UTS MARKETING SOLUTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 6113

2019

ANNUAL REPORT

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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Ng Chee Wai *(Chairman)*
Mr. Lee Koon Yew
Mr. Kwan Kah Yew

Independent Non-Executive Directors

Mr. Lee Shu Sum Sam
Mr. Kow Chee Seng
Mr. Chan Hoi Kuen Matthew

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEADQUARTERS IN MALAYSIA

Tingkat 10
Bangunan KWSP
No. 3, Changkat Raja Chulan
50200 Kuala Lumpur
Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 1302 & 1802
Ruttonjee House
Ruttonjee Centre
11 Duddell Street
Central, Hong Kong

JOINT COMPANY SECRETARIES

Mr. Siu Chun Pong Raymond
Mr. Wong Weng Yuen

AUTHORISED REPRESENTATIVES

Mr. Kwan Kah Yew
Mr. Chan Hoi Kuen Matthew

AUDIT COMMITTEE

Mr. Kow Chee Seng *(Chairman)*
Mr. Lee Shu Sum Sam
Mr. Chan Hoi Kuen Matthew

REMUNERATION COMMITTEE

Mr. Chan Hoi Kuen Matthew *(Chairman)*
Mr. Kow Chee Seng
Mr. Lee Shu Sum Sam
Mr. Lee Koon Yew

NOMINATION COMMITTEE

Mr. Lee Shu Sum Sam *(Chairman)*
Mr. Kow Chee Seng
Mr. Chan Hoi Kuen Matthew
Mr. Kwan Kah Yew

AUDITOR

RSM Hong Kong
Certified Public Accountants
29/F, Lee Garden Two
28 Yun Ping Road
Causeway Bay, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong

PRINCIPAL BANKERS

The Bank of East Asia
CIMB Bank Berhad
Bank Islam Malaysia Berhad

STOCK CODE

6113

WEBSITE

www.unitedteleservice.com

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of UTS Marketing Solutions Holdings Limited (the "Company"), I am pleased to present the annual report of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2019 (the "Reporting Period").

The Group's net profit for the year ended 31 December 2019 amounted to approximately RM13.36 million, representing a slight decrease of approximately RM1.77 million as compared to approximately RM15.13 million for the corresponding year ended 31 December 2018.

As at 31 December 2019, the total number of workstation orders that the Group received from its clients was approximately 1,240. For the Reporting Period, as compared to the amount recognised for the year ended 31 December 2018, the Group realised a slight decrease of 4.41% in its revenue due to decrease in the number of workstations ordered by our clients, particularly from insurance sector and charitable organisations.

Looking forward, the Group will continue to further strengthen the market position as one of the leading outbound contact service providers in Malaysia by expanding our capacity; capitalising on the potential of inbound contact services by setting up an inbound contact centre; upgrading and enhancing existing information technology system and developing a comprehensive system for billing and reconciliation services.

Last but not the least, with the rapid development in technology nowadays, the Group will continue to embrace innovations, and will try its best endeavours to turn every challenge into opportunity to provide the best services to our customers.

On behalf of the Board, I would like to express my sincere gratitude to the relentless support of all our shareholders, investors, suppliers, business partners and customers. The management team and all staff members of the Group will continue striving for better results for the Group and bringing value to the Company and returns to the shareholders in the long run.

Ng Chee Wai
Chairman and Executive Director

Hong Kong, 30 March 2020

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the provision of outbound telemarketing services and contact centre facilities for promotion of financial products and its related activities issued by authorised financial institutions, card companies or organisations worldwide.

As at 31 December 2019, the Group was operating six contact centres located within the central business district of Kuala Lumpur, Malaysia with approximately 1,596 employees.

The Group's net profit for the year ended 31 December 2019 amounted to approximately RM13.36 million, representing a decrease of approximately RM1.77 million as compared to approximately RM15.13 million for the year ended 31 December 2018. The decrease in net profit was mainly attributable to the net effect of: (i) the decrease in revenue from the business in Malaysia by approximately RM3.67 million; (ii) the increase in foreign exchange losses by approximately RM1.01 million; and (iii) the increase in interest income on bank deposits and financial advances by approximately RM2.35 million in total.

FINANCIAL REVIEW

Revenue

	2019 **RM'000**	2018 RM'000
Industry sector		
Insurance	**68,608**	69,746
Banking and financial	**4,628**	4,855
Others	**6,234**	8,539
Total	**79,470**	83,140

For the year ended 31 December 2019, the Group recorded revenue of approximately RM79.47 million, representing a decrease of approximately 4.41% as compared with approximately RM83.14 million for the year ended 31 December 2018. Such decrease was attributable to the decrease in the number of workstations ordered by our clients, particularly from insurance sector and charitable organisations.

The overall average number of workstation orders per month decreased from approximately 1,139 for the year ended 31 December 2018 to approximately 1,101 for the year ended 31 December 2019. Revenue generated per workstation per month remained relatively stable for the years ended 31 December 2019 and 2018, which were approximately RM6,015 and RM6,083 respectively.

FINANCIAL REVIEW *(continued)*

Other income

For the year ended 31 December 2019, other income increased substantially by approximately RM2.83 million as compared to the amount of approximately RM0.77 million in prior year, mainly due to the imputed and accrued interest income generated from the financial advances to two independent third parties with aggregate principal sums of RM26 million. Both financial advances bear interest at the rate of 10% per annum.

Other gains and losses

For the year ended 31 December 2019, other gains and losses decreased by approximately RM1.72 million as compared to prior year, from gains of approximately RM1.00 million to losses of approximately RM0.72 million, which was mainly due to the increase in unrealised foreign exchange losses and impairment loss on financial advances.

Staff costs

For the year ended 31 December 2019, staff costs decreased slightly by approximately RM0.49 million or 0.87%, from approximately RM56.27 million to approximately RM55.78 million.

The number of staff remained stable at a monthly average of 1,430 for the year ended 31 December 2019 (2018: 1,427). The overall average staff cost per month also remained stable at RM3,251 for the year ended 31 December 2019 (2018: RM3,286).

Given the nature of our business, which is service-oriented and labour intensive, the revenue and the staff costs of the Group are the key financial performance indicators.

Depreciation

For the year ended 31 December 2019, depreciation charges increased by approximately RM1.57 million or 148.11%, from approximately RM1.06 million to approximately RM2.63 million. The increase in the depreciation charges was mainly attributable to the adoption of HKFRS 16, pursuant to which the Group has recognised depreciation and finance cost, instead of operating lease charges for the Group's office premises. During the year ended 31 December 2019, the Group recognised depreciation charges of approximately RM1.81 million from its right-of-use assets of approximately RM3.20 million.

Other operating expenses

For the year ended 31 December 2019, other operating expenses decreased by approximately RM2.80 million or 22.62%, from approximately RM12.38 million to approximately RM9.58 million. The decrease was primarily due to the change in the recognition and classification of the Group's leased properties as depreciation and finance costs, instead of operating lease expenses as previously classified.

Finance costs

For the year ended 31 December 2019, finance costs increased by approximately RM0.92 million, from approximately RM0.07 million to approximately RM0.99 million. The increase was primarily due to the imputed interest expenses upon the inception of the financial advances to independent third parties and interest expenses on lease liabilities during the year.

Income tax expenses

No income tax expenses provision was required for the year ended 31 December 2019 since the Group did not generate any assessable profits arising from the year ended 31 December 2019. One of the subsidiaries of the Group was entitled to tax exemption from its statutory income in Malaysia for a period of 5 years from 10 February 2015 to 9 February 2020.

FINANCIAL REVIEW *(continued)*

Net profit and net profit margin

As a result of the above factors, the Group recorded profit after tax of approximately RM13.36 million and RM15.13 million for the years ended 31 December 2019 and 2018 respectively. Net profit margin were approximately 16.8% and 18.2% for the years ended 31 December 2019 and 2018 respectively. The decrease in net profit margin by 1.4% was mainly due to the decrease in revenue.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Financial resources

The Group generally met its working capital requirements and capital expenditures on plant and equipment from its internally generated funds. For the year ended 31 December 2019, the Group generated net cash inflow from operating activities of approximately RM9.16 million (2018: approximately RM23.35 million). The Group was able to fulfill its repayment obligations when they became due. The Group did not experience any material difficulties in rolling over its banking facilities.

Banking facilities and lease liabilities

As at 31 December 2019, the Group has available and unutilised facilities from banks amounting to RM4.71 million (2018: RM5.00 million). The carrying amount of the Group's facilities are denominated in Malaysian Ringgit.

The Group's average effective interest rate for the banking facilities is 8.75% (2018: 8.80%). The Group's banking facilities are secured by the pledged bank deposits and the corporate guarantees provided by the Company.

As at 31 December 2019, the Group has an aggregate amount of current and non-current lease obligations of approximately RM3.93 million (2018: finance lease payables of approximately RM0.78 million), all denominated in Malaysian Ringgit. The average effective interest rate for the lease is 4.34% (2018: 5.14%). The carrying amount of approximately RM0.60 million (2018: approximately RM0.78 million) is secured by the lessor's retention of title to the leased assets.

Capital Structure

As at 31 December 2019, the Group's total equity and liabilities amounted to approximately RM73.89 million and RM9.88 million respectively (2018: approximately RM95.22 million and RM7.47 million respectively).

Gearing Ratio

The gearing ratio of the Group as at 31 December 2019 was 5.8% (2018: 0.8%) which is calculated based on the total debt divided by equity attributable to equity holders of the Company, and total debt represents bank overdrafts and lease liabilities (2018: finance lease payables). The Group has a strong liquidity position to meet its operational needs.

RISKS FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITIONS

The Company identified and determined the major risks factors which may affect the operations results and financial conditions of the Group through risk management process, which include the following:

Risk in ability to secure sufficient labour and control staff cost

Contact service industry is service-oriented and labour intensive business, any shortage in staff, or increase in staff costs may materially and adversely affect our business, results of operations, financial condition and prospects.

MANAGEMENT DISCUSSION AND ANALYSIS

RISKS FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITIONS *(continued)*

Risk in ability to secure sufficient labour and control staff cost *(continued)*

As at 31 December 2019, the Group had 1,596 employees. Total staff costs incurred by the Group for the year ended 31 December 2019 were approximately RM55.78 million (2018: approximately RM56.27 million), representing approximately 70.2% of the revenue of the Group for the year ended 31 December 2019 (2018: approximately 67.7%).

To manage such risk, the Group endeavoured to attract and retain sufficient number of staff, in particular our telemarketing sales representatives by giving performance-linked commission and incentive based on predetermined sales target.

In addition, appropriate corrective actions and re-training measures are taken to further improve the quality of the services provided by our telemarketing sales representatives.

Delay in settlement of bills from the top five clients

The majority of the revenue of the Group is derived from a limited number of clients. Sales to the five largest clients accounted for approximately 70.0% of the total revenue for the year ended 31 December 2019 (2018: approximately 66.6%). All the five largest clients are insurance companies.

The Group may be subject to the risk of delay in payment by our clients. If settlements by our clients are not made in full or in a timely manner, the cash position and financial conditions of the Group will be materially and adversely affected.

To manage such risk, the Group monitors the trade receivables collection status from time to time in order to fully recover the outstanding amounts due from our clients. As at 31 December 2019, the trade receivables were approximately RM19.04 million. Subsequent to 31 December 2019 and up to the date of this report, approximately RM16.86 million or 89% of the outstanding balances of trade receivables were settled.

COMPLIANCE WITH LAWS AND REGULATIONS

Based on the best knowledge of the Directors, the Group has complied in all material respects with all relevant laws and regulations that have a significant impact on the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to operate in compliance with the applicable environmental laws as well as protecting the environment by minimising the negative impact of the Group's existing business activities on the environment. Details of the environmental policies and performance are set out in our 2019 Environmental, Social and Governance Report which will be available on the websites of the Stock Exchange and the Company.

RELATIONSHIP WITH EMPLOYEES, CLIENTS AND SUPPLIERS

The Group recognises the importance of having good working relationships with its employees. The Group has not experienced any significant problems with its staff nor any significant labour disputes or industrial actions.

The Group understands the importance of maintaining a good relationship with its clients and suppliers in order to meet its immediate and long-term business goals. All of our five largest clients are in the insurance industry. As at 31 December 2019, all of our five largest clients and suppliers have a length of relationship with our Company for more than five years. There were no material and significant disputes between the Group and its clients and suppliers.

MANAGEMENT DISCUSSION AND ANALYSIS

USE OF PROCEEDS FROM THE GLOBAL OFFERING

On 12 July 2017, the Company's shares were listed on the Main Board of the Stock Exchange. A total number of 100,000,000 shares were issued to the public at HK$1.38 per share for a total gross proceeds of HK$138 million. The total net proceeds raised from the initial public offering of the Company were approximately HK$109.7 million (equivalent to approximately RM60.3 million) after the deduction of related listing expenses. The intended use of proceeds has been consistent with the disclosure in the prospectus of the Company dated 22 June 2017 (the "Prospectus"). Up to 31 December 2019, the respective use of the net proceeds are as follows:

Intended usage	Actual net proceeds received RM'000	Amount utilised as at 31 December 2019 RM'000	Amount unutilised as at 31 December 2019 RM'000
Expanding outbound contact service business	**30,137**	**28,522**	**1,615**
Setting up inbound contact centre	**15,070**	**–**	**15,070**
Upgrading and enhancing information technology system	**9,041**	**832**	**8,209**
Working capital	**6,027**	**6,027**	**–**
Total	**60,275**	**35,381**	**24,894**

The balance of the net proceeds is currently deposited in a licensed financial institution in Hong Kong.

The total unutilised net proceeds of approximately RM24.89 million will be applied consistent to that disclosed in the Prospectus. The Directors are not aware of any material changes to the intended usage of proceeds as at the date of this report.

The Board has prudently reviewed and considered the market condition before making any expenditures for the above intended usage mainly due to the following factors: (i) the Group is still in the infancy stage of evaluation with one of the potential client on inbound contact centre and the incidental information technology requirement; (ii) the Group is still evaluating for experienced consultant and inbound management team; and (iii) increasing demand of more advance e-commerce and work-from-home type of information technologies requirement as compared to conventional information technology; and (iv) increasing demand of operating spaces in order to promote best workplace social distancing practice.

The balance of the unutilised proceeds is expected to be utilised between year 2020 to year 2021. The intended time frame was envisaged on the best possible estimation and assumption of the market condition and development by the Group as at the date of this report. The spreading of the COVID-19 pandemic are unprecedented and creating uncertainty on the global and domestic economy. However, this opens up opportunity for outsourcing as risk management strategy for global and domestic clients as well.

PLEDGE OF ASSETS

As at 31 December 2019, the Group's bank facilities, all denominated in Malaysian Ringgit, were (i) secured by the pledged bank deposits of approximately RM3.43 million (2018: approximately RM2.97 million); and (ii) guaranteed by corporate guarantees of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL COMMITMENTS

As at 31 December 2019, the Group's capital commitment contracted but not yet incurred is related to potential equity investment amounted to RM120,000 (31 December 2018: Nil).

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2019.

ADVANCE TO ENTITIES

On 31 January 2019, UTS Marketing Solutions Sdn. Bhd. ("UTSM"), a wholly-owned subsidiary of the Company, entered into a shares sale agreement with Exsim Development Sdn. Bhd. ("Exsim") and Mightyprop Sdn. Bhd. ("Mightyprop") to acquire 2% of the issued ordinary shares of Mightyprop from Exsim with a purchase consideration of RM2. In addition, UTSM agreed to provide an advance of RM12,000,000 to Mightyprop. The advance is unsecured, bearing interest rate of 10% per annum and repayable on or before 4 May 2020. On 1 July 2019, an agreement was entered into by UTSM with Exsim and Mightyprop in which (i) the maturity date of the loan was extended to 30 June 2020 with the interest rate remaining unchanged; (ii) the proposed transfer of 2% shareholding in Mightyprop by Exsim to UTSM would not be proceeded with due to non-fulfilment of certain conditions precedent.

On 23 April 2019, UTSM entered into a shares subscription agreement with 2 individuals, Performance Consortium Sdn. Bhd. (collectively referred as "Arcadia's Shareholders") and Arcadia Hospitality Sdn. Bhd. ("Arcadia"). Pursuant to the agreement, UTSM agreed to subscribe for the 10% of the enlarged issued share capital of Arcadia with a purchase consideration of RM120,000 from Arcadia's Shareholders. In addition, UTSM agreed to provide an advance of RM14,000,000 to Arcadia. The advance is unsecured, bearing interest rate of 10% per annum and repayable on or before 25 July 2020. The share subscription has not yet been completed as at the date of this report.

The financial advances to entity under Rule 13.20 of the Listing Rules and the details of the above transaction were disclosed in the Company's announcements dated 31 January 2019, 23 April 2019 and 8 July 2019 respectively.

As at 31 December 2019, the circumstances giving rise to the disclosure under Rule 13.13 of the Listing Rules continued to exist and the advances by the Group to Mightyprop and Arcadia as at 31 December 2019 amounted to aggregate principal values of RM26,000,000 with maturity dates on or before 30 June 2020 and 25 July 2020 respectively.

The above advances also constituted discloseable transactions under the Listing Rules.

EMPLOYEES AND REMUNERATIONS POLICIES

As at 31 December 2019, the Group had 1,596 (31 December 2018: 1,341) employees. Total staff costs incurred by the Group for the year ended 31 December 2019 were approximately RM55.78 million (2018: approximately RM56.27 million).

The employees of the Group were remunerated according to their job scope and responsibilities. Performance-linked commission and allowances on top of fixed salary were paid to the employees to motivate productivity and performance. The employees were also entitled to annual discretionary performance bonus, salary increment and promotion based on timely performance reviews and annual appraisals.

INTEREST RATE RISK

As at 31 December 2019, the Group's pledged bank deposits, financial advances and lease liabilities bore interest at fixed interest rates and therefore were subject to fair value interest rate risk. The Group's exposure to cash flow interest rate risk arises from its bank deposits and bank overdrafts. These deposits bore interests at variable rates that varied with the then prevailing market condition. The Board believes that the Group does not have significant interest rate risk exposures.

FOREIGN CURRENCY EXPOSURE

Save and except for certain bank balances are denominated in Hong Kong dollars, the Group has minimal exposure to foreign currency risk because most of the business transactions, assets and liabilities are principally denominated in the functional currency of the Group, Malaysian Ringgit. The Group currently does not have a hedging policy in respect of foreign currency transactions, assets and liabilities. The management monitors the foreign currency exposure from time to time and will consider hedging significant foreign currency exposure should the need arise.

SIGNIFICANT INVESTMENT HELD

As at 31 December 2019, the Group did not hold any significant investments.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 31 December 2019.

MATERIAL ACQUISITIONS OR DISPOSALS

During the year ended 31 December 2019, there was no material acquisition or disposal by the Group.

DIVIDENDS

During the year ended 31 December 2019, the Board did not recommend any interim dividend (2018: Nil) but declared a special dividend of HK5 cents per ordinary share (2018: Nil) on 29 November 2019 and the same was paid on 23 December 2019.

The Board does not recommend the payment of final dividend for the year ended 31 December 2019 (2018: RM6 cents per ordinary share).

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors or the controlling shareholders of the Company nor any of their respective close associates that compete or might compete, either directly or indirectly, with the business of the Group and any other conflicts of interest which any such person had or might have with the Group during the year ended 31 December 2019.

CHANGE OF PARTICULARS OF DIRECTORS

With effect from 1 January 2019, the monthly basic salary of Mr. Ng Chee Wai was increased by 57.7% from RM52,000 to RM82,000 while the monthly basic salaries of Mr. Lee Koon Yew and Mr. Kwan Kah Yew were increased by 60% from RM50,000 to RM80,000.

MANAGEMENT DISCUSSION AND ANALYSIS

EVENTS AFTER THE REPORTING PERIOD

After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the disruption to, business and economic activities caused by, the COVID-19 outbreak and evaluate its impact on the financial position, cash flows and operating results of the Group. Given the dynamic nature of the COVID-19 outbreak, it is not practicable to provide a reasonable estimate of its impact on the Group's financial position, cash flows and operating results at the date of this report.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

Since the outbreak of the COVID-19, the Government of Malaysia (the "Government") has responded to major public health emergencies and implemented measures (the "Order") in order to curb the spread of the COVID-19. Pursuant to the Order, all Government and private premises except those involved with national essential services have to be temporarily closed. As part of our efforts to facilitate the prevention and control of the COVID-19 and ensure the health and safety of our employees and customers, the Board had temporarily closed its offices (including contact centres) and suspend the telemarketing services in Malaysia from 19 March 2020 to 12 May 2020, assuming there is no further extension or other measures by the authority. The Directors are of the view that such measures are merely temporary and will not have any material impact on the operations of the Company in the long run.

There had been no material changes on the business operation of the Group since 31 December 2019.

OUTLOOK AND FUTURE PROSPECTS

The Group's strategic objective remains unchanged, i.e. to continue focusing on the business strategies according to the details as disclosed in the section headed "Business — Business Strategies" on pages 92 to 99 of the Prospectus.

Despite the challenging and uncertainties in the global economies, unresolved trade war, deteriorated market sentiments which suffer from further headwind brought by the coronavirus (Covid-19) outbreak, the Group expects the overall outlook to remain resilient without material deviation from its existing outbound telemarketing workstations ordered by its clients.

The Group had also been constantly reviewing potential opportunities to increase its number of workstations ordered beyond its current customer base by either working with new database owners, new insurers or takaful operators in order to improve the Group's financial performance.

DIRECTORS AND MANAGEMENT PROFILES

DIRECTORS

Executive Directors

Mr. Ng Chee Wai, aged 47, is the chairman of the Company (the "Chairman") and an executive Director and is responsible for overseeing the business development of our Group; formulating overall business development strategy and soliciting new businesses.

In April 1995, Mr. Ng joined Chubb Insurance Malaysia Berhad (formerly known as ACE Synergy Insurance Bhd) and worked in direct marketing department before he left the said company in November 2008. During the said 13 years, Mr. Ng was responsible for business development and other marketing matters. After he left, Mr. Ng joined our Group in November 2011.

Mr. Ng obtained a Bachelor of International Business degree from Griffith University in September 1994.

Mr. Lee Koon Yew, aged 64, is an executive Director and the chief executive officer of our Group (the "Chief Executive Officer"). Mr. Lee is responsible for formulating the overall business strategy and planning, overseeing our Group's performance and management.

Mr. Lee has more than 25 years of experiences in the insurance industry. During the period between 1981 and 1995, he worked in Hong Leong Assurance Berhad and his last position was assistant general manager responsible for the general management of the said company.

From September 1995 to December 2006, Mr. Lee became the Country Manager & Principal Officer of Chubb Insurance Malaysia Berhad (formerly known as ACE Synergy Insurance Bhd), responsible for the overall management of the said company. After working in the said company for 11 years, he joined Tahan Insurance Berhad as the chief executive officer and was responsible for the overall management of the said company. He then joined our Group in December 2009.

Mr. Lee was the chairman of Insurance Services Malaysia from 2005 to 2009. He was also the chairman of General Insurance Association of Malaysia (PIAM), the director of Malaysian Ratings Corp. Bhd. and the director of Malaysian Insurance Institute during the period from 2008 to 2009.

Mr. Lee obtained a Bachelor of Commerce degree from the University of Canterbury in May 1980.

Mr. Kwan Kah Yew, aged 51, is an executive Director and is responsible for formulating overall business development strategy and planning, overseeing our Group's performance and financial management.

Mr. Kwan worked in various accounting firms as audit staff during the period between January 1994 and July 1998 responsible for reviewing and preparing the consolidated accounts and fund flow statements.

From July 1998 to July 2009, Mr. Kwan worked in Chubb Insurance Malaysia Berhad (formerly known as ACE Synergy Insurance Berhad) as Chief Financial Officer, responsible for management of financial-related matters of the company. He joined our Group in June 2010.

Mr. Kwan has been a fellow of The Association of Chartered Certified Accountants since September 2002.

Mr. Kwan obtained a Diploma in Commerce (Financial Accounting) from Kolej Tunku Abdul Rahman College in June 1993.

DIRECTORS AND MANAGEMENT PROFILES

DIRECTORS *(continued)*

Independent Non-executive Directors

Mr. Lee Shu Sum Sam (李樹深), aged 48, is an independent non-executive Director.

Mr. Lee started his career in April 1994 as a customer service officer in Seapower Futures Limited, responsible for analysing and providing up-to-date market information of currency commodity and US stock market to customers. During the period between June 1996 and August 2005, Mr. Lee was the business analyst in The Hong Kong Jockey Club, responsible for overall project management. During the period between 2005 and 2010, Mr. Lee had worked in (i) The Hong Kong Broadband Network Limited as assistant IT manager, (ii) The Hong Kong International Terminals Limited as systems analyst and (iii) The Hong Kong Economic Times Limited as project manager.

Mr. Lee obtained a Bachelor of Information Technology from Griffith University in April 1994.

Mr. Kow Chee Seng, aged 51, is an independent non-executive Director.

Mr. Kow has more than 20 years of accounting experience. He was an auditor in Lim, Tay & Co. (林鄭會計公司) during the period between January 1994 and June 2005, responsible for auditing, taxation and accounting works. He then served as an accountant in Dolomite Industrial Park Sdn. Bhd. from December 2005 to August 2006, responsible for liaising with the auditor, ensuring compliance with internal control policies, preparing the accounts of the said company. Mr. Kow joined Bintai Kinden Corporation Berhad as the accountant in 2006, responsible for management of accounts, and treasury management. He became a partner of J&K Management Consultancy Services and worked there until April 2010, providing accounting and secretarial management consultancy services. In 2010, he founded C S Kow & Associates, providing audit, taxation, accounting and company secretarial services.

Mr. Kow became a fellow member of the Association of Chartered Certified Accountants in January 2004. He also became an approved company auditor licensed by the Ministry of Finance of Malaysia in 2010, and an approved tax agent licensed by the Ministry of Finance of Malaysia in 2014.

Mr. Kow obtained a Diploma in Commerce (Major in Financial Accounting) from College Tunku Abdul Rahman, Malaysia in July 1993.

Mr. Chan Hoi Kuen Matthew (陳海權), aged 48, is an independent non-executive Director.

Mr. Chan is currently a career representative unit manager in AIA International Limited, responsible for serving clientele in respect of their insurance coverage and wealth management. Prior to joining AIA International Limited, Mr. Chan had worked in (i) Indover Bank (Asia) Limited as assistant vice president of the commercial banking department; (ii) Australia and New Zealand Banking Group Limited as Manager; (iii) Calyon Corporate and Investment Bank as manager in Ship Finance Department; (iv) DBS Bank (Hong Kong) Limited as senior relationship manager; and (v) Indover Bank (Asia) Limited as vice president.

Mr. Chan is currently an independent non-executive director of CBK Holdings Limited (國茂控股有限公司), a company listed on GEM of the Stock Exchange (stock code: 8428).

Mr. Chan is a certified practising accountant since November 1997, and he became an associate of the Hong Kong Society of Accountants (currently known as "Hong Kong Institute of Certified Public Accountants") in February 2001.

Mr. Chan obtained a Bachelor of Commerce in Accounting and Finance from The University of New South Wales, Australia in October 1994 and a postgraduate diploma in Financial Policy from the University of London, United Kingdom through distance learning in December 1996.

DIRECTORS AND MANAGEMENT PROFILES

SENIOR MANAGEMENT

Mr. Chang Siau Voon, aged 44, is the Chief Financial Officer of our Group, responsible for the financial management and accounting and reporting functions of our Group's business.

Mr. Chang started his career in February 1999 and had worked in (i) Global Enterprise Sdn Bhd as Finance & Administration Officer; (ii) Maruzen Nihonbashi Sdn Bhd as Accounts Assistant; and (iii) Deloitte Kassim Chan as Audit Semi Senior.

In January 2003, Mr. Chang joined AmAssurance Insurance Berhad as senior officer and promoted to manager in April 2004. He worked in the said company until September 2007, mainly responsible for preparing its accounts. In September 2007, he joined Chubb Insurance Malaysia Berhad (formerly known as ACE Synergy Insurance Bhd) as assistant manager and was promoted as manager in January 2010 and worked in that position until October 2011, mainly responsible for overseeing the reporting section for accurate and timely submission of statutory reports assisting in the preparation of annual budget and monthly forecast and handling all reinsurance and treaty administration related matters. After that, he joined our Group in October 2011 as finance manager and was promoted to Chief Financial Officer in January 2014.

Mr. Chang is a member of Malaysian Institute of Accountants and a Certified Practising Accountant of CPA Australia since September 2009 and November 2004 respectively.

Mr. Chang obtained a Bachelor of Business degree from University of Technology, Sydney in June 1999.

Mr. Wong Weng Yuen, aged 48, is the Operations Director of our Group and is mainly responsible for operation and project management, productivity management and facilities management.

Mr. Wong worked in Diners Club (Malaysia) Sdn Bhd during the period between July 1995 and December 2005 and held the positions of accountant, manager of finance operations & special projects. He then joined International SOS (M) Sdn Bhd as a finance manager in January 2006 and worked in that company until March 2007 responsible for managing its finance operations. After that, he re-joined Diners Club (Malaysia) Sdn Bhd as a finance manager in April 2007 and subsequently promoted to assistant general manager in July 2011 and worked in that position until November 2013, responsible for the general management of the said company. Mr. Wong then joined our Group in December 2013 as Operations Director.

Mr. Wong is a fellow member of The Association of Chartered Certified Accountants since October 2004.

Ms. Chai Pei Chen, aged 46, is the senior account director of our Group and is mainly responsible for liaising with clients and their database owners on all matters related to the projects.

Ms. Chai worked in Pericon.com Sdn Bhd as Implementation consultant for Skillsoft.

Ms. Chai then joined Chubb Insurance Bhd (formerly known as ACE Synergy Insurance Bhd) in June 2002, and held the positions of training executive, executive, direct marketing executive, assistant manager and her last position in the said company was manager in direct marketing, responsible for handling sales matters. After she left Chubb Insurance Bhd in May 2009, she joined Hong Leong Assurance Berhad in May 2009 as manager in affinity business and alternative channels, responsible for client management. Ms. Chai then joined our Group in October 2010 as consultant, and subsequently promoted as account director and senior account director and is mainly responsible for project management and liaising with clients and database owners on all matters related to the projects.

Ms. Chai obtained the Bachelor of Education from Chichester Institute of Higher Education (an accredited college of the University of Southampton), the United Kingdom in July 1998.

DIRECTORS AND MANAGEMENT PROFILES

SENIOR MANAGEMENT *(continued)*

Ms. Lim Soh Ting, aged 38, is the senior account director of our Group and is mainly responsible for project management and liaising with clients and their database owners on all matters related to the projects.

Ms. Lim joined Teledirect Telecommerce Sdn Bhd as a telesales executive in October 2002 and held the positions of team leader, management trainee and her last position in Teledirect Telecommerce Sdn Bhd was project executive, responsible for project management and client management. After that, Ms. Lim left Teledirect Telecommerce Sdn Bhd in February 2008, she joined Hewlett Packard Corporation Berhad in March 2008 as an inside sales supervisor, responsible for managing inside sales team of the said company. Ms. Lim then joined our Group in April 2011 as Campaign Manager and was promoted to senior account director in January 2016.

Ms. Lim obtained a life insurance agent certificate from the Malaysian Insurance Institute in September 2004.

Mr. Woo Kai Meng, aged 45, is the Head of Information Technology of our Group, responsible for overseeing the operation and management of information technology of our Group.

Mr. Woo has more than 15 years of experience in information technology operations. Prior to joining the Group, In September 2001, Mr. Woo served as a senior executive in ACE Synergy Insurance Berhad and was promoted as an assistant manager in September 2007, responsible for project management. After that, Mr. Woo joined our Group in April 2010 as the head of information technology.

Mr. Woo obtained a Bachelor of Business degree from the University of Southern Queensland, Australia through distance learning in March 1998.

JOINT COMPANY SECRETARIES

Mr. Siu Chun Pong, Raymond (蕭鎮邦), aged 40, was appointed as a joint company secretary of the Company in February 2018. Mr. Siu has been a practising solicitor of The High Court of Hong Kong since 2005. Mr. Siu has over 14 years of experience in corporate finance and regulatory compliance. He is the founder and a partner of Raymond Siu & Lawyers. Prior to setting up and running his own solicitors' firm, he was a partner of F. Zimmern & Co., Solicitors & Notaries. Mr. Siu graduated from The University of Hong Kong with a Bachelor of Laws degree and University College London with a Master of Laws degree.

Mr. Wong Weng Yuen is another joint company secretary of the Company. Mr. Wong is also the Operations Director of the Group. For further details of Mr. Wong's biography, please refer to the paragraph headed "Senior Management" above.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The board (the "Board") of directors (the "Directors") and management of the Company are committed to achieving and maintaining high standards of corporate governance to enhance corporate performance, transparency and accountability through a set of corporate governance principles and practices.

The Directors are of the opinion that during the year ended 31 December 2019, the Company has complied with the code provisions as set out in the Corporate Governance Code (the "CG Code") under Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the year ended 31 December 2019, save and except for code provision C2.5 of the CG Code, details of which are set out in the paragraph headed "Risk Management, Internal Control and their Effectiveness" of this section.

The Company's corporate governance structure includes the Board and three board committees under the Board, namely the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee"). The Board stipulates the terms of reference of all board committees and specifies therein clearly the powers and responsibilities of the board committees.

THE BOARD

The Board plays a central supporting and supervisory role in the Group and is responsible for promoting the success of the Group by directing and supervising its affairs in a responsible and effective manner. Each Director has a fiduciary duty towards the Company.

The Board oversees the management of the Company and makes decisions on important matters, including but not limited to the approval of the overall business strategies and policies, business development, risk management, annual budgets, financial results, investment proposals, major acquisition, disposals and capital transactions, internal control, material funding decisions and major commitments relating to the Group's operations. The Board is required to make decisions in the best interests of the Company and its shareholders as a whole.

Decisions on the Group's day-to-day management and operations of the Company are delegated to the management of the Group. This delegation of authority includes responsibility for operating the Group's businesses within the parameters set by the Board, keeping the Board informed of material developments of the Group's businesses, identifying and managing operation and other risks and implementing the policies and processes approved by the Board.

BOARD COMPOSITION

During the year ended 31 December 2019, the Board comprised 6 members, including three executive Directors, Mr. Ng Chee Wai (Chairman), Mr. Lee Koon Yew and Mr. Kwan Kah Yew and three independent non-executive Directors, Mr. Lee Shu Sum Sam, Mr. Kow Chee Seng and Mr. Chan Hoi Kuen Matthew. Other than being members of the Board, there is no other relationship between the members of the Board. The Board believes that the composition of executive and non-executive Directors is reasonable and adequate to provide sufficient checks and balances that serve to safeguard the interests of the Company and its shareholders as a whole.

Each Director has different professional qualifications, knowledge, skills, industry experience and expertise, which enable them to make valuable and diversified contribution and guidance to the Group's business development and operations. The Directors' biographical details are set out in the section headed "Directors and Management Profiles" of this report.

BOARD COMPOSITION *(continued)*

During the year ended 31 December 2019, the Board had at all times met the relevant requirements under the Listing Rules relating to the appointment of at least three independent non-executive Directors (representing not less than one-third of the Board), with at least one independent non-executive Director possessing appropriate accounting and related financial management expertise. The independence of the independent non-executive Directors is assessed according to the relevant rules and requirements under the Listing Rules. The Company has received from each of the independent non-executive Directors a confirmation of his independence in accordance with Rule 3.13 of the Listing Rules and the Company is of the view that all independent non-executive Directors meet the independence guidelines and are independent in accordance with the relevant rules and requirements.

The Nomination Committee has reviewed the Board's structure, size, diversity and composition to ensure that it has a balance of expertise, skills, independence and experience appropriate to the requirements of the Group's business development and operations.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the year under review, the Chairman of the Board took a leading role in the day-to-day management and is responsible for the effective functioning of the Board. He was also responsible for the overall strategic development of the Group. Mr. Lee Koon Yew acted as the chief executive officer of the Company and was responsible for managing the Group's overall daily operations. The Group's senior management team was responsible for implementation of business strategy and management of the day-to-day operations of the Group's business.

APPOINTMENT, RE-ELECTION AND REMOVAL

The appointment, re-election and removal of Directors are governed by the Articles of Association of the Company. The Board may from time to time appoint a Director either to fill a casual vacancy or as an addition to the Board.

The Nomination Committee will make recommendations to the Board on the appointment of Directors and senior management. Potential new directors are selected on the basis of their qualifications, skills and experience that the Directors consider will make a positive contribution to the performance and diversity of the Board.

At each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire by rotation in accordance with the Company's Articles of Association.

Each of the non-executive Directors was appointed for a term of three years subject to retirement by rotation at the annual general meeting of the Company.

NOMINATION POLICY

The secretary of the Company shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members. The factors which would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate for director include, inter alia, reputation for integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, willingness to devote adequate time to discharge duties as Board member, diversity of the Board, and such other perspectives appropriate to the Company's business. The Nomination Committee shall make recommendations for the Board's consideration and approval.

DIVERSITY OF THE BOARD

The Company has a board diversity policy to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee evaluates and monitors the implementation of the board diversity policy to ensure the effectiveness of the board diversity policy.

NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

During the year ended 31 December 2019, seven Board meetings were held and one written resolutions of the Directors was passed. Notices of regular Board meetings for the purpose of approving the annual results and interim results were given to all Directors at least 14 days before each meeting, and all Directors were given the opportunity to include matters in the agenda for discussion at the Board meetings. The agenda and meeting materials, including relevant background information and supporting analysis, were normally sent to all Directors at least three days before the regular Board meetings (and so far as practicable for such other Board meetings) to ensure that the Directors would have sufficient time and attention to the affairs of the Company. Their individual attendance of the seven Board meetings was as follows:

Mr. Ng Chee Wai	(7/7)
Mr. Lee Koon Yew	(7/7)
Mr. Kwan Kah Yew	(7/7)
Mr. Lee Shu Sum Sam	(7/7)
Mr. Kow Chee Seng	(7/7)
Mr. Chan Hoi Kuen Matthew	(7/7)

The annual general meeting of the Company was held on 26 April 2019. All Directors attended the annual general meeting. No extraordinary general meeting was held during the year ended 31 December 2019.

PRACTICES AND CONDUCT OF MEETINGS OF THE BOARD AND BOARD COMMITTEES

The joint company secretaries are responsible for ensuring the proper convening and conducting of the Board and Board committee meetings, with relevant notices, agenda and all relevant Board and board committee papers being provided to the Directors and board committee members in a timely manner before the meetings.

The joint company secretaries are responsible for keeping minutes of all meetings of the Board and Board committees. Board and Board committee minutes are available for inspection by Directors and Board committee members. All Directors have direct access to the joint company secretaries who are responsible for advising the Board on corporate governance and compliance issues.

Each Director is required to make disclosure of his interests or potential conflicts of interests, if any, in any proposed transactions or issues discussed by Directors at the Board and board committees' meetings. Any Director shall not vote on any resolution of the Board and board committees approving any contract or arrangement or any other proposal in which he (or his associates) is materially interested nor shall he be counted in the quorum present at the meeting.

CORPORATE GOVERNANCE REPORT

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all Directors, and the Directors have confirmed that they have complied with all relevant requirements as set out in the Model Code for the year ended 31 December 2019. The Company will from time to time reiterate and provide reminders to the Directors regarding the procedures, rules and requirements to be complied with by them in relation to Directors' dealings in securities.

ACCOUNTABILITY AND AUDIT AND AUDITOR'S REMUNERATION

The Directors acknowledge their responsibility for the preparation of the financial statements which give a true and fair presentation of the state of affairs of the Company and its subsidiaries (the "Group") for the year ended 31 December 2019. This responsibility has also been mentioned in the Independent Auditor's Report on pages 33 to 37 of this report.

In preparing the financial statements for the year ended 31 December 2019, the Board (a) adopted all applicable accounting and financial reporting standards, including but not limited to the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants; (b) selected suitable accounting policies and applied them consistently; (c) made prudent and reasonable judgements and estimates; and (d) ensured that the financial statements were prepared on a going concern basis.

The Directors are also responsible for ensuring timely publication of the Group's financial statements. The Company aims to present a clear, balanced and understandable assessment of the Group's performance and position through all its publications and communications to the public and is aware of the requirements under the applicable rules and regulations about timely disclosure of inside information. The interim results of the Group for the six months ended 30 June 2019 were published within 2 months after the end of the relevant period to provide stakeholders with transparent and timely financial information of the Group.

The statement by the auditors of the Company about their reporting responsibilities is set out on pages 35 to 37 of this annual report. The auditors of the Company received approximately (i) RM0.44 million for the provision of audit services rendered during the year ended 31 December 2019; (ii) RM111,000 for the provision of interim financial review services; and (iii) RM14,000 for the provision of taxation services rendered by the auditor of the Company during the year.

RISK MANAGEMENT, INTERNAL CONTROL AND THEIR EFFECTIVENESS

The Board has the overall responsibility for maintaining sound and effective internal controls and risk management for the Group to safeguard the interests of its stakeholders and the assets of the Group at all times. In this connection, an internal control and risk management system has been established to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage or mitigate rather than eliminate risks of failure to achieve the Group's business objectives.

The Board is responsible for, at least annually, conducting reviews on the adequacy and effectiveness of the Group's internal control and risk management system, and making recommendations to the relevant department management for necessary actions.

During the year ended 31 December 2019, the Board had conducted reviews on the effectiveness of the internal control and risk management system covering all material factors related to financial, operational, compliance controls, various functions for risk management and asset and information security.

RISK MANAGEMENT, INTERNAL CONTROL AND THEIR EFFECTIVENESS *(continued)*

The Company does not have an internal audit function as the Board presently considers that the size, nature and complexity of the Group's business does not require such a function. The Board reviews and will continue to review the need to set up an independent internal audit function on an annual basis. At the current stage, our finance team assumes the responsibility for conducting regular review of internal control procedures. Although this arrangement can be improved, the Board is not concerned with the lack of segregation of duties by having assumed the current organisational structure, lines of responsibility and authority of the management team and the risks associated with the operations of the Group. The Board considers that the internal control and risk management system is effective during the year under review.

DIVIDEND POLICY

The Company has a dividend policy (the "Dividend Policy"), pursuant to which the Company may distribute dividends to the shareholders of the Company by way of cash or shares. Any distribution of dividends shall be in accordance with the Articles and the distribution shall achieve continuity, stability and sustainability. The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the Shareholders. In proposing any dividend pay-out, the Board shall also take into account, inter alia, the Group's earnings per share, the reasonable return in investment of the investors and the shareholders in order to provide incentive to them to continue to support the Group in their long-term development, the financial conditions and business plan of the Group, and the market sentiment and circumstances. 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 periods.

CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors have been informed of the requirement under the code provision A.6.5 of the CG Code regarding the continuous professional development. A summary of the trainings received by each of the Directors during the year ended 31 December 2019 is as follows:

	Reading journals	Attending seminars
Mr. Ng Chee Wai	Yes	–
Mr. Lee Koon Yew	Yes	–
Mr. Kwan Kah Yew	Yes	–
Mr. Lee Shu Sum Sam	Yes	–
Mr. Kow Chee Seng	Yes	Yes
Mr. Chan Hoi Kuen Matthew	Yes	Yes

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

During the year ended 31 December 2019, there were three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee with specific terms of references to assist the Board in discharging its responsibilities.

Audit Committee

For the year ended 31 December 2019, the Audit Committee comprises three independent non-executive Directors, namely Mr. Kow Chee Seng, Mr. Lee Shu Sum Sam and Mr. Chan Hoi Kuen Matthew. The Audit Committee is chaired by Mr. Kow Chee Seng, who is a certified public accountant. The principal functions of the Audit Committee are to review and supervise the Group's financial reporting processes and internal control and risk management system.

During the year ended 31 December 2019, the Audit Committee reviewed the Group's annual and interim accounts and the effectiveness of internal control and risk management system. The Audit Committee had performed the following works:

(a) reviewed the financial reports for the year ended 31 December 2018;

(b) reviewed the financial reports for the six months ended 30 June 2019;

(c) reviewed the accounting principles and practices adopted by the Group and ensured the compliance with the relevant accounting standards, the Listing Rules and other statutory requirements; and

(d) reviewed the effectiveness of the internal control and risk management system.

During the year ended 31 December 2019, two Audit Committee meetings were held. The individual attendance of its members is as follows:

Mr. Kow Chee Seng	(2/2)
Mr. Lee Shu Sum Sam	(2/2)
Mr. Chan Hoi Kuen Matthew	(2/2)

Remuneration Committee

During the year ended 31 December 2019, the Remuneration Committee comprises an executive Director, Mr. Lee Koon Yew; and three independent non-executive Directors, Mr. Chan Hoi Kuen Matthew, Mr. Kow Chee Seng and Mr. Lee Shu Sum Sam. The Remuneration Committee is chaired by Mr. Chan Hoi Kuen Matthew.

The principal functions of the Remuneration Committee are (i) to make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management in order to retain and attract talent to manage the Group effectively; (ii) to determine, with the delegated responsibility, the specific remuneration packages of all executive Director and senior management; (iii) to assess the performance of the executive Director; and (iv) to approve the terms of the service contracts of the executive Director. The Directors and their associates do not participate in the decisions in relation to their own remuneration.

BOARD COMMITTEES *(continued)*

Remuneration Committee *(continued)*

During the year ended 31 December 2019, two Remuneration Committee meetings were held. The Remuneration Committee will meet as and when required. The individual attendance of its members is as follows:

Mr. Chan Hoi Kuen Matthew	(2/2)
Mr. Kow Chee Seng	(2/2)
Mr. Lee Shu Sum Sam	(2/2)
Mr. Lee Koon Yew	(2/2)

Nomination Committee

During the year ended 31 December 2019, the Nomination Committee comprises an executive Director, Mr. Kwan Kah Yew and three independent non-executive Directors, Mr. Lee Shu Sum Sam, Mr. Kow Chee Seng and Mr. Chan Hoi Kuen Matthew. The Nomination Committee is chaired by Mr. Lee Shu Sum Sam.

The principal functions of the Nomination Committee are to determine the policy for the nomination of Directors, to review the structure of the Board, to assess the independence of the independent non-executive Directors and to make recommendations on relevant matters relating to the appointment or re-appointment of Directors.

During the year ended 31 December 2019, one meeting was held by the Nomination Committee. The Nomination Committee will meet as and when required. The individual attendance of its members is as follows:

Mr. Lee Shu Sum Sam	(1/1)
Mr. Kow Chee Seng	(1/1)
Mr. Chan Hoi Kuen Matthew	(1/1)
Mr. Kwan Kah Yew	(1/1)

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for the corporate governance matters of the Company. The Board has established its terms of reference, pursuant to which the duties of the Board include, inter alia, (i) to develop, review and implement the policies and practices of the Company on corporate governance; (ii) to review, monitor and implement the policies and practices of the Company on compliance with legal and regulatory requirements; (iii) to review, monitor and implement the training and continuous professional development of the Directors and senior management of the Group; (iv) to develop, review, monitor and implement the code of conduct and compliance manual (if any) applicable to Directors and employees; and (v) to review and implement the compliance with the CG Code and disclosure in the Corporate Governance Report.

JOINT COMPANY SECRETARIES

Mr. Siu Chun Pong Raymond ("Mr. Siu") has been appointed as the joint company secretary of the Company with effect from 5 February 2018. The biographical detail of Mr. Siu is set out in the section headed "Directors and Management Profiles" of this report. Mr. Wong Weng Yuen continues to remain as another joint company secretary of the Company.

The joint company secretaries took no less than 15 hours of relevant professional training during the year ended 31 December 2019 as required by the Listing Rules.

CORPORATE GOVERNANCE REPORT

COMMITMENT TO TRANSPARENCY

The Board puts emphasis on creating and maintaining a high level of transparency through timely disclosure of relevant information on the Group's business and activities to shareholders, investors, media and investment public through various channels including the Company's annual general meeting, analysts' briefings, press conferences following the announcements of interim and annual results, regular press releases, timely update of the Company's website as well as the availability of designated investor relationship agent to handle enquiries. The executive Director and senior management, who together oversee our business operations, are committed to responding to enquiries from regulators, shareholders, investors and business partners.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company regards high quality reporting as an essential element in building successful relationships with its shareholders. The Company always seeks to provide relevant information to existing and potential investors, not only to comply with the various requirements in force but also to enhance transparency and communications with shareholders and the investing public. The Company is committed to ensuring that all shareholders and potential investors have equal opportunities to receive and obtain publicly available information that is released by the Group. Regular disclosures about important issues, including performance, fundamental business strategy, governance and risk management are disseminated through various channels such as:

- the Company's annual general meeting
- analysts' briefings and press conferences following the announcements of interim and annual results
- timely updates of the Group's information on the websites of the Company and the Stock Exchange
- meetings with shareholders and the investing public
- prompt press releases and announcements regarding major corporate actions and business initiatives

The Company maintains a website at www.unitedteleservice.com where the Company's announcements, circulars, notices, financial reports, business developments, press releases and other information are posted. Shareholders are encouraged to access corporate communication from the Company through its website.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, there was no amendment to the Company's constitutional documents.

SHAREHOLDERS' RIGHTS

Convening extraordinary general meeting and putting forward proposals at Shareholders' meetings

Any one or more shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company at Units 1302 & 1802, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

SHAREHOLDERS' RIGHTS *(continued)*

Enquiries to the Board

We always welcome Shareholders' view and input. Shareholders and other stakeholders may at any time address their concerns to the joint company secretaries, Mr. Wong Weng Yuen, by mail, facsimile or email. The contact details are as follows:

Address: Tingkat 10, Bangunan KWSP, No. 3, Changkat Raja Chulan, 50200 Kuala Lumpur, Malaysia
Facsimile no.: (603) 2031 9618
Email: info@unitedteleservice.com

DIRECTORS' REPORT

The Directors are pleased to present the 2019 annual report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Group is principally engaged in provision of outbound telemarketing services of financial products, which include insurance products (conventional and takaful insurance products), promoting credit cards and balance transfer, and soliciting donation programmes for our clients in Malaysia. Our current clienteles are mainly banks, insurance companies, takaful operators, and charitable organisations in Malaysia.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company are set out in note 38 to the consolidated financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company identified and determined the major risks which may affect the operations results and financial conditions of the Group through risk management process, which include (1) the risk in ability to secure sufficient labour and control staff costs and (2) the risk in delay in settlement of bills from the five largest clients.

BUSINESS REVIEW

For the review of the business of the Group, the details on principal risks and uncertainties, compliance with laws and regulations, environmental policies and performance, relationship with employees, clients and suppliers, please refer to the section headed "Management Discussion and Analysis" on pages 4 to 11 of this report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 38.

The Directors did not recommend a payment of interim dividend for the six months ended 30 June 2019.

The Directors declared that a special dividend of HK5 cents per ordinary share on 29 November 2019.

The Directors did not recommend a payment of final dividend for the year ended 31 December 2019.

DONATION

Charitable and other donations made by the Group during the year ended 31 December 2019 amounted to approximately RM123,500.

DIRECTORS' REPORT

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on pages 99 to 100 of this annual report. This summary is for information only and does not form part of the audited consolidated financial statements.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution to shareholders amounted to approximately RM71 million.

DIRECTORS

The Directors during the year and up to the date of this report were:

Executive Directors

Mr. Ng Chee Wai
Mr. Lee Koon Yew
Mr. Kwan Kah Yew

Independent Non-Executive Directors

Mr. Lee Shu Sum Sam
Mr. Kow Chee Seng
Mr. Chan Hoi Kuen Matthew

Biographical details of the Directors are set out in the section headed "Directors and Management Profiles" on pages 12 to 15 of this report.

According to Article 84(1) of the Articles of Association of the Company, Mr. Kwan Kah Yew and Mr. Chan Hoi Kuen Matthew will retire by rotation and, being eligible, will offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a contract of service which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTEREST AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests and short positions of our Directors and chief executive of our Company in the shares, underlying shares and debentures of our Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have taken under such provisions), or required, pursuant to section 352 of the SFO, to be entered in the register referred to therein are as follows:

Long position in the shares of the Company ("Shares")

Name of Director	Capacity/Nature of interest	Number of Shares	Percentage of the issued share capital
Mr. Ng Chee Wai	Interest in controlled corporation (Note 1)	180,000,000	45.00
Mr. Lee Koon Yew	Interest in controlled corporation (Note 2)	66,000,000	16.50
Mr. Kwan Kah Yew	Interest in controlled corporation (Note 3)	54,000,000	13.50

Notes:

1. The 180,000,000 Shares were held by Marketing Intellect (UTS) Limited, a company incorporated in the BVI and is wholly-owned by Mr. Ng Chee Wai. Mr. Ng is deemed to be interested in the Shares held by Marketing Intellect (UTS) Limited under the SFO.

2. The 66,000,000 Shares were held by Marketing Talent (UTS) Limited, a company incorporated in the BVI and is wholly-owned by Mr. Lee Koon Yew. Mr. Lee is deemed to be interested in the Shares held by Marketing Talent (UTS) Limited under the SFO.

3. The 54,000,000 Shares were held by Marketing Wisdom (UTS) Limited, a company incorporated in the BVI and is wholly-owned by Mr. Kwan Kah Yew. Mr. Kwan is deemed to be interested in the Shares held by Marketing Wisdom (UTS) Limited under the SFO.

Save as disclosed above, as at 31 December 2019, none of the Directors and the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 December 2019, the persons or corporations other than Directors or chief executive of the Company, who had an interest or short position in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which recorded in the register required to be kept under section 336 of the SFO, were as follows:

Long position in Shares

Name	Nature of interest	Number of Shares	Percentage of the issued share capital
Marketing Intellect (UTS) Limited	Beneficial owner (Note 1)	180,000,000	45.00
Ms. Cheong Wai Mun	Interest of spouse (Note 2)	180,000,000	45.00
Marketing Talent (UTS) Limited	Beneficial owner (Note 3)	66,000,000	16.50
Ms. Teh Swee Lee	Interest of spouse (Note 4)	66,000,000	16.50
Marketing Wisdom (UTS) Limited	Beneficial owner (Note 5)	54,000,000	13.50
Ms. Sun Bee Wah	Interest of spouse (Note 6)	54,000,000	13.50

Notes:

1. Marketing Intellect (UTS) Limited is wholly-owned by Mr. Ng Chee Wai.

2. Ms. Cheong Wai Mun is the spouse of Mr. Ng Chee Wai.

3. Marketing Talent (UTS) Limited is wholly-owned by Mr. Lee Koon Yew.

4. Ms. Teh Swee Lee is the spouse of Mr. Lee Koon Yew.

5. Marketing Wisdom (UTS) Limited is wholly-owned by Mr. Kwan Kah Yew.

6. Ms. Sun Bee Wah is the spouse of Mr. Kwan Kah Yew.

Save as disclosed above, as at 31 December 2019, so far as is known to the Directors or chief executive of the Company, no other person (other than the Directors and chief executive of the Company) had any interest and short positions in the shares, underlying shares and debentures of the Company which were required to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or required to be recorded in the registered required under section 336 of the SFO as at the date of this report.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save and except for the Share Option Scheme (as defined below), at no time during the year was the Company, its controlling shareholders, or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance to which the Company, its controlling shareholders, or subsidiaries was party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' PERMITTED INDEMNITY PROVISION

According to the Articles of Association of the Company, the Directors for the time being shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices.

According to Article 164(1) of the Articles of Association of the Company, the Directors shall be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses for acts done, concurred in or omitted in when discharging their duties in the affairs of the Company, other than any matter in respect of any fraud or dishonesty.

The Company has taken up appropriate insurance cover in respect of legal action against the Directors as at 31 December 2019.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 14 June 2017 and the same became effective from 12 July 2017. No option was granted, exercised, cancelled or lapsed during the year ended 31 December 2019.

The Share Option Scheme is a share incentive scheme and is established to enable the Company to grant options to the eligible participants as incentives or rewards for their contribution they had or may have made to the Group. The Share Option Scheme will provide the eligible participants with an opportunity to have a personal stake in the Company with the view to achieve the following objectives:

(a) motivate the eligible participants to optimise their performance efficiency for the benefit of the Group; and

(b) attract and retain or otherwise maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

SHARE OPTION SCHEME *(continued)*

Eligible participants of the Share Option Scheme include (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any Directors (including independent non-executive Directors) of the Company or any of its subsidiaries; (iii) any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), contractors, suppliers, service providers, agents, customers and business partners of the Company or any of its subsidiaries; and (iv) any such other persons who in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries.

The total number of Shares available for issue under the Share Option Scheme is 40,000,000, representing 10% of the entire issued shares as at the date of this report. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. There is no minimum period stipulated under the Share Option Scheme for which an option must be held before it can be exercised. An offer of grant of an option shall remain open for acceptance by the Eligible Participants concerned by such period as determined by the Board, which period shall not be more than 14 days from the date of the offer. Upon acceptance of the option, the grantee shall pay HK$1.00 to the Company as consideration for the grant. The Share Option Scheme shall be valid for a period of 10 years commencing from 14 June 2017 and will expire on 13 June 2027.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code for dealings in securities transactions by the Directors. Specific enquiries have been made with all Directors and they have confirmed their compliance with the required standard set out in the Model Code for the year ended 31 December 2019 and up to the date of this report.

CORPORATE GOVERNANCE CODE

The Company is committed to maintaining good corporate governance standard and procedures with a view to enhance investor confidence and the Company's accountability and transparency.

For the year ended 31 December 2019, the Company has complied with the code provisions included in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules and there has been no deviation from the code provisions as set forth under the CG Code during the said period, save and except code provision C2.5 of the CG Code, details of which are set out in the paragraph headed "Risk Management, Internal Control and Their Effectiveness" of the section headed "Corporate Governance Report" in this report.

AUDIT COMMITTEE

The Audit Committee of the Company was established on 14 June 2017 with written terms of reference in compliance with the Listing Rules. The committee comprises three independent non-executive Directors, namely Mr. Kow Chee Seng (Chairman), Mr. Lee Shu Sum Sam and Mr. Chan Hoi Kuen Matthew.

The annual results of the Company for the year ended 31 December 2019 have been reviewed by the Audit Committee.

DIRECTORS' REPORT

ADVANCE TO ENTITIES

On 31 January 2019 (after trading hours of the Stock Exchange), UTS Marketing Solutions Sdn. Bhd. ("UTSM"), a wholly-owned subsidiary of the Company, entered into an agreement dated 31 January 2019 (the "First Agreement") with Exsim Development Sdn. Bhd. ("Exsim") and Mightyprop Sdn. Bhd. ("Mightyprop") in relation to an advance of RM12,000,000 to be made by UTSM to Mightyprop, a wholly-owned subsidiary of Exsim. Pursuant to the First Agreement, the advance shall be repayable within 3 months upon expiry of 12 months from the date of advance. Exsim agreed to transfer 2 shares of Mightyprop, representing 2% of its entire issued capital to UTSM at nominal consideration. On 8 July 2019, the Board announced that UTSM, Exsim and Mightyprop have entered into another agreement (the "Second Agreement") to amend to the terms of the First Agreement. The terms of the First Agreement have been amended that the proposed transfer of 2% shareholding in Mightyprop by Exsim to UTSM will not be proceeded due to non-fulfillment of certain conditions precedent; and Mightyprop undertakes to repay the Advance in full within 12 months from 1 July 2019, with the interest of 10% per annum remain unchanged.

On 23 April 2019 (after trading hours of the Stock Exchange) that, UTSM entered into an agreement dated 23 April 2019 (the "Agreement") with Mr. Lim Aik Hoe, Mr. Lim Aik Kiat, Performance Consortium Sdn. Bhd. and Arcadia Hospitality Sdn. Bhd. ("Arcadia") in relation to an advance of RM14,000,000 to be made by UTSM to Arcadia. Pursuant to Agreement, the above advance shall be repayable within 3 months upon expiry of 12 months from the date of advance. UTSM agreed to subscribe for, and Arcadia agreed to issue and allot such number of ordinary shares representing 10% of its enlarged issued and paid up shares at the consideration of RM120,000. Up to the date of this report, the share subscription has not yet been completed.

DISCLOSURE UNDER RULES 13.18 AND 13.21 OF THE LISTING RULES

There is no transaction which falls within the disclosure requirements under Rules 13.18 and 13.21 of the Listing Rules.

DEED OF NON-COMPETITION

Pursuant to a deed of non-competition dated 14 June 2017 (the "Deed of Non-Competition") executed by Mr. Ng Chee Wai and Marketing Intellect (UTS) Limited, the controlling shareholders of the Company (collectively referred to as the "Covenantors") in favour of the Company, the Covenantors have given certain undertakings that, inter alia, they will not engage in any business which is in competition of the Group (collectively, the "Undertakings").

The Covenantors have made an annual declaration confirming that they have fully complied with the Undertakings. The independent non-executive Directors have also reviewed as to whether the Covenantors have fully complied with the Undertakings during the year and they are satisfied that the Covenantors were in full compliance with the same.

EMOLUMENT POLICY

The emolument policy for the employees of the Group is stipulated by the Directors on the basis of the employees' individual performance, qualifications and competence.

The emoluments of the Directors are determined by the Remuneration Committee of the Board, having regard to the Company's operating results, individual performance and market rates.

DIRECTORS' REPORT

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales to the Group's five largest customers accounted for approximately 70% of the Group's total revenue and sales to the Group's largest customer was approximately 30% of the Group's total revenue.

During the year, the aggregate purchases attributable to the Group's five largest suppliers accounted for approximately 58% of the Group's total operating expenses, and the purchases attributable to the Group's largest supplier was approximately 22% of the Group's total operating expenses.

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had interests in the Group's five largest customers or suppliers.

MANAGEMENT CONTRACTS

Other than Directors' service contracts and professional retainer contracts, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the shares of the Company.

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on the information publicly available to the Company, there was sufficient public float as required by the Listing Rules throughout the year ended 31 December 2019.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association and the Companies Law of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CHANGE OF PARTICULARS OF DIRECTORS

With effect from 1 January 2019, the monthly basic salary of Mr. Ng Chee Wai was increased by 57.7% from RM52,000 to RM82,000 while the monthly basic salaries of Mr. Lee Koon Yew and Mr. Kwan Kah Yew were increased by 60% from RM50,000 to RM80,000.

AUDITORS

A resolution to re-appoint RSM Hong Kong as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Ng Chee Wai
Chairman and Executive Director

30 March 2020

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF
UTS MARKETING SOLUTIONS HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of UTS Marketing Solutions Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 38 to 98, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter we identified is impairment assessment of financial assets at amortised cost.

KEY AUDIT MATTERS *(continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessment of financial assets at amortised cost	
Refer to accounting policies note 4(e), (f), (g), (t), note 5(c), note 6(b) and note 22 to the consolidated financial statements. As at 31 December 2019, the Group has loans and interest receivables with net carrying amount of approximately RM26,689,000. Impairment losses recognised in the consolidated statement of profit or loss and other comprehensive income for the year in respect of the Group's loans and interest receivables amounted to approximately RM507,000. The Group assessed the expected credit loss ("ECL") for each loan and interest receivable by applying the probability of default approach under Hong Kong Financial Reporting Standard 9 Financial Instruments ("HKFRS 9"), with the assistance of an independent valuer. Significant accounting judgements, estimates and assumptions are required in determining the expected credit losses of loans and interest receivables. We focused on this area due to the magnitude of the balance involved and the significant accounting judgements and estimates required in assessing the loss allowance for impairment of loans and interest receivables.	Our audit procedures in relation to the impairment assessment of financial assets at amortised cost include the following: • Inquiring the management to understand the approach applied on ECL model of loans and interest receivables. • Assessing the reasonableness and appropriateness of the methodologies, parameters and assumptions adopted as well as information and parameters used by checking to applicable external data sources, forward looking factor and other available information in the Group's impairment assessment of loans and interest receivables with the assistance of our internal specialists. • Testing the accuracy of key data sources and parameters applied in the ECL computations by checking to appropriate supporting information and the relevant loan agreements. • Evaluating the objectivity, capabilities and competence of the external valuer engaged by the Group. • Evaluating the adequacy of related disclosures on allowances for impairment of loan and interest receivables in the consolidated financial statements.

OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

The engagement partner on the audit resulting in this independent auditor's report is Tsang Kit Fong, Maria.

RSM Hong Kong
Certified Public Accountants
29th Floor
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong
30 March 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2019

	Note	**2019 RM'000**	2018 RM'000
Revenue	7	**79,470**	83,140
Other income	8	**3,607**	774
Other gains and losses	9	**(716)**	1,004
Staff costs		**(55,783)**	(56,271)
Depreciation		**(2,635)**	(1,064)
Other operating expenses		**(9,584)**	(12,377)
Profit from operations		**14,359**	15,206
Finance costs	11	**(993)**	(75)
Profit before tax		**13,366**	15,131
Income tax expenses	12	**(4)**	(4)
Profit and total comprehensive income for the year	13	**13,362**	15,127
Earnings per share			
Basic	16(a)	**RM3.34 cents**	RM3.78 cents
Diluted	16(b)	**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2019

	Note	2019 RM'000	2018 RM'000
Non-current assets			
Property, plant and equipment	17	**2,737**	3,086
Right-of-use assets	18	**3,203**	–
Subleasing receivables	19	**24**	–
		5,964	3,086
Current assets			
Trade receivables	20	**19,042**	15,533
Subleasing receivables	19	**239**	–
Other receivables	21	**1,588**	1,109
Financial assets at amortised cost	22	**26,689**	–
Tax recoverable		**32**	109
Pledged bank deposits	23	**3,428**	2,965
Bank and cash balances	23	**26,795**	79,888
		77,813	99,604
Current liabilities			
Accruals and other payables	24	**5,565**	6,692
Bank overdrafts	25	**387**	–
Lease liabilities	26	**2,086**	–
Finance lease payables	26	**–**	183
		8,038	6,875
Net current assets		**69,775**	92,729
Total assets less current liabilities		**75,739**	95,815
Non-current liabilities			
Lease liabilities	26	**1,845**	–
Finance lease payables	26	**–**	599
		1,845	599
NET ASSETS		**73,894**	95,216

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2019

	Note	2019 RM'000	2018 RM'000
Capital and reserves			
Share capital	29	**2,199**	2,199
Reserves	32	**71,695**	93,017
TOTAL EQUITY		**73,894**	95,216

Approved by the Board of Directors on 30 March 2020 and signed on its behalf by:

Ng Chee Wai **Lee Koon Yew**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

	Share capital RM'000	Share premium account RM'000	Merger reserve RM'000	Retained profits RM'000	Total RM'000
At 1 January 2018	2,199	67,863	250	9,777	80,089
Total comprehensive income and changes in equity for the year	–	–	–	15,127	15,127
At 31 December 2018	2,199	67,863	250	24,904	95,216
Adjustments on initial application of HKFRS 16 (note 3)	–	–	–	(84)	(84)
Restated balance at 1 January 2019	**2,199**	**67,863**	**250**	**24,820**	**95,132**
Total comprehensive income for the year	**–**	**–**	**–**	**13,362**	**13,362**
Dividend paid (note 15)	**–**	**–**	**–**	**(34,600)**	**(34,600)**
Changes in equity for the year	**–**	**–**	**–**	**(21,238)**	**(21,238)**
At 31 December 2019	**2,199**	**67,863**	**250**	**3,582**	**73,894**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019

	Note	2019 RM'000	2018 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**13,366**	15,131
Adjustments for:			
Depreciation of property, plant and equipment		**828**	1,064
Depreciation of right-of-use assets		**1,807**	–
Finance costs		**993**	75
Interest income on bank deposits		**(403)**	(101)
Interest income on financial assets at amortised cost		**(2,882)**	–
Finance income from subleasing receivables		**(17)**	–
Loss on disposal of property, plant and equipment		**32**	–
Loss on derecognised of right-of-use assets upon recognition of subleasing receivables		**12**	–
Loss on modification of financial assets at amortised cost		**159**	–
Impairment loss on financial assets at amortised cost		**507**	–
Other payables written back		**(85)**	(82)
Operating profit before working capital changes		**14,317**	16,087
(Increase)/decrease in trade receivables		**(3,509)**	6,712
(Increase)/decrease in other receivables		**(479)**	292
(Decrease)/increase in accruals and other payables		**(1,042)**	378
Cash generated from operations		**9,287**	23,469
Interest on lease liabilities	33(b)	**(169)**	–
Finance lease charges paid		**–**	(44)
Interest paid		**(33)**	(31)
Income taxes refunded/(paid)		**73**	(42)
Net cash generated from operating activities		**9,158**	23,352

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019

	Note	2019 RM'000	2018 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of financial assets at amortised cost		**(26,000)**	–
Increase in pledged bank deposits		**(463)**	(413)
Purchases of property, plant and equipment		**(1,065)**	(331)
Receipt of subleasing receivables		**360**	–
Interest received		**1,139**	101
Proceeds from disposal of property, plant and equipment		**3**	–
Net cash used in investing activities		**(26,026)**	(643)
CASH FLOWS FROM FINANCING ACTIVITIES			
Principal elements of lease payments (2018: Repayment of finance lease payables)	33(b)	**(2,012)**	(173)
Dividend paid		**(34,600)**	–
Net cash used in financing activities		**(36,612)**	(173)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		**(53,480)**	22,536
CASH AND CASH EQUIVALENTS AT 1 JANUARY		**79,888**	57,352
CASH AND CASH EQUIVALENTS AT 31 DECEMBER		**26,408**	79,888
ANALYSIS OF CASH AND CASH EQUIVALENTS			
Bank and cash balances		**26,795**	79,888
Bank overdrafts		**(387)**	–
		26,408	79,888

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 23 August 2016. The address of its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business registered in Hong Kong is at Unit 1802, 18/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong. The headquarters and principal place of business of the Group is at Tingkat 10, Bangunan KWSP, No. 3, Changkat Raja Chulan, 50200 Kuala Lumpur, Malaysia.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 38 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The HKICPA has issued a new HKFRS, HKFRS 16 Leases, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

Except for HKFRS 16, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases

HKFRS 16 supersedes HKAS 17 Leases, and the related interpretations, HK(IFRIC) 4 Determining whether an Arrangement contains a Lease, HK(SIC) 15 Operating Leases-Incentives and HK(SIC) 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. HKFRS 16 introduced a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less and leases of low-value assets.

Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have an impact on leases where the Group is the lessor. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied HKFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

(a) New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases *(continued)*

(b) Lessee and lessor accounting and transitional impact

As a lessee

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempt.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied the incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 4.20%.

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

(i) elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 December 2019;

(ii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension options;

(iii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and

(iv) relied on the assessment of whether leases are onerous by applying HKAS 37 as an alternative to an impairment review.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases *(continued)*

(b) Lessee and lessor accounting and transitional impact (continued)

As a lessor

During the term of the sublease, the Group recognises both finance income on the sublease and finance costs on the head lease.

In accordance with the transitional provision in HKFRS 16, except for sublease in which the Group acts as an intermediate lessor, the Group is not required to make any adjustments on transition to HKFRS 16 for leases in which it acts as a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

Effective on 1 January 2019, the Group has applied HKFRS 15 Revenue from Contracts with Customers to allocate consideration in the contract to each lease and non-lease components. The charge in allocation basis has had no material impact on the consolidated financial statements of the Group for the current year.

At the date of initial application, leased properties under subleases were assessed and classified as an operating lease or a finance lease individually based on the remaining contractual terms and conditions of the head lease and the sublease at that date.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases *(continued)*

(b) Lessee and lessor accounting and transitional impact (continued)

Impact on the financial statements

The following table reconciles the operating lease commitments as disclosed in note 35 as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

	RM'000
Operating lease commitments disclosed as at 31 December 2018	1,723
Less: commitments relating to lease exempt from capitalisation:	
— short-term leases and other leases with remaining lease term ending on or before 31 December 2019	(601)
	1,122
Less: total future interest expenses	(34)
Present value of remaining lease payments, discounted using the incremental borrowing rate as at 1 January 2019	1,088
Add: finance lease liabilities recognised as at 31 December 2018	782
Lease liabilities recognised as at 1 January 2019	1,870
Of which are:	
Current lease liabilities	962
Non-current lease liabilities	908
	1,870

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position at 31 December 2018.

So far as the impact of the adoption of HKFRS 16 on leases previously classified as finance leases is concerned, the Group is not required to make any adjustments at the date of initial application of HKFRS 16, other than changing the captions for the balances. Accordingly, instead of "Finance lease payables", these amounts are included within "Lease liabilities", and the depreciated carrying amount of the corresponding leased assets is identified as right-of-use assets.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases *(continued)*

(b) Lessee and lessor accounting and transitional impact (continued)

Impact on the financial statements *(continued)*

The following table summaries the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position:

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16	Note	Carrying amount as at 31 December 2018	Effects of adoption of HKFRS 16: Re-classification	Effects of adoption of HKFRS 16: Recognition of leases	Carrying amount as at 1 January 2019
		RM'000	RM'000	RM'000	RM'000
Assets					
Right-of-use assets		–	551	675	1,226
Subleasing receivables	(iii)	–	–	329	329
Property, plant and equipment	(i)	3,086	(551)	–	2,535
Liabilities					
Lease liabilities		–	782	1,088	1,870
Finance lease payables	(ii)	782	(782)	–	–

Notes:

(i) In relation to assets previously under finance leases, the Group recategorises the carrying amount of the relevant assets which were still leased as at 1 January 2019 amounting to RM551,000 as right-of-use assets.

(ii) The Group reclassified the obligation under finance leases of RM183,000 and RM599,000 to lease liabilities as current and non-current liabilities respectively at 1 January 2019.

(iii) Subleasing receivables relate to the arrangements entered by the Group to sublease an underlying asset to third parties while the Group retains the primary obligation under the original lease. RM329,000 of subleasing receivables had been recognised at 1 January 2019.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases *(continued)*

(c) Impact on the financial results and cash flows of the Group

After the initial recognition of right-of-use assets, subleasing receivables and lease liabilities as at 1 January 2019, the Group as both lessee and lessor is required to recognise interest expenses and finance income accrued on the outstanding balance of the lease liabilities and subleasing receivables, and the depreciation of the right-of-use assets, instead of the previous policy of recognising rental expenses and rental income incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their principal element and interest element (note 33(b)). These elements are classified as financing cash outflows and operating cash outflows respectively. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (note 33(c)).

The following tables give an indication of the estimated impact of the adoption of HKFRS 16 on the Group's financial result and cash flows for the year ended 31 December 2019, by adjusting the amounts reported under HKFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply in 2019 instead of HKFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under HKAS 17.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases *(continued)*

(c) Impact on the financial results and cash flows of the Group (continued)

	2019				2018
	Amounts reported under HKFRS 16 RM'000	Add back/ (deduct): HKFRS 16 depreciation, loss on derecognised of right-of-use assets upon recognition of subleasing receivables, finance income and interest expenses RM'000	Add back/ (deduct): Estimated amounts related to operating lease as if under HKAS 17 (note 1) RM'000	Hypothetical amounts for 2019 as if under HKAS 17 RM'000	Compared to amounts reported for 2018 under HKAS 17 RM'000
Financial result for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:					
Other income	3,607	(17)	360	3,950	774
Other gains and losses	(716)	12	–	(704)	1,004
Depreciation	(2,635)	1,532	–	(1,103)	(1,064)
Other operating expenses	(9,584)	–	(1,963)	(11,547)	(12,377)
Profit from operation	14,359	1,527	(1,603)	14,283	15,206
Finance costs	(993)	134	–	(859)	(75)
Profits before taxation	13,366	1,661	(1,603)	13,424	15,131
Profit for the year	13,362	1,661	(1,603)	13,420	15,127

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(a) Application of new and revised HKFRSs *(continued)*

HKFRS 16 Leases *(continued)*

(c) *Impact on the financial results and cash flows of the Group (continued)*

	2019			2018
	Amounts reported under HKFRS 16 RM'000	Estimated amounts related to operating leases as if under HKAS 17 (notes 1 & 2) RM'000	Hypothetical amounts for 2019 as if under HKAS 17 RM'000	Compared to amounts reported for 2018 under HKAS 17 RM'000
Line items in the consolidated cash flow statement for the year ended 31 December 2019 impacted by the adoption of HKFRS 16:				
Cash generated from operations	9,287	(1,603)	7,684	23,469
Interest element of lease rentals paid	(169)	134	(35)	(44)
Net cash generated from operating activities	9,158	(1,469)	7,689	23,352
Receipt of subleasing receivables	360	(360)	–	–
Net cash used in investing activities	(26,026)	(360)	(26,386)	(643)
Capital element of lease rentals paid	(2,012)	1,829	(183)	(173)
Net cash used in financing activities	(36,612)	1,829	(34,783)	(173)

Note 1: The "estimated amounts related to operating leases" is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if HKAS 17 had still applied in 2019. This estimate assumes that there were no difference between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under HKAS 17, if HKAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note 2: In this impact table, these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if HKAS 17 still applied.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

(b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2019. These new and revised HKFRSs include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKFRS 3 Definition of a Business	1 January 2020
Amendments to HKAS 1 and HKAS 8 Definition of Material	1 January 2020
Amendments to HKFRS 9, HKAS 39 and HKFRS 7 Interest Rate Benchmark Reform	1 January 2020

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below.

The preparation of the financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Malaysian Ringgit ("RM"), which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(c) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	10%
Computer and office equipment	10%-50%
Tele-communication equipment	20%
Motor vehicles	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) The Group as a lessee

Policy applicable from 1 January 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily photocopy machines. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Leases *(continued)*

(i) The Group as a lessee *(continued)*

Policy applicable from 1 January 2019 (continued)

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Policy prior to 1 January 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases.

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset. Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Leases *(continued)*

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

The Group enters into arrangements to sublease an underlying asset to a third party, while the Group retains the primary obligation under the original lease. In these arrangements, the Group acts as both the lessee and lessor of the same underlying asset.

If the property lease is subleased under terms transferring substantially all remaining risks and rewards under the head lease to the lessee in the sublease, the right-of-use asset is derecognised, and a subleasing receivable is recognised and classified as a finance lease. Gain/loss on the derecognised right-of-use asset, if any, is recognised in the profit or loss account as income/expenses.

During the term of the sublease, the Group recognises both finance income on the sublease and finance costs on the head lease.

(e) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Recognition and derecognition of financial instruments *(continued)*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

(f) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments held by the Group are classified into the category of amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest ("SPPI"). Interest income from the investment is calculated using the effective interest method.

(g) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(j) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(k) Financial guarantee contract

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

— the amount determined in accordance with the ECL model under HKFRS 9; and

— the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(l) Other payables

Other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Revenue recognition and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from telemarketing services is recognised as a performance obligation satisfied over time when the related services are rendered, generally based on the negotiated monthly services fees as set out in the service arrangement and the number of days worked during the period.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or fair value through other comprehensive income ("FVTOCI") (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(o) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants. Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

(q) Borrowing costs

The borrowing costs are recognised in profit or loss in the period in which they are incurred.

(r) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(r) Taxation *(continued)*

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(s) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(t) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investment in debt instruments that are measured at amortised cost, subleasing receivables, trade receivables as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and subleasing receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(t) Impairment of financial assets *(continued)*

Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

— an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

— significant deterioration in external market indicators of credit risk for a particular financial instrument;

— existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

— an actual or expected significant deterioration in the operating results of the debtor;

— significant increases in credit risk on other financial instruments of the same debtor; and

— an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

(i) The financial instrument has a low risk of default;

(ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(t) Impairment of financial assets *(continued)*

Significant increase in credit risk (continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

— when there is a breach of financial covenants by the counterparty; or

— information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

— significant financial difficulty of the issuer or the counterparty;

— a breach of contract, such as a default or past due event;

— the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;

— it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or

— the disappearance of an active market for that financial asset because of financial difficulties.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(t) Impairment of financial assets *(continued)*

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a subleasing receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the subleasing receivable in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (prior to 1 January 2019).

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(u) Related parties

A related party is a person or entity that is related to the Group.

(A) A person or a close member of that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Company or of a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;

(vi) The entity is controlled or jointly controlled by a person identified in (A);

(vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(viii) The entity, or any member of the Group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

(w) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

(x) Dividend distribution

Dividends are recognised as liabilities when they are declared (i.e. the dividends are appropriately authorised and no longer at the discretion of the equity). Typically, dividends are recognised as liabilities in the period in which their distribution is approved at the shareholders' annual general meeting. Interim dividends are recognised when paid.

5. KEY ESTIMATES

Key sources of estimation uncertainty

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

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

The carrying amount of property, plant and equipment as at 31 December 2019 was approximately RM2,737,000 (2018: RM3,086,000).

5. KEY ESTIMATES *(continued)*

Key sources of estimation uncertainty *(continued)*

(b) Impairment of trade receivables

The management of the Group estimates the amount of impairment loss for ECL on trade receivables based on the credit risk of trade receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2019, the carrying amount of trade receivables is approximately RM19,042,000 (2018: RM15,533,000).

(c) Impairment of financial assets at amortised cost

The measurement of impairment loss on loan and interest receivables using the ECL model is subject to a number of key parameters and assumptions, including the identification of loss stages, estimates of probability of default, loss given default, exposure at default, interest rate, adjustments for forward-looking information and other relevant adjustment factors. The management reviews the selection of those parameters and the application of the assumptions to reduce the risk of material misstatement.

As at 31 December 2019, the carrying amount of financial assets at amortised cost was approximately RM26,689,000 (less impairment loss of approximately RM507,000 (2018: RM Nil)).

(d) Determination of incremental borrowing rate for leases

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar environment. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are principally denominated in currencies other than the functional currencies of the Group entities such as Hong Kong dollars ("HKD"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2019, if the Malaysian Ringgit ("RM") had weakened/strengthened 4% (2018: 9%) against HKD with all other variables held constant, consolidated profit after tax for the year and the equity would have been approximately RM139,000 higher/lower (2018: RM5,105,000 higher/lower), arising mainly as a result of the foreign exchange gain/loss on bank and cash balances denominated in HKD.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 58% (2018: 68%) of the total trade receivables was due from the Group's four (2018: four) largest customers.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The Group assessed that there is no significant loss allowance recognised in accordance with HKFRS 9 as at 31 December 2019.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(b) Credit risk *(continued)*

Financial assets at amortised cost

At 31 December 2019, the Group had gross loan and interest receivables of approximately RM25,885,000 (2018: Nil) and RM1,311,000 (2018: Nil) respectively. Before entering into the loan agreements, the Group assesses the credit quality of borrowers and defines the terms of the loans. The Group has concentration of credit risk as the loans were made to two (2018: Nil) borrowers. In order to minimise the credit risk, the management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue loans and interest receivables. Management reviews the loan and interest receivables at each reporting date to ensure that adequate impairment allowance is made. In these regards, management considers that the credit risk in respect of the loans and interest receivables could be monitored.

Except for the loan advances to third parties, all of the Group's remaining financial assets measured at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. Management considers "low credit risk" for financial assets measured at amortised cost when they have a low of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Financial assets at amortised cost includes subleasing receivables and other receivables.

Movement in the loss allowance for financial assets at amortised cost during the year is as follows:

	Subleasing receivables RM'000	Other receivables RM'000	Loan advances to third parties (note 1) RM'000	Total RM'000
At 1 January 2018	–	–	–	–
Impairment losses recognised for the year	–	–	–	–
At 31 December 2018	–	–	–	–
Impairment losses recognised for the year	–	–	507	507
At 31 December 2019	–	–	507	507

Note 1: Increase in expected credit loss as determined individually after considering the financial strength of the respective borrowers resulted in an increase in the loss allowance during 2019.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

	On demand or within 1 year RM'000	Between 1 and 2 years RM'000	Between 2 and 5 years RM'000	Over 5 years RM'000	Total RM'000
At 31 December 2019					
Accruals and other payables	**5,320**	**–**	**–**	**–**	**5,320**
Bank overdrafts	**387**	**–**	**–**	**–**	**387**
Lease liabilities	**2,210**	**1,336**	**574**	**–**	**4,120**
At 31 December 2018					
Accruals and other payables	6,446	–	–	–	6,446
Finance lease payables	217	218	430	–	865

(d) Interest rate risk

The Group's pledged bank deposits and lease liabilities (2018: finance lease payables) bear interest at fixed interest rates and therefore are subject to fair value interest rate risk.

The Group's exposure to cash flow interest rate risk arises from its bank deposits and bank overdrafts. These deposits bear interests at variable rates that vary with the then prevailing market condition.

At 31 December 2019, if interest rates at that date had been 50 basis points lower/higher with all other variables held constant, consolidated profit after tax for the year and the equity would have been approximately RM13,000 lower/higher (2018: RM337,000 lower/higher), arising mainly as a result of lower/higher interest on bank deposits and bank overdrafts.

(e) Categories of financial instruments at 31 December 2019

	2019 RM'000	2018 RM'000
Financial assets:		
Financial assets measured at amortised cost	**77,270**	99,275
Financial liabilities:		
Financial liabilities at amortised cost	**5,707**	7,228

6. FINANCIAL RISK MANAGEMENT *(continued)*

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. REVENUE

An analysis of the Group's revenue from contracts with customers for the year from continuing operations is as follows:

	2019 RM'000	2018 RM'000
Revenue from contracts with customers within the scope of HKFRS 15		
— Telemarketing services income	79,470	83,140

The Group derives revenue from the transfer of services over time in Malaysia for the years ended 31 December 2019 and 2018.

8. OTHER INCOME

	2019 RM'000	2018 RM'000
Interest income on:		
Bank deposits	403	101
Financial assets at amortised cost	2,882	–
Total interest income	3,285	101
Rental income	305	673
Finance income from subleasing receivables	17	–
	3,607	774

9. OTHER GAINS AND LOSSES

	2019 RM'000	2018 RM'000
Impairment loss on financial assets at amortised cost	**(507)**	–
Loss on disposal of property, plant and equipment	**(32)**	–
Loss on derecognised of right-of-use assets upon recognition of subleasing receivables	**(12)**	–
Loss on modification of financial assets at amortised cost	**(159)**	–
Net foreign exchange (losses)/gains	**(91)**	922
Other payables written back	**85**	82
	(716)	1,004

10. SEGMENT INFORMATION

Operating segment information

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

As the Group is principally engaged in the provision of telemarketing services in Malaysia, which are subject to similar business risk, and resources are allocated based on what is beneficial to the Group in enhancing the value of the Group as a whole, the Group's chief operating decision maker considers the performance assessment of the Group should be based on the profit before tax of the Group as a whole. Therefore, management considers there to be only one operating segment under the requirements of Hong Kong Financial Reporting Standard 8 "Operating Segments".

Geographical information

All non-current assets and the Group's revenue from external customers during the year are located in Malaysia.

Revenue from major customers

Revenue from customers individually contributing over 10% of the total revenue of the Group for the year is as follows:

	2019 RM'000	2018 RM'000
Customer A	**23,501**	22,396
Customer B (note i)	**11,040**	N/A
Customer C (note ii)	**N/A**	10,114
Customer D (note ii)	**N/A**	9,016

Notes:

(i) Customer B did not contribute over 10% of the total revenue of the Group for the year ended 31 December 2018.

(ii) Customers C and D did not contribute over 10% of the total revenue of the Group for the year ended 31 December 2019.

11. FINANCE COSTS

	2019 RM'000	2018 RM'000
Bank overdraft interests	**33**	31
Interest expenses on lease liabilities (note 18)	**169**	–
Finance lease charges	**–**	44
Imputed interest expenses on financial assets at amortised cost	**791**	–
	993	75

12. INCOME TAX EXPENSES

	2019 RM'000	2018 RM'000
Current tax — Malaysian Income Tax		
Provision for the year	**–**	–
Under-provision in prior years	**4**	4
	4	4

Malaysian income tax is calculated at the statutory tax rate of 24% (2018: 24%) on the estimated taxable profits for the year ended 31 December 2019.

No provision of profit tax in Cayman Islands, British Virgin Islands and Hong Kong is required as the Group has no assessable profit arising in or derived from these jurisdictions for the years ended 31 December 2019 and 2018.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

Tele Response Sdn. Bhd. ("Tele Response"), a subsidiary of the Group obtained the pioneer certificate from the Malaysian Investment Development Authority in 2011 and was entitled to tax exemption of its statutory income for a period of 5 years from 10 February 2010 to 9 February 2015. Such tax exemption was renewed in 2015 and accordingly Tele Response was entitled to tax exemption of its statutory income for a period of 5 years from 10 February 2015 to 9 February 2020.

12. INCOME TAX EXPENSES *(continued)*

The reconciliation between the income tax expenses and the product of profit before tax multiplied by the weighted average tax rate is as follows:

	2019 RM'000	2018 RM'000
Profit before tax	**13,366**	15,131
Tax at the weighted average tax rate of 24.9% (2018: 24.4%)	**3,330**	3,697
Tax effect of income that are not taxable	**(25)**	(155)
Tax effect of expenses that are not deductible	**773**	621
Tax effect of tax losses not recognised	**344**	755
Tax effect of temporary differences not recognised	**88**	31
Tax effect of tax preferential period	**(4,510)**	(4,949)
Under-provision in prior years	**4**	4
Income tax expenses	**4**	4

13. PROFIT FOR THE YEAR

The Group's profit for the year is stated after charging the following:

	2019 RM'000	2018 RM'000
Auditor's remuneration	**484**	459
Depreciation on property, plant and equipment	**828**	1,064
Depreciation on right-of-use assets	**1,807**	–
Loss on modification of financial assets at amortised cost	**159**	–
Impairment loss on financial assets at amortised cost	**507**	–
Operating lease charges in respect of		
— Hire of plant and equipment	**–**	131
— Land and buildings	**–**	2,883
	–	3,014
Staff costs (including directors' emoluments)		
— Salaries, bonuses and allowances	**48,948**	49,625
— Retirement benefit scheme contributions	**6,127**	5,919
— Social insurance contributions	**708**	727
	55,783	56,271

14. DIRECTORS' AND EMPLOYEE BENEFITS

(a) Directors' emoluments

Pursuant to the Listing Rule and the disclosure requirements of the Hong Kong Companies Ordinance, the emoluments of each director are as follows:

	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking						
	Fees	Salaries	Allowances	Discretionary bonuses	Retirement benefit scheme contributions	Social insurance contributions	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
For the year ended 31 December 2019							
Executive Directors							
Mr. Ng Chee Wai	**–**	**984**	**102**	**250**	**253**	**1**	**1,590**
Mr. Lee Koon Yew (Chief Executive Officer)	**–**	**960**	**102**	**250**	**249**	**1**	**1,562**
Mr. Kwan Kah Yew	**–**	**960**	**102**	**250**	**249**	**1**	**1,562**
	–	**2,904**	**306**	**750**	**751**	**3**	**4,714**
Independent Non-Executive Directors							
Mr. Lee Shu Sum Sam	**102**	**–**	**–**	**–**	**–**	**–**	**102**
Mr. Kow Chee Seng	**102**	**–**	**–**	**–**	**–**	**–**	**102**
Mr. Chan Hoi Kuen Matthew	**102**	**–**	**–**	**–**	**–**	**–**	**102**
	306	**–**	**–**	**–**	**–**	**–**	**306**
For the year ended 31 December 2018							
Executive Directors							
Mr. Ng Chee Wai	–	624	80	350	147	1	1,202
Mr. Lee Koon Yew (Chief Executive Officer)	–	600	80	350	143	1	1,174
Mr. Kwan Kah Yew	–	600	80	350	143	1	1,174
	–	1,824	240	1,050	433	3	3,550
Independent Non-Executive Directors							
Mr. Lee Shu Sum Sam	80	–	–	–	–	–	80
Mr. Kow Chee Seng	80	–	–	–	–	–	80
Mr. Chan Hoi Kuen Matthew	80	–	–	–	–	–	80
	240	–	–	–	–	–	240

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

14. DIRECTORS' AND EMPLOYEE BENEFITS *(continued)*

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included three (2018: three) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining two (2018: two) individuals are set out below:

	2019 **RM'000**	2018 RM'000
Salaries and allowances	**638**	615
Discretionary bonuses	**71**	111
Retirement benefit scheme contributions	**81**	74
Social insurance contributions	**2**	2
	792	802

The emoluments fell within the following bands:

	Number of individuals	
	2019	2018
HK$500,001 to HK$1,000,000	**2**	2

No emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2018: Nil).

(c) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party has a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

15. DIVIDENDS

	2019 RM'000	2018 RM'000
2018 final dividends of RM6 cents per ordinary share paid	**24,000**	–
2019 special dividends of HK5 cents per ordinary share paid	**10,600**	–
	34,600	–

The Board did not recommend payment of a final dividend for the year ended 31 December 2019.

16. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of the basic earnings per share is based on the following:

	2019 RM'000	2018 RM'000
Earnings		
Earnings for the purpose of calculating basic earnings per share	**13,362**	15,127

	2019 '000	2018 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	**400,000**	400,000

(b) Diluted earnings per share

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary shares during the years ended 31 December 2019 and 2018.

17. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements RM'000	Computer and office equipment RM'000	Tele-communication equipment RM'000	Motor vehicles RM'000	Total RM'000
Cost					
As at 1 January 2018	1,870	9,496	2,004	1,378	14,748
Additions	–	323	8	–	331
Disposals	–	(6)	–	–	(6)
As at 31 December 2018 and 1 January 2019	1,870	9,813	2,012	1,378	15,073
Reclassification due to adoption of HKFRS 16 (note 3)	–	–	–	(1,378)	(1,378)
Additions	459	605	1	–	1,065
Disposals	(147)	(243)	–	–	(390)
As at 31 December 2019	2,182	10,175	2,013	–	14,370
Accumulated depreciation					
As at 1 January 2018	975	7,603	1,800	551	10,929
Charge for the year	163	547	78	276	1,064
Disposals	–	(6)	–	–	(6)
As at 3l December 2018 and 1 January 2019	1,138	8,144	1,878	827	11,987
Reclassification due to adoption of HKFRS 16 (note 3)	–	–	–	(827)	(827)
Charge for the year	169	604	55	–	828
Disposals	(119)	(236)	–	–	(355)
As at 31 December 2019	1,188	8,512	1,933	–	11,633
Carrying amount					
As at 31 December 2019	994	1,663	80	–	2,737
As at 31 December 2018	732	1,669	134	551	3,086

At 31 December 2018, the carrying amount of motor vehicles held by the Group under finance lease amounted to approximately RM551,000.

18. RIGHT-OF-USE ASSETS

	Leased properties RM'000	Leased motor vehicles RM'000	Total RM'000
At 1 January 2019 (note 3)	675	551	1,226
Additions	4,060	–	4,060
Derecognition	(276)	–	(276)
Depreciation	(1,532)	(275)	(1,807)
At 31 December 2019	2,927	276	3,203

	2019 RM'000
Depreciation expenses on right-of-use assets	**1,807**
Interest expenses on lease liabilities (included in finance costs)	**169**
Expenses relating to short-term lease (included in other operating expenses)	**578**
Expenses relating to leases of low-value assets (included in other operating expenses)	**126**

Details of total cash outflow for leases is set out in note 33(c).

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 3 years, but may have extension options as described below. Certain leases of motor vehicles were accounted for as finance leases during the year ended 31 December 2018 and carried average effective borrowing rate of 5.14%. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

18. RIGHT-OF-USE ASSETS *(continued)*

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to these future lease payments is summarised below:

	Lease liabilities recognised as at 31 December 2019 (discounted) RM'000	Potential future lease payments under extension options not included in lease liabilities (undiscounted) RM'000
Office premises — Malaysia	90	233

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 December 2019, there has been no such triggering event.

19. SUBLEASING RECEIVABLES

	2019 RM'000	2018 RM'000
Undiscounted lease payments analysed as:		
Recoverable after 12 months	24	–
Recoverable within 12 months	244	–
	268	–
Net investment in the subleasing receivables analysed as:		
Recoverable within 12 months	239	–
Recoverable after 12 months	24	–
	263	–

During the year, the subleasing receivables increased for the following reasons:

The Group entered into leasing arrangements as a lessor to sublease certain leased properties to its customer. The average term of finance leases entered are consistent with the lease term of the head leases (i.e. two years). Generally, these contracts do not include extension or early termination options.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in Malaysian Ringgit ("RM").

Amounts receivable under finance leases:

	2019 RM'000
Within one year	244
In the second year	24
Undiscounted lease payments	268
Less: unearned finance income	(5)
Present value of minimum lease payments	263

19. SUBLEASING RECEIVABLES *(continued)*

The following table presents the amounts included in profit or loss:

	2019 RM'000
Loss on derecognised of right-of-use assets upon recognition of subleasing receivables	**(12)**
Finance income from subleasing receivables	**17**
Income relating to variable lease payments not included in the net investment in the subleasing receivables (included in other income)	**281**

The average effective interest rate contracted is approximately 4.12% per annum.

20. TRADE RECEIVABLES

	2019 RM'000	2018 RM'000
Trade receivables	**19,042**	15,533

The Group's trade receivables represent receivables from customers. The general credit term of trade receivables is 30 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by directors.

The aging analysis of trade receivables, based on the invoice date is as follows:

	2019 RM'000	2018 RM'000
0 to 30 days	**7,556**	6,522
31 to 60 days	**6,758**	5,726
61 to 90 days	**2,608**	1,968
91 to 120 days	**680**	564
121 to 180 days	**1,148**	753
Over 180 days	**292**	–
	19,042	15,533

As at 31 December 2019, none (2018: none) of the Group's trade receivables was individually or collectively considered to be impaired. The Group does not hold any collateral over these balances.

The carrying amounts of the Group's trade receivables are denominated in RM.

21. OTHER RECEIVABLES

	2019 RM'000	2018 RM'000
Deposits	885	869
Prepayments	238	185
Others	465	55
	1,588	1,109

The carrying amounts of the Group's other receivables are denominated in the following currencies:

	2019 RM'000	2018 RM'000
RM	1,082	1,016
Hong Kong dollars	461	48
United States dollars	45	45
	1,588	1,109

22. FINANCIAL ASSETS AT AMORTISED COST

	2019 RM'000	2018 RM'000
Loan receivables	**25,885**	–
Interest receivables	**1,311**	–
	27,196	–
Less: Impairment loss	**(507)**	–
	26,689	–

The amounts represent loan advanced to independent third parties with aggregated principal values of RM26,000,000.

On 31 January 2019, UTS Marketing Solutions Sdn. Bhd. ("UTSM"), a wholly-owned subsidiary of the Company, entered into a shares sale agreement with Exsim Development Sdn. Bhd. ("Exsim") and Mightyprop Sdn. Bhd. ("Mightyprop") to acquire 2% of Mightyprop issued ordinary shares from Exsim with a purchase consideration of RM2. In addition, UTSM agreed to provide an advance of RM12,000,000 to Mightyprop. The advance is unsecured, bearing interest rate of 10% per annum and repayable on or before May 2020. In July 2019, an agreement was entered by UTSM with Exsim and Mightyprop in which (i) the maturity date of the loan is extended to June 2020 with the interest rate remains unchanged; (ii) the proposed transfer of 2% shareholding in Mightyprop by Exsim to UTSM will not be proceeded due to non-fulfillment of certain conditions precedent.

On 23 April 2019, UTSM entered into a shares subscription agreement with 2 individuals, Performance Consortium Sdn. Bhd. (collectively referred as "Arcadia's Shareholders") and Arcadia Hospitality Sdn. Bhd. ("Arcadia"). Pursuant to the agreement, UTSM agreed to subscribe equivalent to 10% of the enlarged issued share capital of Arcadia with a purchase consideration of RM120,000 from Arcadia's Shareholders. In addition, UTSM agreed to provide an advance of RM14,000,000 to Arcadia. The advance is unsecured, bearing interest rate of 10% per annum and repayable on or before July 2020. The share acquisition has not yet been completed as at the date of issuance of these consolidated financial statements.

Further details of the above transaction are set out in the Company's announcement dated 31 January 2019, 23 April 2019 and 8 July 2019 respectively.

The Group holds the loan receivables to collect contractual cash flows and its contractual terms give rise to cash flows on specified dates which are solely payments of principal and interest on the principal amounts outstanding. The Group applies expected credit loss model to measure the impairment of financial assets at amortised cost. Impairment allowance of approximately RM507,000 was recognised for the year ended 31 December 2019 (2018: Nil).

23. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

	2019 RM'000	2018 RM'000
Pledged bank deposits	**3,428**	2,965
Bank and cash balances	**26,795**	79,888
	30,223	82,853

The carrying amounts of the Group's bank and cash balances are denominated in the following currencies:

	2019 RM'000	2018 RM'000
RM	**1,549**	11,464
Hong Kong dollars	**25,244**	68,422
United States dollars	**2**	2
	26,795	79,888

The Group's pledged bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group as set out in note 27 to the consolidated financial statements. The deposits are denominated in RM and bear interest at fixed rate ranging from 2.70% per annum to 3.62% per annum (2018: 2.95% per annum to 3.60% per annum) for the year ended 31 December 2019 and therefore are subject to fair value interest rate risk.

24. ACCRUALS AND OTHER PAYABLES

	2019 RM'000	2018 RM'000
Accruals	**991**	1,443
Commission payables	**204**	198
Salaries and welfare payables	**4,054**	4,747
Others	**316**	304
	5,565	6,692

The carrying amounts of the Group's accruals and other payables are denominated in the following currencies:

	2019 RM'000	2018 RM'000
RM	**5,071**	6,215
Hong Kong dollars	**494**	477
	5,565	6,692

25. BANK OVERDRAFTS

	2019 RM'000	2018 RM'000
Bank overdrafts, secured and repayable on demand	**387**	–

The carrying amount of the Group's bank overdrafts are denominated in RM.

For the year ended 31 December 2019, the Group's average interest rates for the bank overdrafts is 8.75% (2018: Nil).

The Group's bank overdrafts are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

As at 31 December 2019, the Group's bank overdrafts are secured by the pledged bank deposits and the corporate guarantees provided by the Company.

26. LEASE LIABILITIES (2018: FINANCE LEASE PAYABLES)

	Minimum lease payments		Present value of minimum lease payments	
	2019	2018	**2019**	2018
	RM'000	RM'000	**RM'000**	RM'000
Within one year	**2,210**	217	**2,086**	183
After one year but within two years	**1,336**	218	**1,286**	193
In the third to fifth years, inclusive	**574**	430	**559**	406
	4,120	865	**3,931**	782
Less: Future finance charges	**(189)**	(83)	**N/A**	N/A
Present value of lease obligations	**3,931**	782	**3,931**	782
Less: Amount due for settlement within 12 months (shown under current liabilities)			**(2,086)**	(183)
Amount due for settlement after 12 months			**1,845**	599

All lease liabilities (2018: finance lease payables) are denominated in RM.

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. These liabilities have been aggregated with the brought forward balances relating to leases previously classified as finance leases. Comparative information as at 31 December 2018 has not been restated and relates solely to leases previously classified as finance leases. Further details on the impact of the transition to HKFRS 16 are set out in note 3.

27. BANKING FACILITIES

At 31 December 2019, the Group has available and unutilised facilities from banks amounting to RM4,708,000 (2018: RM5,000,000). These facilities are secured by:

(a) the Group's pledged bank deposits of approximately RM3,428,000 (2018: RM2,965,000); and

(b) corporate guarantees provided by the Company.

28. DEFERRED TAX

As at 31 December 2019, the Group has unused tax losses of approximately RM11,996,000 (2018: RM10,467,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams from those loss making subsidiaries. Unrecognised tax losses which can be carried forward against future taxable income will expire within 7 years.

29. SHARE CAPITAL

	Number of shares	Amount
		HK$'000
Authorised:		
At 31 December 2018, 1 January 2019 and 31 December 2019	10,000,000,000	100,000

	Number of shares	Amount	Equivalents to amount
		HK$'000	RM'000
Issued and fully paid:			
At 31 December 2018, 1 January 2019 and 31 December 2019	400,000,000	4,000	2,199

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors its capital structure with reference to its debt position. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. The Group's debt to asset ratio, being the Group's total liabilities over its total assets, at 31 December 2019 is 12% (2018: 7%).

The externally imposed capital requirement for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float at least 25% of the issued shares; and (ii) to meet financial covenants attached to the banking facilities.

The Group receives a report from the share registrars regularly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2019, 25% (2018: 25%) of the shares were in public hands.

Breaches in meeting the financial covenants would permit the bank to immediately call borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings for the years ended 31 December 2019 and 2018.

30. SHARE-BASED PAYMENT TRANSACTIONS

The Group conditionally adopted a share option scheme on 14 June 2017 ("Share Option Scheme"). The purpose of Share Option Scheme is to provide any directors and full-time or part-time employees, executive, consultants or any members of the Group who have contributed or will contribute to the Group ("Eligible Participants") with the opportunity to acquire proprietary interests in the Company and to motivate Eligible Participants to optimise their performance efficiency and to maintain business relationship with the Eligible Participants for the benefits of the Group.

Pursuant to the Share Option Scheme, the directors of the Company may invite Eligible Participants to take up options at a price determined by the board of directors provided that it shall be at least the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (b) a price being the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of shares in issue unless the Company obtains a fresh approval from the shareholders to refresh the limit.

The maximum entitlement for any one Eligible Participant is that the total number of the shares issued and to be issued upon exercise of the options granted under the Share Option Scheme to each Eligible Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue unless otherwise approved by the shareholders at a general meeting of the Company.

The option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period which would be determined and notified by the board of directors to the grantee at the time of making an offer.

During the year ended 31 December 2019, no share options have been granted by the Group under the Share Option Scheme (2018: Nil).

31. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	Note	2019 RM'000	2018 RM'000
Non-current assets			
Investment in a subsidiary		**250**	250
Current assets			
Other receivables		**494**	82
Due from subsidiaries		**45,205**	26,130
Bank and cash balances		**25,242**	68,420
		70,941	94,632
Current liabilities			
Accruals and other payables		**494**	476
Due to a subsidiary		**13**	–
		507	476
Net current assets		**70,434**	94,156
NET ASSETS		**70,684**	94,406
Capital and reserves			
Share capital		**2,199**	2,199
Reserves	31(b)	**68,485**	92,207
TOTAL EQUITY		**70,684**	94,406

Approved by the Board of Directors on 30 March 2020 and signed on its behalf by:

Ng Chee Wai **Lee Koon Yew**

31. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY *(continued)*

(b) Reserve movement of the Company

	Share premium account RM'000	Merger reserve RM'000	Retained profits RM'000	Total RM'000
At 1 January 2018	67,863	250	7	68,120
Profit for the year	–	–	24,087	24,087
At 31 December 2018 and 1 January 2019	**67,863**	**250**	**24,094**	**92,207**
Profit for the year	**–**	**–**	**10,878**	**10,878**
Dividend paid	**–**	**–**	**(34,600)**	**(34,600)**
At 31 December 2019	**67,863**	**250**	**372**	**68,485**

32. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares.

(ii) Merger reserve

The merger reserve of the Company represents the difference between the cost of investment in a subsidiary pursuant to the Reorganisation over the nominal value of the share capital of the Company issued in exchange therefor.

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of approximately RM4,060,000 and RM4,073,000 respectively, in respect of lease arrangements for office premises (2018: Nil).

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	1 January 2019 RM'000	Impact on initial application of HKFRS 16 (note 3) RM'000	Restated balance at 1 January 2019 RM'000	Recognition of lease liabilities RM'000	Cash flows RM'000	Interest expenses RM'000	31 December 2019 RM'000
Lease liabilities (note 26)	–	1,870	1,870	4,073	(2,181)	169	3,931
Finance lease payables (note 26)	782	(782)	–	–	–	–	–
Bank overdrafts (note 25)	–	–	–	–	354	33	387
	782	1,088	1,870	4,073	(1,827)	202	4,318

	1 January 2018 RM'000	Cash flows RM'000	Interest expenses/ finance lease charges RM'000	31 December 2018 RM'000
Bank overdrafts (note 25)	–	(31)	31	–
Finance lease payables (note 26)	955	(217)	44	782
	955	(248)	75	782

(c) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

	2019 RM'000	2018 RM'000
Within operating cash flows	**873**	3,058
Within financing cash flows	**2,012**	173
	2,885	3,231

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(c) Total cash outflow for leases *(continued)*

These amounts relate to the following:

	2019 **RM'000**	2018 RM'000
Lease rental paid	**2,885**	3,231

34. CAPITAL COMMITMENT

Capital commitment contracted for at the end of the reporting period but not yet incurred is as follows:

	2019 **RM'000**	2018 RM'000
Capital commitment on potential equity investment	**120**	–

35. OPERATING LEASE ARRANGEMENTS

The Group as lessee

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2018 RM'000
Within one year	1,410
In the second to fifth years inclusive	313
	1,723

Operating lease payments represent rentals payable by the Group for certain of its offices. Leases are negotiated for an average term of 2.6 years and rentals are fixed over the lease terms and do not include contingent rentals.

The Group entered into a short-term lease for office premises in Malaysia. As at 31 December 2019, the portfolio of short-term lease is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in note 18.

35. OPERATING LEASE ARRANGEMENTS *(continued)*

The Group as lessor

Rental income earned for the year ended 31 December 2018 was approximately RM673,000.

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are receivable as follows:

	2018 RM'000
Within one year	114

36. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group:

	2019 **RM'000**	2018 RM'000
Short term employee benefits	**7,469**	6,559
Retirement benefit scheme contributions	**1,110**	763
Social insurance contributions	**14**	14
Total compensation paid to key management personnel	**8,593**	7,336

37. RETIREMENT BENEFIT SCHEME

The employees of the Group are required by the law to make contributions to the Employees Provident Fund, a post-employment plan. The Group is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The Group's contributions under the scheme for the year ended 31 December 2019 amounted to approximately RM6,127,000 (2018: RM5,919,000).

38. SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2019 are as follows:

Name	Place of incorporation/ registration and operations	Particular of issued share capital	Percentage of ownership interest/voting power/ profit sharing		Principal activities
			Direct	Indirect	
UTS Marketing Solutions (BVI) Limited	British Virgin Islands	US$200	100%	–	Investment holding
UTS Marketing Solutions Sdn. Bhd.	Malaysia	RM250,000	–	100%	Provision of outbound marketing services of financial products and its related activities issued by authorised financial institutions, cards companies or organisation worldwide
Tele Response Sdn. Bhd.	Malaysia	RM252,000	–	100%	Provision of workstations and its related services for promotion of financial products and its related activities issued by authorised financial institutions, cards companies or organisation worldwide

39. EVENTS AFTER THE REPORTING PERIOD

After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the disruption to business and economic activities caused by, the COVID-19 outbreak and evaluate its impact on the financial position, cash flows and operating results of the Group. Given the dynamic nature of the COVID-19 outbreak, it is not practicable to provide a reasonable estimate of its impact on the Group's financial position, cash flows and operating results at the date on which these financial statements are authorised for issue.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years are as follows.

	Year ended 31 December				
	2019	2018	2017	2016	2015
	RM'000	RM'000	RM'000	RM'000	RM'000
Results					
Revenue	**79,470**	83,140	85,669	73,161	69,005
Other income	**3,607**	774	744	671	502
Other gains and losses	**(716)**	1,004	(2,465)	163	141
Staff costs	**(55,783)**	(56,271)	(58,341)	(44,795)	(40,326)
Depreciation	**(2,635)**	(1,064)	(1,331)	(1,343)	(1,481)
Other operating expenses	**(9,584)**	(12,377)	(18,730)	(13,291)	(8,755)
Profit from operations	**14,359**	15,206	5,546	14,566	19,086
Finance costs	**(993)**	(75)	(278)	(248)	(51)
Profit before tax	**13,366**	15,131	5,268	14,318	19,035
Income tax expenses	**(4)**	(4)	(11)	(3)	(3)
Profit and total comprehensive income for the year	**13,362**	15,127	5,257	14,315	19,032
Profit and total comprehensive income attributable to:					
Owners of the Company	**13,362**	15,127	5,257	14,302	19,050
Non-controlling interests	**–**	–	–	13	(18)
	13,362	15,127	5,257	14,315	19,032

FIVE-YEAR FINANCIAL SUMMARY

	As at 31 December				
	2019	2018	2017	2016	2015
	RM'000	RM'000	RM'000	RM'000	RM'000
Assets and liabilities					
Non-current assets	**5,964**	3,086	3,819	2,823	2,841
Current assets	**77,813**	99,604	83,621	23,365	18,896
Non-current liabilities	**(1,845)**	(599)	(782)	(955)	(586)
Current liabilities	**(8,038)**	(6,875)	(6,569)	(7,463)	(5,404)
Net assets	**73,894**	95,216	80,089	17,770	15,747
Equity attributable to:					
Owners of the Company	**73,894**	95,216	80,089	17,770	15,768
Non-controlling interests	**–**	–	–	–	(21)
	73,894	95,216	80,089	17,770	15,747

Note: The summary of the consolidated result of the Group for each of the two years ended 31 December 2015 and 2016 and of the assets and liabilities as at 31 December 2015 and 2016 have been extracted from the Company's prospectus dated 22 June 2017.

	Year ended 31 December				
	2019	2018	2017	2016	2015
Profitability ratios					
Return on equity (%)	**18.1**	15.9	6.6	80.6	120.7
Return on total assets (%)	**15.9**	14.7	6.0	54.7	87.6
Net profit margin (%)	**16.8**	18.2	6.1	19.6	27.6

	As at 31 December				
	2019	2018	2017	2016	2015
Current ratio	**9.7**	14.5	12.7	3.1	3.5
Gearing ratio (%)	**5.8**	0.8	1.2	19.9	5.0
Lease liabilities/finance lease payables	**3,931**	782	955	1,118	787
Bank overdrafts/borrowings	**387**	–	–	2,423	–
Total debt	**4,318**	782	955	3,541	787