

Annual Report & CG Report

MALAYSIAN BULK CARRIERS BERHAD

Annual Report for Financial Year Ended 31 Dec 2017

Subject Annual Report & CG Report - 2017

Please refer attachment below.

Attachments

[Maybulk - Annual Report 2017.pdf](#)
686.9 kB

[Maybulk- CG Report 2017.pdf](#)
217.5 kB

Announcement Info

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MALAYSIAN BULK CARRIERS BERHAD

(Company No. 175953-W)



annual report 2017



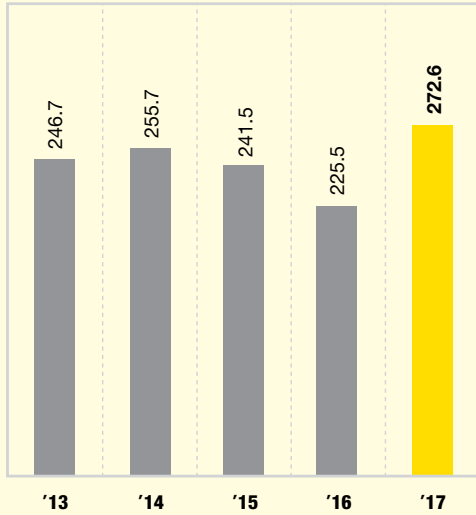
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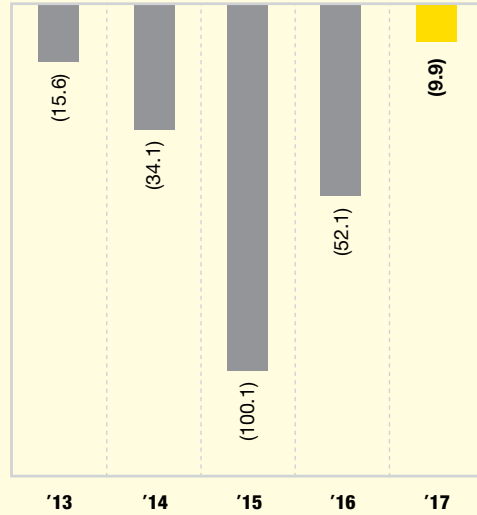


Financial Highlights

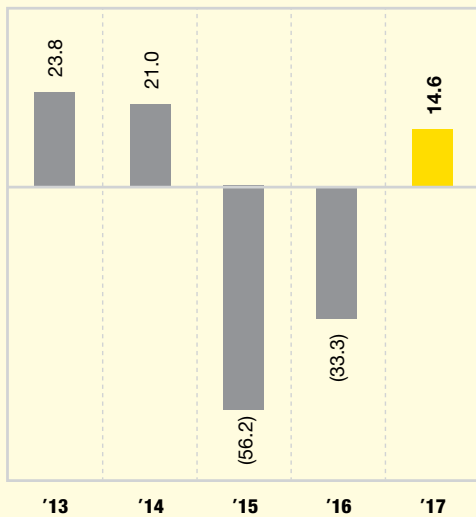
Revenue
RM'million



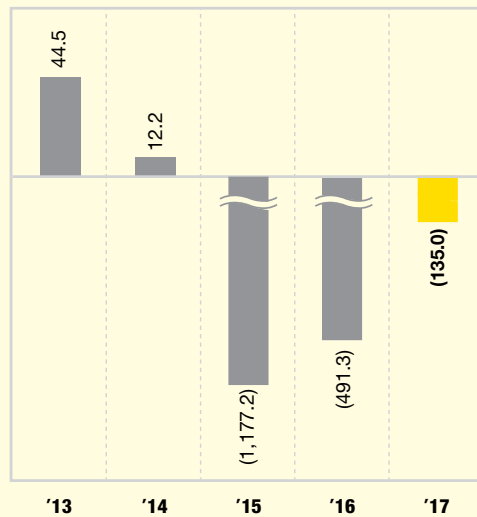
Operating Loss
RM'million



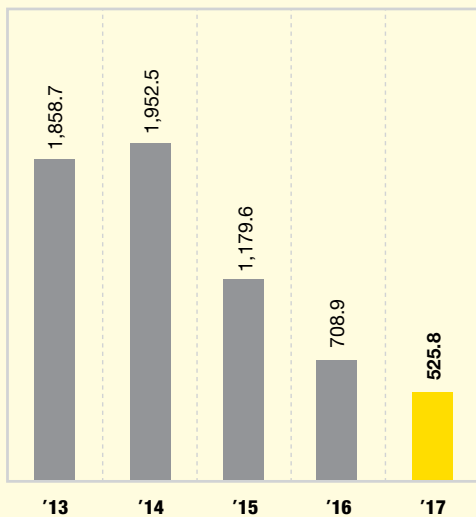
EBITDA*
RM'million



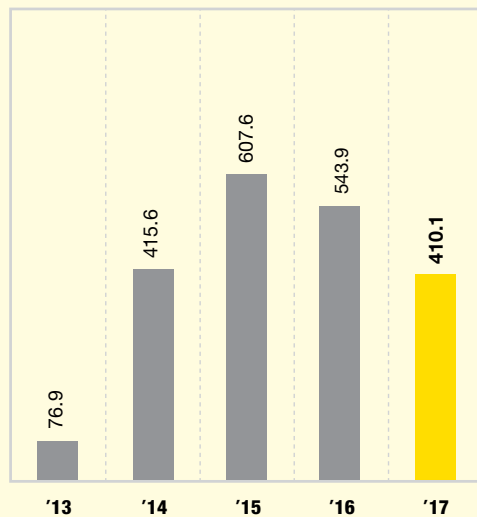
Attributable Profit/(Loss)
RM'million



Shareholders' Equity
RM'million



Borrowings
RM'million



*EBITDA excludes associate, joint ventures, impairments and provisions.

Financial Highlights (Cont'd)

	2017	2016	2015	2014	2013
Financial Results (RM'000)					
Revenue	272,582	225,505	241,501	255,724	246,744
Operating loss	(9,861)	(52,067)	(100,146)	(34,118)	(15,647)
(Loss)/profit before taxation	(128,992)	(496,298)	(1,196,248)	18,333	45,506
(Loss)/profit attributable to equity holders of the Company	(134,954)	(491,306)	(1,177,153)	12,153	44,532
Balance Sheet (RM'000)					
Total assets	1,206,939	1,579,116	2,097,709	2,505,649	2,025,842
Total liabilities	657,756	849,356	866,684	489,567	112,154
Cash and cash equivalents	72,233	69,641	140,496	151,460	145,357
Borrowings	410,143	543,869	607,640	415,556	76,854
Shareholders' equity	525,779	708,893	1,179,644	1,952,450	1,858,741
Per Share Data (sen)					
Basic (loss)/earnings	(13.50)	(49.13)	(117.72)	1.22	4.45
Dividend	0.00	0.00	0.00	1.00	3.00
Net assets	52.58	70.89	117.96	195.25	185.87
Key Ratios (%)					
Dividend payout ratio	0.0%	0.0%	0.0%	82.3%	67.4%
Return on average equity	-21.9%	-52.0%	-75.2%	0.6%	2.5%
Debt/equity ratio	78.0%	76.7%	51.5%	21.3%	4.1%
Fleet Data *					
Number of vessels (at end of year)	18	20	23	22	20
Total tonnage in DWT (MT'000)	990	1,070	1,272	1,213	1,107
Average age of fleet (in years)	6.6	6.2	6.8	6.3	6.5
Total operating days (days)	6,886	7,893	8,215	7,574	7,136
Total hire days (days)	6,717	7,708	7,788	7,395	6,942
Daily Time Charter Equivalent Rate					
Dry bulk carriers (USD)	8,193	5,388	6,407	9,287	9,624
Tankers (USD)	7,926	14,651	13,675	12,585	12,468

Note :

* Includes jointly owned and long term chartered-in vessels

Chairman's Statement

Dear Shareholders,

It gives me great pleasure to present the financial statements of the Group and the Company for the financial year ended 31 December 2017.

Improvement In Dry Bulk Markets

After having gone through one of the most difficult years in dry bulk shipping, 2017 turned out to be a watershed year. Freight rates improved across the dry bulk shipping segments, although the improvement came from a relative low base. 2017 witnessed the rebalancing in the supply and demand dynamics of the dry bulk shipping market. With cargo volumes projected to grow coupled with the shrinking of new tonnage supply in the next few years, we are cautiously optimistic on the recovery of the dry bulk shipping going forward.

MBC Group reported a loss before tax of RM129.0 million in 2017 compared with a loss of RM496.3 million in 2016. Excluding impairments, provisions and associate, the Group's underlying loss was RM26.5 million in 2017 compared to RM80.9 million in 2016.

Market Outlook And Prospects

After a very difficult year in 2016, the dry bulk shipping market turned a corner in the second half of 2017. Market conditions improved driven by increased seaborne activities particularly from China, combined with the slowdown in fleet growth.

We remain cautious as markets are volatile and any spikes in freight rates may drive undesired new fleet expansion. Nevertheless, we remain positive in the medium term as the deliveries of new ships from the yards will slow down markedly in the next 2 years. For the longer term, we need to see stronger demand and supply rebalance through slower fleet growth in order to see a sustained recovery.

Despite the improving outlook in the dry bulk shipping markets, global economic uncertainties still exist. The Group remains prudent and is mindful in anticipating uncertainties in the global markets. The rising protectionism in major economies including the USA, the future development of Brexit for both EU and the UK, IMO low emission regulations, will have global implications.

In December 2017, the Group and its joint venture took the opportunity to dispose of two Handysizes and one Supramax, for a total consideration of USD41.1 million. The disposal of these three vessels enabled the Group to further enhance its working capital position, strengthened its liquidity, and optimized the fleet profile through its fleet renewal strategy. Our initiative in 2016 to postpone the delivery of our new buildings was timely. The first ship will be delivered in Quarter 4 of 2018 and subsequent two vessels in Quarter 1 and Quarter 2 of 2019 respectively.

We continue to operate a modern fleet with strong emphasis on safety and environmental policies. We conduct rigorous training for both our seagoing and shore staff. We share the need for environmental protection and have taken steps to reduce CO₂ emissions.

The looming trade war between the US and China is ushering a period of uncertainty for markets and companies. Should a trade war happens, the outcome will be unpredictable but in all probability is likely to adversely affect seaborne trade. Freight rates may be affected and the nascent recovery in rates could stumble.

In anticipation of a downturn in the bulk sector, MBC had sought shareholders' approval in 2008 to diversify into the offshore services sector ("OSV") by investing in PACC Offshore Services Holdings Ltd (POSH). Unfortunately, the OSV sector similarly saw a drastic decline in year 2014 and the current outlook remains uncertain. Contrastingly, notwithstanding the prevailing risks, the dry bulk segments have recovered and looks poised for a further consolidation and recovery. Consequently, the Group proposed to dispose of its investment in the associate, POSH ("Proposed Disposal"), to raise funds for its core dry bulk operations. The Proposed Disposal is to be carried out by way of a Renounceable Restricted Offer for Sale to the shareholders of the Company on a pro-rata basis, at an offer price on an entitlement date to be determined later. The offer price will be at a discount and such discount is offered with the objective of benefiting MBC's shareholders. The Company will be seeking its shareholders' approval for the Proposed Disposal at an Extraordinary General Meeting to be held at a later date.

Chairman's Statement (Cont'd)

Corporate Social Responsibility

We are fully engaged in our business activities and taking care of our stakeholders, we remain dedicated in playing our part in corporate citizenship and embrace corporate social responsibility. The Group is committed to its employees' welfare, community and the environment that we operate in. Shore staff are encouraged to attend courses or workshops to strengthen their core skills and competencies. On the social side, various sports and recreational activities are arranged for employees to encourage teamwork and camaraderie. We supported various charitable organizations during the year.

Acknowledgement

On behalf of the Board, I would like to take this opportunity to express my sincere appreciation to all staff and crew for the commitment and dedication throughout the year. To my fellow board members, I wish to extend my sincere appreciation for the guidance and commitment to ensure that the Group's strategies and targets are achieved.

Finally, I would like to express my sincere thanks and gratitude to all our customers, business associates, bankers, partners and shareholders for their unwavering support and confidence in the Group.

Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid
Independent Non-Executive Chairman

Management Discussion & Analysis

Financial Overview

On the back of a vastly improved dry bulk market, the MBC Group reported a loss before tax of RM129.0 million, a 74% improvement against 2016's comparative result of RM496.3 million. Revenue improved by 21% to RM272.6 million against 2016's RM225.5 million. This is achieved in spite of a reduced fleet size for the year. Freight rates and values of ships recovered considerably and hence the Group was able to reverse its previous provisions for onerous contracts and impairment on vessels.

Charter rates for dry bulk fleet improved by 52% to US\$8,193/day in 2017 (2016: US\$5,388/day) and the underlying loss for dry bulk segment decreased to RM23.3 million in 2017 (2016: RM89.0 million). One bulker was sold and another 3 (including 2 jointly owned) were contracted for sale during the financial year. The Group disposed of its last tanker in June 2017 and exited from tanker sector.

The offshore services segment continued to face a difficult and challenging market. The associate, PACC Offshore Services Holdings Ltd ("POSH") reported a loss of USD230.3 million in 2017, compared to a loss of USD371.6 million in 2016 mainly due to lower impairment. Excluding impairment, after-tax loss of POSH was USD64.9 million in 2017, compared to a loss of USD61.5 million in 2016. MBC's share of the loss was RM211.9 million in 2017 against the previous year's loss of RM325.1 million.

The Group generated a positive net cash of RM27.4 million from its operating activities, compared to a negative net cash of RM20.0 million for 2016. After investing and financing activities the Group closed 2017 with a net cash of RM72.2 million. Net borrowings reduced from RM474.2 million to RM337.9 million. The balance sheet of the Group remained strong at end 2017 with net gearing of 0.64 times

Overview of Group's Business and Operations

In 2017, the Baltic Dry Index (BDI) reached a low of 685 in February 2017 and touched a high of 1743 in December 2017. The BDI increased 70% year-on-year, with Q4 2017 being the strongest quarter. Rates were resilient across all sectors, in particular the Capesize and Panamax sectors.

The increase in seaborne trade lifted the dry bulk freight market in 2017 and China was the main contributor. China's economic growth and industrial production and other emerging economies drove demand for dry bulk raw commodities. Combined with the slow fleet growth, and annual dry bulk new building deliveries at a 9-year low, markets improved across all sectors.

Global seaborne dry bulk trade grew by approximately 4.2% for 2017, while on the supply side, the bulk carrier fleet grew at approximately 3.1%. Looking ahead to 2018, bulk carrier fleet growth is expected to ease to 1% reflecting slower pace of new building deliveries due to reduced contracting activities.

Panamax rates for 2017 averaged \$9,766/day increasing 76% year on year. The improved Panamax market in 2017 reflects the improved demand in coal and grain trades.

Soya beans demand in China continues to grow with imports increasing by over 11 million tons year-on-year primarily from Brazil. As a result, shipping ton miles from the Atlantic to China boosted the freight rates and directly benefited the Panamax market.

Despite environmental issues, coal fired power generation remains the cheapest source of energy. World energy demand is outpacing green energy sources which are still more expensive than coal. Even though coal use continues to decline in many parts of the world, this is offset by continued growth in India. Southeast Asia in particular, are seeing new coal plants being built. Close to 300GW of new coal plants are under construction in Asia, coming into service over the next 5 years, namely in China, India, Thailand, Philippines, Malaysia, Pakistan and Vietnam.

Supramax and Handysize rates for 2017 averaged US\$9,168/day increasing 47% and US\$7,636/day increasing 46% year-on-year respectively.

Despite a faster fleet growth in the Supramax sector, improved seaborne coal, nickel ore, grain and minor bulk trade has helped to tighten the market. An improvement in the minor bulk trade volumes has helped to support fundamentals in the Handysize markets.

Management Discussion & Analysis (Cont'd)

Overview of Group's Business and Operations (Cont'd)

Chinese steel prices continue to drive production to record levels. Steel margins are at their highest in 10 years. Improving steel shipments to various destinations including backhauls help pushed rates to higher levels. Chinese nickel ore imports continue into China albeit at lower levels due to Indonesian export restrictions which have yet to be resolved.

	Low 2017	High 2017
BDI	685	1,743
BPI	US\$6,281	US\$13,740
BSI	US\$6,934	US\$11,891
BHSI	US\$5,422	US\$10,104

Review of Operating Activities

As at 31 December 2017, the Group had 18 bulk carriers consisting of 4 Post Panamax, 7 Supramaxes and 7 Handysizes.

December 2017 saw the sale of two Handysize bulkers (MV Atlantic Progress and MV Atlantic Dream) and one Supramax (MV Alam Makmur) which the vessels were delivered to buyers in January 2018. The disposal of the three vessels allowed us to rebalance our portfolio and maintain a modern fleet as we head into 2018/2019 when three Oshima new buildings will be delivered (one in quarter 4 of 2018, one in quarter 1 of 2019 and last vessel in quarter 2 of 2019). These new buildings are fuel efficient economical vessels which will keep our fleet competitive.

Anticipated or Known Risk

This report contains market analysis based on various assumptions, based on managements' views. Although we believe that these assumptions were reasonable when made, due to the cyclical and global uncertainties inherent in the dry bulk shipping markets, the Company cannot give assurance to any projections given. The Group strives to generate positive returns in line with the cyclical nature of the dry bulk business. We continue to remain agile in deploying our fleet and optimizing returns by actively managing our operational, counterparty and market risks. With our modern fleet profile, our Group is in a better position to create higher risk-adjusted returns from trading these assets.

Changes in the demand in dry bulk shipping markets and world economies, policies, interest rates, currencies and general market conditions are constantly evolving. Trade disruptions, changes in regulations, or actions taken by regulatory authorities, potential litigation risk may cause actual results to differ from those discussed in this report.

Management Discussion & Analysis (Cont'd)

Forward Looking Statement

After several difficult years faced by shipowners and shipyards, investments into dry bulk vessels reduced significantly, and 2018 will see comparatively lower fleet growth. Together with the large number of vessels scrapped from 2016 through the first half of 2017, we are seeing a rebalancing in the supply demand curve. In addition, regulatory changes to reduce sulphur emissions by January 2020 may potentially see older vessels heading for the scrap yards in 2018, 2019 and 2020.

Ballast water management convention coming into force in 2019 may also see vessels over 15 years of age getting scrapped due to the high cost of retrofitting a ballast water management system. Both scrubber and ballast water management system installations are capex intensive exercises and the payback period for owners with older fleet may not justify such investments. Overall we expect to see a more positive supply-side picture for dry bulk shipping in the coming years.

World GDP growth is forecasted at 3.9%, up from 3.7% in 2017. China remains the key driver for dry bulk demand. Whilst China's economic growth is expected to slow down from the previous year's high, the economy is expected to remain robust and demand for dry bulk commodities is poised to continue. China's One Belt One Road (OBOR) initiative will result in increase in infrastructure projects that would naturally require large amounts of raw commodities to be transported globally and will therefore boost dry bulk shipping demand.

India's economy continues to power ahead and is also a major driver for dry bulk markets. The IMF remains bullish on India's growth. GDP was 6.7% in 2017 and forecast for 2018 is 7.4%. The World Economic Outlook estimates India economy to grow by 7.8% in 2019 which will make it one of the world's fastest growing economy. Infrastructure spending is expected to continue thereby increasing steel, coal and cement demand.

However, on a more cautious note, the improving freight markets may result in a resumption of new building activity and this may dampen upside on the freight market. Tariffs by the US and possible retaliation by the affected countries may trigger trade wars and possibly impact global dry bulk shipping markets.

Overall, we are cautiously optimistic on the prospects of the dry bulk shipping market in the near-to-medium term.

Sustainability Statement

This is the Group's first Sustainability Statement which covers the financial period from 1 January 2017 to 31 December 2017 for all entities included within this Annual Report. This statement focuses on the Group's material sustainability risks and opportunities, and is prepared in accordance with Practice Note 9 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Governance structure

The Board of Directors has an ultimate responsibility for the Group's sustainability matters. The Board is supported by Chief Executive Officer and Senior Management who oversees the strategies, policies, initiatives and performance of the Group to ensure that the Group's business is conducted in a sustainable manner.

Scope

This report covers information on the Group's shipping operations around the world.

Stakeholder engagement

We regularly engage our key stakeholders to gain an external perspective on various aspects of our business and growth and work to constantly improve our sustainability practices to meet their expectations. Our stakeholder engagement process is communicated through various channels and focuses on seven key stakeholder groups – employees, seafarers, customers, business partners, shareholders, regulators and labour union.

Material sustainability matters: Environment

(a) At Sea

(i) Emissions and discharges

Environmental impacts of shipping are primarily emissions and discharges. At sea and in port, these outputs are substantially regulated and compliance is strictly enforced. Ashore and at sea, we comply with the mandatory International Safety Management (ISM) Code and other relevant regulatory requirements that prescribe system controls, procedural safeguards and training to prevent and respond to oil spillage.

We take pro-active initiatives in the management of our environment including emission mitigation. The Group embarked on EU Monitoring, Reporting and Verification (MRV) and IMO Data Collection System (DCS) that are developed in the context of reduction of greenhouse gases (GHG)/carbon dioxide emissions and with the target to measure and potentially reduce the CO₂ emissions in the maritime industry.

The on board vessel-specific Ship Energy Efficiency Management Plan (SEEMP) and through systematic structured tool improve energy efficiency by cutting ship's fuel consumption, operating cost, control GHG emission from the existing ships and manage ship's environmental performance.

In addition, the Group has also undertaken various initiatives to reduce emissions from our operations including safe and fuel-efficient route guidance system tool through industrial best practices.

Apart from that, we retrofit our existing ships with various fuel saving technological enhancements which help to reduce fuel consumption and emissions. And we renew our fleet with new and modern designed ships which are more fuel efficient. Our three new vessels which are currently under construction will comply with the following latest regulations:

- i. Nitrogen Oxides (NO_x) Tier II – to limit the diesel engine NO_x emissions
- ii. Energy Efficient Design Index (EEDI) – to monitor the amount of CO₂ emission and other greenhouse gas emissions from ships.
- iii. Ballast Water Treatment System

Sustainability Statement (Cont'd)

(a) At Sea (Cont'd)

(ii) Environmental Management Programme

The Group embarks on the Environmental Management Programme which focuses on three most significant environmental aspects:

- i. **Control of seafarers' performance**
The seafarers' performance in this context is for the implementation of, and compliance with pollution prevention requirements, regulations and standards through continuous review of Safety Management System manuals, circulars on environmental related matters and sea staff education via shipboard training, including computer based training, seminars and pre-joining ship briefings.
- ii. **Handling of oily bilge water**
Reducing the production of oily bilge water from machinery space to minimise impact to the environment. It is achieved through various methods such as proper housekeeping, maintenance, etc.
- iii. **Garbage/waste disposal**
Preventing environmental pollution by garbage through various garbage/waste reduction methods such as reduce, reuse, recycle and repurpose, repair, return and refill etc. All garbage accumulated is compressed to its possible minimum size prior disposal to shore facilities.

With dedication in compliance, we saw in 2017, our ships commit no marine pollution violations.

(b) Onshore office

Recycling bins are provided in office for disposing of recyclable waste. Staff have been instilled with culture towards computer data storage whenever possible, otherwise to reduce paper consumption by double sided printing.

Material sustainability matters: Social

Health & Safety

Workplace safety is our utmost priority. We believe our staff and crew, onshore or at sea, deserve a safe and healthy working environment not only for the individual's well-being but for the interest of the Group as well.

(a) At Sea

Health and safety obligations are set out in our Safety Management System, Declaration of Maritime Labour Convention and Collective Agreement with the trade unions. The obligations include personal protective equipment, training or educating seafarers on health and safety topics, and providing a feedback mechanism for seafarers.

Our Safety and Environmental Protection Policy aims to build a quality culture in our staff towards safety, health and environmental protection. Our objectives are to ensure safety at sea, to prevent human injury or loss of life, damage to property and to avoid costly and unproductive downtime. We adhere to the following principles:

- Crewing the ships with qualified, certified and medically fit seafarers in accordance with national and international requirements
- Operating the ships in a safe and efficient manner, ensuring compliance with mandatory rules and regulations, applicable codes, conventions and legal requirements
- Maintaining the vessels to their flag state and classification society
- Training of staff in relation to activities required in performing safe operations and emergency preparedness

Sustainability Statement (Cont'd)

(b) Onshore staff

Group Human Resource Department implemented a new online platform, SAP SuccessFactors which integrates several HR tools, one of which is Performance Management module, a web-based tool to enable an efficient performance management process, to drive greater clarity in accountability and alignment of goals. Regular performance discussions will ensure our employees receive ongoing constructive and meaningful feedback about their work performance. Targets were set to achieve 80% - 89% for Goal Setting, Mid Year and Final Year Performance discussions between manager and employee.

Employee welfare

The welfare of employees is fundamental for the long-term success of the business. We understand that our employees need meaningful career development and skills improvement as well as competitive compensation and benefits to cope with rising cost of living.

The Group complies with the local statutory requirements on wages and benefits such as minimum wages order, employees' provident fund, social security protection and annual leave provision. On top of that, employees also receive group life insurance coverage, accident insurance and medical benefits for outpatient, specialist and hospitalisation treatment.

Human resource development

We offer our employees training programmes and opportunities to attend seminars, workshops and conferences covering a wide range of economic, environmental and social matters that are integral to the successful running our operations and for the career development of our employees.

MBC's Controlled Fleet

(as at 31 March 2018)

Vessel Name	Category	Year Built	DWT (MT)	
Owned				
1	Alam Padu	Post Panamax	Apr-05	87,052
2	Alam Permai	Post Panamax	Jun-05	87,052
3	Alam Pintar	Post Panamax	Oct-05	87,052
4	Alam Manis	Supramax	Mar-07	55,652
5	Alam Madu	Supramax	Sep-14	58,045
6	Alam Molek	Supramax	Oct-14	58,074
7	Alam Sejahtera	Handysize	May-16	33,393
Jointly-Owned				
8	Alam Mulia	Supramax	Oct-15	61,254
Long Term Charter				
9	Alam Mutiara	Supramax	Apr-12	61,498
10	Alam Sayang	Supramax	Jul-13	61,410
11	Alam Seri	Handysize	Mar-11	29,562
12	Alam Suria	Handysize	Jan-12	29,077
13	Alam Setia	Handysize	Oct-13	36,320
14	Alam Sinar	Handysize	Jan-14	36,320
			781,761	
Sold				
1	Alam Penting	Post Panamax	Jul-05	87,052

Board of Directors

Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid

68, Malaysian, Male
Independent Non-Executive
Chairman

Dato' Capt. Ahmad Sufian was appointed to the Board on 9 July 1996 and was subsequently appointed the Chairman on 30 May 2013. He is also the Chairman of the Nomination & Remuneration Committee.

Dato' Capt. Ahmad Sufian qualified as a Master Mariner with a Masters Foreign-Going Certificate of Competency from United Kingdom in 1974 and a Diploma in Applied International Management from the Swedish Institute of Management in 1984. He attended the Advanced Management Program at Harvard in 1993. He is a Fellow of the Chartered Institute of Logistics and Transport and the Institute Kelautan Malaysia. He has over 45 years of experience in the international maritime industry.

He is currently also the Independent Non-Executive Chairman of GD Express Carrier Berhad, Independent Non-Executive Director of PPB Group Berhad and an Independent Director of PACC Offshore Services Holdings Ltd (listed on the Singapore Exchange).

Kuok Khoon Kuan

70, Malaysian, Male
Chief Executive Officer

Mr. Kuok was appointed to the Board on 8 June 1995 and is currently MBC's Chief Executive Officer.

He holds a Bachelor of Arts Degree from the University of Singapore.

Mr. Kuok has more than 40 years experience in the shipping industry. He began his career with Malaysian International Shipping Corporation Berhad in 1971. He later joined Pacific Carriers Limited (PCL) from year 1978 till March 2017. He was a Director of Singapore Maritime Foundation from 2006 to 2011.

Wu Long Peng

64, Singaporean, Male
Executive Director

Mr. Wu was appointed to the Board on 21 October 1994.

Mr. Wu is presently a Non-Executive Director of PACC Offshore Services Holdings Ltd (listed on Singapore Exchange) and Non-Independent Non-Executive Director of Gamma Communications PLC (listed on AIM in London).

He is a Fellow of the Association of Chartered Certified Accountants, United Kingdom and an Associate Member of the Institute of Singapore Chartered Accountants.

Notes:

- (1) The total number of Board meetings held during the financial year ended 31 December 2017 was six. The number of Board Meetings attended by the Directors in the financial year is set out on page 21 of this Annual Report.
- (2) None of the directors has any family relationship with any other director of the Company. The disclosure of directors' family relationship with major shareholders is not applicable as the major shareholders are corporate entities.
- (3) None of the directors has any conflict of interest with the Company.
- (4) None of the directors had any convictions for offences within the past 5 years other than traffic offences.
- (5) None of the directors have any public sanction and/or penalty imposed by any relevant regulatory bodies during the financial year ended 31 December 2017.

Board of Directors (Cont'd)

Hor Weng Yew

51, Malaysian, Male
Executive Director

Mr. Hor Weng Yew was appointed to the Board on 16 January 2018.

Mr Hor Weng Yew is currently the Chief Operating Officer of Pacific Carriers Limited Group. Prior to his current appointment, he was Senior Director, Tanker and Strategic Business Development for the Kuok (Singapore) Limited Group.

He was the President/ Chief Executive Officer of American Eagle Tanker Inc. Ltd. (AET) Tanker Holdings Sdn. Bhd. from 1 January 2009 to 2015. Mr Hor Weng Yew began his career with Neptune Orient Lines Limited (NOL) in 1989 and was involved in the commercial operations and chartering, project management, strategy and business planning initiatives for NOL and AET, a subsidiary of NOL, since its inception in 1994. Prior to that he joined MISC Berhad in July 2003 following the acquisition of AET by MISC, holding various senior positions.

He holds a Bachelor of Arts (Economics) Degree from National University of Singapore and MSc in Shipping, Trade & Finance (Distinction) from City University Business School, London.

Thai Kum Foon (Alternate to Wu Long Peng)

52, Singaporean, Female
Non-Independent Non-Executive Director

Ms Thai was appointed as Alternate Director to Mr Wu Long Peng on 31 May 2017.

Ms. Thai is presently the Chief Financial Officer of Kuok (Singapore) Limited Group. She is also a Director of Kuok (Singapore) Limited.

Prior to her current appointment, she was the Chief Financial Officer of PACC Offshore Services Holdings Ltd Group. She was previously the Chief Financial Officer at The Straits Trading Company Limited from January 2013 to March 2015, and Chief Financial Officer of Jaya Holdings from April 2009 to December 2012. Prior to that, she held senior finance positions in listed and multinational companies in real estate and semiconductor manufacturing.

She has a Degree of Bachelor of Accountancy from the National University of Singapore, and is a fellow with the Institute of Singapore Chartered Accountants and Institute of Chartered Accountants Australia.

Lim Soon Huat

53, Malaysian, Male
Non-Independent Non-Executive Director

Mr. Lim Soon Huat was appointed to the Board on 6 February 2015. He is also a member of the Nomination & Remuneration Committee.

He holds a Bachelor of Science (Honours) in Statistics from Universiti Kebangsaan Malaysia and is currently the Managing Director of PPB Group Berhad. He also sits on board of Ponderosa Golf & Country Resort Berhad.

Mr. Lim has many years of management experience in the field of finance, commodities trading, consumer goods manufacturing and marketing, hotel investments, sugar cane plantation and sugar milling operations. He held various senior executive positions in the Kuok Group of companies in Singapore, Thailand, Hong Kong, China and Indonesia including the post of Executive Director of Siam Seaport Warehouse & Terminal, Thailand; Group General Manager of Kerry Beverages Limited, Hong Kong and General Manager of Dalian Coca-Cola Company, PRC

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- (5) None of the directors have any public sanction and/or penalty imposed by any relevant regulatory bodies during the financial year ended 31 December 2017.

Board of Directors (Cont'd)

Afidah Binti Mohd Ghazali

55, Malaysian, Female
Non-Independent Non-Executive Director

Puan Afidah Binti Mohd Ghazali was appointed to the Board on 8 October 2014 and is also a member of the Audit Committee.

Puan Afidah is a professional Accountant from the Chartered Association of Certified Accountants, United Kingdom.

She is currently the Chief Financial Officer of Bank Pembangunan Malaysia Berhad, having served the Bank for the last 9 years.

She began her career as Accountant with Majlis Amanah Rakyat in 1984. She later joined Kompleks Kewangan Malaysia Berhad as Project Officer from 1986 to 1988; Kumpulan Guthrie Berhad as Accountant from 1989 to 1990; Aseambankers Malaysia Berhad as Vice President, Head, Business Support & Strategic Planning from 1990 to 2007 and Syarikat Takaful Malaysia Berhad as Chief Financial Officer from 2007 to 2008.

Tay Beng Chai

56, Malaysian, Male
Independent Non-Executive Director

Mr. Tay was appointed to the Board on 14 October 2003 and is also a member of the Audit Committee and the Nomination & Remuneration Committee.

He is the Managing Partner of Messrs Tay & Partners, Advocates & Solicitors and also a Partner of Bird & Bird ATMD LLP, Singapore. He holds a Bachelor of Law Degree from the National University of Singapore, and is an advocate and solicitor admitted to practice in Malaysia and Singapore. He has over 30 years' experience in corporate law, mergers and acquisitions, finance and securities law matters. Mr Tay is also a Fellow of the Singapore Institute of Arbitrators.

Mr. Tay is also an Independent Non-Executive Director of Sungei Bagan Rubber Company (Malaya) Berhad, Kluang Rubber Company (Malaya) Berhad and Kuchai Development Berhad.

Dato' Mohd Zafer Bin Mohd Hashim

45, Malaysian, Male
Independent Non-Executive Director

Dato' Mohd Zafer bin Mohd Hashim was appointed to the Board on 6 February 2015. He is also the Chairman of the Audit Committee.

He graduated in Economics from the London School of Economics and Political Science. He is a Chartered Accountant by profession and a Fellow of the Institute of Chartered Accountants in England and Wales.

He was previously the President/ Group Managing Director of Bank Pembangunan Malaysia Berhad, Chief Financial Officer of Maybank Investment Bank Berhad and Bank Muamalat Malaysia Berhad. Prior to joining Bank Muamalat, he was attached to MMC Corporation Berhad as its General Manager. He began his career with Price Waterhouse in London.

Notes:

- (1) The total number of Board meetings held during the financial year ended 31 December 2017 was six. The number of Board Meetings attended by the Directors in the financial year is set out on page 21 of this Annual Report.
- (2) None of the directors has any family relationship with any other director of the Company. The disclosure of directors' family relationship with major shareholders is not applicable as the major shareholders are corporate entities.
- (3) None of the directors has any conflict of interest with the Company.
- (4) None of the directors had any convictions for offences within the past 5 years other than traffic offences.
- (5) None of the directors have any public sanction and/or penalty imposed by any relevant regulatory bodies during the financial year ended 31 December 2017.

Key Senior Management

1. Kuok Khoon Kuan

Chief Executive Officer

His profile is disclosed on page 13 of this Annual Report.

2. Hor Weng Yew

Executive Director

His profile is disclosed on page 14 of this Annual Report.

3. Sia Geun Teck

Director of PSM Perkapalan Sdn Bhd

<p>Nationality/Age/ Gender: Singaporean/ 47/ Male</p> <p>Date of Appointment: 1 January 2018</p>	<p>Academic/ Professional Qualification:</p> <ul style="list-style-type: none"> • Master of Science in Maritime Studies • Certificate of Competency Class 1 Motor 	<p>Present Directorship:</p> <p>Listed entity : Nil</p> <p>Other public companies: Nil</p>	<p>Working Experience:</p> <ul style="list-style-type: none"> • 1991-1998; 2000-2003 – Sea-going Marine Engineer • 1998-2000; 2003 till now – Ship Management
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4. Tan Kim Hoon

Financial Controller

<p>Nationality/Age/ Gender: Malaysian/ 48/ Female</p> <p>Date of Appointment: 1 December 2011</p>	<p>Academic/ Professional Qualification:</p> <ul style="list-style-type: none"> • The Association of Chartered Certified Accountants • Member of the Malaysian Institute of Accountants 	<p>Present Directorship:</p> <p>Listed entity : Nil</p> <p>Other public companies: Nil</p>	<p>Working Experience:</p> <p>Joined MBC Group on 4 May 1999</p>
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Notes:

- (1) none of the key senior management has any family relationship with any director of the Company. The disclosure of key senior management's family relationship with major shareholders is not applicable as the major shareholders are corporate entities.
- (2) none of the key senior management has any conflict of interest with the Company.
- (3) none of the key senior management had any convictions for offences within the past 5 years other than traffic offences.
- (4) none of the key senior management have any public sanction and/or penalty imposed by any relevant regulatory bodies during the financial year ended 31 December 2017.

Corporate Information

Board of Directors

Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid *Independent Non-Executive Chairman*

Kuok Khoon Kuan *Chief Executive Officer*

Wu Long Peng *Executive Director*

Hor Weng Yew *Executive Director*

Lim Soon Huat *Non-Independent Non-Executive Director*

Afidah Binti Mohd Ghazali *Non-Independent Non-Executive Director*

Dato' Mohd Zafer Bin Mohd Hashim *Independent Non-Executive Director*

Tay Beng Chai *Independent Non-Executive Director*

Thai Kum Foon *(Alternate to Mr Wu Long Peng)*

Audit Committee

Chairman

Dato' Mohd Zafer bin Mohd Hashim

Members

Tay Beng Chai

Afidah binti Mohd Ghazali

Registered Office

Level 17 & 18, PJ Tower
No. 18, Jalan Persiaran Barat
Off Jalan Timur
46050 Petaling Jaya
Selangor Darul Ehsan
Tel : +603-7966 1688
Fax : +603-7966 1628

Nomination & Remuneration Committee

Chairman

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid

Members

Tay Beng Chai

Lim Soon Huat

Stock Exchange Listing

Bursa Malaysia Securities Berhad
Main Market
Sector : Trading / Services
Stock Name : Maybulk
Stock Code : 5077

Company Secretary

Ooi Pooi Teng (MAICSA 7055594)

Auditors

Ernst & Young
Chartered Accountants
Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
Tel : +603-7495 8000
Fax : +603-2095 9076

Registrars

PPB Corporate Services Sdn Bhd
12th Floor, UBN Tower
10, Jalan P. Ramlee
50250 Kuala Lumpur
Tel : +603-2726 0088
Fax : +603-2726 0099

Website: www.maybulk.com.my

Statement on Corporate Governance

The Board of Directors is committed to ensuring that high standards of corporate governance are practiced throughout the Group in discharging its responsibilities to protect and enhance shareholders' value. The statement describes the extent of how the Group has applied the best practices of Malaysian Code on Corporate Governance 2017 ("Code") for the financial year ended 31 December 2017.

Further details to the compliance and/or departure from each practice set out in the Code is disclosed in the Corporate Governance Report which is available on the Company's corporate website www.maybulk.com.my.

BOARD LEADERSHIP AND EFFECTIVENESS

Board Responsibilities

The Board has the overall stewardship responsibilities of providing strategic leadership, overseeing the business conduct, identification and management of principal risks, ensuring the adequacy and integrity of internal control systems, establishing a succession plan and developing and implementing an investor relations program. Management is responsible for managing the day-to-day running of the Group's business activities in accordance with the direction and delegation of the Board.

A formal schedule of matters specifically reserved for the decision of the Board and Management has been established and this is contained in the Group's Financial Authority Limits. The matters reserved for the collective decision of the Board include:

- corporate/ strategic direction and major business proposals
- major capital commitments, acquisition and disposal of assets and investments
- commitment to loans and long/short term financing with banks
- capital structure of the Company
- declaration of dividends

The Board has delegated specific responsibilities to two (2) committees, namely, the Audit Committee and the Nomination & Remuneration Committee, both of which discharge duties and responsibilities within their respective terms of reference. The Chairman of the respective committees brief the Board on matters discussed and the outcome of deliberations of their respective committee meetings. The final decision is the responsibility of the Board after considering the recommendations of the respective committee.

Code of Ethics and Conduct

The Board is committed to maintain a corporate culture with good ethical conduct. This is formalised through the Company's Code of Ethics and Code of Conduct which are set out in the Company's Employment Handbook. The handbook covers matters in relation to conflict of interest, entertainment and gifts, misuse of position, insider trading and misconduct. The directors and employees of the Group are expected to adhere to the standard of ethics and conduct set out therein.

Role and responsibilities between the Chairman and Chief Executive Officer

There is a distinct division of roles and responsibilities of the Chairman of the Board and the Chief Executive Officer to ensure balance of power and authority, such that no one individual has unfettered powers of decision making. The Chairman of the Board (an Independent Non-Executive Director) is responsible for leadership, orderly conduct and working of the Board, whereas the Chief Executive Officer is responsible for the management of the Group's business.

Statement on Corporate Governance (Cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Company Secretary

The Board is supported by Company Secretary who is qualified and responsible for ensuring that all Board procedures and relevant laws and regulations are complied with.

The Company Secretary:

- facilitate and attend all meetings of the board, board committees and shareholders meeting, and ensure that meetings are properly convened and proceedings are properly recorded.
- maintain all corporate records required under the Companies Act and ensures compliance with all reporting obligations under the applicable law and regulations.
- communicate Board decisions to Management.
- advise Board on its roles and responsibilities.

Access to Information and Advice

The agenda and full set of board papers are distributed at least one (1) week prior to the meeting of the Board to ensure that sufficient time is given to the Directors to review the matters to be discussed. This includes various reports covering market conditions, outlook, investment opportunities and financial performance.

The Directors have full and unrestricted access to the advice and services of the Company Secretary. Directors may also obtain independent professional advice, where necessary, in furtherance of their duties at the Company's expense.

Board Composition

Currently the Board has eight (8) members, comprising three (3) Executive Directors, two (2) Non-Executive Directors and three (3) Independent Non-Executive Directors. The number of Independent Directors complies with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which requires one-third of the Board to be independent.

The Board has a good balance of members such that no one individual or a small group of individuals can dominate the Board's decision-making process. The Board considers that its composition, consisting of Directors with a diverse mix of skills and experience in shipping, business, corporate, finance and law, bring to the Board not only the essential commercial skills relevant for sound investment decisions, but also the practical and operational experience to professionally manage the Company.

Tenure of Independent Directors

The Code recommends that the tenure of an independent director shall not exceed a cumulative period of nine (9) years. The Board must justify the decision and seek shareholders' approval at general meeting if the Board intends to retain the Director as Independent Director. If the Board continues to retain the Independent Director after the twelfth year, the Board should seek annual shareholders' approval through a two-tier voting process.

The Board recognises the importance of the independence and objectivity in the decision making process. The Board, through the Nomination & Remuneration Committee, carried out an assessment of the Independent Directors namely Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid and Mr. Tay Beng Chai, each of whom have served on the Board for more than twelve (12) years. The Board is of the view that Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid and Mr. Tay Beng Chai continue to be independent as:

- they have fulfilled the criteria under the definition of Independent Director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- they have exercised care in performing their duties, and provided unbiased, independent and objective views and judgement during board meetings and deliberations on all matters concerning the Group;
- the length of their service does not in any way impair their objective and independent judgement nor their ability to act in the best interests of the Group. On the contrary, their years of service on the Board have imbued them with a sound knowledge of the Group's business operations which enable them to participate actively and contribute during deliberations at board meetings. This together with their individual professional experience, awareness of corporate governance and business acumen, have contributed positively to the Board's deliberations on all matters of the Group.

In this respect, the Board recommended that Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid and Mr Tay Beng Chai, continue to serve as Independent Non-Executive Directors of the Company and will seek shareholders' approval at the forthcoming AGM, via single tier voting process.

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid and Mr Tay Beng Chai will abstain from the deliberation and voting on their re-appointment.

Statement on Corporate Governance (Cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Appointment to the Board

The Nomination & Remuneration Committee (NRC) is responsible for assessing and making recommendations on new appointments to the Board. In assessing the suitability of candidates, the NRC considers the required mix of skills, knowledge, expertise, experience, professionalism and integrity of the candidate. In the case of a candidate for appointment as Independent Non-Executive Director, the NRC evaluates the candidate's independence. The NRC will arrange to meet and interview all candidates prior to making a recommendation to the Board.

Gender Diversity

The Board currently does not have gender diversity policies and targets in place. The Board believes that appointment of board members, regardless of gender, should be based on experience, character, integrity and competence. The Company currently has one (1) female director, Puan Afidah binti Mohd Ghazali on its board and Ms Thai Kum Foon, who is an alternate director.

Re-election

In accordance with the Company's Constitution, one-third of the Directors or if their number is not 3 or a multiple of 3, then the number nearest one-third shall retire from office at every Annual General Meeting (AGM) and be eligible for re-election.

The Company's Constitution also provides that a new Director appointed by the Board shall hold office only until the next AGM and be eligible for re-election. Such Director is not taken into account in determining the number of Directors who are to retire by rotation.

The following directors are due to retire at the forthcoming AGM and they have offered themselves for re-election:

- (1) Mr Lim Soon Huat
- (2) Dato' Mohd Zafer Bin Mohd Hashim
- (3) Mr Hor Weng Yew

The Nomination & Remuneration Committee, considered the character, experience, integrity, competence, contribution and performance of the Directors who are seeking re-election at the forthcoming AGM, and recommended to the Board that their re-election be tabled for shareholders' approval at the forthcoming AGM.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee (NRC) comprises exclusively of Non-Executive Directors, with a majority of Independent Directors. The members are as follows:

1. Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid (Chairman)
2. Tay Beng Chai
3. Lim Soon Huat

The terms of reference, duties and responsibilities of the NRC are summarised as follows:

- (a) recommend to the Board, the candidates for appointment as Directors and Board Committee members.
- (b) review the Board structure, size and composition and make relevant recommendations to the Board.
- (c) review the required mix of skills, experience and other qualities including core competencies of Directors.
- (d) assess the effectiveness of the Board and the Board Committees as a whole and the contribution of the Directors.
- (e) formulate the nomination, selection and succession policies for the members of the Board.
- (f) review remuneration of the directors.

Statement on Corporate Governance (Cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Nomination & Remuneration Committee (Cont'd)

The NRC meets at least once a year and whenever required. In 2017, two (2) meetings were held with full attendance. A summary of activities of NRC during the year under review is as follows:

- recommended to the Board, the candidates for appointment as alternate directors.
- reviewed the required mix of skills, experience, knowledge and competencies, required for an effective Board.
- reviewed and made recommendations to the Board on the re-election of directors retiring by rotation.
- conducted an assessment of the Board, Board Committees and individual directors.
- reviewed the remuneration of Directors and made recommendations to the Board.

Board Assessment

Board assessments on assessing the effectiveness of the Board as a whole and its Board Committees and contribution by each individual director to the effectiveness of the Board are conducted on an annual basis. The assessments cover the following areas:

- board size and composition
- mix of skills, experience, and core competencies of Directors
- governance and integrity
- effectiveness of board committees
- participation and contribution at meetings
- directors' training

Based on the assessment, the Board is satisfied that its composition is well balanced with the required mix of skills, experience, knowledge and competencies, required for an effective Board and that the Committees have carried out their duties in accordance with their terms of reference.

Time commitment

Directors are expected to set aside sufficient time to carry out their duties and responsibilities. In line with Paragraph 15.06 (Restriction on Directorships) of the Listing Requirements of Bursa Malaysia Securities Berhad, all Directors of the Company complied with the limits on the number of directorships held in public listed companies.

Board meetings

Board meetings are scheduled in advance to enable Directors to plan ahead. The Board meets at least four times a year with additional meetings to be convened as and when the Board's approval and guidance is required. Between scheduled meetings, for matters that requiring Board decisions, approvals are obtained via circular resolutions.

During the financial year ended 31 December 2017, the Board had six meetings and the record of attendance for each Director is set out below.

	Number of meetings attended
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	6 / 6
Kuok Khoon Kuan	6 / 6
Wu Long Peng	6 / 6
Govind Ramanathan (resigned on 16 January 2018)	6 / 6
Lim Soon Huat	6 / 6
Tay Beng Chai	6 / 6
Dato' Mohd Zafer bin Mohd Hashim	5 / 6
Puan Afidah Binti Mohd Ghazali	5 / 6

Statement on Corporate Governance (Cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Directors' Training

All Directors of the Company have attended the Mandatory Accreditation Programme as prescribed by Bursa Malaysia Securities Berhad. The Directors are encouraged to attend training programmes/seminars from time to time, to enhance their knowledge and skills and to keep abreast with current developments in the industry as well as the current changes in laws and regulations.

All Directors, after assessing their own training needs, have attended conferences and seminars in areas that are relevant to the Group's business activities. Some of the conferences and seminars attended by the Directors during the financial year ended 31 December 2017 were as follows:

On Corporate, Financial and Governance issues

- Driving Financial Integrity & Performance - Enhancing Financial Literacy
- Effective Audit and Risk Management
- Effective Oversight of Internal Audit Functions
- Update on the Malaysian Code on Corporate Governance 2017
- Transfer Pricing

On Commercial and Business issues

- Overview of the Energy Market
- Business Continuity Management
- The Challenge of Building Cyber Resilience

DIRECTORS' REMUNERATION

The Nomination & Remuneration Committee reviews and evaluates the remuneration policy for Directors ensuring that it is in line with market norms and industry practice. The level of remuneration of the Directors is commensurate with the level of experience and responsibilities undertaken by them.

The remuneration is deliberated on and decided by the Board as a whole before being tabled for shareholders' approval at the AGM. The respective Director shall abstain from the deliberation and voting of his own remuneration.

The aggregate remuneration of the Directors of the Company for the financial year ended 31 December 2017 are as follows:

The Company's directors did not receive any remuneration from the subsidiaries for the financial year ended 31 December 2017.

	Fees (RM)	Meeting allowance (RM)	Salaries (RM)	Benefits in kind (RM)	Other emoluments (RM)	Total (RM)
Executive Directors						
Kuok Khoon Kuan	47,500	5,000	–	–	–	52,500
Wu Long Peng	47,500	5,000	–	–	–	52,500
Govind Ramanathan	47,500	5,000	–	–	–	52,500
Non- Executive Directors						
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	62,000	7,000	–	–	–	69,000
Lim Soon Huat	51,500	7,000	–	–	–	58,500
Tay Beng Chai	66,500	11,000	–	–	–	77,500
Dato' Mohd Zafer bin Mohd Hashim	67,500	8,000	–	–	–	75,500
Afidah Binti Mohd Ghazali	62,500	9,000	–	–	–	71,500
Total	452,500	57,000	–	–	–	509,500

Statement on Corporate Governance (Cont'd)

EFFECTIVE AUDIT AND RISK MANAGEMENT

Audit Committee

The Board is committed to providing a balanced, clear and representative assessment of its financial performance in its quarterly results and annual audited financial statements.

The Board is assisted by the Audit Committee in overseeing the financial reporting process and the quality of the financial report of the Group. The Audit Committee reviews the appropriateness of the Group's accounting policies to ensure that the financial statements comply with financial reporting standards and regulatory requirements.

The statement explaining the Board of Directors' responsibility for preparing the annual audited financial statements is set out at page 94 of this Annual Report.

Suitability and Independence of External Auditors

The Board maintains a formal, professional and transparent relationship with the External Auditors through the Audit Committee.

The Audit Committee meets with the external auditors to discuss their audit plan and audit findings, without the presence of executive Board members and management staff. The External Auditors have declared to the Audit Committee that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the By-laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants. The Audit Committee, having considered the external auditors' work performance and independence, recommended to the Board for their consideration and approval, the re-appointment of Messrs Ernst & Young as auditors of the Company.

Recognise and manage risks

The Board acknowledges its responsibility of maintaining a good system of internal controls and risk management, and for reviewing regularly the adequacy and effectiveness of the internal control and risk management systems to ensure that shareholders' investment and the Group's assets are safeguarded. This system can only provide reasonable, but not absolute assurance against any material misstatements, fraud or loss.

The Statement on Risk Management and Internal Control as set out in pages 28 to 30 of this Annual Report provides an overview of the management of risks and state of internal controls within the Group.

The Internal Audit function reports directly to the Audit Committee. The activities carried out by the Internal Audit Department are set out in page 27 of the Audit Committee Report.

Statement on Corporate Governance (Cont'd)

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Ensure timely and high quality disclosure

The Board recognises the importance of an effective communication channel and timely dissemination of accurate information pertaining to the Group's business activities and financial performance to its shareholders, investors and other stakeholders.

The Group's financial results, announcements, annual report and circulars are the primary modes of disseminating information in relation to the Group's business activities and financial information and this can be accessed from the Company's corporate website at www.maybulk.com.my or Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

Encourage Shareholder Participation at General Meetings

The AGM represents the principal forum for dialogue and interaction with shareholders. At the AGM, the Board presents the Group's business and financial performance for the financial year. Shareholders are encouraged to attend the meeting and seek clarification about the performance and operations of the Group. The Board as well as external auditors are present at the AGM to address queries raised by the shareholders at the meeting. For shareholders who are unable to attend, they are allowed to appoint proxies to attend and vote on their behalf.

Communication and Engagement with shareholders

The Company also conducts briefings where appropriate after the release of its mid-year or year-end financial results, for analysts, fund managers and media, to provide an overview of the Group's performance.

Any queries or concern about the Group's business and development can be conveyed through the Company Secretary who would then refer the matter to the attention of the Board.

Audit Committee Report

COMPOSITION OF THE AUDIT COMMITTEE

Chairman

Dato' Mohd Zafer bin Mohd Hashim
Independent Non-Executive Director

Members

Tay Beng Chai
Independent Non-Executive Director

Afidah Binti Mohd Ghazali
Non-Independent Non-Executive Director

MEETINGS AND ATTENDANCE

The Audit Committee meets periodically to carry out its functions and duties in accordance with its Terms of Reference. During the financial year ended 31 December 2017, the Audit Committee held four (4) meetings and the record of attendance for each Audit Committee member is set out as below:

	Attendance
Dato' Mohd Zafer bin Mohd Hashim	4 / 4
Tay Beng Chai	4 / 4
Afidah Binti Mohd Ghazali	4 / 4

SUMMARY OF TERMS OF REFERENCE

Purpose

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities for the financial reporting process, system of internal control and risk management, audit process, and the Company's process for monitoring compliance with laws and regulations and the code of conduct.

Duties and Responsibilities

The Audit Committee shall, amongst others, discharge the following duties and responsibilities:

- review with the Internal Auditors, the scope, functions, competency and adequacy of resources, authority, internal audit programme and results, processes or investigation undertaken and the action taken on their recommendations;
- review the quarterly results and annual financial statements of the Group prior to the approval by the Board of Directors, focusing on:
 - any changes in accounting policies and practices
 - significant adjustments arising from the audit
 - the going concern assumption
 - compliance with accounting standards and other legal requirements
- review any related party transaction and conflict of interest situation, including any transaction, procedure or course of conduct;
- review with the External and Internal Auditors, the effectiveness of the Group's system of internal control, including information technology security and control;

Audit Committee Report (Cont'd)

SUMMARY OF TERMS OF REFERENCE (CONT'D)

Duties and Responsibilities (Cont'd)

- review the effectiveness of the External Auditors, including their appointment, audit fee and any questions of resignation or dismissal;
- discuss with the External Auditors before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- review the External Auditors' management letter and management's response thereto;
- review the effectiveness of the Internal Auditors' functions, including appraisal or assessment of the performance of the Chief Audit Executive, approve the appointment or termination of senior internal audit staff, and inform itself of the resignations of internal audit staff and provide the resigning staff member an opportunity to submit his reasons for resigning;
- consider other topics as defined by the Board of Directors; and
- report its activities, issues and related recommendations to the Board of Directors, and any matter which has not been satisfactorily resolved, thus resulting in a breach of the Main Market Listing Requirements.

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

During the financial year ended 31 December 2017, the Audit Committee performed its duties as set out in its terms of reference.

Financial statements

- reviewed the quarterly financial results/announcements of the Company and made recommendations to the Board of Directors for approval prior to the release of the results to Bursa Malaysia Securities Berhad. The review and discussions were conducted with the Financial Controller.
- reviewed the annual audited financial statements of the Group/Company and made relevant recommendations to the Board of Directors for approval.
- for the review of annual financial results of the Group, the Committee communicated with the external auditors, with particular focus on:
 - significant matters highlighted including financial reporting issues and significant judgments made by Management, and how these matters are addressed; and
 - compliance with the applicable accounting/ auditing standards in Malaysia and any other relevant regulatory requirements.

Matters relating to External Audit

- reviewed the External Auditors' scope of work and audit plan for financial year 2017.
- reviewed the External Auditors' audit findings and recommendations to the Board of Directors for further action where appropriate.
- met with the External Auditors without the presence of any executive Board members and management staff. Audit Committee met with external auditors prior to commencement of their audit work as well as upon completion of their audit work to discuss issues arising from the course of their work.

Audit Committee Report (Cont'd)

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE (CONT'D)

Matters relating to Internal Audit

- reviewed and approved the Internal Audit plan.
- reviewed the Internal Auditors' reports and their recommendation and Management's response to improve the internal controls system based on internal audit findings.
- reviewed the Internal Auditors' reports on related party transactions undertaken by the Group including the procedures monitoring recurrent related party transactions.
- reviewed the Internal Quality Assessment of the Internal Audit activity.

Matters relating to Related Party Transactions

- reviewed the Circular to Shareholders on Proposed Renewal and additional of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and made recommendations to the Board for approval.

Other matters

- reviewed the Audit Committee Report and Statement on Risk Management and Internal Control and made recommendations to the Board for approval.

INTERNAL AUDIT

The internal audit function of MBC Group is undertaken by the Internal Audit Department (IAD). The Head of Internal Audit Department reports directly to the Audit Committee. The IAD's scope is to undertake independent and objective reviews on the adequacy and effectiveness of the Group's risk management and internal control system.

The authority and responsibility of the IAD are described in the Internal Audit Charter.

SUMMARY OF THE ACTIVITIES OF INTERNAL AUDIT DEPARTMENT

The IAD carried out its activities in accordance to Internal Audit Plan approved by the Audit Committee. The Internal Audit function adopts a risk based approach and prepare the plan based on the risk profile of the business units of the Group.

During the year under review, activities carried out by the IAD were as follows:

- reviewed adequacy and effectiveness of internal control systems and the quality of compliance to the internal control systems which comprises key components of control environment, risk assessment process, operational control activities, information and communication system and monitoring practices.

The internal audit reports incorporating audit observations, recommendations and management actions were issued to the Audit Committee. A total of 6 Internal Audit reports were issued in year 2017. There were no significant deficiencies in controls detected.

- reviewed the related party transactions undertaken by the Group including the procedures monitoring recurrent related party transactions. It was noted that the accumulated recurrent related party transactions are within the shareholders' mandate.
- conducted an internal self-assessment of the internal audit activity for internal auditing work performed during the year, as part of a Quality Assurance and Improvement program. Based on the assessment, the activities carried out by Internal Audit generally conform to the Institute of Internal Auditor's International Standards for the Professional Practice of Internal Auditing and Code of Ethics.

The costs incurred by the Internal Audit Department for the financial year ended 31 December 2017 was RM124,285 (FY2016: RM474,644).

Statement on Risk Management and Internal Control

This Statement on Risk Management and Internal Control is made pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers (“the Guidelines”).

1. BOARD RESPONSIBILITY

The Board recognises the importance of sound internal controls and risk management practices as integral to good corporate governance. The Board affirms its overall responsibility for the Group’s system of internal controls and risk management, and for reviewing the adequacy and effectiveness of the internal control and risk management systems to ensure that shareholders’ investment and the Group’s assets are safeguarded.

The internal control and risk management systems are designed to identify and manage risk rather than to eliminate the risk of failure to achieve business objectives. Therefore, these systems only provide reasonable, but not absolute assurance against any material misstatements, fraud or loss.

2. RISK MANAGEMENT

The Board is directly involved in assessing the major risks associated with the Group’s business.

The Group’s risk management process covering the Group’s core business activities is an integral part of its daily activities in identifying, listing and evaluating the significant business risks faced by the Group. The process of reviewing the adequacy and effectiveness of the risk management process is incorporated within the Internal Audit function which reports to the Audit Committee of any weaknesses identified.

3. INTERNAL CONTROL

The key elements of the Group’s internal control comprise the following:

Control Structure

The Board has established a structure with clearly defined areas of responsibility and delegated authority.

The Audit Committee assists the Board in its responsibilities over the system of internal control. Its independence is assured by the current composition comprising all members who are Non-Executive Directors, majority of whom are Independent Non-Executive Directors. As highlighted in the Audit Committee Report, the Audit Committee has full access to and direct communication with the External and Internal Auditors in discharging its responsibilities.

The Internal Auditors assist the Audit Committee with the examination and evaluation of the adequacy and effectiveness of the internal control system, including control environment, risk assessment process and operational control activities.

Further details on the activities of the Internal Audit Department in 2017 are set out on page 27 in the Audit Committee Report.

Financial Authority Limit/Operations Manual

The Group’s Financial Authority Limits and Operations Manual provide the framework for Management to deal with business and operational risks and the procedures for reporting information to the Board. These are properly documented and updated as and when necessary.

Statement on Risk Management and Internal Control (Cont'd)

3. INTERNAL CONTROL (CONT'D)

Annual Budget

The budgeting process takes place annually. Each business unit prepares its own budget for review by the Executive Directors, and approval by the Board. When setting budgets, Management identifies and evaluates the potential business risks. The Group's overall performance is monitored against the approved budget and is reviewed by the Board on a quarterly basis.

In addition, Finance Department carries out monthly review of each business unit's expenditure against budget to ensure that expenditure are managed within the annual budget and variances are reported to Management.

Financial/Operations Report

The Board reviews management reports on the financial results, business and market activities and the Group's operations on a quarterly basis. The Executive Directors review these matters on a continuing basis.

Disaster Recovery Plan (DRP)

A Disaster Recovery Plan is in place to ensure continuity of business operations in the event of a disaster. The DRP testing is carried out annually.

Human Resource

Training and development programs are identified and arranged for the Group's employees, to enhance their skills and competencies in carrying out their duties.

Code of Ethics and Code of Conduct

The Group's corporate values and standard of ethics and conduct is set out in the Company's Employment Handbook which is communicated to all employees of the Group.

Associate and Joint Ventures

Financial and operational information of associate and joint ventures are provided to Management of the Group. Joint ventures are commercially and operationally managed by the Group and falls within the internal audit jurisdiction of the Group. The associate has its audit committee and internal audit function to oversee internal controls and risk.

The Group also has representation on the boards of the joint ventures.

4. MONITORING AND REVIEW ACTIVITIES

The processes for monitoring the internal control and risk management systems are embedded in the periodic review undertaken by the Internal Auditors of the adequacy and effectiveness of the Group's internal control systems and risk management framework.

During the financial year, Internal Auditors reviewed and conducted audits and assessed the adequacy of the system of internal controls over the following areas: finance, operations and mobile security. Six (6) Internal Audit Reports were issued and presented to the Audit Committee with the audit observations and recommended corrective actions. There were no significant deficiencies in controls detected.

The internal audit work was conducted in accordance with the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing and generally aligned with the internal control standards prescribed by the Committee on Sponsoring Organisations (COSO) 2013 as recommended by the Institute of Internal Auditors.

The findings of the Internal Auditors are reported directly to the Audit Committee. The Audit Committee also reviews the reports from the External Auditors on issues relating to internal controls and financial reporting. The Audit Committee in turn reports its findings to the Board, and consequently its conclusion on the effectiveness of the internal control and risk management systems annually.

There are no material internal control failures or any reported weaknesses that have resulted in material financial losses or contingencies during the financial year ended 31 December 2017.

Statement on Risk Management and Internal Control (Cont'd)

5. EFFECTIVENESS OF INTERNAL CONTROL AND RISK MANAGEMENT

The Board believes that the Group's systems of internal control and risk management provide a reasonable though not absolute assurance that weaknesses or deficiencies will be identified and when identified, corrective action can and will be taken in a timely manner.

The Board reviews the internal control and risk management systems regularly and where necessary, will take steps to improve it.

The Board has received assurance from Chief Executive Officer, Financial Controller, Heads of Commercial and Technical Division that the Group's risk management and internal control system are operating adequately and effectively. The Board confirms that it has reviewed the effectiveness of the systems of internal control and risk management and is not aware of any significant weakness or deficiency for the financial year ended 31 December 2017 and up to the date of approval of this Statement on Risk Management and Internal Control.

6. REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have performed limited assurance procedures on this Statement on Risk Management and Internal Control ("Statement") pursuant to the scope set out in Audit and Assurance Practice Guide (AAPG) 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants ("MIA") for inclusion in the annual report of the Group for the year ended 31 December 2017, and reported to the Board that nothing has come to their attention that causes them to believe the statement intended to be included in the Annual Report is not prepared, in all material respects, in accordance with the disclosures required by paragraph 41 and 42 of the Guidelines, nor is the Statement factually inaccurate.

AAPG 3 does not require the External Auditors to consider whether the Directors' Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Directors and Management thereon. The report from the External Auditor was made solely for, and directed solely to the Board of Directors in connection with their compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and for no other purposes or parties. The External Auditors do not assume responsibility to any person other than the Board of Directors in respect of any aspect of this report.

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Directors' Report

The Directors present their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding, ship owning and ship operating.

The principal activities of the subsidiaries are disclosed in Note 14 to the financial statements.

There have been no significant changes in the nature of the principal activities of the Company and the subsidiaries during the year.

FINANCIAL RESULTS

	Group RM'000	Company RM'000
Loss for the year	(130,098)	(152,358)
Attributable to:		
Equity holders of the Company	(134,954)	(152,358)
Non-controlling interests	4,856	–
	(130,098)	(152,358)

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

In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

DIVIDEND

The Directors do not propose the payment of any dividend in respect of the current financial year.

DIRECTORS

The Directors of the Company in office since the beginning of the current financial year to the date of this report are:

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid**

Kuok Khoon Kuan**

Wu Long Peng**

Tay Beng Chai

Dato' Mohd Zafer bin Mohd Hashim

Afidah binti Mohd Ghazali

Lim Soon Huat

Hor Weng Yew** (appointed as Alternate Director to Mr Kuok Khoon Kuan on 31 May 2017)

(resigned as Alternate Director to Mr Kuok Khoon Kuan on 16 January 2018)

(appointed as Director on 16 January 2018)

Thai Kum Foon** (appointed as Alternate Director to Wu Long Peng on 31 May 2017)

Govind Ramanathan** (resigned on 16 January 2018)

** These directors are also directors of the Company's subsidiaries.

Directors' Report (Cont'd)

DIRECTORS (CONT'D)

The Directors of the Company's subsidiaries in office since the beginning of the current financial year to the date of this report (not including those directors listed above) are:

Tan Kim Hoon
 Ooi Pooi Teng
 Naoki Shinohara
 Takuya Shirai (appointed on 1 July 2017)
 Sia Geun Teck (appointed on 1 January 2018)
 Somu Subramaniam (resigned on 31 March 2017)
 Tan Chin Hee (resigned on 31 March 2017)
 Tatsuya Okamoto (resigned on 1 July 2017)
 Lim Tau Kok (resigned on 31 December 2017)

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the Directors might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors as shown in Note 8 to the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with any Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

During the financial year, the total amount of indemnity coverage and insurance premium paid for the Directors and the Officers of the Group and of the Company are RM15,000,000 and RM33,000 respectively.

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings, the interests of Directors who held office at the end of the financial year in shares of the Company were as follows:

	At	Number of ordinary shares		At
	1.1.2017	Bought	Sold	31.12.2017
Direct interests				
Kuok Khoon Kuan	1,268,750	-	-	1,268,750
Wu Long Peng	1,625,000	-	-	1,625,000
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	500,000	-	-	500,000
Tay Beng Chai	275,000	-	-	275,000
Govind Ramanathan	447,700	-	-	447,700
Indirect interests				
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	20,000	-	-	20,000
Tay Beng Chai	2,500	-	-	2,500

Dato' Mohd Zafer bin Mohd Hashim, Lim Soon Huat, Afidah binti Mohd Ghazali, Hor Weng Yew and Thai Kum Foon do not have any interest in shares of the Company or its related corporations during the financial year.

Directors' Report (Cont'd)

OTHER STATUTORY INFORMATION

- (a) Before the income statements, statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the Directors took reasonable steps:
- (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts, and satisfied themselves that there were no bad debts and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances which would render:
- (i) it necessary to write off any bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; and
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability in respect of the Group and of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the Directors:
- (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

Directors' Report (Cont'd)

SIGNIFICANT EVENT

Significant event during the financial year is disclosed in Note 36 to the financial statements.

SIGNIFICANT SUBSEQUENT EVENT

Details of significant event subsequent to the financial year is disclosed in Note 37 to the financial statements.

AUDITORS

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Auditors' remuneration are disclosed in Note 6 to the financial statements.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 2 April 2018.

Kuok Khoon Kuan

Wu Long Peng

Statement by Directors

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

We, Kuok Khoon Kuan and Wu Long Peng, being two of the Directors of Malaysian Bulk Carriers Berhad, do hereby state that in the opinion of the Directors, the financial statements set out on pages 42 to 89 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2017 and of their financial performance and cash flows for the year then ended.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 2 April 2018.

Kuok Khoon Kuan

Wu Long Peng

Statutory Declaration

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

I, Tan Kim Hoon, being the Officer primarily responsible for the financial management of Malaysian Bulk Carriers Berhad, do solemnly and sincerely declare that the financial statements set out on pages 42 to 89 are in my opinion correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared
by the abovenamed Tan Kim Hoon at
Petaling Jaya in Selangor Darul Ehsan
on 2 April 2018

Tan Kim Hoon

Before me,

Commissioner for Oaths

Independent Auditors' Report

to the members of Malaysian Bulk Carriers Berhad (Incorporated in Malaysia)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Malaysian Bulk Carriers Berhad, which comprise the statements of financial position as at 31 December 2017 of the Group and of the Company, and the income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 42 to 89.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2017, and of their financial performance and their cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

Basis for opinion

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

Independence and other ethical responsibilities

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

Key audit matters

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

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying financial statements.

Independent Auditors' Report to the members of Malaysian Bulk Carriers Berhad (Incorporated in Malaysia) (Cont'd)

Impairment assessment of vessels

Key risk

We draw your attention to Note 2.16 (Accounting policies), Note 3(a) (Significant accounting judgements and estimates), and Note 12 (Property, plant and equipment).

The Group operates owned and chartered-in vessels in the bulkers market. Management regularly monitors the carrying value of its fleet on a vessel-by-vessel basis. Arising from management's assessment, reversals of impairment loss for vessels of RM108.5 million was recognised by the Group during the year.

The Group estimated the recoverable amounts of its vessels based on the higher of fair value less cost to sell (by obtaining brokers' valuations which are indicative) and value in use (by estimating the future cash flows expected to be derived from the vessels and discounting these cash flows at an appropriate discount rate).

Management assesses the fair value less costs to sell for the vessels with the involvement of an external vessel valuation expert. The methodology applied is based on actual transactions in the industry for vessels with comparable characteristics.

Significant judgements were applied in estimating the future cash flows expected to be derived from the vessels. The most critical assumptions are management's view on short-term and long-term charter rates, and the discount rate used to discount the cash flows.

These assessments are significant to our audit as they involved complex and subjective management judgements and are based on assumptions that are affected by expected future market and economic conditions.

Our response

We obtained an understanding of management's process for reversing impairment loss recognised in prior period.

In respect of the value in use cash flows, we performed the following procedures:

- We evaluated and assessed the appropriateness of the methodology and approach applied, including industry benchmarking.
- We evaluated the key assumptions used particularly the short-term and the long-term charter rates applied in the cash flows by comparing to industry data.
- We involved internal valuation specialists in the assessment of the appropriateness of the discount rate. This included an assessment of the specific inputs to the discount rate, including the risk-free rate, equity risk premium and beta, along with gearing and cost of debt. Such inputs were benchmarked either against risk rates in specific international markets in which the Group operates or equivalent data for peer companies.

In respect of the fair value less costs to sell of the vessels, we performed the following procedures:

- We considered the objectivity, independence, expertise and experience of the external vessel valuation expert.
- We obtained an understanding of the methodology adopted by the vessel valuation expert in estimating the fair value of the vessels and assessed whether such methodology is consistent with those used in the industry.
- We corroborated the valuations by benchmarking against actual contracted transactions, recent market transactions and shipping intelligence reports, taking into consideration comparable characteristics including the vessel type, builder, year of built and cargo capacity.

Independent Auditors' Report to the members of Malaysian Bulk Carriers Berhad (Incorporated in Malaysia) (Cont'd)

Provision for onerous contracts

Key risk

We draw your attention to Note 2.26 (Accounting policies), Note 3(b) (Significant accounting judgements and estimates), and Note 29 (Provision for onerous contracts).

In respect of its chartered-in contracts, management regularly monitors whether there are any events which may make such contracts onerous. Where there are such events, the Group estimates the unavoidable costs to meet the obligations under these contracts and recognises a provision.

Estimating the unavoidable costs involves significant judgements on short-term and long-term charter rates. Arising from management's assessment, reversals of provision for onerous contracts of RM10.9 million was recognised by the Group during the year. The provisions for onerous contracts of the Group amounted to RM93.6 million at reporting date.

These assessments are significant to our audit as they involved subjective management judgements and are based on assumptions that are affected by expected future market and economic conditions.

Our response

In addressing this area of focus, we evaluated the key assumptions used particularly the short-term and the long-term charter rates applied in the cash flows by comparing to industry data. The short-term charter out rates are compared against the forward freight agreements rates applicable in notable shipping publications whilst the long-term charter rates i.e. rates beyond 2 – 3 years, are compared against historical average rates achieved over the perceived shipping cycles.

We also focused on the adequacy of the disclosures concerning those key assumptions to which the outcome of the impairment test is most sensitive.

Information other than the financial statements and auditors' report thereon

The directors of the Company are responsible for the other information. The other information comprises the Directors' report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date of this auditors' report, and the annual report, which is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors of the Company and take appropriate action.

Responsibilities of the directors for the financial statements

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

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company'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 the Company or to cease operations, or have no realistic alternative but to do so.

Independent Auditors' Report to the members of Malaysian Bulk Carriers Berhad (Incorporated in Malaysia) (Cont'd)

Auditors' responsibilities for the audit of the financial statements

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

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

- identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company'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 or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that 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 financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Independent Auditors' Report to the members of Malaysian Bulk Carriers Berhad (Incorporated in Malaysia) (Cont'd)

OTHER MATTERS

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

Ernst & Young
AF: 0039
Chartered Accountants

Phang Oy Lin
No. 02985/03/2020 J
Chartered Accountant

Kuala Lumpur, Malaysia
2 April 2018

Income Statements

for the year ended 31 December 2017

	Note	Group		Company	
		2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Revenue	4	272,582	225,505	34,214	30,385
Voyage expenses		(74,838)	(59,782)	(11,546)	(3,674)
		197,744	165,723	22,668	26,711
Operating expenses		(207,605)	(217,790)	(10,910)	(2,295)
		(9,861)	(52,067)	11,758	24,416
Net change in provision for onerous contracts		10,936	–	–	–
Impairment loss on vessels		–	(50,457)	–	–
Reversal of impairment loss on vessels		108,548	–	–	–
Impairment loss on investments in subsidiaries		–	–	(163,210)	(539,777)
Other operating income/(loss), net	5	15,446	2,772	18,912	17,634
Administration expenses		(10,064)	(11,911)	(6,886)	(7,377)
		115,005	(111,663)	(139,426)	(505,104)
Finance costs		(19,572)	(16,104)	(12,396)	(11,345)
Share of results of an associate		(211,938)	(325,070)	–	–
Impairment loss on associate		–	(39,304)	–	–
Share of results of joint ventures		(12,487)	(4,157)	–	–
Loss before taxation	6	(128,992)	(496,298)	(151,822)	(516,449)
Taxation	9	(1,106)	(822)	(536)	(167)
Loss for the year		(130,098)	(497,120)	(152,358)	(516,616)
Attributable to:					
Equity holders of the Company		(134,954)	(491,306)	(152,358)	(516,616)
Non-controlling interests		4,856	(5,814)	–	–
		(130,098)	(497,120)	(152,358)	(516,616)
Loss per share (sen)	10	(13.50)	(49.13)		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Comprehensive Income

for the year ended 31 December 2017

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Loss for the year	(130,098)	(497,120)	(152,358)	(516,616)
Other comprehensive income/(loss):				
<u>Items that will be reclassified to profit or loss</u>				
Currency translation differences	(55,521)	12,741	(65,950)	51,770
Net change in cash flow hedge	3,482	1,480	3,482	1,480
Share of other comprehensive income of associate	1,560	4,901	-	-
Total comprehensive loss for the year	(180,577)	(477,998)	(214,826)	(463,366)
Total comprehensive income/(loss) attributable to:				
Equity holders of the Company	(183,114)	(470,751)	(214,826)	(463,366)
Non-controlling interests	2,537	(7,247)	-	-
	(180,577)	(477,998)	(214,826)	(463,366)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Financial Position

as at 31 December 2017

	Note	Group		Company	
		2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Assets					
Non-current assets					
Intangible assets	11	–	6	–	4
Property, plant and equipment	12	471,671	512,704	38,192	42,686
Deposits	13	56,788	58,386	56,788	58,386
Subsidiaries	14	–	–	366,292	586,627
Associate	15	394,963	655,114	–	–
Joint ventures	16	75,974	151,177	–	–
Loan to a subsidiary	17	–	–	253,179	380,426
Total non-current assets		999,396	1,377,387	714,451	1,068,129
Current assets					
Consumable stores	18	7,344	12,220	4,182	3,038
Receivables and other current assets	19	44,742	47,961	5,636	8,507
Amounts due from subsidiaries	20	–	–	13,502	381
Loan to a subsidiary	17	–	–	90,201	39,973
Short term deposits	21	19,894	500	1,300	–
Cash and bank balances		52,339	69,141	2,160	5,370
		124,319	129,822	116,981	57,269
Non-current assets classified as held for sale	22	83,224	71,907	–	–
Total current assets		207,543	201,729	116,981	57,269
Total assets		1,206,939	1,579,116	831,432	1,125,398

Statements of Financial Position as at 31 December 2017 (Cont'd)

	Note	Group		Company	
		2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Equity and liabilities					
Equity attributable to equity holders of the Company					
Share capital	23	338,791	250,000	338,791	250,000
Share premium		–	48,791	–	48,791
Reserves	24	612,673	707,910	396,948	508,186
Accumulated losses		(425,685)	(297,808)	(281,222)	(137,634)
		525,779	708,893	454,517	669,343
Non-controlling interests		23,404	20,867	–	–
Total equity		549,183	729,760	454,517	669,343
Non-current liabilities					
Payables and other liabilities	25	38,346	19,086	–	–
Borrowings	26	323,946	438,526	198,913	269,478
Derivative financial liabilities	27	55,549	115,436	55,549	115,436
Deferred tax liabilities	28	–	–	–	–
Provision for onerous contracts	29	63,476	57,726	–	–
Total non-current liabilities		481,317	630,774	254,462	384,914
Current liabilities					
Payables and other liabilities	25	39,897	42,824	11,109	8,217
Amounts due to subsidiaries	20	–	–	20,764	23,018
Borrowings	26	86,197	105,343	70,549	27,733
Derivative financial liabilities	27	19,842	12,152	19,842	12,152
Provision for taxation		389	186	189	21
Provision for onerous contracts	29	30,114	58,077	–	–
Total current liabilities		176,439	218,582	122,453	71,141
Total liabilities		657,756	849,356	376,915	456,055
Total equity and liabilities		1,206,939	1,579,116	831,432	1,125,398

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement of Changes in Equity

for the year ended 31 December 2017

Group	Attributable to Equity Holders of the Company									
	Distributable					Non-distributable				
	Share capital RM'000	(Accumulated losses)/ retained profits RM'000	Share premium RM'000	Capital reserve RM'000	Capital redemption reserve RM'000	Cash flow hedge reserve (Note 24(a)) RM'000	Foreign currency translation reserve (Note 24(b)) RM'000	Total reserves RM'000	Non-controlling interests RM'000	Total equity RM'000
At 1 January 2017	250,000	(297,808)	48,791	7,077	40,000	1,605	659,228	707,910	20,867	729,760
Total comprehensive loss for the year	-	(134,954)	-	-	-	5,042	(53,202)	(48,160)	2,537	(180,577)
Transfer from share premium and reserve (Note 23)	88,791	-	(48,791)	-	(40,000)	-	-	(40,000)	-	-
Liquidation of subsidiaries	-	7,077	-	(7,077)	-	-	-	(7,077)	-	-
At 31 December 2017	338,791	(425,685)	-	-	-	6,647	606,026	612,673	23,404	549,183
At 1 January 2016	250,000	193,498	48,791	7,077	40,000	(4,776)	645,054	687,355	51,381	1,231,025
Total comprehensive loss for the year	-	(491,306)	-	-	-	6,381	14,174	20,555	(7,247)	(477,998)
Capital repayment to non-controlling interests	-	-	-	-	-	-	-	-	(16,985)	(16,985)
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	(6,282)	(6,282)
At 31 December 2016	250,000	(297,808)	48,791	7,077	40,000	1,605	659,228	707,910	20,867	729,760

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statement of Changes in Equity

for the year ended 31 December 2017

Company	Distributable		Non-distributable					Total reserves RM'000	Total RM'000
	Share capital RM'000	(Accumulated losses)/ retained profits RM'000	Share premium RM'000	Capital reserve RM'000	Capital redemption reserve RM'000	Cash flow hedge reserve (Note 24(a)) RM'000	Foreign currency translation reserve (Note 24(b)) RM'000		
At 1 January 2017	250,000	(137,634)	48,791	8,770	40,000	(3,296)	462,712	508,186	669,343
Total comprehensive loss for the year	-	(152,358)	-	-	-	3,482	(65,950)	(62,468)	(214,826)
Transfer from share premium and reserve (Note 23)	88,791	-	(48,791)	-	(40,000)	-	-	(40,000)	-
Liquidation of subsidiaries	-	8,770	-	(8,770)	-	-	-	(8,770)	-
At 31 December 2017	338,791	(281,222)	-	-	-	186	396,762	396,948	454,517
At 1 January 2016	250,000	378,982	48,791	8,770	40,000	(4,776)	410,942	454,936	1,132,709
Total comprehensive loss for the year	-	(516,616)	-	-	-	1,480	51,770	53,250	(463,366)
At 31 December 2016	250,000	(137,634)	48,791	8,770	40,000	(3,296)	462,712	508,186	669,343

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Cash Flows

for the year ended 31 December 2017

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Cash flows from operating activities				
Loss before taxation	(128,992)	(496,298)	(151,822)	(516,449)
Adjustments for:				
Amortisation of intangible assets	6	558	4	199
Depreciation	19,969	28,442	1,582	778
Impairment loss on trade receivables	870	921	-	-
Reversal of impairment on trade receivables	(921)	-	-	-
(Gain)/loss on disposal of property, plant and equipment	(5,447)	1,258	-	-
Unrealised foreign exchange (gain)/loss	(298)	187	(286)	206
Dividends from subsidiaries	-	-	(7,400)	(20,500)
Interest income	(943)	(1,066)	(12,439)	(11,364)
Finance costs	19,572	16,104	12,396	11,345
Surplus arising from liquidation of subsidiaries	-	-	(297)	-
Impairment loss on investments in subsidiaries	-	-	163,210	539,777
Net change in provision for onerous contracts	(10,936)	-	-	-
Reversal of impairment loss on vessels	(108,548)	-	-	-
Impairment loss on vessels	-	50,457	-	-
Share of results of an associate	211,938	325,070	-	-
Impairment loss on associate	-	39,304	-	-
Share of results of joint ventures	12,487	4,157	-	-
Operating profit/(loss) before working capital changes	8,757	(30,906)	4,948	3,992
Changes in working capital:				
Consumable stores	3,895	(3,510)	(1,387)	(2,724)
Receivables and other current assets	1,586	(3,144)	2,497	(5,313)
Payables and other liabilities	24,000	18,620	3,360	3,368
Derivatives	(9,802)	-	(9,802)	-
Subsidiaries	-	-	(2,944)	32,462
Cash generated from/(used in) operations	28,436	(18,940)	(3,328)	31,785
Tax paid, net of tax refund	(1,030)	(1,027)	(368)	(184)
Net cash generated from/(used in) operating activities	27,406	(19,967)	(3,696)	31,601

Statements of Cash Flows

for the year ended 31 December 2017 (Cont'd)

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Cash flows from investing activities				
Acquisition of property, plant and equipment	(2,691)	(68,858)	(1,186)	(32,468)
Deposit paid for vessels	(4,265)	(14,440)	(4,265)	(14,440)
Subscription of redeemable preference shares of subsidiaries	-	-	-	(62,314)
Proceeds from divestment in redeemable preference shares of subsidiaries	-	-	-	61,400
Dividends from subsidiaries	-	-	7,400	20,500
Dividend from an associate	-	5,589	-	-
Dividends from joint ventures	7,390	10,265	-	-
Interest received	943	1,066	12,690	11,083
Proceeds from disposal of property, plant and equipment	74,852	122,222	-	-
Loan repayment from joint venture	41,476	-	-	-
Loan repayment from subsidiary	-	-	28,450	-
Net cash generated from/(used in) investing activities	117,705	55,844	43,089	(16,239)
Cash flows from financing activities				
Finance costs paid	(18,414)	(15,009)	(12,647)	(11,064)
Drawdown of borrowings	46,735	92,571	-	-
Repayment of borrowings	(162,282)	(160,746)	(28,450)	-
Capital repayment to non-controlling interests	-	(16,985)	-	-
Dividend paid to non-controlling interests	-	(6,282)	-	-
Net cash used in financing activities	(133,961)	(106,451)	(41,097)	(11,064)
Net change in cash and cash equivalents	11,150	(70,574)	(1,704)	4,298
Effects of foreign exchange rate changes	(8,558)	(281)	(206)	140
Cash and cash equivalents brought forward	69,641	140,496	5,370	932
Cash and cash equivalents carried forward	72,233	69,641	3,460	5,370
Cash and cash equivalents comprise:				
Short term deposits	19,894	500	1,300	-
Cash and bank balances	52,339	69,141	2,160	5,370
	72,233	69,641	3,460	5,370

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Notes to the Financial Statements

- 31 December 2017

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is at Level 17 and 18, PJ Tower, No. 18, Jalan Persiaran Barat, Off Jalan Timur, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

The principal activities of the Company are investment holding, ship owning and ship operating.

The principal activities of the subsidiaries are disclosed in Note 14.

There have been no significant changes in the nature of the principal activities of the Company and the subsidiaries during the year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 2 April 2018.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

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

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Ringgit Malaysia (RM) and all values are rounded to the nearest thousand (RM'000) except otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group and the Company have adopted all applicable new and amended MFRSs and Annual Improvements to MFRSs that are effective for annual periods beginning on 1 January 2017. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Standards issued but not yet effective

The Group and the Company have not adopted the following standards that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
MFRS 2 Classification and Measurement of Share-based Payment Transactions (Amendments to MFRS 2)	1 January 2018
MFRS 9 Financial Instruments	1 January 2018
MFRS 15 Revenue from Contracts with Customers	1 January 2018
MFRS 140 Transfers of Investment Property (Amendments to MFRS 140)	1 January 2018
Annual Improvements to MFRS Standards 2014 – 2016 Cycle	1 January 2018
IC Interpretation 22 Foreign Currency Transactions and Advance Consideration	1 January 2018
MFRS 9 Prepayment Features with Negative Compensation (Amendments to MFRS 9)	1 January 2019
MFRS 16 Leases	1 January 2019
MFRS 128 Long-term Interests in Associates and Joint Ventures (Amendments to MFRS 128)	1 January 2019
Annual Improvements to MFRS Standards 2015–2017 Cycle	1 January 2019
IC Interpretation 23 Uncertainty over Income Tax Treatments	1 January 2019
MFRS 17 Insurance Contracts	1 January 2021
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

Except for MFRS 9, MFRS 15 and MFRS 16, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of MFRS 9, MFRS 15 and MFRS 16 are described below.

MFRS 15 Revenue from Contracts with Customers

MFRS 15 establishes a five-step model that will apply to revenue arising from contracts with customers. Under MFRS 15, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in MFRS 15 provide a more structured approach to measuring and recognising revenue when the promised goods and services are transferred to the customer i.e. when performance obligations are satisfied.

MFRS 9 Financial Instruments

MFRS 9 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in MFRS 9 are based on an expected credit loss model and replace the MFRS 139 incurred loss model.

MFRS 16 Leases

MFRS 16 introduces a single accounting model for a lessee and eliminates the distinction between finance lease and operating lease. Lessee is now required to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.

The Group is currently assessing the impact of the new standards above and plans to adopt the new standards on the required effective dates.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied by the subsidiaries for transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Subsidiaries are consolidated using the acquisition method of accounting. Under the acquisition method of accounting, the subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. The consideration transferred for the acquisition of a subsidiary is measured at the fair value of the assets given, the equity instruments issued and liabilities incurred or assumed at the date of exchange, as well as any contingent consideration given. Acquisition related costs are expensed off in the income statement as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed are initially measured at fair value as at acquisition date.

Goodwill is measured as the excess of consideration transferred, and the amount recognised for non-controlling interest over the fair value of the Group's share of the identifiable net assets acquired. In the event that the fair value of the Group's share of identifiable net assets acquired exceeds the amount of consideration transferred, the entire resulting gain is recognised in the income statement of the Group.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

2.5 Transactions with non-controlling interests

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

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. In such circumstances, 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 interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2.6 Subsidiaries

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Potential voting rights are considered when assessing control only when such rights are substantive. The Group considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the ability to direct the activities of the investee that significantly affect the investee's return.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is recognised in profit or loss.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.7 Associates and joint ventures

An associate is an entity in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

On acquisition of an investment in associate or joint venture, any excess of the cost of investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill and included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities of the investee over the cost of investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associate's or joint venture's profit or loss for the period in which the investment is acquired.

An associate or a joint venture is equity accounted for from the date on which the investee becomes an associate or a joint venture.

Under the equity method, on initial recognition the investment in an associate or a joint venture is recognised at cost, and the carrying amount is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture after the date of acquisition. When the Group's share of losses in an associate or a joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. The interest in an associate or a joint venture is the carrying amount of the investment in the associate or joint venture determined using the equity method together with any long-term receivables or loans that, in substance, form an extension of the Group's net investment in the associate or joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in associate or joint venture. The Group determines at the end of each reporting period whether there is any objective evidence that investment in an associate or a joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value and recognises the amount in profit or loss.

In the investor's separate financial statements, investments in associates and joint ventures are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

2.8 Consumable stores

Consumable stores such as lubricant oil stocks, bunkers and ship provisions are stated at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. In arriving at the net realisable value, due allowance is made for all damaged, obsolete and slow-moving items.

Cost is determined on a first-in, first-out basis and includes freight and handling charges.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.9 Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at each financial year end.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Costs relating to computer software acquired, which are not an integral part of related hardware, are capitalised and amortised on a straight-line basis over their useful life of 3 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

2.10 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, 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.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Leasehold properties are depreciated over the shorter of their estimated useful lives and the lease terms of 99 years.

Assets under construction are not depreciated as these assets are not yet available for use.

Depreciation of new vessels is calculated utilising the straight-line method to write off the cost, less estimated scrap value over their estimated useful lives of 25 years, whilst for used vessels purchased, depreciation is calculated utilising the straight-line method to write off the cost less estimated scrap value over their remaining useful lives. Cost includes the cost of any major enhancement which increases the future benefits from the vessels beyond their previously assessed standard of performance and is written off over the vessels' remaining useful lives. Expenditure for maintenance and repairs and replacement of equipment are charged to profit or loss when incurred.

Drydocking costs, which enhance the useful lives of the vessels, are capitalised in the year in which they are incurred and amortised over periods between 2 to 3 years until the next drydocking.

For acquisitions and disposals of vessels and drydocking costs during the financial year, depreciation is provided from the day of acquisition and to the day before disposal respectively. Fully depreciated assets are retained in the books until they are no longer in use.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.10 Property, plant and equipment (Cont'd)

For other assets, depreciation is computed on a straight-line basis over the estimated useful lives of the assets from the month of acquisition and to the month before disposal as follows:

Vehicles	5 years
Office equipment	3 - 5 years
Renovations	3 years
Furniture and fittings	10 years

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

2.11 Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial assets are recognised in profit or loss.

(ii) Loans and receivables

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost at their implicit discount rates, less impairment. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.12 Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

2.13 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.14 Foreign currencies

The Group's consolidated financial statements are presented in Ringgit Malaysia (RM) and all values are rounded to the nearest thousand (RM'000) except otherwise indicated. The Company's functional currency is United States Dollar (USD), i.e. the currency of the primary economic environment in which it operates. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(i) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(ii) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into RM at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, and fixed deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.16 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.17 Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

(ii) Other financial liabilities

After initial recognition, other financial liabilities are subsequently measured at amortised cost at their implicit discount rates. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.17 Financial liabilities (Cont'd)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

2.18 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and to settle the liability simultaneously.

2.19 Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date: whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Operating lease - As lessee

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

Operating lease - As lessor

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. The accounting policy for rental income is set out in Note 2.24 (iv). Contingent rents are recognised as revenue in the period in which they are earned.

2.20 Income tax

(i) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income. Current taxes are recognised in profit or loss.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.20 Income tax (Cont'd)

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.21 Share capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.22 Derivative financial instruments and hedge accounting

Derivatives are categorised as trading unless they are designated as hedging instruments.

Derivative contracts are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at their fair value. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

The method of recognising the resulting fair value gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Group designates and documents certain derivatives as hedging instruments against the variability of future cash flows from highly probable forecast transactions. The effectiveness of such hedge is assessed at the inception and verified at regular intervals to ensure that the hedge has remained and is expected to remain highly effective.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts accumulated in equity are recycled to profit or loss in the periods in which the hedged item affects profit or loss.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recycled when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was recorded in equity is immediately transferred to profit or loss.

2.23 Dividends

Dividends declared on ordinary shares are accounted for as an appropriation of retained profits in the period in which they are approved.

2.24 Income recognition

- (i) Revenue from charter, brokerage and commission and ship management fees are recognised on a time-apportioned basis.
- (ii) Dividend income is recognised when the Group's right to receive payment is established.
- (iii) Interest income is recognised on time-apportioned using the effective interest method.
- (iv) Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.25 Employee benefits

(i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the period in which the related services are rendered. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group make contributions to the Employee Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

2.26 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

The Group has entered into non-cancellable operating lease contracts to charter in vessels. Where the unavoidable costs of meeting the obligations under these contracts exceed the economic benefits expected to be received, an onerous contract provision is recognised.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.27 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary.

Immediately before classification as held for sale, the measurement of the non-current assets is brought up-to-date in accordance with applicable MFRSs. Then, on initial classification as held for sale, non-current assets are measured in accordance with MFRS 5 that is at the lower of carrying amount and fair value less costs to sell. Any differences are recognised in profit or loss.

2.28 Segment reporting

Segmental information are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer of the Company who conducts a regular review for allocation of resources and assessment of performance of the operating segments.

2.29 Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered related if they are subject to common control or common significant influence. Related parties may be individuals including close members of the individuals, or corporate entities.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each 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. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Impairment of vessels

The Group determines the recoverable amount of vessels based on the higher of its fair value less costs to sell and its value in use. When value in use calculation is undertaken, management estimates the expected future cash flows from the asset or cash generating unit ("CGU") by applying a suitable discount rate to calculate the present value of those cash flows. When fair value less costs to sell is used, management engages the services of professional valuers to determine the fair values using valuation techniques which involve the use of estimates and assumptions which are reflective of current market conditions. The carrying amount of the Group's vessels is disclosed in Note 12.

(b) Provision for onerous contracts

The Group estimates the provision for its non-cancellable chartered-in contracts when it is inevitable that a loss will be incurred on performance of the contract. The provision is measured according to management's best estimate of expected future charter rates and is measured at net present value. The estimate includes an assessment of current market conditions, historical trends as well as future expectation and is therefore subject to significant uncertainty.

The carrying amount of the provision as at 31 December 2017 was RM93,590,000 (2016: RM115,803,000). With all other variables held constant, if the assumed charter rates per day increase/decrease by 8% from management estimates, the provision would decrease/increase by RM20,019,000. See Note 29 for further details.

(c) Depreciation of vessels

The Group's cost of vessels, less their estimated scrap value, is depreciated on a straight-line basis over the estimated useful life. The useful lives and scrap values of the vessels are based on estimations which are commonly applied in the shipping industry. Changes in the economic useful life or material fluctuations in scrap steel prices might impact future depreciation charges. Accordingly, future depreciation charges could be subject to revision.

(d) Fair values of financial instruments

Where the fair values of financial instruments recorded on the statements of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flow model. The inputs to these models are derived from observable market data where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The valuation of financial instruments is described in more detail in Note 35.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

4. REVENUE

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Freight and charter hire	268,232	218,923	26,814	9,885
Ship brokerage and management	4,350	6,582	-	-
Dividends from subsidiaries	-	-	7,400	20,500
	272,582	225,505	34,214	30,385

5. OTHER OPERATING INCOME/(LOSS), NET

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Interest income	943	1,066	12,439	11,364
Rental income from properties	599	424	804	630
Secretarial and accounting fees	1,114	1,130	1,341	1,424
Income from shared services	7,085	2,517	3,624	4,376
Foreign exchange (loss)/gain, net				
- realised	(180)	(291)	98	20
- unrealised	298	(187)	286	(206)
Gain/(loss) on disposal of property, plant and equipment	5,447	(1,258)	-	-
Surplus arising from liquidation of subsidiaries	-	-	297	-
Impairment loss on trade receivables	(870)	(921)	-	-
Reversal of impairment on trade receivables	921	-	-	-
Other income	89	292	23	26
	15,446	2,772	18,912	17,634

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Auditors' remuneration				
- current year	362	390	81	74
- under/(over) provision in prior year	1	(12)	7	-
Amortisation of intangible assets (Note 11)	6	558	4	199
Depreciation (Note 12)	19,969	28,442	1,582	778
Personnel expenses (Note 7)	45,572	58,082	7,627	5,615
Non-executive Directors' remuneration (Note 8)	352	343	352	343
Finance costs on				
- term loans	18,073	13,593	12,396	11,345
- revolving credit	351	1,687	-	-
- others	1,148	824	-	-
Operating lease expenses of vessels	111,612	103,527	-	-

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

7. PERSONNEL EXPENSES

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Wages, salaries and bonus	36,582	45,699	6,396	4,857
Pension costs				
- defined contribution plans	660	935	404	475
Social security costs	92	99	30	32
Other staff related expenses	8,238	11,349	797	251
	45,572	58,082	7,627	5,615

Included in personnel expenses of the Group and of the Company are Executive Directors' remuneration amounting to RM158,000 (2016: RM154,000) and RM158,000 (2016: RM154,000) respectively, as further disclosed in Note 8.

8. DIRECTORS' REMUNERATION

	Group and Company	
	2017 RM'000	2016 RM'000
Directors of the Company		
Executive Directors:		
Fees	143	143
Attendance fees	15	11
	158	154
Non-executive Directors:		
Fees	310	310
Attendance fees	42	33
	352	343
Total	510	497

	2017		2016	
	Fees RM'000	Attendance Fees RM'000	Fees RM'000	Attendance Fees RM'000
Group and Company				
Kuok Khoo Kuan	48	5	48	4
Wu Long Peng	48	5	48	3
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	62	7	62	5
Tay Beng Chai	66	11	66	9
Dato' Mohd Zafer bin Mohd Hashim	68	8	68	7
Afidah binti Mohd Ghazali	62	9	62	7
Govind Ramanathan	47	5	47	4
Lim Soon Huat	52	7	52	5
	453	57	453	44

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

9. TAXATION

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Income tax:				
Malaysian income tax	1,137	887	572	172
Foreign tax	21	21	-	-
Overprovision in prior years	(52)	(13)	(36)	(5)
	1,106	895	536	167
Deferred tax (Note 28)	-	(73)	-	-
	1,106	822	536	167

Malaysian income tax is calculated at the Malaysian statutory income tax rate of 24% (2016: 24%) of the estimated assessable profit for the year. Taxation in foreign jurisdictions is calculated at the rates prevailing in the respective jurisdiction.

A reconciliation of income tax expense applicable to loss before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and the Company is as follows:

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Loss before taxation	(128,992)	(496,298)	(151,822)	(516,449)
Taxation at Malaysian tax rate	(30,958)	(119,112)	(36,437)	(123,948)
Effects of different tax rates in foreign jurisdictions	2,676	23,597	-	-
Tax exempt shipping income	(7,235)	(6,190)	(778)	(920)
Income not subject to tax	(20,776)	(781)	(1,776)	(4,920)
Expenses not deductible for tax purposes	3,589	24,306	39,563	129,960
Share of results of an associate	50,865	78,017	-	-
Share of results of joint ventures	2,997	998	-	-
Overprovision in prior years	(52)	(13)	(36)	(5)
Taxation for the year	1,106	822	536	167

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

10. LOSS PER SHARE

Basic loss per share

The basic loss per share is based on the Group's loss attributable to equity holders of the Company divided by the weighted average number of ordinary shares in issue during the financial year.

	2017	Group 2016
Group's loss attributable to equity holders of the Company (RM'000)	(134,954)	(491,306)
Weighted average number of ordinary shares in issue ('000)	1,000,000	1,000,000
Basic loss per share (sen)	(13.50)	(49.13)

There are no potential ordinary shares in issue as at the reporting date and therefore, diluted loss per share has not been presented.

11. INTANGIBLE ASSETS

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Computer Software				
Cost				
At 1 January	2,670	2,554	1,312	1,255
Translation difference	(262)	116	(128)	57
At 31 December	2,408	2,670	1,184	1,312
Accumulated amortisation				
At 1 January	2,664	1,855	1,308	936
Amortisation for the year (Note 6)	6	558	4	199
Translation difference	(262)	251	(128)	173
At 31 December	2,408	2,664	1,184	1,308
Net carrying amount				
At 31 December	-	6	-	4

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

12. PROPERTY, PLANT AND EQUIPMENT

Group	Vessels RM'000	Dry docking RM'000	Leasehold properties RM'000	Vehicles RM'000	Office equipment, renovations, furniture and fittings RM'000	Total RM'000
Cost						
At 1 January 2017	904,388	2,967	10,670	78	3,747	921,850
Additions	-	2,488	-	-	203	2,691
Disposals and write off	-	-	-	(78)	-	(78)
Derecognition	-	(436)	-	-	-	(436)
Reclassified as held for sale (Note 22)	(110,022)	-	-	-	-	(110,022)
Translation difference	(88,068)	(386)	(1,038)	-	(575)	(90,067)
At 31 December 2017	706,298	4,633	9,632	-	3,375	723,938
Accumulated depreciation and impairment losses						
At 1 January 2017	401,486	1,567	2,656	78	3,359	409,146
Charge for the year (Note 6)	18,436	1,219	108	-	206	19,969
Reversal of impairment loss	(108,548)	-	-	-	-	(108,548)
Disposals and write off	-	-	-	(78)	-	(78)
Derecognition	-	(436)	-	-	-	(436)
Reclassified as held for sale (Note 22)	(26,798)	-	-	-	-	(26,798)
Translation difference	(39,954)	(229)	(265)	-	(540)	(40,988)
At 31 December 2017	244,622	2,121	2,499	-	3,025	252,267
Net carrying amount						
At 31 December 2017	461,676	2,512	7,133	-	350	471,671

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group	Vessels RM'000	Dry docking RM'000	Vessels under constuction RM'000	Leasehold properties RM'000	Vehicles RM'000	Office equipment, renovations, furniture and fittings RM'000	Total RM'000
Cost							
At 1 January 2016	1,185,914	8,189	28,057	10,212	75	3,408	1,235,855
Additions	672	100	67,883	-	-	203	68,858
Disposals and write off	(199,809)	(1,651)	-	-	-	(101)	(201,561)
Reclassification	95,940	-	(95,940)	-	-	-	-
Reclassified as held for sale (Note 22)	(216,889)	(3,874)	-	-	-	-	(220,763)
Translation difference	38,560	203	-	458	3	237	39,461
At 31 December 2016	904,388	2,967	-	10,670	78	3,747	921,850
Accumulated depreciation and impairment losses							
At 1 January 2016	580,972	962	-	2,436	75	2,988	587,433
Charge for the year (Note 6)	25,514	2,481	-	103	-	344	28,442
Impairment loss	50,457	-	-	-	-	-	50,457
Disposals and write off	(123,089)	(411)	-	-	-	(101)	(123,601)
Reclassified as held for sale (Note 22)	(147,175)	(1,681)	-	-	-	-	(148,856)
Translation difference	14,807	216	-	117	3	128	15,271
At 31 December 2016	401,486	1,567	-	2,656	78	3,359	409,146
Net carrying amount							
At 31 December 2016	502,902	1,400	-	8,014	-	388	512,704

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

12. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Vessel RM'000	Drydock RM'000	Leasehold properties RM'000	Office equipment, renovations, furniture and fittings RM'000	Total RM'000
Cost					
At 1 January 2017	34,797	–	10,670	4,631	50,098
Additions	–	1,015	–	171	1,186
Translation difference	(3,388)	(36)	(1,038)	(459)	(4,921)
At 31 December 2017	31,409	979	9,632	4,343	46,363
Accumulated depreciation					
At 1 January 2017	439	–	2,656	4,317	7,412
Charge for the year (Note 6)	1,276	34	108	164	1,582
Translation difference	(127)	(1)	(265)	(430)	(823)
At 31 December 2017	1,588	33	2,499	4,051	8,171
Net carrying amount					
At 31 December 2017	29,821	946	7,133	292	38,192
Cost					
At 1 January 2016	–	–	10,212	4,309	14,521
Additions	32,285	–	–	183	32,468
Disposals and write off	–	–	–	(56)	(56)
Translation difference	2,512	–	458	195	3,165
At 31 December 2016	34,797	–	10,670	4,631	50,098
Accumulated depreciation					
At 1 January 2016	–	–	2,436	4,021	6,457
Charge for the year (Note 6)	406	–	103	269	778
Disposals and write off	–	–	–	(56)	(56)
Translation difference	33	–	117	83	233
At 31 December 2016	439	–	2,656	4,317	7,412
Net carrying amount					
At 31 December 2016	34,358	–	8,014	314	42,686

- (a) Vessels with an aggregate net carrying amount of RM343,527,000 (2016: RM258,612,000) have been pledged as security for loans obtained by the Group (Note 26).

During the financial year, the Group carried out a review of the recoverable amount of its vessels. A reversal of impairment loss on vessels of RM108,548,000, representing the write back of these vessels to their recoverable amounts was recognised in income statement. The recoverable amount of these vessels was based on the higher of fair value less costs to sell or value in use. The fair value less costs to sell was determined by an independent valuer. The discount rate applied to value in use computation was 8% per annum.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

13. DEPOSITS

This comprises of deposits paid on construction and purchase of vessels.

14. SUBSIDIARIES

	Company	
	2017 RM'000	2016 RM'000
Unquoted equity investment, at cost	1,334,178	1,478,115
Less: Accumulated impairment losses	(967,886)	(891,488)
At 31 December	366,292	586,627

Management reviews the investments in subsidiaries for impairment when there is an indication of impairment. The recoverable amounts of the investments in subsidiaries are determined based on value in use calculation using cash flow projections.

Details of the subsidiaries are as follows:

Company	Country of incorporation	Equity interest		Principal activities
		2017	2016	
PSM Perkapalan Sdn Bhd	Malaysia	100%	100%	Manager of ships
Pacific Ship-Managers Sdn Bhd	Malaysia	100%	100%	Ship operator, shipbroker and general shipping
- Spectrapoint Sdn Bhd	Malaysia	100%	100%	Investment holding
Lightwell Shipping Inc	British Virgin Islands (BVI)	100%	100%	Investment holding
- Ambi Shipping Pte Ltd ^[1]	Singapore	70%	70%	Owner and operator of ships
- Everspeed Enterprises Limited	BVI	100%	100%	Ship operator
New Johnson Holdings Limited	BVI	100%	100%	Investment holding
- Madu Shipping Pte Ltd ^[1]	Singapore	100%	100%	Owner and operator of ships
- Molek Shipping Pte Ltd ^[1]	Singapore	100%	100%	Owner and operator of ships
- Manis Shipping Pte Ltd ^[1]	Singapore	100%	100%	Owner and operator of ships
- Sejahtera Shipping Pte Ltd ^[1]	Singapore	100%	100%	Owner and operator of ships
- Padu Shipping Pte Ltd ^[1]	Singapore	100%	100%	Owner and operator of ships
- Bakti Shipping Pte Ltd ^[1]	Singapore	100%	100%	Dormant
- Pintar Shipping Pte Ltd ^[1]	Singapore	100%	100%	Owner and operator of ships
- Bistari Shipping Pte Ltd ^[1]	Singapore	100%	100%	Dormant
Alam Budi Sdn Bhd	Malaysia	100%	100%	Dormant
Bistari Shipping Sdn Bhd	Malaysia	100%	100%	Dormant
MBC Capital Management Sdn Bhd	Malaysia	100%	-	Dormant

^[1] Subsidiaries audited by a member firm of Ernst & Young Global

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

14. SUBSIDIARIES (CONT'D)

Liquidation of subsidiaries

Two dormant wholly owned subsidiaries, Awanapuri Sdn Bhd and MBC Padu Sdn Bhd were liquidated during the year.

The summarised financial information of Ambi Shipping Pte Ltd, which has non-controlling interests that is material to the Group, not adjusted for the proportion of ownership interest held by the Group, is as follows:

(i) Summarised statement of financial position

	2017 RM'000	2016 RM'000
Non-current assets	–	85,530
Current assets	89,957	64,798
Total assets	89,957	150,328
Non-current liabilities	–	72,011
Current liabilities	11,943	8,761
Total liabilities	11,943	80,772
Net assets	78,014	69,556

(ii) Summarised statement of comprehensive income

	2017 RM'000	2016 RM'000
Revenue	26,554	22,936
Profit/(loss) before tax	16,204	(19,360)
Profit/(loss) for the year	16,188	(19,381)
Dividend paid to non-controlling interests during the year	–	(6,282)

(iii) Summarised cash flows

	2017 RM'000	2016 RM'000
Net cash generated from operating activities	10,161	1,766
Net cash generated from investing activities	31,577	367
Net cash used in financing activities	(64,715)	(84,191)
Net decrease in cash and cash equivalents	(22,977)	(82,058)
Effects of foreign exchange rate changes	(2,063)	(7,015)
Cash and cash equivalents at beginning of the year	29,785	118,858
Cash and cash equivalents at end of the year	4,745	29,785

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

15. ASSOCIATE

	Group	
	2017 RM'000	2016 RM'000
Quoted shares, at cost	1,107,939	1,107,939
Share of post acquisition profits or losses	(581,160)	(369,222)
Share of cash flow hedge reserve	6,461	4,901
Translation difference	364,828	468,878
	898,068	1,212,496
Less: Accumulated impairment loss	(535,078)	(535,078)
Translation difference	31,973	(22,304)
	(503,105)	(557,382)
	394,963	655,114
Quoted shares, at market value	397,956	382,800

Details of the associate are as follows:

Company	Country of incorporation	Equity interest		Principal activities
		2017	2016	
PACC Offshore Services Holdings Ltd ("POSH")	Singapore	21%	21%	Provider of offshore marine support services

The associate is audited by a member firm of Ernst & Young Global.

The summarised financial information of the associate, not adjusted for the proportion of ownership interest held by the Group, is as follows:

(i) Summarised statement of financial position

	2017 RM'000	2016 RM'000
Non-current assets	4,991,401	5,983,321
Current assets	729,567	766,239
Total assets	5,720,968	6,749,560
Non-current liabilities	2,366,914	1,970,902
Current liabilities	1,491,833	1,693,175
Total liabilities	3,858,747	3,664,077
Non-controlling interest	(259)	(309)
Net assets	1,862,480	3,085,792

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

15. ASSOCIATE (CONT'D)

The summarised financial information of the associate, not adjusted for the proportion of ownership interest held by the Group, is as follows: (Cont'd)

(ii) Summarised statement of comprehensive income

	2017 RM'000	2016 RM'000
Revenue	833,424	754,775
Loss before tax	(977,342)	(1,526,504)
Loss for the year	(998,274)	(1,531,744)
Other comprehensive income	7,349	23,084
Dividend received from the associate during the year	-	5,589

(iii) Reconciliation between the summarised financial information presented and the carrying amount of associate

	2017 RM'000	2016 RM'000
Net assets of the associate	1,862,480	3,085,792
Proportion of the Group's ownership interest in the associate	21%	21%
Group's share of net assets	394,963	655,114

The Group proposes to dispose of its investment in POSH by way of a Proposed Renounceable Restricted Offer for Sale ("Proposed ROS") of POSH shares to the shareholders of the Company on a pro-rata basis. The Proposed ROS is intended to raise funds for its core dry bulk operations and is expected to be completed within 12 months upon obtaining the relevant regulatory approvals. Consequently on 20 December 2017, the Group submitted an application to the Securities Commission to seek approval for the Proposed ROS. It was uncertain whether approval would be granted as this is the first case whereby a Malaysian entity offers to sell shares quoted on the Singapore Stock Exchange to its shareholders.

As at 31 December 2017, the critical approvals from regulatory bodies, including Securities Commission, have not been obtained. Hence, the Directors are unable to consider the disposal as highly probable as at the reporting date as it is conditional upon the regulatory approvals. Consequently, the directors are of the view that it is not appropriate to classify the investment in POSH as held for sale.

16. JOINT VENTURES

	2017 RM'000	Group 2016 RM'000
Unquoted shares, at cost	42,453	42,453
Share of post acquisition losses	(59,709)	(39,832)
Translation difference	29,903	32,446
	12,647	35,067
Proportionate shareholder's advances to joint ventures	63,327	116,110
	75,974	151,177

The proportionate shareholder's advances to joint ventures are unsecured and interest-free, except for amount of RM18,209,000 (2016: RM20,173,500) which bears a weighted average interest rate of 1.90% (2016: 1.38%) per annum.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

16. JOINT VENTURES (CONT'D)

Details of the joint ventures are as follows:

Held through a subsidiary

Company	Country of incorporation	Equity interest		Principal activities
		2017	2016	
Eminence Bulk Carriers Pte Ltd	Singapore	50%	50%	Owner and operator of ships
Novel Bright Assets Limited	BVI	50%	50%	Investment holding
- Brilliant Star Shipping Pte Ltd	Singapore	50%	50%	Owner and operator of ships
- Brilliant Sun Shipping Pte Ltd	Singapore	50%	50%	Dormant
Progress Shipping Pte Ltd	Singapore	50%	50%	Investment holding
- Atlantic Progress Pte Ltd	Singapore	50%	50%	Owner and operator of ships
- Atlantic Dream Pte Ltd	Singapore	50%	50%	Owner and operator of ships

The summarised financial information of the joint ventures, not adjusted for the proportion of ownership interest held by the Group, is as follows:

(i) Summarised statements of financial position

	2017 RM'000	2016 RM'000
Non-current assets	131,642	282,798
Current assets	139,700	76,690
Total assets	271,342	359,488
Non-current liabilities	203,625	241,443
Current liabilities	42,423	47,912
Total liabilities	246,048	289,355
Net assets	25,294	70,133

(ii) Summarised statements of comprehensive income

	2017 RM'000	2016 RM'000
Revenue	51,476	46,336
Profit/(loss) before tax before impairment loss	5,892	(9,708)
(Reversal of) impairment loss on vessels	(30,857)	1,395
Loss for the year	(24,974)	(8,313)
Dividends received from joint ventures during the year	7,390	10,265

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

17. LOAN TO A SUBSIDIARY

The loan to a subsidiary is unsecured, repayable by 5 semi-annual installments commencing from August 2017, and the average effective interest rate during the current financial year was 3.26% (2016: 2.89%) per annum.

18. CONSUMABLE STORES

Consumable stores are stated at cost.

Consumable stores of the Group and the Company of RM44,408,000 (2016: RM33,239,000) and RM6,925,218 (2016: RM2,075,000) respectively were charged to income statements during the year.

19. RECEIVABLES AND OTHER CURRENT ASSETS

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Trade receivables:				
- third parties	22,334	11,886	2,620	2,065
- related parties	4,068	3,198	-	-
Uncompleted voyage:				
- third parties	-	6,401	-	1,078
	26,402	21,485	2,620	3,143
Less: Allowance for impairment				
Third parties:				
At 1 January	(966)	-	-	-
Charge for the year	(870)	(921)	-	-
Reversal	921	-	-	-
Translation difference	45	(45)	-	-
At 31 December	(870)	(966)	-	-
Trade receivables, net	25,532	20,519	2,620	3,143
Tax recoverable	153	26	-	-
Deposits (refundable)	165	198	90	88
Prepayments	9,384	9,154	186	117
Other receivables	4,696	7,672	2,740	4,081
Amounts due from related parties	4,812	10,392	-	1,078
	44,742	47,961	5,636	8,507

Amounts due from related parties relate to advances for procurement of supplies and services on behalf of the Group. These balances are unsecured, interest-free and repayable on demand.

Trade receivables are non-interest bearing and are generally due upon invoicing. They are recognised at their original invoiced amounts, which represent their fair values on initial recognition.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

19. RECEIVABLES AND OTHER CURRENT ASSETS (CONT'D)

The ageing analysis of trade receivables is as follows:

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Not yet due	–	6,401	–	–
Past due less than 6 months not impaired	24,626	13,079	2,620	3,143
Past due over 6 months not impaired	906	1,039	–	–
Impaired	870	966	–	–
	26,402	21,485	2,620	3,143

Trade receivables are mainly due from customers that have good credit ratings. The concentration of credit risk is limited as the customer base is large and unrelated. At reporting date, 16% (2016: 16%) of the trade receivables was due from related parties. Based on historical default rates, the Group believes that no further allowance for impairment is necessary in respect of the outstanding net trade receivables.

20. AMOUNTS DUE FROM/TO SUBSIDIARIES

Balances with subsidiaries are unsecured, interest-free and repayable on demand. Funds are centralised at Group level and made available to subsidiaries as and when required.

21. SHORT TERM DEPOSITS

At the reporting date, the short term deposits of the Group and the Company have the same maturities of less than 30 days (2016: less than 30 days and nil respectively) with weighted average interest rate of 1.39% (2016: 2.95%) and 2.95% (2016: nil) per annum respectively.

22. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

	Group	
	2017 RM'000	2016 RM'000
Property, plant and equipment	83,224	71,907

Non-current assets held for sale comprise of vessels which will be sold within the next 12 months from the reporting date.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

23. SHARE CAPITAL

	Number of ordinary shares		2017 RM'000	2016 RM'000
	2017 (‘000)	2016 (‘000)		
Group and Company				
Issued and fully paid:				
At 1 January	1,000,000	1,000,000	250,000	250,000
Transfer from share premium and reserve	–	–	88,791	–
At 31 December	1,000,000	1,000,000	338,791	250,000

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

With the Companies Act 2016 (2016 Act) which came into effect from 31 January 2017, the Companies Act 1965 is repealed. The 2016 Act has abolished the concept of par or nominal value of shares and hence the share premium, capital redemption reserve and authorised capital are abolished. In accordance with Section 618(2) of the 2016 Act, the amount standing to the credit of the share premium account and capital redemption reserve have become part of the Company's share capital.

24. RESERVES

(a) Cash flow hedge reserve

The cash flow hedge reserve represents the cumulative effective portion of gains and losses arising on changes in fair value of hedging instruments entered into for cash flow hedges which will be reclassified to the income statement only when the hedged transaction affects profit or loss.

(b) Foreign currency translation reserve

Foreign currency translation reserve comprise foreign exchange differences arising from the translation of financial statements of those entities, whose functional currencies are different from that of the Group's presentation currency.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

25. PAYABLES AND OTHER LIABILITIES

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Current				
Trade payables	513	3,187	-	-
Accruals	25,150	20,216	10,280	5,653
Charter hire received in advance	4,438	1,303	-	-
Charter hire payable to owners	2,274	2,179	-	-
Due to ship managers and agents:				
- third parties	-	952	-	-
- related parties	5,505	12,904	-	-
Uncompleted voyage	945	1,391	155	-
Amounts due to related parties	130	85	240	2,143
Other payables	942	607	434	421
	39,897	42,824	11,109	8,217
Non-current				
Charter hire payable to owners	38,346	19,086	-	-

Trade payables generally have average credit term of 30 to 90 (2016: 30 to 90) days.

Amounts due to related parties are in respect of shared services cost and reimbursable expenses. These balances are unsecured, interest-free and repayable on demand.

Certain portion of charter hire payable to owners have been rescheduled to be payable at the end of the charter periods of the respective vessels.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

26. BORROWINGS

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Term loans - secured	140,681	174,706	-	-
- unsecured	269,462	297,211	269,462	297,211
Revolving credit	-	71,952	-	-
	410,143	543,869	269,462	297,211
Repayable within 12 months	(86,197)	(105,343)	(70,549)	(27,733)
Repayable after 12 months	323,946	438,526	198,913	269,478
Maturity of borrowings is analysed as follows:				
Within 1 year	86,197	105,343	70,549	27,733
Between 1 and 5 years	323,946	438,526	198,913	269,478
	410,143	543,869	269,462	297,211
The borrowings are denominated in the following currencies:				
United States Dollar	140,681	246,658	-	-
Ringgit Malaysia	269,462	297,211	269,462	297,211
	410,143	543,869	269,462	297,211

The securities for secured loans are disclosed in Note 12(a).

The borrowings bear interest at a weighted average rate of 3.24% (2016: 2.53%) per annum.

The revolving credit of a subsidiary is unsecured but is guaranteed by the Company.

27. DERIVATIVE FINANCIAL LIABILITIES

Derivatives are financial instruments that derive their value in response to changes in interest rates, financial instrument prices and foreign exchange rates. The type of derivatives used by the Group and the fair value gain/loss on the derivative financial instruments are set out below.

	Group and Company	
	2017 RM'000	2016 RM'000
Hedging derivatives		
- Current		
Cash flow hedge		
Cross currency swap - liabilities	(19,842)	(12,152)
- non-current		
Cash flow hedge		
Cross currency swap - liabilities	(55,549)	(115,436)

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

27. DERIVATIVE FINANCIAL LIABILITIES (CONT'D)

Cash flow hedge

The Group uses cross currency swap to manage the variability of future cash flows attributable to exchange rate and interest rate fluctuation on its borrowings in Ringgit Malaysia. The hedged cash flows are expected to occur and affect profit or loss over the next 2 years. Gains and losses arising from the effective portion of the hedges are deferred in equity until the variability on the cash flow affects profit or loss, at which time the gains or losses are transferred to profit or loss.

The net gain or loss on cash flow hedges reclassified from other comprehensive income to the income statement is recognised in "Other operating income/(loss), net". During the financial year, gain on cash flow hedges amounting to RM38,913,000 (2016: loss on cash flow hedges amounting to RM18,876,000) was recycled from other comprehensive income to the income statements of the Group and of the Company.

28. DEFERRED TAX LIABILITIES

	2017 RM'000	Group 2016 RM'000
At 1 January	-	73
Recognised in income statement (Note 9)	-	(73)
At 31 December	-	-

The components and movements of deferred tax liability and asset during prior year were as follows:

	Property, plant and equipment RM'000	Total RM'000
At 1 January 2016	73	73
Recognised in income statement	(73)	(73)
At 31 December 2016	-	-

29. PROVISION FOR ONEROUS CONTRACTS

	2017 RM'000	Group 2016 RM'000
At 1 January	115,803	110,817
Utilised during the year	(56,165)	(73,266)
Charged during the year	45,229	73,266
Translation difference	(11,277)	4,986
At 31 December	93,590	115,803
<u>Analysis of provision</u>		
Current	30,114	58,077
Non-current	63,476	57,726
	93,590	115,803

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

30. COMMITMENTS

	2017 RM'000	Group 2016 RM'000
(a) Capital commitments	306,867	339,973
(b) Operating lease commitments - as lessee		
Due within 1 year	105,787	117,200
Due later than 1 year and not later than 5 years	264,169	380,354
Due later than 5 years	11,117	41,831
	381,073	539,385
<p>The Group's operating leases have terms ranging from 7 years to 10 years. Certain leases have purchase options after the completion of a predetermined period.</p>		
(c) Operating lease commitments - as lessor		
Due within 1 year	22,514	7,086
Share of joint ventures' commitments	4,734	7,435
	27,248	14,521
(d) Contract of affreightment (COA)		
Due within 1 year	21,547	23,872
Due later than 1 year and not later than 5 years	86,248	95,553
Due later than 5 years	186,842	230,871
	294,637	350,296

The amounts comprise of estimated freight receivable under a 15-year COA with TNB Fuel Services Sdn Bhd (a subsidiary of Tenaga Nasional Berhad).

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

31. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to related party information disclosed elsewhere in the financial statements, the following significant transactions with related parties at mutually agreed amounts took place during the financial years:

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Transactions in which certain substantial shareholders of the Company have substantial interest				
<u>Income earned:</u>				
Charter hire income	28,519	22,014	-	-
Crew management fee	212	4,016	-	-
Commercial fee	3,920	2,660	-	-
Income from shared services	7,085	2,514	2,610	2,516
Rental income	592	424	592	424
Brokerage commission and accounting fees	-	3	-	-
Corporate secretarial fee and accounting fees	32	25	32	25
	40,360	31,656	3,234	2,965
<u>Expenditure incurred:</u>				
Corporate administration fee	3	314	-	-
Commercial fee	6,812	5,472	720	217
Shared services cost	2,643	3,238	428	-
Management fee	2,642	3,582	-	-
Crewing agents fee	657	503	120	15
Procurement fee	726	796	151	50
Dry docking cost	1,154	-	-	-
Share registration fee	11	12	11	12
Legal fee	41	-	17	-
Commission on disposal of vessels	777	1,256	-	-
	15,466	15,173	1,447	294
Transactions with joint ventures				
<u>Income earned:</u>				
Crew management fee	219	334	-	-
Accounting fee	988	1,022	988	1,022
	1,207	1,356	988	1,022

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

31. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

	Company	
	2017	2016
	RM'000	RM'000
Transactions with subsidiaries		
<u>Income earned:</u>		
Income from shared services	1,014	1,860
Accounting fee	236	297
Dividends from subsidiaries	7,400	20,500
Rental income	206	206
Interest income	12,388	11,338
	21,244	34,201
<u>Expenditure incurred:</u>		
Management fee	223	91
	223	91

Key management personnel

Directors are considered as the key management personnel. The remuneration of Directors is disclosed in Note 8.

32. SEGMENT INFORMATION

(a) Business segments

The operating businesses are organised according to the nature of the services provided with each segment representing a strategic business unit that serves different markets.

The Group's revenue is primarily derived from the provision of dry bulk and tanker shipping services internationally.

(b) Geographical segments

As the Group's shipping activities cover the world's shipping lanes, the Directors do not consider it meaningful to allocate revenue, results, assets and liabilities to specific geographical segments.

(c) Allocation basis and inter-segment charges

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Inter-segment charges between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, expenses and results include charges between business segments. These charges are eliminated on consolidation.

Major customers

Revenue from two major customers (2016: two) amounted to RM58,352,000 (2016: RM56,494,000) represents 21% (2016: 25%) of the total revenue of the Group.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

32. SEGMENT INFORMATION (CONT'D)

2017	Bulkers RM'000	Tankers RM'000	Ship brokerage and management RM'000	Investment holding and others RM'000	Elimination RM'000	Total RM'000
Revenue						
Group total	256,041	12,191	5,367	-	(1,017)	272,582
Inter-segment	-	-	(1,017)	-	1,017	-
External	256,041	12,191	4,350	-	-	272,582
Results						
Segment results	4,854	(13)	771	3,145	-	8,757
Depreciation and amortisation	(19,655)	-	(43)	(277)	-	(19,975)
Gain on disposal of property, plant and equipment	1,861	3,568	18	-	-	5,447
Reversal of impairment loss on vessels	108,548	-	-	-	-	108,548
Net change in onerous contracts provision	10,936	-	-	-	-	10,936
Other non-cash items	(7)	(8)	63	301	-	349
Interest income	335	-	107	501	-	943
Finance costs	(11,722)	-	(8)	(7,842)	-	(19,572)
Share of results of an associate	-	-	-	(211,938)	-	(211,938)
Share of results of joint ventures	(12,487)	-	-	-	-	(12,487)
Taxation	(16)	-	(555)	(535)	-	(1,106)
(Loss)/profit for the year	82,647	3,547	353	(216,645)	-	(130,098)
Segment assets	678,468	19,339	23,014	1,006,142	(520,024)	1,206,939
Segment liabilities	816,371	26,877	10,212	324,320	(520,024)	657,756
Other information						
Investment in an associate	-	-	-	394,963	-	394,963
Investment in joint ventures	75,974	-	-	-	-	75,974
Additions to non-current assets	6,753	-	32	171	-	6,956
Non-current assets held for sale	83,224	-	-	-	-	83,224

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

32. SEGMENT INFORMATION (CONT'D)

2016	Bulkers RM'000	Tankers RM'000	Ship brokerage and management RM'000	Investment holding and others RM'000	Elimination RM'000	Total RM'000
Revenue						
Group total	168,227	50,696	7,871	–	(1,289)	225,505
Inter-segment	–	–	(1,289)	–	1,289	–
External	168,227	50,696	6,582	–	–	225,505
Results						
Segment results	(55,137)	23,881	1,433	(1,083)	–	(30,906)
Depreciation and amortisation	(20,202)	(7,793)	(434)	(571)	–	(29,000)
(Loss)/gain on disposal of property, plant and equipment	(4,478)	3,220	–	–	–	(1,258)
Impairment loss on vessels	(14,887)	(35,570)	–	–	–	(50,457)
Other non-cash items	(821)	13	(73)	(227)	–	(1,108)
Interest income	367	–	34	665	–	1,066
Finance costs	(8,412)	(593)	(11)	(7,088)	–	(16,104)
Share of results of an associate	–	–	–	(325,070)	–	(325,070)
Impairment loss on associate	–	–	–	(39,304)	–	(39,304)
Share of results of joint ventures	(4,157)	–	–	–	–	(4,157)
Taxation	(22)	–	(633)	(167)	–	(822)
(Loss)/profit for the year	(107,749)	(16,842)	316	(372,845)	–	(497,120)
Segment assets	783,456	74,080	41,026	1,388,798	(708,244)	1,579,116
Segment liabilities	949,150	86,334	18,663	503,453	(708,244)	849,356
Other information						
Investment in an associate	–	–	–	655,114	–	655,114
Investment in joint ventures	151,177	–	–	–	–	151,177
Additions to non-current assets	82,995	100	20	183	–	83,298
Non-current assets held for sale	30,439	41,468	–	–	–	71,907

Note: Inter-segment assets and inter-segment liabilities are eliminated on consolidation.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

33. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks includes credit risk, liquidity risk, currency risk and interest rate risk. The board of directors reviews and agrees policies and procedures for the management of these risks.

(a) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group has investments in foreign subsidiaries, associate and joint ventures, whose net assets are measured in their functional currency which is the United States Dollars, and are subject to foreign currency translation differences upon translation into Ringgit Malaysia for consolidation purposes.

The Group's foreign currency borrowing is exposed to foreign currency exchange rate risk. Cross currency swap contract is entered to cover the variability of future cash flows attributable to exchange rate and interest rate fluctuation.

(b) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of the Group's financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk relates primarily to interest-bearing debts. The Group manages its interest rate exposure by closely monitoring the debt market and where necessary, maintaining a prudent mix of fixed and floating rate borrowings and a mix of interest revision dates. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

At end of the reporting period, if interest rates had been 25 basis point higher/lower with all other variables held constant, the Group's loss after tax would have been RM976,000 (2016: RM1,358,000) higher/lower.

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatch of the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's exposure to liquidity risk is manageable and is addressed via internal funding as well as through sourcing of external borrowings. It is the Group's policy for the placing of surplus funds to be managed centrally.

Due to the nature of the Group's underlying businesses, management aims at maintaining flexibility in funding by keeping committed credit lines available.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

33. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Liquidity risk (Cont'd)

Analysis of undiscounted financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	Within 1 year RM'000	1 to 5 years RM'000	More than 5 years RM'000	Total RM'000
Group				
At 31 December 2017				
Trade and other payables	34,514	25,924	12,422	72,860
Borrowings	99,366	340,800	–	440,166
Derivative financial liabilities	19,842	55,549	–	75,391
	153,722	422,273	12,422	588,417
At 31 December 2016				
Trade and other payables	40,130	13,168	5,918	59,216
Borrowings	118,822	467,162	–	585,984
Derivative financial liabilities	12,152	115,436	–	127,588
	171,104	595,766	5,918	772,788
Company				
At 31 December 2017				
Trade and other payables	11,109	–	–	11,109
Amounts due to subsidiaries	20,764	–	–	20,764
Borrowings	79,183	203,027	–	282,210
Derivative financial liabilities	19,842	55,549	–	75,391
	130,898	258,576	–	389,474
At 31 December 2016				
Trade and other payables	8,217	–	–	8,217
Amounts due to subsidiaries	23,018	–	–	23,018
Borrowings	35,648	281,179	–	316,827
Derivative financial liabilities	12,152	115,436	–	127,588
	79,035	396,615	–	475,650

The Company's maximum potential liability under corporate guarantees amounted to RM154,076,000 (2016: RM249,873,000) as of 31 December 2017. The corporate guarantees were provided in respect of the borrowings of its subsidiaries and a joint venture.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

33. FINANCIAL RISK MANAGEMENT (CONT'D)

(d) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's exposure to credit risk arises primarily from trade and other receivables.

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit monitoring procedures. Credit risks are minimised and monitored by strictly limiting the Group's association to business partners with good credit ratings. Trade receivables are monitored on an on-going basis via Group management reporting procedures.

Advances are made to subsidiaries and joint ventures in support of their respective principal activities. Surplus cash is placed with a number of reputable banks.

At the reporting date, the maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

34. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value. The Group manages its capital structure by taking into account its current and projected cash flow, expansion and capital expenditure commitments. Where necessary, adjustments to the amount of dividends paid to shareholders or the issuance of new shares may be considered. The Group does not adopt any formal dividend policy. The debt to equity ratio of the Group for the year ended 31 December 2017 was 0.78:1 (2016: 0.77:1).

The Group monitors capital on the basis of the carrying amount of equity as presented in the statements of financial position.

No changes were made in the objectives, policies or processes during the years ended 31 December 2017 and 2016.

The Company and its subsidiaries are not subject to externally imposed capital requirements.

35. FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Fair value hierarchy

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There was no financial instrument being transferred between Level 1 and 2 during the year.

The Group has designated derivatives as Level 2. Cross currency swap is valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves.

Notes to the Financial Statements

- 31 December 2017 (Cont'd)

35. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

- (b) The fair value of financial assets and liabilities by classes whose carrying amounts are reasonable approximation of fair value are as follows:

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Financial assets				
Loans and receivables				
Trade and other receivables	35,205	32,380	5,450	7,312
Short term deposits	19,894	500	1,300	–
Cash and bank balances	52,339	69,141	2,160	5,370
Amounts due from subsidiaries	–	–	13,502	381
Loan to a subsidiary	–	–	343,380	420,399
	107,438	102,021	365,792	433,462
Financial liabilities carried at amortised costs				
Borrowings	410,143	543,869	269,462	297,211
Trade and other payables	72,860	59,216	10,954	8,217
Amounts due to subsidiaries	–	–	20,764	23,018
	483,003	603,085	301,180	328,446
Financial liability carried at fair value through other comprehensive income				
Derivative financial liabilities	75,391	127,588	75,391	127,588

36. SIGNIFICANT EVENT

On 28 November 2017, a subsidiary signed a Memorandum of Agreement to dispose of a vessel to a third party for a net consideration of approximately USD20.6 million.

37. SIGNIFICANT SUBSEQUENT EVENT

On 2 April 2018, RHB Investment Bank Berhad announced on behalf of the Company that the Company intends to undertake a proposal to dispose of its deemed interest of up to 386,385,645 ordinary shares in the capital of PACC Offshore Services Holdings Ltd ("POSH"), representing approximately 21.23% of the total issued shares in POSH, which are currently held by a wholly owned subsidiary of the Company known as Lightwell Shipping Inc, to all shareholders of the Company at an offer price on an entitlement date to be determined later ("Proposed Disposal").

The Proposed Disposal is to be carried out by way of a renounceable restricted offer for sale as disclosed in Note 15.

List of Properties Held

Address	Existing Use/ Approximate Area	Tenure/ Date of Expiry of Lease	Age of of Building	Net Book Value @ 31.12.2017 RM'000
Level 17 (East Wing) PJ Tower No.18, Jalan Persiaran Barat Off Jalan Timur 46050 Petaling Jaya Selangor Darul Ehsan	Office/ 5,447 sq. ft.	99 Year Lease/ 11.9.2088	20 Years	1,772.8
Level 17 (West Wing) PJ Tower No.18, Jalan Persiaran Barat Off Jalan Timur 46050 Petaling Jaya Selangor Darul Ehsan	Office/ 5,511 sq. ft.	99 Year Lease/ 11.9.2088	20 Years	1,793.7
Level 18 (East Wing) PJ Tower No.18, Jalan Persiaran Barat Off Jalan Timur 46050 Petaling Jaya Selangor Darul Ehsan	Office/ 5,447 sq. ft.	99 Year Lease/ 11.9.2088	20 Years	1,772.8
Level 18 (West Wing) PJ Tower No.18, Jalan Persiaran Barat Off Jalan Timur 46050 Petaling Jaya Selangor Darul Ehsan	Office/ 5,511 sq. ft.	99 Year Lease/ 11.9.2088	20 Years	1,793.7

Note:

All properties were acquired on 12 July 2001.

Analysis of Shareholdings

as at 31 March 2018

Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per Ordinary Share

DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of Holders	% of Holders	No. of Shares	% of Issued Capital
Less than 100	650	4.49	19,864	0.00
100 - 1,000	1,855	12.83	1,407,511	0.14
1,001 - 10,000	8,337	57.65	36,651,135	3.67
10,001 - 100,000	3,169	21.91	100,814,967	10.08
100,001 to less than 5% of issued shares	448	3.10	192,545,823	19.25
5% and above of issued shares	3	0.02	668,560,700	66.86
	14,462	100.00	1,000,000,000	100.00

SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	% of Issued Capital	No. of Shares	% of Issued Capital
Pacific Carriers Limited (PCL)	344,615,000	34.46	–	–
Bank Pembangunan Malaysia Berhad (BP)	183,945,700	18.39	–	–
PPB Group Berhad (PPB)	140,000,000	14.00	20,000	0.00
Kuok (Singapore) Limited ⁽¹⁾	–	–	344,615,000	34.46
Minister of Finance Incorporated ⁽²⁾	–	–	183,945,700	18.39
Kuok Brothers Sdn Berhad ⁽³⁾	–	–	140,020,000	14.00

Notes :

- (1) Deemed interest through its 100% direct interest in PCL
(2) Deemed interest through its 99.99% direct interest in BP
(3) Deemed interest through its 50.18% direct interest in PPB

DIRECTORS' INTERESTS IN SHARES

(as per Register of Directors' Shareholding)

Name of Directors	Direct Interest		Deemed Interest	
	No. of Shares	% of Issued Capital	No. of Shares	% of Issued Capital
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	500,000	0.05	20,000 ⁽¹⁾	–
Kuok Khoon Kuan	1,268,750	0.13	–	–
Wu Long Peng	1,625,000	0.16	–	–
Afidah binti Mohd Ghazali	–	–	–	–
Lim Soon Huat	–	–	–	–
Tay Beng Chai	275,000	0.03	2,500 ⁽²⁾	–
Dato' Mohd Zafer bin Mohd Hashim	–	–	–	–
Hor Weng Yew	–	–	–	–
Thai Kum Foon (Alternate to Mr Wu Long Peng)	–	–	–	–

Notes :

- (1) Deemed interest pursuant to Section 8 of the Companies Act, 2016
(2) Deemed interest through family member

Analysis of Shareholdings as at 31 March 2018 (Cont'd)

THE THIRTY LARGEST SHAREHOLDERS

(As per Record of Depositors as at 31 March 2018)

Name of Shareholders	No. of Shares	% of Issued Capital
1. Pacific Carriers Limited	344,615,000	34.46
2. Bank Pembangunan Malaysia Berhad	183,945,700	18.39
3. PPB Group Berhad	140,000,000	14.00
4. Malaysia Nominees (Tempatan) Sendirian Berhad <i>For Great Eastern Life Assurance (Malaysia) Berhad (LSF)</i>	13,465,200	1.35
5. Teo Guan Lee Holdings Sendirian Berhad	6,152,400	0.62
6. HSBC Nominees (Asing) Sdn Bhd <i>Exempt AN For Bank Julius Baer & Co. Ltd. (Singapore BCH)</i>	5,075,000	0.51
7. Amsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Tiong Chiong Hee</i>	4,659,600	0.47
8. Malaysia Nominees (Tempatan) Sendirian Berhad <i>For Great Eastern Life Assurance (Malaysia) Berhad (DR)</i>	4,484,800	0.45
9. Citigroup Nominees (Asing) Sdn Bhd <i>CBNY For Dimensional Emerging Markets Value Fund</i>	4,178,625	0.42
10. Dinshaw a/l J Manecksha	4,100,000	0.41
11. Citigroup Nominees (Asing) Sdn Bhd <i>CBNY For Emerging Market Core Equity Portfolio DFA Investment Dimensions Group Inc</i>	3,939,645	0.39
12. Chin Chin Seong	3,920,800	0.39
13. Citigroup Nominees (Asing) Sdn Bhd <i>CBNY For DFA Emerging Markets Small Cap Series</i>	2,787,000	0.28
14. DB (Malaysia) Nominee (Tempatan) Sendirian Berhad <i>Exempt AN For Kumpulan Sentiasa Cemerlang Sdn Bhd (TSTAC/CLNT)</i>	2,541,000	0.25
15. Amsec Nominees (Tempatan) Sdn Bhd <i>Mtrustee Berhad For Great Eastern Life Assurance (Malaysia) Berhad (Par 1)</i>	2,195,800	0.22
16. Kerajaan Negeri Pahang	2,153,850	0.22

Analysis of Shareholdings as at 31 March 2018 (Cont'd)

THE THIRTY LARGEST SHAREHOLDERS (CONT'D)

(As per Record of Depositors as at 31 March 2018)

Name of Shareholders	No. of Shares	% of Issued Capital
17. Alliancegroup Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Christine Ang Chiew Mui (7001270)</i>	2,100,000	0.21
18. CIMB Group Nominees (Tempatan) Sdn Bhd <i>CIMB Islamic Trustee Berhad For Pacific Dana Aman (3717 TRO1)</i>	1,938,100	0.19
19. HLB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Le Wee Yap</i>	1,885,200	0.19
20. HLB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Le Wee Tack</i>	1,844,700	0.18
21. Malaysia Nominees (Tempatan) Sendirian Berhad <i>For Great Eastern Life Assurance (Malaysia) Berhad (DG)</i>	1,820,500	0.18
22. Gan Teng Siew Realty Sdn Berhad	1,700,000	0.17
23. Amsec Nominees (Tempatan) Sdn Bhd <i>Mtrustee Berhad For Pacific Pearl Fund (UT-PM-PPF)</i>	1,644,500	0.16
24. Wu Long Peng	1,625,000	0.16
25. HLB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Ker Foon Loo</i>	1,539,100	0.15
26. Kah Hin Loong Sdn Bhd	1,510,350	0.15
27. Chinchoo Investment Sdn Berhad	1,400,000	0.14
28. Kuok Khoon Kuan @ Kuo Khoon Kwong	1,268,750	0.13
29. Quarry Lane Sdn Bhd	1,260,000	0.13
30. Low Kok Kong	1,250,000	0.13
	751,000,620	75.10

Additional Compliance Information

The following additional information is provided in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:

1. Audit and Non-Audit Fees

The details of the audit and non-audit fees paid/payable to the external auditors in 2017 are set out below:

	Company RM	Group RM
Fees paid/payable to Ernst & Young		
• Audit	81,000	362,000
• Non-Audit		
- Statement on Risk Management and Internal Control	8,500	8,500
	89,500	370,500

2. Material Contracts

There were no material contracts entered into by the Company and/or its subsidiaries involving directors' and major shareholders' interests subsisting as at 31 December 2017 or entered into during the financial year ended 31 December 2017 except as disclosed in the Financial Statements as set out in this Annual Report.

3. Recurrent Related Party Transactions of a Revenue or Trading Nature (RRPT)

The details of the RRPT entered into by the Company and its subsidiaries during the financial year under review are disclosed in Note 31 to the financial statements on pages 82 to 83.

Directors' Responsibility Statement

The Directors are responsible in ensuring that the audited financial statements of the Group and the Company are drawn up in accordance with the requirements of the Malaysian Financial Reporting Standards, International Financial Reporting Standards, the provisions of the Companies Act, 2016 in Malaysia and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Directors are also responsible for ensuring that the audited financial statements of the Group and the Company are prepared with reasonable accuracy from the accounting records of the Group and the Company so as to give a true and fair view of the financial position of the Group and the Company as of 31 December 2017 and of their financial performance and cash flows for the year then ended.

In preparing the audited financial statements, the Directors have:

- a. applied the appropriate and relevant accounting policies on a consistent basis;
- b. made judgments and estimates that are reasonable and prudent; and
- c. prepared the audited financial statements on a going concern basis.

The Directors also have a general responsibility to take reasonable steps to safeguard the assets of the Group and the Company to prevent and detect fraud and other irregularities.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting (AGM) of Malaysian Bulk Carriers Berhad (“the Company”) will be held on Friday, 11 May 2018 at 9:00 a.m. at Banquet Hall, TPC Kuala Lumpur (Kuala Lumpur Golf & Country Club Berhad), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur for the following purposes:

As Ordinary Business

- | | |
|--|---------------------|
| (1) To receive the audited Financial Statements for the financial year ended 31 December 2017 and the reports of the Directors and the Auditors thereon. | Resolution 1 |
| (2) To re-elect the following Directors who are retiring pursuant to Article 95 of the Company’s Constitution: | |
| (a) Lim Soon Huat | Resolution 2 |
| (b) Dato’ Mohd Zafer Bin Mohd Hashim | Resolution 3 |
| (3) To re-elect the following Director who is retiring pursuant to Article 100 of the Company’s Constitution: | |
| (a) Hor Weng Yew | Resolution 4 |
| (4) To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise Directors to fix their remuneration. | Resolution 5 |
| (5) To approve payment of Directors’ fees of RM452,500 for the financial year ended 31 December 2017. | Resolution 6 |
| (6) To approve payment of meeting allowances to the Directors up to an amount of RM106,000 from the 29 th AGM of the Company to 30 June 2019. | Resolution 7 |

As Special Business

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

Ordinary Resolutions

- | | |
|--|---------------------|
| (7) To authorise the issue of shares pursuant to Sections 75 and 76 of the Companies Act, 2016 | Resolution 8 |
|--|---------------------|

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being, subject always to the approval of all relevant regulatory authorities, if required, being obtained for such allotment and issue.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authority.”

Notice of Annual General Meeting (Cont'd)

- (8) Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Resolution 9

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("MBC Group") be and are hereby authorised to enter into the recurrent related party transactions as set out in the Circular to Shareholders dated 19 April 2018, which are necessary for MBC Group's day-to-day operations in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company;
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the breakdown of the aggregate value of the recurrent related party transactions based on the type of recurrent transaction made and the names of the related parties involved in each type of the recurrent related party transaction made and their relationship with MBC Group, shall be disclosed in the Annual Report of the Company as may be required by the governing authority.

AND FURTHER THAT the Directors be and are hereby authorised to do all such acts and things (including executing any relevant documents) in the interest of the Company, as they may consider expedient or necessary to complete and give effect to the aforesaid mandate."

- (9) Retention of Independent Non-Executive Directors

THAT approval be and is hereby given to retain the following Directors, who have served as Independent Non-Executive Directors of the Company for more than twelve (12) years, to continue to serve as Independent Non-Executive Directors of the Company until the conclusion of the next Annual General Meeting:

- (a) Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid
- (b) Tay Beng Chai

Resolution 10
Resolution 11

- (10) To transact any other business.

BY ORDER OF THE BOARD

Ooi Pooi Teng (MAICSA 7055594)
Company Secretary

19 April 2018
Petaling Jaya

Notice of Annual General Meeting (Cont'd)

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 2 May 2018 (General Meeting Record of Depositors) be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.
3. Where a member is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
7. Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the forthcoming AGM shall be put by way of poll.
8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the Registered Office of the Company, not less than 24 hours before the time for holding the meeting or any adjournment thereof and in default, the instrument of proxy shall be invalid.

EXPLANATORY NOTE ON ORDINARY BUSINESS

1. Resolution 7

- To approve the payment of meeting allowances

Meeting allowance of RM1,000 is payable to each Director for attending each Board or Board Committee meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Resolution 8

- To authorise the Issue of Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The Company is continually looking for opportunities to broaden the operating base and earnings potential of the Company. This may require the issue of new shares not exceeding ten percent (10%) of the issued and paid-up share capital of the Company for the time being.

The proposed Resolution 8 would enable the Directors to avoid delay and cost of convening further general meetings to approve the issue of such shares for such purposes. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The renewal of this mandate will provide flexibility to the Company for any potential fund raising activities, including but not limited to placement of shares, for purpose of funding future investments, working capital and/or any acquisition.

The Company had obtained the general mandate to issue shares in the last Annual General Meeting. There were no proceeds raised from the previous mandate.

2. Resolution 9

- Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution, if passed, will enable the Company and its subsidiaries to enter into the recurrent related party transactions, which are necessary for MBC Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Further information on the proposed Ordinary Resolution is set out in the Circular to Shareholders dated 19 April 2018 despatched together with the Company's 2017 Annual Report.

Notice of Annual General Meeting (Cont'd)

EXPLANATORY NOTES ON SPECIAL BUSINESS (CONT'D)

3. Resolutions 10 and 11

- Retention of Independent Non-Executive Directors

The Board, through the Nomination & Remuneration Committee, carried out an assessment of the Independent Directors namely Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid and Mr. Tay Beng Chai, each of whom have served on the Board for more than 12 years. The Board is of the view that Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid and Mr. Tay Beng Chai continue to be independent as:

- they have fulfilled the criteria under the definition of Independent Director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- they have exercised care in performing their duties, and provided unbiased, independent and objective views and judgement during board meetings and deliberations on all matters concerning the Group;
- the length of their service does not in any way impair their objective and independent judgement nor their ability to act in the best interests of the Group. On the contrary, their years of service on the Board have imbued them with a sound knowledge of the Group's business operations which enable them to participate actively and contribute during deliberations at board meetings. This together with their individual professional experience, awareness of corporate governance and business acumen, have contributed positively to the Board's deliberations on all matters of the Group.

Shareholders' approval for the proposed Ordinary Resolutions 10 and 11 will be sought via a single tier voting process.

The proposed Ordinary Resolutions 10 and 11, if passed, will enable Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid and Mr Tay Beng Chai to continue serving as the Independent Non-Executive Directors of the Company.

Statement Accompanying Notice of Annual General Meeting

The Directors who are standing for re-election are as follows:

- (1) Lim Soon Huat
- (2) Dato' Mohd Zafer Bin Mohd Hashim
- (3) Hor Weng Yew

The details of the above Directors are as set out on pages 14 to 15 of this Annual Report and their interests in shares of the Company and its subsidiaries are disclosed on page 91 of this Annual Report.



MALAYSIAN BULK CARRIERS BERHAD
(Company No.: 175953-W)

PROXY FORM

Number of shares held	CDS Account No.

I/We, _____ NRIC/Company No. _____

of _____

telephone no. _____ being a member(s) of MALAYSIAN BULK CARRIERS BERHAD hereby appoint:

1ST PROXY

Full Name	Tel./Mobile No.	Proportion of shareholdings represented	
Address	NRIC No.	No. of Shares	%

and/or failing him/her,

2ND PROXY

Full Name	Tel./Mobile No.	Proportion of shareholdings represented	
Address	NRIC No	No. of Shares	%

_____ 100%

or failing him/her, the Chairman of the Meeting as my /our proxy, to vote for me/us on my/our behalf at the 29th Annual General Meeting of the Company to be held on Friday, 11 May 2018 at 9:00 a.m. at Banquet Hall, TPC Kuala Lumpur (Kuala Lumpur Golf & Country Club Berhad), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur and at any adjournment thereof.

My/our proxy/proxies shall vote as indicated below:

No.	Resolutions	For	Against
1.	To receive the audited Financial Statements for the financial year ended 31 December 2017 and the reports of the Directors and the Auditors thereon		
2.	To re-elect Mr. Lim Soon Huat as a director		
3.	To re-elect Dato' Mohd Zafer Bin Mohd Hashim as a Director		
4.	To re-elect Mr. Hor Weng Yew as a Director		
5.	To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration		
6.	To approve the payment of Directors' fees		
7.	To approve the payment of meeting allowances		
8.	To authorise the Directors to allot and issue shares		
9.	To approve the renewal of shareholders' mandate for recurrent related party transactions		
10.	To retain Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid as Independent Non-Executive Director		
11.	To retain Mr Tay Beng Chai as Independent Non-Executive Director		

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

Dated this _____ day of _____ 2018

Signature of Shareholder: _____

Notes:

- Only depositors whose names appear in the Record of Depositors as at 2 May 2018 (General Meeting Record of Depositors) be regarded as members and entitled to attend, speak and vote at the meeting.
- A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the forthcoming AGM shall be put by way of poll.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the Registered Office of the Company, not less than 24 hours before the time for holding the meeting or any adjournment thereof and in default, the instrument of proxy shall be invalid.



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Stamp

The Company Secretary

Malaysian Bulk Carriers Berhad (175953-W)
Level 17 & 18, PJ Tower
No. 18, Jalan Persiaran Barat
Off Jalan Timur
46050 Petaling Jaya
Selangor Darul Ehsan

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MALAYSIAN BULK CARRIERS BERHAD (175953-W)

Level 17 & 18, PJ Tower
No 18 Jalan Persiaran Barat, Off Jalan Timur
46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Tel: +603 7966 1688 Fax: +603 7966 1628
www.maybulk.com.my

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5077
COMPANY NAME : MALAYSIAN BULK CARRIERS BERHAD
FINANCIAL YEAR : December 31, 2017

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has the overall stewardship responsibilities of providing:</p> <ul style="list-style-type: none">• strategic leadership The Board is responsible to lead and control the Group's strategic direction, objectives, and ensure that the necessary financial and human resources are in place for the company to meet its objectives.• overseeing the business conduct A formal schedule of matters specifically reserved for the decision of the Board and Management has been established and this is contained in the Group's Financial Authority Limits. The matters reserved for the collective decision of the Board include:<ul style="list-style-type: none">- corporate/ strategic direction and major business proposals- major capital commitments, acquisition and disposal of assets and investments- commitment to loans and long/ short term financing with banks- capital structure of the Company- declaration of dividends• identification and management of principal risks ensuring the adequacy and integrity of internal control systems The Board recognises the importance of sound internal controls and risk management practices as integral to good corporate governance. The Board affirms its overall responsibility for the Group's system of internal controls and risk management, and for reviewing the adequacy and effectiveness of the internal control and risk management systems to ensure that shareholders' investment and the Group's assets are safeguarded.• establishing a succession plan

	<p>The Board seeks to ensure that the members of Management team are qualified, professional and have competence to lead the operations of the Group.</p> <ul style="list-style-type: none"> developing and implementing an investor relations program. The Board is committed in providing effective and timely communication with its shareholders, investors and other stakeholders. The Group's financial results, announcements, annual report and circulars are the primary modes of disseminating information in relation to the Group's business activities and financial information and this can be accessed from the Company's corporate website at www.maybulk.com.my or Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com. 	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairman is responsible for leadership, orderly conduct and working of the Board.</p> <p>The Chairman:</p> <ul style="list-style-type: none"> • provides leadership for the board so that the Board may perform its responsibilities effectively; • sets agenda for meetings and ensures that Board members receive accurate information in timely manner • leads board discussions and encourages active participation from Board members at the Board meetings; • leads the Board in establishing good corporate governance practices 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied	
Explanation on application of the practice	:	The Chairman and Chief Executive Officer (CEO)'s position are held by separate individuals. There is a distinct division of roles and responsibilities of the Chairman and CEO to ensure balance of power and authority, such that no one individual has unfettered powers of decision making. The Chairman of the Board is responsible for leadership, orderly conduct and working of the Board, whereas the Chief Executive Officer is responsible for the management of the Group's business.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company Secretary of the Company is a member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).</p> <p>The Company Secretary:</p> <ul style="list-style-type: none">• facilitate and attend all meetings of the board and board committees, and ensure that meetings are properly convened and proceedings are properly recorded.• maintain all corporate records required under the Companies Act and ensures compliance with all reporting obligations under the applicable law and regulations.• communicate Board decisions to Management• advise the Board on its roles and responsibilities <p>The Company Secretary constantly keep abreast with the latest developments in corporate governance and compliance and has attended seminar/professional programmes in relation to Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Malaysian Code on Corporate Governance during the year.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supplied with information in a timely manner. The agenda and full set of board papers are distributed at least one (1) week prior to the meeting of the Board to ensure that sufficient time is given to the Directors to review the matters to be discussed. This includes various reports covering market conditions, outlook, investment opportunities and financial performance.</p> <p>The Directors have full and unrestricted access to the advice and services of the Company Secretary. Directors may also obtain independent professional advice, where necessary, in furtherance of their duties at the Company's expense.</p> <p>The deliberations and decision of those matters discussed at the Board Meetings are duly recorded in the meeting minutes. Decisions of the Board are also communicated to the Management for their further action.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company currently do not have a board charter.</p> <p>The role and responsibilities of the board, board committees, individual directors and management are as follows:</p> <ul style="list-style-type: none">• Executive Directors are involved in leadership roles overseeing the day-to-day operations and management within their specific areas of expertise or assigned responsibilities.• Non-executive directors are not involved in the day-to-day management of the Group but they contribute their particular expertise and experience in developing the business strategy.• A formal schedule of matters specifically reserved for the decision of the Board and Management has been established and this is contained in the Group's Financial Authority Limits.• The Board has delegated specific responsibilities to two (2) committees, namely, the Audit Committee and the Nomination & Remuneration Committee, both of which discharge duties and responsibilities within their respective terms of reference.• The matters reserved for the collective decision of the Board are as follows:<ul style="list-style-type: none">- corporate/ strategic direction and major business proposals- major capital commitments, acquisition and disposal of assets and investments- commitment to loans and long/ short term financing with banks- capital structure of the Company- declaration of dividends

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied	
Explanation on application of the practice	:	The Board is committed to maintain a corporate culture with good ethical conduct. This is formalised through the Company's Code of Ethics and Code of Conduct which are set out in the Company's Employment Handbook. The handbook covers matters in relation to conflict of interest, entertainment and gifts, misuse of position, insider trading and misconduct. The directors and employees of the Group are expected to adhere to the standard of ethics and conduct set out therein.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is committed to promote good business conduct and maintain a corporate culture with integrity, transparency and fairness.	
		The Company do not have whistleblowing policy in place. All employees of the Company are encouraged to report to their Superiors or HR business partner, any breach or suspected breach of any law or regulation. Such employee who makes the report shall not be subject to unfair dismissal or demotion.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.1

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board currently comprises of three (3) Executive Directors, two (2) Non-Executive Directors and three (3) Independent Non-Executive Directors. The number of Independent Directors complies with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which requires one-third of the Board to be independent.</p> <p>The three (3) Independent Non-Executive Directors have been able to provide an unbiased, independent and objective views and judgement during board meetings and deliberations on all matters concerning the Group. The Nomination & Remuneration Committee has assessed the board composition and is satisfied that the current size and composition has the required mix of skills, experience, knowledge and competencies, required for an effective Board.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.2

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The tenure of Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid and Mr Tay Beng Chai, as Independent Directors of the Company, have exceeded 12 years term. Notwithstanding the tenure, the Board is of the view that they continue to be independent as:</p> <ul style="list-style-type: none">• they have met the criteria under the definition of Independent Director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;• they have exercised care in performing their duties, and provided unbiased, independent and objective views and judgement during board meetings and deliberations on all matters concerning the Group;• the length of their service does not in any way impair their objective and independent judgement nor their ability to act in the best interests of the Group. On the contrary, their years of service on the Board have imbued them with a sound knowledge of the Group's business operations which enable them to participate actively and contribute during deliberations at board meetings. This together with their individual professional experience, awareness of corporate governance and business acumen, have contributed positively to the Board's deliberations on all matters of the Group. <p>The Board recommends that single tier shareholders' approval be sought at the upcoming Annual General Meeting to retain both Dato' Capt. Ahmad Sufian and Mr Tay Beng Chai, to continue to serve as Independent Directors Non-Executive Directors of the Company</p>

	<p>As the 2 tier voting process is different from the usual shareholders' voting rights in approving a resolution, the Company need to review its Constitution before adopting the 2 tier voting process. Under the Main Market Listing Requirements of Bursa Malaysia, the Company has until 31 December 2019 to amend its Constitution. The Company will review and consider to incorporate/adopt the 2 tier voting process into its Constitution in due course.</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.4

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Application	:	Applied	
Explanation on application of the practice	:	<p>Appointment of board and senior management are based on their experience, character, integrity and competence.</p> <p>During the year 2017, the Nomination and Remuneration Committee (NRC) reviewed the 2 candidates for appointment as alternate directors to Executive Directors. In assessing the suitability of the candidates, the NRC considers the required mix of skills, knowledge, expertise, experience, professionalism and integrity of the candidates.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.5

The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board believe that appointment of board members, regardless of gender, should be based on experience, character, integrity and competence. The Company currently has one (1) female director, Puan Afidah binti Mohd Ghazali on its board and Ms Thai Kum Foon, who is an alternate director, out of the total nine (9) directors.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Nomination & Remuneration Committee (NRC) is responsible for recommending suitable candidates for directorships to the Board. In evaluating potential candidates, the NRC consider candidates' skills, knowledge, expertise, experience, professionalism and integrity. In the case of candidates for the position of Independent Non-Executive director, NRC evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Director</p> <p>In searching for suitable candidates, the NRC consider candidates proposed by Directors and shareholders. The NRC is also open to referrals from external sources available.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.7

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	The Chairman of the Nomination & Remuneration Committee is Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid, an Independent Non-Executive Director.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 5.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

Application	:	Applied
Explanation on application of the practice	:	<p>The NRC is responsible to assess the effectiveness of the Board and Board Committees as a whole and the contribution of each individual director and Board Committee member on annual basis.</p> <p>In 2017, the assessment was conducted internally using a self and peer rating model. The assessment consists of detailed questionnaires cover the area on board size and composition, mix of skills, experience, and core competencies of Directors, governance and integrity, effectiveness of board committees, participation and contribution at meetings and directors' training.</p> <p>Every Director and Board Committee member completes the questionnaires and submits it to the Company Secretary who then collates the results and table it to NRC. The NRC after reviews the results, submits its findings to the Board for assessment of the performance and effectiveness of the Board and Board Committees.</p> <p>The Board upon its annual assessment carried out for financial year 2017, concurred with the NRC that the composition of the Board is well balanced with the required mix of skills, experience, knowledge and competencies, required for an effective Board and that the Committees have carried out their duties in accordance with their terms of reference.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 6.1

The board has in place policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	The Nomination & Remuneration Committee reviews and evaluates the remuneration policy for Directors to ensure that it is in line with market norms and industry practice. The level of remuneration of the Directors is commensurate with the level of experience and responsibilities undertaken by them. The level of Directors' fees are benchmarked against the shipping related companies and mid cap companies listed on Bursa Malaysia Securities Berhad. The remuneration package of Management, the components of the remuneration package are linked to Company and individual performance.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 6.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has in place a Nomination & Remuneration Committee (NRC) which comprises of a majority of Independent Non-Executive Directors.</p> <p>The NRC is responsible to review the level of remuneration of the members of the Board and Board Committees and ensure that they reflect the experience and level of responsibilities undertaken by them and in line with market practice. Subsequent to the review, NRC make recommendation to the Board. The remuneration is deliberated on and decided by the Board as a whole before being tabled for shareholders' approval at the AGM. The respective Director shall abstain from the deliberation and voting of his own remuneration.</p> <p>The Terms of Reference of NRC is published on the Company's website at www.maybulk.com.my.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 7.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied	
Explanation on application of the practice	:	The detailed disclosure on named basis for the remuneration of individual directors are set out on page 22 of the Company's Annual Report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 7.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Applied	
Explanation on application of the practice	:	The Executive Directors are the Senior Management and their remuneration on a named basis is disclosed in the audited financial statements.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 7.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

Practice 8.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	<p>The positions of the Chairman of the Board and Audit Committee are held by separate individuals. Dato' Mohd Zafer Bin Mohd Hashim (Independent Non-Executive Director) is the Chairman of Audit Committee whilst Chairman of the Board is Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid.</p> <p>The Audit Committee discharged duties and responsibilities within its Terms of Reference. The Chairman of the AC briefed the Board on matters discussed and the outcome of deliberations of its meeting. The activities of Audit Committee are set out on pages 26 to 27 of the Company's Annual Report.</p> <p>The Terms of Reference of the Audit Committee is available on the Company's website at www.maybulk.com.my</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 8.2

The Audit Committee has a policy that requires a former key audit partner to observe a cooling-off period of at least two years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	None of the former key audit partner has been appointed as member of the Audit Committee.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

Application	:	Applied
Explanation on application of the practice	:	<p>Under the Terms of Reference, the Audit Committee is responsible for assessing the effectiveness and independence of the external auditor and to make subsequent recommendations to the Board on the appointment, re-appointment, resignation or dismissal of the external auditor.</p> <p>The Audit Committee reviews the suitability, objectivity and independence of the external auditor of the Company on an annual basis. The review process covers the assessment of the independence of the external auditor, the evaluation of the external auditor's work scope and results of the audit undertaken in relation to the audited financial statements of the Group for financial year ended 31 December 2017.</p> <p>During the financial year, the Audit Committee met with the external auditor namely, Ernst & Young, twice in the absence of Management. The Audit Committee has reviewed the performance and independence of Ernst & Young and is satisfied that the external auditor has been independent throughout the conduct of the audit process and the audit services rendered have met the quality expected by the Committee. External auditors has also given declaration that they are and have been independent throughout the conduct of their audit engagement in accordance with the By-Laws (On Professional Ethics, Conduct and Independence) of the Malaysian Institute of Accountants.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 8.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied	
Explanation on application of the practice	:	<p>The members of Audit Committee have the relevant accounting and relevant experience in financial services industry to discharge its duties.</p> <p>All members of the Audit Committee have undertaken continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules. In 2017, the members of Audit Committee were briefed by external auditor, Ernst & Young on the following areas:</p> <ul style="list-style-type: none"> • Financial Reporting developments; • Malaysia Companies Act 2016; and • Malaysian Code on Corporate Governance. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 9.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of sound internal controls and risk management practices as integral to good corporate governance. The Board affirms its overall responsibility for the Group's system of internal controls and risk management, and for reviewing the adequacy and effectiveness of the internal control and risk management systems to ensure that shareholders' investment and the Group's assets are safeguarded.</p> <p>The internal control and risk management systems are designed to identify and manage risk rather than to eliminate the risk of failure to achieve business objectives. Therefore, these systems only provide reasonable, but not absolute assurance against any material misstatements, fraud or loss.</p> <p>The Board is directly involved in assessing the major risks associated with the Group's business.</p> <p>The Group's risk management process covering the Group's core business activities is an integral part of its daily activities in identifying, listing and evaluating the significant business risks faced by the Group. The process of reviewing the adequacy and effectiveness of the risk management process is incorporated within the Internal Audit function which reports to the Audit Committee of any weaknesses identified.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 9.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Audit Committee assists the Board in its responsibilities over the system of internal control. Its independence is assured by the current composition comprising all members who are Non-Executive Directors, majority of whom are Independent Non-Executive Directors. The Audit Committee has full access to and direct communication with the External and Internal Auditors in discharging its responsibilities.</p> <p>The Internal Auditors assist the Audit Committee with the examination and evaluation of the adequacy and effectiveness of the internal control system, including control environment, risk assessment process and operational control activities.</p> <p>During the financial year, Internal Auditors reviewed and conducted audits and assessed the adequacy of the system of internal controls over the following areas: finance, operations and mobile security. Six (6) Internal Audit Reports were issued and presented to the Audit Committee with the audit observations and recommended corrective actions. There were no significant deficiencies in controls detected.</p> <p>The Board has received assurance from Chief Executive Officer, Financial Controller, Heads of Commercial and Technical Division that the Group's risk management and internal control system are operating adequately and effectively.</p> <p>The Statement of Risk Management and Internal Control is disclosed on pages 28 to 30 of the Company's Annual Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 9.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 10.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>The Head of Internal Audit Department (IAD) reports directly to the Audit Committee. The IAD's scope is to undertake independent and objective reviews on the adequacy and effectiveness of Group's risk management and internal control system. The authority and responsibility of the IAD are described in the Internal Audit Charter.</p> <p>The Audit Committee reviews and approves the Annual Internal Audit Plan. On quarterly basis, IAD table their performance report to the Audit Committee, to ensure that internal audit works are on track and sufficient resources to carry out the audit work.</p> <p>The Audit Committee reviews the internal audit report, audit processes and results of the internal audit report, and ensure the processes or investigation undertaken and there is appropriate action taken up.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 10.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The IAD is staffed by a total of 9 internal auditors and is headed by Ms Celina Eng, Chief Governance Officer. She is Certified Internal Auditors (“CIA”) and Chartered Accountants. The audit personnel are free from any relationships or conflicts of interest, which impair their objectivity and independence.</p> <p>The IA function adheres to the Code of Ethics and International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 11.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of an effective communication channel and timely dissemination of accurate information pertaining to the Group's business activities and financial performance to its shareholders, investors and other stakeholders.</p> <p>The primary modes of disseminating the Group's business activities and financial performance are as follows:</p> <ul style="list-style-type: none">• Annual Report of the Company;• Quarterly financial results• Announcements to Bursa Malaysia Securities Berhad• Company's website• Analysts briefing to provide overview of the Group's performance• Annual General Meeting <p>Any queries or concern about the Group's business and development can be conveyed through the Company Secretary, who would then refer the matter to the attention of the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 11.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Departure	
Explanation on application of the practice	:	The Group does not fall within the definition of large companies as defined by the Malaysian Code on Corporate Governance.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Notice of 29th Annual General Meeting (AGM) is despatched to shareholders at least 21 days prior to the AGM, as prescribed by the Malaysia Companies Act 2016 and Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Malaysia). This will allow sufficient time for shareholders to go through the Annual Report and make the necessary voting arrangements.	
		A copy of the Notice of AGM is also uploaded on the website of Bursa Malaysia.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	<p>All Directors attended the Company's AGM in 2017. The Chairman of the Board encouraged shareholders to participate during the AGM and to seek clarification about the performance and operations of the Group. External auditors were also present at the AGM to address any queries raised by the shareholders at the meeting.</p> <p>The Chairmen of respective Committees were present to address any questions that shareholders may have in relation to matters that fall under the purview of the Committees.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate—

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company's Annual General Meetings are held in Petaling Jaya and Kuala Lumpur, which is easily accessible to shareholders of the Company.</p> <p>A shareholder can vote in person or appoint proxies to attend and vote on his/ her behalf. The voting process at the AGM is by way of poll using electronic polling system.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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