

Pentamaster International Limited

檳傑科達國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock code 股份代號 : 1665)

Shaping Tomorrow With **TECHNOLOGY INNOVATIONS**





Vision 我們的願景



Mission 我們的使命

“To be the leader and world class automation solutions provider in the global market”

「成為全球市場的領先者和世界級自動化解決方的提供者」

“We are committed to delivering high quality and cost-effective solutions with latest technology as well as providing value-added services to our customers and benefits to our vendors, employees and the community as a whole”

「我們致力利用最新科技為客戶供應品質高超、成本合算的解決方案並提供增值服務，令我們的供應商、僱員以至整體社會受惠」

About The Cover 封面資料

Shaping Tomorrow with TECHNOLOGY INNOVATIONS 以技術創新塑造未來



As part of its diversification into the medical technology sector to meet growing market demand, Pentamaster International Limited has been ramping up its capabilities in medical automation by tapping on latest technologies in automation assembly solutions to enhance value creation, as seen by the integrated healthcare model depicted.

Playing a role in Malaysia's development as a medical hub in the region, the Company leads the stride as a tour de force of the medical industry with its in-depth automation experience and equipment know-how. Manifesting its motto of “Think Automation Think Pentamaster”, the Company's extensive expertise in complex assembly processes spurs the development of new medical equipment prototypes for its clientele at the forefront of healthcare frontiers.

Synergising human strengths with automation to drive the future of care, the Company's state-of-the-art catheter assembly machines and strong manufacturing capabilities are truly helping to shape a better tomorrow, as the Company contributes to dynamic developments through smaller, less invasive devices and high-performance catheter machines built on precision.

從所描述的綜合醫療保健模型可以看出，為滿足日益增長的市場需求，檳傑科達國際有限公司將業務多元化拓展至醫療技術領域，透過利用自動化裝配解決方案中的最新技術提高醫療自動化能力，從而創造更多價值。

本公司在馬來西亞發展成為地區醫療中心的過程中發揮著重要作用，憑藉其豐富的自動化經驗及設備專有技術，成為醫療行業領軍企業。本公司的座右銘為「想到自動化，就想到檳傑科達」，其在複雜裝配流程方面的深厚專業知識推動了醫療保健前沿客戶開發新型醫療設備原型。

本公司將人力優勢與自動化技術相結合，推動未來保健服務的發展，公司先進的導管組裝機及強大的製造能力真正說明塑造更美好的明天，透過更小、更微創的設備及建立在精確基礎上的高性能導管機，本公司為動態發展做出了貢獻。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Chuah Choon Bin (*Chairman*)

Gan Pei Joo

Non-executive Director

Leng Kean Yong

Independent non-executive Directors

Chuah Jin Chong

Chan May May

Sim Seng Loong @ Tai Seng

董事會

執行董事

Chuah Choon Bin (*主席*)

Gan Pei Joo

非執行董事

Leng Kean Yong

獨立非執行董事

蔡仁鐘

陳美美

Sim Seng Loong @ Tai Seng

AUDIT COMMITTEE

Sim Seng Loong @ Tai Seng (*Chairman*)

Chan May May

Leng Kean Yong

審核委員會

Sim Seng Loong @ Tai Seng (*主席*)

陳美美

Leng Kean Yong

REMUNERATION COMMITTEE

Sim Seng Loong @ Tai Seng (*Chairman*)

Chuah Jin Chong

Leng Kean Yong

薪酬委員會

Sim Seng Loong @ Tai Seng (*主席*)

蔡仁鐘

Leng Kean Yong

NOMINATION COMMITTEE

Chuah Jin Chong (*Chairman*)

Sim Seng Loong @ Tai Seng

Chan May May

提名委員會

蔡仁鐘 (*主席*)

Sim Seng Loong @ Tai Seng

陳美美

AUDITOR

Grant Thornton Hong Kong Limited

Registered Public Interest Entity Auditor

Hong Kong Certified Public Accountants

11th Floor, Lee Garden Two

28 Yun Ping Road

Causeway Bay

Hong Kong

核數師

致同(香港)會計師事務所有限公司

註冊公眾利益實體核數師

香港執業會計師

香港

銅鑼灣

恩平道28號

利園二期11樓

COMPANY SECRETARY

Tsui Sum Yi

公司秘書

徐心兒

CORPORATE INFORMATION

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

REGISTERED OFFICE

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

Plot 18 & 19, Technoplex
Medan Bayan Lepas
Taman Perindustrian Bayan Lepas
Phase IV, 11900 Penang
Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Malayan Banking Berhad
United Overseas Bank (Malaysia) Berhad
AmBank (M) Berhad
Public Bank Berhad

COMPANY WEBSITE

www.pentamaster.com.my

STOCK CODE

1665

香港股份過戶及登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

註冊辦事處

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

總部及馬來西亞主要營業地點

Plot 18 & 19, Technoplex
Medan Bayan Lepas
Taman Perindustrian Bayan Lepas
Phase IV, 11900 Penang
Malaysia

香港主要營業地點

香港
銅鑼灣
希慎道33號
利園一期19樓1901室

主要往來銀行

中國銀行(香港)有限公司
馬來西亞銀行
馬來西亞大華銀行
AmBank (M) Berhad
大眾銀行

公司網站

www.pentamaster.com.my

股份代號

1665

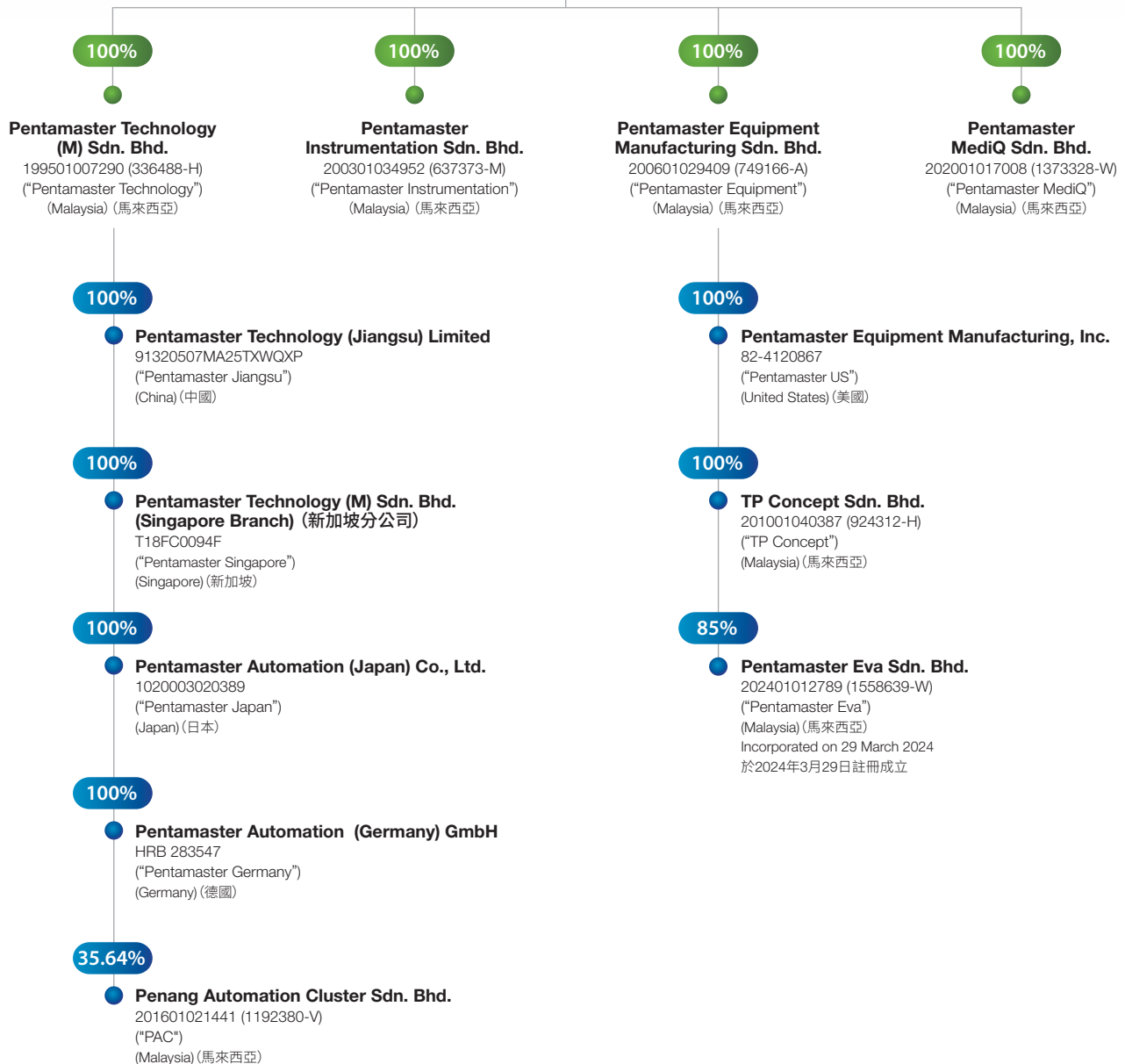
CORPORATE STRUCTURE

公司架構

PENTAMASTER INTERNATIONAL LIMITED (the "Company")

檳傑科達國際有限公司 (「本公司」)

(MC-323853)
(Cayman Islands)
(開曼群島)

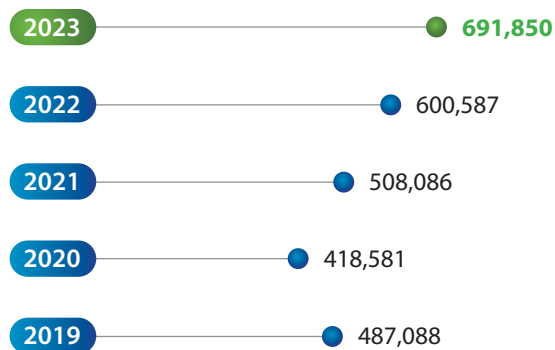


FINANCIAL SUMMARY

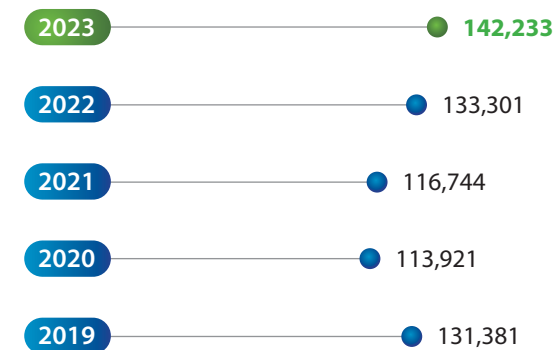
財務摘要

		2023 2023年 MYR'000 千令吉	2022 2022年 MYR'000 千令吉	2021 2021年 MYR'000 千令吉	2020 2020年 MYR'000 千令吉	2019 2019年 MYR'000 千令吉
RESULTS (Audited)	業績 (經審核)					
Revenue	收益	691,850	600,587	508,086	418,581	487,088
Profit before taxation	除稅前溢利	143,107	134,758	120,574	114,804	139,180
Profit after taxation	除稅後溢利	142,233	133,301	116,744	113,921	131,381
Profit attributable to:	以下應佔溢利：					
Owners of the Company	本公司擁有人	142,233	133,301	116,744	113,921	131,381
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	1,159,041	1,001,661	825,080	659,276	578,357
Total liabilities	總負債	311,069	264,948	188,337	125,731	139,434
Net assets	資產淨值	847,972	736,713	636,743	533,545	438,923

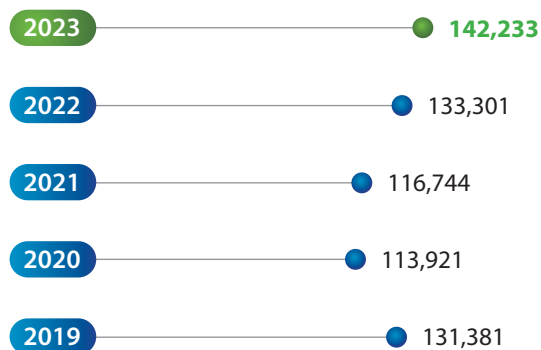
REVENUE 收益 (MYR'000) (千令吉)



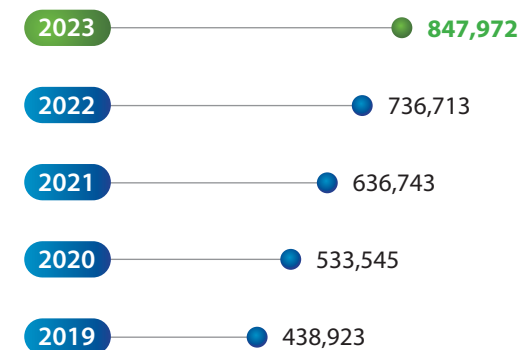
PROFIT AFTER TAXATION 除稅後溢利 (MYR'000) (千令吉)



PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司擁有人應佔溢利 (MYR'000) (千令吉)



NET ASSETS 淨資產 (MYR'000) (千令吉)



CHAIRMAN'S STATEMENT

主席報告



CHUAH CHOON BIN

Executive Chairman
執行主席

Dear Shareholders,

Despite the market and business challenges in 2023, the Group has once again defied the odds in achieving a remarkable revenue of MYR691.9 million, marking a commendable double-digit growth of 15.2% for the year. The Group's profit after taxation reached MYR142.2 million, a record for Pentamaster Group. Such accomplishment can be credited to our dynamic and forward-thinking approach in prioritising innovation, besides positioning strategically with a 3-pillar diversification plan that are designed to mitigate reliance on single industry, customer or product. This agile and pro-active approach have enabled the Group to respond to the current geopolitical and business market landscape that is so volatile and cyclical. In today's rapidly changing technological landscape mixed with the macro environment, achieving success requires more than just responding to market challenges—it also necessitates the continual development of innovative strategies through ongoing research and development ("R&D") to maintain a competitive advantage. Against this backdrop, our core philosophy revolves around the principle of "Innovate and Lead".

各位股東：

儘管2023年面臨市場及業務挑戰，本集團再次逆勢而上，實現可觀收入691.9百萬令吉，年內達成15.2%的雙位數增長率，僅得表揚。本集團的除稅後溢利達142.2百萬令吉，創下Pentamaster集團溢利歷史新高。有關成就可歸功於我們採取靈活及具前瞻性的創新優先方式，此外，我們亦戰略性地制定三支柱多元化計劃，旨在減輕對單一產業、客戶或產品的依賴。這種靈活及積極的方法使本集團能夠應對目前動蕩不安且具週期性的地緣政治及商業市場格局。在當今瞬息萬變的技術領域及宏觀環境中，實現成功不僅需要應對市場挑戰，亦需要通過持續的研究及開發（「研發」）不斷制定創新策略，以保持競爭優勢。在此背景下，我們的核心理念圍繞著「創新和引領」的原則展開。

CHAIRMAN'S STATEMENT

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The trade tensions between the United States and China alongside the diversification efforts have opened up avenues for the Group to attract new customers and explore untapped markets with new solutions. As a result, there was a notable increase in the Group's customer base. As it is, we are witnessing promising growth prospects in the automotive and medical segments as the Group geared onto its expansion phase as part of its "Grand Roadmap & Key Focus 2022-2025" business plan.

Looking ahead, we are enthusiastic about sustaining our growth momentum by leveraging across our talented workforce, comprehensive product solutions, our track record and positioning, coupled with our financial standing in reinforcing our core competencies as a total automation solution house. Going forward, the Group will actively stay ahead of the technology curve in seeking new business segments for growth.

THE YEAR IN REVIEW

In the financial year 2023, the Group experienced growth in revenue across its several business segments. Notably, the automotive and medical devices segments continued to register remarkable growth rates of 29.2% and 75.2% respectively. For the second year consecutively, the automotive segment continued to account for the largest portion of the Group's revenue at 47.6% which was primarily fueled by a structural shift in the automotive industry towards e-mobility, with global automotive companies and related component manufacturers showing increased interest in our comprehensive product line, from wafer level burn-in tester for Silicon Carbide ("SiC") to back-end assembly and test solutions for power modules.

中美貿易緊張局勢以及多元化的努力，為本集團吸引新客戶及通過新的解決方案開拓尚未開發的市場開闢了道路。因此，本集團的客戶基礎顯著擴大。事實上，隨著本集團進入擴張階段，作為其「2022-2025年大路線圖及重點關注點」業務計劃的一部分，汽車及醫療分部的增長前景可期。

展望未來，憑藉我們優秀的員工團隊、全面的產品解決方案、我們的往績記錄及定位，加上我們在鞏固作為整體自動化解決方案提供商的核心競爭力的財務狀況，我們熱切希望維持增長勢頭。展望未來，本集團將積極保持技術領先，尋求新業務分部的增長。

回顧年度

於2023財政年度，本集團多個業務分部的收入均有所增長。值得注意的是，汽車及醫療設備分部繼續錄得顯著增長率，分別為29.2%及75.2%。汽車業務連續兩年佔本集團收入的最大部分，為47.6%，主要是由於汽車業向電動出行的結構性轉變，全球汽車公司及相關零部件製造商對我們從碳化矽（「SiC」）晶圓級老化測試儀到功率模塊的後端組裝及測試解決方案的綜合產品線的興趣日益增加。

CHAIRMAN'S STATEMENT

主席報告

As for the Group's medical devices division, it continued to experience significant growth during the year, contributing 21.4% to the Group's revenue compared to 14.1% in 2022. This remarkable leap in revenue was mainly driven by the escalating demand for medical technology applications and growing emphasis on better productivity, higher precision and operational efficiency. The Group's strategic foresight has played a crucial role in positioning itself for sustained growth within the dynamic healthcare landscape. This entails not only developing cutting-edge automation solutions but also anticipating future and evolving market trends, investing in R&D, talent development and establishing strategic partnerships and distribution channels.

Despite the cyclical nature and competitive environment of the semiconductor industry, the Group's test solutions for this business segment seemed to show stability and strong support over the past few years. Since the onset of the pandemic in 2020, revenue from the semiconductor segment has consistently grown at a double-digit rate, driven mainly by the growth of integrated chips and fifth generation higher performing, ultra speed semiconductor content. For the financial year 2023, the semiconductor segment grew by 23.6% as compared to 2022.

就本集團的醫療設備分部而言，其於本年度繼續錄得顯著增長，為本集團貢獻21.4%的收入，而2022年為14.1%。收入顯著增長主要由於醫療技術應用的需求不斷增長，以及對提高生產力、更高精度及營運效率的日益重視。本集團高瞻遠矚的戰略眼光為其在充滿活力的醫療保健領域實現持續增長起到了至關重要的作用。這不僅需要開發尖端的自動化解決方案，還需要預測未來及不斷變化的市場趨勢，投資於研發、人才發展以及建立戰略合作夥伴關係及分銷渠道。

儘管由於半導體行業的週期性及競爭環境，本集團該業務分部的測試解決方案於過去幾年似乎表現出穩定性及強大的支持。自2020年疫情爆發以來，半導體分部的收入一直以兩位數的速率增長，主要由於集成晶片及第五代更高性能、超高速半導體價值增長的推動。於2023財政年度，半導體分部較2022年增長23.6%。

CHAIRMAN'S STATEMENT

主席報告

Overall, despite another challenging year in 2023, the Group has not only weathered the storm but also demonstrated its robust business sustainability and resilience. Our diversification strategy has provided us with resilience against market fluctuations and economic downturns that have affected certain sectors. It is heartening to witness how the Group managed to maintain a stable revenue stream and profitability, even when faced with challenges in certain industries. This strategic approach has proven effective in safeguarding our business and ensuring sustainable growth over time.

INITIATIVES FOR FUTURE GROWTH

In the fiercely competitive and evolving realm of technology sector, Pentamaster must move swiftly to capitalise on emerging trends in propelling its next growth phase. With the rise of artificial intelligence ("AI"), renewable energy ("RE") and demanding test specifications for high power and high current functionality test, there exist numerous prospects for Pentamaster to broaden its range of products in further anchoring its market footprint.

At Pentamaster, we are fully committed to focusing our R&D that endeavours on establishing ourselves as a global leader, maintaining a competitive edge in both technology and cost efficiency. We take immense pride in our achievement in developing a proprietary SiC wafer burn-in system, placing us among the top four manufacturers globally. This accomplishment has empowered us to carve out a specialised market niche, contributing significantly to the expansion of this specific sub-segment and reinforcing our standing within the automotive business segment. Since 2023, we have been actively advancing our capabilities in this automotive business segment with "Known Good Die" ("KGD") test solution. KGD testing entails thorough testing of the entire silicon wafers during production, ensuring that bare die or unpackaged integrated chips ("IC") exhibit the same level of quality and reliability as packaged devices. Again, such breakthrough will place the Group in its leading edge among global manufacturers for test solutions for the automotive segment.

總體而言，儘管2023年又是充滿挑戰的一年，本集團不僅經受住了風暴，亦展示了其穩健的業務可持續性及韌性。我們的多元化策略為我們提供了抵禦影響若干行業的市場波動及經濟衰退的能力。令人欣慰的是，即使在若干行業面臨挑戰的情況下，本集團仍成功維持穩定的收入來源及盈利能力。此策略方針在保障我們的業務及確保可持續增長方面行之有效。

促進未來發展的舉措

在競爭激烈、不斷發展的技術領域，Pentamaster必須迅速採取行動，把握新興趨勢，推動下一階段的發展。隨著人工智能（「AI」）、可再生能源（「可再生能源」）的興起以及對高功率及高電流功能測試的嚴格測試規範，Pentamaster在擴大其產品範圍，進一步鞏固其市場地位方面前景廣闊。

在Pentamaster，我們致力專注於研發，努力成為全球領導者，在技術及成本效益方面保持競爭優勢。我們對開發出專有的SiC晶圓預燒系統的成就深感自豪，該成就使我們躋身全球四大製造商之列。這一成就使我們能夠開拓一個專門的利基市場，為這一特定細分市場的擴張作出了重大貢獻，並鞏固了我們在汽車業務分部的地位。自2023年以來，我們一直積極提升我們在該汽車業務分部的能力，提供「已知合格芯片」（「KGD」）測試解決方案。KGD測試需要在生產過程中對整個矽片進行徹底測試，以確保裸芯片或未封裝的集成芯片（「IC」）的質量及可靠性與封裝設備相同。該突破將再次使本集團在全球汽車領域測試解決方案製造商中處於領先地位。

CHAIRMAN'S STATEMENT

主席報告

As part of our diversification strategy in “innovating” and “leading” in our industry, the Group is also undertaking unorthodox approach in tackling operation obstacles such as resource limitations, prolonged time-to-market and restricted market reach. In addressing these challenges, we are currently focusing on two main initiatives. Firstly, we are proactively establishing partnerships with AI technology providers to seamlessly integrate intelligent automation solutions into our product solutions in creating new product line that can manifest itself to cater for the AI test requirements. Secondly, we are working with strategic alliances specialising in alternative energy sources for product solutions to cater for this new RE business segments. By closely working with these partners, our objective is to expedite the creation of automation solutions for such new emerging technology trend and in expediting time-to-market for the next business growth phase.

In the current market landscape, where other factors impact sales growth beyond just technology and cost, Environmental, Social and Governance (“ESG”) has emerged as a crucial aspect that appeals to our customers and shareholders. In addition to ensuring ESG compliance across our factory operations, administration and product offerings, we are committed to prioritising eco-friendliness and minimising consumable waste. Leveraging the expertise of our European team in Germany and Poland, which is closely tied to strong ESG-compliant Europe region, we aim to incorporate and develop more ESG-compliant product solutions in our future product roadmap. In ensuring a sustainable business practice with strong emphasis on ESG compliance factors, we aim to play our part as a good corporate citizen towards a greener earth with responsibilities towards the society where we operate in, governed by good governance framework. With this, we aim towards a sustainable business group of Pentamaster in many years to come.

作為我們在行業中「創新」及「領先」多元化戰略的一部分，本集團亦採取了非正統的方法解決資源限制、上市時間延長及市場覆蓋受限等營運障礙。為應對該等挑戰，我們目前專注於兩項主要舉措。首先，我們正積極與AI技術提供商建立合作夥伴關係，將智能自動化解決方案無縫整合至我們的產品解決方案中，創建新的產品線，以滿足AI測試要求。其次，我們正與專注於替代能源的戰略聯盟合作，為此新的可再生能源業務分部提供產品解決方案。透過與該等合作夥伴緊密合作，我們的目標是加快為該等新興技術趨勢創建自動化解決方案，並加快進入市場以實現下一個業務增長階段。

在目前的市場格局中，影響銷售增長的其他因素，不僅僅是技術及成本，環境、社會及管治（「ESG」）已成為吸引我們客戶及股東的一個重要方面。除確保工廠營運、行政及產品供應的ESG合規外，我們致力於優先考慮環保及盡量減少消耗廢棄物。憑藉我們在德國和波蘭的歐洲團隊的專業知識（這與歐洲地區強大的ESG合規密切相關），我們的目標是在我們未來的產品路線圖中納入和開發更多符合ESG標準的產品解決方案。為確保可持續的業務實踐，並高度重視ESG合規因素，我們力爭發揮良好企業公民的作用，建設一個更加綠色的地球，並對我們經營所在的社會承擔責任。因此，我們的目標是在未來幾年將Pentamaster打造成一個可持續發展的企業集團。

CHAIRMAN'S STATEMENT

主席報告

APPRECIATION

I want to extend my sincere thanks to our valued shareholders, customers and business partners for their steadfast support and trust during the demanding past year, especially as we slowly recover from the unprecedented pandemic situation as witnessed in 2020. I'm also grateful to my fellow board members for their invaluable counsel and support, and to our entire staff for their exceptional diligence and dedication.

Finally, I express gratitude to the Almighty for His unwavering guidance and support, whether amidst prosperity or adversity. His abundant blessings have been the cornerstone of our journey towards triumph, as Psalm 23:4 reminds us, "Even though I walk through the darkest valley, I will fear no evil, for you are with me; your rod and your staff, they comfort me."

感謝

本人謹此衷心感謝我們尊貴的股東、客戶及合作夥伴在過去一年的艱難時刻給予堅定的支持及信任，尤其是在我們從2020年史無前例的疫情形勢中緩慢復甦的情況下。本人亦感謝董事會成員的寶貴建議及支持，以及全體員工的辛勤工作及無私奉獻。

最後，本人感謝全能的上帝，無論在順境或逆境中，都給予我們堅定不移的指導及支持。祂豐厚的祝福是我們走向勝利的基石，正如《詩篇》(Psalm) 23:4提醒我們的，「我雖然行過死蔭的幽谷，也不怕遭害；因為你與我同在，你的杖，你的杆，都安慰我。」

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

In 2023, businesses continued to face multitude of challenges as global economic landscape continued to remain fragile and volatile. Throughout the year, geopolitical tensions continued to cast a pervasive shadow over international trade and relations, with unresolved conflicts affecting a post COVID-19 recovery in global trades. The Sino-US technology war and the Russian-Ukraine crisis do not seem to abate, leading to an erratic supply chain and rising material prices that have impacted business planning across multiple industries across different regions. This confluence of economic obstacles has hindered an overall global business and economic growth. In the face of these challenges, the Group operated in an environment fraught with uncertainties but at the same time, managed to demonstrate resilience and adaptability despite the adversities.

Facing such instability, the Group was thankful in delivering another set of sustainable financial performance given the macro situation. During the financial year under review, the Group managed to record MYR691.9 million in revenue, which represented an increase of 15.2% from the preceding year's revenue of MYR600.6 million. Since 2020 with the impact of COVID-19, the Group has continued to recover back to its trajectory growth path and it is worth noting that the 2023 revenue has set another record milestone for the Group. This marked the third consecutive year of the Group in achieving a double-digit revenue growth notwithstanding the arduous global trade landscape. During the year, revenue growth for the Group was driven by both the automated test equipment ("ATE") and factory automation solutions ("FAS") segments, with each segment contributing approximately 65.4% and 34.6% respectively to the Group. The Group also reported a profit after taxation of MYR142.2 million for FY2023, a new record that surpassed the previous record of MYR133.3 million achieved in 2022, representing an improvement of 6.7% year-on-year. These financial matrix and performance signified the Group's commendable financial strength and resilience as it remains committed with its business strategies and goal plans.

業務回顧

2023年，由於全球經濟環境仍然脆弱及波動，業務持續面臨諸多挑戰。年內，地緣政治緊張局勢的陰影繼續籠罩國際貿易及關係，尚未解決的衝突對COVID-19後的全球貿易恢復造成影響。中美科技戰及俄烏危機似乎並未平息，導致供應鏈不暢及材料價格上升，影響了各地區各行業的業務規劃。該等經濟阻力的匯集阻礙了全球整體業務及經濟增長。面對此等挑戰，本集團在充滿不明朗因素的環境下經營，但同時仍能在逆境中展現出靈活應變的能力。

面對該等不穩定因素，本集團很高興能夠在這種宏觀形勢下再次取得可持續的財務業績。於回顧財政年度，本集團成功錄得收益691.9百萬令吉，較去年的收益600.6百萬令吉增加15.2%。自2020年受到COVID-19的影響以來，本集團持續恢復至其往績增長軌道，值得注意的是，2023年的收益為本集團創下另一個里程碑。儘管全球貿易格局嚴峻，本集團已連續三年錄得兩位數的收益增長。於本年度，本集團的收益增長受自動化檢測設備（「ATE」）及工廠自動化解決方案（「FAS」）分部驅動，各分部分別為本集團貢獻約65.4%及34.6%增長。本集團亦於2023財年錄得除稅後溢利142.2百萬令吉，其亦為繼2022年創下133.3百萬令吉記錄後的新紀錄，同比增長6.7%。此財務矩陣及業績表明，本集團在持續致力於其業務戰略及目標計劃的同時，擁有值得稱道的財務實力及韌性。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the financial year under review, the Group continued to experience year-on-year revenue growth across most of its business segments. In particular, the automotive and medical devices segments posted continuous positive momentum, with both segments registering double-digit growth rate. Such results signified the strategic focus by the Group in these two sectors over the past few years, with the aim to broaden its market exposure and capitalise on high-growth opportunities. Similarly, the semiconductor industry within the Group also demonstrated double-digit revenue growth, albeit the overall headwinds faced by the technology sector in 2023. On the other hand, the Group's electro-optical segment and consumer and industrial products segment contracted 44.4% and 24.4% respectively in 2023 as compared to the previous year.

During the year and consecutively for two years, the Group's automotive segment remained robust with its highest contribution to the Group's overall revenue, at approximately 47.6%. This represented a double-digit revenue growth rate of 29.2% as compared to 2022. Structurally, the demand for carbon emission free vehicles is rapidly gaining the attention of global economies with multiple government incentives, subsidies and tax benefits driving the overall sales growth for e-mobility. It has been forecasted that the global electric mobility market size is projected to grow to US\$1,507 billion in 2028, representing a Compound Annual Growth Rate ("CAGR") of 27.0% in the 2021-2028 period. This subsequently drive the demand and capital expenditure for the device and equipment markets supporting the overall electric vehicles ("EVs") market, with forecast for such capital expenditure estimated at 27.0% CAGR till 2030. With the Group's comprehensive end-to-end suite of automotive test solutions, such market dynamics has propelled this segment's revenue contribution to the Group. During the financial year under review, demand for the Group's automotive test solutions from China stood at 33.7%, followed by the United States (24.2%), Vietnam (21.0%), Malaysia (9.9%), Europe (4.4%) and Japan (3.1%).

於回顧財政年度，本集團大部分業務分部的收益均實現同比增長。尤其是汽車及醫療設備分部持續呈現積極勢頭，兩個分部均錄得兩位數增長率。該等業績表明本集團於過去數年在該兩個分部的策略重點，旨在拓寬市場滲透率及把握高增長機遇。同樣地，儘管科技行業於2023年整體遭遇逆境，本集團的半導體分部仍然呈現兩位數的收益增長。另一方面，於去年相比，本集團於2023年的電光分部以及消費品及工業產品分部分別收縮44.4%及24.4%。

於本年度及連續兩年內，本集團汽車分部維持穩健，貢獻本集團整體收益最高份額，約為47.6%，與2022年相比，收益增長率達兩位數，即29.2%。從結構上看，對零碳排放汽車的需求正迅速獲得全球經濟體的關注，政府的多種激勵措施、補貼及稅收優惠推動了電動汽車整體銷售的增長。據預測，全球電動汽車市場規模預計將於2028年增至15,070億美元，2021年至2028年期間的複合年增長率（「複合年增長率」）為27.0%。因此，這將推動支持整個電動汽車（「電動汽車」）市場的裝置及設備市場的需求及資本支出，預計到2030年，相關資本支出的複合年增長率將達到27.0%。憑藉本集團全面的自動化測試解決方案端到端套件，這種市場動態推動了該分部對本集團的收益貢獻。於回顧財政年度，中國對本集團自動化測試解決方案的需求佔33.7%，其次是美國（24.2%）、越南（21.0%）、馬來西亞（9.9%）、歐洲（4.4%）及日本（3.1%）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

For the Group's medical devices segment, it continued to show great potential during the year. Contribution from this business segment increased impressively from 14.1% in 2022 to 21.4% of the overall Group's revenue, reflecting a remarkable year-on-year growth of 75.2%. Such significant jump was predominantly contributed by the demand for medical technology ("MedTech") application for better productivity and efficiency, leveraging on the Group's proprietary intelligent Automated Robotic Manufacturing System ("i-ARMS") in medical manufacturing automation. With the global medical automation market estimated to grow at a CAGR of 7.8% for the 2023-2033 period, this business segment has tremendous market opportunities for the Group to further position itself for a potentially multibillion-dollar market size.

Besides medical manufacturing automation, the Group is heartened to witness a significant milestone in its single-use medical devices during the year. Having secured both the ISO13485 certification and the medical device registration certificate from the Malaysian Medical Device Authority ("MDA") for its intravenous catheter ("IVC"), the Group, through its subsidiary company, Pentamaster MediQ has formally submitted its IVC application to the Notified Body for CE Mark registration where the product review has commenced in September 2023. Pentamaster MediQ aims to achieve CE mark registration by the end of 2024 as such certification will serve as an important platform for the Group to penetrate its IVC into the European and Middle East regions. Meanwhile, with the MDA in place, Pentamaster MediQ is currently validating the manufacturing process of its IVC for product distribution in Malaysia with the subsequent plan to expand its product coverage into the broader ASEAN market.

就本集團醫療設備分部而言，其於本年度持續發揮巨大潛力。該業務分部的貢獻由2022年的14.1%大幅增加至本集團整體收益的21.4%，同比顯著增長75.2%。該重大躍升主要由於憑藉本集團在醫療製造自動化領域的專有智能自動化機器人製造系統（「i-ARMS」）應用醫療技術（「醫療技術」）以提高生產力及效率的需求。由於全球醫療自動化市場預計於2023年至2033年期間按7.8%的複合年增長率增長，該業務分部將為本集團帶來巨大的市場機遇，可進一步定位其自身以達至潛在的數十億元市場規模。

除醫療製造自動化外，本集團於年內實現其一次性醫療設備的一個重要里程碑。經取得馬來西亞醫療儀器管理局(Malaysian Medical Device Authority)（「MDA」）就其靜脈導管（「IVC」）發出的ISO13485認證及醫療器械註冊證書後，本集團已透過其附屬公司Pentamaster MediQ向指定機構提交其IVC的CE標誌註冊申請，產品審核已於2023年9月開始。Pentamaster MediQ計劃於2024年底前完成CE標誌註冊，其後該認證將成為本集團將其IVC滲透至歐洲及中東地區的重要平台。同時，經MDA批准後，Pentamaster MediQ目前正在驗證有關於馬來西亞的產品分銷的IVC的生產流程，其後計劃將其產品覆蓋範圍擴大至更廣泛的東南亞國家聯盟市場。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In the semiconductor segment, the Group has continued to witness sustainable growth trend post COVID-19 with a year-on-year increase of 23.6% as compared to the previous year. Revenue contribution from this segment rose slightly to 15.0% of the Group's total revenue from 14.0% achieved in the preceding year. While the Group anticipated a "normalisation" for this segment post the pandemic, the surge in digital technology advancements, especially Artificial Intelligence ("AI") had fundamentally reshaped the landscape of the test handling market, driving an uptick in demand for test handling equipment. Excluding the memory for consumer electronics, global semiconductor chip for automotive and industrials such as data centers are still facing supply constraints. This has effectively allowed the Group to continue to maintain its growth in this segment, and to further capitalise any opportunities in the fifth generation higher performing, ultra speed semiconductor requirements.

Meanwhile, the Group's electro-optical segment contributed approximately 9.5% towards the Group's total revenue during the year, marking a significant decline from 19.5% recorded in the previous year. Amidst a sluggish global economic recovery and a climate of high interest rates and inflation, the demand for consumer electronics and smartphone remained subdued. In 2023, smartphone shipments totalled 1.14 billion, a 4.0% decline vis-à-vis 2022 according to Canalys. The overall industry headwinds faced by this segment led to a subdued demand for the Group's smart device test solutions during the year. Looking ahead, the Group does not foresee a robust recovery from this segment to occur anytime soon given the current absence of significant technology upgrades in smartphone technology. While AI smartphone will be inescapable coming into year 2024, the mass adoption and ownership are still at its infancy stage and with the Group's holistic test solution and its experience, the Group will be well positioned to capture any significant structural growth for this business segment going forward.

就半導體分部而言，本集團於COVID-19後持續呈現可持續增長趨勢，較去年同比增長23.6%。該分部的收益貢獻由去年的14.0%輕微增加至本集團總收益的15.0%。本集團預計該分部於疫情後將會「正常化」，但數字技術（特別是人工智能（「AI」））的急速發展，從根本上改變了測試處理市場的格局，帶動了測試處理設備的需求上升。撇除消費電子產品存儲器，全球汽車及數據中心等行業的半導體晶片仍面臨供應限制，有效地令本集團繼續保持該分部的增長，並進一步把握第五代更高效的超高速半導體需求的任何機遇。

同時，本集團的電光分部為本集團年內總收益貢獻約9.5%，較去年錄得的19.5%大幅下降。在全球經濟恢復放緩、利率及通脹高企的環境下，消費電子及智能手機需求依然疲弱。於2023年，根據Canalys的數據顯示，智能手機出貨量合共為11.4億台，較2022年下降4.0%。該分部面臨整體行業逆境導致年內對本集團智能裝置測試解決方案的需求疲弱。展望未來，鑒於智能手機技術目前並無重大技術升級，本集團預期該分部於短期內不會出現強勁復甦。儘管2024年AI智能手機即將面世，但大規模採用及持有仍處於起步階段，憑藉本集團的全面測試解決方案及其經驗，本集團將處於有利地位，未來能夠把握該業務分部的任何重大結構性增長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's consumer and industrial products segment also witnessed a decline in share of wallet contribution to the Group's revenue, declining from 10.0% in 2022 to 6.5% for the year. The overall sentiment of this segment remained fairly muted with a prevailing sense of caution among manufacturing companies and contract manufacturers, with prudent capital expenditure ("capex") or deferment of it. However, the Group remains engaged with its existing customers within this segment to ensure the needs and requirements of the customers are met for the next capex cycle uptick upon condition improvement.

Overall, the Group has demonstrated its business sustainability against the backdrop of yet another tumultuous year in 2023. The significance of the Group's financial achievements throughout the year extended beyond a simple rebound as it reflected the Group's focus on its business fundamentals, effective resource allocation, cost optimisation and strategic planning that revolved around diversification across products, segments and geographical footprint. It is heartening to see how the Group experienced a remarkable CAGR exceeding 20.0% for both its top-line and bottom-line performance over the past five years owing to the Group's fundamentals in place and its strategic business initiatives that have been put in action.

本集團的消費品及工業產品分部亦錄得分佔本集團收益的份額有所下降，由2022年的10.0%下降至本年度的6.5%。該分部的整體情緒仍然受到製造業企業及合約製造商的當前謹慎態度所影響，該等企業及製造商對資本支出（「資本支出」）持審慎態度或暫緩支出。然而，本集團仍與該分部的現有客戶接洽，以確保於狀況改善後的下一個資本支出週期上行時滿足客戶的需求及要求。

總體而言，在2023年又一個動盪之年的環境下，本集團已證明其業務的可持續發展。本集團取得全年財務成果遠不止於復甦，而是有更重大的意義，反映了本集團對業務基礎的重視、有效的資源配置、成本優化以及圍繞產品、分部及地域多元化的戰略規劃。令人振奮的是，由於本集團基礎穩固及戰略性業務措施的實施，本集團過去五年的財務業績錄得超過20.0%的非凡複合年增長率。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The following table sets out revenue breakdown by customers' segment for both the ATE and FAS segments:

下表載列ATE及FAS分部按客戶分類劃分的收益明細：

By industry

按行業計

For the year ended 31 December

截至12月31日止年度

		2023		2022	
		2023年		2022年	
		MYR'000	%	MYR'000	%
		千令吉	%	千令吉	%
Automotive	汽車	329,392	47.6	254,856	42.4
Medical devices	醫療儀器	148,197	21.4	84,581	14.1
Semiconductor	半導體	103,794	15.0	84,001	14.0
Electro-Optical	電光	65,315	9.5	117,409	19.5
Consumer and industrial products	消費品及工業產品	45,152	6.5	59,740	10.0
		691,850	100.0	600,587	100.0

During the year, majority of the Group's revenue was contributed by the top five shipment destinations from Malaysia, China (inclusive of Hong Kong), Vietnam, Taiwan and United States. These key markets collectively accounted for approximately 91.3% of the Group's revenue in 2023 as opposed to the 90.0% contribution from the top five markets in 2022.

年內，本集團大部分收益貢獻來自馬來西亞、中國（包括香港）、越南、台灣及美國這五大貨運目的地。該等主要市場合共佔本集團2023年收益約91.3%，而2022年五大市場的貢獻率為90.0%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

By shipment

按貨運計

For the year ended 31 December

截至12月31日止年度

		2023		2022	
		2023年		2022年	
		MYR'000	%	MYR'000	%
		千令吉	%	千令吉	%
Malaysia	馬來西亞	285,780	41.3	180,089	30.0
China	中國	232,707	33.6	271,431	45.2
Vietnam	越南	70,920	10.3	40,284	6.7
Taiwan	台灣	26,868	3.9	24,259	4.0
United States	美國	15,331	2.2	12,018	2.0
Singapore	新加坡	15,125	2.2	24,716	4.1
Japan	日本	13,136	1.9	19,928	3.3
Morocco	摩洛哥	8,614	1.2	–	–
Thailand	泰國	7,641	1.1	6,303	1.1
Philippines	菲律賓	5,475	0.8	4,898	0.8
Others	其他	10,253	1.5	16,661	2.8
		691,850	100.0	600,587	100.0

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Driven by the continuous improved contributions from both its ATE and FAS business segments, 2023 marked another milestone as the Group achieved its third consecutive yearly revenue record. Surpassing the previous benchmark of MYR600.6 million in 2022, revenue during the year continued to surge to MYR691.9 million, representing a double-digit growth of 15.2%. Notably, there was a shift towards a more balanced revenue distribution between the ATE and FAS business segments, with each contributing approximately 65.4% and 34.6% to the total Group's revenue respectively in 2023. This was compared against the 2022 contributions, where the ATE and FAS business segments accounted for 70.1% and 29.9% of the Group's revenue, reflecting the positive outcome of the Group's effort in segmental diversification.

The below outlined the revenue of the respective operating segments, which includes elements of the inter-segment transactions during the year.

財務回顧

收益

受ATE及FAS業務分部持續改善的貢獻所推動，2023年標誌著本集團創造連續第三年收益記錄的又一個里程碑。年內收益超過2022年的過往水準600.6百萬令吉，繼續飆升至691.9百萬令吉，取得15.2%的雙位數增長。值得注意的是，ATE及FAS業務分部之間的收益分佈趨向更為均衡勢頭，2023年各分部分別貢獻本集團總收益約65.4%及34.6%。而於2022年貢獻中，ATE及FAS業務分部分別佔本集團收益70.1%及29.9%，反映了本集團在分部多樣化方面的努力取得積極成果。

下表概述相關經營分部的收益，當中包括年內的分部間交易部分。

		Revenue 收益		
		2023 2023年 MYR'000 千令吉	2022 2022年 MYR'000 千令吉	Fluctuation 變動 %
ATE	ATE			
External customers	外部客戶	452,254	420,716	7.5%
Inter-segment revenue	分部間收益	538	2,963	
Total revenue	總收益	452,792	423,679	
FAS	FAS			
External customers	外部客戶	239,596	179,871	33.2%
Inter-segment revenue	分部間收益	15,943	2,807	
Total revenue	總收益	255,539	182,678	

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ATE segment

With a contribution rate of 65.4%, the ATE segment remained the primary revenue driver for the Group. Despite encountering a revenue decline in 2020, the ATE segment rebounded in 2021 and continued to demonstrate consistent year-on-year growth subsequently. During the year, revenue in the ATE segment increased by 7.5% from MYR420.7 million in 2022 to MYR452.3 million in 2023. Of particular significance is the automotive segment with its contribution share of wallet of 71.7% within the ATE revenue segment, representing a year-on-year growth of 31.9% versus last year. The Group's decision to diversify and establish a presence in the automotive segment 5 years ago has proven fruitful with the revenue trajectory of this segment exhibiting a consistent upward trend. With 2023 surpassing the MYR300.0 million milestone, the revenue momentum from the automotive segment has grown by more than sevenfold since the Company's listing.

This year saw the Group's wafer level burn-in tester for SiC and its back-end assembly and test solutions for the hybrid pack power modules continued to drive growth in the automotive segment. Throughout the year, the Group witnessed significant expansion in its customer base and experienced increasing momentum in engagements with prospective new customers. Moreover, the demand landscape for the Group's product become increasingly favourable as automotive component customers are seen extending their portfolio both upstream and downstream, from front-end process to module level and vice versa. At present, the Group's focus is to continuously improve its product capabilities by making enhancements to its proprietary burn-in test handler for wafer-level and module-level power device with the aim to extend its competitive advantage and capture growing market opportunities within the automotive segment.

ATE分部

ATE分部貢獻率為65.4%，仍然為本集團主要收益來源。儘管2020年收益遭遇下滑，但ATE分部於2021年反彈，隨後繼續保持持續的同比增長。年內，ATE分部收益自2022年的420.7百萬令吉增長7.5%至2023年的452.3百萬令吉。汽車分部尤其重要，其於ATE收益分部中貢獻71.7%份額，較去年同比增長31.9%。本集團5年前於汽車分部實現多元化並開展業務的決策取得豐碩成果，該分部收益軌跡呈現出持續上升趨勢。憑著2023年逾300.0百萬令吉的里程碑收益，汽車分部的收益自本公司上市以來增長逾7倍。

本年度本集團的SiC晶圓級老化測試儀及其混合動力電池組功率模塊的後端組裝及測試解決方案繼續推動汽車分部的增長。全年內，本集團實現客戶群大幅擴大，與潛在新客戶的合作勢頭日益加強。此外，隨著汽車零部件客戶將其上下游的產品組合從前端工藝擴展至模塊層面（反之亦然），故對本集團產品的需求形勢正變得愈發有利。目前，本集團重點是將增強專有晶圓級及模塊級功率器件的老化測試處理器以不斷改善其產品性能，旨在擴大其競爭優勢並把握汽車分部不斷增長的市場機遇。

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Despite the semiconductor industry's inherent cyclicality and competitive landscape, the Group's ATE test solutions seem to be well anchored and supported over the past few years. Since the onset of the pandemic in 2020, revenue from the semiconductor segment has consistently surged at a double-digit rate, primarily fueled by the growth of integrated chips and fifth generation higher performing, ultra speed semiconductor content. With its 21.7% contribution within the ATE segment during the year, revenue from the semiconductor segment grew by 17.4% as compared to 2022. With AI and the advancement of integrated chips capabilities, and the ever-demanding performance reliability and broadening scope of applications, the Group's semiconductor test handling equipment is expected to remain stable.

On the contrary, revenue generated from the electro-optical segment within the ATE segment experienced a decline to 6.4% in 2023, down from 19.0% in 2022, representing a significant downturn of 63.9%. This deceleration was attributed to the notable slowdown and saturation in the global smartphone market stemming from the reduced consumer spending habits to invest in new smartphones given the lack of significant advancements in smartphone technology. While AI smartphone is anticipated to change the industry landscape, it is still in its infancy stage and the Group anticipates subdued performance in the short term from this segment. Nevertheless, the Group remains proactive in its efforts to innovate and develop new prototypes tailored to meet the evolving demands of emerging technologies, particularly those centered around the new magnetometer sensor, optical sensor and pressure sensor technologies.

In general, the ATE industry continues to present promising prospects for the Group, primarily driven by the ongoing technological advancements and the ubiquitous need for more customised and sophisticated test handling and solutions. Furthermore, the Group's comprehensive test solutions in the automotive segment coupled with its established product solution capabilities for the semiconductor segment shall provide a solid foundation for its ATE business, serving as a catalyst for further expansion and growth. Recognising the high-growth potential within the ATE segment, particularly in areas like power electronics semiconductor testing for EVs, the Group is committed to deepening its presence in this particular field.

儘管半導體行業存在固有的週期性及競爭格局，但本集團的ATE測試解決方案於過去幾年似乎得到很好的鞏固及支援。自2020年疫情爆發以來，半導體分部的收益持續以兩位數的速率飆升，主要得益於集成晶片及第五代更高性能、超高速半導體價值增長的推動。由於ATE分部年內貢獻21.7%，半導體分部收益較2022年增長17.4%。隨著AI及集成晶片能力的提高，以及性能可靠性要求日益苛刻及應用範圍不斷擴大，本集團的半導體測試處理設備預計將保持穩定。

相反，ATE分部的電光分部收益由2022年的19.0%下降至2023年的6.4%，大幅下滑63.9%。該減速乃由於智能手機技術缺乏重大發展，消費者購置新智能手機的消費習慣減弱，導致全球智能手機市場明顯放緩並趨於飽和。雖然AI智能手機有望改變行業格局，但仍處於起步階段，本集團預計該領域短期內表現平平。儘管如此，本集團仍積極致力創新及開發新的原型產品，以滿足新興技術不斷升級的需求，尤其是該等以新型磁力計傳感器、光學傳感器及壓力傳感器技術為核心的技術。

總體而言，ATE行業將繼續為本集團帶來廣闊的前景，主要由於技術不斷進步以及對更具個性及複雜的測試處理及解決方案的普遍需求。此外，本集團於汽車分部的綜合測試解決方案，以及於半導體分部獲認可的產品解決方案能力，將為其ATE業務奠定堅實的基礎，成為促成進一步擴張及增長的因素。本集團認識到ATE分部，尤其是於電動汽車的電力電子半導體測試等領域的高增長潛力，致力深耕其於該特定領域的業務。

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FAS segment

Following a double-digit revenue growth in year 2022, the strong revenue momentum continued in 2023 with the FAS segment recording MYR239.6 million in 2023 from MYR179.9 million in 2022, a commendable growth rate of 33.2% year-on-year.

During the year, the FAS segment growth was largely propelled by the substantial contributions from the medical devices industry. With its dominance at 61.9% within the FAS segment in 2023 as compared to 41.5% in 2022, the surge from the medical devices industry reflected a striking year-on-year growth of 98.7%. In recent years, the Group has been observing a considerable uptick in demand for its fully automated i-ARMS across various sectors, particularly in the medical industry. Given the pervasive adoption of manufacturing automation within the medical sector, medical manufacturing companies are increasingly focused on optimising their production and assembly processes to enhance throughput and productivity while maintaining consistent quality standards. This growing reliance on automation to drive operational excellence and competitiveness within the medical industry further solidifies the Group's position in providing its i-ARMS for this segment. As it is, the Group has been expanding its customer base within this segment and is actively seeking new opportunities for bigger market share. Besides the medical devices segment, demand for the Group's i-ARMS solutions from the consumer and industrial products segment and electro-optical segment contributed 18.4% and 15.2% respectively to the FAS business segment during the year.

The Group is encouraged by the upward trajectory of the FAS segment from the positive outcome of its strategic efforts in segmental diversification. Capitalising on the prevailing automation trend, the Group is strategically positioning its FAS segment to seize more opportunities, particularly amidst the rising demand for precision automation in the production of cutting-edge medical devices. With this targeted approach, the FAS segment is poised for sustained expansion and is expected to make a substantial contribution to the Group's performance in the coming years.

FAS分部

繼實現2022年兩位數收益增長後，FAS分部錄得由2022年的179.9百萬令吉增長至2023年的239.6百萬令吉的非凡同比增長率33.2%，故2023年繼續保持強勁的收入勢頭。

年內，FAS分部的增長主要得益於醫療儀器行業的重大貢獻。2023年FAS分部的主導地位為61.9%，而2022年的為41.5%，醫療儀器行業的激增呈現98.7%的驚人同比增長。近年來，本集團一直觀察到各行各業，尤其是醫療行業的全自動i-ARMS需求大幅增加。鑒於醫療行業普遍採用製造自動化，醫療製造公司日益注重優化生產及裝配流程，以提高產量及生產效率，同時保持質量穩定標準。日益倚賴自動化推動醫療行業卓越營運及競爭力，進一步鞏固本集團於該分部提供i-ARMS的地位。事實上，本集團一直擴大其於該分部的客戶群，並積極尋求新機遇，以獲得更大的市場份額。除醫療儀器分部外，消費品及工業產品分部以及電光分部對本集團i-ARMS解決方案的需求於年內分別佔FAS業務分部的18.4%及15.2%。

由於本集團在分部多元化方面的戰略工作取得積極成果，FAS分部呈上升趨勢，對此，本集團深受鼓舞。憑藉當前的自動化趨勢，尤其是在生產先進醫療設備的精密自動化需求不斷增加的情況下，本集團正策略性部署其FAS分部以把握更多機遇。憑藉該針對性的舉措，FAS分部將實現可持續擴展，並預期於未來數年對本集團的業績作出重大貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS

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Gross margin

The Group is heartened to witness a relatively stable and consistent gross margin across all four quarters in 2023, ultimately concluding the year with an overall gross margin of 30.3% as compared to 30.9% in 2022. This marked the 6th consecutive year of the Group sustaining its gross margin above 30.0% since the listing of the Company. This is worth commenting given the various challenges the global economies have faced in the last few years, starting with COVID-19, supply chain disruption, inflationary pressures on material prices and labour costs together with all other factors that were beyond the Group's control. For 2023, the Group recorded a gross profit of MYR209.6 million, representing a double-digit increase of 13.0% from the previous year.

Other income

The Group's other income mainly comprised of the movement arising from foreign exchange, interest income and miscellaneous income. During the year, the amount was mainly contributed by the bank interest income of MYR10.0 million and miscellaneous income of MYR0.9 million as compared to MYR5.2 million and MYR1.3 million recorded respectively in 2022. Additionally, there was a gain of MYR6.9 million from changes in fair value of foreign currency forward contracts ("derivative gain") during the year which was offset by a loss on foreign exchange of MYR18.6 million recorded under the Group's administrative expenses, resulting effectively in a net foreign exchange loss of approximately MYR11.7 million during the year.

In comparison to 2022, there were no elements of foreign exchange captured under other income but there was a one-off waiver of other payable totaling MYR4.8 million recorded under this category.

毛利率

本集團很榮幸地見證2023年所有四個季度的毛利率均保持相對穩定，年內整體毛利率為30.3%，而2022年則為30.9%，標誌著本集團自本公司上市以來連續六年維持其毛利率超過30.0%。鑒於全球經濟在過去數年面臨諸多挑戰，如COVID-19、供應鏈中斷、材料價格及勞工成本的通脹壓力，連同本集團無法控制的所有其他因素，這一點值得一提。於2023年，本集團錄得毛利209.6百萬令吉，與去年相比實現13.0%的兩位數增長。

其他收入

本集團其他收入主要包括外匯交易產生的變動、利息收入及雜項收入。於本年度，該金額主要來自銀行利息收入10.0百萬令吉及雜項收入0.9百萬令吉，而於2022年分別錄得5.2百萬令吉及1.3百萬令吉。此外，年內錄得外匯遠期合約公平值變動收益（「衍生工具收益」）6.9百萬令吉，而有關收益由本集團行政開支項下錄得的外匯虧損18.6百萬令吉所抵銷，導致年內實際外匯虧損淨額約為11.7百萬令吉。

與2022年相比，概無於其他收入項下錄得有關外匯部分，但該類別錄得一次性豁免其他應付款項合共4.8百萬令吉。

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Administrative expenses

Administrative expenses of the Group mainly comprised of the movement arising from foreign exchange, research and development cost, professional fees, administrative staff cost and certain maintenance cost. During the year, administrative expenses increased by MYR21.1 million from MYR55.1 million in 2022 to MYR76.2 million. This was mainly due to the following factors:

- (i) loss on foreign exchange of MYR18.6 million during the year as compared to the total foreign exchange loss of MYR8.4 million in 2022 which arose from the loss from changes in fair value of foreign currency forward contracts (“derivative loss”) and loss on foreign exchange. These fluctuations, driven mainly by the movements in the Group’s foreign exchange positions, were typically accounted for within the administrative expenses and other income categories as discussed above to ascertain its overall effects. Throughout the year, the Group engaged in several forward contracts, primarily in response to customer orders denominated in U.S. dollars. The aim was to hedge against potential adverse foreign exchange movements that could adversely impact the Group’s financials. However, the continuous appreciation of the U.S. dollar against MYR resulted in derivative losses from these forward contracts entered into by the Group;
- (ii) higher administrative staff cost of MYR32.0 million during the year (2022: MYR28.4 million) due to salary increment as well as increase in staff incentive and employee benefit expenses;
- (iii) incurrence of the research and development cost of the single-use medical devices amounting to MYR10.6 million during the year (2022: MYR5.5 million); and
- (iv) higher upkeep of office equipment and maintenance cost in computer by MYR1.4 million with the increase in staff headcount.

行政開支

本集團的行政開支主要包括外匯變動、研發成本、專業費用、行政員工成本及若干維護成本。年內，行政開支由2022年的55.1百萬令吉增加21.1百萬令吉至76.2百萬令吉，主要由於以下因素所致：

- (i) 年內的外匯虧損為18.6百萬令吉，而於2022年的外匯虧損總額為8.4百萬令吉，乃由於外匯遠期合約公平值變動虧損（「衍生工具虧損」）及外匯虧損所致。該等波動主要由於本集團外匯持倉變動所引致，通常計入上述行政開支及其他收入類別，以確定其整體影響。本集團主要就應對以美元計值的客戶訂單於年內訂立多份遠期合約，旨在對可能對本集團財務產生不利影響的潛在不利匯率變動進行對沖。然而，美元兌令吉持續升值，導致本集團錄得遠期合約衍生工具虧損；
- (ii) 年內錄得32.0百萬令吉的較高行政人員成本（2022年：28.4百萬令吉），乃由於加薪及員工獎勵及僱員福利開支增加；
- (iii) 年內就單一用途醫療設備產生研發成本10.6百萬令吉（2022年：5.5百萬令吉）；及
- (iv) 隨著員工數目增加，辦公室設備維修費及電腦的維護成本增加1.4百萬令吉。

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Profit for the year

The Group concluded the year with a net profit of MYR142.2 million in 2023, representing an increase of 6.7% as opposed to a net profit of MYR133.3 million achieved in 2022. Accordingly, the Group's EBITDA (earnings before interest, tax, depreciation and amortisation) for 2023 stood at MYR158.7 million as compared to MYR143.4 million recorded in 2022, representing an increase of 10.7%. Basic earnings per share rose from 5.59 sen in 2022 to 5.97 sen in 2023.

Liquidity, financial resources and capital structure

During the year, the Group experienced a remarkable surge in its net cash from operations with a record high of MYR216.8 million, marking a significant increase from MYR59.9 million generated in the previous year. With that, the Group's cash and cash equivalents as of 31 December 2023 increased at a double-digit level by 20.4% to MYR395.8 million (2022: MYR328.6 million). The Group has no bank borrowings as at 31 December 2023.

As at 31 December 2023, the Group sustained a healthy working capital of MYR502.9 million, slightly decreased from MYR510.3 million recorded in the same period of 2022. Given its current financial standing, the Group remains committed to vigilantly monitor and manage its day-to-day business operations. As it is, the construction of the Group's campus 3 is internally funded.

年內溢利

於2023年，本集團錄得年內純利142.2百萬令吉，較2022年錄得的純利133.3百萬令吉增加6.7%。因此，本集團2023年的EBITDA（未計利息、稅項、折舊及攤銷前的盈利）為158.7百萬令吉，而2022年則錄得143.4百萬令吉，增加10.7%。每股基本盈利由2022年的5.59仙上升至2023年的5.97仙。

流動資金、財務資源及資本架構

年內，本集團經營現金淨額顯著上升，創下216.8百萬令吉的新高，較去年的59.9百萬令吉大幅增加。有鑒於此，本集團截至2023年12月31日的現金及現金等價物以兩位數的水平增加20.4%至395.8百萬令吉（2022年：328.6百萬令吉）。於2023年12月31日，本集團並無銀行借款。

於2023年12月31日，本集團保持穩健的營運資金502.9百萬令吉，略微低於2022年同期錄得的510.3百萬令吉。鑒於本集團目前的財務狀況，本集團仍會密切監控及管理其日常業務營運。目前，本集團第3園區的建設由內部資金撥付。

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Foreign exchange exposure

The Group is exposed to foreign currency risk as a result of its normal trading activities whereby sales and to a certain degree, purchases are principally transacted in U.S. Dollar. The Group also holds other financial assets and liabilities denominated in foreign currencies. These are not the functional and reporting currencies of the Group to which the transactions relate.

As part of the Group's treasury policy to manage its foreign exchange exposure, the Group entered into foreign exchange forward contracts apart from maintaining U.S. Dollar denominated bank accounts to minimise the effects of adverse exchange rate fluctuations on its financials.

Contingent liabilities

As at 31 December 2023, the Group had no material contingent liabilities.

Pledge of asset

As at 31 December 2023, the Group had no pledge of asset.

外匯風險

本集團一般貿易活動中的銷售及一定程度的採購主要以美元交易，因此面臨外幣風險。本集團亦持有以外幣計值的其他金融資產及負債。該等外幣並非本集團與交易相關的功能貨幣及呈報貨幣。

作為本集團管理其外匯風險的庫務政策的一部分，除保持美元計價的銀行賬目外，本集團已訂立外匯遠期合約，以最大程度減少不利的匯率波動對其財務的影響。

或然負債

於2023年12月31日，本集團並無重大或然負債。

資產抵押

於2023年12月31日，本集團並無資產抵押。

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Employees and remuneration

The Company recognises its employees as one of the Group's most important assets. The Company strongly believes in hiring the right talent, nurturing and retaining these talented employees with competitive remuneration packages. Besides, the Group is committed to organising regular external and internal training programs to upgrade the employees' skill set, knowledge and job experience.

As at 31 December 2023, the total number of full time employees of the Group increased to 920 (31 December 2022: 782).

Significant investments held, material acquisitions and disposal of subsidiaries, and future plans for material investments or capital asset

The board (the "Board") of directors (the "Directors") of the Company has further allocated a budget of up to RM300.0 million for the construction of new manufacturing plants on a piece of newly acquired land. This funding will be sourced from internally generated funds.

Save for those disclosed in this report, there were no other significant investments held with a value of 5% or above of the Group's total assets, nor were there material acquisitions or disposals of subsidiaries during the year. Apart those disclosed in this report, there was no plan authorised by the Board for other material investments or additions of capital assets at the date of this report.

僱員及薪酬

本公司認知僱員為本集團最重要資產之一，並堅信聘請合適人才，加以培育及挽留，並提供具競爭力的薪酬待遇方為上策。此外，本集團致力於組織定期的外部和內部培訓項目，以提高僱員的技能、知識及工作經驗。

於2023年12月31日，本集團的全職僱員總數增至920人（2022年12月31日：782人）。

所持重大投資、重大收購及出售附屬公司以及重大投資或資本資產的未來計劃

本公司董事（「董事」）會（「董事會」）已進一步分配上限為300.0百萬令吉的預算於一塊新收購的土地興建新生產廠房。該筆資金將來自內部產生的資金。

除本報告所披露者外，年內並無其他所持重大投資價值佔本集團總資產 5% 或以上以及重大收購及出售附屬公司。除本報告所披露者外，截至本報告日期，董事會並無授權其他重大投資或添置資本資產之計劃。

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管理層討論及分析

USE OF PROCEEDS FROM THE LISTING

The shares of the Company were successfully listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 19 January 2018 at the offer price of HK\$1.00 per share (“Listing”). The proceeds (net of listing expenses) from the Listing were approximately HK\$171.3 million (equivalent to approximately MYR92.6 million). In accordance with the proposed use of net proceeds as set out in the section headed “Future plans and use of proceeds” in the prospectus of the Company dated 29 December 2017 (the “Prospectus”), the net proceeds utilised by the Group from the date of the Company’s listing on 19 January 2018 (the “Listing Date”) up to 31 December 2023 are as follows:

上市的所得款項用途

本公司股份已於2018年1月19日成功在香港聯合交易所有限公司（「聯交所」）主板上市，發售價為每股1.00港元（「上市」）。上市所得款項（扣除上市開支）約為171.3百萬港元（相當於約92.6百萬令吉）。根據本公司日期為2017年12月29日的招股章程（「招股章程」）「未來計劃及所得款項用途」一節所載的所得款項淨額的擬議用途，從本公司於2018年1月19日上市之日（「上市日期」）起直至2023年12月31日止，本集團所用的所得款項淨額如下：

Use of net proceeds	所得款項淨額用途	Amount of net proceeds earmarked		Use of proceeds from the Listing Date up to 31 December 2023	Unutilised amount as at 1 January 2023	Unutilised amount as at 31 December 2023	Unutilised proportion as at 31 December 2023
		HK\$ million 百萬港元	MYR million 百萬令吉	MYR million 所得款項用途 自上市日期 直至2023年 12月31日止	MYR million 未動用金額 於2023年 1月1日的	MYR million 未動用金額 於2023年 12月31日的	% 未動用比例 於2023年 12月31日的
Capital investment and costs in relation to the new production plant and the expansion of the existing production plant	有關新生產廠房及擴張現有生產廠房的資本投資及成本	84.8	45.8	45.8	–	–	–
Business expansion into the Greater China region	將業務擴展至大中華地區	38.1	20.6	20.6	–	–	–
Establishment of an office in California, U.S.	於美國加利福尼亞州設立一間辦公室	28.2	15.3	14.8	3.8	0.5	3.3
Marketing, branding and promotional activities	市場營銷、品牌宣傳及推廣活動	3.1	1.7	1.7	–	–	–
Working capital	營運資金	17.1	9.2	9.2	–	–	–
Total	總計	171.3	92.6	92.1	3.8	0.5	0.5

Note: The remaining unutilised amount will be utilised by 18 January 2025.

附註： 剩餘未動用款項將於2025年1月18日前動用。

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The Directors are not aware of any material change to the proposed use of proceeds as at the date of this report. The unutilised net proceeds will be applied in the manner consistent with that mentioned in the Prospectus. The intended timeframe was based on the best estimation and assumption of future market conditions and industry development made by the Group as at the date of this report.

OPERATIONAL AND FINANCIAL RISKS

Operational risks

Dependence on key management and experienced personnel

The Group acknowledges the inherent risks associated with its business nature, particularly the dependence on key management and experienced personnel. The Chairman's strategic vision, along with the contributions of the executive Directors and senior management team, who play significant roles in the Group's day-to-day operations, has been instrumental in driving the Group's success and growth. While the Group endeavours to provide a competitive remuneration package and strives to ensure a fair monetary reward for its staff, the dynamic and competitive industry landscape necessitates a continuous monitoring of industry trends and competitive remuneration benchmarking to be performed to ensure the Group remains attractive to top talent.

In line with the Group's long-term strategy to nurture and retain its key management and employees, the Company's immediate holding company, Pentamaster Corporation Berhad ("PCB") introduced the share award scheme during the Company's Listing with the aim to recognise the valuable contributions of the key personnel and employees as well as to incentivise and retain them to support ongoing operations, growth and future development of the Group. Subsequently on 1 April 2020 (the "Adoption Date"), the Company adopted a share award scheme which is valid and effective for a term of ten years commencing on the Adoption Date to serve as part of the Group's ongoing employee retention program in retaining its existing employees and to attract suitable personnel for further development of the Group.

董事於本報告日期並不知悉所得款項擬定用途有任何重大變動。未動用所得款項淨額將與招股章程所述者相符之方式應用。該擬動用時間表乃基於本集團於本報告日期對未來市況及行業發展的最佳估計及假設。

營運及財務風險

營運風險

依賴主要管理層及經驗豐富的人員

本集團知悉與其業務性質相關的固有風險，尤其是對主要管理層及經驗豐富的人員的依賴。主席的策略願景以及在本集團日常營運中擔當重要角色的執行董事及高級管理團隊的貢獻，對推動本集團的成功及增長發揮了重要作用。儘管本集團致力提供具競爭優勢的薪酬待遇，並致力確保為員工提供公平的金錢回報，但瞬息萬變及競爭激烈的行業環境需要持續監察行業趨勢及具競爭優勢的薪酬基準，以確保本集團對頂尖人才保持吸引力。

為配合本集團培育及挽留主要管理層及僱員的長期策略，本公司的直接控股公司 Pentamaster Corporation Berhad ("PCB") 於本公司上市期間推出股份獎勵計劃，旨在表彰主要人員及僱員的寶貴貢獻，並激勵及挽留彼等以支持本集團的持續營運、增長及未來發展。其後於2020年4月1日（「採納日期」），本公司採納一項股份獎勵計劃，該計劃自採納日期起計十年期間有效及生效，以作為本集團持續僱員挽留計劃的一部分，從而挽留其現有僱員以及吸引合適人士供本集團進一步發展。

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Additionally, the Group actively fosters the development of younger members of its management staff and other employees by encouraging their participation in the management of the Group and ensuring a sustainable talent pool. Besides, performance evaluation and employees' feedback mechanism are also regularly conducted by the Group's human resources department to enhance employee engagement and retention. Overall, the Group's operational strategy places significant emphasis on teamwork and mitigates over-reliance on any single individual or employee. Backup personnel are identified for all important projects, reflecting the Group's commitment to effective risk management and organisational stability.

Risk relating to technological obsolescence

The Group recognises technological obsolescence as an inherent risk, given the rapid pace of technological development and evolving customer demands. The emergence of new and substitute technologies can potentially render its products and solutions obsolete.

In response, the Group is committed to mitigate these risks by actively and continuously pursuing technological innovation and advancement, industry best practices and strategic business alliances to address the increasingly sophisticated needs of its customers and industry trend. Concurrently, the Group also provides continuous staff development to align skills and knowledge with the latest technology requirements in the testing, automation and semiconductor space.

Continuous efforts are constantly directed towards optimising the efficiency and productivity of the R&D function. The Group allocates a certain R&D budget and dedicated resources for new product development and implements strategic initiatives to streamline its R&D processes. This is to ensure the Group's ability to stay at the forefront of technological advancements and progress. Additionally, the Group is dedicated to cultivating and sustaining an effective and dynamic management team to drive ongoing improvements in performance and strategic decision-making capabilities which is crucial for navigating the rapidly evolving technological landscape and sustaining the Group's progress.

此外，本集團通過鼓勵其管理人員及其他僱員參與本集團的管理及確保可持續的人才儲備，積極促進其年輕管理人員及其他僱員的發展。此外，本集團的人力資源部門亦定期進行績效評估及僱員反饋機制，以提高僱員的參與度及留任率。總體而言，本集團的營運策略非常重視團隊合作，並減輕對任何單一個人或僱員的過度依賴。所有重要項目均設有後備人員，反映本集團對有效風險管理及組織穩定性的承諾。

有關技術過時風險

鑒於技術發展的快速步伐及不斷變化的客戶需求，本集團將技術過時視為固有風險。新技術和替代技術的出現可能會導致其產品及解決方案過時。

為此，本集團致力於通過積極及不斷追求技術創新及進步、行業最佳規範及策略業務聯盟，以應對其客戶精益求精的需求及行業趨勢，藉此盡量降低有關風險。同時，本集團亦為提供持續員工培訓，使彼等的技術及知識符合檢測、自動化及半導體行業最新技術的要求。

本集團不斷致力於優化研發職能的效率及生產力。本集團為新產品開發分配若干研發預算及投入資源，並實施戰略舉措以簡化其研發流程。此舉為確保本集團能夠保持技術進步及發展的前沿。此外，本集團致力於培養及維持一支高效且充滿活力的管理團隊，以推動持續改善表現及戰略決策能力，這對引領快速發展的技術環境及維持本集團的進步至關重要。

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Also, the Group's regular and active participation in overseas exhibitions serves as a valuable platform for gaining insights into market requirements and keeps the Group staying abreast of the latest market requirements and current technological changes. Through these efforts, the Group ensures its product development aligns with market trends and customer preferences, delivering solutions that meet evolving customer needs.

Competition risk

Given the highly volatile and competitive nature of the markets and industries in which the Group operates in, the Group faces intense competition from both international and local competitors across various business scales. Key areas of competition include technology, product quality, pricing, proximity to customers, services and the range of products and solutions offered. The Group's customer base comprises multinational companies in Malaysia and overseas where the selection of equipment for their manufacturing processes is based on stringent criteria such as high-quality test and automation equipment, excellent after-sales service, competitive pricing, and product reliability.

To maintain a competitive edge, the Group prioritises several strategic initiatives which include its R&D efforts and value innovation to venture into high-end technology for smart devices testing and production manufacturing via its i-ARMS. This strategic move has enabled the Group to achieve its product differentiation in this marketplace. Besides, by strategically diversifying across industries and expanding its product offerings and solutions, the Group aims to mitigate its risks associated with market competition and fluctuations.

The establishment of an in-house software development team has also provided a significant competitive advantage. This capability enables the Group to offer bespoke solutions, respond promptly to market demands and maintain a high level of flexibility and agility in product development. Stringent quality checks are integrated throughout the production processes to ensure that the products consistently meet the specifications and requirements of the customers. This commitment to quality by the Group is integral to sustaining customer satisfaction and loyalty.

此外，本集團定期及積極參與海外展會，為洞悉市場需求提供寶貴平台，讓本集團緊貼最新市場需求及當前技術變革。通過該等努力，本集團確保其產品開發符合市場趨勢及客戶偏好，提供符合不斷變化的客戶需求的解決方案。

競爭風險

鑒於本集團經營所在市場及行業的高度波動及競爭性質，本集團面臨來自不同業務規模的國際及本地競爭對手的競爭激烈。主要競爭範疇包括技術、產品質量、定價、鄰近客戶、所提供的服務及產品及解決方案的廣度。本集團的客戶群由馬來西亞及海外的跨國公司組成，其製造過程的設備選擇乃基於嚴格標準，如優質檢測及自動化設備、卓越的售後服務、具競爭力的定價及產品可靠性。

為保持競爭優勢，本集團優先考慮多項戰略舉措，包括其研發工作及價值創新，以通過 i-ARMS 涉足智能設備測試及生產製造的高端技術。這一戰略舉措使本集團能夠在該市場實現產品差異化。此外，通過策略性地分散各行業，並擴大其產品及解決方案，本集團旨在降低其與市場競爭及波動有關的風險。

建立內部軟件開發團隊亦提供了顯著的競爭優勢。該能力使本集團能夠提供定制解決方案，迅速響應市場需求，並在產品開發方面保持高度的靈活性和敏捷性。在整個製造過程中進行嚴格的品質檢查，以確保產品始終符合客戶的規格及要求。本集團對質量的承諾是維持客戶滿意度及忠誠度不可或缺的一環。

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Excellent after-sales service to customers has always been the priority of the Group. Given that the Group's products are customised automation solutions, reliable after-sales service is important to ensure smooth running of customers' operations and maintaining customer trust and loyalty.

Intellectual property

Safeguarding the rights to the Group's technology, proprietary knowledge and manufacturing processes is paramount to ensuring the Group's continuous success and ongoing business development and operation in the highly competitive business landscape. Any unauthorised copying, use or imitation of technology poses a significant risk and potential impacts on the competitive advantage, sales performance and overall reputation of the Group.

To mitigate the risk, the Group has submitted several trademark registration applications to secure legal protection for its intellectual property assets and affirmed the relevant statutory declarations in respect of the copyrights of certain software products. All the employees are required to sign a non-disclosure agreement ("NDA") to protect the Group's interest and safeguard the Group's proprietary information, trade secrets and confidential data. These NDAs are critical to safeguard against unauthorised disclosure, theft or misuse of sensitive information.

Additionally, the Group provides ongoing training and awareness programs to educate its employees about the importance of intellectual property protection, compliance with NDAs and recognising and reporting potential infringement risks. The Group continuously reviews and enhances its intellectual property protection strategies and procedures to adapt to changing business environments, emerging technologies and evolving threats.

Financial risks

The Group's financial risks are set out in Note 38 under the notes to the consolidated financial statements.

本集團一直將為客戶提供卓越的售後服務作為首要任務。鑒於本集團的產品為定制自動化解決方案，可靠的售後服務對於確保客戶營運的順利運行及維持客戶的信任及忠誠度至關重要。

知識產權保護

保障本集團技術、專有知識及製造過程的權利對於確保本集團在競爭激烈的商業環境中持續成功及持續業務發展及營運至關重要。任何未經授權複製、使用或模仿技術均對本集團的競爭優勢、銷售表現及整體聲譽構成重大風險及潛在影響。

為降低風險，本集團已提交多項商標註冊申請，以確保其知識產權資產得到法律保護，並確認有關若干軟件產品版權的相關法定聲明。所有僱員均須簽署保密協議（「保密協議」），以保護本集團的利益及保護本集團的專有資料、商業機密及機密資料。該等保密協議對於防止未經授權披露、盜竊或濫用敏感資料至關重要。

此外，本集團提供持續培訓及意識計劃，以教育其僱員有關知識產權保護的重要性、遵守保密協議以及識別及報告潛在侵權風險。本集團不斷檢討及提升其知識產權保護策略及程序，以適應不斷變化的營商環境、新興技術及不斷演變的威脅。

財務風險

本集團之財務風險載於綜合財務報表附註之附註38。

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PROSPECTS

“Every storm runs out of rain, every dark night turns into day”

The embodiment of resilience, adaptability and perseverance was once again demonstrated as the Group adeptly navigated the cyclical nature of business environment, challenges and adversity in 2023. Throughout the year, the persistent global macroeconomic challenges have proven tenacious, with the confluence of mounting interest rates, inflationary pressure and the escalating geopolitical tensions taking center stage in shaping the global economic landscape, rendering the business environment both volatile and challenging. In addition to these challenges, trade policies uncertainties, trade protectionism and tariff disputes between major economies have further complicated the international business environment for companies operating on a global scale. Amidst these macroeconomic concerns, the rapid pace of technological advancements and digital transformation have presented a silver lining. Against this backdrop, the Group proactively adopted a dynamic and forward-thinking approach in prioritising innovation, fostering agility in response to the unrelenting pace of geopolitical complication landscape in a technological developments world, and positioning itself strategically to remain competitive and relevant.

前景

「每一場暴風雨都會雨過天晴，每一個黑夜都會變成白晝。」

於2023年，本集團靈活應對營商環境週期性、挑戰及逆境，再次展現本集團的韌性、適應性及毅力。全年內，全球持續的宏觀經濟挑戰仍舊存在，利率上升、通脹壓力及地緣政治緊張局勢加劇正成為備受關注的共同塑造全球經濟格局的焦點，使營商環境動蕩不安並充滿挑戰。除該等挑戰外，貿易政策的不確定性、貿易保護主義及主要經濟體之間的關稅爭端使全球範圍內運營的公司的國際營商環境進一步複雜化。於該等宏觀經濟問題中，技術進步及數字化轉型的快速發展帶來一線曙光。於該背景下，本集團主動採取靈活及具前瞻性的創新優先方式，培養敏捷性以應對技術發展環境中持續變化的地緣政治複雜局面，調整自身戰略定位，以保持競爭力優勢及相關優勢。

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As the Group approaches the year 2024, there is an expectation that the delicate nature of these macroeconomic factors will persist, indicating a sustained vulnerability and fragility in the economic landscape. However, as challenging as it can be and barring any unforeseen circumstances, the Group endeavours to achieve yet another year of continuous business growth with a steadfast focus on high growth segments. Notably, the medical devices segment currently commands the largest share of the Group's current order book and this segment will continue its strong growth momentum in 2024, primarily propelled by the widespread adoption of automation in medical manufacturing. Having consistently led the Group's revenue for two consecutive years, the Group's order book remains fortified by contributions from the automotive segment. This is anchored by the Group's comprehensive range of product solutions within this segment. With the Group holding a robust presence in regions like Europe and the United States, other emerging growth countries like Taiwan and Japan are seen to be the next promising areas poised for growth, particularly in the context of automotive electrification. The Group anticipates that such developments in these markets will yield positive outcome and further contribute to the Group's revenue in its automotive segment. While the Group experiences favourable momentum in both its medical and automotive segments, contributions from its other industry segments remain comparatively modest.

In recent years, the Group has been strategically directing investments towards various facets of MedTech, encompassing automation as well as the design and manufacturing of single-use medical devices. A notable trend in the current market environment is the prominence of MedTech and life sciences where the pervasive influence of technology within the medical industry has instigated a remarkable surge in technological innovation with automation at the forefront of this revolution. The adoption of automation in MedTech is now prevalent, given the intricate nature of the medical device manufacturing process. The inherent need for precision and accuracy in the production of medical devices makes automation a cornerstone for achieving heightened process efficiency and consistency. In tandem with this pronounced trend in the medical industry, the Group is strategically positioned to capitalise on these opportunities through its FAS segment and Pentamaster MediQ by elevating its presence and operational footprint in the medical industry with the aim to propel the growth trajectory of its medical industry to new heights.

隨著本集團踏入2024年，預計該等宏觀經濟因素的棘手性將持續存在，表明經濟格局持續脆弱。然而，儘管充滿挑戰，除非出現任何不可預見的情況，否則本集團將致力於專注高增長分部，努力實現又一年的持續業務增長。值得注意的是，醫療儀器分部當前佔有本集團現有訂單最大份額，該分部將於2024年保持強勁的增長勢頭，主要得益自動化於醫療製造中的廣泛採用。汽車分部的貢獻仍然為本集團訂單提供支援，連續兩年居本集團收益前列。該情況得益於本集團該分部內的綜合產品解決方案。由於本集團於歐洲及美國等地區擁有強大的影響力，尤其是在汽車電氣化的背景下，台灣及日本等其他新興增長地區被視為下一個有望實現增長的地區。本集團預期有關該等市場的發展將產生積極的成果，並進一步為本集團汽車分部的收益作出貢獻。儘管本集團於醫療及汽車分部有良好的發展勢頭，但其他行業分部的貢獻仍然相對保守。

近年來，本集團一直戰略性地將投資投向醫療科技的各個方面，包括自動化以及單一用途醫療儀器的設計及製造。當前市場環境的一個顯著趨勢為醫療技術及生命科學的地位突出，其中技術於醫療行業的普遍影響引發技術創新的顯著激增，而自動化處於該變革的最前沿。鑒於醫療儀器製造過程的複雜性，自動化在醫療技術中的採用如今很普遍。醫療儀器生產對精確度的固有需求使自動化成為提高工藝效率及一致性提升的基石。本集團與該明顯的醫療行業趨勢保持同步，增強其於醫療行業的影響力及擴大營運業務，戰略上定位為透過FAS分部及Pentamaster MediQ利用該等機會，旨在將其醫療行業的增長軌跡推向新高度。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's efforts in geographical diversification has proven beneficial against the backdrop of prevailing geopolitical landscape marked by a discernible trend towards deglobalisation and localisation. This current shift involves establishment of new manufacturing facilities and expansion of new ones with the aim to foster greater self-reliance in semiconductor and electronics supply chain. With the Group's recent establishment of its global footprint in Germany in March 2023, the Group is positioned to enhance its presence in Europe to further build its automotive and MedTech segments in this region. The Group's office in Germany currently serves as a hub for research and development activities besides providing technical sales support for better customer engagement. Given Germany's prominent status as a hub for the automotive industry, the Group's expansion is strategically positioned to broaden its customer base for power module semiconductors. Additionally, the Group's Europe presence will also serves its venture into the MedTech field, with specific focus on countries such as the United Kingdom, Poland and Ireland. Currently, contribution from Europe accounts for less than 10% of the total Group's revenue which indicates a substantial growth potential within the region.

Recognising the integral role of sustainability in today's contemporary business practices and in alignment with the Group's dedication in fostering a sustainable environment, the Group will continue to intensify its efforts in advancing its ESG initiatives through the development and implementation of a set of comprehensive action plans. These action plans encompass a diverse range of material areas covering, among others, emissions, climate change, health and safety, employment and labour practices, diversity, supply chain management and overall governance as well as compliance matters. Within this framework, the Group is set to expand its ESG working group, a dedicated team tasked with planning, executing and overseeing all sustainability-related strategies, goals and policies. In essence, the Group aims to mold a sustainable future where responsible business practices are to seamlessly integrate into its day-to-day business operations. Such effort signifies the Group's commitment to not only meeting regulatory requirements but also proactively contributing to a more sustainable and resilient global business environment.

事實證明，於當前地緣政治格局具有明顯去全球化及本地化趨勢的背景下，本集團於地域多元化方面的努力是有益的。當前這一轉變包括建立新的製造設施及擴建新的製造設施，旨在促進半導體及電子產品供應鏈更好地自力更生。由於本集團最近於2023年3月在德國建立國際業務，本集團將加強其在歐洲的業務，以進一步在該地區建立其汽車及醫療技術分部。本集團在德國的辦事處目前為研發活動中心，同時提供技術銷售支援，以便更好地與客戶合作。鑒於德國作為汽車行業樞紐的突出地位，本集團將戰略性擴大其功率半導體模塊的客戶群。此外，本集團在歐洲的業務亦將為其進軍尤其是英國、波蘭和愛爾蘭等國家的醫療技術領域提供服務。目前，來自歐洲的貢獻佔本集團總收益不足10%，其表明該地區具有巨大的增長潛力。

認識到可持續發展在當今商業實踐中以及本集團致力於促進可持續性環境的不可或缺的作用，本集團將繼續通過制定及實施一系列全面行動計劃，加大力度推進其ESG舉措。該等行動計劃涵蓋各種重大領域，其中包括排放、氣候變化、健康與安全、就業與勞工實踐、多樣性、供應鏈管理及整體治理以及合規事宜。於該框架內，本集團將擴大其ESG工作組，該工作組為一個負責規劃、執行及監督所有與可持續發展相關的戰略、目標及政策的專職團隊。從本質上講，本集團旨在打造一個可持續的未來，將負責任的商業實踐無縫融入其日常業務運營中。該等努力表明，本集團不僅致力於滿足監管要求，亦積極為更具可持續及更具彈性的全球營商環境作出貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

To conclude, the Group maintains a keen awareness of the prevailing economic fragility and is committed to addressing it with a proactive and strategic approach which center on high growth industries. 2024 is another year where the Group remains cautiously optimistic with its focus on seizing opportunities to broaden its revenue streams. In addition to allocating resources to areas with significant potential, the Group will continue to place a strong emphasis on continuous innovation and improvement in its design and operational processes for its products and solutions. With the Group advancing through the second half of its 4-year plan in its “Grand Roadmap & Key Focus 2022-2025”, it is imperative for the Group to expedite the construction of its campus 3. To this end, phase one and phase two featuring the construction of two manufacturing plants, spanning approximately 720,000 sq.ft. are in progress concurrently with a targeted full completion set for the first quarter of 2025. Anticipating the completion of the third plant, the Group aims to mark a significant milestone.

總而言之，本集團對當前經濟的脆弱性保持敏銳的認知，並致力於以高增長行業為中心的積極主動戰略性方式應對該問題。2024年是本集團保持謹慎樂觀的又一年，專注於把握機遇以擴大收益來源。除了將資源配置到具有巨大潛力的領域外，本集團將繼續大力強調其產品及解決方案設計及營運流程的持續創新及改進。隨著本集團「2022-2025年大路線圖及重點關注點」4年計劃下半期的推進，本集團急需加快第3園區的建設。為此，第一期及第二期（包括兩家製造工廠的建設，佔地約720,000平方英尺）正在同時進行中，預計於2025年第一季度全面竣工。預計第三家工廠竣工後，本集團將迎來一個重大的里程碑。

BOARD OF DIRECTORS 董事會



CHUAH CHOON BIN
Executive Chairman 執行主席

EXECUTIVE DIRECTORS

Mr. Chuah Choon Bin (“Mr. Chuah”), aged 63, was appointed as our Director on 12 June 2017 and was re-designated as our Executive Director on 5 September 2017. Mr. Chuah was subsequently re-designated as the Chairman on 19 December 2017. He was the non-executive director of PCB but was subsequently re-designated as the Executive Chairman of PCB on 1 March 2022. PCB is currently listed on the Main Market of Bursa Malaysia and is the controlling shareholder of the Company (the “Controlling Shareholder”). He also holds directorship in all the subsidiaries of the Group.

Prior to setting up the Group, he served as an automation engineer for National Semiconductor and Intel Technology Malaysia. With his vast experience in the design and manufacturing of automation equipment and vision inspection system, he has developed the Group to its present level of success, from a simple automation house to a high technology group specialising in providing factory automation equipment and systems and information communication technology solutions to industrial and commercial customers.

執行董事

Chuah Choon Bin先生（「Chuah先生」），63歲，於2017年6月12日獲委任為我們的董事及於2017年9月5日調任為我們的執行董事，Chuah先生其後於2017年12月19日被調任為主席。他曾為PCB非執行董事，但其後於2022年3月1日調任為PCB執行主席。PCB現時於馬來西亞證券交易所主板市場上市，並為本公司的控股股東（「控股股東」）。彼亦於本集團所有附屬公司擔任董事。

於創立本集團前，他曾於National Semiconductor及Intel Technology Malaysia出任自動化工程師。憑藉於設計及製造自動化設備與視覺檢測系統方面的豐富經驗，彼將本集團由一間簡單自動化公司，發展至擁有現今成就的高科技集團，專門為工商業客戶提供廠房自動化設備及系統以及資訊及通訊科技解決方案。

BOARD OF DIRECTORS

董事會

Under his leadership, the Company achieved the following recognitions:

本公司在其帶領下獲得以下殊榮：

- (i) inclusion into the constituents of the FTSE4Good Bursa Malaysia (“F4GBM”) Index since 2021 where such F4GBM Index measures the performance of public listed companies demonstrating strong ESG practices;
 - (ii) ranked in the top 200 in the Forbes 2020, 2019, 2018 & 2017 Best Under a Billion list of companies that are publicly listed in the Asia Pacific region;
 - (iii) awarded The Edge Billion Ringgit Club, under the category of the Highest Returns to Shareholders Over Three Years for technology sector in 2020 and 2019 and the Highest Growth in Profit After Tax Over Three Years for technology sector in 2019;
 - (iv) awarded the Focus Malaysia Best Under Billion Awards 2018 for the Best Revenue Growth, Best Enterprise Value Growth and Overall Winner category, and Focus Malaysia Best Under Billion Awards 2017 for the Best Return on Assets category;
 - (v) recipient of the Enterprise 50 Award 2002 organised by Accenture and SMIDEC and Quality Management Excellence Award 2003 for the category of local company with annual sales turnover exceeding MYR25 million to MYR200 million at the Industry Excellence Award 2003 organised by Ministry of International Trade and Industry; and
 - (vi) awarded the Best Employer Award 2023 by Employee Provident Fund (EPF), Malaysia.
- (i) 自2021年獲納入富時社會責任馬來西亞股票交易所(「F4GBM」)指數的成份股，而該F4GBM指數衡量展示強勁ESG常規的公眾上市公司的表現；
 - (ii) 於亞太區公開上市的公司中躋身2020年、2019年、2018年及2017年福布斯雜誌收益10億(美元)以下最佳企業名單200強；
 - (iii) 本公司2020年及2019年獲得十億令吉俱樂部項下技術領域「三年來稅後利潤最高增長獎」，並於2019年獲得「三年來股東回報最高獎」；
 - (iv) 獲得2018年聚焦馬來西亞最佳十億以下大獎之最佳收入增長獎、最佳企業價值增長獎和總冠軍、2017年聚焦馬來西亞最佳十億以下大獎之最佳資產回報獎；及
 - (v) 獲授Accenture及SMIDEC舉辦的2002年度50強企業大獎，以及在馬來西亞國際貿易及工業部舉辦的2003年度卓越工業獎中獲得年度銷售額超過25百萬令吉至200百萬令吉當地公司組別的質量管理卓越大獎；及
 - (vi) 榮獲馬來西亞僱員公積金局(EPF)頒發的2023年最佳僱主獎。

BOARD OF DIRECTORS 董事會

For his personal recognition, he won the First Malaysian Ernst & Young Emerging Entrepreneur of the Year Award Malaysia 2002.

Currently, he is the board member of Penang Charis Hospice Home and Penang Automation Cluster Sdn. Bhd.. Mr. Chuah also sits as the chairman of SJK Kwang Hwa school and he is also appointed to the school board as director for Chung Ling High School, Heng Ee High School and Phor Tay High School. In 2021, he is appointed as the Penang Wawasan Open University Education Foundation Member and Penang i4.0 Seed Fund Evaluation Committee Member. Mr. Chuah is also a board member of Penang STEM Sdn. Bhd., a non-governmental and non-profit organisation that promote and educate students in Penang in the field of Science, Technology, Engineering and Mathematics.

Mr. Chuah is a co-founder of PCB and its subsidiaries including our Group (the "Pentamaster Group"). He graduated with a bachelor's degree in engineering with honours in May 1985 and a master's degree in engineering majoring in electrical and electronics in May 1989, both from the University of Auckland, New Zealand.

Mr. Chuah is the brother in-law of Ms. Gan Pei Joo, the Executive Director and the chief financial officer of the Company.

在個人成就方面，彼贏得2002年度安永馬來西亞新晉企業家年獎一等獎。

現時，彼為檳城聖恩安寧護理中心及Penang Automation Cluster Sdn. Bhd.的董事會成員。Chuah先生亦為雙溪里蒙光華學校的主席，彼亦獲委任加入鐘靈中學、恆毅中學及菩提中學學校董事會出任校董。於2021年，彼獲委任為宏願開放大學教育基金成員及Penang i4.0 Seed Fund評估委員會成員。Chuah先生亦為Penang STEM Sdn. Bhd. (一個非政府及非營利組織，致力於在檳城推動學生在科學、技術、工程及數學領域的教育)的董事會成員。

Chuah先生為PCB及其附屬公司包括本集團(「Pentamaster集團」)的共同創辦人。彼於1985年5月取得工程學榮譽學士學位，並於1989年5月取得電機及電子專業工程學碩士學位，兩者均於新西蘭奧克蘭大學獲得。

Chuah先生為本公司執行董事兼財務總監Gan Pei Joo女士的姻親。

BOARD OF DIRECTORS 董事會



GAN PEI JOO

Executive Director 執行董事

Ms. Gan Pei Joo (“Ms Gan”), aged 48, was appointed as our Director on 12 June 2017 and was re-designated as our Executive Director on 5 September 2017. She was appointed as an executive director of PCB on 19 March 2021. She is also the chief financial officer and holds directorship in all the subsidiaries of the Group.

She commenced her career at PricewaterhouseCoopers in 2000 and was last served as a senior associate in 2003 after having acquired extensive auditing and consulting exposure to companies in various industries. She joined Pentamaster Group as the group accountant in 2003 and held various positions prior to her promotion as the group financial controller in 2009 and chief financial officer in 2016. Ms. Gan is primarily responsible for the overall management, corporate affairs, finance, treasury, control functions and budgeting of the Group. She also sits on the ESG committee as well as risk management committee of the Group.

She graduated with a bachelor’s degree of commerce majoring in accounting from Curtin University of Technology, Perth, Australia in February 1999. She was admitted as a member of the Certified Practising Accountants, Australia and a Chartered Accountant from the Malaysian Institute of Accountants in July and November 2002, respectively.

Ms. Gan is the sister in-law of Mr. Chuah Choon Bin, the Executive Director and the Chairman of the Group.

Gan Pei Joo女士（「Gan女士」），48歲，於2017年6月12日獲委任為我們的董事及於2017年9月5日調任為我們的執行董事。彼於2021年3月19日獲委任為PCB的執行董事。彼亦為財務總監，於本集團所有附屬公司擔任董事。

彼於2000年開始在羅兵咸永道會計師事務所任職，從中積累對各行各業公司提供審核與諮詢服務的豐富經驗，離職前於2003年最後出任高級助理。彼於2003年加入Pentamaster集團擔任集團會計師，並曾擔任多個職位，其後於2009年晉升為集團財務總監並於2016年成為財務總監。Gan女士主要負責本集團的整體管理、企業事務、財務、庫務、監控職能及預算。彼亦為本集團ESG委員會以及風險管理委員會的成員。

彼於1999年2月取得澳洲珀斯Curtin University of Technology會計商務學士學位。彼分別於2002年7月及11月獲認可為澳洲會計師公會會員及馬來西亞會計師協會特許會計師。

Gan女士為本集團執行董事兼主席Chuah Choon Bin先生的姻親。

BOARD OF DIRECTORS 董事會



Leng Kean Yong

Non-Executive Director 非執行董事

NON-EXECUTIVE DIRECTOR

Mr. Leng Kean Yong (“Mr Leng”), aged 49, was appointed as our Director on 7 August 2017 and was re-designated as our non-executive Director on 5 September 2017. He is a member of the audit committee and the remuneration committee of the Company. He currently sits on the board of PCB as a non-independent non-executive director.

Mr. Leng has been in the finance and marketing field for over 20 years. He is highly experienced in the areas of business strategy, ranging from financial matters to business planning and marketing. He has successfully executed projects for small-medium sized industries to listed companies on Bursa Malaysia Securities Berhad, the Australian Securities Exchange and The Stock Exchange of Hong Kong Limited as well as projects for multinational corporations. Such projects encompass IPO exercise, industry research report, the development of a 5-year business plan, marketing strategy blueprint, customer relationship management implementation, market entry and feasibility studies, and mergers and acquisitions evaluations.

非執行董事

Leng Kean Yong先生（「Leng先生」），49歲，於2017年8月7日獲委任為我們的董事及於2017年9月5日調任為我們的非執行董事。彼為本公司審核委員會及薪酬委員會的成員，現以非獨立非執行董事身份列席於PCB董事會。

Leng先生於金融及市場營銷行業擁有逾20年經驗。彼對於業務策略領域，由財務事宜以至業務規劃及市場營銷方面，均具備深厚經驗，先後成功為中小型產業以至於馬來西亞證券交易所、澳洲證券交易所及香港聯合交易所有限公司上市的公司執行項目，以及為跨國企業執行項目。該等項目包含首次公開發售活動、行業研究報告、構建五年業務計劃、市場營銷策略藍圖、實施客戶關係管理、市場准入及可行性研究以及兼併與收購評估。

BOARD OF DIRECTORS 董事會

At present, Mr. Leng is also one of the Directors at Crowd Sense Sdn. Bhd. (which operates under the brand name of Cofundr), a recognised market operator for peer-to-peer financing registered with the Securities Commission Malaysia. He was previously a Director at L3 Consulting Sdn. Bhd. and Project Director for Synovate Sdn. Bhd., and prior to that, a senior manager for ACNielsen Malaysia Sdn. Bhd. (“ACNielsen”). During his tenure at ACNielsen, he was awarded with three ACNielsen awards for his contribution in successfully implementing and executing key strategies for the firm’s local operations. He started his career with BBMB Securities Sdn. Bhd. and he has also advised and managed discretionary fund for private companies and high net worth individuals.

He graduated from Western Michigan University (cum laude), the United States, with a bachelor’s in business administration in April 1996. He also holds various other certifications through training and updates in the fields of marketing obtained throughout his career with the various global marketing research consultancy firms.

現時，Leng先生亦為Crowd Sense Sdn. Bhd. (以Cofundr的品牌名稱營運) 其中一名董事，而Crowd Sense Sdn. Bhd.則為於馬來西亞證券委員會註冊的獲認可點對點融資市場營運商。彼過往曾擔任L3 Consulting Sdn. Bhd.的董事以及Synovate Sdn. Bhd.的項目總監，之前則為ACNielsen Malaysia Sdn. Bhd. (「ACNielsen」) 高級經理。於ACNielsen任職期間，彼因其於為公司當地業務成功實施及執行重大策略方面的貢獻獲授三個ACNielsen獎項。彼於BBMB Securities Sdn. Bhd.展開其事業，而彼亦曾為私人公司及高淨值個人建議及管理酌情基金。

彼於1996年4月畢業於美國西密歇根大學 (優等成績)，並取得工商管理學士學位，並且透過在其事業生涯中任職於全球多間市場研究諮詢公司接受培訓及更新有關市場營銷領域的知識，取得多項其他證書。

BOARD OF DIRECTORS 董事會



Sim Seng Loong @ Tai Seng
Independent Non-Executive Director
獨立非執行董事

INDEPENDENT NON-EXECUTIVE DIRECTORS

獨立非執行董事

Mr. Sim Seng Loong @ Tai Seng (“Mr. Sim”), aged 57, was appointed as our independent non-executive Director on 19 December 2017. He is also the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company. He is primarily responsible for supervising and providing judgment to our Board.

Sim Seng Loong @ Tai Seng先生（「Sim先生」），57歲，於2017年12月19日獲委任為我們的獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會主席以及提名委員會成員。彼主要負責監督我們的董事會並向其提供判斷。

He started his career with Ernst & Young for 15 years before joining R.K. & Associates as a lead partner in 2004. He subsequently joined Eaton Industries Pty Ltd (Australia) as accounting manager and later transferred to Shanghai Eaton Engine Components Ltd (China) as financial controller. Upon returning to Malaysia in January 2012, he was appointed as chief operating officer and chief financial officer for The BIG Group Sdn. Bhd.. In January 2014, he joined Petrol One Resources Berhad as its chief financial officer and remained with the group until January 2019. He joined Silverpack Sdn. Bhd. in March 2019 as its Chief Financial Officer and he left Silverpack Sdn. Bhd. in July 2023.

彼於安永會計師事務所展開其事業，任職15年後於2004年加入R.K. & Associates作為首席合夥人，彼其後加入Eaton Industries Pty Ltd (Australia)出任會計經理，其後再獲調遷至上海伊頓發動機零部件有限公司（中國）出任財務總監。於2012年1月回到馬來西亞前，彼曾獲委任為The BIG Group Sdn. Bhd.的營運總監及財務總監。於2014年1月，彼加入Petrol One Resources Berhad，出任財務總監，並於該集團任職至2019年1月。彼於2019年3月加入Silverpack Sdn. Bhd.，擔任其財務總監，其後彼於2023年7月離開Silverpack Sdn. Bhd.。

BOARD OF DIRECTORS 董事會

From December 2016 to July 2020, Mr. Sim served as an independent director of Jack-in Group Limited, a company listed on the Australian Securities Exchange (ASX: JIP). Currently, he sits on the board of Nova Wellness Group Berhad (“Nova”), a company listed on the Main Market of Bursa Malaysia Securities Berhad (stock code: 0201) as an independent non-executive director. He is also the chairman of audit committee and risk management committee of Nova. In September 2020, Mr. Sim was appointed as an independent non-executive director of Ramssol Group Berhad (“Ramssol”). He is also the chairman of audit committee and risk management committee of Ramssol.

He is a Chartered Accountant under Malaysian Institute of Accountants, a Certified Public Accountant of Malaysia Institute of Certified Public Accountants and a member of the Certified Practising Accountants of Australia. He also holds a Master in Business Administration and various other certifications through training and updates in the fields of accountancy and taxation obtained throughout his career.

自2016年12月至2020年7月，Sim先生為Jack-In Group Limited的獨立非執行董事，該公司於澳洲證券交易所上市（澳洲交易所股份代號：JIP）。現時，彼以獨立非執行董事身份列席於Nova Wellness Group Berhad（「Nova」）（一間於馬來西亞證券交易所主板市場上市之公司，股票代碼：0201）董事會。彼亦為Nova審核委員會及風險管理委員會主席。於2020年9月，Sim先生獲委任為Ramssol Group Berhad（「Ramssol」）的獨立非執行董事。彼亦為Ramssol的審核委員會及風險管理委員會主席。

彼為馬來西亞會計師協會特許會計師、馬來西亞註冊會計師協會註冊會計師及澳洲會計師公會會員，並且持有工商管理碩士學位以及透過在其事業生涯中接受培訓及更新有關會計及稅務領域的知識，取得多項其他證書。

BOARD OF DIRECTORS 董事會



Chuah Jin Chong 蔡仁鐘

Independent Non-Executive Director
獨立非執行董事

Dr. Chuah Jin Chong (蔡仁鐘) (“Dr. Chuah”), aged 62, was appointed as our independent non-executive Director on 19 December 2017. He is also the chairman of the nomination committee and a member of the remuneration committee. He is primarily responsible for supervising and providing independent judgment to our Board.

Dr. Chuah has over 30 years of professional experience in the medical industry since he was registered as a medical practitioner in Queensland, Australia in 1988 and New Zealand in 1989. From December 1991 to July 2003, he was employed by the Hospital Authority in Hong Kong and retired as an associate consultant in the department of anaesthesia in the Queen Elizabeth Hospital, Hospital Authority. He is currently a registered medical practitioner in Hong Kong.

Dr. Chuah graduated from the University of Queensland, Australia, with the degree of bachelor of medicine and bachelor of surgery in December 1987. He was admitted as a fellow of the Hong Kong Academy of Medicine in the specialty of Anaesthesiology and a fellow of the Australian and New Zealand College of Anaesthetists in May 2001 and June 2001, respectively.

蔡仁鐘博士（「蔡博士」），62歲，於2017年12月19日獲委任為我們的獨立非執行董事。彼亦為提名委員會主席以及薪酬委員會成員，主要負責監督我們的董事會並向其提供獨立判斷。

蔡博士於1988年在澳洲昆士蘭及於1989年新西蘭註冊成為醫生以來，已於醫療行業累積逾30年的專業經驗。自1991年12月至2003年7月，彼受僱於香港醫院管理局，退休時於醫院管理局伊利沙伯醫院麻醉科擔任副顧問醫生。彼現為香港註冊醫生。

蔡博士於1987年12月畢業於澳洲昆士蘭大學，取得內外全科醫學士學位。彼分別於2001年5月及2001年6月獲認可為香港醫學專科學院院士（麻醉科）及澳洲及新西蘭麻醉科醫學院院士。

BOARD OF DIRECTORS 董事會



Chan May May 陳美美
Independent Non-Executive Director
獨立非執行董事

Ms. Chan May May (陳美美) (“Ms. Chan”), aged 58, was appointed as our independent non-executive Director on 19 December 2017. She is also a member of the audit committee and the nomination committee. She is primarily responsible for supervising and providing independent judgment to our Board.

She has over 25 years of experience in the legal field. She is currently the chief executive officer of ZICO Insource Inc. since July 2015, which is engaged in the provision of insourcing and consultancy services relating to legal, human resource and communications. Ms. Chan was the head of group corporate communication in Dialog Group Berhad from December 2012 to January 2015. Prior to that, she worked at Media Chinese International Ltd., a company listed on both the Stock Exchange (stock code: 685) and Bursa Malaysia Securities Berhad (stock code: 5090). From July 2017 to October 2020, she served as an independent non-executive Director of BGMC International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1693). She has been appointed as an independent non-executive director of Dutaland Berhad, a company listed on Bursa Malaysia Securities Berhad (stock code: 3948), on 30 May 2023.

Ms. Chan graduated from the University of Malaya in Malaysia with a degree of Bachelor of Laws with honours in August 1990. She has been admitted to the Malaysian Bar since March 1991.

陳美美女士 (「陳女士」)，58歲，於2017年12月19日獲委任為我們的獨立非執行董事。彼亦為審核委員會及提名委員會成員，主要負責監督我們的董事會並向其提供獨立判斷。

彼於法律領域擁有逾25年經驗。自2015年7月至今，彼一直為ZICO Insource Inc. (其從事提供有關法律、人力資源及通訊方面的內包及諮詢服務)的行政總裁。自2012年12月至2015年1月，陳女士於Dialog Group Berhad擔任集團公關主管。在此之前，彼於世界華文媒體有限公司(一間同時於聯交所(股份代號：685)及馬來西亞證券交易所(股份代號：5090)上市的公司)任職。由2017年7月至2020年10月，彼擔任璋利國際控股有限公司(一間於聯交所主板上市的公司(股份代號：1693))的獨立非執行董事。彼於2023年5月30日獲委任為Dutaland Berhad(一間於馬來西亞證券交易所上市的公司(股份代號：3948))的獨立非執行董事。

陳女士於1990年8月畢業於馬來西亞馬來亞大學，獲得法學榮譽學士學位。彼於1991年3月獲認可為馬來西亞大律師。

SENIOR MANAGEMENT 高級管理層



Hon Tuck Weng
Operations Director 營運總監

Mr. Hon Tuck Weng (“Mr. Hon”), aged 53, has been the operations director since May 2007 and is primarily responsible for overseeing the daily operations of our management information system, quality assurance and control, facilities and internal control functions. He also sits on the ESG committee as well as risk management committee of the Group. He started his career as the software programmer of Pentamaster Technology, a direct wholly-owned subsidiary of the Company in March 1995. Mr. Hon has more than 25 years of experience in automation solutions industry.

Mr. Hon graduated with a higher diploma in computer studies, moderated and assessed by the University of Humberside in United Kingdom, in September 1993. He later obtained a postgraduate certificate in engineering business management from the University of Warwick, United Kingdom, in June 2011 through a distance learning course.

Hon Tuck Weng先生(「Hon先生」)，53歲，自2007年5月起擔任營運總監，主要負責監督我們的管理資料系統、質量保證及控制、設施及內部監控職能的日常營運。彼亦列席本集團ESG委員會以及風險管理委員會。彼於1995年3月在本公司直接全資附屬公司Pentamaster Technology擔任軟件程式員以展開其事業。Hon先生於自動化解決方案行業擁有逾25年經驗。

Hon先生於1993年9月畢業於英國University of Humberside開辦及評核的電腦學高級文憑。彼其後於2011年6月透過遠程教育課程自英國華威大學取得工程商業管理深造證書。

SENIOR MANAGEMENT 高級管理層



Teh Eng Chuan

*Chief Operating Officer –
automated test
equipment division*
首席運營官—自動化
檢測設備分部

Ng Chin Keng

*Chief Operating Officer –
factory automation
solutions division*
首席運營官—工廠自動化
解決方案分部

Mr. Teh Eng Chuan (“Mr. Teh”), aged 50, has been the chief operating officer of Pentamaster Technology since January 2015. Mr. Teh is primarily responsible for overseeing the daily operations of Pentamaster Technology. He joined as a vision software engineer of Pentamaster Technology in January 1996 and has over 20 years of experience in the machine vision, design and control. Mr. Teh completed a course of higher diploma in computer science in Kolej Damansara Utama (currently known as KDU Penang University College), Malaysia, in April 1995.

Teh Eng Chuan先生 (「Teh先生」)，50歲，自2015年1月起擔任Pentamaster Technology首席運營官。Teh先生主要負責監督Pentamaster Technology的日常營運。彼於1996年1月加入Pentamaster Technology擔任視覺軟件工程師，於機器視覺、設計及控制方面擁有逾20年經驗。Teh先生於1995年4月於馬來西亞Kolej Damansara Utama (現稱KDU Penang University College) 修畢計算機科學高級文憑課程。

Mr. Ng Chin Keng (“Mr. Ng”), aged 45, has been the chief operating officer of Pentamaster Equipment since January 2015. Mr. Ng is primarily responsible for overseeing the daily operations of Pentamaster Equipment, a direct wholly-owned subsidiary of the Company. He joined as an automation software programmer in January 2000. Mr. Ng obtained a bachelor’s degree of science in computing and information systems with honours from University of Lincolnshire & Humberside, United Kingdom, in July 2001.

Ng Chin Keng先生 (「Ng先生」)，45歲，自2015年1月起擔任Pentamaster Equipment首席運營官。Ng先生主要負責監督本公司直接全資附屬公司Pentamaster Equipment的日常營運。彼於2000年1月加入為自動化軟件程序員。Ng先生於2001年7月自英國University of Lincolnshire & Humberside取得計算機及信息系統榮譽理學士學位。

SENIOR MANAGEMENT 高級管理層

Ong Thean Lye

Chief Operating Officer –
medical devices division
首席運營官—醫療設備分部



You Chin Teik

Chief Operating Officer –
automated test
equipment division
首席運營官—
自動化檢測設備分部



Mr. Ong Thean Lye (“Mr. Ong”), aged 64, is currently the chief operating officer of Pentamaster MediQ, a direct wholly-owned subsidiary of the Company since its inception in 2020. He is primarily responsible for overseeing the daily operations of Pentamaster MediQ in the development of the medical devices business.

Mr. Ong started with Intel Technology Sdn. Bhd. as quality and reliability engineer from 1986 to 1990 before venturing into information technology business. He was a director of TP Concept Sdn. Bhd. from 2018 to 2020, a private company in the business of designing and manufacturing of automated assembly machine for medical products. Currently, Mr. Ong is the director of Walta Centre of Excellence (WCOE) Sdn. Bhd..

Mr. Ong graduated with a first class honours in his bachelor degree in applied science majoring in electronic technology in 1986 and later a master degree in the business administration (MBA) in 1996, where both the degrees are from University Science of Malaysia (USM).

Ong Thean Lye先生(「Ong先生」)，64歲，自本公司直接全資附屬公司Pentamaster MediQ於2020年創立以來為其首席運營官。彼主要負責Pentamaster MediQ有關發展醫療設備業務的日常營運。

於從事資訊科技業務前，Ong先生於1986年至1990年擔任Intel Technology Sdn. Bhd.的質量及可靠性工程師。彼於2018年至2020年為TP Concept Sdn. Bhd.的董事，從事設計及製造醫療產品自動組裝機業務的私人公司。現時，Ong先生為Walta Centre of Excellence (WCOE) Sdn. Bhd.總監。

Ong先生於1986年以一級榮譽畢業，獲頒授應用科學學士學位(主修電子科技)，其後於1996年獲頒授工商管理(MBA)碩士學位，兩個學位均由馬來西亞理科學大學(USM)頒發。

Mr. You Chin Teik (“Mr. You”), aged 47, is appointed as the chief operating officer of Pentamaster Instrumentation since January 2024. Mr. You is primarily responsible for overseeing the daily operations of Pentamaster Instrumentation, a direct wholly-owned subsidiary of the Company. He joined our Group as a vision engineer in January 1998.

Mr. You obtained a higher diploma in computer studies from Kolej Damansara Utama (currently known as KDU Penang University College), Malaysia, in February 1998. He later obtained a degree of master of business administration from University of South Australia, Australia, in March 2009 through a distance learning course.

You Chin Teik先生(「You先生」)，47歲，自2024年1月起獲委任為Pentamaster Instrumentation的首席運營官。You先生主要負責監督本公司直接全資附屬公司Pentamaster Instrumentation的日常營運。彼於1998年1月加入本集團擔任視覺工程師。

You先生於1998年2月自馬來西亞Kolej Damansara Utama (現稱KDU Penang University College) 取得電腦學高級文憑。彼其後於2009年3月透過遠程教育課程取得澳洲南澳大學的工商管理碩士學位。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board recognises the importance of good corporate governance and the need to ensure that it is observed and practised throughout the Group. The Group strives to attain and maintain good corporate governance practices and is committed to achieving high standard of corporate governance and business ethics to safeguard the interests of shareholders of the Company and to enhance corporate value and accountability.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the Corporate Governance Code (the “CG Code”) contained in Appendix C1 of the Rules governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). During the year and up to the date of this annual report, the Company has complied with all the applicable provisions of the CG Code. Other than disclosed below, the Company reviews its corporate governance practices regularly to ensure compliance with the CG Code.

COMPANY’S CULTURE

The Group is committed to ensuring that its affairs are conducted in accordance with its corporate and governance culture and values of integrity, excellence, teamwork and high ethical standards, which form the foundation for long term business, economic success and sustainable growth of the Group. A strong culture enables the Company to deliver long-term sustainable performance and fulfil its role as a responsible corporate citizen. The Company is committed to developing a positive and progressive culture that is built on its Vision, Mission and Values, which are set out on page 1 of this annual report.

The Board provides guidance to management by communicating the purpose, values and strategic direction of the Group and play an important role in establishing and instilling corporate culture and expects and requires all employees to reinforce. All of our new employees are required to attend orientation and training programs so that they may better understand our corporate culture, structure and policies, learn relevant laws and regulations, and raise their quality awareness. In addition, from time to time, the Company will invite external experts to provide training to our management personnel to improve their relevant knowledge and management skills. The Group promotes and fosters a conducive working environment such as open communication policy in order for the employees to stay motivated, and engagement among various teams, levels and departments. The Group’s employees are encouraged to be innovative to help foster interesting working environment.

The Board considers that the corporate culture and the purpose, values and strategy of the Group are aligned.

董事會認同良好企業管治的重要性，以及有必要確保在本集團內貫徹遵守與執行。本集團致力於達到並維持良好的企業管治常規，並且承諾會達到高標準的企業管治及業務操守，以此保障本公司股東的利益以及提升企業價格與誠信。

企業管治常規

本公司一直採納聯交所證券上市規則（「上市規則」）附錄C1所載的企業管治守則（「企管守則」）。於年內及直至本年報日期止期間，本公司一直遵守企管守則的全部適用條文。除下文披露者外，本公司定期檢討其企業管治常規，藉此確保遵守企管守則。

本公司文化

本集團致力於確保其事務乃根據其企業及管治文化以及誠信、卓越、團隊合作及高道德標準的價值進行，此構成本集團長期業務、經濟成功及可持續發展的基礎。強大的文化令本公司能夠帶來長期可持續的表現，並履行其作為負責任的企業公民的角色。本公司致力發展積極進取的文化，該文化建基於本年報第1頁所載的願景、使命及價值。

董事會向管理層提供指引，傳達本集團的宗旨、價值觀及戰略方向，並在建立及指導企業文化方面發揮重要作用，亦期望及要求全體員工鞏固企業文化。我們所有新員工都必須參與入職及培訓計劃，以令彼等更了解我們的企業文化、結構及政策、學習相關法律法規，並提高他們的質量意識。此外，本公司將不時邀請外部專家對我們的管理人員進行培訓，以提高他們的相關知識及管理技能。本集團提倡及營造良好工作環境，例如開放的溝通政策，以令員工保持積極，以及令各團隊、層級及部門之間保持互動。本集團鼓勵員工創新，以協助營造有趣的工作環境。

董事會認為企業文化與本集團的宗旨、價值及策略一致。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

Board composition

The Board is structured with a view to ensuring it is of a high calibre and has a balance of key skills and knowledge so that it works effectively as a team with no individual or group dominating the decision-making.

As at the date of this annual report, the Board comprises two executive Directors, one non-executive Director and three independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors:

Chuah Choon Bin (*Chairman*)

Gan Pei Joo

Non-executive Director

Leng Kean Yong

Independent non-executive Directors

Chuah Jin Chong

Chan May May

Sim Seng Loong @ Tai Seng

Biographical details of the Directors are set out in the section headed "Directors and Senior Management" of this annual report. None of the members of Board is related to one another, save and except that Ms. Gan Pei Joo, the executive Director, is the sister-in-law of Mr. Chuah Choon Bin, the chairman and executive Director.

董事會

董事會成員

董事會的架構確保其具有出眾的才能，並對各主要範疇的技能與知識取得平衡，使其有效地以團隊方式運作，個別人士或小組不可獨攬決策。

於本年報日期，董事會包括兩名執行董事、一名非執行董事及三名獨立非執行董事。彼等按組別劃分的詳情如下：

執行董事：

Chuah Choon Bin (*主席*)

Gan Pei Joo

非執行董事

Leng Kean Yong

獨立非執行董事

蔡仁鐘

陳美美

Sim Seng Loong @ Tai Seng

各董事的履歷載於本年報「董事及高級管理層」一節。除執行董事Gan Pei Joo女士為主席兼執行董事Chuah Choon Bin先生的姻親外，董事會成員彼此之間概無關連。

CORPORATE GOVERNANCE REPORT

企業管治報告

Roles and responsibilities of the Board

The Board is responsible for guiding and monitoring the Company and oversees the Group's businesses, strategic decisions, its purposes and values and performance, and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board delegates the day-to-day management of the business to the executive Directors and the management team. However, certain functions are specifically reserved for the Board which include the following:

- in conjunction with management, establishing a vision and strategies for the Group;
- approving the Group's annual business plan and budget;
- approving specific items of material capital expenditure, major acquisitions, investments and disinvestments;
- appointing Directors to the Board;
- approving any significant changes to accounting policies;
- approving public announcements, including financial statements;
- approving any interim dividends and recommending any final dividends to Shareholders;
- approving all circulars, statements and corresponding documents sent to Shareholders;
- approving the terms of reference and membership of Board Committees;
- approving Company policies which may be developed from time to time;
- providing leadership and strategic directions for the Group;
- overseeing the proper conduct of the business;

董事會的職責及責任

董事會的職責為領導及監察本公司及監督本集團的業務、策略性決定、其宗旨及價值以及表現，並共同負責指導及監督本公司事務，以促使其達致成功。董事會向執行董事及管理團隊指派日常業務管理工作。然而，若干職能特別保留予董事會處理，包括以下各項：

- 聯同管理層為本集團制定願景及策略；
- 批准本集團的年度業務計劃及預算；
- 批准重大資本開支、重大收購、投資及撤資的具體項目；
- 委任董事加入董事會；
- 批准會計政策的任何重大變動；
- 批准公開刊發的公告，包括財務報表；
- 批准向股東派發任何中期股息及建議任何末期股息；
- 批准向股東寄發的所有通函、報表及相應文件；
- 批准董事委員會的職權範圍及當中成員；
- 批准本公司不時可能建立的政策；
- 為本集團提供領導及策略方針；
- 監督正當的業務操守；

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- ensuring prudent and effective controls and risk management system; and
- overseeing the development and implementation of shareholder communication policy.
- 確保審慎有效的監控及風險管理系統；及
- 監督股東通訊政策的建立與實施。

Chairman and Chief Executive

The CG Code provision C.2.1 requires that the roles of chairman and chief executive be separate and not performed by the same individual to ensure there is a clear division of responsibilities between the running of the Board and the executives who manage the business.

Mr. Chuah Choon Bin who is the chairman of the Board of the Company, provides leadership and is responsible for ensuring that the Board is functioning properly with good corporate governance practices and procedures. The Chairman also ensures that Board discussions are conducted in a manner that all views are taken into account before a decision is made.

The Company currently has not appointed any chief executive. The day-to-day management of business has been properly delegated to different individuals by the Board.

Ms. Gan Pei Joo, being the executive Director, is responsible for the overall management, corporate affairs, finance and control functions and budgeting of the Company. With the support of the senior management, the executive Directors have the general responsibility for day-to-day management of the Group's business, implementation of the policies of the Board and making operational decisions. The Board is regularly provided with adequate, complete and reliable information of the Company in a timely manner, which includes but not limited to, the recent development and prospects of the Group. Therefore, the Board considers that there is sufficient balance of power and authority between the Board and the management of the Company, and that power is not concentrated in the hands of any one individual.

主席及行政總裁

企管守則C.2.1條規定主席與行政總裁的角色應有區分，不應由同一人兼任，以確保管理董事會的人士與營運業務的行政人員的職責清楚區分。

Chuah Choon Bin先生為本公司董事會主席，負責領導並確保董事會依照良好的企業管治常規與程序妥善地運作。主席同時確保董事會的討論在達成決策之前已考慮到所有意見。

本公司現時並無委任任何行政總裁，而董事會已將日常管理業務妥善地指派予不同的個別人員。

執行董事Gan Pei Joo女士負責本公司整體管理、企業事務、財務、監控職能及預算。在高級管理層支持下，執行董事一般負責本集團的日常業務管理、推行董事會的政策及作出營運決策。董事會定期向本公司提供及時而充足、完備並可靠的資訊，包括但不限於本集團的近期發展與前景。因此，董事會認為董事會與本公司管理層之間已取得足夠的權力與權限平衡，並無將權力集中於任何一名個別人員身上。

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Non-executive Director and independent non-executive Directors

The role of the non-executive Director is to bring independent and objective judgment to the Board which mitigates risks arising from conflict of interest or undue influence from interested parties and protects the interest of minority shareholders. The Board recognises that it is important to periodically assess whether a Director who is designated as independent continues to satisfy such designation. Towards this end, an assessment of independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules is carried out on each of the independent non-executive Directors annually by every other member of the Board.

After the assessment, all independent non-executive Directors fulfil the independence requirements set out in Rule 3.13 of the Listing Rules. Meanwhile, the Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. As such, the Company considers all independent non-executive Directors to be independent. In compliance with Rule 3.13 of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board.

The non-executive Director and independent non-executive Directors have signed respectively, a letter of appointment with the Company for a term of three years. The term of appointment of each Director is subject to retirement by rotation and re-election at annual general meeting ("AGM") in accordance with the Articles of Association of the Company (the "Articles of Association") and the Listing Rules.

In 2023 and up to the date of this annual report, the Company does not grant nor have any plan to issue any equity-based remuneration with performance-related elements to all the independent non-executive directors.

非執行董事及獨立非執行董事

非執行董事的職責為向董事會提供獨立而客觀的判斷，減輕因各利益相關方的利益衝突或過度影響而產生的風險，以及保障少數股東的利益。董事會認同，定期評估指定為獨立的董事是否繼續符合其獲指派獨立身份乃屬重要。為此，董事會各其他成員每年會按照上市規則第3.13條載列的獨立性指引，評估各獨立非執行董事的獨立性。

經評估後，全體獨立非執行董事均已符合上市規則第3.13條的獨立性要求。與此同時，本公司已收到各獨立非執行董事按照上市規則第3.13條載列的獨立性指引就其獨立性發出的年度書面確認。因此，本公司認為全體獨立非執行董事均屬於獨立人士。本公司已遵照上市規則第3.13條，委任三名獨立非執行董事，佔董事會超過三分之一人數。

非執行董事及獨立非執行董事已分別與本公司簽署委聘函，為期三年。根據本公司的組織章程細則（「組織章程細則」）及上市規則，各董事的委任期須予輪席告退，並於股東週年大會（「股東週年大會」）上重選連任。

於2023年及截至本年報日期，本公司並無向全體獨立非執行董事授予且無計劃發任何與表現掛鈎的股權薪酬。

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Tenure of independent non-executive Directors

The CG Code provision B.2.4 requires that if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by the shareholders. The accompanying explanatory note to such resolution should explain why the Board (or the Company's nomination committee (the "Nomination Committee")) believes that the director is still independent and should be re-elected. In addition, the Company is required to disclose the length of tenure of all the independent non-executive Directors who have served more than nine years on the Board or appoint a new independent non-executive Director at the forthcoming AGM.

The independence of a Director is assessed at least annually which includes the tenure of the said independent Director. In the event where the tenure of an independent non-executive director is close to nine years, the Board through the Nomination Committee would assess several factors to determine the independence of the non-executive Director, failing which the Nomination Committee shall re-designate the non-executive Director to be non-independent. The Board may also consider identifying a suitable candidate to fill up the role of independent non-executive Director to the Board. As of the date of this annual report, the tenure of all the independent non-executive Directors have not exceeded nine years.

In addition to the tenure of service, the Board also considers various factors to considerably determine the independence of a director.

獨立非執行董事任期

企業管治守則第B.2.4條規定，倘獨立非執行董事已任職超過九年，則該董事的進一步任命應以單獨決議案獲得股東批准。該決議案所附的解釋說明應解釋董事會（或公司提名委員會（「提名委員會」））認為該董事仍然獨立並應重選連任的理由。此外，本公司須披露所有在董事會任職超過九年的獨立非執行董事的任期或在應屆股東週年大會上委任新的獨立非執行董事。

董事的獨立性會至少每年評估一次，包括上述獨立董事的任期。倘獨立非執行董事的任期接近九年，則董事會將透過提名委員會評估若干因素以確定非執行董事的獨立性，否則提名委員會會將非執行董事調任為非獨立董事。董事會亦可考慮物色合適人選以填補董事會內的獨立非執行董事職位。截至本年報日期，全體獨立非執行董事的任期均不超過九年。

除服務任期外，董事會亦會考慮在很大程度上釐定董事獨立性的各種因素。

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Board diversity policy

The Board has adopted a board diversity policy (the “Board Diversity Policy”). The Company recognises and embraces the importance and benefit of having a diverse Board that possesses a balance of skill, experience, expertise and diversity of perspectives appropriate to the requirements of the Company’s business and its subsidiaries. The Company believes that board diversity enhances decision-making capability and also the overall effectiveness of the Board in achieving sustainable business operation. The Board shall also review the implementation and effectiveness of the Board Diversity Policy on an annual basis, and the nomination and appointments of its members shall be made on merit basis.

In accordance with the Board Diversity Policy, the Company has set below measurable objectives:

- Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company’s business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. In particular, when identifying potential candidates to the Board, the Nomination Committee and the Board will, among others, consider the current level of representation of different genders on the Board when making recommendations for nominees as well as succession planning to the Board and senior management.
- The Nomination Committee will discuss and where necessary, agree annually on the measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company’s business growth.
- The ultimate decision will be based on merit against objective criteria and contribution that the selected candidates will bring to the Board, taking into account the corporate strategy and business operations of the Company.

董事會多元化政策

董事會已採納董事會多元化政策（「董事會多元化政策」）。本公司認同並深信董事會成員多元化在技能、經驗、專長及視角的多元化各方面達致適當的平衡對本公司業務及其附屬公司行之有效的重要性及裨益。本公司相信，董事會成員多元化可提高決策能力，亦能提高董事會在實現可持續業務營運方面的整體效果。董事會亦會每年檢討董事會多元化政策的實施情況及成效，其成員的提名及委任應以用人唯才為原則。

根據董事會多元化政策，本公司已制定以下可計量目標：

- 甄選董事會候選人將以一系列多元化範疇為基準，並參考本公司的業務模式及特定需要，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗與專業經驗。尤其是，在物色董事會的潛在人選時，提名委員會及董事會（其中包括）在向董事會及高級管理層推薦被提名人以及繼任計劃時，會考慮董事會中不同性別的目前代表水平。
- 提名委員會會每年討論並（在必要時）就實現董事會多元化的可計量目標達成共識，並向董事會建議以供採納。本公司旨在維持與本公司業務增長相關的董事會多元化觀點的適當平衡。
- 最終決定將基於客觀標準的優點和選定候選人將為董事會帶來的貢獻，同時考慮到本公司的企業策略及業務營運。

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- The Board is also committed to having a Board consisting of more than one gender. The Board should consist of at least one Director of a different gender who genuinely possesses the necessary skills, experience and calibre appropriate to the Company's business.
- The Board aims to ensure that there is at least one Director of a different gender on the Board and that this is maintained in accordance with the Listing Rules.
- The Board will ensure that an appropriate balance of gender diversity is achieved with reference to international best practices, with the ultimate goal of bringing the Board to gender equality. To achieve and/or maintain gender diversity, the Nomination Committee will propose a pipeline of potential successors to the Board to achieve gender diversity.
- 董事會亦致力於擁有一個由不止一種性別組成的董事會。董事會應至少包括一名真正擁有適合本公司業務的必要技能、經驗及才能的不同性別董事。
- 董事會旨在確保董事會中至少有一名不同性別的董事，並根據上市規則予以維持。
- 董事會將參考國際最佳常規，確保實現性別多元化的適當平衡，最終目的是使董事會達到性別平等。為實現及／或維持性別多元化，提名委員會會向董事會建議若干潛在繼任人，以實現性別多元化。

In 2023 and as at the date of this annual report, the Board comprises six Directors, two of which are female. The Board targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender parity. The following table further illustrates the diversity of the Board members as of the date of this annual report.

於2023年及於本年報日期，董事會由六位董事組成，其中兩位為女性。董事會的目標為至少保持目前的女性代表水平，最終目標為實現性別平等。下表進一步說明截至本年報日期董事會成員的多元化。

Name of Directors 董事姓名	Gender 性別	Age Group 年齡組別			Educational Background and Professional Experience 教育背景及專業經驗			
		40-49 40至49歲	50-59 50至59歲	60-69 60至69歲	Engineering 工程	Law 法律	Accountancy and Finance 會計及金融	Medicine 醫學
Chuah Choon Bin Chuah Choon Bin	Male 男性			✓	✓			
Gan Pei Joo Gan Pei Joo	Female 女性	✓					✓	
Leng Kean Yong Leng Kean Yong	Male 男性	✓					✓	
Sim Seng Loong @Tai Seng Sim Seng Loong @Tai Seng	Male 男性		✓				✓	
Chuah Jin Chong 蔡仁鐘	Male 男性			✓				✓
Chan May May 陳美美	Female 女性		✓			✓		

During the year, the Board has reviewed the implementation and the effectiveness of Board Diversity Policy, and is of the opinion that each of the Board members possessed different educational background and professional experience including engineering, law, accountancy and finance and medicine. The Board is satisfied that it is characterised by significant diversity in terms of gender, age, educational background and professional experience.

年內，董事會已檢討董事會多元化政策的實施情況及成效，並認為每位董事會成員均擁有不同的教育背景及專業經驗，包括工程、法律、會計及金融以及醫學。董事會信納在性別、年齡、教育背景及專業經驗方面表現出豐富的多元性。

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Workforce diversity

The Board recognises and embraces the benefits of having a diverse workforce (the “Workforce”) of the Group to enhance the quality of its performance. As such, the Board has adopted a workforce diversity policy (the “Workforce Diversity Policy”).

With a view to achieving a sustainable and balanced development, the Group sees increasing diversity at the Workforce as an essential element in supporting the attainment of its strategic objectives and its sustainable development. To achieve diversity on the Workforce of the Group, selection of the employee candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

The Group will endeavour to identify and implement programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees or individuals and that, over time, their skills will prepare them for senior management and/or board positions.

The gender ratio (female-to-male composition) in the workforce (including senior management) for the year ended 31 December 2023 is 18.5% to 81.5%. For further details of gender ratio, please refer to the disclosure in the ESG report of the Company.

員工多元化

董事會了解並欣然接受本集團擁有多元化員工（「員工」）以提高其表現質量的裨益。因此，董事會已採納員工多元化政策（「員工多元化政策」）。

為達致可持續及均衡發展，本集團視員工日益多元化為支持實現其策略目標及可持續發展的重要因素。為實現本集團員工多元化，員工候選人會參考本公司的業務模式及具體需要，並根據一系列多元化觀點選擇，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗及專業經驗。

本集團會努力物色並實施有助於培養更廣泛、更多元化技能及經驗豐富員工或個人的計劃，令彼等的技能隨時間為高級管理層及／或董事會職位做好準備。

截至2023年12月31日止年度，員工（包括高級管理層）的性別比例（女性對男性的構成）為18.5%及81.5%。有關性別比例的進一步詳情，請參閱本公司ESG報告的披露資料。

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Policy on obtaining independent views and input

The Board has adopted the policy on obtaining independent views and input (the “Board Independence Policy”), which demonstrates the Company’s commitment to high standards of corporate governance and making good governance integral to the Company’s culture.

According to the Board Independence Policy, the Chairman of the Board has a responsibility to provide the Board with all the information that is relevant to the discharge of the Board’s responsibilities. The Board therefore, expects to receive timely advice on all material information about the activities, performance and projects of the Group, particularly including any significant variances from a planned course of action.

The Board, Board committees or individual Directors may seek such independent professional advice, views and input as considered necessary to fulfil their responsibilities and in exercising independent judgement when making decisions in furtherance of their Directors’ duties at the Company’s expense (the “Mechanism”). The Mechanism is established to ensure independent views and input are available to the Board and should be disclosed in the Corporate Governance Report of the Company.

In the event that independent professional advice, views and input are considered necessary, the Board shall first communicate with the company secretary of the Company (the “Company Secretary”) and provide background and details of the relevant matters which require independent views and input. The Board may direct any questions, queries, concerns or specific advice to be sought to the Company Secretary or elect anyone in charge who will then contact the Company’s professional advisers within a reasonable period of time. Any advice received from professional advisers shall be received in written form and duly documented. The Board is expected to exercise independent judgement in forming their decisions from professional advice given.

取得獨立意見及觀點的政策

董事會已採納取得獨立意見及觀點的政策（「董事會獨立性政策」），顯示本公司致力於高水平的公司治理，並將良好治理融入本公司文化。

根據董事會獨立政策，董事會主席有責任向董事會提供與履行董事會職責相關的所有資料。因此，董事會預期及時收到有關本集團活動、表現及項目的所有重要資料的建議，尤其是包括與計劃行動方案之間的任何重大差異。

董事會、董事委員會或個別董事可尋求其視為必要的有關獨立專業建議、意見及觀點以履行其職責，並在作出決定以履行其董事職責時作出獨立判斷，費用由本公司承擔（「該機制」）。該機制旨在確保董事會能夠取得獨立意見及觀點，並應於本公司的企業管治報告中披露。

倘獨立專業建議、意見及觀點被視為屬必要，董事會應首先與本公司的公司秘書（「公司秘書」）溝通，並提供需要獨立意見及觀點的相關事宜背景及詳情。董事會可將任何疑問、查詢、疑慮或具體建議轉交公司秘書或選出任何負責人在合理時間內聯繫本公司專業顧問。從專業顧問處收到的任何建議均應以書面形式接收並妥善記錄。董事會應根據獲提供的專業意見行使獨立判斷以作出決定。

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The Board also has access to senior management which will be brought into formal and informal contact at the Board meetings or other corporate events. The Board has full access to all information provided by the senior management.

The Board has reviewed and considered the implementation of the Board Independence Policy and Mechanism to be effective during the year.

Board committee

The Board has established three committees, namely the audit committee (the “Audit Committee”), remuneration committee (the “Remuneration Committee”) and Nomination Committee on 19 December 2017, to oversee particular aspects of the Group’s affairs. Each of the three committees has sufficient resources and its specific terms of reference that are approved by the Board, relating to its responsibilities, duties, powers and functions, which are posted to the Stock Exchange’s website and the Company’s website.

The Board committees will regularly report to the Board on decisions or recommendations made.

Audit committee

The Company has established the Audit Committee pursuant to a resolution of the Board passed on 19 December 2017 with written terms of reference in compliance with the CG Code and Rules 3.21 of the Listing Rules. The Audit Committee is primarily responsible for (i) reviewing and monitoring the financial reporting, risk management and internal control systems of the Company, (ii) making recommendations to the Board on the appointment and removal of external auditors; (iii) performing the Company’s corporate governance functions; and (iv) to monitor continuing connected transactions (if any).

The Audit Committee currently consists of the non-executive Director, namely Mr. Leng Kean Yong and two independent non-executive Directors, namely Mr. Sim Seng Loong @ Tai Seng and Ms. Chan May May. Mr. Sim Seng Loong @ Tai Seng who is the chairman of the Audit Committee holds the appropriate professional qualifications as required under Rules 3.10(2) of the Listing Rules.

董事會亦可接觸高級管理層，彼等會於董事會會議或其他公司活動中進行正式及非正式接觸。董事會可完全存取高級管理層提供的所有資料。

董事會已檢討並認為董事會獨立性政策及該機制的實施在年內有效。

董事委員會

董事會已於2017年12月19日成立三個委員會，分別為審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會，負責監督本集團特定範疇的事務。三個委員會各自備有充足資源，而其經由董事會批准的具體職權範圍（有關其責任、職責、權力及職能）已刊登於聯交所網站及本公司網站。

董事委員會將定期向董事會匯報其決策或建議。

審核委員會

本公司已根據於2017年12月19日通過的董事會決議案成立審核委員會，並且遵照企管守則及上市規則第3.21條訂定書面職權範圍。審核委員會主要負責(i)檢討及監察本公司的財務申報、風險管理及內部監控系統；(ii)就外聘核數師的委任及罷免向董事會提出建議；(iii)履行本公司的企業管治職能；及(iv)監察持續關連交易（如有）。

審核委員會目前包括非執行董事Leng Kean Yong先生，以及兩名獨立非執行董事Sim Seng Loong @ Tai Seng先生及陳美美女士。Sim Seng Loong @ Tai Seng先生為審核委員會主席，持有上市規則第3.10(2)條規定的適當專業資格。

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Pursuant to the terms of reference of the Audit Committee, Audit Committee meeting shall be held at least twice every year or more frequently if circumstances require. During the year ended 31 December 2023, four Audit Committee meetings were held, among other things, to review and consider the followings:

- a) reviewed the quarterly, interim and annual financial results of the Company as well as its results announcement and subsequently presented the relevant reports to the Board for approval before its subsequent release to Stock Exchange's website and the Company's website;
- b) monitored the Group's financial controls, internal control and risk management systems;
- c) reviewed the effectiveness of the internal audit function of the Group;
- d) reviewed the external auditors' management letter and any material queries or issues raised by the auditor; and
- e) reviewed the remuneration, qualifications and independence of the external auditor.

根據審核委員會的職權範圍，審核委員會須每年舉行至少兩次會議，或如情況需要，則更頻密地舉行會議。於截至2023年12月31日止年度，審核委員會曾舉行四次會議，以審閱及考慮（其中包括）下列事項：

- a) 定期審閱本公司的季度、中期及年度財務業績及其業績公告，隨後於後期在聯交所網站及本公司網站發佈之前，呈交有關報告供董事會批准；
- b) 監察本集團的財務監控、內部監控及風險管理系統；
- c) 審閱本集團內部審核職能的成效；
- d) 審閱外聘核數師的管理層函件，以及核數師提出的任何重大質詢或問題；及
- e) 審閱外聘核數師的酬金、資格及獨立性。

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Remuneration committee

The Company has established the Remuneration Committee pursuant to a resolution of the Board passed on 19 December 2017 with written terms of reference in compliance with the CG Code. The primary duties of the Remuneration Committee are (i) to review and make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration; (ii) to review the Group's policy on expense reimbursements for the Directors and senior management; (iii) to make recommendations to the Board on the remuneration of non-executive Directors; and (iv) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

The Remuneration Committee currently consists of one non-executive Director, Mr. Leng Kean Yong, and two independent non-executive Directors, namely Mr. Sim Seng Loong @ Tai Seng (*Chairman*) and Dr. Chuah Jin Chong.

Pursuant to the terms of reference of the Remuneration Committee, Remuneration Committee meeting shall be held at least once every year. During the year ended 31 December 2023, one Remuneration Committee meeting was held. The following is a summary of work performed by the Remuneration Committee during the year:

- i. review and make recommendation to the Board regarding the remuneration packages of Directors and senior management;
- ii. review and make recommendation to the Board the Company's policy for the remuneration of Directors and senior management;
- iii. review and make recommendation to the Board the proposed grant of award shares. While considering the grant of award shares, the Remuneration Committee had evaluated the remuneration of the grantees in comparable market peer and the value of grant to the grantees. After considering those factors, the Remuneration Committee recommended the proposed grant of award shares to the grantees to the Board for approval to recognise and appreciate the grantees' contributions and commitment to the Group which align with the purpose of the share award scheme of the Company.

薪酬委員會

本公司已根據於2017年12月19日通過的董事會決議案成立薪酬委員會，並且遵照企管守則訂定書面職權範圍。薪酬委員會的主要職責為(i)就本公司有關全體董事及高級管理層的薪酬政策及架構進行檢討及向董事會提出建議；(ii)檢討本集團的董事及高級管理層報銷開支政策；(iii)就非執行董事的薪酬向董事會提出建議；及(iv)考慮同類公司支付的薪金，須付出的時間及職責，以及本集團內其他職位的僱用條件。

薪酬委員會目前包括一名非執行董事Leng Kean Yong先生，以及兩名獨立非執行董事Sim Seng Loong @ Tai Seng先生(主席)及蔡仁鐘博士。

根據薪酬委員會的職權範圍，薪酬委員會須每年舉行至少一次會議。於截至2023年12月31日止年度，薪酬委員會曾舉行一次會議。以下為薪酬委員會於年內進行的工作概要：

- i. 就董事及高級管理層的薪酬待遇進行檢討及向董事會提出建議；
- ii. 就本公司的董事及高級管理層薪酬政策進行檢討及向董事會提出建議；
- iii. 就建議授出獎勵股份進行檢討及向董事會提出建議。在考慮授予獎勵股份時，薪酬委員會已評估承授人在可資比較市場同行中的薪酬以及授予承授人的價值。考慮該等因素後，薪酬委員會建議董事會批准向承授人授出獎勵股份的建議，以認可及讚賞承授人對本集團的貢獻及承擔，其符合本公司股份獎勵計劃的宗旨。

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Details of the Directors' remuneration for the year are set out in Note 11 to the consolidated financial statements. The remuneration of the senior management of the Group by band for the year ended 31 December 2023 is set out below:

董事於年內的薪酬詳情載於綜合財務報表附註11。本集團高級管理層於截至2023年12月31日止年度的薪酬按等級劃分如下：

Remuneration bands	薪酬等級	Number of senior management 高級管理人員數目
HK\$1,000,001 to HK\$1,600,000	1,000,001港元至1,600,000港元	3
HK\$0 to HK\$1,000,000	零港元至1,000,000港元	2
		5

Directors' remuneration policy

The remuneration policy for the Directors are the emoluments of the Directors be determined by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

董事薪酬政策

董事的薪酬政策為薪酬委員會根據本集團的經營業績、個人表現及可資比較市場統計數據釐定的董事薪酬。

Share Award Scheme

The Company adopted a share award scheme (the "Scheme") in which the Group's employees will be entitled to participate, on the Adoption Date.

股份獎勵計劃

於採納日期，本公司採納一項股份獎勵計劃（「該計劃」），本集團的僱員將有權參與該計劃。

The purpose of the Scheme is to recognise the contributions by certain employees and to incentivise them to achieve the Group's long-term business goals and objectives. The Scheme also serves as part of the Group's employee retention program in retaining its existing employees and to attract suitable personnel for further development of the Group.

該計劃的目的是表彰若干僱員的貢獻，並激勵彼等實現本集團的長期業務目標。該計劃亦作為本集團僱員保留計劃的一部分，以挽留其現時的僱員並吸引合適的人員以推動本集團的進一步發展。

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The Scheme shall be subject to the administration of the Board and the trustee in accordance with the scheme rules and the trust deed of the Scheme. Subject to any early termination as may be determined by the Board, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date. As at the date of this report, the remaining life of the Scheme was approximately six years.

The maximum number of shares to be subscribed for and/or purchased by the trustee by applying the trust fund of the Scheme for each calendar year for the purpose of the Scheme shall not exceed 5% of the total number of issued shares of the Company (the "Shares") as at the beginning of such calendar year. The Directors shall not instruct the trustee to subscribe and/or purchase any shares for the purpose of the Scheme when such subscription and/or purchase will result in the said limit being exceeded. The maximum number of shares which may be awarded to a selected employee under the Scheme shall not exceed 1% of the total number of issued Shares from time to time.

On the basis of a total of 1,600,000,000 Shares in issue as at the Adoption Date, the maximum number of Shares permitted to be issued under the Scheme is 80,000,000 Shares (120,000,000 Shares after adjusted to reflect the bonus issue of Shares in 2021), which represents approximately (but not more than) 5% of the total issued Shares as at the Adoption Date. The maximum number of Shares which may be awarded to individual selected employee under the Scheme shall not exceed 1% of the total number of issued Shares from time to time.

該計劃將由董事會及受託人按照計劃規則及該計劃的信託契約實施管理。除董事會可能釐定的任何提早終止外，該計劃將維持有效及有效期為10年，並自採納日期起生效。於本報告日期，該計劃的餘下年期約為六年。

受託人就該計劃於透過在各曆年動用該計劃信託基金將予認購及／或購買的股份數目上限，且不得超過於該曆年初的本公司已發行股份（「股份」）總數的5%。倘有關認購及／或購買將導致超出上述限額，則本公司董事不得指示受託人就該計劃認購及／或購買任何股份。該計劃項下選定僱員可獲獎勵之股份數目上限不得超過不時已發行股份總數的1%。

按採納日期的已發行股份總數1,600,000,000股計算，該計劃項下允許發行的最高股份數量為80,000,000股獎勵股份（經2021年紅股發行調整後為120,000,000股股份），佔（但不超過）於採納日期的已發行股份總數約5%。根據該計劃可授予個別選定僱員的最高股份數目不得超過不時已發行股份總數的1%。

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Details of the award shares granted

On 1 July 2023, the Board approved the grant of an aggregate 16,127,000 award shares (the “2023 Award Shares”) (amounting to approximately 0.67% of total issued Shares) to selected employees (the “2023 Grantees”) in accordance with the terms of the Scheme as at date of this report. The 2023 Grantees are not required to make any payment in respect of the 2023 Award Shares.

Among the 2023 Award Shares, 300,000 Award Shares were granted to Ms. Gan Pei Joo, the Executive Director. Shares will be satisfied, upon the satisfaction or waiver (as the case may be) of all the relevant vesting conditions, by existing Shares to be acquired by the trustee through on-market purchases. The trustee purchased 20,514,000 Shares during 2023.

As at 1 January 2023, there were 84,897,000 award shares available for grant under the Scheme. During 2023, 16,127,000 award shares were granted, and accordingly as at 31 December 2023, there were 68,770,000 share awards available for grant under the Scheme. No Grantees have been granted award shares exceeding 1% of the total issued Shares. A total of 329,338 award shares were cancelled, forfeited, expired or lapsed during the year ended 31 December 2023.

The number of Shares that may be issued in respect of award shares granted under the Scheme during the year ended 31 December 2023 divided by the weighted average number of the Shares in issue for the year ended 31 December 2023 is nil as the award shares are satisfied by on-market purchase of existing Shares.

已授出獎勵股份詳情

於2023年7月1日，董事會批准根據於本報告日期的計劃條款向選定員工（「2023年承授人」）授予合共16,127,000股獎勵股份（「2023年獎勵股份」）（佔已發行股份總數約0.67%）。2023年承授人毋須就2023年獎勵股份支付任何款項。

在2023年獎勵股份中，300,000股獎勵股份已授予執行董事Gan Pei Joo女士。在達成或豁免（視乎情況而定）所有相關歸屬條件後，股份將由受託人透過場內購買收購的現有股份支付。受託人於2023年購買20,514,000股股份。

截至2023年1月1日，根據該計劃可授予84,897,000股獎勵股份。於2023年，已授出16,127,000股獎勵股份，因此於2023年12月31日，根據該計劃可授予的獎勵股份為68,770,000股。概無承授人獲授予超過已發行股份總數1%的獎勵股份。截至2023年12月31日止年度，合共329,338股獎勵股份已被註銷、沒收、到期或失效。

截至2023年12月31日止年度，就根據該計劃授出的獎勵股份可發行的股份數目除以截至2023年12月31日止年度已發行股份的加權平均數為零，乃由於獎勵股份乃以場內購買現有股份的方式支付。

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Details of outstanding award shares during the year ended 31 December 2023 is as follows:

截至2023年12月31日止年度的已發行獎勵股份詳情如下：

Name of grantees of Award Shares	Date of Grant	Vesting Period	Purchase Price	Unvested award shares as at 1 January 2023	Granted during 2023	Vested during 2023	Cancelled/lapsed during 2023	Unvested award shares as at 31 December 2023	Closing price of Shares immediately before the grant during the year (HK\$)	Fair value of awards at the date of grant during the year and the accounting standard and policy adopted (HK\$)	Weighted average closing price of the Share immediately before the date of the vesting during the year (HK\$)
獎勵股份承授人姓名	授予日期	歸屬期	購買價	於2023年1月1日未歸屬的獎勵股份	於2023年授予	於2023年歸屬	於2023年註銷/失效	於2023年12月31日未歸屬的獎勵股份	年內緊接授予前的股份收市價(港元)	於授予日期的公平值及所採納的會計準則及政策(港元)	年內緊接歸屬日期前股份的加權平均收市價(港元)
Gan Pei Joo (Executive Director)	4 January 2021	4 January 2021 to 3 January 2023 ^(Note 1)	Nil ^(Note 5)	75,000	-	75,000	-	-	-	-	0.7592
Gan Pei Joo (執行董事)	2021年1月4日	2021年1月4日至2023年1月3日 ^(附註1)	無 ^(附註5)								
	1 July 2022	1 July 2022 to 1 July 2024 ^(Note 2)	Nil ^(Note 5)	166,667	-	83,333	-	83,334	-	-	0.9965
	2022年7月1日	2022年7月1日至2024年7月1日 ^(附註2)	無 ^(附註5)								
	1 July 2023	1 July 2023 to 1 July 2025 ^(Note 3)	Nil ^(Note 5)	-	300,000	100,000	-	200,000	0.9800	0.9800	0.9965
	2023年7月1日	2023年7月1日至2025年7月1日 ^(附註3)	無 ^(附註5)								
Employees (in Aggregate)	4 January 2021	4 January 2021 to 3 January 2023 ^(Note 1)	Nil ^(Note 5)	4,660,694	-	4,659,527	1,167	-	-	-	0.7592
僱員 (總計)	2021年1月4日	2021年1月4日至2023年1月3日 ^(附註1)	無 ^(附註5)								
	1 July 2022	1 July 2022 to 1 July 2024 ^(Note 2)	Nil ^(Note 5)	10,999,321	-	5,317,682	328,171	5,353,468	-	-	0.9965
	2022年7月1日	2022年7月1日至2024年7月1日 ^(附註2)	無 ^(附註5)								
	1 July 2023	1 July 2023 to 1 July 2025 ^(Note 3)	Nil ^(Note 5)	-	15,827,000	5,275,637	-	10,551,363	0.9800	0.9800	0.9965
	2023年7月1日	2023年7月1日至2025年7月1日 ^(附註3)	無 ^(附註5)								

Notes:

附註：

- The granted shares vest on three equal annual basis and at the beginning of the vesting period with the first vesting date on 4 January 2021.
 - The granted shares vest on three equal annual basis and at the beginning of the vesting period with the first vesting date on 1 July 2022.
 - The granted shares vest on three equal annual basis and at the beginning of the vesting period with the first vesting date on 1 July 2023.
 - The fair values of the award shares granted during the year ended 31 December 2023 were determined based on the market value of the Shares at the respective grant dates.
 - Pursuant to the Scheme, no amount is payable on application or acceptance of the award shares and no purchase price is payable for the award shares awarded, which is determined by the Board in its absolute discretion.
- 已授予的股份按三年等額基準於歸屬期初歸屬，首個歸屬日期為2021年1月4日。
 - 已授予的股份按三年等額基準於歸屬期初歸屬，首個歸屬日期為2022年7月1日。
 - 已授予的股份按三年等額基準於歸屬期初歸屬，首個歸屬日期為2023年7月1日。
 - 截至2023年12月31日止年度已授予獎勵股份的公平值乃根據股份在各授出日期的市值釐定。
 - 根據該計劃，申請或接納獎勵股份毋須支付任何款項，而獎勵股份亦毋須支付任何購買價，此乃由董事會全權酌情釐定。

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Nomination committee

The Company has established the Nomination Committee pursuant to a resolution of the Board passed on 19 December 2017 with written terms of reference in compliance with the CG Code. The primary duties of the Nomination Committee are (i) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually; (ii) to identify individuals suitably qualified to become Board members; (iii) to assess the independence of independent non-executive Directors; (iv) to make recommendations to the Board on the appointment or re-appointment of Directors; and (v) to review the policy on Board diversity.

The Nomination Committee currently consists of all three independent non-executive Directors, namely Dr. Chuah Jin Chong (*Chairman*), Mr. Sim Seng Loong @ Tai Seng and Ms. Chan May May.

Pursuant to the terms of reference of the Nomination Committee, Nomination Committee meeting shall be held at least once every year. During the year ended 31 December 2023, one Nomination Committee meeting was held, among other things, to review and consider the followings:

- a) the retirement and re-nomination of directors for re-election at the forthcoming AGM of the Company;
- b) the independence of the independent non-executive directors;
- c) the Board structure, size, composition and board diversity (including skills, knowledge and experience etc.); and
- d) the effectiveness of the Board Diversity Policy and the Directors' nomination policy of the Company.

提名委員會

本公司已根據於2017年12月19日通過的董事會決議案成立提名委員會，並且遵照企管守則訂定書面職權範圍。提名委員會的主要職責為(i)至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及多元化方面);(ii)物色具備合適資格可擔任董事的人士;(iii)評核獨立非執行董事的獨立性;(iv)就董事委任或重新委任向董事會提出建議;及(v)檢討董事會多元化政策。

提名委員會目前包括全體三名獨立非執行董事蔡仁鐘博士(主席)、Sim Seng Loong @ Tai Seng先生及陳美美女士。

根據提名委員會的職權範圍，提名委員會須每年舉行至少一次會議。於截至2023年12月31日止年度，提名委員會曾舉行一次會議，以檢討及考慮(其中包括)下列事項：

- a) 於本公司應屆股東週年大會上的董事退任及重新提名以作重選；
- b) 獨立非執行董事的獨立性；
- c) 董事會的架構、人數、組成及董事會多元化(包括技能、知識及經驗等方面)；及
- d) 董事會多元化政策及本公司的董事提名政策的效用。

CORPORATE GOVERNANCE REPORT

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Nomination policy

The Board has adopted a nomination policy which set out the criteria and process in the nomination and appointment of Directors. The policy stipulates the key selection criteria of the Company for the nomination of Directors as set out below:

- a) character and integrity;
- b) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- c) willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
- d) requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- e) the Company's Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board;
- f) such other perspectives appropriate to the Company's business and succession planning and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning; and
- g) to ensure that there is at least one Director of a different gender on the Board and that this is maintained in accordance with the Listing Rules.

The Board has the relevant procedures for Directors' nomination which are pursuant to Listing Rules and the Articles of Association. The details are set out in the section headed "Appointment and re-election of Directors" in this annual report.

提名政策

董事會已採納提名政策，當中述明提名及委任董事的標準及程序。該政策訂明本公司有關提名董事的關鍵選擇標準如下：

- a) 品質及誠信；
- b) 資格（包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗）；
- c) 願意投入足夠時間履行作為董事會成員的職責及其他董事職責以及重大承擔；
- d) 上市規則要求董事會必須包含獨立董事的規定及根據上市規則所載的獨立指引候選人是否被視為獨立人士；
- e) 本公司董事會多元化政策及提名委員會為實現董事會成員多元化所採納的任何可計量目標；
- f) 適合本公司業務及繼任規劃的有關其他方面（及倘適用）可能會由董事會及／或提名委員會不時就提名董事及繼任規劃而採納及／或修改；及
- g) 確保董事會中至少有一名不同性別的董事，並根據上市規則予以維持。

董事會具有董事提名的相關程序，該等程序乃根據上市規則及組織章程細則制定。有關詳情載於本年報「委任及重選董事」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance Records of Meetings

會議出席記錄

The attendance of each Director at Board meetings, Audit Committee meeting, Remuneration Committee meeting, Nomination Committee meeting and general meeting during the year is set out in the following table:

各董事於年內出席董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會的情況載列於下表：

	Board Meeting 董事會會議	Audit Committee meeting 審核委員會會議	Remuneration Committee meeting 薪酬委員會會議	Nomination Committee meeting 提名委員會會議	General meeting 股東大會
Number of meetings held during the year 年內已舉行會議數目	4	4	1	1	1
Name of Directors 董事姓名	Number of meetings attended/Number of meetings entitled to attend 已出席會議數目/有權出席會議數目				
Executive Directors 執行董事					
Chuah Choon Bin (<i>Chairman</i>) Chuah Choon Bin (主席)	4/4	4/4 (<i>Note</i>) (附註)	1/1 (<i>Note</i>) (附註)	1/1 (<i>Note</i>) (附註)	1/1
Gan Pei Joo Gan Pei Joo	4/4	4/4 (<i>Note</i>) (附註)	1/1 (<i>Note</i>) (附註)	1/1 (<i>Note</i>) (附註)	1/1
Non-executive Director 非執行董事					
Leng Kean Yong Leng Kean Yong	4/4	4/4	1/1	1/1 (<i>Note</i>) (附註)	1/1
Independent non-executive Directors 獨立非執行董事					
Chuah Jin Chong 蔡仁鐘	4/4	4/4 (<i>Note</i>) (附註)	1/1	1/1	1/1
Chan May May 陳美美	4/4	4/4	1/1 (<i>Note</i>) (附註)	1/1	1/1
Sim Seng Loong @ Tai Seng Sim Seng Loong @ Tai Seng	4/4	4/4	1/1	1/1	1/1

Note: Attended committee meetings as a non-member.

附註：以非成員身份出席委員會會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Functions

The Audit Committee is responsible for performing the corporate governance functions in compliance with the code provision A.2.1 of the CG Code, and discussed (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development ("CPD") of the Directors and senior management; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and (e) to review the Company's compliance with the code and disclosure in this Corporate Governance Report.

Appointment and re-election of Directors

Each of the executive Directors has entered into a service contract with the Company and is appointed for a specific term of three years unless terminated by not less than three months' notice in writing served by either the executive Director or the Company. The non-executive Director and each of the independent non-executive has entered into a letter of appointment with the Company and is appointed for a specific term of three years.

The Company uses a formal and transparent procedure for the appointment, election and removal of Directors, which is set out in the Articles of Association and is led by the Nomination Committee, which will make recommendations to the Board for approval on appointing new Directors.

Potential new Board members are identified on the basis of skills and experience which, in the opinion of the Directors, will enable them to make a positive contribution to the performance of the Board.

企業管治職能

審核委員會負責遵照企管守則的守則條文A.2.1條履行企業管治職能，以及討論以(a)制訂及檢討本公司的企業管治政策及常規，從而向董事會提出建議；(b)檢討及監察董事及高級管理層的培訓及持續專業發展（「持續專業發展」）；(c)檢討及監察本公司有關遵守法律及監管要求的政策及常規；(d)制定、檢討及監察適用於僱員及董事的操守準則及合規手冊（如有）；及(e)檢討本公司遵守本企業管治報告所載守則及披露事宜的情況。

委任及重選董事

各執行董事已與本公司訂立服務合約，除非由執行董事或本公司發出不少於三個月的書面通知而終止，否則獲委任年期指定為三年。非執行董事及各獨立非執行董事已與本公司訂立委聘函，獲委任年期指定為三年。

本公司採用正式且透明的程序以委任、選舉及罷免董事，詳情載於組織章程細則，並由提名委員會主導，其將就委任新董事提出建議以供董事會批准。

具潛力加入的新董事會成員，應具備董事會認為能對董事會表現帶來正面貢獻的技能及經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

The procedures and process of appointment, re-election and removal of Directors are laid down in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession planning of Directors and assessing the independence of independent non-executive Directors.

All Directors are subject to retirement and re-election in accordance with the Articles of Association. Pursuant to the Articles of Association, one-third of all Directors (whether executive or non-executive) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation and re-election at each AGM at least once every three years.

The Articles of Association provides that any Director appointed by the Board to fill a casual vacancy in the Board shall hold office only until the first AGM of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Full details of changes in the Board during the year and up to the date of this annual report are provided in the section of this annual report headed "Directors' Report".

有關委任、重選及罷免董事的程序及過程，載列於組織章程細則。提名委員會負責檢討董事會的組成，建立及制定提名及委任董事的相關程序，監察董事的委任及繼任計劃，以及評估獨立非執行董事的獨立性。

根據組織章程細則，全體董事均須退任並重選連任。根據組織章程細則，全體董事（不論執行或非執行董事）的三分之一須輪席告退，惟每名董事均須最少每三年輪席告退一次並於各股東週年大會上重選連任。

組織章程細則規定，任何獲董事會委任以填補董事會臨時空缺的董事僅能任職至其獲委任之後本公司首次股東週年大會召開之前，其後則於該大會上合資格重選連任。

董事會於年內直至本年報日期的變動詳情於本年報「董事會報告」一節提供。

CORPORATE GOVERNANCE REPORT

企業管治報告

Continuous professional development

According to code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. The Directors recognise the need to continue to undergo relevant training programs to update their knowledge and enhance their skills where relevant to enable them to sustain their active participation as a board member. During the year ended 31 December 2023, the Directors participated in the following trainings:

持續專業發展

根據企管守則的守則條文C.1.4條，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。董事認識到有必要繼續接受相關的培訓計劃，以更新其知識及提高其相關技能，使彼等能夠作為董事會成員繼續積極參與。於截至2023年12月31日止年度，董事曾參與下列培訓：

Name of Directors	董事姓名	Type of trainings	培訓類型
Executive Directors		執行董事	
Chuah Choon Bin (Chairman)	Chuah Choon Bin (主席)	A, B, C	
Gan Pei Joo	Gan Pei Joo	A, B, C	
Non-executive Director		非執行董事	
Leng Kean Yong	Leng Kean Yong	A, B, C	
Independent non-executive Directors		獨立非執行董事	
Chuah Jin Chong	蔡仁鐘	A, B, C	
Chan May May	陳美美	A, B, C	
Sim Seng Loong @ Tai Seng	Sim Seng Loong @ Tai Seng	A, B, C	

- A: attending seminars and/or conferences and/or forums
 B: attending in-house training relating to the ongoing compliance obligations, corporate governance and other related topics
 C: reading newspapers, journals, the Company's newsletters and updates relating to the economy, general business, automotive industry or Directors' duties and responsibilities, etc.

- A: 參加研討會及／或會議及／或論壇
 B: 參加與持續合規責任、企業管治及其他相關事項相關的內部培訓
 C: 閱讀報章、期刊、本公司新聞通訊以及與經濟、整體業務、汽車行業或董事職責等有關的最新資料

Directors' and Officers' insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and Officers.

董事及高級職員的保險

本公司已就針對其董事及高級職員的潛在法律責任安排合適的保險保障。

CORPORATE GOVERNANCE REPORT

企業管治報告

Model Code for Securities transactions

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors’ securities transactions (the “Securities Dealing Code”). Specific enquiry has been made with all the Directors and all of them confirmed that they have complied with the Model Code and the Securities Dealing Code during the year and up to the date of this annual report.

AUDITOR’S REMUNERATION

The amount of fees charged by the Company’s external auditor, Grant Thornton Hong Kong Limited (“GTHK”) generally depends on the scope and volume of the external auditors’ work performed.

For the year ended 31 December 2023, the remuneration paid or payable to GTHK in respect of the statutory audit services and non-audit services for our Group are as follows:

Services rendered	所提供服務	HK\$ 港元
Audit service	審核服務	790,000
Non-audit services	非審核服務	50,000
Total	總計	840,000

Non-audit services are about the valuation services provided by the external valuer to assist the Company’s auditor on certain audit workdone. The external valuer is independent of the Company’s auditor.

關於證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為其本身有關董事證券交易的行為守則（「證券交易守則」）。經向全體董事作出具體查詢後，全體董事已確認年內及直至本年報日期止期間，彼等一直遵守標準守則及證券交易守則。

核數師酬金

本公司外聘核數師致同（香港）會計師事務所有限公司（「致同香港」）的收費一般取決於外聘核數師的工作範圍及工作量。

截至2023年12月31日止年度，就本集團所獲提供的法定審核服務及非審核服務已付或應付致同香港的酬金如下：

非審核服務為外部估值師為協助本公司核數師完成若干審計工作而提供的估值服務。外部估值師獨立於本公司核數師。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

Ms. Tsui Sum Yi (“Ms. Tsui”), a senior manager, Corporate Services of Vistra Corporate Services (HK) Limited, an external service provider, has been engaged by the Company as its Company Secretary to support the Chairman, the Board and the Board Committees by ensuring good information flow and that the Board policy and procedures are followed. The primary contact person of the Company is Ms. Gan Pei Joo, the executive Director of the Company.

Ms. Tsui undertook at least 15 hours of relevant professional training annually to update her skills and knowledge.

DIRECTORS’ RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

It is the responsibility of the Directors to prepare the financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the Company as at the end of the financial year and of the results and cash flows of the Group and of the Company for the financial year then ended.

The Directors consider that, in preparing the financial statements, the Group has adopted appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates. The Directors also consider that all applicable approved accounting standards have been complied with and confirm that the financial statements have been prepared on a going concern basis.

The Directors were not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company’s ability to continue as a going concern. The responsibility of the external auditors is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders. The independent auditor’s report by external auditor, GTHK, about their reporting responsibility on the consolidated financial statements of our Group is set out in the independent auditor’s report of this annual report.

公司秘書

徐心兒女士（「徐女士」），為外部服務供應商 Vistra Corporate Services (HK) Limited 公司服務部高級經理，獲本公司委聘為公司秘書，為主席、董事會及董事委員會提供支援以確保資訊無阻以及遵循董事會的政策與程序。本公司的主要聯絡人為本公司執行董事 Gan Pei Joo 女士。

徐女士每年接受不少於15個小時的專業培訓，藉此更新其技能與知識。

董事就財務報表承擔的責任

董事須負責編製各財政年度的財務報表，以真確及公平地反映於財政年度年結時本集團及本公司的業務狀況，以及截至該日止財政年度本集團及本公司的業績及現金流量。

董事認為，在編製財務報表時，本集團已採用適當的會計政策，貫徹地應用並以合理審慎的判斷及估計作支持。董事亦認為，已遵照所有適用的認可會計準則，並且確認已按照持續基準編製財務報表。

董事並不知悉任何涉及可能會令人對本公司持續經營的能力存疑之事件或狀況的重大不明朗因素。外聘核數師的責任為根據彼等的審核工作就董事會編製的綜合財務報表發表獨立意見，並且向股東呈報彼等的意見。由外聘核數師致同香港就彼等對於本集團綜合財務報表的呈報責任發表的獨立核數師報告，載於本年報的獨立核數師報告內。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledged they are responsible for the adequacy and effectiveness of the Group's risk management and internal control system through the Audit Committee. The Board recognises the importance of good corporate governance and is committed to maintaining a sound system of internal control and risk management. This includes the establishment of an appropriate control environment and risk management framework, processes and structures and continually reviewing the adequacy and integrity of the said systems to safeguard shareholders' investment and the Group's assets.

The system of risk management and internal control covers finance, operations, management information systems and compliance with relevant laws, regulations, policies and procedures. There is an ongoing process to identify, evaluate and manage significant risk faced or potentially to be encountered by the Group. The process is regularly reviewed by the Board.

Due to the limitations that are inherent in any system of internal controls, these systems are designed to manage, rather than eliminate the risk of failure to achieve business objectives and it can only provide reasonable and not absolute assurance against material misstatement or loss. The Audit Committee reviews and monitors the scope, issues, results and action plans in relation to or arising from the internal and external audits. The Audit Committee also assists the Board in fulfilling its oversight and corporate governance roles in the Group's risk management and internal controls as well as effectiveness of the internal audit functions.

Both the Audit Committee and the Board review the effectiveness of the risk management function and deliberate on the risk management and internal control frameworks, functions, processes and reports on a regular basis. The framework is continually monitored to ensure it is responsive to the changes in the business environment and clearly communicated to all levels.

The key features of the risk management and internal control systems of the Group are described under the following headings:

風險管理及內部監控

董事會確認，彼等透過審核委員會對於本集團的風險管理及內部監控系統的充足性及有效性負責。董事會認同良好的企業管治之重要性，並承諾維持健全的內部監控及風險管理系統，包括建立適當的監控環境及風險管理框架、過程及架構，以及持續檢討上述系統是否足夠及可信，藉此保障股東的投資及本集團的資產。

風險管理及內部監控系統涵蓋財務、營運、管理資訊系統及遵守相關法例、法規、政策及程序，並且設有持續過程以識別、評估及管理本集團所面對或可能將面對的重大風險。此過程會由董事會定期檢討。

由於任何內部監控系統均存在固有的限制，該等系統的設計旨在管理，而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。審核委員會審閱及監察有關或因內部及外部審核而產生的範疇、問題、結果及行動計劃。審核委員會亦協助董事會履行其於本集團風險管理及內部監控方面，以及對於內部審核職能是否有效執行的監督及企業管治角色。

審核委員會及董事會均會檢討風險管理職能的效用，以及慎重考慮風險管理及內部監控的框架、職能、過程，並且定期報告。有關框架會予以持續監察，確保其可應對營商環境的變動，並且與所有階層作清晰的溝通。

本集團風險管理及內部監控系統的主要特點於下文描述：

CORPORATE GOVERNANCE REPORT

企業管治報告

Risk management and internal control structure

The Board has established a risk management committee (the “RMC”) which comprises the Chairman, chief financial officer and senior management to assist in monitoring the risk management process within the Group and is responsible for the establishment and the maintenance of a framework of risk management for the Group.

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

- a) an organisation structure with clearly defined lines of responsibility, authority and accountability;
- b) documented internal policies, guidelines, procedures and manuals, which are updated from time to time;
- c) regular Board, RMC and management meetings where information is provided to the Board and management covering financial performance and operation;
- d) quarterly review of financial results by the Board and Audit Committee;
- e) regular training and development programmes attended by employees with the objective of enhancing their knowledge and competency; and
- f) ongoing review on the system of internal controls by an independent internal audit function. Results of such review are reported to the Audit Committee, which in turn reports to the Board.

風險管理及內部監控架構

董事會已設立風險管理委員會（「風險管理委員會」），由主席、財務總監及高級管理層組成，以協助監察本集團內部的風險管理過程，並且負責建立及維護本集團的風險管理框架。

本集團已建立內部監控架構，並且承諾評估、加強及維持有關架構，以確保對本集團業務營運作出有效監控，以及保障本集團資產的價值與安全。本集團設有清晰界定的營運架構，訂明職責範圍及指定權限，協助董事會維持妥善的監控環境。監控架構及環境由以下活動所支持：

- a) 已清晰界定責任、權限及問責性的組織架構；
- b) 已記錄並不時更新的內部政策、指引、程序及手冊；
- c) 定期的董事會、風險管理委員會及管理層會議，從中向董事會及管理層提供涵蓋財務表現及營運的資料；
- d) 董事會及審核委員會每季審閱財務業績；
- e) 僱員出席定期的培訓與發展計劃，目的為提升彼等的知識及能力；及
- f) 由獨立內部審核職能持續檢討內部監控系統，並向審核委員會匯報有關檢討結果，而審核委員會則向董事會報告。

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Risk management process

The Group has an ongoing risk management process that involve, amongst others, (i) an annual risk identification and analysis exercise which involve assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) an annual review of the implementation of the risk management plans. This process is reviewed and monitored by RMC.

For the year under review, the RMC is assisted by the senior management team from various divisions to effectively embed risk management and control into the corporate culture, processes and structures within the Group. The RMC has identified and reviewed the major business risk factors affecting the Group and derive risk management strategies to manage and mitigate the risks identified. The review covered all material controls, including financial, operational and compliance controls. The following factors were considered in the risk assessment:

- a) the nature and extent of risks facing the Group;
- b) the extent and categories of risk which it regards as acceptable for the Group to bear;
- c) the likelihood of the risks concerned materialising; and
- d) the Group's ability to reduce the incidence of risks that may materialise and their impact on the business.

Moreover, the internal audit function of the Company assists Audit Committee and RMC to monitor the internal governance of the Company and provides independent assurance as to the adequacy and effectiveness of the Company's risk management and internal control systems.

風險管理過程

本集團設有持續的風險管理過程，當中涉及（其中包括）(i)每年進行風險鑑定及分析，包括評估風險後果及可能性，以及建立風險管理計劃以減輕有關風險；及(ii)每年檢討風險管理計劃的實施情況。此過程會由風險管理委員會檢討及監察。

於回顧年度，風險管理委員會在各個分部的高級管理層團隊協助下，有效地將風險管理及監控融入於本集團內的公司文化、過程及架構。風險管理委員會已識別並審閱影響本集團業務的主要風險因素，並且衍生出風險管理策略以管理及減輕所識別的風險。有關審閱涵蓋所有主要監控，包括財務、營運及合規監控。評估風險時已考慮下列因素：

- a) 本集團所面對風險的性質及程度；
- b) 被視為本集團可承受的風險程度及種類；
- c) 有關風險具體實現的可能性；及
- d) 本集團降低風險可能具體實現的機率及其對業務所造成影響的能力。

此外，本公司的內部審核職能協助審核委員會及風險管理委員會監察本公司的內部管治，並且對於本公司風險管理及內部監控系統的充足性及有效性作出獨立保證。

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For the year ended 31 December 2023, the Board conducted a review of the effectiveness of the risk management and internal control system, which covered the areas of financial, operational, compliance and risk management. The Board considered the system of the Group to be adequate and effective during the year. As at the date of this annual report, the Group has engaged an independent internal control consultant to review the adequacy and effectiveness of the Group's internal control system. The results and findings of such review from internal control consultant were directly reported to the Audit Committee. Going forward, the Directors will continue to regularly assess and review the effectiveness of the Group's risk management and internal control system.

Anti-Corruption and Bribery Policy and Whistleblowing policy

The Group has adopted an anti-corruption and bribery policy (the "Anti-Corruption Policy") which sets out parameters to prevent the occurrence of bribery and corrupt practices in the conduct of the Group's business. This policy provides information and guidelines to all Directors and employees of the Group in relation to the standard of behaviour which they must adhere to and how to recognise and deal with bribery and corruption.

The Board recognises the importance of whistle-blowing where a programme has been introduced for the employees as well as customers, consultants, vendors, contractors and/or any other parties with a business relationship with the Company to channel concerns about illegal or unethical business conduct affecting the Company.

Any employee or member of the public who has concerns about illegal or unethical business conduct in the workplace, the concerns may be reported to the appropriate channel, and the matter and outcome will be highlighted at the Audit Committee meetings.

The Anti-Corruption Policy together with the whistleblowing policy of the Group are available on the Company's website.

於截至2023年12月31日止年度，董事會檢討風險管理及內部監控系統的有效性，當中涵蓋財務、營運、合規及風險管理範疇。董事會認為，本集團的系統於年內屬於充足及有效。於本年報日期，本集團已委聘獨立內部監控顧問審閱本集團的內部監控系統是否充足及有效。有關內部監控顧問的檢討結果及發現，經已直接向審核委員會匯報。日後，董事將繼續定期評估及檢討本集團風險管理及內部監控系統的有效性。

反腐敗及賄賂政策以及舉報政策

本集團已採納反腐敗及賄賂政策（「反腐敗政策」），當中規定防止在本集團業務開展過程中發生賄賂及腐敗行為的參數。該政策向本集團所有董事及員工提供有關彼等必須遵守的行為標準以及如何識別及處理賄賂及腐敗的資料及指南。

董事會明白舉報的重要性，並已為員工以及客戶、顧問、供應商、承辦商及／或與本公司有業務關係的任何其他人士實施一項計劃，以傳達對影響本公司的非法或不道德商業行為的關注。

任何對工作場所的非法或不道德商業行為有疑慮的員工或公眾人士均可透過適當渠道報告疑慮，相關事項及結果將在審核委員會會議上重點討論。

反腐敗政策連同本集團的舉報政策可在本公司網站上查閱。

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DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its obligation under the Securities and Futures Ordinance (the “SFO”) and the Listing Rules, and the overriding principle that inside information should be announced immediately when it is the subject of a decision.

The Company makes reference to the “Guideline on Disclosure of Inside Information” issued by the Securities and Futures Commission of Hong Kong in 2012 in handling and dissemination of inside information. The Company has also established and implemented procedures for responding to external enquiries about the Group’s affairs. Executive Directors or other senior management staff nominated by the Board as well as the Company Secretary are authorised to communicate with parties outside the Group.

SHAREHOLDERS’ RIGHTS

An AGM of the Company shall be held each year and at the place as may be determined by the Board. Each general meeting other than an AGM, shall be called an extraordinary general meeting (“EGM”).

Procedures for shareholders to convene an EGM

Pursuant to the Articles of Association, EGM may be convened on the written request of any one or more Shareholders deposited at the principal place of business of the Company in Hong Kong or, in the event the Company ceases to have such a principal place of business, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s), provided that such requisitionists held as at the date of deposit of the request not less than one-tenth of the voting rights, on a one vote per share basis, of the issued Shares which as at that date carries the right to vote at general meetings of the Company.

披露內幕消息

本集團知悉其根據證券及期貨條例（「證券及期貨條例」）及上市規則所應履行的責任，整體原則是內幕消息應在有所決定後即時公佈。

本公司參考由香港證券及期貨事務監察委員會於2012年發出的《內幕消息披露指引》，以處理及發佈內幕消息。本公司亦已就外界查詢本集團事務訂立及執行回應程序。執行董事或董事會提名的其他高級管理人員以及公司秘書，已獲授權與本集團以外各方溝通。

股東權利

本公司須每年於董事會可能決定的地點舉行股東週年大會，而除股東週年大會以外的各個股東大會，將稱之為股東特別大會（「股東特別大會」）。

股東召開股東特別大會的程序

根據組織章程細則，可按存放於本公司在香港的主要營業地點名冊上任何一位或以上股東提出的書面要求召開股東特別大會，或倘本公司不再擁有上述主要營業地點，則由註冊辦事處指明該會議的對象，決議案將加入會議議程，並由請求人簽署，條件是該等請求人於存放請求書之日須持有已發行股份不少於十分之一的投票權（按一股一票計算），於當日賦予彼等於本公司股東大會的投票權。

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If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures for putting forward proposals at shareholders' meetings

There are no provisions in the Articles of Association allowing Shareholders to put forward new resolutions at general meetings. Shareholders who wish to make proposals or move a resolution may, however, convene an EGM in accordance with the "Procedures for shareholders to convene an EGM" set out above.

Procedures for putting enquiries to the Board

Shareholders may at any time send their enquiries and concerns in writing to the Board, which contact details are as follows:

Pentamaster International Limited
Plot 18 & 19, Technoplex
Medan Bayan Lepas
Taman Perindustrian Bayan Lepas
Phase IV, 11900 Penang
Malaysia

Telephone: (+604) 646 9212
Fax: (+604) 646 7212
Email: investor.relation@pentamaster.com.my

如果董事會並未於存放請求書之日起21日內正式召開一個將於額外的21日內舉行的會議，請求人本身或彼等當中任何超過一半總投票權的人士，可以同樣的方式（盡可能接近董事會可召開會議的方式）召開股東大會，條件是如此召開的任何會議不得在存放請求書之日起三個月期滿後舉行，以及所有因董事會不履行而對請求人造成的合理費用應當由本公司向請求人作出賠償。

於股東大會上提呈議案的程序

組織章程細則內並無條文准許股東於股東大會上提呈新決議案。然而，有意提出議案或動議決議案的股東可按照上文載列的「股東召開股東特別大會的程序」召開股東特別大會。

向董事會作出查詢的程序

股東可隨時向董事會以書面提出查詢及關注事宜，聯絡資料如下：

檳傑科達國際有限公司
Plot 18 & 19, Technoplex
Medan Bayan Lepas
Taman Perindustrian Bayan Lepas
Phase IV, 11900 Penang
Malaysia

電話：(+604) 646 9212
傳真：(+604) 646 7212
電郵：investor.relation@pentamaster.com.my

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COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

與股東及投資者溝通

The Board has adopted a shareholders' communication policy (the "Shareholders Communication Policy") with the objective of ensuring the Shareholders are provided with equal and timely access to information about the Company, in order to enable the Shareholders to exercise their rights in an informed manner and to allow them to engage actively with the Company. The Board and senior management recognise their responsibilities to represent the interests of all shareholders and to maximise shareholder value. Communication with shareholders and accountability to shareholders is a high priority of the Company.

董事會已採納股東通訊政策（「股東通訊政策」），旨在確保股東能平等及時地獲提供有關本公司的資料，令股東能夠在知情的情況下行使其權利，並令彼等能夠積極參與本公司事務。董事會及高級管理層明白彼等有責任代表所有股東的權益並盡量提升股東價值。與股東溝通及對股東負責為本公司的重中之重。

The Shareholders Communication Policy is summarised as below:

股東通訊政策概述如下：

- the Board will maintain an on-going dialogue with the Shareholders and particularly for communicating with them and encouraging their participation through AGM or other general meetings and will review this policy regularly to ensure its effectiveness;
- information will be communicated to the Shareholders through the Company's financial reports, AGM and other general meetings that may be convened, as well as all the disclosures submitted to the Stock Exchange;
- effective and timely dissemination of information to the Shareholders will be ensured at all times;
- the Company will assign dedicated employee(s) to be in charge of ensuring effective and timely dissemination of information to Shareholders;
- 董事會會與股東保持持續對話，尤其是與彼等溝通並鼓勵彼等透過股東週年大會或其他股東大會參與，並會定期核討該政策以確保其有效性；
- 資料會透過本公司的財務報告、股東週年大會及可能召開的其他股東大會以及提交予聯交所的所有披露資料傳達予股東；
- 於任何時候均確保及時有效地向股東傳遞資訊；
- 本公司會指派專門員工負責確保有效及時地向股東傳遞資訊；

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- the Company will provide Shareholders with ready access to understandable information about the Company;
 - the Company will take steps to solicit and understand the views of Shareholders and other stakeholders;
 - the Company will facilitate Shareholders' participation in AGM and make available the chairmen of the board committees and advisory panel(s) (if any), appropriate management executives, auditors at AGM to answer questions from Shareholders; and
 - Shareholders may, at any time, direct questions, communicate their views on various matters affecting the Company, request for publicly available information and provide comments and suggestions to Directors or management of the Company through the prescribed channel stated in the below paragraphs.
- 本公司會為股東提供可隨時取得及易於理解的本公司資料；
 - 本公司會採取措施徵求及了解股東及其他持份者的意見；
 - 本公司將促進股東參與股東週年大會，並安排董事委員會主席及顧問小組（如有）、適當的管理人員及核數師在股東週年大會上回答股東問題；及
 - 股東可隨時透過以下各段所述的指定渠道向本公司董事或管理層提出疑問、就影響本公司的各種事項發表意見、索取公開可得資料以及提供意見及建議。

In accordance with the Shareholders Communication Policy, the Company has established various and a wide range of communication channels with the shareholders with the objective of ensuring that the shareholders have equal and timely access to information about the Company in order to enable the shareholders to exercise their rights in an informed manner and allow them to engage actively with the Company. The channels include general meetings, annual reports, interim reports and quarterly reports, notices and circulars, announcements, and all the published disclosures submitted to the Stock Exchange. In addition, the Company updates its website from time to time to provide the shareholders with information of the Company's recent development.

根據股東通訊政策，本公司已與股東建立不同且多元化的溝通渠道，目的是確保股東可公平且及時地獲取本公司的資料，藉此讓股東在知情的情況下行使彼等的權利，並且積極參與本公司的發展。該等渠道包括股東大會、年報、中期報告及季度報告、通告及通函、公告，以及向聯交所呈交的所有經刊發披露資料。此外，本公司不時更新其網站，為股東提供有關本公司最新發展的資訊。

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Shareholders' meetings

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings. The process of the Company's general meeting will be monitored and reviewed on a regular basis, and if necessary, changes will be made to ensure that shareholders' needs are best served.

The AGM or EGM of the Company will provide a forum for the Board and the shareholders to communicate. The Board will answer questions raised by shareholders at the AGM or EGM. At the meeting, a separate resolution will be proposed by the Chairman for each issue and voting on each resolution will be conducted by poll. The results of the poll will be posted on the respective websites of the Stock Exchange and the Company on the same day of the meeting.

Communication with Shareholders

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available. Corporate communication will be provided to the shareholders in plain language and in both English or Chinese to facilitate shareholders' understanding. Shareholders are encouraged to provide, amongst other things, in particular, their email addresses to the Company in order to facilitate timely and effective communication.

A dedicated investor relation section is available on the Company's website (www.pentamaster.com.my) and a dedicated email (investor.relation@pentamaster.com.my) has been assigned for shareholders to communicate with the Company. Information on the website is updated regularly. Information released by the Company to the Stock Exchange is also posted on the Company's website immediately thereafter. Such information includes financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents etc. All presentation materials provided in conjunction with the Company's AGM and results announcement each year will be made available on the Company's website.

股東大會

本公司鼓勵股東參與股東大會或指定代表出席會議並投票。本公司股東大會的程序將受到監控及定期進行檢討，如有必要，將作出更改以確保盡量滿足股東需要。

本公司股東週年大會或股東特別大會將提供一個場合以供董事會與股東進行溝通。於股東週年大會或股東特別大會上，董事會將解答由股東提出的問題。於會議上，主席將就各個事項提呈獨立的決議案，並將以投票方式就各項決議案進行表決。投票結果將於會議同日在聯交所及本公司各自的網站刊登。

與股東的溝通

股東可隨時要求本公司提供資料，前提為有關資料為公開可得資料。公司通訊將以通俗易懂的語言提供予股東，並以英文或中文提供，方便股東理解。本公司鼓勵股東向本公司提供（其中包括）其電郵地址，以促進及時有效的溝通。

本公司網站(www.pentamaster.com.my)設有專門的投資者關係部分，並已指定專門的電子郵件(investor.relation@pentamaster.com.my)供股東與公司溝通。網站上的資料會定期更新。本公司向聯交所發佈的資料亦會隨後立即在本公司網站發佈。該等資料包括財務報表、業績公告、通函及股東大會通告以及相關說明文件等。連同本公司股東週年大會及各年度業績公告提供的所有呈列材料將於本公司網站上公佈。

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The Company has been striving to maintain high transparency and communicate with the shareholders and the investors of the Company through diversified communication channels. The Company holds press conferences and analyst briefing sessions from time to time to provide the latest business information of the Company to the investors.

Having considered the multiple channels of communication during the year, the Board considers its effort in accordance with the Shareholders Communication Policy in 2023 to be effective. The Board does not receive any complaints regarding shareholders' communication in 2023.

CONSTITUTIONAL DOCUMENTS

There were no significant changes in the constitutional documents of the Company during the year.

本公司一直努力透過多元化的溝通渠道，保持高透明度以及與本公司股東及投資者溝通。本公司不時舉行記者會及分析員簡報會，為投資者提供本公司的最近期業務資訊。

考慮到年內的多種溝通渠道，董事會認為其在於2023年根據股東溝通政策所作努力有成效。於2023年，董事會並無收到任何有關股東溝通的投訴。

組織章程文件

本公司組織章程文件於年內並無重大變動。

DIRECTOR'S REPORT

董事會報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2023.

CORPORATE INFORMATION AND LISTING

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 12 June 2017 under the Companies Act (as revised) of the Cayman Islands ("Companies Act"). The Company's shares were listed on the Main Board of the Stock Exchange on 19 January 2018.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and has not carried out any business since its incorporation.

Details of the principal activities of its subsidiaries are set out in note 18 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2023.

BUSINESS REVIEW

A review of the business of the Group during the year, an analysis of the Group's financial performance during the year using key performance indicators, a discussion on the Group's future business development and a description of the risks and uncertainties that the Group may be facing are set out in the section headed "Chairman's statement" and "Management Discussion and Analysis" on pages 7 to 12 and pages 13 to 37 of the annual report respectively. The financial risk management objectives and policies of the Group are set out in Note 38 to the consolidated financial statements. In addition, discussions on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are illustrated in pages 91 to 95 of the annual report. These discussions form part of this directors' report.

各董事欣然提呈彼等的報告以及本集團截至2023年12月31日止年度的經審核綜合財務報表。

公司資料及上市

本公司於2017年6月12日根據開曼群島公司法（經修訂）（「公司法」）於開曼群島註冊成立為獲豁免有限公司。本公司股份於2018年1月19日在聯交所主板上市。

主要業務

本公司為一間投資控股公司，自其註冊成立以來並無從事任何業務。

其各附屬公司之主要業務詳情載於綜合財務報表附註18。本集團主要業務之性質於截至於2023年12月31日止年度並無重大變動。

業務回顧

本集團於年內的業務回顧、本集團採用主要表現指標對年內財務表現進行的分析、本集團未來業務發展的討論以及本集團可能面臨的風險及不確定因素，分別載於年報第7至12頁的「主席報告」及第13至37頁的「管理層討論及分析」。本集團的財務風險管理目標及政策載於綜合財務報表附註38。此外，有關本集團的環境政策、與其主要持份者的關係以及遵守對本集團有重大影響的相關法律及法規之論述於年報第91至95頁說明。該等論述構成本董事會報告一部分。

DIRECTOR'S REPORT

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The analysis of the principal activities and geographical locations of the operations of the Group are set out in note 5 to the consolidated financial statements.

本集團營運根據主要業務及地理位置的分析載於綜合財務報表附註5。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 and the financial position of the Group at that date are set out in the consolidated financial statements on pages 114 to 120.

業績及分配

本集團截至2023年12月31日止年度的業績及本集團於該日的財務狀況，載於綜合財務報表第114至120頁。

DIVIDEND POLICY

The Company has adopted a dividend policy ("Dividend Policy") on 27 February 2019 with the aim to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company.

股息政策

本公司已於2019年2月27日採納股息政策（「股息政策」），旨在載列本公司擬將其純利作為股息宣派、派付或分發予本公司股東的原則及指引。

The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the Articles of Association and all applicable laws and regulations. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's operations, earnings, financial condition, working capital requirements, future expansion plans and other factors it may deem relevant and appropriate. Any final dividend for a financial year declared by the Company must be approved by an ordinary resolution of the shareholders at an AGM of the Company and must not exceed the amount recommended by the Board.

根據組織章程細則及所有適用法律及法規，董事會有權宣派及分發股息予本公司股東。董事會在建議任何股息支付時，亦須考慮到（其中包括）本集團的經營狀況、盈利、財務狀況、營運資金需求、進一步擴充計劃及其可能認為相關及適當的其他因素。本公司於財政年度宣派的任何末期股息，必須於本公司股東週年大會上由股東的普通決議案批准，且不得超過董事會推薦建議的金額。

The Dividend Policy will be reviewed from time to time and there is no assurance that a dividend will be proposed or declared in any specific period. The Company's Dividend Policy is available on the Company's website.

股息政策將不時進行檢討，概不保證會於特定期間建議或宣派股息。本公司的股息政策可於本公司網站查閱。

DIRECTOR'S REPORT

董事會報告

FINAL DIVIDEND

In respect of the year ended 31 December 2023, the Board recommends the payment of a final dividend of HK\$0.02 per share ("Final Dividend") subject to approval of the shareholders at the forthcoming AGM of the Company.

AGM AND CLOSURE OF THE REGISTER OF MEMBERS

The AGM will be held on Thursday, 6 June 2024. The register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024 (the "Closure Period"), both days inclusive, for the purposes of determining the entitlements of the shareholders to attend and vote at the forthcoming AGM. During this Closure Period, no transfer of the Company's shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates and properly transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 31 May 2024.

The Final Dividend is payable on Friday, 5 July 2024 and the record date for entitlement to the Final Dividend is Monday, 17 June 2024. For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Friday, 14 June 2024 to Monday, 17 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the Final Dividend, all transfer of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 13 June 2024.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in Note 26 to the consolidated financial statements.

末期股息

就截至2023年12月31日止年度而言，董事會推薦建議派付末期股息每股0.02港元（「末期股息」），惟須待股東於本公司應屆股東週年大會上批准方可作實。

股東週年大會及暫停辦理股份過戶登記手續

股東週年大會將於2024年6月6日（星期四）舉行。本公司將於2024年6月3日（星期一）至2024年6月6日（星期四）（「暫停過戶期間」）（首尾兩天包括在內）暫停辦理股份過戶登記手續，以便釐定股東出席應屆股東週年大會並於會上投票的資格。在此暫停過戶期間，將不會辦理股份過戶登記。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票及已填妥的過戶表格，最遲必須於2024年5月31日（星期五）下午四時三十分送達本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

末期股息將於2024年7月5日（星期五）派付，而確定享有末期股息權益的記錄日期為2024年6月17日（星期一）。為釐定獲派末期股息的權利，本公司將於2024年6月14日（星期五）至2024年6月17日（星期一）（首尾兩天包括在內）暫停辦理股份過戶登記手續，期間將不會辦理股份過戶登記。為符合獲派末期股息的資格，所有股份過戶文件連同相關股票及已填妥的過戶表格，須於2024年6月13日（星期四）下午四時三十分前送交本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以辦理登記手續。

股本

本公司的股本變動詳情載於綜合財務報表附註26。

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DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution to the Shareholders amounted to approximately MYR30,963,000 (2022: MYR28,525,000).

DONATIONS

During the year under review, the Group made charitable donations amounting to approximately MYR115,000 (2022: MYR72,000). The rest of the donations amounting to approximately MYR217,000 (2022: MYR184,000) were made through PCB which is the immediate holding company of the Company.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired property, plant and equipment totalling approximately MYR123.3 million (2022: MYR40.6 million). The major additions pertained to the construction in progress of two new manufacturing plants of the Group amounting to approximately MYR90.2 million (2022: MYR11.0 million). These two manufacturing plants, spanning approximately 720,000 sq.ft. are constructed to further support the growth plans of the Group by providing the required space for increased production and manufacturing capacity, R&D activities, warehousing and administration. The targeted full completion of these manufacturing plants is set for the first quarter of 2025. Details of the movements in the property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 14 to the consolidated financial statements of this annual report.

FULFILLMENT OF PROFIT GUARANTEE IN RESPECT OF THE ACQUISITION OF 100% EQUITY INTEREST OF TP CONCEPT

References are made to (i) the announcements of the Company dated 26 September 2019 and 27 September 2019 in relation to the acquisition of 100% equity interest in TP Concept, (ii) the announcement of the Company dated 25 February 2021 in relation to the extension of profit guarantee period and (iii) the announcement of the Company dated 15 March 2023 on the fulfillment of the aggregate profit guarantee in relation to the acquisition of TP Concept. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the said announcements of the Company.

可分派儲備

於2023年12月31日，本公司可供分派予股東的儲備約為30,963,000令吉（2022年：28,525,000令吉）。

捐贈

於回顧年度，本集團作出慈善捐獻約115,000令吉（2022年：72,000令吉）。為數約217,000令吉（2022年：184,000令吉）的餘下捐款乃由本公司的直接控股公司PCB作出。

物業、廠房及設備

於年內，本集團收購物業、廠房及設備合共約123.3百萬令吉（2022年：40.6百萬令吉）。主要新增款項涉及本集團在建的兩間新製造工廠，總額約90.2百萬令吉（2022年：11.0百萬令吉）。這兩間製造工廠佔地約720,000平方英尺，建設用於通過提供生產及製造能力提升、研發活動、倉儲及管理所需空間，進一步支持本集團的發展計劃。該等製造工廠計劃於2025年第一季度全面竣工。本集團物業、廠房及設備於截至2023年12月31日止年度的變動詳情，載於本年報綜合財務表附註14。

達成與收購TP CONCEPT的100%股權有關利潤保證

茲提述(i)本公司日期為2019年9月26日及2019年9月27日的公告，內容有關收購TP Concept的100%股權；(ii)本公司日期為2021年2月25日的公告，內容有關延長利潤保證期；及(iii)本公司日期為2023年3月15日的公告，內容有關達成有關收購TP CONCEPT之目標利潤保證。除另有界定者外，本公告所用詞彙與本公司上述公告所界定者具有相同涵義。

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Subsequent to the acquisition of TP Concept by PQ, the business activity and employees of TP Concept were transferred to PQ to be integrated and operated as a business unit in PQ which was known as PQ-TP business unit in mid of 2020. The purpose of this integration was to achieve cost optimisation and better production efficiency for the Group since the business activity of PQ entails the provision of factory automation solutions which involves the equipment design and manufacturing services for various industries including medical manufacturing automation activity which is the principal activity of TP Concept. Subsequent to the business integration, all operation and business activities during the Profit Guarantee Period were undertaken under PQ-TP business unit in PQ by the same set of employees previously employed under TP Concept. TP Concept was subsequently dormant during the Profit Guarantee Period.

As the process of the business integration took place during the Profit Guarantee Period, the financial performance from the business unit of PQ-TP has to be included for the purpose of calculating the PAT for Profit Guarantee purposes. With that, the Board of Directors of PQ engaged Grant Thornton Malaysia PLT to perform an agreed-upon procedures ("AUP report") in relation to the aggregate PAT for profit guarantee purposes. The aggregate PAT entails the PAT of PQ-TP business unit and TP Concept from 1 April 2019 to 31 December 2022 outlined as below.

於PQ收購TP Concept後，TP Concept的業務及僱員被轉移至PQ，於2020年年中整合為PQ的一個業務單位進行運營，該業務單位被稱為PQ-TP業務單位。此次整合的目的是為本集團實現成本優化並提高生產效率，乃由於PQ的業務需工廠自動化解決方案的提供，涉及為各個行業提供設備設計及製造服務，包括TP Concept的主要業務醫療製造自動化業務。業務整合後，利潤保證期內的所有運營及業務活動均由之前TP Concept僱用的同一組僱員於PQ的PQ-TP業務單位下進行。TP Concept隨後於利潤保證期內處於停業狀態。

由於業務整合過程發生在利潤保證期內，因此於計算利潤保證的PAT時，必須納入PQ-TP業務單位的財務表現。因此，出於利潤保證目的，PQ董事會委聘Grant Thornton Malaysia PLT執行與目標PAT有關的協定程序（「AUP報告」）。目標PAT包括自2019年4月1日至2022年12月31日期間PQ-TP業務單位及TP Concept的PAT，概述如下。

	PAT	FPE2019			NFYE2020		NFYE2021		NFYE2022		Total 總計
		FPE 2019	TP	PQ-TP	TP	PQ-TP	TP	PQ-TP	TP	PQ-TP	
		MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000	MYR'000
		千令吉	千令吉	千令吉	千令吉	千令吉	千令吉	千令吉	千令吉	千令吉	千令吉
PAT	PAT	(2,241)	(2,280)	(810)	(98)	7,416	5,883	11,620	19,490		

There was no change to the terms of the Profit Guarantee and no change of method for calculating the PAT for Profit Guarantee purposes from the internal consolidation and reorganisation within the Group. The Aggregate Profit Guarantee has been fulfilled within the Extended Profit Guarantee Period. Therefore, the Performance Guarantee has been fulfilled.

本集團內部合併及重組並無更改利潤保證條款，計算利潤保證的PAT方法亦無更改。目標利潤保證已於延長利潤保證期內達成。因此，履約保證已獲達成。

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MATERIAL EVENTS AFTER THE REPORTING PERIOD

There are no material events affecting the Group after the end of the year under review.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Company, is set out in page 6 of this annual report. This summary does not form part of the audited consolidated financial statements of the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The industry that we operate in is subject to domestic and foreign health, safety and environmental laws and regulations. In order to ensure compliance with the applicable laws and regulations, our Group has established an internal policy to monitor and control health and work safety issues. Our Group's internal health and safety officer and committee are responsible for the development and implementation of health and safety rules as well as a safe system of work. Their responsibilities include carrying out studies on the trend of accident and its prevention, reviewing the effectiveness of our current health and safety system and making recommendations to our management for any improvement on relevant policies. Health and safety inspection will also be carried out by our management once every quarter. In addition, information, instruction and supervision relating to health and safety issues are provided to all of our employees and any jobs with potential safety issue. Training sessions including emergency first-aid are provided to emergency response team and employee safety and health committee and fire drill is carried out at least once a year within the Group.

In respect of environmental matters, it is our Group's policy to ensure appropriate response to any situations involving leakage of chemicals or hazardous gas emission as well as prevention or mitigation of the environmental impacts associated with the above situations. Further, we also dispose of our scrap materials and electrical wastes through companies approved by the government to handle such items.

During the year, the Group did not record any material violation of any health, work safety and environmental laws and regulations applicable to our operations that resulted in claim or penalty imposed on our Group. Our Group has complied with the relevant environmental laws and regulations in all material respects.

報告期後重大事件

於回顧年度結束後，並無發生影響本集團的重大事件。

五年財務摘要

本集團過去五個財政年度的已刊發業績以及資產及負債的摘要載於本年報第6頁，乃摘錄自本公司經審核綜合財務報表。此摘要不構成本集團經審核綜合財務報表的一部分。

環境政策及履行情況

我們經營所在的行業須遵守國內外的健康、安全及環境法律及法規。為確保遵守適用之法律及法規，本集團已制定內部政策以監控健康及工作安全事宜。本集團內部的健康及安全主任和委員會負責制定並實施健康及安全規則以及安全工作體系。彼等的職責包括研究事故趨勢及相關預防措施、審閱我們現有健康及安全體系的成效，並向管理層建議相關政策的任何改善方案。管理層亦會每季進行一次健康及安全檢查。此外，全體僱員及任何有潛在安全問題的工作均獲提供有關健康及安全事宜的資料，並接受相關指導及監察。緊急應變小組及僱員安全與健康委員會獲提供包括急救等培訓課程，本集團內部亦會至少每年進行一次火警演習。

環保事宜方面，本集團的政策是確保對涉及化學品洩漏或有害氣體排放，以及防止或減輕與上述情況有關的環境影響作出適當應對措施。此外，為處理廢料及電子廢物，我們亦透過獲政府認可的公司棄置有關物品。

於年內，本集團並無任何嚴重違反適用於我們營運的健康、工作安全及環保法律及法規，從而導致本集團被受申索或罰款的任何記錄。本集團已遵守相關環保法律及法規的所有重大方面。

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Below are some initiatives undertaken by the Group during the year:

3R Concepts (Reduce, Reuse and Recycle)

The Group remains committed in ensuring that it plays its role in sustaining a greener environment. During the year under review, the Group continued with the recycling and waste management initiative whereby recycle bins are provided to spur waste segregation for proper recycling and disposal purposes. Our employees are educated on the concept of “Reduce, Reuse and Recycle” which is an excellent way of saving energy and conserving the environment.

“Cost With No Waste” initiative

The Group is committed to make efficient use of its resources by not producing unnecessary wastage. The Group has implemented “Cost With No Waste” initiative since 2016 in ensuring no unnecessary wastage and impact in the ecosystem where it operates in.

The Group has been actively participating in supporting charitable projects and initiatives primarily in Penang where it operates. It is part of the Group’s vision in creating positive change for the communities and societies in Penang as a whole for the betterment of a sustainable future generations. During the year, some of the projects that the Group has contributed includes:

Penang Green Industry Program

The Group has sponsored into this Penang state-led initiative in harnessing green technology and supporting holistic Green initiatives to achieve a sustainable and resilient Penang, where it enables, empowers and enrich all stakeholders in practising sustainable development and to protect the environment and quality of life. During the year, the Group made monetary contributions of MYR50,000 for this program.

以下為本集團於年內主動採取的一些行動：

3R概念 (減少、重用及再造)

本集團一直致力確保其履行保持綠色環境的角色。於回顧年度，本集團繼續倡議循環再造及廢物管理，並提供回收箱以促進廢物妥善分類及棄置。我們教導僱員有關「減少、重用及再造」的概念，以此為節省能源及保護環境的最佳方法。

提倡「零廢料成本」

本集團承諾會有效運用其資源，不會製造不必要的廢料。本集團自2016年起已提倡「零廢料成本」，確保不會產生不必要的廢料及影響其經營所在的生態環境。

本集團一直積極參與支持主要在其經營所在地檳城的慈善項目及舉措。本集團的願景是為檳城的社區及社會整體創造積極變化，以改善可持續的下一代。於本年度，本集團貢獻的部分項目包括：

檳城綠色產業計劃

本集團贊助了這項由檳城州政府主導的倡議，利用綠色技術並支持全面的綠色倡議，以實現可持續和有韌性的檳城，幫助、賦能及豐富所有利益相關者實踐可持續發展，並保護環境及生活質量。於本年度，本集團為該計劃作出50,000令吉的捐款。

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Penang STEM 4.0

A Penang state initiative in establishing learning centres in the field of Science, Technology, Engineering and Mathematics for students based on real world applications. Students are coached in understanding and developing creative thinking skills so as to stimulate curiosity and problem solving skills. During the year, a total monetary contribution of MYR66,000 was made by the Group for this initiative.

IAPWA Penang Island Project

IAPWA (International Aid for the Protection and Welfare of Animals) is an international animal welfare charity organisation that is dedicated in creating a better future for animals in need. During the year, the Group has made monetary contributions of MYR40,000 to support the establishment and management of a humane programme for the stray dogs in Penang. As a result, stray dogs are no longer culled but are instead neutered, vaccinated and provided with additional veterinary care.

As required by the Listing Rules, the Company is required to report on ESG information of the Group on an annual basis and regarding the same period covered in this annual report. As such, the Company has been publishing the ESG report (the "ESG Report") on the websites of the Company and the Stock Exchange on an annual basis. Please view and download the ESG Report from the Company's website at <https://pentamaster.com.my> under the "Investor Relations PIL" and subsequently "Financial Reports" section or the website of the Stock Exchange. If Shareholders would like to receive the ESG Report in printed form, you may send your request in writing to the Company c/o the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

檳城STEM 4.0

檳城州政府倡議，根據現實世界的應用，為學生建立科學、技術、工程及數學領域的學習中心，以指導學生了解及培養創意思維技能，從而激發好奇心及解決問題的能力。於本年度，本集團為該倡議作出的捐款總額為66,000令吉。

IAPWA Penang Island項目

國際愛護動物協會(IAPWA)是國際動物福利慈善機構，致力於為有需要的動物創造更好的未來。於本年度，本集團已捐款40,000令吉，以支持建立及管理檳城流浪狗的人道計劃。因此，流浪狗可以不再被撲殺，而是被閹割、接種疫苗並提供額外的獸醫護理。

按照上市規則所規定，本公司須每年並就本年報所涵蓋的相同期間呈報本集團有關ESG的資料。因此，本公司一直每年在本公司及聯交所網站上刊發ESG報告（「ESG報告」）。請於本公司網站(<https://pentamaster.com.my>)「投資者關係PIL」及其後的「財務報告」部分或聯交所網站查看及下載ESG報告。倘股東欲收取環境、社會及管治報告的印刷本，閣下可向本公司股份過戶登記分處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）作出書面要求。

DIRECTOR'S REPORT

董事會報告

STAKEHOLDERS' ENGAGEMENT

Stakeholders are defined as parties that have interest in the Group and can either affect or be affected by the Group's business activities. We conduct periodic engagement with our various stakeholders because we recognise that their perspectives are important in helping the Group to prioritise the actions for continuous sustainability improvement of the Group.

The following table summarises the Group's key stakeholders and how the Group engages them:

持份者的參與

持份者的定義為於本集團擁有權益，並且可對於或受本集團業務活動影響的人士。我們定期與持份者會面，原因為我們認定彼等的觀點，對於協助本集團為達到持續不斷改進而設定行動計劃的先後次序甚為重要。

下表概列本集團的主要持份者以及本集團與彼等會面的方式：

Stakeholders 持份者	Method of Engagement 會面方式
Shareholders 股東	<ul style="list-style-type: none">AGM 股東週年大會Corporate communication and investor relations 公司通訊及投資者關係
Employees 僱員	<ul style="list-style-type: none">Employees briefings 僱員簡報會Open communication via internal channels such as in-house emails and open door policy 透過公司內電郵等內部渠道及門戶開放政策進行公開溝通
Customers 客戶	<ul style="list-style-type: none">Customers' survey and feedbacks 客戶調查及回饋Face to face meetings 面對面會見
Suppliers 供應商	<ul style="list-style-type: none">Suppliers' audit 供應商審計Suppliers' feedback 供應商回饋Suppliers' meetings 供應商會議
Government 政府	<ul style="list-style-type: none">Compliance with government legislative framework 遵照政府立法框架
Communities 社區	<ul style="list-style-type: none">Meeting with local communities 會見地方團體

DIRECTOR'S REPORT

董事會報告

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, our Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of our Group during the year and up to the date of this annual report.

DIRECTORS

The Directors of the Company during the year and up to the date of this report are as follows:

Executive Directors

Chuah Choon Bin (*Chairman*)
Gan Pei Joo

Non-executive Director

Leng Kean Yong

Independent non-executive Directors

Chuah Jin Chong
Chan May May
Sim Seng Loong @ Tai Seng

Pursuant to the Articles of Association, one-third of the Directors for the time being (or, if the number of Directors is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an AGM at least once every three years.

Any Director appointed to fill a casual vacancy shall, hold office only until the first AGM of the Company after his/her appointment and such Director shall then be eligible for re-election at that meeting by the Shareholders.

Accordingly, Mr. Sim Seng Loong @ Tai Seng and Ms. Chan May May, shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

遵照適當法律及法規

據董事作出一切合理查詢後深知、全悉及確信，本集團於年內及直至本年報日期一直遵守對本集團業務及營運有重大影響的相關法律及法規之重大方面。

董事

於年內及直至本報告日期止的本公司董事如下：

執行董事

Chuah Choon Bin (*主席*)
Gan Pei Joo

非執行董事

Leng Kean Yong

獨立非執行董事

蔡仁鐘
陳美美
Sim Seng Loong @ Tai Seng

根據組織章程細則，三分之一在任董事（或，倘董事數目並非三的倍數，則以最接近但不少於三分之一的董事）須輪席告退，惟每名董事均須最少每三年於股東週年大會上告退一次。

任何獲委任以填補臨時空缺的董事任期將於其獲委任後的本公司第一屆股東大會舉行時屆滿，而有關董事可於該大會上經由股東重選連任。

因此，Sim Seng Loong @ Tai Seng先生及陳美美女士將於股東週年大會上輪值退任，並符合資格重選連任。

DIRECTOR'S REPORT

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out in the section headed “Directors and Senior Management” of this annual report.

CHANGE IN THE DIRECTOR'S INFORMATION PURSUANT TO RULE 13.51B OF THE LISTING RULES

The change in Director's information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules is set out below:

Ms. Chan May May has been appointed as an independent non-executive director of Dutaland Berhad, a company listed on Bursa Malaysia Securities Berhad (stock code: 3948), on 30 May 2023.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the AGM has an unexpired service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 37 to the consolidated financial statements, there was no transaction, arrangement or contract of significance to which any of the Company's holding company, subsidiaries or fellow subsidiaries was a party and in which a director of the Company or a connected entity of the director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

The Company did not enter into any contract, other than the contracts of service with the directors or any person engaged in the full-time employment of the Company, by which a person undertakes the management and administration of the whole, or any substantial part of any business of the Company during the year.

董事及高級管理層履歷

本集團董事及高級管理層的履歷載於本年報「董事及高級管理層」一節。

根據上市規則第13.51B條變更董事資料

根據上市規則第13.51B(1)條須予披露的董事資料變更載列如下：

陳美美女士已於2023年5月30日獲委任為 Dutaland Berhad (一間於馬來西亞證券交易所上市的公司(股份代號：3948)) 的獨立非執行董事。

董事的服務合約

概無擬於股東週年大會上重選連任的董事已與本公司訂立本公司於一年內不作出賠償(法定賠償除外)則不能終止的無限期服務協議。

董事於重大交易、安排或合約中的權益

除綜合財務報表附註37所披露者外，本公司任何控股公司、附屬公司或同系附屬公司概無訂立任何重大交易、安排或合約為本公司董事或本公司董事的關連實體直接或間接於當中擁有重大權益，且於年末或年內任何時間依然存續。

管理合約

除與董事或本公司全職聘用的任何人士訂立服務合同外，年內，本公司並無簽訂任何合約，據此由一人承擔本公司任何業務的全部或任何重要部分的管理及行政工作。

DIRECTOR'S REPORT

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors or their respective close associates (as defined under the Listing Rules) had any interests (other than their interest in the Company or its subsidiaries) in any business which competed or may compete, either directly or indirectly, with the business of the Group or any other conflicts of interests with the Group.

CONTROLLING SHAREHOLDERS' INTEREST

Save as disclosed in this report, no contracts of significance were entered into between the Company or any of its subsidiaries and any Controlling Shareholders or any of its subsidiaries or any contracts of significance for the provision of services to the Company or any of its subsidiaries by any Controlling Shareholders or any of its subsidiaries.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their respective holding of the Company's securities.

DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' remuneration and the five highest paid individuals in the Group during the year are set out in Note 11 to the consolidated financial statements.

董事於競爭業務中的權益

於年內，董事或彼等各自的緊密聯繫人（定義見上市規則）概無於任何與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益（除了彼等於本公司或其附屬公司的權益外）或與本集團存在任何其他利益衝突。

控股股東的權益

除本報告所披露者外，本公司或其任何附屬公司並無與任何控股股東或其任何附屬公司訂立重大合約，或由任何控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務的任何重大合約。

上市證券持有人的稅項減免及豁免

本公司並不知悉股東因其各自持有本公司證券而可獲得的任何稅項減稅或豁免。

董事薪酬及五名最高薪人士

於年內的董事薪酬及五名最高薪人士的詳情載於綜合財務報表附註11。

DIRECTOR'S REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OR DEBENTURES OF THE COMPANY, ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2023, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of the SFO, as recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules (the "Model Code"), were as follows:

(i) Interest in the Company

Name of Director	Capacity	Number of Shares	Approximate percentage of shareholding
董事姓名	身份	股份數目	百分比
Chuah Choon Bin Chuah Choon Bin	Beneficial Owner 實益擁有人	26,611,200(L)	1.11%
Gan Pei Joo Gan Pei Joo	Beneficial Owner ^(Note 2) 實益擁有人 ^(附註2)	8,403,544(L)	0.35%
Leng Kean Yong Leng Kean Yong	Beneficial Owner 實益擁有人	250,000(L)	0.01%
Chuah Jin Chong 蔡仁鐘	Beneficial Owner 實益擁有人	168,000(L)	0.01%

Notes:

- The letter "L" denotes the person's long position in the Shares.
- Includes Ms. Gan Pei Joo's entitlement to receive up to 283,334 Shares pursuant to the vesting of the award shares granted to her under the Scheme, subject to the conditions (including vesting conditions) of those award shares.

董事及主要行政人員於本公司、本公司任何特定業務或任何相聯法團的股份及相關股份或債券的權益及淡倉

於2023年12月31日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例）的股份、相關股份及債券中擁有須根據證券及期貨條例第352條登記於該條所述的登記冊中，或須根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及聯交所的權益及淡倉如下：

(i) 於本公司的權益

附註：

- 「L」字母表示該名人士於股份中的好倉。
- 包括Gan Pei Joo女士根據歸屬該計劃授予她的獎勵股份而有權收取的最多283,334股股份，惟須符合該等獎勵股份的條件（包括歸屬條件）。

DIRECTOR'S REPORT

董事會報告

(ii) Interest in an associated corporation of the Company

(ii) 於本公司相聯法團的權益

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity 身份	Number of Shares 股份數目 <small>(Note 1)</small> <small>(附註1)</small>	Approximate percentage of shareholding 概約持股百分比
Chuah Choon Bin	PCB	Beneficial Owner	140,420,120(L)	19.71%
Chuah Choon Bin	PCB	實益擁有人		
		Interest in Spouse <small>(Note 2)</small> 配偶權益 <small>(附註2)</small>	138,510(L)	0.02%
Gan Pei Joo	PCB	Beneficial Owner	50,486(L)	0.01%
Gan Pei Joo	PCB	實益擁有人		
Leng Kean Yong	PCB	Beneficial Owner	55,000(L)	0.01%
Leng Kean Yong	PCB	實益擁有人		

Notes:

- The letter "L" denotes the person's long position in the Shares.
- Chuah Choon Bin is deemed under the SFO to be interested in the 138,510 shares in PCB held by his spouse.

附註：

- 「L」字母表示該名人士於股份中的好倉。
- 根據證券及期貨條例，Chuah Choon Bin被視為於其配偶持有的138,510股PCB股份中擁有權益。

Save as disclosed above, as at 31 December 2023, none of the Directors or chief executive or any of their spouses or children under 18 years of age, has any interest or short position in the shares, underlying shares or debentures of the Company or any of its specified undertakings or other associated corporations which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he will be taken or deemed to have under the SFO), or was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which was required, pursuant to the Model Code.

除上文披露者外，於2023年12月31日，概無董事或主要行政人員或任何彼等的配偶或18歲以下子女於本公司或其任何特定業務或其他相聯法團的股份、相關股份及債券中擁有任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例被當作或視作擁有的權益或淡倉），或須根據證券及期貨條例第352條登記於該條所述的登記冊中的權益或淡倉，或須根據標準守則知會本公司及聯交所的權益或淡倉。

DIRECTOR'S REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware, as at 31 December 2023, the interests and short positions of the persons, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

主要股東於本公司股份、相關股份中的權益及淡倉

就董事所知，於2023年12月31日，除本公司董事或主要行政人員外，以下人士於本公司股份及相關股份中擁有記錄於本公司須根據證券及期貨條例第336條規定存置的登記冊的權益及淡倉：

Name of Shareholder 股東姓名	Capacity 身份	Number of Shares 股份數目	Approximate percentage of shareholding 概約持股百分比
PCB	Beneficial Owner	1,533,549,989(L)	63.90%
PCB	實益擁有人		

Note: The letter "L" denotes the person's long position in the Shares.

附註：「L」字母表示該名人士於股份中的好倉。

Save as disclosed above, as at 31 December 2023, the Directors are not aware of any person who had an interest or short position in the shares and the underlying shares of the Company which would require to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

除上文披露者外，於2023年12月31日，董事並不知悉任何人士於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露，或記錄於本公司須根據證券及期貨條例第336條規定存置的登記冊的權益及淡倉。

EQUITY-LINKED AGREEMENTS

The Company has not entered into any equity-linked agreement (as defined in section 6 of the Companies (Director's Report) Regulation (Chapter 622D of the laws of Hong Kong)).

股權掛鈎協議

本公司並無訂立任何股權掛鈎協議（定義見香港法例第622D章《公司（董事報告）規例》第6條）。

DIRECTOR'S REPORT

董事會報告

DEED OF NON-COMPETITION

A deed of non-competition dated 20 December 2017 has been entered into by PCB in favour of the Company (the “Deed of Non-Competition”). Pursuant to the Deed of Non-Competition, the Controlling Shareholder has undertaken to the Company that it shall not, and will procure its close associates not to, among other matters, directly or indirectly engage, participate, or hold any right or interest in any companies or be involved in any business which is or may be in competition with the business of the Group from time to time. Details of the Deed of Non-Competition are set out in the sub-section headed “Non-Competition Undertakings” in the section headed “Relationship with our Controlling Shareholder” of the Prospectus.

The Company has received an annual declaration in writing from the Controlling Shareholder confirming that it had complied with the non-competition undertakings provided to the Company under the Deed of Non-Competition. The independent non-executive Directors have reviewed the status of compliance and enforcement of the Deed of Non-Competition and confirmed that all the undertakings thereunder have been complied with for the year ended 31 December 2023.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent.

EMOLUMENT POLICY

The emolument policy for the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence. The emoluments of the directors of the Company are determined by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

不競爭契據

PCB已以本公司為受益人訂立日期為2017年12月20日的不競爭契據（「不競爭契據」）。根據不競爭契據，控股股東已向本公司承諾，其將不會並將促使其緊密聯繫人不會（其中包括）直接或間接從事、參與不時與本集團業務競爭或可能競爭的任何業務，或於當中持有任何權利或權益或涉及其中。不競爭契據的詳情載於招股章程「與控股股東的關係」一節「不競爭承諾」分節。

本公司已收到控股股東發出的年度聲明書，確認其已遵守根據不競爭契據向本公司作出的不競爭承諾。獨立非執行董事已審閱有關遵守及執行不競爭契據的狀況，並且確認於截至2023年12月31日止年度已遵守其中的所有承諾。

確認獨立性

本公司已收到各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書。本公司認為全體獨立非執行董事均為獨立人士。

薪酬政策

薪酬委員會根據僱員的長處、資格及能力制定本集團僱員的薪酬政策。薪酬委員會根據本集團的經營業績、董事個別表現及可比較的市場數據，釐定本公司董事的薪酬。

DIRECTOR'S REPORT

董事會報告

RETIREMENT SCHEMES

The Group operates a defined contribution Employees Provident Fund Scheme for employees in Malaysia. Particulars of these schemes are set out in note 2.16 to the consolidated financial statements.

As prescribed by the Employees Provident Fund ("EPF"), the Group's employees employed in Malaysia who are Malaysian are required to join the EPF scheme. The total costs charged to profit or loss amounting to MYR9,600,000 (2022: MYR7,372,000) represent contributions paid to the retirement benefits scheme by the Group.

PURCHASE, SALES OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities except that the trustee of the Scheme which was adopted on 1 April 2020, pursuant to the terms of the rules and trust deed of the Scheme, purchased on the Stock Exchange a total of 20,514,000 Shares at a total consideration of approximately HK\$20.9 million (equivalent to approximately MYR12.3 million) during the year ended 31 December 2023.

PERMITTED INDEMNITY PROVISION

Subject to the applicable laws, every director of the Group's companies shall be entitled to be indemnified by the relevant company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto pursuant to their respective Articles of Associations.

Such provisions were in force during the course of the financial year ended 31 December 2023 and remained in force as of the date of this report. The Company has maintained liability insurance to provide appropriate cover for the directors of the Company and its subsidiaries.

退休福利計劃

本集團為馬來西亞僱員營運一個界定供款的僱員公積金計劃。有關計劃的細節載於綜合財務報表附註2.16。

按照僱員公積金所規定，本集團於馬來西亞聘用而屬於馬來西亞人的僱員須加入僱員公積金計劃。於損益扣除的總成本9,600,000令吉（2022年：7,372,000令吉）為本集團向退休福利計劃支付的供款。

購買、出售或贖回證券

本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券，惟於截至2023年12月31日止年度，於2020年4月1日採納的該計劃的受託人根據規則的條款及該計劃的信託契據於聯交所購買合共20,514,000股股份，總代價約為20.9百萬港元（等於約12.3百萬令吉）。

獲准許的彌償條文

在適用法律的規限下，本集團各公司的每名董事有權根據各公司的組織章程細則獲有關公司彌償其在執行及履行職責時引致或與此有關的所有成本、收費、損失、開支及債務。

該等條文在截至2023年12月31日止財政年度期間有效，並於本報告日期亦維持有效。本公司已購買責任保險，為本公司及其附屬公司的董事提供適當保障。

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RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 December 2023 are disclosed in note 37 to the consolidated financial statements. Save as mentioned in the sections headed “Connected Transactions” and “Continuing Connected Transactions” below, other related party transactions did not constitute connected transactions and continuing connected transaction as defined in chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

There were no connected transactions entered by the Group during the year.

CONTINUING CONNECTED TRANSACTIONS

The Group had entered into the following continuing connected transactions with its connected persons.

Trademark Licence Agreement

On 19 December 2017, Pentamaster Technology, a direct wholly-owned subsidiary of the Company, entered into a trademark licence agreement (the “Trademark Licence Agreement”) with PCB, pursuant to which Pentamaster Technology granted to PCB an irrevocable right to use the trademarks (the “Trademarks”), for use in PCB Group’s day-to-day business on a non-transferable, non-exclusive and royalty-free basis, for an indefinite term until PCB ceases to be a Controlling Shareholder.

As the Trademarks have been widely adopted in all the businesses and activities managed and operated by the Pentamaster Group and are generally known and recognised by the public, the Trademarks have become an important means of promoting the Pentamaster Group’s brand and image and a key icon in all of the Pentamaster Group’s external promotion and marketing activities. The continual use of the Trademarks will ensure the continuity of the brand and image of the Pentamaster Group, thereby ensuring the long-term development and continuity of the Pentamaster Group’s business. Having considered the foregoing, our Directors consider that it is reasonable to license the Trademarks to PCB to enable it to sustain the PCB Group’s business operations and an indefinite duration of the agreement (until PCB ceases to be a Controlling Shareholder) is justifiable. Our Directors are of the view that the Trademark Licence Agreement has been entered into on normal commercial terms which are fair and reasonable and in the interests of the Pentamaster Group and our Shareholders as a whole.

關聯方交易

本集團於截至2023年12月31日止年度的關聯方交易詳情於綜合財務報表附註37披露。除下文「關連交易」及「持續關連交易」一節所述者外，其他關聯方交易並不構成上市規則第十四A章界定的關連交易及持續關連交易。

關連交易

年內，本集團並無訂立任何關連交易。

持續關連交易

本集團曾與其關連人士進行以下持續關連交易。

商標許可協議

於2017年12月19日，本公司直接全資附屬公司Pentamaster Technology與PCB訂立一項商標許可協議（「商標許可協議」），據此，Pentamaster Technology向PCB授出一項不可撤銷權利，以於PCB集團的日常業務中按不可轉讓、非獨家基準無償使用商標（「商標」），使用期限為無限，直至PCB不再為控股股東為止。

由於商標已廣泛應用於Pentamaster集團管理及運營的所有業務及活動，並被大眾普遍認識及認可，商標已成為Pentamaster集團品牌及形象推廣的一個重要方式及Pentamaster集團所有外部推廣及營銷活動的關鍵標誌。持續使用商標將確保Pentamaster集團品牌及形象的連續性，進而確保Pentamaster集團業務長期發展及持續經營。經考慮上文所述，董事認為向PCB授出商標許可可以維持PCB集團的業務營運屬合理，而無確定期限（直至PCB不再為控股股東為止）的長期協議亦屬適當。董事認為，商標許可協議乃按一般商業條款訂立，屬公平合理，並符合Pentamaster集團及股東的整體利益。

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As the applicable percentage ratios for the Trademark Licence Agreement is expected to be less than 0.1% on an annual basis, such transaction is fully exempt from the reporting, annual review, announcement, circular, independent financial advice and the independent shareholders' approval requirement under Rule 14A.76(1) of the Listing Rules.

Lease agreements in respect of office premises

On 19 December 2017, Pentamaster Technology as landlord entered into two lease agreements, one with each of PCB and Pentamaster Smart Solution Sdn. Bhd. ("PSS"), a subsidiary of PCB respectively, as tenant (together the "Lease Agreements"), pursuant to which Pentamaster Technology agreed to lease the premises situated at Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang, Malaysia (the "Office Premises") to each of PCB and PSS for office use.

The Lease Agreements have a term of three years commencing from the Listing Date. On 1 October 2018, Pentamaster Technology entered into two revised lease agreements with PCB and PSS respectively. The revised lease agreements had a term of 15 months until 31 December 2019. The revised lease agreements were subsequently extended annually for PCB and PSS. The rental to be paid to Pentamaster Technology under each of the Lease Agreements was negotiated on an arm's length basis and on normal commercial terms determined based on the historical rental for the Office Premises and the prevailing market rent of similar premises.

由於預期商標許可協議的適用年度百分比率低於0.1%，有關交易獲全面豁免遵守上市規則第14A.76(1)條項下有關申報、年度審閱、公告、通函、獨立財務意見及獨立股東批准的規定。

辦公室物業租賃協議

於2017年12月19日，Pentamaster Technology（作為業主）與PCB及PCB附屬公司Pentamaster Smart Solution Sdn. Bhd.（「PSS」）（作為租戶）分別各自訂立一項租賃協議（統稱「租賃協議」），據此，Pentamaster Technology同意將位於Plot 18 & 19, Technoplex, Medan Bayan Lepas, Taman Perindustrian Bayan Lepas, Phase IV, 11900 Penang, Malaysia的物業（「辦公物業」）出租予PCB及PSS作辦公室用途。

租賃協議期限為自上市日期起計為期三年。於2018年10月1日，Pentamaster Technology分別與PCB及PSS簽訂經修訂協議，共計兩份。經修訂租賃協議期限為15個月，直至2019年12月31日。PCB及PSS的經修訂租賃協議其後每年延長。根據各租賃協議將支付予Pentamaster Technology的租金乃經公平協商後按一般商業條款訂立，且基於辦公室物業的歷史租金及相若物業的現行市場租金釐定。

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Since the transactions contemplated under the Lease Agreements are similar in nature, such transactions should be aggregated pursuant to Rule 14A.81 of the Listing Rules. As the highest applicable percentage ratio for the Lease Agreements in aggregate calculated for the purpose of Chapter 14A of the Listing Rules is less than 5.0% and the annual consideration is less than HK\$3.0 million, such continuing connected transactions are within the de minimis threshold stipulated in the Rule 14A.76(1) of the Listing Rules and fully exempt from the reporting, annual review, announcement, circular, independent financial advice and the independent shareholders' approval requirement under Rule 14A.76(1) of the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

Sales

- the largest customer: 14.4%
- five largest customers in aggregate: 52.6%

Purchases

- the largest supplier: 9.0%
- five largest suppliers in aggregate: 26.3%

At no time during the year, the Directors, their associates or any Shareholders (which to the knowledge of the Directors own more than 5.0% of the Company's share capital) has any interest in these major customers or suppliers.

由於租賃協議項下擬進行的交易性質類似，故根據上市規則第14A.81條，該等交易應合併計算。由於就上市規則第十四A章所合併計算的租賃協議的最高適用百分比率低於5.0%且年度代價低於3.0百萬港元，故有關持續關連交易屬上市規則第14A.76(1)條訂明的最低豁免水平限額，獲全面豁免遵守上市規則第14A.76(1)條項下有關申報、年度審閱、公告、通函、獨立財務意見及獨立股東批准的規定。

主要客戶及供應商

本集團主要客戶及供應商應佔的年內銷售額及採購額百分比如下：

銷售額

- 最大客戶：14.4%
- 五大客戶總計：52.6%

採購額

- 最大供應商：9.0%
- 五大供應商總計：26.3%

於年內任何時間，董事、彼等的聯繫人或任何股東（據董事所知擁有超過5.0%本公司股本）概無於該等主要客戶或供應商中擁有任何權益。

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CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the section headed "Corporate Governance Report" in this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands, which shall oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued share was held by the public as at the date of this report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by GTHK, who will retire at the forthcoming AGM and being eligible, offers themselves for re-appointment. A resolution for the re-appointment of GTHK as auditor of the Company will be proposed at the forthcoming AGM. There has been no change of auditor of the Company since the Listing Date.

企業管治

本公司企業管治慣例的詳情載於本年報「企業管治報告」一節。

優先購買權

組織章程細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股份。

足夠公眾持股量

根據本公司所得的公開資料及據董事所知，於本報告日期，本公司已發行股份總數至少25%由公眾人士持有。

核數師

截至2023年12月31日止年度的綜合財務報表已經由致同香港審計，其將於應屆股東週年大會上告退，惟其符合資格並願意接受續聘。應屆股東週年大會上將提呈一項決議案，以續聘致同香港為本公司核數師。自上市日期以來，本公司核數師概無變動。