsidiary companies, has adopted the following standards, where applicable:
  - (i) Automotive quality management systems of IATF 16949;
  - (ii) International quality management systems of ISO 9001;
  - (iii) Occupational health and safety management systems of ISO 45001; and
  - (iv) Environmental management systems of ISO 14001.

Internal quality audits and annual surveillance audits by the external certification body to provide assurance of compliance with the ISO requirements and standards were conducted regularly;

## Risk Management and Internal Control Statement

- The Board meets at least quarterly to discuss the performance of the Group and other major issues. The year-end financial statements and announcements of the quarterly results are reviewed by the Audit Committee, with explanations provided by Management on any significant fluctuations from quarter-to-quarter as well as year-to-date performance, including variances from budget, before the Board's approval and release to Bursa Securities; and
- The Board also reviews and approves the Group's annual budget and business plan consisting of the budgets and business plans of the subsidiaries. These plans set out the key business objectives of the respective subsidiaries, including major risks and opportunities as well as the action plans.

### INTERNAL AUDIT FUNCTION

The Audit Committee is assisted by the Group's in-house Systems and Internal Audit Department, an integral part of the Group's monitoring system. The Systems and Internal Audit Department, which is independent of the activities it audits, reports functionally to the Audit Committee and administratively to the Chief Executive Officer. As the Systems and Internal Audit Department adopts the definition of internal auditing as promulgated by the International Professional Practices Framework ("IPPF") of the Institute of Internal Auditors, its primary role is to provide independent, objective assurance and consulting services designed to add value and improve the operations of the Group.

Systems and Internal Audit Department consists of 4 personnel, and they conduct reviews of the Group's system of risk management and internal control, including the extent of compliance with the Group's operating policies and procedures as well as laws and regulations. The Systems and Internal Audit Department is currently headed by Mr. Chong Choon Ket, a General Manager. He is a member of the Malaysian Institute of Accountants, a Fellow Member of Association of Chartered Certified Accountants and a Chartered Member of The Institute of Internal Auditors, Malaysia.

For the financial year under review, the Systems and Internal Audit Department submitted its Annual Plan to the Audit Committee for approval before commencing internal audit work. The internal audit coverage considered the significance of the business units within the Group as well as their respective risk profiles. Internal audit reports, which highlighted issues of concern, their implications, recommended corrective measures, Management's comments, and conclusions drawn by the Internal Audit, as well as the status of completion of internal audit vis-à-vis the annual plan, were submitted to the Audit Committee for review on a quarterly basis. The Systems and Internal Audit Department also followed up on the status of implementation of corrective actions by Management on issues raised by Internal Audit for onward reporting to the Audit Committee.

For the financial year ended 31 December 2023, the Systems and Internal Audit Department covered the following business units, departments and business processes in its audit:

<b>Business unit or department selected for internal audit</b>	<b>Business processes (including risks covered)</b>
APM Springs Sdn. Bhd.	Pollution management; Inventory management; Manufacturing licenses review; Forklift expenses review; Completeness of sustainability reporting; Trade receivables review; Cash and bank balance management; and Balance sheet review.

## Risk Management and Internal Control Statement

Business unit or department selected for internal audit	Business processes (including risks covered)
APM Auto Safety Systems Sdn. Bhd.	Revenue management; Procurement management; Employee headcount verification; Fraud risk indicators review; Effectiveness of risk management; Cash and bank balance management; Trade receivables review; and Balance sheet review.
Fuji Seats (Malaysia) Sdn. Bhd.	System miscellaneous delivery order control procedures; Inventory management; Foreign workers management; Competent person monitoring procedures; Manufacturing licenses review; Trade receivables review; Cash and bank balance management; and Balance sheet review.
APM Auto Parts Marketing (Malaysia) Sdn. Bhd.	Cyber security control procedures – APM Group; Revenue management; Validity of expenses; Trade receivables review; Cash and bank balance management; and Balance sheet review.
APM Springs (Vietnam) Co. Ltd./ APM Marketing (Vietnam) Co. Ltd./ APM Auto Components (Vietnam) Co. Ltd.	Revenue management – Springs Operations; Inventory management – Springs Operations; Pollution management – Springs Operations; Cyber security risks management; Fire extinguisher management; Payment process review; Corporate liability programme; Trade receivables review; Cash and bank balance management; Balance sheet review; and Fraud risk indicators review.
APM Group of Companies	Recurrent related party transactions review; Stock variances review; Fire extinguishers review; and Sustainability report – limited assurance review.

The business units subject to internal audit coverage contributed to 48% of the Group revenue and 33% of the Group assets in 2023. There were no restrictions placed upon the scope of the Systems and Internal Audit Department's work, and internal audit personnel were allowed unrestricted access to the records and relevant personnel of the Group during their audits for the financial year ended 31 December 2023. The Audit Committee reviewed the work of the Systems and Internal Audit Department, its observations, recommendations, conclusions as well as Management's comments as a means to obtain assurance on the adequacy and operating effectiveness of the Group's risk management and internal control system. The Audit Committee also completed a set of questionnaires as adapted from the Corporate Governance Guide 4th Edition – Pull-out II Guidance on Effective Audit and Risk Management, a publication of Bursa Securities, to assess the competency of the Head of Systems and Internal Audit Department and sufficiency of resources available to the Systems and Internal Audit Department to fulfill its responsibilities. In line with the Standards of IPPF, a Quality Assurance Review has been conducted by a qualified independent external assessor and the results of the external assessment were tabled to the Audit Committee in November 2023. The Systems and Internal Audit Department generally conforms to the Standards and Code of Ethics of the IPPF.



## Risk Management and Internal Control Statement

---

The costs incurred on the Systems and Internal Audit Department for the financial year ended 31 December 2023 amounted to approximately RM813,000 (2022: RM638,000).

### BOARD'S COMMENTS AND ASSURANCE BY THE MANAGEMENT

This Risk Management and Internal Control Statement has not dealt with associates and joint ventures where the Group did not have full management control over them. The Group's interest in such entities was served through representations on the Board of the respective associates and joint ventures.

The Board, through its Audit Committee, has reviewed the adequacy and operating effectiveness of the Group's risk management and internal control system, and noted that relevant actions have been or were being taken, as the case may be, to remedy the risk management and internal control weaknesses identified from the review.

The Board is of the view that the system of risk management and internal control in place for the financial year under review and up to the date of approval of this Statement for inclusion in the Annual Report of the Company is sound and adequate to safeguard shareholders' investment and the Group's assets. Whilst the Board is of the view that there were no material losses incurred during the financial year as a result of weaknesses in the risk management and internal control system, the Board believes that this system must continuously evolve to meet the changing business environment the Group operates in. Therefore, the Board, together with Management, endeavours to put in place action plans, as deemed appropriate, to strengthen the system of risk management and internal control from time to time.

The Board has also received assurance in writing from the Management (comprising the Chief Executive Officer, Chief Financial Officer and the respective Heads of Division) that, based on the Group's risk management and internal control framework, the Group's risk management and internal control system has operated adequately and effectively in all material aspects for the financial year under review and up to the date of this Statement.

### REVIEW OF STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Risk Management and Internal Control Statement pursuant to the scope set out in Audit and Assurance Practice Guide ("AAPG") 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants for inclusion in the Annual Report of the Company for the financial year ended 31 December 2023, and reported to the Board that nothing has come to their attention that caused them to believe that the Statement intended to be included in the Annual Report of the Company, in all material respect:

- has not been prepared in accordance with the disclosures required by paragraphs 41 and 42 of the Guidelines; or
- is factually inaccurate.

AAPG 3 does not require the External Auditors to consider whether the Risk Management and Internal Control Statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system, including the assessment and opinion by the Board of Directors and Management thereon. The External Auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the Annual Report will, in fact, remedy the problems.

This Statement is dated 3 April 2024.

## Audit Committee Report

### The Board of Directors of APM Automotive Holdings Berhad is pleased to present the Audit Committee Report for the financial year ended 31 December 2023.

The Audit Committee ("AC" or "Committee") was established on 1 November 1999. The terms of reference of the Committee were last reviewed by the AC on 17 November 2023.

#### COMPOSITION AND MEETINGS

The AC comprises the following Directors and their attendances at the six (6) meetings held during the financial year ended 31 December 2023 are as follows:

Name	Attendance
<b>Lee Min On</b> <i>Chairman</i> <i>Senior Independent Non-Executive Director</i>	6/6
<b>Dato' Chan Choy Lin</b> <i>Member</i> <i>Independent Non-Executive Director</i>	6/6
<b>Dato' Azmil bin Mohd Zabidi</b> <i>Member</i> <i>Independent Non-Executive Director</i>	6/6
<b>Dato' N. Sadasivan s/o N.N. Pillay</b> <i>Member</i> <i>Non-Independent Non-Executive Director</i>	6/6
<b>Low Seng Chee</b> <i>Member</i> <i>Non-Independent Non-Executive Director</i> <i>(Appointed on 27 February 2024)</i>	-

AC meetings are structured using agendas and relevant meeting papers which are distributed to the Committee members seven (7) days prior to such meetings. This enables Committee members to study the items on the agenda, including relevant materials that support the items and, where appropriate, provides an opportunity for them to seek additional information or clarification from Management.

While the Committee Chairman calls for meetings to be held not less than four (4) times in a financial year, by way of online or onsite mode, any member of the Committee may, at any time, requisition for, and the Company Secretary who is the Committee Secretary, shall on such requisition, arrange for such a meeting. Except in the case of an emergency, seven (7) days' notice is given in writing to all members before each meeting. The quorum of meeting is a majority of members who are Independent Non-Executive Directors. Meetings are chaired by the Committee Chairman and, in his absence, by an Independent Non-Executive Director elected from those members who are present. Decisions are made by a majority of votes on a show of hands.

The Chief Executive Officer, Chief Financial Officer, Group Financial Controller and Head of Systems and Internal Audit as well as other Board members, attend the meetings upon invitation of the AC to facilitate discussion of matters on the agenda. A representative of the External Auditors is required to attend the Committee meeting at least two (2) times annually, to present the audit planning memorandum and outcome of the audit of the financial statements.

## Audit Committee Report

---

The Committee Chairman has the right to require those who are in attendance to leave the room when matters to be discussed are likely to be hampered by their presence or confidentiality of matters needs to be preserved.

For the financial year under review, the performance and effectiveness of the AC were evaluated through an AC members' self and peer evaluation, the outcome of which was reviewed by the Nominating and Remuneration Committee. Having considered the recommendation made by the Nominating and Remuneration Committee based on the outcome of the evaluation, the Board was satisfied that the Committee members have, for the financial year under review, discharged their functions, duties and responsibilities in accordance with the Committee's Terms of Reference.

In line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), details of the Terms of Reference of the Committee as contained in Appendix D of the Board Charter are available for reference by the public at, the Company's website at [www.apm.com.my](http://www.apm.com.my).

### SUMMARY OF THE WORK OF THE AUDIT COMMITTEE

During the financial year under review, the AC engaged with Management, the Systems and Internal Audit Department and External Auditors to discharge its functions and duties as required under its Terms of Reference.

The activities conducted by the Committee in fulfilling its duties and responsibilities during the financial year and up to the date of this report are summarised as follows:

#### Financial Reporting

- (1) Reviewed all four (4) quarters' unaudited financial results of the Group for the year, focusing on key matters, which included, inter-alia, the going concern assumption, and ensured that disclosures complied with approved accounting standards and other regulatory requirements before recommending the same to the Board for approval to release the said results to Bursa Securities;
- (2) Reviewed the audited financial statements of the Company and of the Group, together with the External Auditors, before recommending the same to the Board for approval;
- (3) Reviewed the revaluation surplus arising from the changes in fair values of investment properties, property, plant and equipment and right-of-use assets of the Group before recommending the same to the Board for approval; and
- (4) Reviewed the impact of changes in accounting policies and adoption of new approved accounting standards, if any, together with significant matters highlighted in the financial statements.

#### External and Internal Auditors

- (1) Reviewed the audit findings for the financial year ended 31 December 2023 highlighted by the External Auditors as well as weaknesses in the internal control system of companies in the Group that required improvements. The Committee also deliberated on the responses from Management and evaluated the improvement action plans proposed by Management to ensure that the areas of concern were adequately mitigated;
- (2) Considered the External Auditors' Audit Planning Memorandum for the financial year ended 31 December 2023, including the scope of work and audit approach adopted by the External Auditors, the risk areas to be focused on (including potential key audit matters that might be included in their report), the engagement team, audit materiality and audit timetable. Key changes to the Malaysian Financial Reporting Standards and International Financial Reporting Standards, auditing standards as well as the Main Market Listing Requirements of Bursa Securities, including their consequential impacts thereon, were also deliberated and noted;

## Audit Committee Report

---

- (3) Assessed the suitability, objectivity and independence of the External Auditors by evaluating, amongst others, the adequacy of their technical knowledge, experience, skills, independence, objectivity, audit engagement and the supervisory ability and competency of the engagement team assigned to the Group. Moreover, the External Auditors confirmed their professional independence in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("MIA By-Laws") via their presentation deck to the Committee as well as their engagement letter. In line with the Malaysian Code on Corporate Governance 2021 Edition ("MCCG 2021"), the Committee also reviewed the Annual Transparency Report of the External Audit firm, i.e., KPMG PLT, which set out, amongst others, the governance and leadership structure of the firm, as well as measures undertaken by the firm to uphold audit quality and manage risks. Based on the outcome of the above-mentioned assessment, the AC was satisfied that the External Auditors were able to meet the audit requirements and statutory obligations of the Company as well as their independence and objectivity as External Auditors of the Company. Accordingly, the Committee recommended, and the Board accepted, the tabling of a resolution on the re-appointment of KPMG PLT as External Auditors of the Company at the forthcoming Annual General Meeting;
- (4) Assessed the audit scope of the External Auditors, considered the prevailing challenges faced by the firm on attracting and retaining professional resource head-count, and thereafter recommended the External Audit fees to the Board for approval;
- (5) Reviewed the revised Policy on Non-Audit Services provided by the Independent External Group Auditors/Audit Firm ("Policy on Non-Audit Services") to reflect the requirements of the MCCG 2021, MIA By-Laws and International Ethics Standards Board for Accountants on revisions to the non-assurance services and recommended the same to the Board for approval;
- (6) Reviewed and approved the nature of, and fees for, non-audit services before such services could be provided by the External Auditors and/or their affiliates in accordance with the Group's Policy on Non-Audit Services to ensure that such non-audit services would not compromise the objectivity and independence of the External Auditors. Details of non-audit fees incurred by the Company and Group for the financial year ended 31 December 2023 are stated in the Other Statements and Disclosures of the Annual Report;
- (7) Private sessions were held with the External Auditors without the presence of Executive Board members and Management personnel to discuss with candour the audit findings and any other observations or concerns noted by the External Auditors during their audit;
- (8) Reviewed and approved the annual Internal Audit Plan to ensure adequacy of scope and coverage of the auditable areas, e.g., higher risk areas would be audited on a more regular basis, before actual internal audit work commenced;
- (9) Reviewed the outcome of Internal Audit, focusing on the adequacy and operating effectiveness of risk management and internal controls that addressed strategic, operational, financial, compliance and information technology processes and their associated risks relating to the Group based on the approved annual Internal Audit Plan;
- (10) Discussed major findings, weaknesses and significant Internal Audit matters raised by the Systems and Internal Audit Department and Management's responses and follow-up actions thereto. Management of the respective business units concerned was required to rectify and improve internal control procedures and workflow processes based on the Systems and Internal Audit Department's recommendations;
- (11) Reviewed and assessed the adequacy of the scope, functions, competency and resources of the Internal Audit function to ensure that it has the necessary authority and manpower to conduct its work as planned;
- (12) Reviewed the Risk Assessment and Sustainability Reports, including the status and updates on key risks identified at the Group level and the key performance indicators on material sustainability matters, and minutes of the Risk Management and Sustainability Committee ("RMSC") Meeting, especially on matters that might impact the financial reporting process; and
- (13) Reviewed, with the assistance of the Internal Audit function, the recurrent related party transactions ("RRPTs") of the Group on a quarterly basis to ensure that those transactions entered into by the Group were within the shareholders' mandate in relation to the nature, terms and value limits of the transactions.

## Audit Committee Report

---

### Related Party Transaction and Conflict of Interest

- (1) Reviewed the related party transactions and/or RRPTs and their procedures to ensure they were transacted on normal commercial terms, not more favourable to the related parties and were not to the detriment of the minority shareholders and compliance with the Main Market Listing Requirements of Bursa Securities; and
- (2) Reviewed the expanded role of the AC to review conflict of interest situations that may arise within the Group and assessed whether additional procedures should be implemented to manage, eliminate or mitigate the conflict of interest situations, as disclosed by key persons within the Group.

### Other Matters

- (1) Reviewed the Circular to Shareholders in relation to shareholders' mandate on RRPTs, in particular the review procedures of RRPTs, AC Report, Sustainability Statement and Risk Management and Internal Control Statement, which are included in this Annual Report, to ensure compliance with the relevant regulatory reporting requirements prior to recommending the same to the Board for approval; and
- (2) Reviewed the Terms of Reference of the Committee, including amendments (if any) made thereto for the Board's approval.

### SUMMARY OF ACTIVITIES OF THE INTERNAL AUDIT FUNCTION AND RISK MANAGEMENT PROCESS

The Group has an adequately resourced in-house Systems and Internal Audit Department. The principal role of the Internal Audit function ("IA function") is to undertake regular and systematic reviews of the system of governance, risk management and internal control to provide reasonable assurance that:

- the Group has a sound system of governance, risk management and internal control;
- established policies and procedures are adhered to; and
- they continue to be effective in addressing the risks identified.

The IA function reports directly to the AC, who reviews and approves its annual Internal Audit Plan. The IA function is independent of the activities it audits and conducts its work in accordance with the International Professional Practices Framework of the Institute of Internal Auditors, enshrined in the Internal Audit Charter. During the financial year under review, the IA function performed audit on major subsidiaries of the Group as well as ad-hoc reviews. In addition, routine year-end reviews such as annual stock takes and RRPTs, including their pricing reviews were also conducted.

The IA function submitted its reports and status of Internal Audit Plan for review and endorsement by the AC at the Committee's quarterly scheduled meetings. The Internal Audit Reports also set out recommendations for improvements, which were deemed practical and necessary for implementation by Management, to address and rectify weaknesses identified. Follow-up reviews were also conducted to determine the status of action plans implemented by Management as agreed.

Full details of the recurring work and activities performed by the Systems and Internal Audit Department for the financial year under review, including the costs incurred by the Department, are set out in the Risk Management and Internal Control Statement included in this Annual Report.

As risk management is a vital cog in the Group's business operations, a structured risk management framework has been formalised in writing by the Board, which sets out, amongst others, a process for the identification, evaluation, controlling, reporting and monitoring of significant risks faced by the Group. The Board has entrusted the oversight role over the Group's risk management framework to the RMSC. Further details of the work and activities conducted by the RMSC, including key elements of the Group's risk management framework, are set out in the Risk Management and Internal Control Statement included in this Annual Report.

This Report is dated 3 April 2024.

## Statement on Directors' Responsibility

### For Preparing the Audited Financial Statements

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

In preparing the financial statements for the financial year ended 31 December 2023, the Directors have:

- (i) adopted the appropriate accounting policies, which are consistently applied;
- (ii) made judgments and estimates that are reasonable and prudent; and
- (iii) ensured that the applicable approved accounting standards in Malaysia and provisions of the Act are complied with.

The Directors are responsible for ensuring that the Company and the Group keep accounting records which disclose, with reasonable accuracy, the financial position of the Company and the Group and which enable them to ensure that the financial statements comply with the Act. The Directors have general responsibility for taking such steps as are reasonably available to them to safeguard the assets of the Group and to prevent and detect fraud and as well as other irregularities.

## Other Statements and Disclosures

### 1. Material Contracts involving Directors' and Major Shareholders' Interests

There were no material contracts (not being contracts entered in the ordinary course of business) entered into by the Company and its subsidiaries involving directors' and major shareholders' interests, either still subsisting at the end of the financial year ended 31 December 2023 or entered into since the end of the previous financial year.

### 2. Audit and Non-Audit Fees

The amount of audit and non-audit fees incurred for services rendered by the External Auditors of the Company, KPMG PLT and its affiliates, to the Company and the Group respectively for the financial year ended 31 December 2023 were as follows:

	<b>Company 2023 RM'000</b>	<b>Group 2023 RM'000</b>
Statutory audit fees	64	568
Non-audit fees*	28	239

Note:

- \* The non-audit fees comprised mainly fees to KPMG PLT and its affiliates to review the regulatory reporting, tax compliances and tax advisory works.



# Financial Statements

- 84 Directors' Report
- 90 Statements of Financial Position
- 92 Statements of Profit or Loss and Other Comprehensive Income
- 95 Consolidated Statement of Changes in Equity
- 97 Statement of Changes in Equity
- 98 Statements of Cash Flows
- 102 Notes to the Financial Statements
- 170 Statement by Directors
- 171 Statutory Declaration
- 172 Independent Auditors' Report





## Directors' Report

For the Year Ended 31 December 2023

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 2023.

### Principal activities

The Company is principally an investment holding company whilst the principal activities of the subsidiaries are as stated in Note 31 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

### Subsidiaries

The details of the Company's subsidiaries are disclosed in Note 31 to the financial statements.

### Results

	Group RM'000	Company RM'000
Profit for the year attributable to:		
Owners of the Company	60,439	61,180
Non-controlling interests	25,967	-
	86,406	61,180

### Reserves and provisions

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

### Dividends

Since the end of the previous financial year, the amounts of dividends paid by the Company were as follows:-

- (i) In respect of the financial year ended 31 December 2022:
  - a second interim single tier dividend of 7.0 sen per ordinary share totalling RM13,684,601 declared and approved on 24 February 2023 and paid on 10 May 2023.
- (ii) In respect of the financial year ended 31 December 2023:
  - a first interim single tier dividend of 7.0 sen per ordinary share totalling RM13,684,601 declared and approved on 23 August 2023 and paid on 4 October 2023.
  - a second interim single tier dividend of 11.0 sen per ordinary share totalling RM21,504,373 declared and approved on 27 February 2024 and paid on 27 March 2024.

# Directors' Report

For the Year Ended 31 December 2023 (continued)

## Directors of the Company

Directors who served during the financial year until the date of this report are:

Dato' Tan Heng Chew  
 Dato' Tan Eng Hwa\*  
 Dato' N. Sadasivan s/o N.N. Pillay\*  
 Dato' Chan Choy Lin  
 Dato' Azmil bin Mohd Zabidi  
 Low Seng Chee\*  
 Nicholas Tan Chye Seng\*  
 Lee Min On  
 Khoo Peng Peng\*

\* These Directors are also Directors of certain of the Company's subsidiaries.

## Directors' interests in shares

The interests and deemed interests in the ordinary shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year end (including the interests of the spouses and children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			At 31.12.2023
	At 1.1.2023	Bought	Sold	
Interests in the Company:				
Dato' Tan Heng Chew	7,771,899	146,700	-	7,918,599
Dato' Tan Eng Hwa	207,008	-	-	207,008
Deemed interests in the Company:				
Dato' Tan Heng Chew	96,647,584 <sup>(1)</sup>	50,000	-	96,697,584 <sup>(1)</sup>
Dato' Tan Eng Hwa	7,128 <sup>(2)</sup>	-	-	7,128 <sup>(2)</sup>

<sup>(1)</sup> Deemed interested by virtue of interests in Tan Chong Consolidated Sdn. Bhd. and Wealthmark Holdings Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016 and interests held by spouse and daughter by virtue of Section 59(11)(c) of the Companies Act 2016.

<sup>(2)</sup> Deemed interested by virtue of interest in Solomon House Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016 and interest held by spouse by virtue of Section 59(11)(c) of the Companies Act 2016.

By virtue of their interests in the shares of the Company, Dato' Tan Heng Chew and Dato' Tan Eng Hwa are also deemed interested in the shares of the subsidiaries during the financial year to the extent that the Company has an interest.

None of the other Directors holding office at 31 December 2023 had any interest in the ordinary shares of the Company and of its related corporations during the financial year.

## Directors' Report

For the Year Ended 31 December 2023 (continued)

### 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 those shown below) 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.

The Directors' benefits paid to or receivable by Directors in respect of the financial year ended 31 December 2023 are as follows:

	From the Company RM'000	From subsidiaries RM'000
Directors of the Company:		
Fees	533	-
Remuneration	3,395	3,973
Estimated money value of any other benefits	638	592
	4,566	4,565

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.

### List of Directors of subsidiaries

Pursuant to Section 253 of the Companies Act 2016 in Malaysia, the list of Directors of the subsidiaries during the financial year and up to the date of this report are as follows:

#### Director

Adrian Low Kok Kiong  
Chang Mun  
Charles Hugo Wahyadiyahatmika  
Cheng Mun Kean  
Chin Sze Cheon  
Christopher Kim Soon Hee  
Chu Shu Lip  
Chye Mun Heng  
Hiroaki Yamada  
Hitoshi Fujita  
Kazuo Ichinose  
Kho Kiat Seng  
Kong Wai Teck  
Lee Wing Hong  
Lim Kuan Lock  
Ling I Yeng  
Mark Bent  
Ng Boon Hooi  
Ng Kok Boon  
Phang Cheok Hoong  
Siew Chee Kok  
Takeshi Fujita

#### Alternate

Susumu Kanazawa

## List of Directors of subsidiaries (continued)

Director	Alternate
Tan Chin Yew	
Tan Hock Leong	
Taro Nakayama	
Thong Chee Kuan	
Yeoh Lam Guan	
Bhargavi Milan Bhide (ceased on 6 January 2024)	

## Issue of shares and debentures

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

## Treasury shares

As at 31 December 2023, the Company held as treasury shares a total of 6,105,700 of its 201,600,000 issued ordinary shares. Such treasury shares are held at a carrying amount of RM13,506,000 and further relevant details are disclosed in Note 15 to the financial statements.

## Options granted over unissued shares

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

## Indemnity and insurance costs

During the financial year, the total amount of premium paid for Directors and officers of the Group in respect of Directors' and officers' insurance indemnity coverage is RM54,200.

There was no indemnity given to, or insurance effected for auditors 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

## Directors' Report

For the Year Ended 31 December 2023 (continued)

---

### Other statutory information (continued)

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

- 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 2023 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.

### Significant event subsequent to financial year end

Significant event subsequent to financial year ended 31 December 2023 are disclosed in Note 35 of the financial statements.

### Consolidation of subsidiaries with different financial year end

The Companies Commission of Malaysia ("CCM") had on 13 February 2024 granted an order pursuant to Section 247(7) of the Companies Act 2016 approving the application by the Company to allow its subsidiary, namely APM Auto Components Myanmar Co. Ltd., to adopt a financial year end of 31 March, which does not coincide with that of the Company, subject to the following conditions:

- i) The Company is required to report this approval in its Directors' Report; and
- ii) The Company is to ensure compliance with Sections 252 and 253 of the Companies Act 2016 and the approved accounting standards pertaining to the preparation of its consolidated financial statements.

Management financial statements of the subsidiary for the financial year ended 31 December 2023 have been used for the purpose of preparing the consolidated financial statements of the Group.

### Auditors' remuneration

The auditors' remuneration of the Group and of the Company during the year are RM995,000 and RM63,700, respectively. Details are set out in Note 23 to the financial statements.

**Auditors**

The auditors, KPMG PLT, 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' Tan Eng Hwa**  
Director

---

**Khoo Peng Peng**  
Director

Selangor Darul Ehsan

Date: 3 April 2024

## Statements of Financial Position

As at 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Assets</b>					
Property, plant and equipment	3	716,247	627,279	-	-
Investment properties	4	106,760	106,700	-	-
Investments in subsidiaries	5	-	-	686,843	625,061
Investments in associates	6	33,547	6,455	-	-
Investments in joint ventures	7	106,208	86,284	-	-
Other investments	8	3,986	-	-	-
Intangible assets	9	20,840	20,542	-	-
Deferred tax assets	10	27,618	25,874	-	-
<b>Total non-current assets</b>		<b>1,015,206</b>	<b>873,134</b>	<b>686,843</b>	<b>625,061</b>
Inventories	11	372,478	374,676	-	-
Other investments	8	4,390	3,177	1,229	817
Current tax assets		2,790	5,360	15	55
Trade and other receivables, including derivatives	12	255,309	330,035	11,414	12,134
Deposits and prepayments	13	16,650	17,208	128	75
Cash and cash equivalents	14	478,689	353,106	4,770	32,324
<b>Total current assets</b>		<b>1,130,306</b>	<b>1,083,562</b>	<b>17,556</b>	<b>45,405</b>
<b>Total assets</b>		<b>2,145,512</b>	<b>1,956,696</b>	<b>704,399</b>	<b>670,466</b>
<b>Equity</b>					
Share capital		219,498	219,498	219,498	219,498
Reserves		1,224,020	1,081,872	444,364	410,553
Treasury shares		(13,506)	(13,506)	(13,506)	(13,506)
<b>Equity attributable to owners of the Company</b>	15	<b>1,430,012</b>	<b>1,287,864</b>	<b>650,356</b>	<b>616,545</b>
<b>Non-controlling interests</b>		<b>73,704</b>	<b>65,126</b>	<b>-</b>	<b>-</b>
<b>Total equity</b>		<b>1,503,716</b>	<b>1,352,990</b>	<b>650,356</b>	<b>616,545</b>
<b>Liabilities</b>					
Employee benefits	16	35,775	34,252	1,804	1,783
Lease liabilities		16,300	17,895	-	-
Loans and borrowings	17	50,000	50,000	50,000	50,000
Deferred tax liabilities	10	82,388	61,689	-	-
<b>Total non-current liabilities</b>		<b>184,463</b>	<b>163,836</b>	<b>51,804</b>	<b>51,783</b>
Loans and borrowings	17	68,814	75,045	-	-
Lease liabilities		3,965	3,460	-	-
Provisions	18	7,602	5,946	-	-
Trade and other payables, including derivatives	19	368,242	350,364	2,239	2,138
Current tax liabilities		8,710	5,055	-	-
<b>Total current liabilities</b>		<b>457,333</b>	<b>439,870</b>	<b>2,239</b>	<b>2,138</b>
<b>Total liabilities</b>		<b>641,796</b>	<b>603,706</b>	<b>54,043</b>	<b>53,921</b>
<b>Total equity and liabilities</b>		<b>2,145,512</b>	<b>1,956,696</b>	<b>704,399</b>	<b>670,466</b>

The notes on pages 102 to 169 are an integral part of these financial statements.



## Statements of Financial Position

As at 31 December 2023 (in USD equivalent)

	Group	
	2023 USD'000	2022 USD'000
<b>Assets</b>		
Property, plant and equipment	155,977	142,143
Investment properties	23,249	24,179
Investment in an associate	7,307	1,463
Investments in joint ventures	23,129	19,552
Other investment	868	-
Intangible assets	4,538	4,655
Deferred tax assets	6,014	5,863
<b>Total non-current assets</b>	<b>221,082</b>	<b>197,855</b>
Inventories	81,115	84,903
Other investments	956	720
Current tax assets	608	1,215
Trade and other receivables, including derivatives	55,599	74,787
Deposits and prepayments	3,626	3,899
Cash and cash equivalents	104,244	80,015
<b>Total current assets</b>	<b>246,148</b>	<b>245,539</b>
<b>Total assets</b>	<b>467,230</b>	<b>443,394</b>
<b>Equity</b>		
Share capital	54,037	54,037
Reserves	260,318	240,858
Treasury shares	(2,941)	(3,061)
<b>Equity attributable to owners of the Company</b>	<b>311,414</b>	<b>291,834</b>
<b>Non-controlling interests</b>	<b>16,051</b>	<b>14,758</b>
<b>Total Equity</b>	<b>327,465</b>	<b>306,592</b>
<b>Liabilities</b>		
Employee benefits	7,791	7,762
Lease Liabilities	3,550	4,055
Loans and borrowings	10,889	11,330
Deferred tax liabilities	17,942	13,979
<b>Total non-current liabilities</b>	<b>40,172</b>	<b>37,126</b>
Loans and borrowings	14,986	17,005
Lease Liabilities	863	784
Provisions	1,655	1,347
Trade and other payables, including derivatives	80,192	79,394
Current tax liabilities	1,897	1,146
<b>Total current liabilities</b>	<b>99,593</b>	<b>99,676</b>
<b>Total liabilities</b>	<b>139,765</b>	<b>136,802</b>
<b>Total equity and liabilities</b>	<b>467,230</b>	<b>443,394</b>

The information presented on this page does not form part of the audited financial statements of the Group.

The audited figures are converted into USD equivalent using the exchange rate of RM4.592 = USD1.00 (2022: RM4.413 = USD1.00) which approximates the prevailing rate on 31 December 2023.

## Statements of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue	20	1,926,422	1,739,166	67,684	7,001
Cost of sales		(1,675,221)	(1,545,007)	-	-
<b>Gross profit</b>		251,201	194,159	67,684	7,001
Other income		27,554	28,092	351	151
Distribution expenses		(29,549)	(30,958)	-	-
Administrative expenses		(137,292)	(130,372)	(5,134)	(4,913)
Net (loss)/gain on impairment of financial instruments		(2,436)	944	-	592
Other expenses		(19,297)	(18,166)	(190)	(145)
<b>Results from operating activities</b>		90,181	43,699	62,711	2,686
Finance costs	21	(9,134)	(6,082)	(2,405)	(909)
Finance income	22	10,913	6,642	976	895
<b>Net finance income/(cost)</b>		1,779	560	(1,429)	(14)
Share of profit/(loss) of equity					
- accounted associates, net of tax		1,590	(246)	-	-
Share of profit of equity					
- accounted joint ventures, net of tax		14,747	10,053	-	-
<b>Profit before tax</b>	23	108,297	54,066	61,282	2,672
Income tax expense	25	(21,891)	(12,383)	(102)	28
<b>Profit for the year</b>		86,406	41,683	61,180	2,700
<b>Other comprehensive income/(expense), net of tax</b>					
<b>Items that will not be reclassified subsequently to profit or loss</b>					
Remeasurement of defined benefit liability	26	23	(726)	-	241
Revaluation of properties and right-of-use assets		89,188	-	-	-
		89,211	(726)	-	241
<b>Items that will be reclassified subsequently to profit or loss</b>					
Foreign currency translation differences for consolidated subsidiaries		15,024	(966)	-	-
Foreign currency translation differences for equity-accounted associate and joint ventures		5,478	(3,257)	-	-
		20,502	(4,223)	-	-
<b>Other comprehensive income/(expense) for the year, net of tax</b>	26	109,713	(4,949)	-	241
<b>Total comprehensive income for the year</b>		196,119	36,734	61,180	2,941

## Statements of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2023 (continued)

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Profit attributable to:</b>					
Owners of the Company		60,439	26,400	61,180	2,700
Non-controlling interests		25,967	15,283	-	-
<b>Profit for the year</b>		<b>86,406</b>	<b>41,683</b>	<b>61,180</b>	<b>2,700</b>
<b>Total comprehensive income attributable to:</b>					
Owners of the Company		169,517	21,414	61,180	2,941
Non-controlling interests		26,602	15,320	-	-
<b>Total comprehensive income for the year</b>		<b>196,119</b>	<b>36,734</b>	<b>61,180</b>	<b>2,941</b>
Basic earnings per ordinary share (sen)	27	30.92	13.50		

The notes on pages 102 to 169 are an integral part of these financial statements.

## Statements of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2023 (in USD Equivalent)

	Group	
	2023 USD'000	2022 USD'000
Revenue	422,461	394,369
Cost of sales	(367,373)	(350,342)
<b>Gross Profit</b>	55,088	44,027
Other income	6,043	6,370
Distribution expenses	(6,480)	(7,020)
Administrative expenses	(30,108)	(29,563)
Net (loss)/gain on impairment of financial instruments	(534)	214
Other expenses	(4,232)	(4,119)
<b>Results from operating activities</b>	19,777	9,909
Finance costs	(2,003)	(1,379)
Finance income	2,393	1,506
<b>Net finance income</b>	390	127
Share of profit/(loss) of equity-accounted associate, net of tax	349	(56)
Share of profit of equity-accounted joint ventures, net of tax	3,234	2,280
<b>Profit before tax</b>	23,750	12,260
Income tax expense	(4,801)	(2,808)
<b>Profit for the year</b>	18,949	9,452
<b>Other comprehensive income/(expense), net of tax</b>		
<b>Items that will not be reclassified subsequently to profit or loss</b>		
Remeasurement of defined benefit liability	5	(165)
Revaluation of properties and right-of-use assets	19,559	-
<b>Items that will be reclassified subsequently to profit or loss</b>		
Foreign currency translation differences for consolidated subsidiaries	3,295	(219)
Foreign currency translation differences for equity-accounted associate and joint ventures	1,201	(739)
<b>Other comprehensive income/(loss) for the year</b>	24,060	(1,123)
<b>Total comprehensive income for the year</b>	43,009	8,329
<b>Profit attributable to:</b>		
Owners of the Company	13,254	5,986
Non-controlling interests	5,695	3,466
<b>Profit for the year</b>	18,949	9,452
<b>Total comprehensive income attributable to:</b>		
Owners of the Company	37,175	4,855
Non-controlling interests	5,834	3,474
	43,009	8,329
<b>Basic earnings per ordinary share (sen)</b>	7.0	3.0

The information presented on this page does not form part of the audited financial statements of the Group.

The audited figures are converted into USD equivalent using the exchange rate of RM4.560 = USD1.00 (2022: RM4.410 = USD1.00) which approximates the average rate of financial year ended 31 December 2023.

# Consolidated Statement of Changes in Equity

For the Year Ended 31 December 2023

Group	Note	Attributable to owners of the Company					Total RM'000	Non- controlling interests RM'000	Total equity RM'000
		Share capital RM'000	Treasury shares RM'000	Revaluation reserve RM'000	Translation reserve RM'000	Retained earnings RM'000			
<b>At 1 January 2022</b>		219,498	(13,506)	185,125	(2,518)	905,225	1,293,824	70,148	1,363,972
Foreign currency translation differences for consolidated subsidiaries	26	-	-	-	(966)	-	(966)	-	(966)
Foreign currency translation differences for equity-accounted associate and joint ventures	26	-	-	-	(3,257)	-	(3,257)	-	(3,257)
Transfer of revaluation surplus on properties and right-of-use assets		-	-	(8,600)	-	8,600	-	-	-
Remeasurement of retirement benefit liability	26	-	-	-	-	(763)	(763)	37	(726)
Total other comprehensive expense for the year		-	-	(8,600)	(4,223)	7,837	(4,986)	37	(4,949)
Profit for the year		-	-	-	-	26,400	26,400	15,283	41,683
<b>Total comprehensive income for the year</b>		-	-	(8,600)	(4,223)	34,237	21,414	15,320	36,734
Capital reduction in subsidiary		-	-	-	-	-	-	(2,450)	(2,450)
Dividends to owners of the Company - Final 2021 and first interim 2022 ordinary	28	-	-	-	-	(27,369)	(27,369)	-	(27,369)
Dividends to non-controlling interests		-	-	-	-	-	-	(19,200)	(19,200)
Subscription of shares in subsidiary by non-controlling interest		-	-	-	-	(5)	(5)	1,308	1,303
<b>Total transactions with owners of the Company</b>		-	-	-	-	(27,374)	(27,374)	(20,342)	(47,716)
<b>At 31 December 2022</b>		219,498	(13,506)	176,525	(6,741)	912,088	1,287,864	65,126	1,352,990
		Note 15	Note 15	Note 15	Note 15				

## Consolidated Statement of Changes in Equity

For the Year Ended 31 December 2023 (continued)

Group	Note	Attributable to owners of the Company					Total RM'000	Non- controlling interests RM'000	Total equity RM'000
		Share capital RM'000	Treasury shares RM'000	Revaluation reserve RM'000	Translation reserve RM'000	Retained earnings RM'000			
<b>At 1 January 2023</b>		219,498	(13,506)	176,525	(6,741)	912,088	1,287,864	65,126	1,352,990
Revaluation surplus of properties and right-of-use assets, net of tax	26	-	-	88,627	-	-	88,627	561	89,188
Foreign currency translation differences for consolidated subsidiaries	26	-	-	-	15,024	-	15,024	-	15,024
Foreign currency translation differences for equity-accounted associate and joint ventures	26	-	-	-	5,404	-	5,404	74	5,478
Transfer of revaluation surplus on properties and right-of-use assets		-	-	(14,662)	-	14,662	-	-	-
Remeasurement of retirement benefit liability	26	-	-	-	-	23	23	-	23
Total other comprehensive income for the year		-	-	73,965	20,428	14,685	109,078	635	109,713
Profit for the year		-	-	-	-	60,439	60,439	25,967	86,406
<b>Total comprehensive income for the year</b>		-	-	73,965	20,428	75,124	169,517	26,602	196,119
Dividends to owners of the Company									
- Second interim 2022 and first interim 2023 ordinary	28	-	-	-	-	(27,369)	(27,369)	-	(27,369)
Dividends to non-controlling interests		-	-	-	-	-	-	(18,024)	(18,024)
<b>Total transactions with owners of the Company</b>		-	-	-	-	(27,369)	(27,369)	(18,024)	(45,393)
<b>At 31 December 2023</b>		219,498	(13,506)	250,490	13,687	959,843	1,430,012	73,704	1,503,716
		Note 15	Note 15	Note 15	Note 15				

The notes on pages 102 to 169 are an integral part of these financial statements.

# Statement of Changes in Equity

For the Year Ended 31 December 2023

Company	Note	← Attributable to owners of the Company →			
		Share capital RM'000	Treasury shares RM'000	Retained earnings RM'000	Total equity RM'000
<b>At 1 January 2022</b>		219,498	(13,506)	434,981	640,973
Remeasurement of defined benefit liability		-	-	241	241
Profit for the year		-	-	2,700	2,700
<b>Total comprehensive income for the year</b>		-	-	2,941	2,941
Dividends to owners of the Company					
- Final 2021 and interim 2022 ordinary	28	-	-	(27,369)	(27,369)
<b>Total transactions with owners of the Company</b>		-	-	(27,369)	(27,369)
<b>At 31 December 2022/1 January 2023</b>		219,498	(13,506)	410,553	616,545
Profit and total comprehensive income for the year		-	-	61,180	61,180
Dividends to owners of the Company					
- Second interim 2022 and first interim 2023 ordinary	28	-	-	(27,369)	(27,369)
<b>Total transactions with owners of the Company</b>		-	-	(27,369)	(27,369)
<b>At 31 December 2023</b>		219,498	(13,506)	444,364	650,356
		Note 15	Note 15		

The notes on pages 102 to 169 are an integral part of these financial statements.



## Statements of Cash Flows

For the Year Ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Cash flows from operating activities</b>					
Profit before tax		108,297	54,066	61,282	2,672
<i>Adjustments for:</i>					
Amortisation of intangible assets	9	1,913	7,148	-	-
Change in fair value of investment properties	4	(60)	(40)	-	-
Depreciation of property, plant and equipment	3	51,342	53,303	-	-
Depreciation of right-of-use assets	3	7,076	6,896	-	-
(Gain)/Loss on termination of leases		(43)	29	-	-
Employee benefits	16	2,567	3,758	21	-
Finance costs	21	9,134	6,082	2,405	909
Intangible assets written off	9	241	26	-	-
Interest income	22	(10,913)	(6,642)	(976)	(895)
Net unrealised foreign exchange (gain)/loss		(2,518)	3,352	(159)	7
Net gain on disposal of property, plant and equipment		(359)	(545)	-	-
Net loss/(gain) on impairment of financial instruments		2,436	(937)	-	(592)
Net inventories written down to net realisable value	11	1,064	4,929	-	-
Provision for warranties	18	4,678	4,078	-	-
Provision for warranties reversed	18	(964)	(1,955)	-	-
Property, plant and equipment written off		366	83	-	-
Share of (profit)/loss of associates, net of tax		(1,590)	246	-	-
Share of profit of joint ventures, net of tax		(14,747)	(10,053)	-	-
<b>Operating profit before changes in working capital</b>		157,920	123,824	62,573	2,101
Deposits and prepayments		558	6,762	(53)	-
Inventories		1,134	(19,726)	-	-
Trade and other payables, including derivatives		17,697	68,148	101	1,160
Trade and other receivables, including derivatives		74,808	(52,898)	879	1,778
<b>Cash generated from operations</b>		252,117	126,110	63,500	5,039

## Statements of Cash Flows

For the Year Ended 31 December 2023 (continued)

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Cash flows from operating activities (continued)</b>					
<b>Cash generated from operations</b>		252,117	126,110	63,500	5,039
Employee benefits paid	16	(1,214)	(2,511)	-	-
Interest received	22	10,913	6,642	976	895
Interest paid	21	(9,134)	(6,082)	(2,405)	(909)
Provision for warranties utilised	18	(2,058)	(2,282)	-	-
Income tax refund		1,183	921	-	24
Income tax paid		(24,608)	(17,302)	(62)	(38)
<b>Net cash from operating activities</b>		227,199	105,496	62,009	5,011
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment *	3	(17,447)	(35,053)	-	-
Additions of intangible assets	9	(2,013)	(3,451)	-	-
Net (increase)/decrease in other investments		(5,199)	4,850	(412)	(44)
Investments in associates		(25,200)	(5,901)	-	-
Investments in subsidiaries		-	-	(61,782)	(10,763)
Investments in joint ventures		-	(8,129)	-	-
Proceeds from disposal of property, plant and equipment		946	892	-	-
<b>Net cash used in investing activities</b>		(48,913)	(46,792)	(62,194)	(10,807)
<b>Cash flows from financing activities</b>					
Payment of lease liabilities		(2,683)	(2,409)	-	-
Payment of share capital reduction in subsidiary to non-controlling interest		-	(2,450)	-	-
Dividends paid to non-controlling interests		(18,024)	(19,200)	-	-
Dividends paid to owners of the Company	28	(27,369)	(27,369)	(27,369)	(27,369)
Drawdown of loans and borrowings		29,666	94,888	-	50,000
Repayment of loans and borrowings		(35,897)	(49,326)	-	-
Acquisition and subscription of shares in subsidiary by non-controlling interest		-	1,304	-	-
<b>Net cash (used in)/from financing activities</b>		(54,307)	(4,562)	(27,369)	22,631

\* Excludes additions of right-of-use assets.

## Statements of Cash Flows

For the Year Ended 31 December 2023 (continued)

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Net increase/(decrease) in cash and cash equivalents</b>		123,979	54,142	(27,554)	16,835
Effect of exchange rate fluctuations		1,604	(28)	-	-
Cash and cash equivalents at beginning of year		353,106	298,992	32,324	15,489
<b>Cash and cash equivalents at end of year</b>	(i)	<b>478,689</b>	<b>353,106</b>	<b>4,770</b>	<b>32,324</b>

### (i) Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following statements of financial position amounts:

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Deposits placed with licensed banks	14	273,570	182,485	3,819	30,921
Cash and bank balances	14	205,119	170,621	951	1,403
		<b>478,689</b>	<b>353,106</b>	<b>4,770</b>	<b>32,324</b>

### (ii) Cash outflows for leases as a lessee

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Included in net cash from operating activities:</b>					
Payment relating to short-term leases		639	369	-	-
Interest paid in relation to lease liabilities	21	1,683	1,622	-	-
<b>Included in net cash from financing activities:</b>					
Payment of lease liabilities		2,683	2,409	-	-
<b>Total cash outflows for leases</b>		<b>5,005</b>	<b>4,400</b>	<b>-</b>	<b>-</b>

**Statements of Cash Flows**

For the Year Ended 31 December 2023 (continued)

**(iii) Reconciliation of movements of loans and borrowings and lease liabilities to cash flows arising from financing activities**

<b>Group</b>	<b>At 1 January 2022 RM'000</b>	<b>Net changes from financing cash flows RM'000</b>	<b>Acquisition of new leases RM'000</b>	<b>Termination of lease RM'000</b>	<b>Foreign exchange movement RM'000</b>	<b>At 31 December 2022 RM'000</b>
Unsecured foreign currency borrowings	56,117	4,881	-	-	-	60,998
Unsecured local currency term loan/ borrowings	23,366	40,681	-	-	-	64,047
Lease liabilities	19,393	(2,409)	3,770	(143)	744	21,355
<b>Total liabilities from financing activities</b>	<b>98,876</b>	<b>43,153</b>	<b>3,770</b>	<b>(143)</b>	<b>744</b>	<b>146,400</b>

<b>Group</b>	<b>At 1 January 2023 RM'000</b>	<b>Net changes from financing cash flows RM'000</b>	<b>Acquisition of new leases RM'000</b>	<b>Termination of lease RM'000</b>	<b>Foreign exchange movement RM'000</b>	<b>At 31 December 2023 RM'000</b>
Unsecured foreign currency borrowings	60,998	(8,695)	-	-	-	52,303
Unsecured local currency term loan/ borrowings	64,047	2,464	-	-	-	66,511
Lease liabilities	21,355	(2,683)	1,623	(715)	685	20,265
<b>Total liabilities from financing activities</b>	<b>146,400</b>	<b>(8,914)</b>	<b>1,623</b>	<b>(715)</b>	<b>685</b>	<b>139,079</b>

The notes on 102 to 169 are an integral part of these financial statements.

## Notes to the Financial Statements

---

APM Automotive Holdings Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are as follows:

### Principal place of business

Lot 600, Pandamaran Industrial Estate  
Locked Bag No. 218  
42009 Port Klang  
Selangor Darul Ehsan

### Registered office

62-68, Jalan Sultan Azlan Shah  
51200 Kuala Lumpur

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities") and the Group's interests in associates and joint ventures. The financial statements of the Company as at and for the financial year ended 31 December 2023 do not include other entities.

The Company is principally an investment holding company. The principal activities of the subsidiaries are as stated in Note 31 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

These financial statements were authorised for issue by the Board of Directors on 3 April 2024.

## 1. Basis of preparation

### (a) Statement of compliance

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

The following are accounting standards, interpretations and amendments of the MFRSs that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been adopted by the Group and the Company:

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2024***

- Amendments to MFRS 16, *Leases – Lease Liability in a Sale and Leaseback*
- Amendments to MFRS 101, *Presentation of Financial Statements – Non-current Liabilities with Covenants and Classification of Liabilities as Current or Non-current*
- Amendments to MFRS 107, *Statement of Cash Flows* and MFRS 7, *Financial Instruments: Disclosures – Supplier Finance Arrangements*

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2025***

- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability*

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed***

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

The Group and the Company plan to apply the abovementioned amendments:

- from the annual period beginning on 1 January 2024 for those amendments that are effective for annual periods beginning on or after 1 January 2024; and
- from the annual period beginning on 1 January 2025 for the amendments that are effective for annual periods beginning on or after 1 January 2025.

## Notes to the Financial Statements (continued)

### 1. Basis of preparation (continued)

#### (a) Statement of compliance (continued)

The initial application of the applicable amendments is not expected to have any material financial impacts to the current period and prior period financial statements of the Group and of the Company.

#### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items, which are measured based on measurement bases stated below:

Items	Measurement bases
Derivative financial instruments	Fair value
Non-derivative financial instruments at FVTPL	Fair value
Equity securities at FVOCI	Fair value
Investment property	Fair value
Defined benefit liability	Projected unit credit method
Land and buildings within property, plant and equipment and right-of-use assets	Fair value under revaluation model

#### (c) Functional and presentation currency

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

#### (d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than those disclosed in the following notes:

- Note 3.3 - measurement of the recoverable amount of plant and equipment;
- Note 5.4 - measurement of the recoverable amount of investment in subsidiaries; and
- Note 18 - provision for warranties.

### 2. Changes in material accounting policies

#### Material accounting policy information

The Group had adopted amendments to MFRS 101, *Presentation of Financial Statements and MFRS Practice Statement 2 – Disclosures of Accounting Policies* from 1 January 2023. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

Although the amendments did not result in any changes to the Group's accounting policies, it impacted the accounting policy information disclosed in the financial statements. The material accounting policy information is disclosed in the respective notes to the financial statements where relevant.

## Notes to the Financial Statements (continued)

### 3. Property, plant and equipment

Group	Freehold land	Right-of-use assets	Buildings	Plant, machinery and equipment	Furniture, fittings and office equipment	Motor vehicles	Renovation	Under construction	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Cost/Valuation</b>									
At 1 January 2022	119,068	181,891	341,108	604,147	43,810	10,660	5,609	3,565	1,309,858
Additions	-	3,770	1,052	26,701	2,047	2,533	638	2,082	38,823
Disposals	-	-	-	(4,719)	(147)	(1,947)	-	-	(6,813)
Derecognition of right-of-use assets	-	(292)	-	-	-	-	-	-	(292)
Write-off	-	-	-	(35,334)	(7,960)	(389)	(49)	-	(43,732)
Transfer	-	-	-	17	12	-	-	(29)	-
Effect of movement in exchange rates	224	389	(188)	(2,533)	16	(24)	(11)	2	(2,125)
At 31 December 2022/ 1 January 2023	119,292	185,758	341,972	588,279	37,778	10,833	6,187	5,620	1,295,719
Additions	-	1,623	163	9,198	1,868	1,211	41	4,966	19,070
Disposals	-	-	-	(2,577)	(9)	(1,624)	-	-	(4,210)
Derecognition of right-of-use assets	-	(4,103)	-	-	-	-	-	-	(4,103)
Write-off	-	-	(490)	(2,545)	(30)	-	(49)	-	(3,114)
Transfer	-	-	-	4,416	-	-	1,967	(6,383)	-
Revaluation surplus	32,204	23,205	60,970	-	-	-	-	-	116,379
Effect of movement in exchange rates	1,298	7,483	5,665	5,474	289	101	69	6	20,385
At 31 December 2023	152,794	213,966	408,280	602,245	39,896	10,521	8,215	4,209	1,440,126



## Notes to the Financial Statements (continued)

### 3. Property, plant and equipment (continued)

Group	Freehold land RM'000	Right- of-use assets RM'000	Buildings RM'000	Plant, machinery and equipment RM'000	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Under construction RM'000	Total RM'000
<b>Accumulated depreciation and impairment loss</b>									
At 1 January 2022									
Accumulated depreciation	-	17,594	108,560	480,175	40,372	7,372	2,606	-	656,679
Accumulated impairment losses	-	-	-	3,789	-	-	-	-	3,789
	-	17,594	108,560	483,964	40,372	7,372	2,606	-	660,468
Charge for the year	-	6,896	22,003	27,608	1,766	1,413	513	-	60,199
Disposals	-	-	-	(4,679)	(144)	(1,643)	-	-	(6,466)
Derecognition of right-of-use assets	-	(120)	-	-	-	-	-	-	(120)
Write-off	-	-	-	(35,301)	(7,949)	(350)	(49)	-	(43,649)
Effect of movement in exchange rates	-	98	(278)	(1,775)	(4)	(26)	(7)	-	(1,992)
At 31 December 2022									
Accumulated depreciation	-	24,468	130,285	466,028	34,041	6,766	3,063	-	664,651
Accumulated impairment losses	-	-	-	3,789	-	-	-	-	3,789
	-	24,468	130,285	469,817	34,041	6,766	3,063	-	668,440

## Notes to the Financial Statements (continued)

### 3. Property, plant and equipment (continued)

Group	Freehold land RM'000	Right-of-use assets RM'000	Buildings RM'000	Plant, machinery and equipment RM'000	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Under construction RM'000	Total RM'000
<b>Accumulated depreciation and impairment loss (continued)</b>									
At 1 January 2023									
Accumulated depreciation	-	24,468	130,285	466,028	34,041	6,766	3,063	-	664,651
Accumulated impairment losses	-	-	-	3,789	-	-	-	-	3,789
Charge for the year	-	24,468	130,285	469,817	34,041	6,766	3,063	-	668,440
Disposals	-	-	-	(2,468)	(9)	(1,146)	-	-	(3,623)
Derecognition of right-of-use assets	-	(3,431)	-	-	-	-	-	-	(3,431)
Write-off	-	-	(204)	(2,511)	(30)	-	(3)	-	(2,748)
Effect of movement in exchange rates	-	1,088	1,823	3,507	283	81	41	-	6,823
At 31 December 2023									
Accumulated depreciation	-	29,201	153,162	491,131	35,937	7,016	3,643	-	720,090
Accumulated impairment losses	-	-	-	3,789	-	-	-	-	3,789
	-	29,201	153,162	494,920	35,937	7,016	3,643	-	723,879
<b>Carrying amounts</b>									
At 1 January 2022	119,068	164,297	232,548	120,183	3,438	3,288	3,003	3,565	649,390
At 31 December 2022/ 1 January 2023	119,292	161,290	211,687	118,462	3,737	4,067	3,124	5,620	627,279
At 31 December 2023	152,794	184,765	255,118	107,325	3,959	3,505	4,572	4,209	716,247

Note 3.4

## Notes to the Financial Statements (continued)

### 3. Property, plant and equipment (continued)

#### 3.1 Freehold land and buildings

The Group adopted the revaluation model on its properties comprising freehold land and buildings in 2014. Had the revalued properties been carried under the cost model, the net carrying amount of the properties that would have been included in the financial statements of the Group would be as follows:

Group	Freehold land RM'000	Buildings RM'000	Total RM'000
<b>2023</b>			
Cost	80,379	280,652	361,031
Accumulated depreciation	-	(173,575)	(173,575)
	80,379	107,077	187,456
<b>2022</b>			
Cost	79,081	275,314	354,395
Accumulated depreciation	-	(160,633)	(160,633)
	79,081	114,681	193,762

#### Fair value information

The fair values of freehold land and buildings were categorised as Level 3 fair value.

#### Level 3 fair value

Level 3 fair value was estimated using unobservable inputs for freehold land and buildings.

Fair values of freehold land and buildings have been generally derived using the sales comparison approach and cost approach.

In the sales comparison approach, sale prices of comparable properties in close proximity were adjusted for differences in key attribute such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

The cost approach involves the valuation of land in comparison with evidence of values of comparable land and adding to it the current replacement cost of the building and improvements less allowance for physical deterioration and all relevant forms of obsolescence. The most significant input into this valuation approach is the land value of comparable properties.

#### Valuation process applied by the Group for Level 3 fair value

The fair value of freehold land and buildings was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. Changes in Level 3 fair values are analysed by the management every 3 years after obtaining valuation report from the valuation companies.

## Notes to the Financial Statements (continued)

---

### 3. Property, plant and equipment (continued)

#### 3.2 Material accounting policy information for property, plant and equipment

##### (i) Recognition and measurement

Items of property, plant and equipment are measured at cost/valuation less any accumulated depreciation and any accumulated impairment losses.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

The Group revalues its properties comprising land and building every 3 years and at shorter intervals whenever the fair value of the revalued assets is expected to differ materially from their carrying value.

##### (ii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The estimated useful lives for the current and comparative periods are as follows:

• long-term leasehold land	64 - 80 years
• buildings	20 - 25 years
• plant, machinery and equipment	2 - 10 years
• furniture, fittings and office equipment	2 - 7 years
• motor vehicles	5 - 10 years
• renovation	5 - 10 years

#### 3.3 Measurement of the recoverable amount of plant and equipment

Certain property, plant and equipment of the Group were tested for impairment due to presence of impairment indicators. The recoverable amounts were determined based on fair value less cost of disposal ("FVLCO").

There is no impairment loss recognised as the estimated recoverable amount exceeds the carrying amount of the plant and equipment. However, the impairment test is subject to estimation uncertainty surrounding the fair value estimated.

## Notes to the Financial Statements (continued)

### 3. Property, plant and equipment (continued)

#### 3.4 Right-of-use assets

Group	Leasehold land RM'000	Buildings RM'000	Plant and equipment RM'000	Total RM'000
At 1 January 2022	158,094	4,493	1,710	164,297
Additions	-	541	3,229	3,770
Derecognition	-	(122)	(50)	(172)
Depreciation	(4,134)	(1,442)	(1,320)	(6,896)
Effect of movement in exchange rates	258	33	-	291
At 31 December 2022/1 January 2023	154,218	3,503	3,569	161,290
Additions	-	763	860	1,623
Derecognition	-	(633)	(39)	(672)
Depreciation	(4,163)	(1,353)	(1,560)	(7,076)
Revaluation surplus	23,205	-	-	23,205
Effect of movement in exchange rates	6,287	108	-	6,395
At 31 December 2023	179,547	2,388	2,830	184,765

The Group leases a number of properties, factory facilities and motor vehicles that run between 1 year and 45 years, with an option to renew the leases after the expiry date.

The Group applied revaluation model to the right-of-use assets that relate to the class of properties comprising leasehold land. Had the revalued right-of-use assets been carried under the cost model, the net carrying amount of the right-of-use assets that would have been included in the financial statements of the Group would be as follows:

Group	Leasehold land	
	2023 RM'000	2022 RM'000
Cost	56,088	54,713
Accumulated depreciation	(11,301)	(10,015)
	44,787	44,698

#### (i) Fair value information

The fair values of right-of-use assets were categorised as Level 3 fair value.

##### **Level 3 fair value**

Level 3 fair value was estimated using unobservable inputs for right-of-use assets.

Fair values of right-of-use assets have been generally derived using the sales comparison approach and cost approach.

## Notes to the Financial Statements (continued)

---

### 3. Property, plant and equipment (continued)

#### 3.4 Right-of-use assets (continued)

##### (i) Fair value information (continued)

In the sales comparison approach, sale prices of comparable properties in close proximity were adjusted for differences in key attribute such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

The cost approach involves the valuation of land in comparison with evidence of values of comparable land and adding to it the current replacement cost of the building and improvements less allowance for physical deterioration and all relevant forms of obsolescence. The most significant input into this valuation approach is the land value of comparable properties.

##### *Valuation process applied by the Group for Level 3 fair value*

The fair values of right-of-use assets were determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. Changes in Level 3 fair values are analysed by the management every 3 years after obtaining valuation report from the valuation companies.

##### (ii) Extension options

Some leases contain extension options exercisable by the Group up to 25 years before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

##### (iii) Significant judgements and assumptions in relation to leases

The Group assesses at lease commencement by applying significant judgement whether it is reasonably certain to exercise the extension options. Group entities consider all facts and circumstances including their past practice and any cost that will be incurred to change the asset if an option to extend is not taken, to help them determine the lease term.

#### 3.5 Material accounting policy information for right-of-use assets

##### (a) Recognition and measurement

All right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses.

The Group revalues its right-of-use properties comprising leasehold land and buildings in a similar manner as the property, plant and equipment under the revaluation model (refer to Note 3.2(i)).

##### (b) Recognition exemption

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## Notes to the Financial Statements (continued)

### 4. Investment properties

Group	Right-of-use assets* RM'000	Buildings RM'000	Total RM'000
At 1 January 2022	88,900	17,760	106,660
Change in fair value	-	40	40
At 31 December 2022/1 January 2023	88,900	17,800	106,700
Change in fair value	-	60	60
At 31 December 2023	88,900	17,860	106,760

\* The right-of-use assets comprise long-term leasehold land.

#### 4.1 Nature of leasing activities

Investment properties comprise a number of commercial properties that are leased to third parties. Each of the leases contains an initial non-cancellable period of 3 years, with annual rents indexed to consumer prices. Subsequent renewals are negotiated with the lessee and on average renewal periods are 2 to 3 years. The Group does not charge variable lease payments that do not depend on an index or rate.

#### 4.2 Other income/expenses recognised in profit or loss in relation to investment properties

	Group	
	2023 RM'000	2022 RM'000
Rental income	2,527	2,498
Direct operating expenses:		
- income generating investment properties	940	932

#### 4.3 Maturity analysis of operating lease payments receivable:

	Group	
	2023 RM'000	2022 RM'000
Less than one year	1,064	2,340
One to two years	350	1,054
Two to three years	245	595
Total undiscounted lease payments receivable	1,659	3,989



## Notes to the Financial Statements (continued)

### 4. Investment properties (continued)

#### 4.4 Fair value information

Fair value of investment properties is categorised as follows:

Group	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<b>2023</b>				
Long-term leasehold land	-	-	88,900	88,900
Buildings	-	-	17,860	17,860
	-	-	106,760	106,760
<b>2022</b>				
Long-term leasehold land	-	-	88,900	88,900
Buildings	-	-	17,800	17,800
	-	-	106,700	106,700

#### **Level 3 fair value**

Level 3 fair value is estimated using unobservable inputs for investment properties.

Fair values of long-term leasehold land and buildings have been generally derived using the sales comparison approach and cost approach.

In the sales comparison approach, sale prices of comparable properties in close proximity were adjusted for differences in key attribute such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

The cost approach involves the valuation of land in comparison with evidence of values of comparable land and adding to it the current replacement cost of the building and improvements less allowance for physical deterioration and all relevant forms of obsolescence. The most significant input into this valuation approach is the land value of comparable properties.

#### **Valuation process applied by the Group for Level 3 fair value**

The fair value of investment properties was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The Group's investment properties are revalued every year. Changes in Level 3 fair values are analysed by the management every year after obtaining valuation report from the valuation company.

#### 4.5 Material accounting policy information

Investment properties are measured subsequently at fair value with any changes therein recognised in profit or loss for the period in which they arise.

## Notes to the Financial Statements (continued)

### 5. Investments in subsidiaries

	Company	
	2023 RM'000	2022 RM'000
Cost of investment	709,964	648,182
Less: Accumulated impairment losses	(23,121)	(23,121)
	686,843	625,061

Details of the subsidiaries are disclosed in Note 31.

#### 5.1 Non-controlling interests in subsidiaries

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:

- (i) Fuji Seats (Malaysia) Sdn. Bhd. ("FSM")
- (ii) APM Delta Seating Systems Sdn. Bhd. ("ADSS")

	FSM RM'000	ADSS RM'000	Other subsidiaries with immaterial NCI RM'000	Total RM'000
<b>2023</b>				
NCI percentage of ownership interest and voting interest	40%	40%		
Carrying amount of NCI	47,792	19,136	6,776	73,704
Profit allocated to NCI	22,639	3,108	220	25,967
<b>2022</b>				
NCI percentage of ownership interest and voting interest	40%	40%		
Carrying amount of NCI	43,176	15,992	5,958	65,126
Profit allocated to NCI	11,617	3,643	23	15,283

## Notes to the Financial Statements (continued)

### 5. Investments in subsidiaries (continued)

#### 5.1 Non-controlling interests in subsidiaries (continued)

##### Summarised financial information of subsidiaries with material NCI before intra-group elimination

<b>2023</b>	<b>FSM RM'000</b>	<b>ADSS RM'000</b>
<b>As at 31 December</b>		
Non-current assets	58,333	6,829
Current assets	185,501	61,632
Non-current liabilities	(5,664)	(2,264)
Current liabilities	(118,690)	(18,356)
Net assets	119,480	47,841
<b>Year ended 31 December</b>		
Revenue	683,905	56,423
Profit and total comprehensive income	56,598	7,771
Cash flows from operating activities	88,575	11,663
Cash flows used in investing activities	(4,151)	(628)
Cash flows used in financing activities	(45,774)	(1,212)
Net increase in cash and cash equivalents	38,650	9,823
Dividends paid to NCI	18,024	-

## Notes to the Financial Statements (continued)

### 5. Investments in subsidiaries (continued)

#### 5.1 Non-controlling interests in subsidiaries (continued)

##### Summarised financial information of subsidiaries with material NCI before intra-group elimination (continued)

2022	FSM RM'000	ADSS RM'000
<b>As at 31 December</b>		
Non-current assets	60,960	7,291
Current assets	161,561	53,925
Non-current liabilities	(8,809)	(3,336)
Current liabilities	(105,772)	(17,901)
Net assets	107,940	39,979
<b>Year ended 31 December</b>		
Revenue	519,936	70,479
Profit and total comprehensive income	29,043	9,108
Cash flows from operating activities	58,148	15,429
Cash flows used in investing activities	(18,341)	(46)
Cash flows used in financing activities	(35,714)	(14,185)
Net increase/(decrease) in cash and cash equivalents	4,093	1,198
Dividends paid to NCI	14,000	5,200

#### 5.2 Restriction imposed by shareholders' agreement

Generally, for all the subsidiaries which are not wholly-owned by the Group, the non-controlling interest shareholders hold protective rights restricting the Group's ability to use the net assets of the subsidiaries to settle the liabilities of the Group, unless approval is obtained from the non-controlling interest shareholders.

#### 5.3 Material accounting policy information

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses.

#### 5.4 Measurement of recoverable amount of investment in subsidiaries

Certain subsidiaries of the Company were tested for impairment due to presence of impairment indicators. The recoverable amount were determined based on the higher of fair value less cost of disposal ("FVLCO") and their value in use.

There is no impairment loss recognised as the estimated recoverable amount of those identified subsidiaries exceeds the Company's cost of investment. However, the impairment test is subject to estimation uncertainty surrounding fair value estimated, discount rate and terminal value growth rate.

## Notes to the Financial Statements (continued)

### 6. Investments in associates

	Group	
	2023 RM'000	2022 RM'000
Investment in shares	31,901	6,701
Share of post-acquisition reserves	1,646	(246)
	33,547	6,455

Details of the associates are as follows:

Name of entities	Country of incorporation	Principal activities	Effective ownership interest		Effective voting interest	
			2023	2022	2023	2022
TC Sunergy Sdn. Bhd.	Malaysia	Developing, operating and trading of power from renewable energy projects	40%	40%	40%	40%
P.T. Highly Marelli APM Indonesia*	Indonesia	Manufacture and supply of heating, ventilation and air conditioning related parts and components	37%#	37%	49%	49%

\* Not audited by member firms of KPMG International.

# Voting interest in the associate is deemed to be 49% as the interest in the associate is held by a controlled subsidiary.

The following table summarises the financial information of the material associates and reconciles the information to the carrying amount of the Group's interest in associates:

	TC Sunergy Sdn. Bhd. RM'000	P.T. Highly Marelli APM Indonesia RM'000	Total RM'000
<b>2023</b>			
<b>Summarised financial information</b>			
<b>As at 31 December</b>			
Non-current assets	84,865	4,881	89,746
Current assets	868	16,583	17,451
Non-current liabilities	(51)	-	(51)
Current liabilities	(15,293)	(10,461)	(25,754)
Net assets	70,389	11,003	81,392

## Notes to the Financial Statements (continued)

### 6. Investments in associates (continued)

	TC Sunergy Sdn. Bhd. RM'000	P.T. Highly Marelli APM Indonesia RM'000	Total RM'000
<b>2023</b>			
<b>Summarised financial information (continued)</b>			
<b>Year ended 31 December</b>			
Profit and total comprehensive income for the year	3,003	794	3,797
<b>Reconciliation of net assets to carrying amount as at 31 December</b>			
Group's share of net assets	28,156	5,391	33,547
Carrying amount in the statement of financial position	28,156	5,391	33,547
<b>Group's share of results for year ended 31 December</b>			
Share of total comprehensive income for the year	1,201	389	1,590
<b>2022</b>			
<b>Summarised financial information</b>			
<b>As at 31 December</b>			
Non-current assets	2,181	-	2,181
Current assets	2,416	12,705	15,121
Non-current liabilities	(103)	-	(103)
Current liabilities	(108)	-	(108)
Net assets	4,386	12,705	17,091
<b>Year ended 31 December</b>			
Profit and total comprehensive income for the year	(614)	-	(614)
<b>Reconciliation of net assets to carrying amount as at 31 December</b>			
Group's share of net assets	1,754	4,701	6,455
Carrying amount in the statement of financial position	1,754	4,701	6,455
<b>Group's share of results for year ended 31 December</b>			
Share of total comprehensive income for the year	(246)	-	(246)

#### 6.1 Material accounting policy information

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses.

## Notes to the Financial Statements (continued)

### 7. Investments in joint ventures

	Group	
	2023 RM'000	2022 RM'000
Investment in shares	70,115	70,115
Share of post-acquisition reserves	36,093	16,169
	106,208	86,284

Details of joint ventures are as follows:

Name of entities	Principal activities	Effective ownership interest and voting interest	
		2023	2022
<b>Incorporated in Vietnam:</b>			
APM TACHI-S Seating Systems Vietnam Co. Ltd. (held via 100% owned subsidiary, APM Automotive IndoChina Ltd.) *	Develop, manufacture, assemble and sale of automotive seats in Vietnam's automotive market	49%	49%
<b>Incorporated in Indonesia:</b>			
P.T. APM Armada Autoparts (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.) *	Manufacture of interior products and is one of the strategic partnerships to develop Indonesia's automotive market	50%	50%
P.T. APM Hyundai Transys Indonesia (held via 100% owned subsidiary, P.T. APM Automotive Indonesia) *	Manufacture and supply of automotive seats and its related parts and components	50%	50%
<b>Incorporated in Thailand:</b>			
IAC APM Automotive Systems Ltd. (held via 100% owned subsidiary, APM Automotive International Ltd.) *	Manufacture of interior plastic components and is one of the strategic partnerships to develop Thailand's automotive market	40%	40%

\* Not audited by member firms of KPMG International.



## Notes to the Financial Statements (continued)

### 7. Investments in joint ventures (continued)

The following table summarises the financial information of the material joint ventures and reconciles the information to the carrying amount of the Group's interest in joint ventures:

	P.T. APM Armada Autoparts RM'000	P.T. APM Hyundai Transys Indonesia RM'000	Other immaterial joint ventures RM'000	Total RM'000
<b>2023</b>				
<b>Summarised financial information</b>				
<b>As at 31 December</b>				
Non-current assets	40,453	93,322	1,954	135,729
Current assets	60,853	49,593	31,780	142,226
Non-current liabilities	(3,238)	(478)	(3,183)	(6,899)
Current liabilities	(23,920)	(28,380)	(3,432)	(55,732)
Net assets	74,148	114,057	27,119	215,324
<b>Year ended 31 December</b>				
Profit and total comprehensive income for the year	873	27,352	1,749	29,974
<b>Reconciliation of net assets to carrying amount as at 31 December</b>				
Group's share of net assets	37,074	57,029	12,105	106,208
Carrying amount in the statement of financial position	37,074	57,029	12,105	106,208
<b>Group's share of results for year ended 31 December</b>				
Share of total comprehensive income for the year	437	13,676	634	14,747

#### 7.1 Material accounting policy information

Investments in joint ventures are measured in the Company's statement of financial position at cost less any impairment losses.

## Notes to the Financial Statements (continued)

### 7. Investments in joint ventures (continued)

	P.T. APM Armada Autoparts RM'000	P.T. APM Hyundai Transys Indonesia RM'000	Other immaterial joint ventures RM'000	Total RM'000
<b>2022</b>				
<b>Summarised financial information</b>				
<b>As at 31 December</b>				
Non-current assets	32,121	89,342	1,496	122,959
Current assets	79,150	69,455	30,307	178,912
Non-current liabilities	(4,152)	(4,989)	-	(9,141)
Current liabilities	(38,151)	(72,473)	(7,240)	(117,864)
Net assets	68,968	81,335	24,563	174,866
<b>Year ended 31 December</b>				
Profit and total comprehensive income for the year	6,332	10,503	5,340	22,175
<b>Reconciliation of net assets to carrying amount as at 31 December</b>				
Group's share of net assets	34,484	40,668	11,132	86,284
Carrying amount in the statement of financial position	34,484	40,668	11,132	86,284
<b>Group's share of results for year ended 31 December</b>				
Share of total comprehensive income for the year	3,166	5,252	1,635	10,053

### 8. Other investments

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>					
Fair value through other comprehensive income					
- Equity investments	8.1	3,986	-	-	-

## Notes to the Financial Statements (continued)

### 8. Other investments (continued)

Note	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Current</b>				
Fair value through profit or loss				
- Others	4,390	3,177	1,229	817
	8,376	3,177	1,229	817

#### 8.1 Equity investments designated at fair value through other comprehensive income

The Group designated the investments in equity securities shown below as fair value through other comprehensive income because these investments in equity securities represent investments that the Group intends to hold for long-term strategic purposes.

	Group	
	2023 RM'000	2022 RM'000
EV Connection Sdn Bhd	3,986	-

#### 8.2 Material accounting policy information

##### Equity investment not held for trading

At initial recognition, the Group irrevocably elect to present subsequent changes in the fair value of the investments in other comprehensive income. This election is made on an investment-by-investment basis.

### 9. Intangible assets

Group	Trademarks and design RM'000	Development expenditure RM'000	Goodwill RM'000	Technical know-how RM'000	Total RM'000
<b>Cost</b>					
At 1 January 2022	12,722	18,383	8,201	28,976	68,282
Additions	14	440	-	2,997	3,451
Write-off	-	(1,618)	-	-	(1,618)
Effect of movement in exchange rates	(89)	-	(109)	-	(198)
At 31 December 2022/ 1 January 2023	12,647	17,205	8,092	31,973	69,917
Additions	427	692	-	894	2,013
Write-off	-	(558)	-	-	(558)
Effect of movement in exchange rates	436	-	410	-	846
At 31 December 2023	13,510	17,339	8,502	32,867	72,218

## Notes to the Financial Statements (continued)

### 9. Intangible assets (continued)

Group	Trademarks and design RM'000	Development expenditure RM'000	Goodwill RM'000	Technical know-how RM'000	Total RM'000
<b>Amortisation and impairment loss</b>					
At 1 January 2022					
Accumulated amortisation	11,785	15,084	-	16,262	43,131
Accumulated impairment loss	-	-	-	787	787
	11,785	15,084	-	17,049	43,918
Amortisation for the year	79	199	-	6,870	7,148
Write-off	-	(1,592)	-	-	(1,592)
Effect of movement in exchange rates	(98)	(1)	-	-	(99)
At 31 December 2022/ 1 January 2023					
Accumulated amortisation	11,766	13,690	-	23,132	48,588
Accumulated impairment loss	-	-	-	787	787
	11,766	13,690	-	23,919	49,375
Amortisation for the year	95	190	-	1,628	1,913
Write-off	-	(317)	-	-	(317)
Effect of movement in exchange rates	407	-	-	-	407
At 31 December 2023					
Accumulated amortisation	12,268	13,563	-	24,760	50,591
Accumulated impairment loss	-	-	-	787	787
	12,268	13,563	-	25,547	51,378
<b>Carrying amounts</b>					
At 1 January 2022	937	3,299	8,201	11,927	24,364
At 31 December 2022/ 1 January 2023	881	3,515	8,092	8,054	20,542
At 31 December 2023	1,242	3,776	8,502	7,320	20,840

## Notes to the Financial Statements (continued)

### 9. Intangible assets (continued)

#### 9.1 Amortisation

The amortisation charge is allocated to the cost of sales and recognised in profit or loss.

#### 9.2 Impairment testing for cash-generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the 2 business units in Australia, which represents the lowest level within the Group, at which the goodwill is monitored for internal management purposes.

The aggregate carrying amounts of goodwill allocated to each unit are as follows:

	Group	
	2023 RM'000	2022 RM'000
Manufacturing of transportation seating unit	7,339	6,986
Unit without significant goodwill	1,163	1,106
	8,502	8,092

The recoverable amount of the manufacturing of transportation seating business unit ("the business unit") is based on value in use calculations. Cash flow projections used in this calculation were based on financial budgets covering a 5-year period.

Value in use was determined by discounting the future cash flows expected to be generated from the continuing use of the business unit and was based on the following key assumptions:

- There would be no material change in structure and principal activities of the cash-generating unit;
- The earnings before interest, taxes, depreciation and amortisation ("EBITDA") were based on growth rate of 2% (2022: 3%) over the 5-year period; and
- A pre-tax discount rate of 13.64% (2022: 13.64%) was applied in determining the recoverable amount of the unit.

No impairment is required for the goodwill attributed to the business unit as the estimated recoverable amount exceeds the carrying amount of the business unit.

#### 9.3 Material accounting policy information

##### (a) Recognition and measurement

Intangible assets, other than goodwill that are acquired by the Group, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

## Notes to the Financial Statements (continued)

### 9. Intangible assets (continued)

#### 9.3 Material accounting policy information (continued)

##### (b) Amortisation

Amortisation is based on the cost of an asset less its residual value. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets and over the estimated units to be sold over a period of time from the date that they are available for use.

The estimated useful lives for the current and comparative periods are as follows:

- development expenditure 3 - 5 years
- trademarks 2 years
- design 3 years
- technical know-how 1 - 3 years

### 10. Deferred tax assets/(liabilities)

#### Recognised deferred tax assets/(liabilities)

Deferred tax assets and liabilities are attributable to the following:

Group	Assets		Liabilities		Net	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Employee benefits	6,239	5,666	-	-	6,239	5,666
Property, plant and equipment	3,116	2,408	(85,891)	(65,116)	(82,775)	(62,708)
Investment properties	-	-	(8,192)	(8,186)	(8,192)	(8,186)
Unutilised tax losses	3,122	5,481	-	-	3,122	5,481
Provisions and others	31,868	28,914	(5,032)	(4,982)	26,836	23,932
Tax assets/(liabilities)	44,345	42,469	(99,115)	(78,284)	(54,770)	(35,815)
Set-off of tax	(16,727)	(16,595)	16,727	16,595	-	-
Net tax assets/(liabilities)	27,618	25,874	(82,388)	(61,689)	(54,770)	(35,815)

## Notes to the Financial Statements (continued)

## 10. Deferred tax assets/(liabilities) (continued)

## Movement in temporary differences during the financial year

Group	At 1.1.2022		Recognised in profit or loss (Note 25)		Recognised in other comprehensive income (Note 26)		At 31.12.2022/1.1.2023		Recognised in profit or loss (Note 25)		Recognised in other comprehensive income (Note 26)		At 31.12.2023	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Employee benefits	6,380	(1,288)	574	-	5,666	582	(9)	-	5,666	582	(9)	-	6,239	
Property, plant and equipment	(58,172)	(4,536)	-	-	(62,708)	7,124	(27,191)	-	(62,708)	7,124	(27,191)	-	(82,775)	
Investment properties	(8,182)	(4)	-	-	(8,186)	(6)	-	-	(8,186)	(6)	-	-	(8,192)	
Unutilised tax losses	5,322	159	-	-	5,481	(2,359)	-	-	5,481	(2,359)	-	-	3,122	
Provisions and others	12,471	11,578	-	(117)	23,932	2,650	-	254	23,932	2,650	-	254	26,836	
	(42,181)	5,909	574	(117)	(35,815)	7,991	(27,200)	254	(35,815)	7,991	(27,200)	254	(54,770)	

## Notes to the Financial Statements (continued)

### 10. Deferred tax assets/(liabilities) (continued)

#### 10.1 Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Group	
	2023 RM'000	2022 RM'000
Unutilised tax losses	107,859	102,508
Unabsorbed capital allowances	18,895	27,586
Others	30,486	22,772
	157,240	152,866

Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.

Pursuant to the respective applicable tax legislations:

- (i) the unabsorbed capital allowances can be carried forward indefinitely; and
- (ii) the restrictions on the carry-forward of unutilised tax losses from operations in various countries are as follow:

Country	Restriction to carry forward
Malaysia	10 years
Indonesia and Thailand	5 years
Myanmar	3 years
The United States of America	No restrictions

	2023 RM'000	2022 RM'000
Expire in year of assessment ("YA"):		
YA 2023	-	10,449
YA 2024	9,617	9,325
YA 2025	14,337	13,751
YA 2026	11,937	9,622
YA 2027	9,302	8,903
YA 2028 – YA 2033	47,101	35,246
	92,294	87,296
No expiry	15,565	15,212
	107,859	102,508

With effect from YA 2019, unutilised tax losses from Malaysia could only be carried forward for up to 7 consecutive YAs, and any balance thereof would be disregarded. In 2021, the carry-forward period was extended to 10 years. Unutilised tax losses prior to YA 2018 may be allowed to be carried forward until YA 2028.



## Notes to the Financial Statements (continued)

### 10. Deferred tax assets/(liabilities) (continued)

#### 10.2 Material accounting policy information

Where investment properties are carried at their fair value, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are not discounted.

### 11. Inventories

	Group	
	2023 RM'000	2022 RM'000
Raw materials	237,518	252,107
Work-in-progress	17,007	16,539
Manufactured inventories and trading inventories	107,494	97,167
Spare parts and others	10,459	8,863
	372,478	374,676
Recognised in profit or loss:		
Inventories recognised as cost of sales	1,434,315	1,269,201
Net inventories written down to net realisable value	1,064	4,929

The write-down is included in cost of sales.

#### 11.1 Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average method.

### 12. Trade and other receivables, including derivatives

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Trade</b>					
Trade receivables		228,072	287,208	-	-
Less: Impairment losses		(6,800)	(4,364)	-	-
		221,272	282,844	-	-
Other trade receivables	12.1	10,565	20,842	-	-
Related parties	12.2	4,047	5,731	-	-
Joint ventures	12.2	403	3,047	-	-
		236,287	312,464	-	-

## Notes to the Financial Statements (continued)

### 12. Trade and other receivables, including derivatives (continued)

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-trade</b>					
Other receivables	12.3	18,953	17,196	-	-
Subsidiaries	12.4	-	-	11,414	12,134
Derivatives at fair value through profit or loss					
- Forward exchange contracts	12.5	69	375	-	-
		19,022	17,571	11,414	12,134
		255,309	330,035	11,414	12,134

12.1 The other trade receivables relate to outright sales of mould.

12.2 The trade amounts due from related parties and joint ventures are subject to 30 to 60 days (2022: 30 to 60 days) credit terms.

12.3 Included in other receivables is an amount of RM12,964,000 (2022: RM11,603,000) being Goods and Services Tax ("GST") and Value Added Tax ("VAT") refundable from the tax authorities in relation to input tax paid by the Group.

12.4 The non-trade amount due from subsidiaries is unsecured, non-interest bearing and repayable on demand except for an amount due from subsidiaries of RM10,838,000 (2022: RM11,540,000) which is subject to interest ranging from 2.9% to 3.3% (2022: 1.9% to 3.1%) per annum.

12.5 The Group entered into forward exchange contracts with nominal value of RM12,759,000 to manage foreign currency exposures arising from the Group's receivables and payables denominated in currencies other than the functional currencies of Group entities. The previous financial year's forward exchange contracts with nominal value of RM18,111,000 matured during the financial year.

### 13. Deposits and prepayments

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Deposits	3,019	1,598	65	65
Prepayments	13,631	15,610	63	10
	16,650	17,208	128	75

## Notes to the Financial Statements (continued)

### 14. Cash and cash equivalents

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Deposits placed with licensed banks	273,570	182,485	3,819	30,921
Cash and bank balances	205,119	170,621	951	1,403
	478,689	353,106	4,770	32,324

Cash and bank balances include corporate management current accounts which are interest-bearing maintained with licensed banks.

### 15. Capital and reserves

#### Share capital

	Group and Company			
	Number of shares 2023 '000	Amount 2023 RM'000	Number of shares 2022 '000	Amount 2022 RM'000
Issued and fully paid shares with no par value classified as equity instruments:				
Ordinary shares				
At 1 January/31 December	201,600	219,498	201,600	219,498

#### Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. In respect of the Company's treasury shares that are held by the Group, all rights are suspended until those shares are reissued.

#### Treasury shares

The shareholders of the Company, by an ordinary resolution passed at a general meeting held on 24 May 2017, approved the Company's plan to purchase its own shares. The Directors of the Company are committed to enhancing the value of the Company to its shareholders and believe that the purchase plan can be applied in the best interest of the Company and its shareholders.

There were no shares repurchased during the financial year.

As at 31 December 2023, the Company held a total of 6,105,700 (2022: 6,105,700) of its 201,600,000 (2022: 201,600,000) issued ordinary shares as treasury shares.

#### Revaluation reserve

The revaluation reserve relates to the revaluation surplus of Group's freehold land, long-term leasehold land, right-of-use assets and buildings.

#### Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of the Group entities with functional currencies other than Ringgit Malaysia.

## Notes to the Financial Statements (continued)

### 16. Employee benefits

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Defined benefit liability	35,775	34,252	1,804	1,783

Under the Group's defined benefit scheme, eligible employees, who include Directors who are employees, are entitled to retirement benefits of 16.0% to 17.0% of total basic salary earned less the statutory pension funds for each completed year of service upon the retirement age of 60 or such other age as stipulated in their respective service contracts as well as retirement benefits as a factor of the last drawn monthly salary for each completed year of service upon retirement or termination of service, if so provided in the terms of the relevant service contracts.

#### Movement in defined benefit liability

The following table shows a reconciliation from the opening balance to the closing balance for defined benefit liability and its components:

	Group	
	2023 RM'000	2022 RM'000
<b>Defined benefit liability</b>		
Balance at 1 January	34,252	31,788
<b>Included in profit or loss</b>		
Current service cost	2,378	3,303
Past service credit	(515)	-
Interest cost	704	455
	2,567	3,758
<b>Included in other comprehensive income</b>		
Remeasurement loss/(gain)		
- Actuarial loss/(gain) arising from:		
- Plan experiences	-	2,737
- Changes in financial assumption	-	(1,260)
- Others	(32)	(177)
Effect of movements in exchange rate	202	(83)
	170	1,217
<b>Others</b>		
Benefits paid	(1,214)	(2,511)
	(1,214)	(2,511)
Balance at 31 December	35,775	34,252

## Notes to the Financial Statements (continued)

### 16. Employee benefits (continued)

#### Movement in defined benefit liability (continued)

The following table shows a reconciliation from the opening balance to the closing balance for defined benefit liability and its components:

	Company	
	2023 RM'000	2022 RM'000
<b>Defined benefit liability</b>		
Balance at 1 January	1,783	2,024
<b>Included in profit or loss</b>		
Current service cost	21	-
Interest cost	-	-
	21	-
<b>Included in other comprehensive income</b>		
Remeasurement gain		
- Actuarial gain arising from:		
- Others	-	(241)
	-	(241)
Balance at 31 December	1,804	1,783

#### Defined benefit liability

#### Actuarial assumptions

Principal actuarial assumptions at the end of the reporting period (expressed as weighted averages):

	Group and Company	
	2023	2022
Discount rate	4.8% - 5.2%	4.8% - 5.2%
Future salary growth	5.5%	5.5%
Future pension growth	12.0% - 13.0%	12.0% - 13.0%

Assumptions regarding future mortality are based on published statistics and mortality tables.

At 31 December 2023, the weighted-average duration of the defined benefit liability was 3.8 years for senior management and 20.0 years for other covered employees (2022: 4.8 years for senior management and 21.0 years for other covered employees).

## Notes to the Financial Statements (continued)

### 16. Employee benefits (continued)

#### Sensitivity analysis

Reasonably possible changes at the reporting date at one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit liability by the amounts shown below:

Defined benefit liability	Group	
	Increase RM'000	Decrease RM'000
<b>2023</b>		
Discount rate (1% movement)	(1,599)	1,800
Future salary growth (1% movement)	1,131	(1,046)
<b>2022</b>		
Discount rate (1% movement)	(1,595)	1,791
Future salary growth (1% movement)	952	(883)

Although the analysis does not account for the full description of cash flows expected under the defined benefit scheme plan, it does provide an approximation of the sensitivity of the actuarial assumptions as shown above.

### 17. Loans and borrowings

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>					
Unsecured local currency term loan	17.1	50,000	50,000	50,000	50,000
<b>Current</b>					
Unsecured foreign currency borrowings	17.2	52,303	60,998	-	-
Unsecured local currency borrowings	17.3	16,511	14,047	-	-
		68,814	75,045	-	-
		118,814	125,045	50,000	50,000

The borrowings are mainly bank trade facilities utilised for working capital purposes.

## Notes to the Financial Statements (continued)

### 17. Loans and borrowings (continued)

17.1 The unsecured local currency term loan of the Group comprises Islamic Commercial Papers (“ICPs”) Programme and Islamic Medium Term Notes (“IMTNs”) Programme under the Shariah principle of Murabahah (via Tawarruq arrangement) (collectively, the “Sukuk Murabahah Programmes”). Both the ICP and IMTN Programmes have tenures of 7 years and 20 years, respectively, from the date of first issue. The ICP programme matured on 27 December 2023. On 15 August 2022, the Company issued Medium Term Notes (“MTNs”) amounting to RM50 million under MTNs Programme. The MTNs issued are as follows:

Tenure (years)	Interest rate (per annum)	Maturity date	Nominal value (RM'000)
3	4.81%	15 August 2025	50,000

17.2 The unsecured foreign currency borrowings of the Group are subject to interest at rates from 4.57% to 9.90% (2022: 0.70% to 9.95%) per annum.

17.3 The unsecured local currency borrowings of the Group are subject to interest at rates from 3.77% to 4.81% (2022: 2.79% to 4.81%) per annum.

### 18. Provisions

Group	Warranties RM'000
At 1 January 2022	6,105
Provisions made	4,078
Provisions utilised	(2,282)
Provisions reversed	(1,955)
At 31 December 2022/1 January 2023	5,946
Provisions made	4,678
Provisions utilised	(2,058)
Provisions reversed	(964)
At 31 December 2023	7,602

Provisions for warranties are recognised when the products are sold where they are entitled to warranty. The provisions are estimated based on historical warranty claims and the Group expects to incur most of the liabilities over the next 1 to 3 years.

Where an abnormal defect is discovered on a product, the management will perform investigation to identify the cause. The total warranty liability that will be incurred is highly dependent on the course of action that needs to be taken by the Group in consultation with the affected customer. It may vary significantly.

## Notes to the Financial Statements (continued)

### 19. Trade and other payables, including derivatives

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Trade</b>					
Trade payables		179,785	178,392	-	-
Related parties	19.1	20,789	18,208	-	-
Joint ventures	19.1	-	667	-	-
		200,574	197,267	-	-
<b>Non-trade</b>					
Other payables and accruals		165,756	150,435	2,235	2,125
Related parties	19.2	1,894	2,497	4	13
Derivatives at fair value through profit or loss					
- Forward exchange contracts	12.5	18	165	-	-
		167,668	153,097	2,239	2,138
		368,242	350,364	2,239	2,138

19.1 The trade amounts due to related parties and joint ventures are subject to 30 to 60 days (2022: 30 to 60 days) credit terms.

19.2 The non-trade amount due to related parties is unsecured, non-interest bearing and repayable on demand.

### 20. Revenue

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue from contracts with customers	1,901,505	1,713,200	-	-
Other revenue:				
- Rental income	1,697	1,689	-	-
- Dividend income	-	-	67,684	7,001
- Sales of mould	23,220	24,277	-	-
	24,917	25,966	67,684	7,001
	1,926,422	1,739,166	67,684	7,001



## Notes to the Financial Statements (continued)

### 20. Revenue (continued)

#### 20.1 Disaggregation of revenue

Group	Reportable segments						Non reportable segment	Total
	Suspension	Interior and plastics	Electrical and heat exchange	Marketing	Indonesia	All other segments		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>2023</b>								
<b>Primary geographical markets</b>								
Malaysia	84,090	1,259,135	117,023	119,145	-	-	4,877	1,584,270
Indonesia	-	39	-	10,020	61,536	-	-	71,595
Vietnam	-	-	-	-	-	47,001	-	47,001
Europe	-	-	-	15,064	-	4,898	1,645	21,607
America	-	-	-	24,838	-	16,941	1,565	43,344
Australia	-	-	-	43,458	-	69,846	-	113,304
Other countries	2,221	71	-	16,063	-	1,819	210	20,384
	86,311	1,259,245	117,023	228,588	61,536	140,505	8,297	1,901,505
<b>Markets</b>								
Original Equipment Market ("OEM")	83,962	1,250,629	115,939	-	23,777	37,358	8,280	1,519,945
Replacement Equipment Market ("REM")	2,349	8,616	1,084	228,588	37,759	103,147	17	381,560
	86,311	1,259,245	117,023	228,588	61,536	140,505	8,297	1,901,505
<b>Timing of recognition</b>								
At a point in time	86,311	1,259,245	117,009	228,588	61,536	140,505	8,297	1,901,491
Overtime	-	-	14	-	-	-	-	14
	86,311	1,259,245	117,023	228,588	61,536	140,505	8,297	1,901,505
<b>Revenue from contracts with customers</b>	86,311	1,259,245	117,023	228,588	61,536	140,505	8,297	1,901,505
<b>Other revenue</b>	-	23,220	-	-	-	123	1,574	24,917
<b>Total revenue</b>	86,311	1,282,465	117,023	228,588	61,536	140,628	9,871	1,926,422

## Notes to the Financial Statements (continued)

### 20. Revenue (continued)

#### 20.1 Disaggregation of revenue (continued)

Group	Reportable segments						Non reportable segment	Total
	Suspension	Interior and plastics	Electrical and heat exchange	Marketing	Indonesia	All other segments		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>2022</b>								
<b>Primary geographical markets</b>								
Malaysia	79,142	1,054,183	100,275	123,849	-	-	4,568	1,362,017
Indonesia	-	1,043	-	10,730	78,339	-	-	90,112
Vietnam	-	-	-	-	-	54,160	-	54,160
Europe	-	-	-	18,025	-	4,109	715	22,849
America	-	-	-	38,131	-	12,524	954	51,609
Australia	-	-	-	48,924	-	61,648	-	110,572
Other countries	2,445	62	-	17,343	4	1,964	63	21,881
	81,587	1,055,288	100,275	257,002	78,343	134,405	6,300	1,713,200
<b>Markets</b>								
Original Equipment Market ("OEM")	78,745	1,046,522	99,584	-	27,933	41,476	5,982	1,300,242
Replacement Equipment Market ("REM")	2,842	8,766	691	257,002	50,410	92,929	318	412,958
	81,587	1,055,288	100,275	257,002	78,343	134,405	6,300	1,713,200
<b>Timing of recognition</b>								
At a point in time	81,587	1,055,288	100,241	257,002	78,343	134,405	6,300	1,713,166
Overtime	-	-	34	-	-	-	-	34
	81,587	1,055,288	100,275	257,002	78,343	134,405	6,300	1,713,200
<b>Revenue from contracts with customers</b>	81,587	1,055,288	100,275	257,002	78,343	134,405	6,300	1,713,200
<b>Other revenue</b>	-	24,118	159	-	-	116	1,573	25,966
<b>Total revenue</b>	81,587	1,079,406	100,434	257,002	78,343	134,521	7,873	1,739,166

## Notes to the Financial Statements (continued)

### 20. Revenue (continued)

#### 20.2 Nature of goods and services

The following information reflects the typical transactions of the Group:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable element in consideration	Obligation for returns or refunds	Warranty
Sales of automotive parts - OEM	Revenue is recognised when the goods are delivered and accepted by the customers at their premises.	Credit period within 30 to 60 days from invoice date.	Not applicable.	Not applicable.	Limited warranty up to 100,000 km mileage or 3 years, whichever is earlier, for selected products.
Sales of automotive parts - REM (Domestic)	Revenue is recognised when the goods are delivered and accepted by the customers.	Credit period within 30 to 90 days from invoice date.	Year-end incentive and year-end trip based on sales target and prompt payment discount given to selected customers.	Not applicable.	Limited warranty up to 20,000 km mileage or 6 months, whichever is earlier, for selected products.
Sales of automotive parts - REM (Export)	Revenue is recognised based on shipment terms.	30% to 50% deposit before shipment and balance within 30 to 60 days from shipment date.	Year-end incentive rebate based on sales/volume target for selected customers.	Not applicable.	Not applicable.

#### Significant judgements and assumptions arising from revenue recognition

There are no significant judgements and assumptions applied that significantly affect the determination of the amount and timing of revenue recognised from contracts with customers.

### 21. Finance costs

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Interest expense of financial liabilities measured at amortised cost	7,451	4,460	2,405	909
Interest expense on lease liabilities	1,683	1,622	-	-
	9,134	6,082	2,405	909

## Notes to the Financial Statements (continued)

### 22. Finance income

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Interest income received from deposits, investments and corporate management current accounts with licensed financial institutions and licensed banks	10,913	6,642	627	607
Interest income received from subsidiaries	-	-	349	288
	10,913	6,642	976	895

### 23. Profit before tax

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Profit before tax is arrived at after charging/ (crediting):</b>				
<b>Auditors' remunerations</b>				
Audit fees:				
- KPMG PLT	568	541	64	64
- Other auditors	427	398	-	-
	995	939	64	64
Non-audit fees:				
- KPMG PLT	10	20	10	10
- Local affiliates of KPMG PLT	229	211	18	12
- Member firms of KPMG International Limited	120	104	-	-
- Other auditors	16	13	-	-
	1,370	1,287	92	86

## Notes to the Financial Statements (continued)

### 23. Profit before tax (continued)

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Profit before tax is arrived at after charging/ (crediting): (continued)</b>				
<b>Material expenses/(income)</b>				
Amortisation of intangible assets	1,913	7,148	-	-
Change in fair value of investment properties	(60)	(40)	-	-
Depreciation of property, plant and equipment	51,342	53,303	-	-
Depreciation of right-of-use assets	7,076	6,896	-	-
Dividends received from subsidiaries	-	-	(67,684)	(7,001)
Intangible assets written off	241	26	-	-
Net gain on disposal of property, plant and equipment	(359)	(545)	-	-
Net inventories written down to net realisable value	1,064	4,929	-	-
Net foreign exchange losses/(gains)				
- realised	188	(6,030)	(2)	(13)
- unrealised	(2,518)	3,352	(159)	7
Non-executive Directors				
- Fees	533	440	533	440
- Other benefits	95	77	95	77
Personnel expenses (including key management personnel)				
- Employee benefits	2,567	3,758	20	-
- Contributions to state plans	16,938	15,877	527	489
- Wages, salaries and others	256,255	226,318	3,414	2,661
Provision for warranties	4,678	4,078	-	-
Provision for warranties reversed	(964)	(1,955)	-	-
Property, plant and equipment written off	366	83	-	-
Royalties	17,848	15,237	-	-
<b>Expenses arising from leases</b>				
Expenses relating to short-term leases	639	369	-	-
<b>Net loss/(gain) on impairment of financial instruments</b>				
Financial assets at amortised cost	2,436	(944)	-	(592)

## Notes to the Financial Statements (continued)

### 24. Key management personnel compensations

The key management personnel compensations are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Executive Directors				
- Remuneration	7,274	7,928	3,301	3,005
- Other employee benefits	1,230	851	638	554
	8,504	8,779	3,939	3,559
Other key management personnel				
- Remuneration and other employee benefits	8,771	8,981	-	-
	8,771	8,981	-	-
	17,275	17,760	3,939	3,559

The remuneration and other employee benefits paid to the Executive Directors of the Company were in respect of their employment with the Company and certain Group entities.

Included in other employee benefits of the Group are retirement benefits receivable by the Directors which amounted to RM1,185,000 (2022: RM788,000) and the estimated monetary value of benefit-in-kind provided to the Directors which amounted to RM 44,000 (2022: RM63,000). Included in other employee benefits of the Company is retirement benefits receivable by the Directors amounting to RM637,500 (2022: RM554,000).

Other key management personnel comprise directors and heads of certain significant subsidiaries, having authority and responsibility for planning, directing and controlling the activities of the Group entities either directly or indirectly.

### 25. Income tax expense

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Recognised in profit or loss</b>				
<b>Current tax expense</b>				
Malaysian				
- Current year	29,301	17,162	102	-
- Over provision in prior year	(1,435)	(1,342)	-	(28)
Overseas				
- Current year	1,834	2,405	-	-
Total current tax recognised in profit or loss	29,700	18,225	102	(28)
Others	182	67	-	-

## Notes to the Financial Statements (continued)

### 25. Income tax expense (continued)

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Recognised in profit or loss (continued)</b>				
<b>Deferred tax expense</b>				
Origination and reversal of temporary differences	(4,979)	(4,504)	-	-
Over provision in prior year	(3,012)	(1,405)	-	-
Total deferred tax recognised in profit or loss	(7,991)	(5,909)	-	-
<b>Total income tax expense</b>	<b>21,891</b>	<b>12,383</b>	<b>102</b>	<b>(28)</b>
<b>Reconciliation of tax expense</b>				
Profit for the year	86,406	41,683	61,180	2,700
Total income tax expense	21,891	12,383	102	(28)
Profit excluding tax	108,297	54,066	61,282	2,672
Income tax using Malaysian tax rate of 24% (2022: 24%)	25,991	12,976	14,707	641
Non-deductible expenses	4,385	6,282	1,635	1,035
Tax exempt income	-	(667)	(16,244)	(1,680)
Tax incentives	(4,682)	(6,373)	-	-
Effect of deferred tax assets not recognised	4,561	6,384	-	-
Recognition of previously unrecognised deferred tax assets	(3,512)	(3,077)	-	-
Other items	(405)	(395)	4	4
	26,338	15,130	102	-
Malaysian				
- Over provision of current tax expense in prior year	(1,435)	(1,342)	-	(28)
- Over provision of deferred tax expense in prior year	(3,012)	(1,405)	-	-
<b>Total income tax expense</b>	<b>21,891</b>	<b>12,383</b>	<b>102</b>	<b>(28)</b>

## Notes to the Financial Statements (continued)

### 26. Other comprehensive income/(expense), net of tax

Group	2023			2022		
	Before tax RM'000	Tax expense RM'000	Net of tax RM'000	Before tax RM'000	Tax expense RM'000	Net of tax RM'000
<b>Items that will not be reclassified subsequently to profit or loss</b>						
Remeasurement of defined benefit liability	32	(9)	23	(1,300)	574	(726)
Revaluation of properties and right-of-use assets	116,379	(27,191)	89,188	-	-	-
	116,411	(27,200)	89,211	(1,300)	574	(726)
<b>Items that will be reclassified subsequently to profit or loss</b>						
Foreign currency translation differences for consolidated subsidiaries	15,024	-	15,024	(966)	-	(966)
Foreign currency translation differences for equity-accounted associate and joint ventures	5,478	-	5,478	(3,257)	-	(3,257)
	20,502	-	20,502	(4,223)	-	(4,223)
	136,913	(27,200)	109,713	(5,523)	574	(4,949)
<b>Company</b>						
<b>Item that will not be reclassified subsequently to profit or loss</b>						
Remeasurement of defined benefit liability	-	-	-	(241)	-	(241)

### 27. Earnings per ordinary share

#### Basic earnings per ordinary share

The calculation of basic earnings per ordinary share was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

	2023	2022
Profit for the year attributable to ordinary shareholders (RM'000)	60,439	26,400
Weighted average number of ordinary shares ('000 units)		
Issued ordinary shares at 1 January	201,600	201,600
Effect of treasury shares held	(6,106)	(6,106)
Weighted average number of ordinary shares at 31 December	195,494	195,494
Basic earnings per ordinary share (sen)	30.92	13.50

Diluted earnings per share is not presented as the Group has no potential shares or other instruments with dilutive effects.



## Notes to the Financial Statements (continued)

### 28. Dividends

Dividends recognised by the Company:

	Sen per share	Date of payment
<b>2023</b>		
First interim 2023 ordinary	7.0	4 October 2023
Second interim 2022 ordinary	7.0	10 May 2023

Total dividend paid out during the reporting period amounted to approximately RM27,369,000.

After the reporting period, the following dividend was declared and approved by the Directors. This dividend will be recognised in subsequent financial year.

	Sen per share	Total amount RM'000	Date of payment
Second interim 2023 ordinary	11.0	21,504	27 March 2024

### 29. Commitments

	Group	
	2023 RM'000	2022 RM'000
<b>Property, plant and equipment</b>		
Contracted but not provided for	17,567	18,205

### 30. Related parties

#### Identity of related parties

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

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

Controlling related party relationships are as follows:

- i) The subsidiaries as disclosed in Note 31.
- ii) The substantial shareholders of the Company are Tan Chong Consolidated Sdn. Bhd. ("TCC") and Wealthmark Holdings Sdn. Bhd. ("WH"). TCC and WH are also substantial shareholders of Warisan TC Holdings Berhad Group ("WTCH Group"). TCC is also a substantial shareholder of Tan Chong Motor Holdings Berhad Group ("TCMH Group") and Tan Chong International Limited Group ("TCIL Group").

## Notes to the Financial Statements (continued)

### 30. Related parties (continued)

#### Identity of related parties (continued)

Controlling related party relationships are as follows: (continued)

- iii) The Director of the Company, Dato' Tan Heng Chew is deemed interested by virtue of his interests in TCC and WH pursuant to Section 8(4) of the Companies Act 2016 and interests held by spouse and daughter by virtue of Section 59(11)(c) of the Companies Act 2016.
- iv) The Director of the Company, Dato' Tan Eng Hwa is deemed interested by virtue of his interest in Solomon House Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016 and interest held by spouse by virtue of Section 59(11)(c) of the Companies Act 2016.
- v) For the purpose of related party transactions and balances disclosure, the Group and the Company treat TCC as the ultimate controlling shareholder.

Significant related party transactions with TCMH, WTCH and TCIL Groups are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>With TCMH Group</b>				
Sales	21,697	33,951	-	-
Purchases	(2,288)	(4,219)	(12)	(50)
Provision of services	587	564	-	-
Administrative and consultancy services	(962)	(854)	-	-
Insurance premium	(5,600)	(5,508)	(60)	(61)
Rental income	1,712	1,799	-	-
Rental expenses	(11)	(14)	-	-
<b>With WTCH Group</b>				
Sales	217	571	-	-
Purchases	(679)	(784)	(15)	(16)
Administrative and consultancy services	(1,552)	(468)	-	-
Rental income	516	516	-	-
Rental expenses	(1,337)	(1,315)	-	-
<b>With TCIL Group</b>				
Sales	200	175	-	-
Purchases	-	(88)	-	-
Rental expenses	(95)	(77)	-	-
<b>With subsidiaries</b>				
Dividend income	-	-	67,684	7,001
Interest income on loans	-	-	349	288
Management fee paid	-	-	(651)	(597)

## Notes to the Financial Statements (continued)

### 30. Related parties (continued)

#### Significant related party transactions with TCMH, WTCH and TCIL Groups are as follows: (continued)

These transactions have been entered into in the normal course of business and have been established under 30 to 60 days (2022: 30 to 60 days) credit terms.

The outstanding net amounts due from/(to) related parties are disclosed in Note 12 and Note 19 and are expected to be settled in cash.

### 31. Subsidiaries

The principal activities of the subsidiaries in the Group and the Group's effective ownership interests and voting interests are as follows:

Name of subsidiaries	Principal activities	Effective ownership interest and voting interest	
		2023 %	2022 %
<b>Incorporated in Malaysia:</b>			
Auto Parts Manufacturers Co. Sdn. Bhd.	Manufacture and sale of automotive seats	100	100
APM Plastics Sdn. Bhd.	Manufacture and sale of plastic injection and extrusion moulded parts and components	100	100
APM Seatings Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Manufacture and sale of automotive seats	100	100
APM Automotive Modules Sdn. Bhd.	Assembly and sale of door trim module and instrument panel module parts	100	100
APM Auto Safety Systems Sdn. Bhd.	Manufacture and sale of automotive seat belt	100	100
Fuji Seats (Malaysia) Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Manufacture and sale of automotive seats and components	60	60
APM Automotive Systems Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Dormant	100	100
APM TACHI-S Seating Systems Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Manufacture, assembly and sale of automotive and industrial seats	51	51

## Notes to the Financial Statements (continued)

### 31. Subsidiaries (continued)

Name of subsidiaries	Principal activities	Effective ownership interest and voting interest	
		2023 %	2022 %
<b>Incorporated in Malaysia: (continued)</b>			
APM Delta Seating Systems Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Manufacture and sale of automotive seats	60	60
APM Coil Springs Sdn. Bhd.	Manufacture and sale of automotive coil springs	100	100
APM Springs Sdn. Bhd.	Manufacture and sale of automotive leaf springs	100	100
APM Shock Absorbers Sdn. Bhd.	Manufacture and sale of shock absorbers and related component parts	100	100
APM Climate Control Sdn. Bhd.	Manufacture and sale of automotive air-conditioners and radiators, automotive windshield wiper linkage, commercial vehicle parts and components; provision for distribution and after sales services for bus-coach air-conditioning	100	100
APM Auto Electrics Sdn. Bhd.	Manufacture and sale of automotive electrical components	100	100
APM-Coachair Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Dormant	100	100
Omnimatics Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Provide solution for Internet of Things	100	100
APM Auto Parts Marketing (Malaysia) Sdn. Bhd.	Marketing and sale of automotive parts and accessories	100	100
APM Auto Parts Marketing Sdn. Bhd.	Marketing and sale of automotive parts and accessories	100	100
APM Engineering & Research Sdn. Bhd.	Provision of engineering research, design and development services	100	100
APM Corporate Services Sdn. Bhd.	Provision of management services	100	100

## Notes to the Financial Statements (continued)

### 31. Subsidiaries (continued)

Name of subsidiaries	Principal activities	Effective ownership interest and voting interest	
		2023 %	2022 %
<b>Incorporated in Malaysia: (continued)</b>			
Able Motor Sdn. Bhd.	Dormant	100	100
APM Aluminium Castings Sdn. Bhd.	Casting, machining, and assembly of aluminium parts and components	100	100
APM Auto Mechanisms Sdn. Bhd.	Property investment holding	100	100
KAB Otomotif Sdn. Bhd.	Property investment holding	100	100
Perusahaan Tilam Kereta Sdn. Bhd.	Property investment holding	100	100
Auto Parts Holdings Sdn. Bhd.	Investment holding	100	100
APM Automotive International Ltd.	Investment holding	100	100
APM Automotive Global Ltd.	Investment holding	100	100
APM Automotive Indonesia Ltd.	Investment holding	100	100
APM Automotive IndoChina Ltd. (held via 100% owned subsidiary, APM Automotive International Ltd.)	Investment holding	100	100
APM Automotive Thailand Ltd. (held via 100% owned subsidiary, APM Automotive IndoChina Ltd.)	Investment holding	100	100
APM Automotive Myanmar Ltd. (held via 100% owned subsidiary, APM Automotive IndoChina Ltd.)	Investment holding	100	100
APM Chalmers Suspensions Sdn. Bhd. (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Dormant	100	100
APM Interiors Sdn. Bhd.	Dormant	100	100
APM Automotive Seats Sdn. Bhd.	Dormant	100	100

## Notes to the Financial Statements (continued)

### 31. Subsidiaries (continued)

Name of subsidiaries	Principal activities	Effective ownership interest and voting interest	
		2023 %	2022 %
<b>Incorporated in Malaysia: (continued)</b>			
APM Tooling Centre Sdn. Bhd.	Dormant	100	100
APM EV Solutions Sdn. Bhd.	Assembly and sales of Electric Vehicle (EV) bus; and fabrication and assembly of integrated EV bus chassis	100	100
Pandamaran Special Steel Sdn. Bhd.	Dormant	100	100
<b>Incorporated in Canada:</b>			
APM Holdings Inc. <sup>Δ</sup> (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Investment holding	100	100
APM Components America Inc. <sup>Δ</sup> (held via 100% owned subsidiary, APM Holdings Inc.)	Dormant	100	100
<b>Incorporated in Vietnam:</b>			
APM Springs (Vietnam) Co., Ltd.* (held via 100% owned subsidiary, APM Automotive International Ltd.)	Manufacture and sale of automotive suspension parts	100	100
APM Auto Components (Vietnam) Co., Ltd.* (held via 100% owned subsidiary, APM Automotive International Ltd.)	Manufacture and sale of automotive seats and its components, shock absorbers, radiators and air-conditioner parts for automobiles	100	100
APM Marketing (Vietnam) Company Limited* (held via 100% owned subsidiary, APM Automotive Global Ltd.)	Marketing and sale of automotive parts and accessories in Vietnam	100	100
<b>Incorporated in the United States of America:</b>			
APM Auto Components (USA) Inc. <sup>Δ</sup> (held via 100% owned subsidiary, APM Automotive International Ltd.)	Marketing and sale of automotive parts and accessories	100	100

## Notes to the Financial Statements (continued)

### 31. Subsidiaries (continued)

Name of subsidiaries	Principal activities	Effective ownership interest and voting interest	
		2023 %	2022 %
<b>Incorporated in Australia:</b>			
McConnell Seats Australia Pty. Ltd.* (held via 100% owned subsidiary, Auto Parts Holdings Sdn. Bhd.)	Manufacture of transportation seating for trains, buses and trams	100	100
<b>Incorporated in Indonesia:</b>			
P.T. APM Auto Components Indonesia* (held via 100% owned subsidiaries, Auto Parts Holdings Sdn. Bhd. and APM Automotive International Ltd.)	Property investment holding	100	100
P.T. APM Armada Suspension* (held via 100% owned subsidiaries, Auto Parts Holdings Sdn. Bhd. and APM Automotive International Ltd.)	Manufacture and distribution of coil springs	100	100
P.T. APM Automotive Indonesia* (held via 100% owned subsidiaries, APM Automotive Indonesia Ltd. and APM Automotive International Ltd.)	Provision of management services	100	100
P.T. APM Leaf Springs Indonesia* (held via 100% owned subsidiaries, P.T. APM Automotive Indonesia and P.T. APM Auto Components Indonesia)	Manufacture and sale of automotive leaf springs	100	100
P.T. APM Shock Absorbers Indonesia* (held via 100% owned subsidiaries, P.T. APM Automotive Indonesia and P.T. APM Auto Components Indonesia)	Manufacture and sale of shock absorbers and related component parts	100	100
P.T. APM Mekar Armada Investama* <sup>5</sup> (formerly known as P.T. Doowon APM Automotive) (held via 100% owned subsidiaries, P.T. APM Automotive Indonesia and P.T. APM Auto Components Indonesia)	Investment holding	76	76

## Notes to the Financial Statements (continued)

### 31. Subsidiaries (continued)

Name of subsidiaries	Principal activities	Effective ownership interest and voting interest	
		2023 %	2022 %
<b>Incorporated in Thailand:</b>			
APM Auto Components (Thailand) Ltd.* (held via 100% owned subsidiaries, APM Automotive Thailand Ltd., APM Automotive IndoChina Ltd. and APM Automotive International Ltd.)	Manufacture of automotive plastic parts and components and carrying out the business of import and export of automotive parts and components	100	100
<b>Incorporated in Myanmar:</b>			
APM Auto Components Myanmar Co., Ltd.* <sup>®</sup> (held via 100% owned subsidiaries, APM Automotive Myanmar Ltd. and APM Automotive IndoChina Ltd.)	Manufacture and marketing of automotive parts and modules	100	100
<b>Incorporated in the Netherlands:</b>			
APM Auto Components Europe B.V. <sup>Δ</sup> (held via 100% owned subsidiary, APM Automotive Global Ltd.)	Investment holding	100	100
APM-TS B.V. <sup>Δ</sup> (held via 100% owned subsidiary, APM Auto Components Europe B.V.)	Develop springs, absorbers and coilovers for the automotive markets	80	80
<b>Incorporated in the United Kingdom:</b>			
APM Automotive International (UK) Ltd.* (held via 100% owned subsidiary, APM Automotive International Ltd.)	Provision of marketing service	100	100
<b>Incorporated in India:</b>			
APM Motors India Private Limited* • (held via 100% owned subsidiaries, APM Automotive Global Ltd. and APM Automotive International Ltd.)	Dormant	100	100

<sup>Δ</sup> Subsidiaries are not required to be audited and are consolidated based on the management financial statements.

\* Not audited by member firms of KPMG International.



## Notes to the Financial Statements (continued)

### 31. Subsidiaries (continued)

- <sup>e</sup> The statutory financial year end for this subsidiary is 31 March, which does not coincide with the financial year end of the Group. The management financial statements for the year ended 31 December 2023 of this subsidiary have been used for the preparation of the consolidated financial statements of the Group.
- By the Members Written Resolution passed on 30 August 2023, APM Motors India Private Limited obtained approval from their shareholders to apply to the Ministry of Corporate Affairs of Government of India to have their names struck-off from the register of companies pursuant to sub-section (5) of Section 248 of the Companies Act 2013 and rule 9 of the Companies in India. The company were dissolved on 10 January 2024.
- <sup>s</sup> On 12 July 2022, an indirect subsidiary of the Company entered into a share sale agreement with PT APM Armada Autoparts ("PTAAA"), a 50% owned joint venture company, for the disposal of 25% equity interest in PT APM Mekar Armada Investama ("PTAMAI") for a total cash consideration of RM198,800. Thereafter, PTAAA subscribed an additional 24% of equity interest in PTAMAI for a total cash consideration of RM2,408,850, resulting in PTAAA holding 49% equity interest in PTAMAI. Upon the completion of share sale and share subscription exercise, the Company's effective ownership in PTAMAI is reduced to 75.5%.

### 32. Operating segments

The Group has seven divisions, as described below, which are the Group's strategic business units. The strategic business units offer different products and services and focus on different geographical markets and are managed separately. For each of the strategic business units, the Chief Operating Decision Makers ("CODM"), which in this case are the Executive Directors of the Group, review internal management reports on a monthly basis. The following summary describes the operations in each of the Group's divisions:

- Suspension Division, Malaysia: Businesses in products such as leaf springs, parabolic springs, coil springs, shock absorbers, gas springs, U-bolts and metal parts;
- Interior & Plastics Division, Malaysia: Businesses in products such as plastics parts, interiors, seatings for motor vehicles, buses, auditoriums, cinemas, rails and light rails system;
- Electrical & Heat Exchange Division, Malaysia: Businesses in products such as air-conditioning systems, radiators, starter motors, alternators, wiper system, distributors, and other electrical parts; and development of Internet of Things ("IoT") telematics platform;
- Marketing Division, Malaysia: Trading and distribution of automotive components/parts manufactured by the Group for local and overseas replacement market;
- Indonesia Operations: Businesses in Indonesia; and
- All other segments: Businesses in Thailand, Vietnam, Myanmar, Australia, India, the United States of America, the Netherlands and the United Kingdom.
- Non-reportable segment: Operations related to the rental of investment properties in Malaysia; casting, machining and assembly of aluminium parts and components, provision of management services for companies within the Group, and provision of automotive research and development services.

Performance is measured based on segment revenue and profit before tax, as included in the internal management reports that are reviewed by the CODM. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

## Notes to the Financial Statements (continued)

### 32. Operating segments (continued)

#### Segment assets

The segment total asset is measured based on all assets of a segment, as included in the internal management reports that are reviewed by the CODM. Segment total asset is used to measure the return of assets of each segment.

#### Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the CODM. Hence, no disclosure is made on segment liabilities.

#### Segment capital expenditure

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment and intangible assets other than goodwill.

	Suspension RM'000	Interior and plastics RM'000	Electrical and heat exchange RM'000	Marketing RM'000	Indonesia RM'000	All other segments RM'000	Non- reportable segment RM'000	Eliminations RM'000	Total RM'000
<b>2023</b>									
<b>Segment profit/(loss)</b>	1,908	112,736	(4,786)	9,905	1,526	(4,779)	(6,647)	(1,566)	108,297
<i>Included in the measure of segment profit/(loss) are:</i>									
Revenue from external customers	86,311	1,282,465	117,023	228,588	61,536	140,628	9,871	-	1,926,422
Inter/Intra-segment revenue	153,904	239,216	9,988	38,825	25,991	15,553	47,127	(530,604)	-
Provision for warranties	(760)	(3,131)	(369)	(405)	-	(13)	-	-	(4,678)
Provision for warranties reversed	-	870	-	-	-	94	-	-	964
Depreciation and amortisation	(8,174)	(19,551)	(2,030)	(308)	(10,508)	(8,941)	(10,819)	-	(60,331)
Net inventories written (down)/back to net realisable value	(739)	800	977	439	(2,794)	227	26	-	(1,064)
Finance income	1,279	6,793	332	398	61	110	1,940	-	10,913
<i>Not included in the measure of segment profit/(loss) but provided to CODM:</i>									
Income tax expense	(590)	(22,424)	(24)	(1,724)	1,882	1,204	(215)	-	(21,891)
<b>Segment assets</b>	<b>196,063</b>	<b>708,529</b>	<b>78,061</b>	<b>111,702</b>	<b>359,714</b>	<b>264,586</b>	<b>1,421,417</b>	<b>(994,560)</b>	<b>2,145,512</b>
<i>Included in the measure of segment assets are:</i>									
Additions to non-current assets other than financial instruments and deferred tax assets	1,759	11,770	825	387	1,618	2,564	2,160	-	21,083

## Notes to the Financial Statements (continued)

### 32. Operating segments (continued)

	Suspension RM'000	Interior and plastics RM'000	Electrical and heat exchange RM'000	Marketing RM'000	Indonesia RM'000	All other segments RM'000	Non- reportable segment RM'000	Eliminations RM'000	Total RM'000
<b>2022</b>									
<b>Segment profit/(loss)</b>	571	64,128	(5,854)	9,806	1,961	(7,108)	(8,778)	(660)	54,066
<i>Included in the measure of segment profit/(loss) are:</i>									
Revenue from external customers	81,587	1,079,406	100,434	257,002	78,343	134,521	7,873	-	1,739,166
Inter/Intra-segment revenue	155,104	209,849	13,059	40,838	26,569	16,912	44,847	(507,178)	-
Provision for warranties	(788)	(2,537)	(369)	(380)	-	(5)	-	-	(4,079)
Provision for warranties reversed	1	1,889	64	-	-	-	-	-	1,954
Depreciation and amortisation	(9,064)	(24,705)	(1,806)	(318)	(10,290)	(9,134)	(12,030)	-	(67,347)
Net inventories written (down)/ back to net realisable value	(1,571)	(1,560)	(1,982)	(88)	-	275	(3)	-	(4,929)
Finance income	484	3,826	378	295	20	36	1,603	-	6,642
<i>Not included in the measure of segment profit/(loss) but provided to CODM:</i>									
Income tax expense	(806)	(10,924)	85	(742)	823	(612)	(207)	-	(12,383)
<b>Segment assets</b>	<b>177,985</b>	<b>634,640</b>	<b>82,017</b>	<b>101,794</b>	<b>317,837</b>	<b>257,783</b>	<b>1,380,862</b>	<b>(996,222)</b>	<b>1,956,696</b>
<i>Included in the measure of segment assets are:</i>									
Additions to non-current assets other than financial instruments and deferred tax assets	2,521	28,820	3,074	523	2,727	2,042	2,567	-	42,274

## Notes to the Financial Statements (continued)

### 32. Operating segments (continued)

#### Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on geographical location of customers. Segment assets are based on the geographical location of the assets. The amounts of non-current assets do not include financial instruments and deferred tax assets.

Geographical information Group	Group	
	Revenue RM'000	Non-current assets RM'000
<b>2023</b>		
Malaysia	1,609,184	567,498
Indonesia	71,595	216,448
Vietnam	47,001	73,408
Europe	21,607	3,996
America	43,344	8,781
Australia	113,304	46,782
Other countries	20,387	70,675
	<b>1,926,422</b>	<b>987,588</b>
<b>2022</b>		
Malaysia	1,387,983	464,544
Indonesia	90,112	196,042
Vietnam	54,160	61,924
Europe	22,849	3,788
America	51,609	9,108
Australia	110,572	45,268
Other countries	21,881	66,586
	<b>1,739,166</b>	<b>847,260</b>

#### Major customers

The following are major customers with revenue equal or more than 10% of the Group's total revenue:

	Revenue		Segments
	2023 RM'000	2022 RM'000	
All common control companies of:			
- Customer A	785,582	612,776	Suspension, Interior and Plastics and Electrical and Heat Exchange
- Customer B	191,731	174,771	Suspension, Interior and Plastics and Electrical and Heat Exchange
- Customer C	185,653	161,091	Suspension, Interior and Plastics and Electrical and Heat Exchange

## Notes to the Financial Statements (continued)

### 33. Financial instruments

#### 33.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as:

- (a) Fair value through profit or loss ("FVTPL");
  - Mandatorily required by MFRS 9; and
- (b) Amortised costs ("AC").
- (c) Fair value through other comprehensive income ("FVOCI")
  - Equity instrument designated upon initial recognition ("EIDUIR")

2023	Carrying amount RM'000	AC RM'000	Mandatorily at FVTPL RM'000	FVOCI - EIDUIR RM'000
<b>Financial assets</b>				
<b>Group</b>				
Other investments	8,376	-	4,390	3,986
Trade and other receivables, including derivatives*	242,345	242,276	69	-
Deposits	3,019	3,019	-	-
Cash and cash equivalents	478,689	478,689	-	-
	732,429	723,984	4,459	3,986
<b>Financial assets</b>				
<b>Company</b>				
Other investments	1,229	-	1,229	-
Trade and other receivables	11,414	11,414	-	-
Deposits	65	65	-	-
Cash and cash equivalents	4,770	4,770	-	-
	17,478	16,249	1,229	-
<b>Financial liabilities</b>				
<b>Group</b>				
Loans and borrowings	(118,814)	(118,814)	-	-
Trade and other payables, including derivatives	(368,242)	(368,224)	(18)	-
	(487,056)	(487,038)	(18)	-
<b>Company</b>				
Loans and borrowings	(50,000)	(50,000)	-	-
Trade and other payables	(2,239)	(2,239)	-	-
	(52,239)	(52,239)	-	-

\* Excludes Goods and Services Tax ("GST") and Value Added Tax ("VAT") receivables.

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.1 Categories of financial instruments (continued)

2022	Carrying amount RM'000	AC RM'000	Mandatorily at FVTPL RM'000	FVOCI - EIDUIR RM'000
<b>Financial assets</b>				
<b>Group</b>				
Other investments	3,177	-	3,177	-
Trade and other receivables, including derivatives*	318,432	318,057	375	-
Deposits	1,598	1,598	-	-
Cash and cash equivalents	353,106	353,106	-	-
	676,313	672,761	3,552	-
<b>Financial assets</b>				
<b>Company</b>				
Other investments	817	-	817	-
Trade and other receivables	12,134	12,134	-	-
Deposits	65	65	-	-
Cash and cash equivalents	32,324	32,324	-	-
	45,340	44,523	817	-
<b>Financial liabilities</b>				
<b>Group</b>				
Loans and borrowings	(125,045)	(125,045)	-	-
Trade and other payables, including derivatives	(350,364)	(350,199)	(165)	-
	(475,409)	(475,244)	(165)	-
<b>Company</b>				
Loans and borrowings	(50,000)	(50,000)	-	-
Trade and other payables	(2,138)	(2,138)	-	-
	(52,138)	(52,138)	-	-

\* Excludes Goods and Services Tax ("GST") and Value Added Tax ("VAT") receivables.

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.2 Net gains and losses arising from financial instruments

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Net gains/(losses) on:				
Financial instruments at fair value through profit or loss:				
- Mandatorily required by MFRS 9	(1,275)	(2,465)	510	939
Financial assets at amortised cost	11,221	10,833	627	600
Financial liabilities at amortised cost	(8,433)	(4,052)	(2,405)	(910)
	1,513	4,316	(1,268)	629

#### 33.3 Financial risk management

The Group has exposure to the following risks from its financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

#### 33.4 Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers, related parties and joint ventures. The Company's exposure to credit risk arises principally from loans and advances to subsidiaries.

##### **Trade receivables**

##### *Risk management objectives, policies and processes for managing the risk*

The Group has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on customers who wish to trade on credit terms.

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

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

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.4 Credit risk (continued)

##### *Trade receivables (continued)*

##### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables is represented by the carrying amount in the statement of financial position.

The Group has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. Due to the nature of the industry, a significant portion of these receivables are regular customers, related parties and joint ventures that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Significant past due receivables, if deemed as high risks, are normally monitored individually.

##### *Concentration of credit risk*

The exposure to credit risk for trade receivables as at the end of the reporting period by geographic region was:

	Group	
	2023 RM'000	2022 RM'000
Malaysia	182,519	239,050
Asia (excluding Malaysia)	20,727	39,895
Europe	6,118	5,830
North America	8,120	9,266
Central America	1,192	848
Oceania	17,611	16,391
	236,287	311,280

##### *Recognition and measurement of impairment loss*

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. The Group's debt recovery process is as follows:

- a) Debt with past due credit terms, the Group takes the necessary steps to recover the debt; and
- b) Debt with 180 days past due after credit term, the Group starts to initiate structured debt recovery process which is monitored by management.

The Group uses an allowance matrix to measure expected credit losses ("ECLs") of trade receivables for all segments. Consistent with the debt recovery process, invoices which are past due 180 days are considered as credit impaired.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to 180 days past due.



## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.4 Credit risk (continued)

##### *Trade receivables (continued)*

##### *Recognition and measurement of impairment loss (continued)*

Loss rates are based on actual credit loss experience over the past two years. The Group also considers differences amongst (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables. Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the year.

The following table provides information about the exposure to credit risk and ECLs for trade receivables.

Group	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
<b>2023</b>			
Not past due	222,168	(60)	222,108
Past due 1 - 90 days	14,070	(480)	13,590
Past due 91 - 180 days	873	(284)	589
	237,111	(824)	236,287
<b>Credit impaired</b>			
Past due more than 180 days	1,196	(1,196)	-
Individually impaired	4,780	(4,780)	-
	243,087	(6,800)	236,287
<b>2022</b>			
Not past due	299,915	(113)	299,802
Past due 1 - 90 days	10,397	(206)	10,191
Past due 91 - 180 days	2,338	(1,051)	1,287
	312,650	(1,370)	311,280
<b>Credit impaired</b>			
Past due more than 180 days	1,831	(1,831)	-
Individually impaired	1,163	(1,163)	-
	315,644	(4,364)	311,280

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.4 Credit risk (continued)

##### *Trade receivables (continued)*

##### *Recognition and measurement of impairment loss (continued)*

The movements in allowance for impairment loss in respect of trade receivables during the year are shown below:

Group	Lifetime ECL RM'000	Credit impaired RM'000	Total RM'000
<b>Balance at 1 January 2022</b>	583	4,725	5,308
Amount written off	-	(7)	(7)
Net remeasurement of loss allowance	787	(1,724)	(937)
<b>Balance at 31 December 2022/1 January 2023</b>	1,370	2,994	4,364
Net remeasurement of loss allowance	(546)	2,982	2,436
<b>Balance at 31 December 2023</b>	824	5,976	6,800

##### *Cash and cash equivalents*

The cash and cash equivalents are held with licensed banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

These licensed banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

##### *Other investments*

Other investments are held with licensed financial institutions and licensed banks. As at the end of the reporting period, the maximum exposure to credit risk is represented by its carrying amount in the statement of financial position.

These licensed banks and financial institutions have low credit risks. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

##### *Inter-company loans and advances*

##### *Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured loans and advances to subsidiaries and monitors the ability of the subsidiaries to repay the loans and advances on an individual basis.

##### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.4 Credit risk (continued)

##### *Inter-company loans and advances (continued)*

##### *Recognition and measurement of impairment loss*

Generally, the Company considers loans and advances to subsidiaries have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' loans and advances when they are payable, the Company considers the loans and advances to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's loan or advances to be credit impaired when:

- The subsidiary is unlikely to repay its loan or advances to the Company in full; or
- The subsidiary is continuously loss making and has a deficit shareholders' fund.

The Company determines the probability of default for these loans and advances individually using internal information available.

The following table provides information about the exposure to credit risk and ECLs for subsidiaries' loans and advances.

Company	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
<b>2023</b>			
Low credit risk	11,414	-	11,414
<b>2022</b>			
Low credit risk	12,134	-	12,134

The movements in the allowance for impairment losses of subsidiaries' loans and advances during the year is as follows:

Company	Lifetime ECL RM'000
<b>Balance at 1 January 2022</b>	592
Net remeasurement of loss allowance	(592)
<b>Balance at 31 December 2022/1 January 2023</b>	-
Net remeasurement of loss allowance	-
<b>Balance at 31 December 2023</b>	-

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.5 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables, loans and borrowings.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the Directors to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

Certain treasury functions, particularly for wholly-owned subsidiaries, are managed centrally by the Group Treasury to ensure sufficient cash to cover the expected cash demands. Surplus cash held by the subsidiaries over and above balances required for working capital management is placed in fixed deposits and money market deposits with appropriate maturities to provide sufficient liquidity to meet the Group's liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

#### Maturity analysis

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

2023	Carrying amount	Contractual interest rate/ Discount rate	Contractual cash flow	Under 1 year	1 - 2 years	2 - 5 years	More than 5 years
	RM'000	% per annum	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Group</b>							
<i>Non-derivative financial liabilities</i>							
Unsecured foreign currency borrowings	52,303	4.57 - 9.90	53,296	53,296	-	-	-
Unsecured local currency borrowings and term loan	66,511	3.77 - 4.81	70,815	19,329	51,486	-	-
Lease liabilities	20,265	1.85 - 7.40	74,120	3,775	3,277	5,296	61,772
Trade and other payables, excluding derivatives	368,224	-	368,224	368,224	-	-	-
	507,303		566,455	444,624	54,763	5,296	61,772
<i>Derivative financial liabilities</i>							
Forward exchange contracts (gross settled):							
Outflow	-	-	12,708	12,708	-	-	-
Inflow	(51)	-	(12,759)	(12,759)	-	-	-
	507,252		566,404	444,573	54,763	5,296	61,772
<b>Company</b>							
<i>Non-derivative financial liabilities</i>							
Local currency borrowings	50,000	4.81	53,907	2,421	51,486	-	-
Trade and other payables, excluding derivatives	2,239	-	2,239	2,239	-	-	-
	52,239		56,146	4,660	51,486	-	-

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.5 Liquidity risk (continued)

Maturity analysis (continued)

2022	Carrying amount RM'000	Contractual interest rate/ Discount rate % per annum	Contractual cash flow RM'000	Under 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000
<b>Group</b>							
<i>Non-derivative financial liabilities</i>							
Unsecured foreign currency borrowings	60,998	0.70 - 9.95	62,385	62,385	-	-	-
Unsecured local currency borrowings and term loan	64,047	2.79 - 4.81	70,604	16,697	2,421	51,486	-
Lease liabilities	21,355	3.25 - 10.00	74,751	4,128	3,787	6,126	60,710
Trade and other payables, excluding derivatives	350,199	-	350,199	350,199	-	-	-
	496,599		557,939	433,409	6,208	57,612	60,710
<i>Derivative financial liabilities</i>							
Forward exchange contracts (gross settled):							
Outflow	-	-	18,112	18,112	-	-	-
Inflow	(210)	-	(18,322)	(18,322)	-	-	-
	496,389		557,729	433,199	6,208	57,612	60,710
<b>Company</b>							
<i>Non-derivative financial liabilities</i>							
Local currency borrowings	50,000	4.81	56,312	2,405	2,421	51,486	-
Trade and other payables, excluding derivatives	2,138	-	2,138	2,138	-	-	-
	52,138		58,450	4,543	2,421	51,486	-

#### 33.6 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other prices that will affect the Group's financial position or cash flows.

##### 33.6.1 Currency risk

The Group is exposed to foreign currency risk through normal trading activities on sale and purchase transactions that are denominated in a currency other than the respective functional currencies of Group entities. The currencies giving rise to this risk are primarily United States Dollar ("USD"), Japanese Yen ("JPY"), Euro Dollar ("EUR"), Australian Dollar ("AUD"), Thai Baht ("THB") and Chinese Yuan ("CNY").

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.6 Market risk (continued)

##### 33.6.1 Currency risk (continued)

*Risk management objectives, policies and processes for managing the risk*

The Group monitors regularly its foreign currency exposures and may hedge its position selectively depending on the size of the exposure and the future outlook of the particular currency unit. The Group uses forward exchange contracts to hedge its foreign currency risk. Most of the forward exchange contracts have maturities of less than one year after the end of the reporting period. Where necessary, the forward exchange contracts are rolled over at maturity.

*Exposure to foreign currency risk*

The Group's exposure to foreign currency (a currency which is other than the functional currencies of Group entities) risk, based on carrying amounts as at the end of the reporting period is as follows:

Group In RM'000	Denominated in					
	USD	JPY	EUR	AUD	THB	CNY
<b>2023</b>						
Trade receivables	15,427	109	2,293	2,136	-	-
Trade payables	(9,532)	(38,251)	(332)	(66)	(5,455)	(22,057)
Forward exchange contracts	51	4	-	-	1	(5)
<b>Net exposure</b>	<b>5,946</b>	<b>(38,138)</b>	<b>1,961</b>	<b>2,070</b>	<b>(5,454)</b>	<b>(22,062)</b>
<b>2022</b>						
Trade receivables	15,531	54	2,250	691	-	-
Trade payables	(10,098)	(40,960)	(509)	(75)	(4,480)	(11,118)
Forward exchange contracts	(16)	230	-	-	-	(4)
<b>Net exposure</b>	<b>5,417</b>	<b>(40,676)</b>	<b>1,741</b>	<b>616</b>	<b>(4,480)</b>	<b>(11,122)</b>

*Currency risk sensitivity analysis*

Foreign currency risk arises from Group entities which have a mainly Malaysian Ringgit as functional currency.

A 10% strengthening of the Malaysian Ringgit against the following currencies at the end of the reporting period would have increased/(decreased) post-tax profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remained constant and ignores any impact of forecasted sales and purchases.

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.6 Market risk (continued)

##### 33.6.1 Currency risk (continued)

*Currency risk sensitivity analysis (continued)*

Profit or loss	Group	
	2023 RM'000	2022 RM'000
USD	(452)	(417)
JPY	2,899	3,091
EUR	(149)	(132)
AUD	(157)	(47)
THB	415	340
CNY	1,677	845
	4,233	3,680

A 10% weakening of Malaysian Ringgit against the above currencies at the end of the reporting period would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remained constant.

##### 33.6.2 Interest rate risk

The Group's investments in fixed rate instruments such as deposits placed with licensed banks and its fixed rate borrowings such as unsecured foreign currency borrowings, unsecured local currency borrowings and lease liabilities are exposed to a risk of change in their fair values due to changes in interest rates. The Group's variable rate instruments such as investments with licensed financial institutions are exposed to a risk of change in cash flows due to changes in interest rates.

The Company's investments in fixed rate instruments such as deposits placed with licensed banks and amount due from subsidiaries are exposed to a risk of change in their fair values due to changes in interest rates. The Company's variable rate instruments such as investments with licensed financial institutions are exposed to a risk of change in cash flows due to changes in interest rates.

*Risk management objectives, policies and processes for managing the risk*

Interest rate exposure arising from the Group's loans and borrowings and deposits placed with licensed banks is managed through monitoring and reviewing interest rates in the market and their impact to the Group's financial performance.

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.6 Market risk (continued)

##### 33.6.2 Interest rate risk (continued)

*Risk management objectives, policies and processes for managing the risk (continued)*

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Fixed rate instruments</b>				
<b>Financial assets</b>				
Deposits placed with licensed banks	273,570	182,485	3,819	30,921
Amount due from subsidiaries	-	-	10,838	11,540
	273,570	182,485	14,657	42,461
<b>Financial liabilities</b>				
Unsecured foreign currency borrowings	(52,303)	(60,998)	-	-
Unsecured local currency borrowings and term loan	(66,511)	(64,047)	(50,000)	(50,000)
Lease liabilities	(20,265)	(21,355)	-	-
	(139,079)	(146,400)	(50,000)	(50,000)

#### Interest rate risk sensitivity analysis

*Fair value sensitivity analysis for fixed rate instruments*

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



## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.7 Fair value information

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

The tables below analyse other financial instruments at fair value.

	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value	Carrying amount
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Group</b>										
<b>2023</b>										
<b>Financial assets</b>										
Forward exchange contracts	-	69	-	69	-	-	-	-	69	69
Other investments	-	4,390	3,986	8,376	-	-	-	-	8,376	8,376
	-	4,459	3,986	8,445	-	-	-	-	8,445	8,445
<b>Financial liabilities</b>										
Term loan	-	-	-	-	-	-	(50,000)	(50,000)	(50,000)	(50,000)
Forward exchange contracts	-	(18)	-	(18)	-	-	-	-	(18)	(18)
	-	(18)	-	(18)	-	-	(50,000)	(50,000)	(50,018)	(50,018)
<b>2022</b>										
<b>Financial assets</b>										
Forward exchange contracts	-	375	-	375	-	-	-	-	375	375
Other investments	-	3,177	-	3,177	-	-	-	-	3,177	3,177
	-	3,552	-	3,552	-	-	-	-	3,552	3,552
<b>Financial liabilities</b>										
Term loan	-	-	-	-	-	-	(50,000)	(50,000)	(50,000)	(50,000)
Forward exchange contracts	-	(165)	-	(165)	-	-	-	-	(165)	(165)
	-	(165)	-	(165)	-	-	(50,000)	(50,000)	(50,165)	(50,165)
<b>Company</b>										
<b>2023</b>										
<b>Financial assets</b>										
Other investments	-	1,229	-	1,229	-	-	-	-	1,229	1,229
<b>2022</b>										
<b>Financial assets</b>										
Other investments	-	817	-	817	-	-	-	-	817	817

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.7 Fair value information (continued)

##### Policy on transfer between levels

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

##### Level 1 fair value

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the Group can access at the measurement date.

##### Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

##### *Investments with licensed financial institutions*

The fair value of the investments with licensed financial institutions is determined by reference to fair value quoted by the counter-party.

##### *Derivatives*

The fair value of forward exchange contracts is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds).

##### Transfers between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and Level 2 fair values during the financial year (2022: no transfer in either directions).

##### Level 3 fair value

The following table shows a reconciliation of Level 3 fair values:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Unquoted shares</b>				
At 1 January	-	-	-	-
Purchases	3,986	-	-	-
At 31 December	3,986	-	-	-

## Notes to the Financial Statements (continued)

### 33. Financial instruments (continued)

#### 33.7 Fair value information (continued)

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the key unobservable inputs used in the valuation models.

##### (a) Financial instruments carried at fair value

Type	Description of valuation technique and inputs used	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Unquoted shares	The fair value of unquoted share is derived based on adjusted net assets method.	Net assets value	The higher the value of net assets, the higher the fair value.

##### (b) Financial instruments not carried at fair value

Type	Description of valuation technique and inputs used
Term loan	Initial recognition approximates its carrying amount as its effective interest rate is considered to be the market rate.

### 34. Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurate with the level of risks and by securing access to financing at a reasonable cost.

The Group reviews and manages its capital structure by maintaining a balance between the expected risk against expected return and makes relevant adjustment to the capital structure in the light of changes in economic conditions. As at the end of the reporting period, the Group was in net cash position as follows:

	Note	Group	
		2023 RM'000	2022 RM'000
Other investments	8	4,390	3,177
Cash and cash equivalents	14	478,689	353,106
Less: Loans and borrowings	17	(118,814)	(125,045)
Net cash position		364,265	231,238

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

### 35. Significant event subsequent to financial year

On 18 January 2024, PT APM Automotive Indonesia ("PTAAI"), a wholly-owned subsidiary of the Group, entered into a sale and purchase agreement to acquire a piece of land measuring approximately 30,000 m<sup>2</sup> located in Greenland International Industrial Centre (GIIC) Block E1 No.2, Pasir Ranji Village, Cikarang Pusat Subdistrict, Bekasi Regency, West Java Province within the area of Kota Deltamas in Indonesia for a cash consideration of IDR89.91 billion which is approximately equivalent to RM26.79 million.

## Statement by Directors

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

---

In the opinion of the Directors, the financial statements set out on pages 90 to 169 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2023 and of their financial performance and cash flows for the financial year then ended.

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

---

**Dato' Tan Eng Hwa**  
Director

---

**Khoo Peng Peng**  
Director

Selangor Darul Ehsan  
Date: 3 April 2024

## Statutory Declaration

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

---

I, **Khoo Peng Peng**, the Director primarily responsible for the financial management of APM Automotive Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 90 to 169 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed Khoo Peng Peng, MIA: CA19749, at Petaling Jaya in the State of Selangor on 3 April 2024.

---

**Khoo Peng Peng**

Before me:

**Norazila Binti Hassan**

No: B479

Commissioner for Oaths

Selangor Darul Ehsan.

# Independent Auditors' Report

To the Members of APM Automotive Holdings Berhad (Registration No. 199701009342 (424838-D)) (Incorporated in Malaysia)

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of APM Automotive Holdings Berhad, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 90 to 169.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and of their financial performance and their cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and the requirements of the Companies Act 2016 in Malaysia.

### Basis for Opinion

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

#### *Independence and Other Ethical Responsibilities*

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

### Key Audit Matters

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

Provision for warranties	
Refer to Note 18 to the financial statements.	
The key audit matter	How the matter was addressed in our audit
We have identified provision for warranties as a key audit matter because any unanticipated claims may render the provision for warranties inadequate to cover losses. In addition, emerging claims are difficult to detect.	Our procedures included, amongst others: <ul style="list-style-type: none"> <li>• Inspected claim records and interviewed appropriate personnel for unusual trend of claims or product defects;</li> <li>• Assessed the adequacy of provision made by the Group by comparing with historical trends of actual claims; and</li> <li>• For unanticipated defects, inspected the basis of provision and determined that assumptions were reasonable and supportable based upon internal and external available data.</li> </ul>

## Independent Auditors' Report

To the Members of APM Automotive Holdings Berhad (Registration No. 199701009342 (424838-D)) (Incorporated in Malaysia)

### Key Audit Matters (continued)

<b>Measurement of recoverable amount of plant and equipment</b>	
Refer to Note 3 to the financial statements.	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>Plant and equipment may be overstated as impairment loss may not be adequate. The recoverable amount is dependent on the estimates and assumptions used in the cash flow projections. Due to low plant utilisation and market conditions of certain countries in which the Group operates in, the carrying amounts of certain plant and equipment may be higher than their recoverable amounts. Impairment of plant and equipment is a key audit matter because of the high level of judgement required to determine the recoverable amount of the plant and equipment.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Challenged management's assessment in identifying plant and equipment that were having impairment indicators by evaluating whether internal and external indicators had been considered;</li> <li>• Evaluated the impairment test model by comparing it with the requirements of the relevant accounting standard;</li> <li>• Assessed the appropriateness of the discount rate used by comparing it to available external sources of data in the country of the affected operations;</li> <li>• Assessed those significant and highly sensitive assumptions to determine if they are appropriate and supportable by comparing them with internal and external sources; and</li> <li>• Considered the adequacy of the disclosures on the impairment test assessment for plant and equipment which the assumptions applied were particularly sensitive, uncertain, or require significant judgement.</li> </ul>

<b>Measurement of recoverable amount of investment in subsidiaries</b>	
Refer to Note 5 to the financial statements.	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>Investments in subsidiaries may be overstated as impairment loss may not be adequate. The return of cost of investments in subsidiaries is dependent on the profitability of the subsidiaries. Due to the market conditions of certain countries where the subsidiaries operate in, the carrying amounts of investments in subsidiaries may be lower than their recoverable amounts. Impairment of the cost of investments in subsidiaries is a key audit matter because of the high level of judgement required to determine the recoverable amount of the investments.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Challenged management's assessment in identifying investments that were having impairment indicators by evaluating whether internal and external indicators had been considered;</li> <li>• Evaluated the impairment test model by comparing it with the requirements of the relevant accounting standard;</li> <li>• Assessed the appropriateness of the discount rate used by comparing it to available external sources of data in which the affected subsidiaries operate;</li> <li>• Assessed those significant and highly sensitive assumptions to determine if they are appropriate and supportable by comparing them with internal and external sources; and</li> <li>• Considered the adequacy of the disclosures on the impairment test assessment for investments in subsidiaries which the assumptions applied were particularly sensitive, uncertain, or require significant judgement.</li> </ul>

## Independent Auditors' Report

To the Members of APM Automotive Holdings Berhad (Registration No. 199701009342 (424838-D)) (Incorporated in Malaysia)

---

### Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the annual report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the annual report and, in doing so, consider whether the annual report is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the annual report, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Directors for the Financial Statements

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Group and of the Company.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.



# Independent Auditors' Report

To the Members of APM Automotive Holdings Berhad (Registration No. 199701009342 (424838-D)) (Incorporated in Malaysia)

## Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group or of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

## Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 31 to the financial statements.

## Other Matters

We draw attention to the USD equivalent statement of financial position and statement of profit or loss and other comprehensive income on pages 91 and 94, respectively, that do not form part of the audited financial statements. We have not audited these statements and accordingly, we do not express an opinion on these statements.

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

**KPMG PLT**  
(LLP0010081-LCA & AF 0758)  
Chartered Accountants

**Chan Chee Keong**  
Approval Number: 03175/04/2025 J  
Chartered Accountant

Petaling Jaya  
Date: 3 April 2024

## Group Properties

As at 31 December 2023

Location	Description	Land Area (sq m)	Tenure/ Expiry Date	Net Book Value (RM'000)	Age of Building (years)	Date of Last Revaluation	Date of Acquisition
Lot 1 Jalan 6/3 Seri Kembangan Industrial Estate 43300 Serdang, Selangor	Factory, office, warehouse and vacant land	40,545	Leasehold/ 21.06.2092	47,900	26	2023	1984
Lot 3 Jalan 6/3 Seri Kembangan Industrial Estate 43300 Serdang, Selangor	Factory, office, warehouse and vacant land	42,046	Leasehold/ 21.06.2092	52,100	29	2023	1984
No. 23 and 25 Jalan Selat Selatan 21 Sobena Jaya, Pandamaran 42000 Port Klang, Selangor	Factory, office and warehouse	2,358	Freehold	7,200	13	2023	2000
Lot 13 Lorong Durian 3 Kian Yap Industrial Estate Off KM 9, Jalan Tuaran 88300 Kota Kinabalu, Sabah	Light industrial building	195	Leasehold/ 16.11.2922	1,660	27	2023	1995
Lot 14 Lorong Durian 3 Kian Yap Industrial Estate Off KM 9, Jalan Tuaran 88300 Kota Kinabalu, Sabah	Light industrial building	195	Leasehold/ 16.11.2922	1,740	27	2023	2001
Lot 600 Jalan Raja Lumu Kawasan Perindustrian Pandamaran 42000 Port Klang, Selangor	Factory, office and warehouse	40,353	Leasehold/ 27.02.2076	49,400	36	2023	1977
Lot 601 Jalan Raja Lumu Kawasan Perindustrian Pandamaran 42000 Port Klang, Selangor	Factory, office and warehouse	20,234	Leasehold/ 19.10.2076	24,200	45	2023	1977
Lot 1622 Jalan Raja Lumu Kawasan Perindustrian Pandamaran 42000 Port Klang, Selangor	Factory and warehouse	16,186	Leasehold/ 06.04.2079	20,100	14	2023	2005
Lot 1621 Jalan Raja Lumu Kawasan Perindustrian Pandamaran 42000 Port Klang, Selangor	Factory, office and warehouse	22,573	Leasehold/ 06.04.2079	25,000	12-27	2023	1996
Lot 19712 - 19717 Persiaran Raja Muda Musa 42000 Port Klang, Selangor	Vacant industrial land	1,220	Freehold	1,780	-	2023	2011

## Group Properties

As at 31 December 2023

Location	Description	Land Area (sq m)	Tenure/ Expiry Date	Net Book Value (RM'000)	Age of Building (years)	Date of Last Revaluation	Date of Acquisition
PT 9, Block C (CG05, C105, C205 and C305) Oasis Square No. 2 Jalan PJU 1A/7A Ara Damansara 47301 Petaling Jaya, Selangor	Office building, design, research and development centre	N/A	Freehold	8,949	10	2023	2013
PT 9, Block C (C3A05 and C3A3A) Oasis Square No. 2 Jalan PJU 1A/7A Ara Damansara 47301 Petaling Jaya, Selangor	Office building, design, research and development centre	N/A	Freehold	3,360	10	2023	2013
PT 9, Block C (CG3A, C13A, C23A and C33A) Oasis Square No. 2 Jalan PJU 1A/7A Ara Damansara 47301 Petaling Jaya, Selangor	Office building, design, research and development centre	N/A	Freehold	6,299	10	2023	2013
HS(D) 45445, PT 16073 Jalan Jasmine 3 Bandar Bukit Beruntung 48300 Rawang, Selangor	Factory, office and warehouse	32,326	Freehold	37,100	15-21	2023	2002
Lot 30081 Jalan Jasmine 3 Bandar Bukit Beruntung 48300 Rawang, Selangor	Factory, office, warehouse and vacant land	32,354	Freehold	31,700	14-19	2023	2002
No. 5 Jalan Jasmine 3 Bandar Bukit Beruntung 48300 Rawang, Selangor	Factory and Warehouse	16,172	Freehold	24,700	18	2023	2013
No. 12 Lot 9378 Jalan Jasmine 4 Bandar Bukit Beruntung 48300 Rawang, Selangor	Factory, office and warehouse	8,094	Freehold	9,600	24	2023	2012
Lots 17295, 17296, 17297 Proton City Vendors Park Tanjung Malim, Perak	Factory, office, warehouse and vacant land	39,882	Freehold	13,050	19	2023	2004
GM65, Lot 911 Padang Meha Pekan Sungai Karangan Daerah Kulim, Kedah	Factory, office, warehouse and land	35,429	Freehold	30,400	6	2023	2014

## Group Properties

As at 31 December 2023

Location	Description	Land Area (sq m)	Tenure/ Expiry Date	Net Book Value (RM'000)	Age of Building (years)	Date of Last Revaluation	Date of Acquisition
Lot No 15594, 15595 and 15596 Mukim of Pegoh District of Alor Gajah Melaka	Vacant land	67,098	Freehold	19,920	-	2023	2017
25 Dai Lo Tu Do Vietnam Singapore Industrial Park Thuan An District Binh Duong Province Socialist Republic of Vietnam	Factory, office and warehouse	10,215	Leasehold/ 08.08.2054	23,490	19	2023	2004
25A Dai Lo Tu Do Vietnam Singapore Industrial Park Thuan An District Binh Duong Province Socialist Republic of Vietnam	Factory, office and warehouse	9,777	Leasehold/ 08.08.2054	23,042	14	2023	2004
27 Dai Lo Tu Do Vietnam Singapore Industrial Park Thuan An District Binh Duong Province Socialist Republic of Vietnam	Vacant industrial land	9,514	Leasehold/ 08.08.2054	16,992	-	2023	2010
No. 159, Ha Noi Highway Thao Dien, District 2 Ho Chi Minh City, Vietnam	Apartment	-	Leasehold/ 08.05.2066	2,244	6	2023	2017
Suryacipta City of Industry Jl. Surya Utama Kav. I-15 A Ciampel, Karawang Jawa Barat 41361 Indonesia	Factory, office and warehouse	20,131	Leasehold/ 25.05.2025	21,246	16	2023	2008
Suryacipta City of Industry Jl. Surya Kencana Kav.1-MIJK Ciampel, Karawang 41361 Indonesia	Factory, office and land	37,516	Leasehold/ 25.05.2025	45,282	7	2023	2012
Plot A215 Amata City Industrial Estate Rayong Province, Thailand	Vacant industrial land	56,404	Freehold	42,772	7	2023	2014
Trivium Terrace Apartments (South Tower) No. Unit TS-1101, TS-0519, TS- 12A17, TS-12A01, S-0620, S-0512, S-1709, S-1810 and S-1817 Lippo Cikarang, Bekasi 17550	Apartments	-	Leasehold/ 11.01.2034	2,398	7	2023	2016
130 Northcorp Boulevard Broadmeadows VIC 3047 Melbourne CDB Australia	Factory, office, warehouse and land	15,000	Freehold	42,389	6	2023	2017

**Group Properties**

As at 31 December 2023

Location	Description	Land Area (sq m)	Tenure/ Expiry Date	Net Book Value (RM'000)	Age of Building (years)	Date of Last Revaluation	Date of Acquisition
53 Magnesium Drive Crestmead Queensland 4132 Australia	Factory, office, warehouse and land	4,001	Freehold	15,700	5	2023	2018
Binnenhaven 125-127, 7547 BG Enschede The Netherlands	Factory, office, warehouse and land	3,412	Freehold	5,360	5	2023	2018
708 Fellowship Road Mount Laurel, NJ 08054 United States of America	Office, warehouse and land	7,446	Freehold	14,414	4	2023	2019
Industrial Park in Nyaung Inn Village Bago Township, Bago Region Myanmar	Land	121,394	Leasehold	22,732	7	2023	2016

## Analysis of Shareholdings

As at 29 March 2024

Total Number of Issued Shares : 201,600,000 ordinary shares  
Class of Shares : Ordinary Shares  
Voting Rights : One (1) vote per ordinary share

### ANALYSIS BY SIZE OF HOLDINGS

Size of Holdings	No. of Holders	%	No. of Shares Held	%
1 - 99	481	8.56	14,396	0.01
100 – 1,000	2,779	49.43	1,164,098	0.60
1,001 - 10,000	1,771	31.50	7,046,770	3.60
10,001 – 100,000	495	8.80	13,790,222	7.05
100,001 – 9,774,714	95	1.69	111,146,088	56.85
<i>(less than 5% of issued shares less treasury shares)</i>				
9,774,715 and above	1	0.02	62,332,726	31.89
<i>(5% and above of issued shares less treasury shares)</i>				
<b>Sub Total</b>	<b>5,622</b>	<b>100.00</b>	<b>195,494,300</b>	<b>100.00</b>
Treasury Shares	-	-	6,105,700	-
<b>Total</b>	<b>5,622</b>	<b>100.00</b>	<b>201,600,000</b>	<b>100.00</b>

### SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS

(As per Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct No. of Shares Held	% <sup>(*)</sup>	Indirect No. of Shares Held	% <sup>(*)</sup>
Tan Chong Consolidated Sdn. Bhd.	73,382,326	37.54	-	-
Wealthmark Holdings Sdn. Bhd.	15,260,600	7.81	-	-
Dato' Tan Heng Chew	7,958,599	4.07	88,642,926	45.34 <sup>(1)</sup>
Tan Eng Soon	-	-	73,382,326	37.54 <sup>(2)</sup>

Notes:

<sup>(1)</sup> Deemed interested by virtue of his interests in Tan Chong Consolidated Sdn. Bhd. ("TCC") and Wealthmark Holdings Sdn. Bhd. ("WH") pursuant to Section 8(4) of the Companies Act, 2016 ("Act").

<sup>(2)</sup> Deemed interested by virtue of his interest in TCC pursuant to Section 8(4) of the Act.

<sup>(\*)</sup> Percentage is based on the total number of issued shares less treasury shares.

# Analysis of Shareholdings

As at 29 March 2024

## DIRECTORS' SHAREHOLDINGS

(As per Register of Directors' Shareholdings)

Name of Directors	Direct No. of Shares Held	% <sup>(*)</sup>	Indirect No. of Shares Held	% <sup>(*)</sup>
Dato' Tan Heng Chew	7,958,599	4.07	96,697,584 <sup>(1)</sup>	49.46
Dato' Tan Eng Hwa	207,008	0.11	7,128 <sup>(2)</sup>	- <sup>(3)</sup>

The other directors namely, Dato' N. Sadasivan s/o N.N. Pillay, Low Seng Chee, Lee Min On, Dato' Chan Choy Lin, Nicholas Tan Chye Seng, Khoo Peng Peng and Dato' Azmil bin Mohd Zabidi do not have any shares, whether direct or indirect, in the Company.

<sup>(1)</sup> Deemed interested by virtue of his interests in TCC and WH pursuant to Section 8(4) of the Act and interests of spouse and daughter pursuant to Section 59(11)(c) of the Act.

<sup>(2)</sup> Deemed interested by virtue of his interests in Solomon House Sdn. Bhd. pursuant to Section 8(4) of the Act and interest of spouse pursuant to Section 59(11)(c) of the Act.

<sup>(3)</sup> Less than 0.01%.

<sup>(\*)</sup> Percentage is based on the total number of issued shares less treasury shares.

## LIST OF THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS

No.	Name	No. of Shares Held	% <sup>(*)</sup>
1.	Tan Chong Consolidated Sdn. Bhd.	62,332,726	31.88
2.	Tan Chong Consolidated Sdn. Bhd.	8,839,600	4.52
3.	AMSEC Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account – AmBank (M) Berhad for Wealthmark Holdings Sdn. Bhd.</i>	6,482,200	3.32
4.	Pang Sew Ha @ Phang Sui Har	5,214,277	2.67
5.	Cartaban Nominees (Tempatan) Sdn. Bhd. <i>icapital.biz Berhad</i>	4,697,800	2.40
6.	Lim Kuan Gin	4,420,002	2.26
7.	CIMB Group Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Wealthmark Holdings Sdn. Bhd. (50003 PZDM)</i>	4,250,000	2.17
8.	Tan Beng Keong	3,471,015	1.78
9.	Kenanga Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Tan Heng Chew</i>	3,434,600	1.76
10.	Citigroup Nominees (Tempatan) Sdn. Bhd. <i>Employees Provident Fund Board</i>	3,421,992	1.75
11.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Tan Heng Chew (E-KLC)</i>	3,159,600	1.62
12.	Wang Shu Erh	3,138,000	1.61
13.	DB (Malaysia) Nominee (Asing) Sdn. Bhd. <i>Deutsche Bank AG Singapore for Yeoman 3-Rights Value Asia Fund (PTSL)</i>	2,975,000	1.52
14.	Wealthmark Holdings Sdn. Bhd.	2,905,200	1.49
15.	Cimsec Nominees (Tempatan) Sdn. Bhd. <i>CIMB for Khor Swee Wah @ Koh Bee Leng (PB)</i>	2,749,108	1.41

## Analysis of Shareholdings

As at 29 March 2024

No.	Name	No. of Shares Held	% <sup>(*)</sup>
16.	Amanahraya Trustees Berhad <i>Public SmallCap Fund</i>	2,624,500	1.34
17.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Maybank Private Wealth Management for Tan Hoe Pin (12024580)(449770)</i>	2,353,973	1.20
18.	CIMB Group Nominees (Asing) Sdn. Bhd. <i>Exempt An for DBS Bank Ltd (SFS)</i>	2,233,900	1.14
19.	Tan Chong Consolidated Sdn. Bhd.	2,210,000	1.13
20.	Tan Boon Pun	2,199,300	1.12
21.	Citigroup Nominees (Tempatan) Sdn. Bhd. <i>Exempt An for Bank of Singapore Limited (Local)</i>	2,170,208	1.11
22.	Tan Ban Leong	2,165,926	1.11
23.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Tan Boon Pun</i>	2,136,578	1.09
24.	Tan Chee Keong	2,048,885	1.05
25.	Tan Boon Pun	1,800,000	0.92
26.	ChinChoo Investment Sdn. Berhad	1,735,300	0.89
27.	Citigroup Nominees (Tempatan) Sdn. Bhd. <i>Employees Provident Fund Board (Islamic)</i>	1,614,508	0.83
28.	Citigroup Nominees (Asing) Sdn. Bhd. <i>Exempt An for UBS AG Singapore (Foreign)</i>	1,465,000	0.75
29.	Tan Chee Keong	1,422,130	0.73
30.	Tan Ying Xiu	1,401,800	0.72

Note :

(\*) Percentage is based on total number of issued shares less treasury shares.



## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting ("27<sup>th</sup> AGM") of APM AUTOMOTIVE HOLDINGS BERHAD ("Company") will be conducted virtually through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Broadcast Venue") on Wednesday, 29 May 2024 at 10.30 a.m. to transact the following businesses:

### Ordinary Business

1. To lay the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To re-elect the following Directors who retire by rotation and being eligible, offer themselves for re-election in accordance with Article 98 of the Company's Constitution, as Directors of the Company:
  - (i) Dato' Tan Eng Hwa *(Ordinary Resolution 1)*
  - (ii) Khoo Peng Peng *(Ordinary Resolution 2)*
  - (iii) Dato' Azmil bin Mohd Zabidi *(Ordinary Resolution 3)*
3. To approve the payment of Directors' fees of up to RM885,000 in aggregate to the Non-Executive Directors of the Company during the course of the period from 30 May 2024 until the next Annual General Meeting of the Company. *(Ordinary Resolution 4)*
4. To approve payment of Directors' benefits of up to RM230,000 in aggregate to the Non-Executive Directors of the Company during the course of the period from 30 May 2024 until the next Annual General Meeting of the Company. *(Ordinary Resolution 5)*
5. To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 6)*

### Special Business

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

#### 6. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that -

- (i) the aggregate number of shares purchased and/or held pursuant to this Resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company at any point in time of the purchase; and
- (ii) the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares or in any manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

## Notice of Annual General Meeting

---

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and shall continue to be in force until -

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the said authority will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities."

*(Ordinary Resolution 7)*

### **7. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG MOTOR HOLDINGS BERHAD AND ITS SUBSIDIARIES**

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("APM Group") to enter into all arrangements and/or transactions with Tan Chong Motor Holdings Berhad and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group ("Related Parties") including those set out under Section 5.1 of Part B of the Company's Circular to Shareholders dated 30 April 2024 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until -

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

## Notice of Annual General Meeting

- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

*(Ordinary Resolution 8)*

### 8. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH WARISAN TC HOLDINGS BERHAD AND ITS SUBSIDIARIES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("APM Group") to enter into all arrangements and/or transactions with Warisan TC Holdings Berhad and its subsidiaries involving the interest of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group ("Related Parties") including those set out under Section 5.2 of Part B of the Company's Circular to Shareholders dated 30 April 2024 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until -

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

*(Ordinary Resolution 9)*

### 9. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG INTERNATIONAL LIMITED AND ITS SUBSIDIARIES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("APM Group") to enter into all arrangements and/or transactions with Tan Chong International Limited and its subsidiaries involving the interest of Directors, major shareholders or persons connected with Directors and/or major shareholders of the APM Group ("Related Parties") including those set out under Section 5.3 of Part B of the Company's Circular to Shareholders dated 30 April 2024 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day

## Notice of Annual General Meeting

---

operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until -

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

*(Ordinary Resolution 10)*

10. To transact any other business of the Company of which due notice shall have been received.

By order of the Board

**SOO SHIOW FANG (MAICSA 7044946)(SSM PC No. 201908003869)**

Company Secretary

Kuala Lumpur

30 April 2024

Notes:

1. The 27<sup>th</sup> AGM of the Company will be conducted virtually through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the 27<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016, which requires the Chairman of the Meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to attend the 27<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.
3. Members may submit questions to the Board of Directors prior to the 27<sup>th</sup> AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically not later than 27 May 2024 at 10.30 a.m., or may use query box to transmit questions to the Board of Directors via RPV facilities during the live streaming of the 27<sup>th</sup> AGM.
4. A depositor whose name appears in the Record of Depositors of the Company as at 21 May 2024 ("Record of Depositors") shall be entitled to attend, participate, speak (in the form of real time submission of typed texts) (collectively, "participate") and vote remotely at the 27<sup>th</sup> AGM via RPV facilities.

## Notice of Annual General Meeting

5. A member shall be entitled to appoint another person to be his proxy to exercise all or any of his rights to participate and vote at the meeting of the Company.
6. A member, other than a member who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA")) or an Exempt Authorised Nominee, who is exempted from compliance with the provisions of Section 25A(1) of SICDA, may appoint more than one (1) proxy but not more than two (2) proxies in relation to the meeting of the Company provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
7. Subject to Note 10 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint more than one (1) proxy but not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
8. Subject to Note 10 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as reflected in the Record of Depositors, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
9. Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
  - (i) the securities account number;
  - (ii) the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
  - (iii) where two (2) proxies are appointed, the proportion of shareholdings or the number of shares to be represented by each proxy.
10. Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint more than one (1) proxy but not more than two (2) persons to act as proxies of the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.
11. The instrument appointing a proxy (the "Form of Proxy") shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
12. The Form of Proxy and the Power of Attorney or any other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the "Proxy Authorisation Documents") shall be deposited or submitted in the following manner not less than forty-eight (48) hours before the time appointed for the 27<sup>th</sup> AGM or not later than Monday, 27 May 2024 at 10.30 a.m.:

**(a) In hard copy form**

Either by hand or post to the Company's Share Registrar, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel. +603-2783 9299) or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;

**(b) By electronic means via TIIH Online**

By electronic means to the electronic address at Tricor's TIIH Online website at <https://tiih.online>. Please refer to the Administrative Notes for the procedures and requirements relating to the submission of proxy forms; and

## Notice of Annual General Meeting

---

### (c) By electronic means via email

By electronic mail (email) to Tricor's email address at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com) to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor's office address stated in paragraph 12(a) above.

13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 27<sup>th</sup> AGM will be put to vote by poll.

### Explanatory Notes on Ordinary/Special Business:

#### (1) Audited Financial Statements for the financial year ended 31 December 2023

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, this Agenda item will not be put for voting.

#### (2) Ordinary Resolutions 1, 2 and 3 – Re-election of Directors who retire in accordance with Article 98 of the Company's Constitution

Article 98 of the Company's Constitution provides that one-third of the Directors shall retire from office and be eligible for re-election provided that all Directors including the Managing Director or an Executive Director shall retire from office once at least in each three years, but shall be eligible for re-election.

Dato' Tan Eng Hwa, Ms. Khoo Peng Peng and Dato' Azmil bin Mohd Zabidi are subject to retire at this 27<sup>th</sup> AGM but are eligible to stand for re-election under Article 98 of the Company's Constitution.

The Board, based on the annual assessment and evaluation conducted by the Nominating and Remuneration Committee for the financial year ended 31 December 2023, recommends or supports the above retiring Directors to be re-elected based on the following key justifications:

- (i) The individual Directors met the performance criteria required, in particular the character, skills, experience, integrity and competence, in achieving the highly efficient Board;
- (ii) The individual Directors continue demonstrating commitment of time and to act in the best interests and long-term success of the Company; and
- (iii) There are no interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, the capacity of these individual Directors to bring an independent or informed judgement, as the case may be, to bear on issues before the Board and to act in the best interest of the Company as a whole.

Further information on the details of Dato' Tan Eng Hwa, Ms. Khoo Peng Peng and Dato' Azmil bin Mohd Zabidi can be found on the Profile of the Board of Directors of this Annual Report.

#### (3) Ordinary Resolutions 4 and 5 – Directors' Fees and Benefits

In accordance with Section 230(1) of the Companies Act, 2016, the fees of the Directors and any benefits payable to the directors of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company pays Directors' fees and benefits to the Non-Executive Directors. The Executive Directors do not receive any fees and benefits as Directors but they are remunerated with salaries, benefits and other emoluments by virtue of their contract of service or employment which do not require approval of the shareholders.

The payment of Directors' benefits mainly consists of meeting allowances (i.e., as Chairman of meeting of RM1,800 per meeting and as Board/Board Committee member of RM1,500 per meeting).

## Notice of Annual General Meeting

The Board recommends that shareholders approve a maximum aggregate amount of RM885,000 and aggregate amount of RM230,000 for the payment of Directors' fees and benefits respectively to the Non-Executive Directors of the Company during the course of the period from 30 May 2024 until the next Annual General Meeting of the Company in 2025.

#### **(4) Ordinary Resolution 7 – Proposed Renewal of Authority for the Company to Purchase its Own Ordinary Shares**

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company at any point in time of the purchase ("Proposed Share Buy-Back") by utilising the funds allocated, which shall not exceed the retained profits of the Company.

This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or at the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, or revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

Further information on proposed Ordinary Resolution 7 is set out in Part A of the Statement/Circular to Shareholders dated 30 April 2024, uploaded onto the Company's website at [www.apm.com.my](http://www.apm.com.my).

#### **(5) Ordinary Resolutions 8, 9 and 10 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions**

The proposed Ordinary Resolutions 8, 9 and 10, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Further information on proposed Ordinary Resolutions 8, 9 and 10 are set out in Part B of the Statement/Circular to Shareholders dated 30 April 2024, uploaded onto the Company's website at [www.apm.com.my](http://www.apm.com.my).

### **Personal Data Privacy**

*By submitting the Proxy Authorisation Documents and/or other documents appointing representative(s) to attend, participate, speak and vote at the 27<sup>th</sup> AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and such individual's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies, attorneys and representatives appointed for the 27<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 27<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where any of the aforesaid document discloses the personal data of the member's proxy(ies), attorney(s) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies), attorney(s) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(s) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*

This page has been intentionally left blank.



**APM AUTOMOTIVE HOLDINGS BERHAD**

Registration No. 199701009342 (424838-D)

(Incorporated in Malaysia)

**FORM OF PROXY**

<b>CDS Account No.</b>	
<b>Number of shares held</b>	
<b>Shareholder's email address</b>	

I/We \_\_\_\_\_ (name of shareholder, in capital letters)

NRIC No./Company No. \_\_\_\_\_ (new) \_\_\_\_\_ (old)

of \_\_\_\_\_

\_\_\_\_\_ (full address)

telephone no. \_\_\_\_\_ being a member(s) of APM AUTOMOTIVE HOLDINGS BERHAD,

hereby appoint \_\_\_\_\_ (name of proxy as per NRIC, in capital letters)

NRIC No. \_\_\_\_\_ (new) \_\_\_\_\_ (old) and/or

\_\_\_\_\_ (name of proxy as per NRIC, in capital letters)

NRIC No. \_\_\_\_\_ (new) \_\_\_\_\_ (old) or failing him/her,

the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the Twenty-Seventh Annual General Meeting ("27<sup>th</sup> AGM") of the Company to be conducted virtually through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Broadcast Venue") on Wednesday, 29 May 2024 at 10.30 a.m., and at any adjournment thereof, as indicated below:

No.	Resolutions	For	Against
Ordinary Resolution 1	Re-election of Dato' Tan Eng Hwa as Director		
Ordinary Resolution 2	Re-election of Khoo Peng Peng as Director		
Ordinary Resolution 3	Re-election of Dato' Azmil bin Mohd Zabidi as Director		
Ordinary Resolution 4	Payment of Directors' Fees of up to RM885,000 in aggregate to the Non-Executive Directors of the Company during the course of the period from 30 May 2024 until the next Annual General Meeting		
Ordinary Resolution 5	Payment of Directors' Benefits of up to RM230,000 in aggregate to the Non-Executive Directors of the Company during the course of the period from 30 May 2024 until the next Annual General Meeting		
Ordinary Resolution 6	Re-appointment of KPMG PLT as Auditors		
Ordinary Resolution 7	Proposed Renewal of Authority for the Company to purchase its own ordinary shares		
Ordinary Resolution 8	Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Tan Chong Motor Holdings Berhad and its subsidiaries		
Ordinary Resolution 9	Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Warisan TC Holdings Berhad and its subsidiaries		
Ordinary Resolution 10	Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Tan Chong International Limited and its subsidiaries		

(Please indicate with an "X" in the spaces provided on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.)

_____	For the appointment of two proxies, percentage of shareholdings to be represented by each proxy:
Signature of Member(s)/Attorney of Member	
_____	Number of shares
Common Seal of Member, if applicable (If the appointer is a corporation)	%
Date:	Proxy 1 _____
	Proxy 2 _____
	Total _____ 100%

Fold this flap for sealing

Notes:

1. The 27<sup>th</sup> AGM of the Company will be conducted virtually through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via TIH Online website at <https://tiah.online>. Please follow the procedures provided in the Administrative Notes for the 27<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016, which requires the Chairman of the Meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to attend the 27<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.
3. Members may submit questions to the Board of Directors prior to the 27<sup>th</sup> AGM via Tricor's TIH Online website at <https://tiah.online> by selecting "e-Services" to login, pose questions and submit electronically not later than 27 May 2024 at 10.30 a.m., or may use query box to transmit questions to the Board of Directors via RPV facilities during the live streaming of the 27<sup>th</sup> AGM.
4. A depositor whose name appears in the Record of Depositors of the Company as at 21 May 2024 ("Record of Depositors") shall be entitled to attend, participate, speak (in the form of real time submission of typed texts) (collectively, "participate") and vote remotely at the 27<sup>th</sup> AGM via RPV facilities.
5. A member shall be entitled to appoint another person to be his proxy to exercise all or any of his rights to participate and vote at the meeting of the Company.
6. A member, other than a member who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA")) or an Exempt Authorised Nominee, who is exempted from compliance with the provisions of Section 25A(1) of SICDA, may appoint more than one (1) proxy but not more than two (2) proxies in relation to the meeting of the Company provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
7. Subject to Note 10 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint more than one (1) proxy but not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
8. Subject to Note 10 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as reflected in the Record of Depositors, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
9. Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
  - (i) the securities account number;
  - (ii) the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
  - (iii) where two (2) proxies are appointed, the proportion of shareholdings or the number of shares to be represented by each proxy.
10. Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint more than one (1) proxy but not more than two (2) persons to act as proxies of the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.

1<sup>st</sup> fold here

AFFIX  
STAMP

Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970 (11324-H)]  
The Share Registrar for **APM AUTOMOTIVE HOLDINGS BERHAD** [199701009342 (424838-D)]  
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3  
Bangsar South, No. 8, Jalan Kerinchi  
59200 Kuala Lumpur, Malaysia

Then fold here

11. The instrument appointing a proxy (the "Form of Proxy") shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
12. The Form of Proxy and the Power of Attorney or any other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the "Proxy Authorisation Documents") shall be deposited or submitted in the following manner not less than forty-eight (48) hours before the time appointed for the 27<sup>th</sup> AGM or not later than Monday, 27 May 2024 at 10.30 a.m.:
  - (a) **In hard copy form**  
Either by hand or post to the Company's Share Registrar, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel. +603-2783 9299) or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia;
  - (b) **By electronic means via TIH Online**  
By electronic means to the electronic address at Tricor's TIH Online website at <https://tiah.online>. Please refer to the Administrative Notes for the procedures and requirements relating to the submission of proxy forms; and
  - (c) **By electronic means via email**  
By electronic mail (email) to Tricor's email address at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com) to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor's office address stated in paragraph 12(a) above.
13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 27<sup>th</sup> AGM will be put to vote by poll.

#### **Personal Data Privacy**

By submitting the Proxy Authorisation Documents and/or other documents appointing representative(s) to attend, participate, speak and vote at the 27<sup>th</sup> AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and such individual's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies, attorneys and representatives appointed for the 27<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 27<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where any of the aforesaid document discloses the personal data of the member's proxy(ies), attorney(s) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies), attorney(s) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(s) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## Personal Data Protection Notice

---

This Personal Data Protection Notice ("Notice") is issued to all shareholders (including substantial shareholders) ("Shareholders") of APM AUTOMOTIVE HOLDINGS BERHAD ("Company", "APM", "we", "us" or "our") in accordance with the Personal Data Protection Act 2010 ("Act") which came into force on 15 November 2013. The Act regulates the processing of personal data and requires us to notify you on matters relating to your personal data that is being processed, or that is to be collected and further processed by us. For the purpose of this Notice, the terms "personal data" and "processing" used in this Notice shall have the meaning prescribed in the Act.

Bursa Malaysia Securities Berhad ("Bursa Securities") has also on 15 November 2013 amended the Main Market Listing Requirements ("Listing Requirements") consequential to the Act. Under Paragraph 2.14A of the Listing Requirements, any person who provides or has provided personal data to Bursa Securities should read and be aware of Bursa Securities' personal data notice available at Bursa Securities' website at <https://www.bursamalaysia.com> ("Bursa Securities' personal data notice"). If the Company provides Bursa Securities with personal data of the Shareholders, the Company must notify the Shareholders of Bursa Securities' personal data notice.

As Shareholders of APM, your personal data which may include your name, national registration identity card number (NRIC no.), passport number, address, date of birth/age, contact details and number, email address, gender, nationality, shareholding in APM, bank account number, Central Depository System (CDS) account number and any other personal data required, may be processed by APM and its related companies ("APM Group") for the following purposes ("Purposes"):

- (a) Compliance with the Companies Act, 2016, Listing Requirements and applicable relevant laws, regulations and guidelines, as may be amended, from time to time;
- (b) Verification of information to authorities and governmental agencies;
- (c) Deliver, communicate and transmit to the Shareholders of APM's annual report, circular to shareholders, and any other information through modes of communication and delivery we deem appropriate;
- (d) Payment of dividends and giving of other benefits to you as shareholders, if applicable;
- (e) Maintain, upkeep and update our records regarding our Shareholders' information; and
- (f) Dealings with all matters in connection with your shareholding in APM; or such other purposes as may be related to the foregoing.

The personal data processed by us include all information you have provided to us as well as other information we may obtain about you.

Your personal data may be disclosed by us in connection with the Purposes to parties including but not limited to companies within APM Group (whether present or future), our professional advisers, insurance companies, auditors, lawyers, banks, share registrars and other service providers, governmental and/or quasi-governmental departments and/or agencies, regulatory and/or statutory bodies and third parties as may be required by law or arising from any legal obligations which is imposed on APM Group. Your personal data may be transferred to a place outside Malaysia.

If you fail to supply to us your personal data, we may not be able to process your personal data for any of the Purposes.

We are committed to ensuring that your personal data is stored securely. You are responsible for ensuring that the personal data you provide to us is accurate, complete and not misleading and that such personal data is kept up to date.

Please also be notified that you have the right to request access to and correction of your personal data and you have a choice to limit the consent of the processing of your personal data.

## Personal Data Protection Notice

---

Your written requests or queries pertaining to your personal data should be addressed to:

Tricor Investor & Issuing House Services Sdn. Bhd.  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur

Attention : Mr. Allen Sii, Senior Manager  
Tel No. : +603-2783 9299  
Fax No. : +603-2783 9222  
Email : allen.sii@my.tricorglobal.com

By providing to us your personal data, you hereby consent to the processing of your personal data in accordance with all of the foregoing. You shall also procure the consent of your proxy appointed to attend any general meeting of APM on your behalf whose personal data is provided to us by you for any purpose relating to the general meeting.

In accordance with the Act, the Notice is issued in both English and Bahasa Malaysia. In the event of inconsistency between the English version and the Bahasa Malaysia version, the English version shall prevail.

Issued by : APM Automotive Holdings Berhad  
30 April 2024

## Notis Perlindungan Data Peribadi

Notis Perlindungan Data Peribadi ini ("Notis") dikeluarkan kepada semua pemegang saham (termasuk pemegang-pemegang saham utama) ("Pemegang Saham") APM AUTOMOTIVE HOLDINGS BERHAD ("Syarikat", "APM" atau "kami") menurut Akta Perlindungan Data Peribadi 2010 ("Akta") yang berkuatkuasa pada 15 November 2013. Akta ini mengawal selia pemrosesan data peribadi dan menghendaki kami untuk memaklumkan anda berkenaan perkara-perkara yang berkaitan dengan data peribadi anda yang sedang diproses, atau yang akan dikumpul dan diproses oleh kami. Untuk tujuan Notis ini, terma "data peribadi" dan "pemrosesan" yang digunakan dalam Notis ini hendaklah membawa maksud sepertimana yang ditakrifkan dalam Akta tersebut.

Bursa Malaysia Securities Berhad ("Bursa Securities") telah membuat pindaan kepada Keperluan Penyenaraian Pasaran Utama ("Keperluan Penyenaraian") pada 15 November 2013 akibat daripada Akta ini. Seperti yang tertakluk di bawah perenggan 2.14A Keperluan Penyenaraian, sesiapa yang memberi atau telah memberi data peribadi kepada Bursa Securities, haruslah membaca dan menyedari tentang notis data peribadi Bursa Securities yang terdapat di laman web Bursa Securities di <https://www.bursamalaysia.com> ("notis data peribadi Bursa Securities"). Sekiranya Syarikat membekalkan data peribadi Pemegang Saham kepada Bursa Securities, Syarikat mesti memaklumkan Pemegang Saham tentang notis data peribadi Bursa Securities.

Sebagai Pemegang Saham APM, data peribadi anda mungkin termasuk nama, nombor kad pengenalan, nombor pasport, alamat, tarikh lahir/umur, maklumat dan nombor perhubungan, alamat emel, jantina, kewarganegaraan, pegangan saham dalam APM, nombor akaun bank, nombor akaun Sistem Depositori Pusat (CDS) anda dan data peribadi lain yang dikehendaki, yang mungkin diproses oleh APM dan syarikat-syarikat yang berkaitan dengannya ("Kumpulan APM") untuk tujuan-tujuan berikut ("Tujuan"):

- (a) Mematuhi Akta Syarikat 2016, Keperluan Penyenaraian dan undang-undang, peraturan-peraturan dan garis panduan yang berkaitan yang mungkin dipinda dari semasa ke semasa;
- (b) Pengesahan maklumat kepada pihak berkuasa dan agensi kerajaan;
- (c) Menyampaikan, menghubungi dan menghantar laporan tahunan APM, pekeliling kepada Pemegang Saham, dan lain-lain maklumat melalui cara komunikasi dan penyampaian yang kami anggap sesuai;
- (d) Pembayaran dividen dan manfaat lain kepada anda sebagai Pemegang Saham, jika berkenaan;
- (e) Mengekal, menyelia dan mengemaskinikan rekod kami yang berkaitan dengan maklumat-maklumat Pemegang Saham; dan
- (f) Untuk berurusan dengan semua perkara yang berkaitan dengan pegangan saham anda dalam APM; atau bagi tujuan-tujuan lain yang mungkin berkaitan dengan perkara-perkara yang dinyatakan di atas.

Data peribadi anda yang diproses oleh kami merangkumi segala maklumat yang diberi oleh anda serta maklumat lain yang mungkin kami perolehi berkenaan anda.

Maklumat peribadi anda mungkin didedahkan oleh kami untuk Tujuan di atas kepada pihak lain termasuk dan tidak terhad kepada syarikat-syarikat dalam Kumpulan APM (sama ada pada masa kini atau masa depan), penasihat profesional, syarikat-syarikat insurans, juruaudit, peguam, bank, pendaftar saham dan pembekal perkhidmatan lain, semua jabatan dan/atau agensi kerajaan dan/atau kuasi-kerajaan, badan-badan penguatkuasa dan/atau berkanun dan sebarang pihak ketiga, sebagaimana yang dikehendaki undang-undang atau timbul daripada apa-apa kewajipan undang-undang yang dikenakan ke atas Kumpulan APM. Data peribadi anda mungkin akan dipindahkan ke suatu tempat di luar Malaysia.

Sekiranya anda gagal membekalkan data peribadi anda kepada kami, kami mungkin tidak dapat memproses data peribadi anda bagi mana-mana Tujuan tersebut.

Kami akan memastikan semua data peribadi anda disimpan dengan selamat. Anda bertanggungjawab untuk memastikan bahawa data peribadi yang anda berikan kepada kami adalah tepat, lengkap, tidak mengelirukan dan dikemaskini.

Adalah dimaklumkan bahawa anda mempunyai hak untuk meminta akses dan membetulkan data peribadi anda atau menghadkan pemrosesan data peribadi anda.

## Notis Perlindungan Data Peribadi

---

Setiap permintaan bertulis atau pertanyaan berkenaan data peribadi anda perlu disampaikan ke alamat di bawah:

Tricor Investor & Issuing House Services Sdn. Bhd.  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur

Untuk Perhatian : Encik Allen Sii, Pengurus Kanan  
No. Tel : +603-2783 9299  
No. Fax : +603-2783 9222  
Emel : allen.sii@my.tricorglobal.com

Dengan membekalkan data peribadi anda kepada kami, bermaksud anda bersetuju membenarkan kami memproses data peribadi anda selaras dengan apa-apa yang dinyatakan di atas. Anda juga harus mendapatkan persetujuan proksi anda yang dilantik untuk menghadiri apa-apa mesyuarat agung APM bagi pihak anda sekiranya data peribadi mereka dibekalkan oleh anda kepada kami untuk apa-apa tujuan yang berkaitan dengan mesyuarat agung.

Mengikut Akta tersebut, Notis ini diterbitkan dalam Bahasa Inggeris dan Bahasa Malaysia. Sekiranya terdapat sebarang ketidakseragaman atau percanggahan di antara versi Bahasa Inggeris dan Bahasa Malaysia, versi Bahasa Inggeris akan diguna pakai.

Dikeluarkan oleh : APM Automotive Holdings Berhad  
30 April 2024



[www.apm.com.my](http://www.apm.com.my)

**APM AUTOMOTIVE HOLDINGS BERHAD**

Registration No. 199701009342 (424838-D)

Lot 600, Pandamaran Industrial Estate  
Locked Bag No. 218  
42009 Port Klang  
Selangor Darul Ehsan, Malaysia

Tel : (603) 3161 8888

Fax : (603) 3161 8833