

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER IMMEDIATELY.

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MALAYSIA BUILDING SOCIETY BERHAD

(Registration No. 197001000172 (9417-K))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PART A

PROPOSED ACQUISITION BY MALAYSIA BUILDING SOCIETY BERHAD (“MBSB” OR THE “COMPANY”) OF 100% EQUITY INTEREST IN MALAYSIAN INDUSTRIAL DEVELOPMENT FINANCE BERHAD (“MIDF”) FROM PERMODALAN NASIONAL BERHAD (“PNB” OR “VENDOR”) FOR A FINAL PURCHASE CONSIDERATION OF RM1,014,295,048.55 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 1,050,828,629 NEW ORDINARY SHARES IN MBSB (“FINAL CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM0.9652 (ROUNDED TO 4 DECIMAL POINTS FOR DISCLOSURE PURPOSES) PER FINAL CONSIDERATION SHARE (“PROPOSED ACQUISITION”)

PART B

INDEPENDENT ADVICE LETTER FOR THE PROPOSED ACQUISITION

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

Principal Adviser



AmInvestment Bank

AmInvestment Bank Berhad

(Registration No. 197501002220 (23742-V))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Independent Adviser

Kenanga

Kenanga Investment Bank Berhad

Registration No.: 197301002193 (15678-H)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting (“EGM”) of MBSB together with the respective Proxy Forms are enclosed in this Circular.

You are entitled to vote at the EGM. If you are unable to attend the EGM, you are entitled to appoint a proxy or proxies to attend and vote on your behalf. In such event, you should complete and deposit the relevant Proxy Form(s) at the Share Registrar’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit your electronic Proxy Form via TIIH Online at <https://tiih.online>, not less than 48 hours before the date and time fixed for holding the EGM, or at any adjournment thereof. The lodging of the relevant Proxy Form(s) will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging of the Proxy Form for the EGM : Tuesday, 25 July 2023 at 10:00 a.m.

Date and time for EGM : Thursday, 27 July 2023 at 10:00 a.m.

Broadcast Venue of the EGM : Level 4, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor (“Broadcast Venue”)

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

2022 MBSB Net Assets Post Adjustments	:	The adjusted NA based on the audited consolidated NA of MBSB Group as at the Closing Accounts Date less MBSB Pre-Completion Dividend and MBSB Adjustment	
2022 MIDF Net Assets Post Adjustments	:	The NA based on the audited consolidated NA of MIDF Group as at the Closing Accounts Date less MIDF Pre-Completion Dividend and MIDF Adjustment	
AmInvestment Bank or Principal Adviser	:	AmInvestment Bank Berhad (Registration No.: 197501002220 (23742-V))	
Appeal	:	The appeal submitted to Bursa Securities on 27 September 2022 for the Waiver Application which was rejected on 12 August 2022	
Balance Sheet Date	:	31 December 2021	
BNM Application	:	Application dated 21 October 2022 and supplemental letter dated 21 December 2022, for the purpose of seeking the BNM and MOF Approvals	
BNM and MOF Approvals	:	The approvals required to be obtained under the provisions of the FSA and IFSA (as the case may be) from BNM and/or the MOF, on the recommendation of BNM, in relation to the Proposed Acquisition	
Board	:	Board of Directors of MBSB	
Circular	:	This circular to shareholders of MBSB dated 12 July 2023 in relation to the Proposed Acquisition	
Closing Accounts	:	The audited consolidated financial statements of the MBSB Group and/or MIDF Group (as the case may be) as at the Closing Accounts Date as set out by Clause 3.2 (Closing Accounts) of the SPA	
Closing Accounts Date	:	31 December 2022	
Completion	:	The completion of the sale and purchase of the Sale Shares pursuant to the SPA	
Completion Date	:	The date falling on the 30 th day from either the (i) Unconditional Date; or (ii) the date on which the Final Purchase Consideration and/or Final Issue Price and/or Final Consideration Shares have been agreed by MBSB and PNB, or finally determined by the Reporting Accountants (in each case in accordance with Clause 3 (Purchase Consideration) of the SPA), whichever is later, or such other date or time as may be mutually agreed between MBSB and PNB in writing	
Conditions by Bursa Securities	:	Refers to the conditions as set out in Section 10 of this Circular	
Conditions Precedent	:	Refers to the conditions as set out in Clause 4.1 (Conditions precedent) of the SPA of which the salient terms are reproduced in Appendix III of this Circular	
Discussion Date	Cut-Off	:	Refers to the 14 th day from the exchange of the Closing Accounts between the Parties in accordance with Clause 3.2 (Closing Accounts) of the SPA (or such other period as may be agreed in writing by the Parties)
Enlarged Group	:	The MBSB Group as enlarged by the MIDF Group following completion of the Proposed Acquisition	
EGM	:	Extraordinary General Meeting	
EPF	:	Employees Provident Fund Board, the controlling shareholder of MBSB	

DEFINITIONS (Cont'd)

EPF Nominee Director	:	Encik Szaliza Bin Zainuddin, a nominee of EPF who has voluntarily abstained from board deliberation and voting on the resolution pertaining to the Proposed Acquisition
EPS	:	Earnings per share
EV/ EBITDA	:	Enterprise value over earnings before interest, tax, depreciation and amortisation
Final Consideration Share(s)	:	1,050,828,629 new MBSB Shares to be issued and allotted by MBSB at the Final Issue Price, which represents 12.78% of the enlarged share capital of MBSB at Completion, as determined based on the principles and terms in the SPA
Final Issue Price	:	An issue price of RM0.9652 per Final Consideration Share (which issue price has been rounded to 4 decimal places), as determined based on the principles and terms in the SPA
Final Purchase Consideration	:	The purchase consideration of RM1,014,295,048.55, as determined based on the principles and terms in the SPA
FYE	:	Financial year(s) ended/ ending
Fundamental Warranties	:	Refers to: <ul style="list-style-type: none">(i) in relation to PNB, the warranties and representations of PNB as set out in Paragraphs 1.1 1.2, 2.2, 7.2 (in respect of material licenses, consents and/or approval) and 7.5 of Schedule 2 (Warranties by PNB) and Schedule 2B (Affected Warranties of PNB) of the SPA; and(ii) in relation to MBSB, the warranties and representations of MBSB as set out in Paragraphs 1.1 1.2, 2.2., 7.2 (in respect of material licenses, consents and/or approval) and 7.5 of Schedule 3 (Warranties by MBSB) of the SPA.
IAL	:	Independent Adviser's letter from Kenanga IB in relation to the Proposed Acquisition
Kenanga IB or Independent Adviser	:	Kenanga Investment Bank Berhad (Registration No.: 197301002193 (15678-H))
Long-Stop Date	:	The date falling on the last day of the 3 rd month from the date of the SPA, failing which the period shall be automatically extended for a further 1 month or such other date as the parties may mutually agree in writing
LPD	:	20 June 2023, being the latest practicable date prior to the date of this Circular
MAAMB	:	MIDF Amanah Asset Management Berhad (Registration No.: 197201000162 (11804-D))
MAE Reference NAV	:	means in relation to either MIDF Group or MBSB Group (as applicable): <ul style="list-style-type: none">(i) if prior to the issuance of the Closing Accounts (as applicable), the adjusted consolidated NA value (after adjusting for dividends and/or capital repayments) as at the Balance Sheet Date; or(ii) if after the issuance of the Closing Accounts (as applicable), the adjusted consolidated NA value (after adjusting for dividends and/or capital repayments) as at the Closing Accounts Date.
MAIB	:	MIDF Amanah Investment Bank Berhad (Registration No.: 197501002077 (23878-X))

DEFINITIONS (Cont'd)

Main Market	:	The Main Market of Bursa Securities
Material Adverse Event	:	means in relation to either MIDF Group or the MBSB Group (as applicable), any event, circumstance or change which, individually or in aggregate with the same or one or more events, circumstances or changes, the cumulative effect of which results in a diminution in the adjusted consolidated NA value (after adjusting for dividends and/or capital repayments) of the affected MIDF Group or MBSB Group (as the case may be) as reported in the latest available quarterly report, by more than 20% compared to that of MAE Reference NAV
MBSB or Company	:	Malaysia Building Society Berhad (Registration No.: 197001000172 (9417-K))
MBSB Adjustment	:	Adjustment relating to an Islamic financing facility extended to MBSB Bank's customer amounting to approximately RM47.46 million after incorporating proforma tax effect
MBSB Bank	:	MBSB Bank Berhad (Registration No.: 200501033981 (716122-P))
MBSB Group or Group	:	MBSB and all of its subsidiaries from time to time
MBSB Pre-Completion Dividend	:	Cash dividend of RM609,576,123.26 as approved by BNM and distributed by MBSB to its shareholders on 17 April 2023
MBSB Share(s) or Share(s)	:	Ordinary shares in MBSB
MIDF	:	Malaysian Industrial Development Finance Berhad (Registration No.: 196001000082 (3755-M))
MIDF Adjustment	:	Adjustment relating to staff costs associated with the completion of the Proposed Acquisition to be incurred by the MIDF Group amounting to approximately RM16.21 million after incorporating proforma tax effect
MIDF Group	:	MIDF and all of its subsidiaries from time to time
MIDF Pre-Completion Dividend	:	Cash dividend of RM450,000,000.00 as approved by BNM and distributed by MIDF to its shareholder on 31 March 2023
NA	:	Net assets
Parties	:	The parties to the SPA, being PNB and MBSB collectively, and "Party" shall mean any one of them
PER	:	Price-to-earnings ratio
Proposed Acquisition	:	The proposed acquisition by MBSB of 100% equity interest of MIDF from its sole shareholder, PNB, for the Final Purchase Consideration to be satisfied through the issuance and allotment of the Final Consideration Shares to PNB
PBR	:	Price-to-book ratio
PNB	:	Permodalan Nasional Berhad (Registration No.: 197801001190 (38218-X))
Reporting Accountants	:	A firm of public accountants practising in Malaysia independent of PNB, MBSB, MBSB Bank, MIDF and MAIB to be agreed in writing by MBSB and PNB within 7 days of a written notice by one to the other requiring such agreement, or failing such agreement to be nominated on the application of either of them by or on behalf of the President of the Malaysian Institute of Accountants or by any person authorised by the President of the Malaysian Institute of Accountants

DEFINITIONS (Cont'd)

RPT	:	Related party transaction pursuant to Paragraph 10.08 of the Listing Requirements
Sale Shares	:	The aggregate of 480,355,627 ordinary shares in MIDF, legally and beneficially owned by PNB comprising the whole of the issued and paid-up share capital of MIDF
Share Registrar	:	Tricor Investor & Issuing House Services Sdn Bhd
SPA	:	The conditional share purchase agreement and the supplemental agreement to the SPA both dated 9 June 2023 entered into by the Parties for the Proposed Acquisition, the salient terms of which is annexed as Appendix III of this Circular
Unconditional Date	:	The date on which the last of the Conditions Precedent is fulfilled or satisfied or waived in accordance with Clause 4.9 (Waiver) of the SPA
VWAP	:	Volume weighted average market price
Waiver Application	:	The application submitted to Bursa Securities on 8 July 2022, to seek waiver from (i) categorizing EPF and PNB as persons connected for the Proposed Acquisition arising from their commercial arrangement in a joint venture company, and (ii) deeming the Proposed Acquisition to be a RPT under the Listing Requirements given that EPF is a major shareholder of MBSB

Acts & Guidelines

Act	:	Companies Act, 2016
CMSA	:	Capital Markets & Services Act, 2007
FSA	:	Financial Services Act, 2013
IFSA	:	Islamic Financial Services Act, 2013
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities

Regulatory Bodies

BNM	:	Bank Negara Malaysia
Bursa Securities	:	Bursa Malaysia Securities Berhad
MOF	:	Ministry of Finance, Malaysia
SC	:	Securities Commission Malaysia

Currencies

RM and sen	:	Ringgit Malaysia and sen, respectively
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Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine shall, where applicable, include the feminine and/ or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

DEFINITIONS *(Cont'd)*

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Group's plans and objectives will be achieved.

EXECUTIVE SUMMARY

This Executive Summary provides a brief summary of the pertinent information on the Proposed Acquisition as set out in this Circular. It does not contain all the information that may be important to you. You are advised to read and carefully consider the contents of this whole Circular before voting on the resolutions pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.

1. INTRODUCTION

On 14 April 2023, AmInvestment Bank, on behalf of the Board announced that the MOF/ BNM, had vide BNM's letter dated 13 April 2023 granted its approval to the Company for the Proposed Acquisition.

On 9 June 2023, AmInvestment Bank, on behalf of the Board, announced that the Company had entered into the SPA with PNB for the Proposed Acquisition.

On 13 June 2023, AmInvestment Bank, on behalf of the Board, announced that the listing application in relation to the Proposed Acquisition had been submitted to Bursa Securities on 12 June 2023.

On 23 June 2023, AmInvestment Bank, on behalf of the Board, announced that Bursa Securities had vide its letter dated 22 June 2023, approved the listing of and quotation for the Final Consideration Shares on the Main Market, subject to the conditions as set out in Section 8 of this Circular.

On 10 November 2022, AmInvestment Bank, on behalf of the Board, announced that Bursa Securities had vide its letter on even date, allowed the Appeal for the Waiver Application subject to the following conditions:

- (i) confirmation from the Board that the Company is not accustomed or under any obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of EPF and the same be disclosed in the Circular;
- (ii) appointment of Main Adviser and Independent Adviser to advise MBSB and its shareholders on the Proposed Acquisition in accordance with Paragraph 10.08 of the Listing Requirements; and
- (iii) the Board and Audit Committee of MBSB must ensure that the Proposed Acquisition is:
 - (a) in the best interest of MBSB;
 - (b) fair, reasonable and based on normal commercial terms; and
 - (c) not detrimental to the interest of MBSB's shareholders,

(collectively, "**Conditions by Bursa Securities**".)

2. PROPOSED ACQUISITION

2.1 Details of the Proposed Acquisition

The Proposed Acquisition entails the acquisition by MBSB of 480,355,627 ordinary shares in MIDF representing 100% equity interest in MIDF from PNB for the Final Purchase Consideration to be satisfied through the issuance and allotment of the Final Consideration Shares at the Final Issue Price.

2.2 Basis of and justification for the Final Purchase Consideration

The Final Purchase Consideration was arrived at on a "willing buyer-willing seller" basis after taking into consideration, amongst others, the following:

- (i) the NA based on the audited consolidated NA of MIDF Group as at the Closing Accounts Date less MIDF Pre-Completion Dividend and MIDF Adjustment, which translates to approximately RM1.19 billion. The Final Purchase Consideration represents a PBR of 0.85 times of the 2022 MIDF Net Assets Post Adjustments;
- (ii) the strategic rationale for the Proposed Acquisition;
- (iii) prospects of MIDF Group;

- (iv) the PBRs of financial institutions or their holding companies listed in Malaysia; and
- (v) the precedent transactions involving the acquisition of financial institutions listed in Malaysia.

Please refer to Section 2.5.1 of this Circular for further details on the basis of and justification for the Final Purchase Consideration.

2.3 Basis of and justification for the Final Issue Price

The Final Issue Price was commercially negotiated between the parties after taking into consideration amongst others, the following:

- (i) the adjusted NA based on the audited consolidated NA of MBSB Group as at the Closing Accounts Date less MBSB Pre-Completion Dividend and MBSB Adjustment, which translates to approximately RM8.30 billion. The Final Issue Price represents a PBR of 0.83 times of the 2022 MBSB Net Assets Post Adjustments;
- (ii) historical trading share price of MBSB. As at LPD, MBSB Share price traded at RM0.645. The Final Issue Price represents a premium of approximately 53% to the MBSB share price;
- (iii) the PBRs of financial institutions or their holding companies listed in Malaysia; and
- (iv) the precedent transactions involving the acquisition of financial institutions listed in Malaysia.

The number of Final Consideration Shares was determined based on the total Final Purchase Consideration divided by the Final Issue Price per Final Consideration Shares and any fractions of Final Consideration Shares shall be disregarded.

Please refer to Section 2.5.2 of this Circular for further details on the basis of and justification for the Final Issue Price.

3. RATIONALE FOR THE PROPOSED ACQUISITION

The Proposed Acquisition will result in a well-capitalised financial services group which is financially resilient to compete in the market with a stronger balance sheet. It will create an enlarged banking group with end-to-end banking services comprising consumer banking, commercial & small medium enterprise (SME) banking, development finance, corporate banking, investment banking and asset management, servicing a wider customer base that extends beyond MBSB Bank and MIDF Group's pool of existing customers.

With the combined strength and expertise of both MBSB Bank and MIDF Group and synergies to be derived from the Enlarged Group, the Enlarged Group will be able to expand into new and larger customer segments through tailored financing, structuring and advisory solutions to support the business needs and growth of consumer and corporate clients. Essentially the Proposed Acquisition would:

- (i) bring together two banking groups with a combined capital base of approximately RM10.69 billion and assets of approximately RM61.74 billion as at FYE 31 December 2022 (*after taking into account the MBSB Pre-Completion Dividend, the MBSB Adjustment, the MIDF Pre-Completion Dividend and the MIDF Adjustment*) and profitability of approximately RM536.6 million for FYE 31 December 2022, enabling the Enlarged Group to provide a broader range of products, services and solutions through the existing branches, self-service terminals, mobile and digital channels, and target previously underserved customer segments (i.e. individuals, entrepreneurs and corporates whose needs for financial products and services are currently not adequately served or met) with an enhanced value proposition to the market;
- (ii) have an expanded network and complementary businesses which would strengthen the Enlarged Group's footprint in the banking market with customer centricity as its core focus. This in turn, would help the Enlarged Group build a more diversified and sustainable business, and profitable growth moving forward. The Enlarged Group's retail, SME banking and development finance,

growth moving forward. The Enlarged Group's retail, SME banking and development finance, and corporate banking businesses will help cushion the more volatile market for fee-based income, while the investment banking business can become more scalable with a larger capital base of the combined group; and

- (iii) provides an impetus for a transformational change and a common strategy across the Enlarged Group, with the steer of an experienced leadership and management team with the desire and will, for the Enlarged Group to succeed.

Please refer to Section 3 of this Circular for further details on the rationale for the Proposed Acquisition.

4. PROSPECTS, OUTLOOK AND FUTURE PLANS

With a stronger market positioning, the coming together of both banking groups will generate synergies and create additional value for shareholders and stakeholders. The combined banking groups will be better placed to overcome the inherent market and capital limitations faced by each standalone entity, to derive synergies from the enhance product portfolio and combined customer base, and penetrate new market and customer segments.

Please refer to Section 4 of this Circular for details of the prospects of the Proposed Acquisition.

5. RISKS OF THE PROPOSED ACQUISITION

The risk factors which may arise from the Proposed Acquisition, include but are not limited to the following, which are further set out in Section 5 of this Circular:

- (i) Completion risk;
- (ii) Acquisition and integration risks;
- (iii) Ability to attract and retain key/ experienced personnel;
- (iv) Compliance and regulatory risk; and
- (v) Competition.

6. EFFECTS OF THE PROPOSED ACQUISITION

A summary of the pro forma financial effects of the Proposed Acquisition is as follows:

	Audited as at 31 December 2022	After Pre-Completion Dividend^(a)	After the Proposed Acquisition^(b)
Share capital (RM'000)	7,198,068	7,198,068	7,875,852
NA per MBSB Share (RM)	1.25	1.16	1.16 ^(a)
Gearing (times)	0.76	0.82	0.74
Basic EPS (sen)	6.42	6.42	12.79

Notes:

(a) After taking into account the MBSB Pre-Completion Dividend of approximately RM609.58 million (or equivalent to RM0.085 per MBSB Share) as well as the MIDF Adjustments and the MBSB Adjustments;

(b) Including the one-off gain from acquisition of approximately RM524.88 million (based on the financial statements for FYE 31 December 2022) which arises as a result of the Final Purchase Consideration being lower than the NA of MIDF.

Please refer to Section 6 of this Circular for details of the effects of the Proposed Acquisition.

7. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee of MBSB, after having considered all aspects of the Proposed Acquisition, including the basis and justification, rationale and benefits, prospects, effects of the Proposed Acquisition, the terms of the SPA as well as the independent advice by the Independent Adviser, is of the opinion that the Proposed Acquisition is in the best interest of MBSB, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders.

8. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the EPF Nominee Director who has voluntarily abstained), after having considered all aspects of the Proposed Acquisition, including the basis and justification, rationale and benefits, prospects, effects of the Proposed Acquisition, the terms of the SPA as well as the independent advice by the Independent Adviser, is of the opinion that the Proposed Acquisition is in the best interest of MBSB, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders.

Accordingly, the Board (save for the EPF Nominee Director who has voluntarily abstained) recommends that you vote **IN FAVOUR** of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.

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PART A
LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED ACQUISITION



MALAYSIA BUILDING SOCIETY BERHAD

Registration No. 197001000172 (9417-K)
(Incorporated in Malaysia)

Registered Office

Level 25, Menara MBSB Bank,
PJ Sentral,
Lot 12, Persiaran Barat,
Seksyen 52,
46200, Petaling Jaya,
Selangor Darul Ehsan

12 July 2023

Board of Directors

Puan Lynette Yeow Su-Yin (*Senior Independent Non-Executive Director*)
Encik Szaliza Bin Zainuddin (*Non-Independent Executive Director*)
Ir. Moslim bin Othman (*Independent Non-Executive Director*)
Encik Mohamad Abdul Halim bin Ahmad (*Independent Non-Executive Director*)
Dr. Loh Leong Hua (*Independent Non-Executive Director*)
Datin Hoi Lai Ping (*Independent Non-Executive Director*)

To: The Shareholders

Dear Sir/Madam,

PROPOSED ACQUISITION

1. INTRODUCTION

On 6 April 2022, the Board announced that BNM had by its letter on even date, stated that it has no objection for MBSB to commence negotiations with PNB for purposes of the Proposed Acquisition and that all parties were to conclude negotiations within 6 months from the date of its letter (i.e. 5 October 2022).

On 22 April 2022, the Board announced that the Parties have on even date entered into an exclusivity agreement (“**Exclusivity Agreement**”), granting the Parties the exclusive right to enter into negotiations with each other to finalise the structure, pricing, and terms and conditions of the Proposed Acquisition for a period commencing on the date of the Exclusivity Agreement until 5.00 p.m. of the last day of the 6th month from the date of the letter of approval from BNM to commence negotiations (i.e. 5 October 2022) or such other further period as may be agreed in writing by the Parties and approved by BNM (“**Exclusivity Period**”).

On 30 September 2022, AmInvestment Bank, on behalf of the Board, announced that BNM had vide its letter dated 29 September 2022 granted MBSB an extension of time to 5 January 2023 to conclude the negotiations with PNB for the Proposed Acquisition.

On 5 October 2022, AmInvestment Bank, on behalf of the Board, announced that the Parties had on even date agreed in writing to extend the Exclusivity Period to 5 January 2023.

On 21 October 2022, AmInvestment Bank, on behalf of the Board, announced that the Company had on even date submitted the BNM Application, to seek the BNM and MOF Approvals and that the Parties

On 10 November 2022, AmInvestment Bank, on behalf of the Board, announced that Bursa Securities had vide its letter on even date, allowed the Appeal for the Waiver Application subject to the Conditions by Bursa Securities.

On 14 April 2023, AmInvestment Bank, on behalf of the Board announced that the MOF / BNM, had vide BNM's letter dated 13 April 2023 granted its approval to the Company for the Proposed Acquisition.

On 9 June 2023, AmInvestment Bank, on behalf of the Board, announced that the Company had entered into the SPA with PNB for the Proposed Acquisition

On 13 June 2023. AmInvestment Bank, on behalf of the Board, announced that the listing application in relation to the Proposed Acquisition had been submitted to Bursa Securities on 12 June 2023.

On 23 June 2023, AmInvestment Bank, on behalf of the Board, announced that Bursa Securities had vide its letter dated 22 June 2023, approved the listing of and quotation for the Final Consideration Shares on the Main Market, subject to the conditions as set out in Section 8 of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED ACQUISITION AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS TO BE TABLED AT THE FORTHCOMING EGM.

PURSUANT TO SECTION 47 OF THE CONSTITUTION READ TOGETHER WITH SUBSECTION 85(1) OF THE ACT, MBSB SHAREHOLDERS HAVE PRE-EMPTIVE RIGHTS OVER ALL UNISSUED AND NEW SHARES WHICH SHALL FIRST BE OFFERED TO MBSB'S SHAREHOLDERS UNLESS OTHERWISE DETERMINED BY THE COMPANY IN GENERAL MEETING.

BY VOTING IN FAVOUR OF THE RESOLUTION ON THE PROPOSED ACQUISITION, MBSB'S SHAREHOLDERS WILL IN EFFECT BE DETERMINING IN GENERAL MEETING TO WAIVE THEIR PRE-EMPTIVE RIGHTS WHICH THEY ARE ENTITLED TO PURSUANT TO SECTION 47 OF MBSB'S CONSTITUTION, READ TOGETHER WITH SUBSECTION 85(1) OF THE ACT AND AGREEING TO MBSB'S ISSUE OF THE FINAL CONSIDERATION SHARES TO PNB IN ACCORDANCE WITH THE SPA. PLEASE REFER TO SECTION 2.10 OF PART A OF THE CIRCULAR FOR FURTHER DETAILS ON THE PRE-EMPTIVE RIGHTS PURSUANT TO MBSB'S CONSTITUTION AND SUBSECTION 85(1) OF THE ACT.

2. DETAILS OF THE PROPOSED ACQUISITION

2.1 Details of the Proposed Acquisition

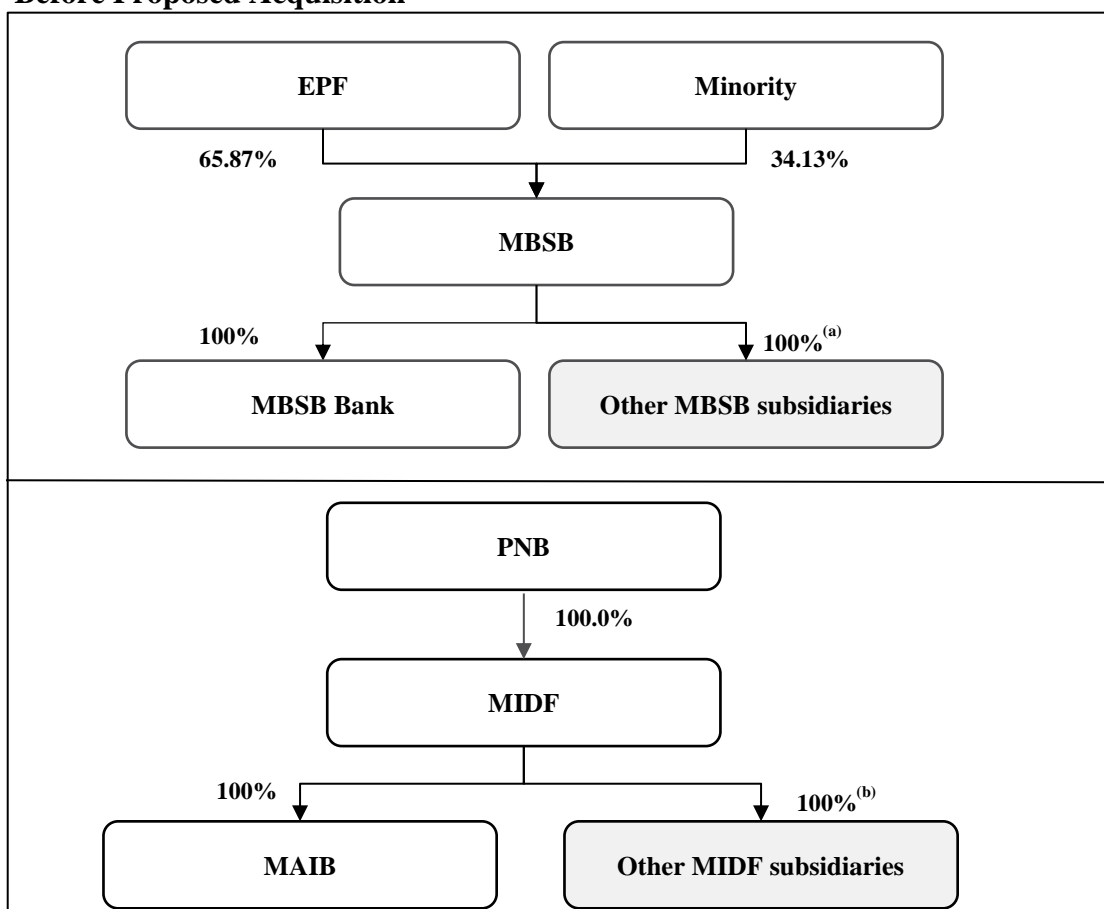
The Proposed Acquisition entails the acquisition by MBSB of 480,355,627 ordinary shares in MIDF representing 100% equity interest in MIDF from PNB for the Final Purchase Consideration to be satisfied through the issuance and allotment of the Final Consideration Shares at the Final Issue Price.

The Sale Shares shall be acquired free from all encumbrances with all rights, benefits and entitlements attaching to the Sale Shares, including without limitation all rights, dividends and/ or other distributions which may be declared, made or paid in respect thereof, where the date on which the shareholders of MIDF must be registered in order to participate in the relevant distribution is on or subsequent to the Completion Date.

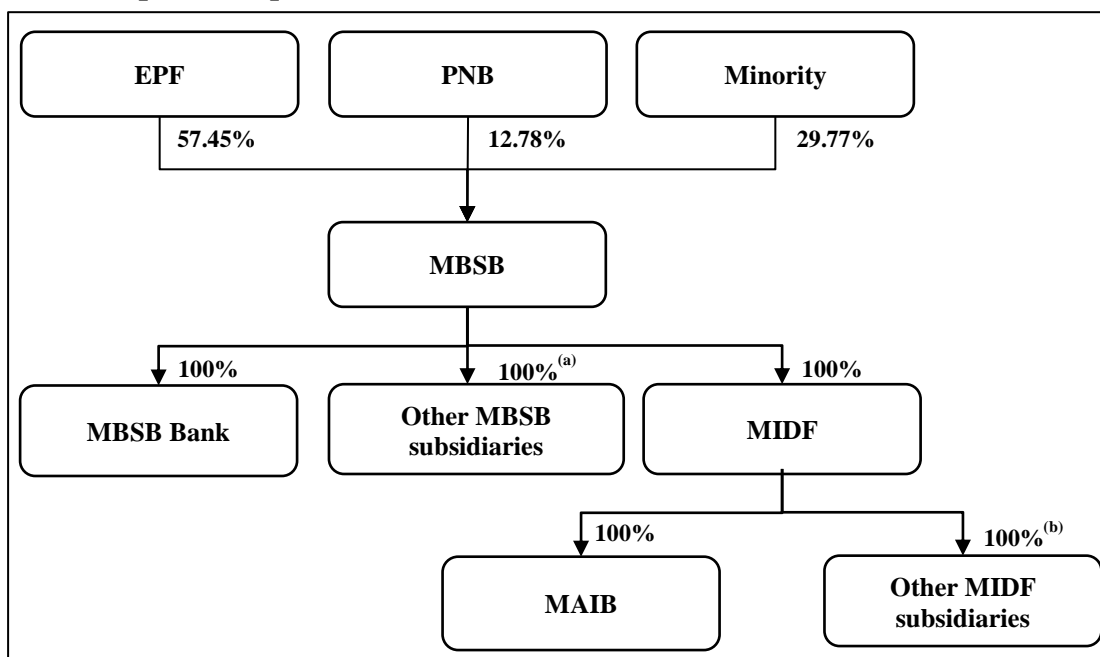
Upon completion of the Proposed Acquisition, MIDF will become a wholly-owned subsidiary of MBSB.

The corporate and shareholding structures of MBSB and MIDF before and after the Proposed Acquisition are as set out below:

Before Proposed Acquisition



After Proposed Acquisition



Notes:

(a) Except for Prudent Legacy Sdn Bhd, in which MBSB owns 92% interest.

(b) Except for Oriental 1963 Berhad, in which MIDF owns 75.2% interest.

Information on MIDF Group and PNB are as set out in Section 2.2 and 2.3 of this Circular respectively.

Please refer to Appendix III of this Circular for the salient terms of the SPA.

2.2 Information on MIDF

MIDF was incorporated as Malayan Industrial Development Finance Limited on 30 March 1960 under Section 15(1) of the Companies Ordinances, 1940 to 1946. On 31 May 1960, it was entitled to commence business under Section 95(3) of the Companies Ordinances, 1940 to 1946.

On 4 March 1964, MIDF changed its name to Malaysian Industrial Development Finance Limited.

By virtue of the Certificate of Incorporation of Public Company dated 15 October 1969, MIDF is deemed to have changed its name to Malaysian Industrial Development Finance Berhad with effect from 15 April 1966 and that it is a public company limited by shares.

On 23 January 1986, MIDF was declared a “prescribed corporation” by the Minister of Finance pursuant to Section 38(7)(b) of the Companies Act 1965.

MIDF was listed on the Main Board of the Bursa Securities on 7 December 1992 and subsequently delisted on 30 October 2007.

The company is principally engaged in investment holding, providing finance, leasing and industrial hire-purchase services to industries and businesses in Malaysia, whilst the principal activities of its material subsidiaries are investment banking and Islamic asset/ fund management.

As at LPD, the issued and paid-up share capital of MIDF as at LPD is RM879,931,366.00 comprising 480,355,627 ordinary shares in MIDF and PNB is the sole shareholder of MIDF.

MIDF recorded an audited PAT and NA attributable to the owners of MIDF of approximately RM76.40 million and approximately RM1,652.66 million respectively for its FYE 31 December 2022.

As at LPD, the directors of MIDF are as follows:

Name	Designation
Tan Sri Abd Rahman bin Mamat	Independent Non-Executive Director/ Chairman
Datuk (Dr.) Yasmin binti Mahmood	Non-Independent Non-Executive Director
Hasnah binti Omar	Independent Non-Executive Director
Dato’ Kaziah binti Abdul Kadir	Senior Independent Non-Executive Director
Ahmad Lutfi bin Abdull Mutalip @ Talib	Independent Non-Executive Director
Dato’ Charon Wardini bin Mokhzani ^(a)	Group Managing Director
Datuk Mohd Nasir bin Ali	Independent Non-Executive Director

Note:

(a) Contract expired on 2 July 2023.

Please refer to Appendix I of this Circular for further details on MIDF.

2.3 Information on PNB

PNB was established on 17 March 1978 as one of the instruments of the Government’s New Economic Policy in relation to the upliftment of Bumiputera economic status. PNB is licensed and regulated by the SC. The principal activities of PNB are investment holding and providing management services.

The issued and paid-up share capital of PNB as at LPD is RM100,000,000.00 comprising 100,000,000 ordinary shares.

As at LPD, the shareholders of PNB are as follows:

Name	Direct		Indirect	
	No. of shares	% ^(a)	No. of shares	% ^(a)
Yayasan Pelaburan Bumiputra Minister of Finance, Incorporated	99,999,999 1	99.99 *(b)	- -	- -

Notes:

- (a) Based on 100,000,000 ordinary shares of RM1.00 each in PNB, being the issued and paid-up share capital of PNB as at the LPD. The remaining 1 ordinary share of RM1.00 in PNB is held by Minister of Finance, Incorporated.
- (b) Negligible.

As at LPD, the directors of PNB are as follows:

Name	Designation
YM Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda	Group Chairman
Encik Ahmad Zulqarnain bin Che Onn	President & Group Chief Executive/ Non-Independent Executive Director
Tan Sri Datuk Zainun binti Ali	Independent Non-Executive Director
Datuk Dr. Mohd. Yaakub bin Haji Johari	Independent Non-Executive Director
Datu Haji Soedirman bin Haji Aini	Independent Non-Executive Director
Dato Dr. Nik Ramlah binti Nik Mahmood	Independent Non-Executive Director
Dato' Johan bin Ariffin	Independent Non-Executive Director
Datin Norazah binti Mohamed Razali	Independent Non-Executive Director

2.4 Details of the Final Purchase Consideration and Final Issue Price

Pursuant to the terms of the SPA, the Final Purchase Consideration of approximately RM1.01 billion is to be satisfied entirely via the issuance of approximately 1.05 billion Final Consideration Shares at a Final Issue Price of RM0.9652 (rounded to 4 decimal points for disclosure purposes). For the purposes of calculating the number of Final Consideration Shares, the Final Issue Price per Final Consideration Share shall not be rounded and any fractions of Final Consideration Shares shall be disregarded.

2.4.1 Final Purchase Consideration

The Final Purchase Consideration based on MIDF's Closing Accounts Date as at 31 December 2022 as stipulated under the terms and conditions of the SPA has been determined in the following manner:

77% ^(a) of MIDF Adjusted Closing Net Assets After Excess Capital ^(b)	RM 577,162,355.00
add 100% of MIDF Closing Excess Capital ^{(b)(d)}	887,132,693.55
less dividends declared and paid after the Closing Accounts Date but before the Completion Date	-
less MIDF Pre-Completion Dividend	(450,000,000.00)
Final Purchase Consideration	1,014,295,048.55

Notes:

- (a) This was commercially negotiated by the Parties after completion of due diligence and taking into account the PBRs of the other financial institutions or their holding companies listed in Malaysia. As stated in Section 2.5.1 of Part A of this Circular, the PBR of the financial institution is between 0.39 times to 1.47 times as at LPD.
- (b) MIDF Adjusted Closing Net Assets After Excess Capital is calculated based on MIDF's audited consolidated NA (inclusive of non-controlling interests) as at the Closing Accounts Date of approximately RM1,652.90 million less the MIDF Closing Excess Capital of approximately RM887.13 million and less MIDF Adjustment.

- (c) *MIDF Closing Excess Capital is defined as the excess capital of MIDF Group as ascertained based on the MIDF Total CET-1 Capital as at the Closing Accounts Date of approximately RM1,478.06 million less MIDF Adjustment less the multiplication of the MIDF Total Risk Weighted Assets as at the Closing Accounts Date of approximately RM3,831.47 million and the MIDF Agreed CET-1 Ratio.*
- (d) *MIDF Agreed CET-1 Ratio is defined as MIDF CET-1 Ratio of 15% as agreed and commercially negotiated by the Parties after taking into consideration the CET-1 ratio of the other financial institutions or their holding companies listed in Malaysia. Based on the latest available financial statements as at LPD, CET-1 ratio of the other financial institutions or their holding companies listed in Malaysia as listed in Section 2.5.1 of Part A of this Circular is between 12.84% to 17.90%.*

2.4.2 Final Issue Price

The Final Issue Price was determined based on the Company's Closing Accounts Date as at 31 December 2022 as stipulated under the terms and conditions of the SPA in the following manner:

	RM
78% ^(a) of MBSB Adjusted Closing Net Assets After Excess Capital ^(b)	4,892,742,807.42
add 100% of MBSB Closing Excess Capital ^{(c)(d)}	2,638,990,088.60
less dividends declared and paid after the Closing Accounts Date but before the Completion Date	-
less MBSB Pre-Completion Dividend	(609,576,123.26)
add proceeds or consideration, if any in connection with issuance of new MBSB Shares or any instrument that is dilutive when convertible into MBSB Shares	-
Final Consideration Shares Value	6,922,156,772.76
divided by the number of MBSB Shares on a fully diluted basis as at the date of the SPA	7,171,483,803.00
Final Issue Price per Final Consideration Share^(e)	0.9652

Notes:

- (a) *This was commercially negotiated by the Parties after completion of due diligence and taking into account the PBRs of the other financial institutions or their holding companies listed in Malaysia. As stated in Section 2.5.1 of Part A of this Circular, the PBR of the financial institution is between 0.39 times to 1.47 times as at LPD.*
- (b) *MBSB Adjusted Closing Net Assets After Excess Capital is calculated based on MBSB's audited consolidated NA as at Closing Accounts Date of approximately RM8,959.19 million less the MBSB Closing Excess Capital of approximately RM2,638.99 million and less MBSB Adjustment.*
- (c) *MBSB Closing Excess Capital is defined as the excess capital of MBSB Group as ascertained based on the MBSB Total CET-1 Capital as at the Closing Accounts Date of approximately RM8,548.37 million less MBSB Adjustment less the multiplication of the MBSB Total Risk Weighted Assets as at the Closing Accounts Date of approximately RM39,141.90 million less gross of MBSB Adjustment excluding tax of approximately RM62.44 million and the MBSB Agreed CET-1 Ratio of 15%.*
- (d) *MBSB Agreed CET-1 Ratio is defined as MBSB CET-1 Ratio of 15% as agreed and commercially negotiated by the Parties after taking into consideration the CET-1 ratio of the other financial institutions or their holding companies listed in Malaysia. Based on the latest available financial statements as at LPD, CET-1 ratio of the other financial institutions or their holding companies listed in Malaysia as listed in Section 2.5.1 of Part A of this Circular is between 12.84% to 17.90%.*
- (e) *For information, the Final Issue Price as disclosed herein has been rounded to the nearest 4 decimals. For the purposes of calculating the number of Final Consideration Shares, the Final Issue Price per Final Consideration Share shall not be rounded and any fractions of Final Consideration Shares shall be disregarded.*

2.5 Basis of and justification for the Final Purchase Consideration and Final Issue Price

2.5.1 Basis of and justification for the Final Purchase Consideration

The Final Purchase Consideration was arrived at on a "willing buyer-willing seller" basis after taking into consideration, amongst others, the following:

- (i) the NA based on the audited consolidated NA of MIDF Group as at the Closing Accounts Date less MIDF Pre-Completion Dividend and MIDF Adjustment, which translates to approximately RM1.19 billion. The Final Purchase Consideration represents a PBR of 0.85 times of the 2022 MIDF Net Assets Post Adjustments;

- (ii) the strategic rationale for the Proposed Acquisition;
- (iii) prospects of MIDF Group;
- (iv) the trading multiples of financial institutions or their holding companies listed in Malaysia with PBR ranging from 0.39 times to 1.47 times as follows:

Name	Closing price as at LPD (RM)	Market capitalisation as at LPD (RM mil)	NA per share as at 31 Mar 2023 (RM)	^(a) PBR (times)	^(a) PER (times)	^(a) EV/EBITDA (times)
Bank Islam Malaysia Berhad	1.77	3,971.89	3.20	0.55	7.88	1.27
Affin Bank Berhad	1.84	4,183.96	4.76	0.39	3.53	1.58
Malayan Banking Bhd	8.65	104,268.20	7.12	1.21	12.33	4.88
Public Bank Berhad	3.88	75,313.48	2.64	1.47	11.70	4.50
CIMB Group Holdings Bhd	5.14	54,818.62	6.13	0.84	9.69	2.39
Hong Leong Bank Berhad	18.60	38,109.47	16.07	1.16	9.87	3.91
RHB Bank Berhad	5.39	22,893.35	7.04	0.77	7.93	2.48
AMMB Holdings Bhd	3.55	11,748.46	5.48	0.65	6.77	3.82
Alliance Bank Malaysia Bhd	3.26	5,046.83	4.36	0.75	7.45	1.95
Kenanga Investment Bank Berhad	0.88	631.09	1.38	0.64	13.13	^(b) (4.59)
			Min Max	0.39 1.47	3.53 13.13	1.27 4.88
MIDF-Purchase Consideration			2.47 ^(c)	0.85 ^(d)	13.28 ^(d)	1.29 ^(d)

(Source: Annual reports, quarterly results and Bloomberg)

Notes:

- (a) Based on the latest available financial statements as at LPD, i.e., 31 March 2023.
- (b) Outlier.
- (c) Based on 2022 MIDF Net Assets Post Adjustments of approximately RM1,186.69 million and 480.36 million of MIDF shares.
- (d) Based on the financial information as at 31 December 2022 (i.e., the Closing Accounts Date).

The Final Purchase Consideration represents a PBR of 0.85 times. It is within the range of traded PBRs of 0.39 times to 1.47 times applicable to financial institutions or their holding companies listed in Malaysia.

The PER and EV/EBITDA comparisons above are provided for shareholders' reference only. The Final Purchase Consideration represents a PER of 13.28 times, which is above the range of traded PERs of 3.53 times to 13.13 times whilst the EV/EBITDA ratio (based on the Final Purchase Consideration) of 1.29 times is within the range of the traded EV/EBITDA ratios of 1.27 times to 4.88 times.

- (v) the selected precedent transactions involving the acquisition of financial institutions listed in Malaysia PBRs ranging from 0.93 times to 2.35 times over the last 15 years from 2007 up to LPD are as follows:-

Completion Date	Target	Bidder	PBR
			(times)
Islamic Bank Transactions			
2013	Bank Islam Malaysia Berhad	BIMB Holdings Berhad	1.88
2008	Bank Muamalat Malaysia Berhad	DRB-Hicom Berhad	2.15
Other Bank Transactions			
2018	Asian Finance Bank Berhad	MBSB	1.30
2013	Hwang DBS	Affin Holdings	1.28
2012	OSK Investment Bank Berhad	RHB Capital Berhad	1.77
2012	ECM Libra Investment Bank Berhad	Kenanga Investment Bank Berhad	1.27
2011	RHB Capital Berhad	Aabar Investments	2.35
2011	EON Capital Berhad	Hong Leong Bank Berhad	1.42
2008	EON Capital Berhad	Primus Pacific Partners	2.21
2008	RHB Capital Berhad	Abu Dhabi Commercial Bank	2.18
2007	Affin Holdings	Bank of East Asia	1.30
2007	MIDF	PNB	0.93
2007	RHB Capital Berhad	Employees Provident Fund of Malaysia	1.76
2007	AMMB Holdings Berhad	Australia and New Zealand Banking Group	1.29
		Min	0.93
		Max	2.35

2.5.2 Basis of and Justification for the Final Issue Price

The Final Issue Price was commercially negotiated between the parties after taking into consideration amongst others, the following:

- (i) the adjusted NA based on the audited consolidated NA of MBSB Group as at the Closing Accounts Date less MBSB Pre-Completion Dividend and MBSB Adjustment, which translates to approximately RM8.30 billion. The Final Issue Price represents a PBR of 0.83 times of the 2022 MBSB Net Assets Post Adjustments;
- (ii) historical trading share price of MBSB as depicted in the table below;
- (iii) the PBRs of financial institutions or their holding companies listed in Malaysia as discussed above; and
- (iv) the precedent transactions involving the acquisition of financial institutions listed in Malaysia as discussed above.

The issuance of the Final Consideration Shares for the Final Purchase Consideration will enable the Company to conserve the cash balance for the operations and financing requirements of the Group, as well as avoid having to gear up if the Final Purchase Consideration is to be fully settled in cash.

The Final Issue Price represents the following premium to the last trading price and VWAP of MBSB Shares up to and including the LPD:

	Price	Premium	
	(RM)	(RM)	(%)
Last trading price of MBSB Shares as at LPD	0.6450	0.3202	49.64
Up to and including LPD:			
5-day VWAP of MBSB Shares	0.6442	0.3210	49.83
1-month VWAP of MBSB Shares	0.6452	0.3200	49.60
3-month VWAP of MBSB Shares	0.6403	0.3249	50.74
6-month VWAP of MBSB Shares	0.6324	0.3328	52.62
12-month VWAP of MBSB Shares	0.6205	0.3447	55.55

(Source: Bloomberg)

The monthly high and low transacted market prices of MBSB Shares as traded on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	High	Low
	(RM)	(RM)
2022		
July	0.590	0.550
August	0.605	0.570
September	0.610	0.575
October	0.595	0.555
November	0.610	0.575
December	0.635	0.595
2023		
January	0.620	0.600
February	0.615	0.600
March	0.685	0.570
April	0.650	0.580
May	0.665	0.615
June	0.690	0.615
Last transacted market price on 8 June 2023 (being the day prior to the Announcement)		0.620
Last transacted market price as at LPD		0.645

(Source: Bloomberg)

For information purposes, the Final Issue Price for the Final Consideration Shares represents a premium of approximately 54.68% to the 5-day VWAP of MBSB Shares of RM0.6240 up to and including 8 June 2023, being the last trading day prior to the date of the SPA.

The number of Final Consideration Shares was determined based on the total Final Purchase Consideration divided by the Final Issue Price per Final Consideration Shares and any fractions of Final Consideration Shares shall be disregarded.

For information, the Final Issue Price as disclosed herein has been rounded to the nearest 4 decimals. For the purposes of calculating the number of Final Consideration Shares, the Final Issue Price per Final Consideration Share shall not be rounded.

2.6 Proposed changes to the Board and selected Key Executives

Pursuant to the SPA, PNB is entitled to nominate 2 persons as directors of MBSB, 1 of whom shall be an independent director, subject to the receipt of the relevant approval from BNM for such appointments (if required). The application to BNM on the PNB's 2 nominations is expected to be submitted to BNM on or before Completion. Barring any unforeseen circumstances, the appointments are expected to be finalised within 2 to 3 months from the application made to BNM.

In respect of the proposed changes to selected key executives, MBSB and PNB had established a Group Leadership Committee for the purpose of jointly identifying and mutually agreeing on suitable candidates for the positions of, amongst others, Group Chief Executive Officer and Group Chief Financial Officer of MBSB.

On 16 June 2023 and 30 June 2023, the Board announced the appointment of Encik Mohamed Rafe bin Mohamed Haneef as the Group Chief Executive Officer of MBSB effective 1 July 2023. Following that, the role of Datuk Nor Azam M. Taib was redesignated as the Chief Executive Officer of MBSB Bank effective on the same date.

2.7 Ranking of the Final Consideration Shares

The Final Consideration Shares shall be issued free from all encumbrances, and with all rights and benefits attached thereto, ranking equally in all respects with the existing issued and fully paid-up MBSB Shares, including without limitation all rights, dividends and/ or other distributions which may be declared, made or paid in respect thereof, where the date on which the shareholders of the Company must be registered in order to participate in the relevant distribution, is on or subsequent to the Completion Date.

2.8 Listing of and quotation for the Final Consideration Shares

Bursa Securities had vide its letter dated 22 June 2023 granted its approval for the listing of and quotation for the Final Consideration Shares on the Main Market.

2.9 Assumption of liabilities

Save for the obligations and liabilities of MBSB arising from or in connection with the SPA, there is no liability, including any contingent liability or guarantee, to be assumed by MBSB arising from the Proposed Acquisition.

2.10 Estimated additional financial commitment

Save for the integration cost for the Proposed Acquisition which cannot be determined at this juncture, the Board does not expect to incur any additional financial commitments to put MIDF's businesses on-stream as it is currently operating as a going concern.

2.11 Pre-emptive rights pursuant to MBSB's constitution and subsection 85(1) of the Act

Subsection 85(1) of the Act which is subject to MBSB's constitution, provides as follows:

"85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Pursuant to section 47 of the constitution read together with subsection 85(1) of the Act, MBSB's shareholders have pre-emptive rights over all unissued and new shares which shall first be offered to MBSB's shareholders unless otherwise determined by the Company in general meeting.

By approving the resolution on the Proposed Acquisition, MBSB's shareholders will in effect be determining in a general meeting (in accordance with Section 47 of MBSB's constitution, read together with subsection 85(1) of the Act):

- (i) to waive their pre-emptive rights (under section 47 of the constitution read together with subsection 85(1) of the Act) to be first offered the new shares comprised in the Final Consideration Shares, in proportion, as nearly as may be, to the number of shares held by the shareholders in MBSB; and
- (ii) that the Final Consideration Shares are not required to be offered or issued proportionately to MBSB's members first before MBSB issues the Final Consideration Shares to PNB pursuant to the Proposed Acquisition.

In summary, by voting in favour of the resolution on the Proposed Acquisition, MBSB's shareholders will be effectively waiving their pre-emptive rights which they are entitled to pursuant to MBSB's constitution, read together with subsection 85(1) of the Act.

3. RATIONALE FOR THE PROPOSED ACQUISITION

The Proposed Acquisition will result in a well-capitalised financial services group which is financially resilient to compete in the market with a stronger balance sheet. It will create an enlarged banking group with end-to-end banking services comprising consumer banking, commercial & SME banking, development finance, corporate banking, investment banking and asset management, servicing a wider customer base that extends beyond MBSB Bank and MIDF Group's pool of existing customers.

With the combined strength and expertise of both MBSB Bank and MIDF Group and synergies to be derived from the Enlarged Group, the Enlarged Group will be able to expand into new and larger customer segments through tailored financing, structuring and advisory solutions to support the business needs and growth of consumer and corporate clients. Essentially the Proposed Acquisition would:

- (i) bring together two banking groups with a combined capital base of approximately RM10.69 billion^(a), assets of approximately RM61.74 billion^(b) as at FYE 31 December 2022 (*after taking into account the MBSB Pre-Completion Dividend, the MBSB Adjustment, the MIDF Pre-Completion Dividend and the MIDF Adjustment*) and profitability of approximately RM536.6 million^(c) for FYE 31 December 2022, enabling the Enlarged Group to provide a broader range of products, services and solutions through the existing branches, self-service terminals, mobile and digital channels, and target previously underserved customer segments (i.e. individuals, entrepreneurs and corporates whose needs for financial products and services are currently not adequately served or met) with an enhanced value proposition to the market;
- (ii) have an expanded network and complementary businesses which would strengthen the Enlarged Group's footprint in the banking market with customer centricity as its core focus. This in turn, would help the Enlarged Group build a more diversified and sustainable business, and profitable growth moving forward. The Enlarged Group's retail, SME banking and development finance, and corporate banking businesses will help cushion the more volatile market for fee-based income, while the investment banking business can become more scalable with a larger capital base of the combined group; and
- (iii) provide an impetus for a transformational change and a common strategy across the Enlarged Group, with the steer of an experienced leadership and management team with the desire and will, for the Enlarged Group to succeed.

Notes:-

(a) *The breakdown of the combined capital base are as follows:-*

	RM'000
MBSB's total capital as at FYE 31 Dec 2022	10,300,726
Add : MIDF's total capital as at FYE 31 Dec 2022	1,517,238
Less : MBSB Pre-Completion Dividend	609,576
Less : MBSB Adjustment	47,456
Less : MIDF Pre-Completion Dividend	450,000
Less : MIDF Adjustment	16,206
Total combined assets	10,694,726

(b) *The breakdown of the combined assets are as follows:-*

	RM'000
MBSB's total assets as at FYE 31 Dec 2022	54,948,305
Add : MIDF's total assets as at FYE 31 Dec 2022	7,919,909
Less : MBSB Pre-Completion Dividend	609,576
Less : MBSB Adjustment	47,456
Less : MIDF Pre-Completion Dividend	450,000
Less : MIDF Adjustment	16,206
Total combined assets	61,744,976

(c) *The breakdown of the combined profitability (excluding one-off gain from acquisition and estimated expenses) are as disclosed in Section 6.4 of Part A of this Circular.*

4. PROSPECTS, OUTLOOK AND FUTURE PLANS

4.1 Overview and prospects of the Malaysian economy

The global gross domestic product ("**GDP**") growth in 2022 moderated to 3.4% reflecting the economic slowdown in advanced economies as well as emerging market and developing economies (EMDEs). Despite the softened global growth, Malaysia's economy recorded a strong growth of 8.7% in 2022, exceeding the initial projection of 6.5% - 7%, whereby real output value reached above the pre-pandemic level. The commendable performance was driven by domestic demand and improved labour market in line with the transition to endemic phase. These resulted from an increase in economic activities which include household spending, investment and tourism. Subsequently, encouraging expansion in all economic sectors primarily the services and manufacturing have also provided continuous impetus to the significant economic growth in 2022. Furthermore, the growth was attributed to robust external demand, especially among Malaysia's major trading partners.

Notwithstanding the growth, the economy in 2022 experienced several challenges with escalating inflationary pressures due to high commodity and food prices as well as softened global economic growth and trade. Therefore, the Government has taken various holistic and comprehensive measures to help the rakyat and businesses in dealing with inflationary pressures and higher cost of living.

In 2023, global growth is expected to further soften at 2.9% on the back of persistent pressures such as inflation, tightening global financial conditions and economic deceleration among major economies. Meanwhile, Malaysia's economic growth is projected to moderate amid the signs of weakness in the global growth momentum. The growth will be mainly supported by steady domestic demand primarily private expenditure initiatives as well as initiatives under the Budget 2023 and development expenditure under the Twelfth Malaysia Plan, 2021 – 2025 (12MP). However, a slowdown in external demand is expected to moderate exports growth, particularly in the electrical and electronic products and major commodities. On the supply side, all economic sectors are expected to remain in the positive growth trajectory in 2023, driven by the services and manufacturing sectors. Other sectors, namely agriculture, mining and construction are also expected to grow further in line with the improvement in economic activities. However, downside risks such as prolonged geopolitical conflict, climate-related disasters and persistently high inflation are expected to further hampering the global economic growth, hence, affecting Malaysia's performance. Overall, the nation's GDP is forecast to grow approximately 4.5% in 2023.

(Source: Economic & Fiscal Outlook and Federal Government Revenue Estimates 2023, Ministry of Finance Malaysia)

4.2 Overview and outlook of Banking in Malaysia

Interbank rates declined slightly during the quarter as a result of normalisation in interbank rates following some easing in the tighter interbank market conditions observed towards end-2022, average lending rate (ALR) on outstanding loans declined, driven by few selected banks and broadly stable fixed deposit (FD) rates amid the unchanged overnight policy rate (OPR).

Banking system liquidity remained sufficient at both the institutional and system-wide levels. Slightly higher outstanding liquidity placed with BNM at the end of the quarter amid net portfolio inflows. At the institutional level, almost all banks maintained surplus liquidity positions with the Bank as at end-March 2023.

(Source: BNM Quarterly Bulletin, First Quarter 2023, BNM)

Credit conditions in Malaysia

Credit to the private non-financial sector

Credit to the private non-financial sector has slower growth in outstanding loans (4.2%; 4Q 2022: 4.7%) as loan repayments growth (10.8%) outpaced that of disbursements (7.5%) across segments. Outstanding corporate bonds also grew at a more moderate pace (4.4%; 4Q 2022: 4.6%).

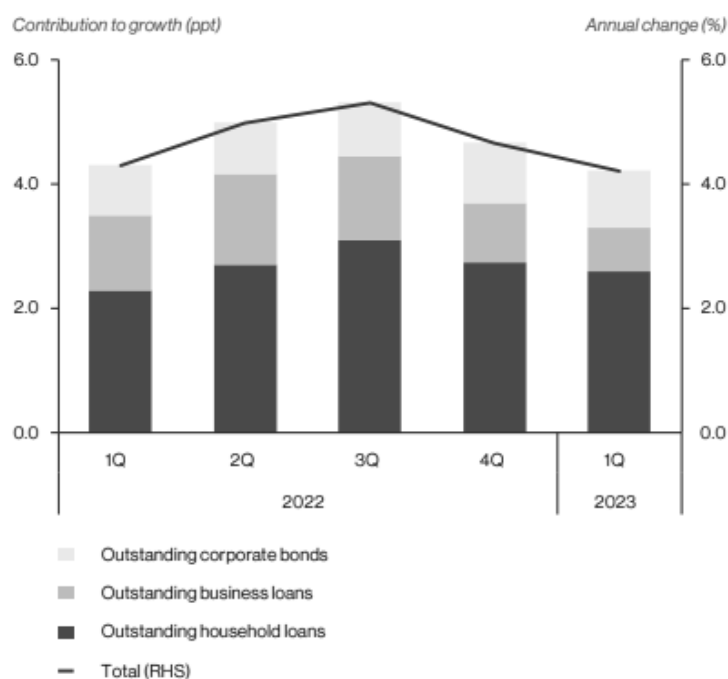
Business Loans

Moderation in loan growth was partly driven by continued growth in repayments, amid the higher and expected increase in borrowing costs. Loan disbursements growth also moderated from the previous higher base, although the levels remained well above pre-COVID-19 average. Investment-related loans remained forthcoming, especially for SMEs.

Household Loans

For household loans, weaker loan growth for purchase of securities. Loan growth for purchase of big-ticket items remained sustained, with higher growth recorded for car purchase.

Credit to the Private Non-Financial Sector¹



¹ Consists of outstanding corporate bonds and outstanding loans to businesses and households
Source: Bank Negara Malaysia

(Source: BNM Quarterly Bulletin, First Quarter 2023, BNM)

Islamic Banking

The global Islamic finance landscape has evolved significantly. Compared to a decade ago, Islamic finance has gained greater prominence in the global financial landscape. Global Islamic financial assets have grown from USD1.6 trillion in 2012 to USD2.7 trillion in 2020. Prospects for further growth remain significant, particularly within Asia and Organisation of Islamic Cooperation (OIC) countries. These may arise from untapped market segments, the growing halal business, and demand for more sustainable investments. Alongside the broader digitalisation of financial services, Islamic fintech opportunities are also growing, particularly in developing countries with Muslim-majority populations.

The Islamic finance space is thus expected to become more vibrant globally. Increasingly, more countries are looking to develop domestic markets and expand their footprint overseas. This environment creates new opportunities to Islamic finance – such as new cross-border partnerships to realise synergies, including through ‘collaborative competition’ (co-opetition) among established and emerging Islamic financial centres.

Against this backdrop, the Malaysia International Islamic Financial Centre (MIFC) vision and strategy continues to evolve in response to global trends and shifts in real economic needs.

BNM will strengthen the Shariah regulatory framework by aligning the application of Shariah contracts with their underlying wisdom (hikmah). This includes setting out clear considerations for financial institutions in adopting certain arrangements in exceptional circumstances (e.g. ceding takaful risk to conventional insurers or reinsurers due to capacity constraints), in line with the hajah principle.

Another desired outcome is for financial institutions to use more diverse Shariah contracts, thereby enabling value-based finance to serve a wider range of economic and social needs. This may call for a reconsideration of the use of tawarruq, which is presently a dominant Shariah contract for Islamic finance products in Malaysia’s Islamic finance landscape.

(Source: Financial Sector Blueprint 2022 to 2026, BNM)

4.3 Prospects and future plans of the Enlarged Group

MBSB Group via MBSB Bank operates as an Islamic bank focusing on Consumer Banking, Commercial Banking and Corporate Banking, as follows:

(i) Consumer Banking

MBSB Bank offers a range of retail banking solutions including personal and property financing, and wealth management products.

(ii) Commercial Banking

MBSB Bank provides a range of financial and advisory solutions, including business financing, trade finance, cash management, and treasury services with deep understanding of the property and construction sector, to help mid- to large-sized financial and public sector institutions grow and expand their business.

(iii) Corporate Banking

MBSB Banks offers a range of corporate banking services, including project financing, corporate financing, syndications, and debt capital market solutions, to help large corporations and government-linked companies (GLCs) achieve their strategic objectives.

MIDF Group is a diversified financial services group, with three core business areas as follows:

(i) Investment Banking

MIDF Group provides a full suite of investment banking products and services including treasury, debt markets (conventional bonds, Islamic sukuk and loan/financing syndication), share margin financing, corporate finance (initial public offering (IPO), placement/rights issuance, corporate advisory, etc), equity market dealing and stockbroking, client advisory and solutions (strategic and financial advisory, origination and structuring), and economic and equity research.

(ii) Development Finance

MIDF Group focuses on promoting the development of industrial sector in Malaysia especially manufacturing and services by managing Government funds through provision of financing & grants primarily for SMEs.

(iii) Asset Management

MIDF Group provides Shariah-compliant fund management services (unit trusts, money market, private mandates) to statutory bodies, private pension funds, state government-related funds, etc as well as to retail investors (for Unit Trust Funds).

Enabled by the complementary range of customers and products of MBSB Group and MIDF Group, the Enlarged Group would be better positioned to offer end-to-end banking services comprising consumer banking, commercial & SME banking, development finance, corporate banking, investment banking and asset management, servicing a wider customer base that extends beyond MBSB Bank and MIDF Group's pool of existing customers.

In addition, MBSB believes that there are more avenues and potential opportunities for cross selling of complementary and/or existing products and services to the enlarged customer pool as follows:

- (i) for MBSB Bank, there is potential to increase its customer base as MBSB Bank's customers are predominantly retail / individual while MIDF Group's customers are largely corporate. MBSB Bank should be able to scale up its existing corporate and SME clients leveraging on MIDF's banking products;
- (ii) for MIDF Group's investment banking, there is a potential to support larger transaction value deals by leveraging on MBSB Bank's balance sheet such as corporate finance and debt market deals.

Additionally, with a stronger market positioning, the coming together of both banking groups will generate synergies and create additional value for shareholders and stakeholders. The combined banking groups will be better placed to overcome the inherent market and capital limitations faced by each standalone entity, to derive synergies from the enhance product portfolio and combined customer base, and penetrate new market and customer segments.

Barring unforeseen circumstances, premised on the above and after taking into consideration the prospect of the banking industry as discussed in Section 4.2 above, the Company believes that the Proposed Acquisition should be positive for the MBSB Group.

5 RISKS OF THE PROPOSED ACQUISITION

MBSB Group and MIDF Group are operating in a similar industry i.e. the provision of financial products and related services. As such, both entities are exposed to similar general business risks such as regulatory risks, credit risk, liquidity risk and asset impairment risk which are inherent to the financial services industry in which they operate.

The risk factors which may arise from the Proposed Acquisition includes, but are not limited to the following:

5.1 Completion risk

The completion of the SPA is conditional upon the satisfaction or waiver, as the case may be, of the Conditions Precedent. There can be no assurance that the Conditions Precedent will be fulfilled or obtained in a timely manner or at all. In the event any of the Conditions Precedent cannot be fulfilled or waived on or before the Long-Stop Date, the SPA shall lapse, and hence, the Proposed Acquisition will not be completed.

Nevertheless, MBSB will take all reasonable steps to procure the satisfaction and/or waiver of the Conditions Precedent in order to facilitate the timely completion of the SPA.

5.2 Acquisition and integration risks

MBSB and MIDF each has its own systems, processes, policies and practices, governance structures, corporate cultures, management styles as well as accounting, performance management and reward systems. There can be no assurance that MBSB Group and MIDF Group can be successfully integrated and/or without operational disruptions. Such operational disruptions may result in a loss of clientele, management or key personnel which may have a material adverse effect on the financial and operating conditions of the Enlarged Group.

Following the Proposed Acquisition, there can be no assurance that:

- (i) the anticipated benefits to be derived from the MIDF Group's business will be realised or that the Enlarged Group will be able to generate sufficient revenues to offset the associated acquisition/ integration costs; and
- (ii) the integration between the MBSB Group's business and MIDF Group's business would be undertaken effectively or in a timely manner and any failure/ delay in doing so may have a material adverse effect on the Enlarged Group's financial performance.

Nonetheless, an implementation team will be formed to oversee and execute the implementation activities, comprising representatives from MBSB and MIDF. Each proposed member of the implementation team shall be well qualified and has a depth of relevant experience in their business and/or functional area to monitor and facilitate smooth integration process.

5.3 Ability to attract and retain key/ experienced personnel

In view of the anticipated growth and larger business spectrum, the Enlarged Group would require a greater number of experienced personnel in all its key operating areas in order to function effectively and efficiently within the confines of the regulatory environment.

The Enlarged Group would also need to engage and retain existing personnel who have the relevant experience and/or to hire individuals with the necessary expertise in the newly acquired businesses of investment banking, development finance and/or asset management of the Enlarged Group.

In the event the Enlarged Group failed to retain the existing experienced personnel, the Enlarged Group will have to hire, train and develop individuals on products and services related to the newly acquired businesses of investment banking, development finance and/or asset management to sufficiently equip the new personnel with the necessary knowledge and expertise of the newly acquired businesses.

5.4 Compliance and regulatory risk

After the Proposed Acquisition, the Enlarged Group will carry on businesses licensed or governed under the IFSA, FSA and CMSA and will be subjected to requirements under the IFSA, FSA and CMSA. As such, MBSB Group will be required to perform a full review and assessment of its existing practices and policies to ensure alignment with the requirements of the IFSA, FSA and CMSA.

Further, any change in the IFSA, FSA, CMSA or other regulatory conditions and policies in Malaysia pertaining to the businesses of the Enlarged Group could cause the Enlarged Group to fall into a position of non-compliance which, if unresolved, may result in the suspension or revocation of its the relevant licences issued to it. The inability of the Enlarged Group to operate its business until such non-compliance is resolved and licences reinstated would materially and adversely affect its financial and operational condition.

To mitigate this risk, the Enlarged Group will engage regularly with BNM and SC, keep abreast with the changes in regulatory environment and will, to the best of its ability, put in place necessary strategies in order to comply with the updated regulations.

5.5 Competition

MIDF Group operates in highly competitive industries and the Enlarged Group will face increasing competition from both domestic and foreign institutions in the investment banking, stockbroking and asset management sectors. The increase in competition may result in pricing pressures, shrinking margins and loss of market share which in turn may have a material adverse impact on the financial and operating conditions of the Enlarged Group.

To address the increased competition in the industry, the Enlarged Group will use its best endeavours to formulate strategies to maintain its competitiveness and undertake marketing and promotional activities to increase awareness of the Enlarged Group's range of products and services.

6 EFFECTS OF THE PROPOSED ACQUISITION

The financial effects below have been prepared for illustration purposes based on the Final Purchase Consideration and Final Issue Price based on the Closing Accounts Date.

6.1 Issued share capital

The pro forma effects of the Proposed Acquisition on the total issued share capital of the Company are as follows:

	No. of MBSB Shares	RM
	('000)	(RM'000)
Total issued share capital as at LPD	7,171,484	7,198,068
Final Consideration Shares to be issued ^(a)	1,050,829	^(a) 677,784
Enlarged issued share capital	8,222,313	7,875,852

Note:

(a) Based on approximately 1,050.83 million MBSB Shares issued as consideration recognised at fair value assuming the closing price of MBSB Shares as at LPD of RM0.645 per Share.

6.2 Substantial shareholders' shareholdings and Public Shareholding Spread

Based on the Register of Substantial Shareholders of the Company as at LPD, the pro forma effects of the Proposed Acquisition on the shareholdings of the substantial shareholders of the Company are as follows:

Substantial shareholder	As at LPD				After Proposed Acquisition			
	Direct interest		Indirect interest		Direct interest		Indirect interest	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
	(‘000)		(‘000)		(‘000)		(‘000)	
EPF	4,723,942	65.87	-	-	4,723,942	57.45	-	-
PNB	-	-	-	-	1,050,829	12.78	-	-

The pro forma public shareholding spread is illustrated as follows:-

Particulars	As at LPD		After Proposed Acquisition	
	No. of shares	%	No. of shares	%
	(‘000)		(‘000)	
Issued share capital	7,171,484	100.0	8,222,313	100.0
Less non-public shareholders:				
- EPF	4,723,942	65.87	4,723,942	57.45
- PNB	-	-	1,050,829	12.78
Public shareholding spread	2,447,542	34.13	2,447,542	29.77

As disclosed above, the public shareholders' shareholdings will reduce from 34.13% to 29.77% after the Proposed Acquisition, which is above the 25% threshold pursuant to Paragraph 8.02(1) of the Listing Requirements.

6.3 NA per Share and gearing

For illustration purposes, the pro forma effects of the Proposed Acquisition on the consolidated NA and gearing of MBSB Group based on the latest audited consolidated statement of financial position of the Company as at the FYE 31 December 2022, being the Closing Accounts Date and on the assumption that the Proposed Acquisition is effected on that date are as follows:

	Audited as at 31 December 2022	After Pre- Completion Dividend	^(d) After Proposed Acquisition
	(RM'000)	(RM'000)	(RM'000)
Ordinary share capital	7,198,068	7,198,068	^(b) 7,875,852
Reserve	(341,366)	(341,366)	(341,366)
Retained earnings	2,102,491	^(a) 1,492,915	^(c) 2,008,290
NA	8,959,193	8,349,617	9,542,776
Non-controlling interest	-	-	240
TOTAL EQUITY	8,959,193	8,349,617	9,543,016
No. of MBSB Shares (RM'000)	7,171,484	7,171,484	^(b) 8,222,313
NA per MBSB Share (RM)	1.25	1.16	1.16
Borrowings	^(e) 6,813,459	^(e) 6,813,459	^(f) 7,052,397
Gearing (times)	0.76	0.82	0.74

Notes:

- (a) After taking into account the MBSB Pre-Completion Dividend of approximately RM609.58 million (or equivalent to RM0.085 per MBSB Share) as well as the MIDF Adjustment and the MBSB Adjustment
- (b) Based on 1,050.83 million MBSB Shares issued as consideration recognised at fair value assuming the closing price of MBSB Shares as at LPD of RM0.645 per Share.
- (c) After taking into consideration estimated expenses amounting to approximately RM9.50 million which include professional and advisory fees, regulatory fees, cost to convene an EGM, printing costs and postage in relation to the Proposed Acquisition and the one-off gain from acquisition which arises as result of the Final Purchase Consideration is lower than the NA of MIDF (after payment of the proposed dividend) amounting to approximately RM524.88 million as detailed below:

MIDF's net assets at 31 Dec 2022	RM'000 1,652,660
Less: MIDF Pre-Completion Dividend	450,000
MIDF's net assets after Pre-Completion Dividend	1,202,660
<u>Less</u>	
Final Consideration Shares ('000)	1,050,829
Times: Last traded price as at LPD (RM)	0.645
Value of the Final Consideration Shares as at LPD	677,784
One-off gain from acquisition	524,876

- (d) The above effects have not taken into consideration any post completion dividends.
- (e) Inclusive of lease liabilities and recourse obligations on financing sold for MBSB.
- (f) Inclusive of lease liabilities for MIDF.

6.4 Earnings and EPS

For illustration purposes, based on MBSB Group's audited consolidated statement of comprehensive income and the audited statement of profit or loss and other comprehensive income of MIDF Group for the FYE 31 December 2022, being the Closing Account Date and assuming that the Proposed Acquisition has been completed at the beginning of the financial year, the pro forma effect of the Proposed Acquisition on earnings and EPS is as follows:

	(RM'000)
MBSB's consolidated profit after tax after non-controlling interest ("PATANCI") for FYE 31 December 2022	460,188
Add: MIDF's consolidated PATANCI for FYE 31 December 2022	76,395
Add: One-off gain from acquisition ^(a)	524,876
Less: Estimated expenses in relation to the Proposed Acquisition ^(c)	9,500
After Proposed Acquisition	1,051,959
Weighted average number of MBSB Shares in issue (RM'000)	
– Existing	7,171,484
– After Proposed Acquisition	^(b) 8,222,313
Basic EPS (sen)	
– Existing	6.42
– After Proposed Acquisition (excluding gain from acquisition and estimated expenses)	6.53
– After Proposed Acquisition (including gain from acquisition and estimated expenses)	12.79

Notes:

- (a) A one-off gain from acquisition as a result of the Final Purchase Consideration being lower than the NA of MIDF as detailed below:

	RM'000
MIDF's net assets at 31 Dec 2022	1,652,660
Less: MIDF Pre-Completion Dividend	450,000
MIDF's net assets after Pre-Completion Dividend	1,202,660
Less	
Final Consideration Shares ('000)	1,050,829
Times: Last traded price as at LPD (RM)	0.645
Value of the Final Consideration Shares as at LPD	677,784
One-off gain from acquisition	524,876

- (b) Assuming the issuance of 1,050.83 million MBSB Shares at RM0.9652 (rounded to 4 decimal points for disclosure purposes) each as the Final Purchase Consideration for the Proposed Acquisition.
- (c) The estimated expenses amounting to approximately RM9.50 million which includes professional and advisory fees, regulatory fees, cost to convene an EGM, printing costs and postage in relation to the Proposed Acquisition as detailed below:-

	RM'000
Regulatory fees	250
Professional fees	5,300
Tax and stamp duty	3,500
Printing, despatch, EGM expenses and miscellaneous	450
Total Estimated Expenses	9,500

7 HIGHEST PERCENTAGE RATIO

The highest percentage ratio applicable for the Proposed Acquisition pursuant to Paragraph 10.02(g) of the Listing Requirements is 22.67% based on audited consolidated financial statements of MBSB for the financial year ended 31 December 2022.

8 APPROVAL OR CONSENT REQUIRED

The Proposed Acquisition is conditional upon the following approvals being obtained:

- (i) the relevant BNM and MOF Approvals for the Proposed Acquisition, which were obtained by the Company and PNB respectively vide BNM's letter dated 13 April 2023;
- (ii) the MOF and BNM Approvals to be obtained by PNB for the proposed disposal by PNB of the Sale Shares representing 100% equity interest in MIDF to the Company, which were obtained vide its letters to PNB dated 13 April 2023;
- (iii) the approval of the shareholders for the Proposed Acquisition at the EGM to be convened;
- (iv) the approval of SC for the change in indirect shareholder of MAIB and MAAMB, from PNB to MBSB; and
- (v) the approval of Bursa Securities for the listing of and quotation of 1,050,828,629 MBSB Shares on the Main Market, which was obtained vide its letter dated 22 June 2023, subject to, amongst others, the following conditions:

No.	Condition	Status of compliance
1.	MBSB and AmInvestment Bank must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Acquisition	To be complied

No.	Condition	Status of compliance
2.	AmInvestment Bank to inform Bursa Securities upon the completion of the Proposed Acquisition	To be complied
3.	MBSB / AmInvestment Bank to furnish a certified true copy of the resolution passed by the shareholders approving the Proposed Acquisition	To be complied
4.	MBSB / AmInvestment Bank must observe and ensure full compliance with the 25% public shareholding spread requirement pursuant to Paragraph 8.02(1) of the Listing Requirements prior to the listing and quotation of the Final Consideration Shares pursuant to the Proposed Acquisition	To be complied
5.	AmInvestment Bank to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities's approval once the Proposed Acquisition is completed	To be complied

9 CONDITIONALITY OF THE PROPOSED ACQUISITION

The Proposed Acquisition is not conditional upon any other proposals undertaken or to be undertaken by MBSB.

Saved for the Proposed Acquisition, which is the subject matter of this Circular, the Board confirms that there are no other outstanding corporate proposals that have been announced through Bursa Securities but not yet completed prior to the printing of this Circular.

10 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The Waiver Application and Appeal were submitted to Bursa on 8 July 2022 and 27 September 2022 respectively for a waiver from deeming the Proposed Acquisition to be RPT as a result of the commercial arrangement of EPF and PNB in a joint venture company where PNB is deemed a person connected to EPF. EPF is a major shareholder of MBSB,

Bursa Securities has allowed the Appeal on 10 November 2022 subject to the following conditions which have been complied with:-

- (i) confirmation from the Board that the Company is not accustomed or under any obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of EPF and the same be disclosed in the Circular;
- (ii) appointment of Main Adviser and Independent Adviser to advise MBSB and its shareholders on the Proposed Acquisition in accordance with Paragraph 10.08 of the Listing Requirements; and
- (iii) the Board and Audit Committee of MBSB must ensure that the Proposed Acquisition is:
 - (a) in the best interest of MBSB;
 - (b) fair, reasonable and based on normal commercial terms; and
 - (c) not detrimental to the interest of MBSB's shareholders.

For information, PNB does not own any Shares in MBSB and neither does MBSB own any shares in PNB. In addition, there are no common members/directors within:

- (i) EPF's and PNB's Board or investment panel/committees;
- (ii) EPF's Board or investment panel and MIDF;
- (iii) PNB's Board or investment committee and MBSB; and
- (iv) MBSB's Board and MIDF's Board.

In view of the above, as at the LPD, none of the Directors and/or major shareholders of MBSB or persons connected to them have any interest, direct or indirect, in the Proposed Acquisition. Nonetheless, the EPF Nominee Director has voluntarily abstained from voting on the resolution pertaining to the Proposed Acquisition. The EPF Nominee Director will also continue to abstain from all deliberations and decisions at the Board meetings relating to the Proposed Acquisition.

Each of the Directors (excluding the EPF Nominee Director who has voluntarily abstained), further confirm that they are not accustomed nor under any obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of EPF in respect of this Proposed Acquisition.

11 INDEPENDENT ADVISER

As a result of the Conditions by Bursa Securities that are imposed, Kenanga IB has been appointed on 12 October 2022 to act as the Independent Adviser to undertake the following:

- (i) comment as to:
 - (a) whether the Proposed Acquisition is fair and reasonable in so far as the MBSB shareholders are concerned; and
 - (b) whether the Proposed Acquisition is to the detriment of the MBSB shareholders,and such opinion must set out the reasons for, the key assumptions made and the factors taken into consideration in forming that opinion;
- (ii) advise the MBSB shareholders on whether they should vote in favour of the Proposed Acquisition; and
- (iii) take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in items (i) and (ii) above.

Please refer to Part B of this Circular for the IAL.

12 AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee of MBSB, after having considered all aspects of the Proposed Acquisition, including the basis and justification, rationale and benefits, prospects, effects of the Proposed Acquisition, the terms of the SPA as well as the independent advice by the Independent Adviser, is of the opinion that the Proposed Acquisition is in the best interest of MBSB, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders.

13 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for the EPF Nominee Director who has voluntarily abstained), after having considered all aspects of the Proposed Acquisition, including the basis and justification, rationale and benefits, prospects, effects of the Proposed Acquisition, the terms of the SPA as well as the independent advice by the Independent Adviser, is of the opinion that the Proposed Acquisition is in the best interest of MBSB, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders.

Accordingly, the Board (save for the EPF Nominee Director who has voluntarily abstained) recommends that you vote **IN FAVOUR** of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM.

14 ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the approvals being obtained from the relevant authorities in a timely manner, the tentative timeline for the implementation of the Proposed Acquisition is as set out below:-

Key milestones	Timeline
- EGM for the Proposed Acquisition	27 July 2023
- Fulfilment of all Conditions Precedents in the SPA	Expected July 2023
- Completion	Expected August 2023

15 EGM

The EGM in relation to the Proposed Acquisition, the notice of which is enclosed in this Circular, will be conducted as a virtual meeting through live streaming from the broadcast venue at Level 4, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor on Thursday, 27 July 2023 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Acquisition.

If you are unable to attend and vote in person at the EGM, please complete, sign and send the enclosed relevant Proxy Forms in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The lodging of the Proxy Forms will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

For information purposes, please note the requisite majority required for passing a resolution at the forthcoming EGM will be a simple majority (namely, a majority of more than 50% of the members present in person or by proxy voting in favour).

16 FURTHER INFORMATION

You are advised to refer to the attached appendices for further information.

Yours faithfully
For and on behalf of the Board
MALAYSIA BUILDING SOCIETY BERHAD

PUAN LYNETTE YEOW SU-YIN
(Senior Independent Non-Executive Director)

PART B

**INDEPENDENT ADVICE LETTER FROM KENANGA IB TO THE
SHAREHOLDERS OF MBSB IN RELATION TO THE PROPOSED
ACQUISITION (IAL)**

EXECUTIVE SUMMARY

All definitions used in this Executive Summary shall have the same meanings as the words and expressions defined in the “Definitions” section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL. All references to “we”, “us” or “our” in this Executive Summary are references to Kenanga IB, being the Independent Adviser for the Proposed Acquisition.

This Executive Summary is intended to be a brief summary of this IAL which has been prepared by Kenanga IB to provide the shareholders of MBSB with an independent evaluation of the Proposed Acquisition and to express our recommendation on the Proposed Acquisition.

You are advised to read and understand both this IAL and the letter from the Board set out in Part A of the Circular together with the accompanying appendices, and to carefully consider the evaluations and recommendations contained in both the letters before voting on the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM of the Company.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

1. INTRODUCTION

On 21 October 2022, AmInvestment Bank, on behalf of the Board, announced that MBSB had on even date submitted the BNM Application, to seek the BNM and MOF Approvals and that the Parties had entered into an implementation agreement to set up their agreement to execute the SPA upon obtaining the BNM and MOF Approvals.

In relation to this, the Waiver Application and Appeal were submitted to Bursa Securities on 8 July 2022 and 27 September 2022, respectively and Bursa Securities had vide its letter on 10 November 2022, allowed the Appeal. However, the Appeal is allowed subject to the Conditions by Bursa Securities, which, amongst others, include the appointment of Main Adviser and Independent Adviser to advise MBSB and its shareholders on the Proposed Acquisition in accordance with paragraph 10.08 of the Listing Requirements.

The Board had, on 12 October 2022, appointed Kenanga IB to act as the Independent Adviser to advise the shareholders of MBSB in respect of the Proposed Acquisition.

On 14 April 2023, AmInvestment Bank, on behalf of the Board, announced that the MOF/BNM, had vide BNM's letter dated 13 April 2023 granted its approval to MBSB for the Proposed Acquisition.

On 9 June 2023, AmInvestment Bank, on behalf of the Board, announced that MBSB had entered into the SPA with PNB for the Proposed Acquisition.

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EXECUTIVE SUMMARY (cont'd)

2. EVALUATION OF THE PROPOSED ACQUISITION

In evaluating the Proposed Acquisition, we have considered the following:

Reference in this IAL	Consideration factors	Evaluation												
Section 6.1	Rationale for the Proposed Acquisition	<p>We take cognisance that the Proposed Acquisition would accord the Enlarged Group which, amongst other following benefits:</p> <ul style="list-style-type: none">(i) enabling the Group to provide a broader range of products, services and solutions as well as target previously underserved segments; and(ii) to have an expanded network and complementary business. <p>Premised on the above, we are of the view that the rationale for the Proposed Acquisition are reasonable.</p>												
Section 6.2	Evaluation of the Final Purchase Consideration	<p>We note that the Final Purchase Consideration was arrived at on a “willing buyer-willing seller” basis upon taking into consideration the following:</p> <ul style="list-style-type: none">(i) the NA based on the audited consolidated NA of MIDF Group as at the Closing Accounts Date less MIDF Pre-Completion Dividend and MIDF Adjustment, which translates to approximately RM1.19 billion. The Final Purchase Consideration represents a PBR of 0.85 times of the 2022 MIDF Net Assets Post Adjustments;(ii) the strategic rationale for the Proposed Acquisition;(iii) prospects of MIDF Group;(iv) the trading multiples of financial institutions or their holding companies listed in Malaysia; and(v) the selected precedent transactions involving the acquisition of financial institutions listed in Malaysia. <p>We have assessed the Final Purchase Consideration using the relative valuation analysis and precedent transaction analysis methodologies. A summary of the analysis is tabled below:</p> <table><thead><tr><th>Methodology</th><th>PBR range</th><th>Average</th><th>Median</th></tr></thead><tbody><tr><td>Relative valuation analysis</td><td>0.50x to 1.22x</td><td>0.89x</td><td>0.92x</td></tr><tr><td>Precedent transaction analysis</td><td>1.27x to 1.77x</td><td>1.44x</td><td>1.28x</td></tr></tbody></table>	Methodology	PBR range	Average	Median	Relative valuation analysis	0.50x to 1.22x	0.89x	0.92x	Precedent transaction analysis	1.27x to 1.77x	1.44x	1.28x
Methodology	PBR range	Average	Median											
Relative valuation analysis	0.50x to 1.22x	0.89x	0.92x											
Precedent transaction analysis	1.27x to 1.77x	1.44x	1.28x											

EXECUTIVE SUMMARY (cont'd)

Reference in this IAL	Consideration factors	Evaluation
		<p>Based on our evaluation, we note that the implied PBR of 0.85 times based on the Final Purchase Consideration is lower than the average and median PBR of the comparable companies and is within the range of the PBR of the comparable companies.</p> <p>We further note that the implied PBR of 0.85 times based on the Final Purchase Consideration is lower than the range of the PBR of the precedent transactions.</p> <p>Premised on the above and our detailed evaluation set out in Section 6.2 of this IAL, we are of the opinion that the Final Purchase Consideration is fair.</p>
Section 6.3	Evaluation of the Final Issue Price	<p>We note that the Final Issue Price of RM0.9652 was commercially negotiated after taking into consideration, amongst others, the following:</p> <ul style="list-style-type: none">(i) the adjusted NA based on the audited consolidated NA of MBSB Group as at the Closing Accounts Date less MBSB Pre-Completion Dividend and MBSB Adjustment, which translates to approximately RM8.30 billion. The Final Issue Price represents a PBR of 0.83 times of the 2022 MBSB Net Assets Post Adjustments;(ii) historical trading share price of MBSB;(iii) the PBRs of financial institutions or their holding companies listed in Malaysia; and(iv) the precedent transactions involving the acquisition of financial institutions listed in Malaysia. <p>In assessing the fairness of the Final Issue Price, we have primarily made reference to the historical price performance of MBSB Shares of which the Final Issue Price represents:</p> <ul style="list-style-type: none">(i) the Final Issue Price is higher than the daily market closing price of MBSB Shares for all market days for the past 3 years prior to the LTD and up to the LPD;(ii) the Final Issue Price represents a premium of RM0.3452 (55.68%) to the closing market price of MBSB Shares as at the LTD (as defined herein);(iii) the Final Issue Price represents a premium of RM0.3202 (49.64%) to the closing market price of MBSB Shares as at the LPD; and(iv) the Final Issue Price represents a premium ranging from RM0.3200 (49.60%) to RM0.3447 (55.55%) between the 5-day, 1-month, 3-month, 6-month and 1-year VWAPs of MBSB Shares up to and including the LPD.

EXECUTIVE SUMMARY (cont'd)

Reference in this IAL	Consideration factors	Evaluation												
		Premised on the above and our detailed evaluation set out in Section 6.3 of this IAL , we are of the opinion that the Final Issue Price is fair.												
Section 6.4	Salient terms of the SPA	Based on our review of the salient terms of the SPA, we are of the view that the overall terms and conditions of the SPA are reasonable and not detrimental to the interests of the shareholders of MBSB.												
Section 6.5	Effects of the Proposed Acquisition	<p>The issuance of the Final Consideration Shares for the Proposed Acquisition will result in larger base of MBSB's issued shares and hence, resulting a dilution to the collective shareholdings of all existing shareholders in MBSB to 87.22% in the Enlarged Group upon completion of the Proposed Acquisition. The pro forma effects of the Proposed Acquisition on the NA per Share, gearing and EPS are as set out below:</p> <table><thead><tr><th></th><th>Audited as at 31 December 2022</th><th>After the Proposed Acquisition</th></tr></thead><tbody><tr><td>NA per Share (RM)</td><td>1.25</td><td>1.16</td></tr><tr><td>Gearing (times)</td><td>0.76</td><td>0.74</td></tr><tr><td>EPS (sen)</td><td>6.42</td><td>12.79</td></tr></tbody></table> <p>We note that the pro forma NA per Share of the Enlarged Group is expected to decrease as a result of the Proposed Acquisition.</p> <p>Further, we note that the gearing ratio will decline from 0.76 times to 0.74 times upon completion of the Proposed Acquisition.</p> <p>The pro forma EPS for the FYE 31 December 2022 is expected to increase from 6.42 sen to 12.79 sen after the Proposed Acquisition. Nevertheless, any accretion in earnings of the Enlarged Group moving forward will be dependent on the realisation of the potential synergies and benefits arising from the Proposed Acquisition.</p> <p>We note that the public shareholders' shareholdings will reduce from 34.13% to 29.77% after the Proposed Acquisition, which is still above the 25% threshold and complies with Paragraph 8.02(1) of the Listing Requirements.</p> <p>We are of the view that the pro forma effects of the Proposed Acquisition are not detrimental to the interests of the shareholders of MBSB.</p>		Audited as at 31 December 2022	After the Proposed Acquisition	NA per Share (RM)	1.25	1.16	Gearing (times)	0.76	0.74	EPS (sen)	6.42	12.79
	Audited as at 31 December 2022	After the Proposed Acquisition												
NA per Share (RM)	1.25	1.16												
Gearing (times)	0.76	0.74												
EPS (sen)	6.42	12.79												
Section 6.6	Prospects, outlook and future plans	Taking into consideration, amongst others, the growth recorded on the Malaysian economy of 5.6% in the first quarter of 2023, as well as the outlook of the banking industry in Malaysia, we are of the view that the future prospects of the Enlarged Group's business is cautiously positive.												

EXECUTIVE SUMMARY (cont'd)

Reference in this IAL	Consideration factors	Evaluation
Section 6.7	Risk factors of the Proposed Acquisition	<p>We note that the risks associated with the Proposed Acquisition are the typical risks associated with the business of MBSB and are inherent in transactions of this nature.</p> <p>We wish to highlight that although measures have been/will be taken by MBSB and/or MIDF to mitigate such risks associated with the Proposed Acquisition, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the business and operation of the Enlarged Group, its financial performance or prospects thereon.</p>

3. CONCLUSION AND RECOMMENDATION

We have assessed and evaluated the Proposed Acquisition and our evaluation is set out in **Section 6 of this IAL**. Shareholders should take into account all the merits and demerits of the Proposed Acquisition based on all relevant pertinent factors including those which are as set out in **Part A of the Circular**, the relevant appendices thereof, this IAL and other publicly available information.

Premised on our evaluation of the Proposed Acquisition in **Section 6 of this IAL**, we are of the opinion that the Proposed Acquisition is fair, reasonable and not detrimental to the interests of shareholders of MBSB.

Accordingly, we recommend that the shareholders to vote in favour of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM of the Company.

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Kenanga

12 July 2023

To: The shareholders of Malaysia Building Society Berhad

Dear Sir/Madam,

MALAYSIA BUILDING SOCIETY BERHAD

INDEPENDENT ADVICE LETTER TO THE SHAREHOLDERS OF MBSB IN RELATION TO THE PROPOSED ACQUISITION

This IAL is prepared for inclusion in the Circular. All definitions used in this IAL shall have the same meanings as the words and expressions defined in the "Definitions" section of the Circular, except where the context otherwise requires or otherwise as defined herein. All references to "we", "us" or "our" in this IAL are references to Kenanga IB, being the Independent Adviser for the Proposed Acquisition.

1. INTRODUCTION

On 21 October 2022, AmInvestment Bank, on behalf of the Board, announced that MBSB had on even date submitted the BNM Application, to seek the BNM and MOF Approvals and that the Parties had entered into an implementation agreement to set up their agreement to execute the SPA upon obtaining the BNM and MOF Approvals.

In relation to this, the Waiver Application and Appeal were submitted to Bursa Securities on 8 July 2022 and 27 September 2022, respectively and Bursa Securities had vide its letter on 10 November 2022, allowed the Appeal. However, the Appeal is allowed subject to the Conditions by Bursa Securities, which, amongst others, include the appointment of Main Adviser and Independent Adviser to advise MBSB and its shareholders on the Proposed Acquisition in accordance with paragraph 10.08 of the Listing Requirements.

The Board had, on 12 October 2022, appointed Kenanga IB to act as the Independent Adviser to advise the shareholders of MBSB in respect of the Proposed Acquisition.

On 14 April 2023, AmInvestment Bank, on behalf of the Board, announced that the MOF/BNM, had vide BNM's letter dated 13 April 2023 granted its approval to MBSB for the Proposed Acquisition.

On 9 June 2023, AmInvestment Bank, on behalf of the Board, announced that MBSB had entered into the SPA with PNB for the Proposed Acquisition.

The purpose of this IAL is to:

- (i) provide the shareholders with an independent evaluation of the Proposed Acquisition and to comment as to whether the Proposed Acquisition is fair and reasonable so far as the shareholders are concerned;
- (ii) comment as to whether the Proposed Acquisition is to the detriment of the shareholders; and
- (iii) provide our recommendation whether shareholders should vote in favour of the resolution pertaining to the Proposed Acquisition to be tabled at the Company's forthcoming EGM.

Nonetheless, the shareholders of MBSB should rely on their own evaluation of the merits of the Proposed Acquisition before making a decision on the course of action to be taken at the forthcoming EGM of the Company.

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This IAL is prepared solely for the use of the shareholders of MBSB for the purpose of considering the merits of the Proposed Acquisition and should not be used or relied upon by any other party for any other purposes whatsoever.

YOU ARE ADVISED TO READ AND UNDERSTAND BOTH THIS IAL AND THE LETTER FROM THE BOARD SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE EVALUATIONS AND RECOMMENDATIONS CONTAINED IN BOTH THE LETTERS BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.

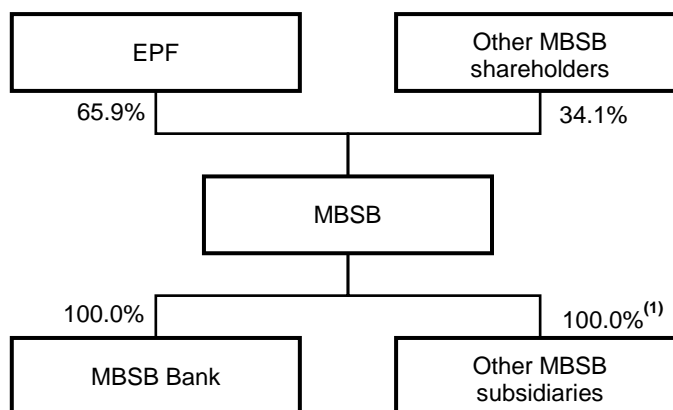
IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. DETAILS OF THE PROPOSED ACQUISITION

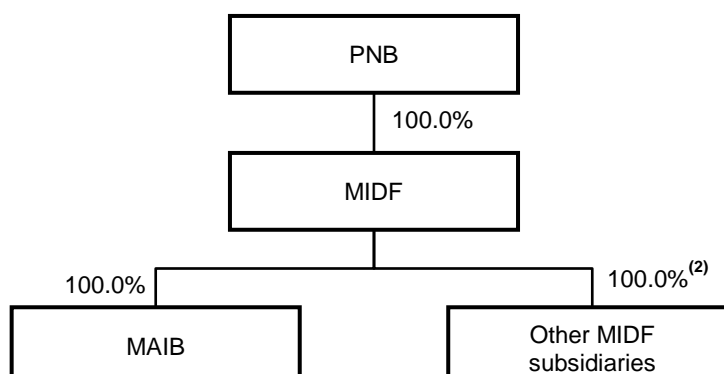
The Proposed Acquisition entails the acquisition by MBSB of 100% equity interest in MIDF comprising 480,355,627 ordinary shares in MIDF from PNB for purchase consideration of RM1,014,295,048.55 to be satisfied through the issuance and allotment of the Final Consideration Shares at the Final Issue Price.

The corporate and shareholding structures of MBSB and MIDF as at the LPD as well as the Enlarged Group after the Proposed Acquisition are set out below:

Corporate and shareholdings structure of MBSB as at the LPD

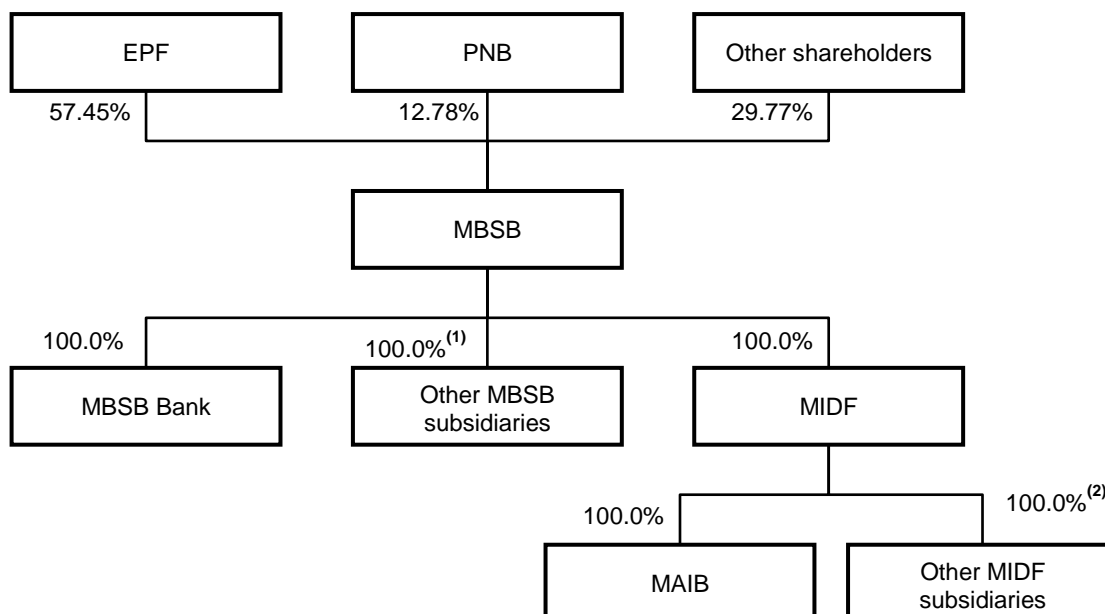


Corporate and shareholdings structure of MIDF as at the LPD



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Final structure of the Enlarged Group after completion of the Proposed Acquisition



Notes:

- (1) Except for Prudent Legacy Sdn Bhd, in which MBSB owns 92% interest.
- (2) Except for Oriental 1963 Berhad, in which MIDF owns 75.2% interest.

Upon completion of the Proposed Acquisition, MIDF will become a wholly-owned subsidiary of MBSB. Based on the pro forma substantial shareholders' shareholdings of MBSB as set out in **Section 6.2 of Part A of the Circular**, PNB will emerge as a substantial shareholder of MBSB and the existing shareholders of MBSB will be diluted pursuant to the issuance of the Final Consideration Shares.

Further details of the Proposed Acquisition are set out in **Section 2 of Part A of the Circular** and should be read in its entirety.

3. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

As at the LPD, none of the Directors and/or major shareholders of MBSB or persons connected to them has any interest, direct or indirect, in the Proposed Acquisition. Nonetheless, the EPF Nominee Director has voluntarily abstained from voting on the resolution pertaining to the Proposed Acquisition. The EPF Nominee Director will also continue to abstain from all deliberations and decision at the Board meetings relating to the Proposed Acquisition.

Further details of the interests of directors, major shareholders and/or persons connected to them are set out in **Section 10 of Part A of the Circular**.

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4. SCOPE AND LIMITATIONS OF OUR EVALUATIONS OF THE PROPOSED ACQUISITION

We have not been involved in the formulation, deliberation and negotiation of the terms and conditions of the Proposed Acquisition.

Our scope as Independent Adviser is limited to expressing an independent opinion on the Proposed Acquisition insofar as the Board (save for the EPF Nominee Director) and shareholders of MBSB are concerned based on information and documents made available to us as set out below:

- (i) the information contained in **Part A of the Circular** together with the accompanying appendices;
- (ii) the SPA;
- (iii) other information, documents, confirmations and/or representations provided by the Board and management of the Company ("**Management**"); and
- (iv) other relevant publicly available information.

It is not within our terms of reference to express any opinion on legal, accounting and taxation issues relating to the Proposed Acquisition or commercial merits of the Proposed Acquisition.

We have relied on the Board and Management to exercise due care to ensure that all information, documents and representations, provided to us to facilitate our evaluations are accurate, valid, complete in all material respects and free from material omission. The Board has seen, reviewed and accepted this IAL. We have also undertaken reasonableness check and where possible, corroborating such information with independent sources. The Board has, individually and collectively, accepted full responsibility for the accuracy, validity and completeness of the information provided to us and given herein (save for our assessment, evaluations and opinions) and has confirmed that after making all reasonable enquiries and to the best of their knowledge and belief, there is no omission of any fact that would make any statement in this IAL incomplete, misleading or inaccurate.

Accordingly, having made all reasonable enquiries, we are satisfied with the sufficiency of the information provided and disclosure from the Board and Management, and we have no reason to believe that any of the information is unreasonable, unreliable, inaccurate, incomplete and/or that there are any facts not contained in this IAL, the omission of which would make any information in this IAL misleading.

Our evaluations and opinions as set out in this IAL are based upon market, economic, industry, regulatory and the information/documents made available to us, as at the LPD. Such conditions may change significantly over a short period of time. Accordingly, our evaluations and opinions in this IAL do not consider the information, events and conditions arising after the LPD.

We will notify the shareholders of MBSB, if after the despatch of the Circular, we:

- (i) become aware of significant change affecting the information contained in this IAL;
- (ii) have reasonable grounds to believe that a material statement in this IAL is misleading or deceptive; or
- (iii) have reasonable grounds to believe that there is a material omission in this IAL.

If circumstances require, a supplementary IAL will be sent to the shareholders of MBSB if there are material changes in our recommendation as set out in this IAL.

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In forming our opinion, we have considered factors which we believe would be of relevance and general importance to the shareholders of MBSB as a whole. We have not taken into consideration any specific investment objective, financial situation, risk profiles or particular needs of any individual shareholders or any specific group of shareholders. We recommend that any individual shareholder or group of shareholders who are in doubt as to the action to be taken or require advice in relation to the Proposed Acquisition in the context of their individual objectives, financial situation, risk profiles or particular needs, to consult their respective stockbrokers, bank managers, solicitors, accountants or other professional advisers. We shall not be liable for any damage or loss of any kind sustained or suffered by any individual shareholder or any specific group of shareholders relying on the evaluation as set out in this IAL for any purpose whatsoever.

5. DECLARATION OF CONFLICT OF INTEREST AND OUR CREDENTIALS, EXPERIENCE AND EXPERTISE

Save for our appointment as the Independent Adviser for the Proposed Acquisition, we do not have any other professional relationship with MBSB for the past 2 years preceding the LPD. We confirm that there is no situation of conflict of interest that exists or is likely to exist in relation to our role as the Independent Adviser to MBSB for the Proposed Acquisition.

We provide a range of advisory services which include, amongst others, mergers, acquisitions and divestitures, take-overs/general offers, fund raising and initial public offerings. We have experience in the independent analysis of transactions and issuing opinions on whether the terms and financial conditions of a transaction are deemed fair and reasonable, including those of acquisitions, disposals and general offers. We are a holder of a Capital Markets Services License issued by the SC as a principal adviser who is permitted to carry on the regulated activity of advising on corporate finance under the CMSA.

Our credentials and experience as an Independent Adviser since 2018 up to the LPD include, amongst others, the following:

<u>Company</u>	<u>Proposal</u>
Sunway Real Estate Investment Trust (“ Sunway REIT ”)	Independent advice letter dated 31 May 2023 to the non-interested unitholders of Sunway REIT in relation to the proposed acquisition of six hypermarkets / retail complexes by RHB Trustees Berhad, on behalf of Sunway REIT, from Kwasa Properties Sdn Bhd for a total cash consideration of RM520.0 million
Lingkarans Trans Kota Holdings Berhad (“ LITRAK ”)	Independent advice letter dated 15 May 2023 to the non-interested shareholders of LITRAK pertaining to the proposed capital reduction and repayment and proposed delisting
Boustead Holdings Berhad (“ BHB ”)	Independent advice circular dated 17 April 2023 to the holders of the offer shares in BHB pertaining to a conditional voluntary take-over offer
CapitaLand Malaysia Trust (“ CLMT ”)	Independent advice letter dated 8 February 2023 to the non-interested unitholders of CLMT pertaining to the proposed acquisition of 433 strata titles within Queensbay Mall held by Special Coral Sdn Bhd, and the entire equity stakes in Scenic Growth Sdn Bhd, Luxury Ace Sdn Bhd, Success Idea Sdn Bhd, and Milky Way Hypermarkets / Retail Complexes Berhad
Lion Posim Berhad (“ LPB ”)	Independent advice letter dated 17 November 2022 to the non-interested shareholders of LPB pertaining to a proposed unincorporated joint venture and proposed diversification

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Company	Proposal
Cycle & Carriage Bintang Berhad (" CCB ")	Independent advice circular dated 15 August 2022 to the holders of the offer shares in CCB pertaining to an unconditional voluntary take-over offer
Shin Yang Shipping Corporation Berhad (" SYSCORP ")	Independent advice letter dated 17 May 2022 to the non-interested shareholders of SYSCORP pertaining to the proposed acquisition of Piasau Gas Sdn Bhd
IJM Plantations Berhad (" IJMP ")	Independent advice circular dated 30 September 2021 to the holders of the offer shares in IJMP pertaining to an unconditional mandatory take-over offer
Malton Berhad (" Malton ")	Independent advice letter dated 15 August 2019 to the non-interested shareholders of Malton pertaining to the proposed disposal of Pavilion Bukit Jalil Mall and proposed subscription of redeemable preference shares
Sarawak Consolidated Industries Berhad (" SCIB ")	Independent advice letter dated 11 June 2019 to the non-interested shareholders of SCIB pertaining to the proposed acquisition of land and buildings
Kein Hing International Berhad (" KHIB ")	Independent advice letter dated 25 July 2018 to the non-interested shareholders of KHIB pertaining to the proposed acquisition of Kein Hing Muramoto (Vietnam) Co., Ltd
CCM Duopharma Biotech Berhad (" CCMD ")	Independent advice letter dated 16 May 2018 to the non-interested shareholders of CCMD pertaining to the proposed acquisition PanGen Biotech Inc.
Malaysian Resources Corporation Berhad (" MRCB ")	Independent advice letter dated 4 May 2018 to the non-interested shareholders of MRCB pertaining to the management contract for appointment of a management contractor
Ibraco Berhad (" Ibraco ")	Independent advice letter dated 22 February 2018 to the non-interested shareholders of Ibraco pertaining to the proposed sale of corporate offices
MCT Berhad (" MCT ")	Independent advice circular dated 5 February 2018 to the holders of the offer shares in MCT pertaining to an unconditional mandatory take-over offer

Premised on the above, we are capable, competent and have the relevant experience in carrying out our role and responsibilities as the Independent Adviser for the Proposed Acquisition.

Kenanga

6. EVALUATION OF THE PROPOSED ACQUISITION

In our evaluation of the Proposed Acquisition, we have considered the following factors:

Section 6.1	:	Rationale for the Proposed Acquisition
Section 6.2	:	Evaluation of the Final Purchase Consideration
Section 6.3	:	Evaluation of the Final Issue Price
Section 6.4	:	Salient terms of the SPA
Section 6.5	:	Effects of the Proposed Acquisition
Section 6.6	:	Prospects, outlook and future plans
Section 6.7	:	Risk factors of the Proposed Acquisition

6.1. Rationale for the Proposed Acquisition

Taking cognisance of the rationale for the Proposed Acquisition as set out in **Section 3 of Part A of the Circular**, our evaluation of the rationale for the Proposed Acquisition are as follows:

We note from **Section 3 of Part A of the Circular** that the Proposed Acquisition is expected to create an enlarged banking group with end-to-end banking services, allowing the Enlarged Group to serve a wider customer base that extends beyond MBSB Bank's and MIDF's pool of existing customers. With this, the scale and value created by the Proposed Acquisition will allow the Enlarged Group to emerge stronger and more financially resilient while strengthening its capacity to compete in the market.

We also take cognisance that the Proposed Acquisition would accord the Enlarged Group with, amongst others, the following benefits:

(i) Enabling the Group to provide a broader range of products, services and solutions as well as target previously underserved segments

With the stronger asset and capital base, and leveraging on MBSB's strength in retail and commercial banking and MIDF's expertise in investment banking and asset management, the Enlarged Group will be able to offer end-to-end banking services which could lead to potential growth of market share within the banking industry. At the same time, MIDF is able to leverage on MBSB's expertise to offer more innovative and tailored Islamic investment banking products, including but not limited to, sukuk and Islamic derivatives.

In addition, the Enlarged Group would be able to provide a broader range of products, services and solutions through existing branches, self-service terminals, mobiles and digital channels and target previously underserved customers with an enhanced value proposition to the market.

(ii) To have an expanded network and complementary business

The Group is principally involved in the business of consumer banking, corporate banking, global market and others activities. On the other hand, MIDF is primarily involved in the investment banking and asset management businesses. In view of the distinct services provided by MBSB and MIDF, there will be minimal overlap between MBSB's and MIDF's customer base and product offerings which are complementary in nature.

Kenanga

The main products and services offered by MBSB Group and MIDF Group are summarised below:

MBSB Group	MIDF Group
<ul style="list-style-type: none">• Consumer financing such as property financing, personal financing and wealth management services with individual customers in Malaysia• Corporate financing, wholesale financing, contract financing and commercial property financing with business customers• Saving accounts, current accounts, term deposits, investment accounts, treasury activities including money market, sukuk, derivatives and trading of capital market securities• Other activities including rental, property development, intercompany financing and operations subsidiaries	<ul style="list-style-type: none">• Investment banking and related financial services• Fund management and investment advisory• Investment and property holding• Provision of real estate and short-term financing• Venture capital• Loan management

It is reasonably expected that the Proposed Acquisition will provide more opportunities for the MBSB Group and MIDF Group to leverage on each other's resources for customer base expansion.

MBSB will be able to expand and diversify its existing customer base from focusing on civil servants and retail customers to corporates, small and medium-sized enterprises and high-net-worth individuals. With wider range of customer, the Enlarged Group is expected to have improved customer data and analytics, which can help in cross-selling and introducing new products.

In addition, following the completion of the Proposed Acquisition, the enhanced capital base and stronger balance sheet will be able to support investment banking activities as well as provide potential access to higher-valued deals.

Premised on the above, we are of the opinion that the rationale for the Proposed Acquisition are reasonable. Nevertheless, the shareholders of MBSB should note that the potential benefits arising from the Proposed Acquisition are subject to certain risk factors as disclosed in Section 5 of Part A of the Circular and our commentaries under Section 6.7 of this IAL.

6.2. Evaluation of the Final Purchase Consideration

As detailed in **Section 2.5.1 of Part A of the Circular**, the Final Purchase Consideration was arrived on a "willing buyer-willing seller" basis upon taking into consideration, amongst others, the following:

- (i) the NA based on the audited consolidated NA of MIDF Group as at the Closing Accounts Date less MIDF Pre-Completion Dividend and MIDF Adjustment, which translates to approximately RM1.19 billion. The Final Purchase Consideration represents a PBR of 0.85 times of the 2022 MIDF Net Assets Post Adjustments.

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We note that the 2022 MIDF Net Assets Post Adjustments of approximately RM1.19 billion is calculated as follows:

<u>2022 MIDF Net Assets Post Adjustments</u>	<u>Amount</u> <u>(RM 'million)</u>
Audited consolidated NA of MIDF Group as at the Closing Accounts Date	1,652.90
Less: MIDF Pre-Completion Dividend	(450.00)
Less: MIDF Adjustment	(16.21)
2022 MIDF Net Assets Post Adjustments	1,186.69

- (ii) the strategic rationale for the Proposed Acquisition;
- (iii) prospects of MIDF Group;
- (iv) the trading multiples of financial institutions or their holding companies listed in Malaysia with PBR ranging from 0.39 times to 1.47 times as set out in **Section 2.5.1 of Part A of the Circular**.

As set out in **Section 2.5.1 of Part A of the Circular**, we also take note that the Final Purchase Consideration represents a PER of 13.28 times, which is slightly above the range of traded PERs of 3.53 times to 13.13 times whilst the EV/EBITDA ratio (based on the Final Purchase Consideration) of 3.99 times, which is within the range of the traded EV/EBITDA ratios of 1.27 times to 4.88 times; and

- (v) the selected precedent transactions involving the acquisition of financial institutions listed in Malaysia PBRs ranging from 0.93 times to 2.35 times over the last 15 years from 2007 up to the LPD as set out in **Section 2.5.1 of Part A of the Circular**.

We note that the Final Purchase Consideration was determined as at MIDF's Closing Accounts Date of 31 December 2022 as stipulated under the terms and conditions of the SPA in the following manner:

<u>Final Purchase Consideration</u>	<u>Amount</u> <u>(RM)</u>	<u>Commentaries</u>
77% of MIDF Adjusted Closing Net Assets After Excess Capital	577,162,355.00	Note (1)
Add: 100% of MIDF Closing Excess Capital	887,132,693.55	Note (2)
Less: dividends declared and paid after the Closing Accounts Date but before the Completion Date	-	
Less: MIDF Pre-Completion Dividend	(450,000,000.00)	Note (3)
Final Purchase Consideration	1,014,295,048.55	

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Notes:

- (1) We note that the MIDF Adjusted Closing Net Assets After Excess Capital is calculated based on MIDF's audited consolidated NA (inclusive of non-controlling interest) as at the Closing Accounts Date and excludes the MIDF Closing Excess Capital (which has been accounted with 100% weightage as detailed under Note (2) below) and the MIDF Adjustment.

We are of the view the 77% applied to the MIDF Adjusted Closing Net Assets which was commercially negotiated by the Parties after completion of due diligence and taking into account the PBRs of the other financial institutions or their holding companies listed in Malaysia as set out in **Section 2.5.1 of Part A of the Circular**, is fair and reasonable in view that it is:

- (i) lower than the average and median PBR of the comparable companies of 0.89 times and 0.92 times, respectively, as well as within range of the PBR of comparable companies of 0.50 times to 1.22 times as set out in **Section 6.2.1 of this IAL**.

It is also noted that the resultant implied PBR based on the Final Purchase Consideration of 0.85 times is lower than the average and median PBR of the comparable companies, as well as within range of the comparable companies' PBR; and

- (ii) lower than the average and median of the implied PBR of the precedent transactions of 1.44 times and 1.28 times, respectively, and is lower than all the implied PBR of the precedent transactions as set out in **Section 6.2.2 of this IAL**

It is also noted that the resultant implied PBR based on the Final Purchase Consideration of 0.85 times is lower than the average and median implied PBR of the precedent transactions, and is lower than all the implied PBR of the precedent transactions.

- (2) We note that a weightage of 100% has been applied to the MIDF Closing Excess Capital to derive at the Final Purchase Consideration, and we are of the view that it is reasonable in view that it represents the excess portion of MIDF's capital that may be distributed to the shareholders subject to BNM's approval.
- (3) We are of the view that this is reasonable in view that MIDF had distributed the MIDF Pre-Completion Dividend in full on 31 March 2023 to PNB being its sole shareholder as at the entitlement date of the MIDF Pre-Completion Dividend.

In assessing the fairness of the Final Purchase Consideration, several commonly used valuation methodologies were taken into consideration while selecting the appropriate approach for the assessment.

We have assessed the Final Purchase Consideration using the relative valuation analysis which generally seeks to compare a company's implied trading multiples to the trading multiples of listed companies which are broadly comparable to the company concerned. We have also adopted the precedent transaction analysis which generally seeks to compare the implied transaction multiples based on the Final Purchase Consideration against the implied transaction multiples of other comparable transactions undertaken by companies in the relevant market of the target company.

We have adopted the PBR valuation metric in evaluating the fairness of the Final Purchase Consideration as more than 97% of MIDF's audited total assets as at 31 December 2022 comprise cash, deposits, financial assets and loans. The book value of such assets are close to the market value.

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We have not selected the discounted cash flow methodology as the basis of valuation due to the following reasons:

- (i) MIDF's earnings and operating cash flows cannot be reliably forecasted and were inconsistent with some years of negative earnings and cash flows over the past 6 years;
- (ii) MIDF's operations, in particular the lending business, is sensitive to economic conditions, regulatory environment and monetary policies which cannot be reliably forecasted; and
- (iii) investment banking fee income are lumpy and subject to delays and are dependent upon, amongst others, investors' confidence and general economic condition. Therefore, the cash flows cannot be reliably projected.

We have also not selected realisable net asset value ("**RNAV**") methodology as the basis of valuation as RNAV values a company based on the value of its assets, net of all liabilities at a specific point in time and is more suitable for valuation of property development, property investment and heavy asset-based companies. Hence, RNAV may not accurately reflect the potential of MIDF Group as the value of MIDF Group is more likely to be derived from its future business operations instead of its assets.

6.2.1. Relative valuation analysis

MIDF is incorporated and domiciled in Malaysia and is principally engaged in providing investment banking and asset management services. As such, in our relative valuation analysis, we have selected the comparable companies based on the following criteria:

- (i) principally operating in the investment banking and asset management segment; and
- (ii) listed investment banks operating in the region including Malaysia, Thailand, Indonesia and Singapore.

Based on the selection criteria above, we have identified the following comparable companies and their details are set out below.

For avoidance of doubt, we were not able to identify any listed companies operating in Indonesia and Singapore which is principally involved in investment banking and asset management activities.

It should be noted that the comparable companies have been selected on a best-effort basis and may not be directly comparable to MIDF due to various subjective factors which include, amongst others, composition of business activities, size of the business, geographical coverage, financial track record, risk profile, marketability and liquidity. The list of comparable companies selected is by no means exhaustive.

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Comparable companies	Principal activities	Country	Market capitalisation as at the LPD (RM'million)	PBR (times)
Kenanga Investment Bank Berhad	The company operates as an investment bank. The bank specialises in equity and futures broking, investment banking, treasury, corporate advisory, and wealth and investment management services	Malaysia	639	0.63
Maybank Securities Thailand PCL	The company is a securities brokerage firm. The company provides services in retail and institutional securities broking, derivatives, mutual fund, debt capital markets, investment management services, offshore investment, investment banking, and market research	Thailand	816	1.22
Finansia Syrus Securities PCL	The company provides a wide range of financial services. The company's services include internet trading, real-time trading, investment banking such as securities issuance and offering, securities underwriting, merger and acquisition, corporate valuation, financial restructuring and feasible studies	Thailand	191	0.50
KGI Securities Thailand PCL	The company provides securities brokerage, securities trading, investment banking, and investment advisory services	Thailand	1,208	1.21
Min				0.50
Max				1.22
Average				0.89
Median				0.92
MIDF (implied based on the Final Purchase Consideration)				0.85

(Source: Bloomberg L.P.)

Based on the table above, the implied PBR based on the Final Purchase Consideration of 0.85 times is:

- (i) lower than the average and median PBR of the Comparable Companies of 0.89 times and 0.92 times, respectively; and
- (ii) is within the range of the PBR of the Comparable Companies of 0.50 times to 1.22 times.

As such, we are of the view that the Final Purchase Consideration is fair based on our relative valuation analysis.

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6.2.2. Precedent transaction analysis

In assessing the fairness of the Final Purchase Consideration, we have also considered the precedent transactions involving the acquisition of comparable investment banking companies in Malaysia over the past 15 years. The precedent transactions are set out below:

<u>Acquirer</u>	<u>Target</u>	<u>Date</u>	<u>Stake acquired</u>	<u>Mode of consideration</u>	<u>Purchase consideration (RM'million)</u>	<u>Implied PBR (times)</u>
Affin Holdings Berhad	Hwang DBS Investment Bank Berhad	September 2013	100%	Cash	1,088.00	1.28
RHB Capital Berhad	OSK Investment Bank Berhad	May 2012	100%	Cash and shares	1,950.70	1.77
Kenanga Investment Bank Berhad	ECM Libra Investment Bank Berhad	June 2012	100%	Cash, redeemable non-convertible unsecured loan stock and shares	875.11	1.27
Min					875.11	1.27
Max					1,950.70	1.77
Average					1,304.60	1.44
Median					1,088.00	1.28
<u>Proposed Acquisition</u>						
MBSB	MIDF		100%	Shares	1,014.30	0.85

(Source: Circular issued in relation to the respective precedent transactions)

We note that the implied PBR based on the Final Purchase Consideration of 0.85 times is:

- (i) lower than the average and median of the implied PBR of the precedent transactions of 1.44 times and 1.28 times, respectively; and
- (ii) is lower than all the implied PBR of the precedent transactions.

As such, we are of the view that the Final Purchase Consideration is fair based on our precedent transaction analysis.

Premised on our relative valuation analysis and precedent transaction analysis as set out in Sections 6.2.1 and 6.2.2 of this IAL, we are of the opinion that the Final Purchase Consideration is fair.

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6.3. Evaluation of the Final Issue Price

As detailed in **Section 2.5.2 of Part A of the Circular**, the Final Issue Price of RM0.9652 per Final Consideration Share was commercially negotiated between the parties after taking into consideration, amongst others, the following:

- (i) the adjusted NA based on the audited consolidated NA of MBSB Group as at the Closing Accounts Date less MBSB Pre-Completion Dividend and MBSB Adjustment, which translates to approximately RM8.30 billion. The Final Issue Price represents a PBR of 0.83 times of the 2022 MBSB Net Assets Post Adjustments;
- (ii) historical trading share price of MBSB as set out in **Section 2.5.2 of Part A of the Circular**;
- (iii) the PBRs of financial institutions or their holding companies listed in Malaysia with PBR ranging from 0.42 times to 1.49 times as set out in **Section 2.5.1 of Part A of the Circular**.

As set out in **Section 2.5.2 of Part A of the Circular**, we also take note that the Final Purchase Consideration represents a PER of 13.28 times, which is slightly above the range of traded PERs of 3.53 times to 13.13 times and EV/EBITDA of 3.99 times, which is within the range of traded EV/EBITDA of 1.27 times to 4.88 times; and

- (iv) the precedent transactions involving the acquisition of financial institutions listed in Malaysia PBRs ranging from 0.93 times to 2.35 times over the period of 15 years from 2007 to 2023.

We note that the Final Issue Price was determined as at MBSB's Closing Accounts Date of 31 December 2022 as stipulated under the terms and conditions of the SPA in the following manner:

Final Issue Price	Amount (RM)	Commentaries
78% of MBSB Adjusted Closing Net Assets After Excess Capital	4,892,742,807.42	Note (1)
Add: 100% of MBSB Closing Excess Capital	2,638,990,088.60	Note (2)
Less: dividends declared and paid after the Closing Accounts Date but before the Completion Date	-	-
Less: MBSB Pre-Completion Dividend	(609,576,123.26)	Note (3)
Add: Proceeds or consideration, if any in connection with issuance of new MBSB Shares or any instrument that is dilutive when convertible into MBSB Shares	-	-
Final Consideration Shares Value	6,922,156,772.76	
divided by the number of MBSB Shares on a fully diluted basis as at the date of the SPA	7,171,483,803.00	-
Final Issue Price per Final Consideration Share	0.9652	

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Notes:

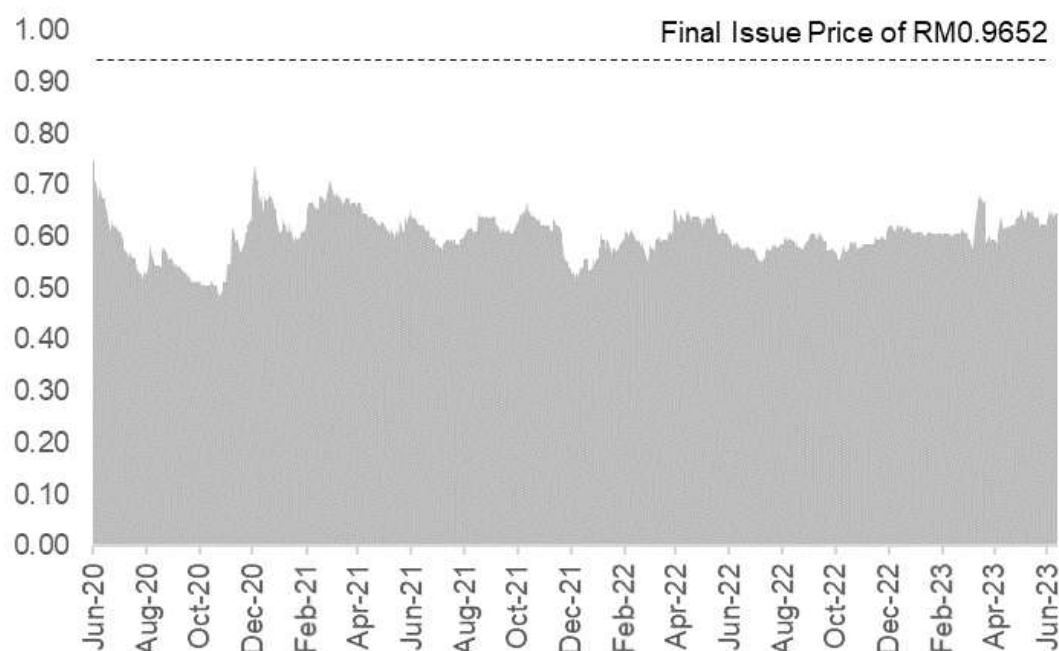
- (1) We note that the MBSB Adjusted Closing Net Assets After Excess Capital is calculated based on MBSB's audited consolidated NA as at the Closing Accounts Date and excludes the MBSB Closing Excess Capital (which has been accounted with 100% weightage as detailed under Note (2) below) and the MBSB Adjustment.

We are of the view the 78% applied to the MBSB Adjusted Closing Net Assets which is commercially negotiated by the Parties after completion of due diligence and taking into account the PBRs of the other financial institutions or their holding companies listed in Malaysia as set out in **Section 2.5.1 of Part A of the Circular**, is fair in view that the resultant Final Issue Price of RM0.9652 is above the historical market price of MBSB Shares for the past 3 years prior to the LTD and up to the LPD as set out below;

- (2) We note that a weightage of 100% has been applied to the MBSB Closing Excess Capital to derive at the Final Issue Price, and we are of the view this is reasonable in view that it represents the excess portion of MBSB's capital that may be distributed to the shareholders subject to BNM's approval.
- (3) We are of the view that this is reasonable in view that MBSB had distributed the MBSB Pre-Completion Dividend in full on 17 April 2023 to its shareholders as at the entitlement date of the MBSB Pre-Completion Dividend.

In assessing fairness of the Final Issue Price, we have primarily made reference to the historical price performance of MBSB Shares. We have compared the Final Issue Price against the following:

Historical market price performance of MBSB Shares for the past 3 years prior to the LTD and up to the LPD



(Source: Bloomberg L.P.)

Based on the graph above, the Final Issue Price of RM0.9652 is higher than the price of MBSB Shares for past 3 years prior to the LTD and up to the LPD.

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Premium over the historical closing market prices and VWAP of MBSB Shares up to and including the LPD

The closing market price and VWAP of MBSB Shares are set out as below:

	Closing market price/VWAPs RM	Premium over the closing market price/VWAPs	
		RM	%
Closing market price as at 8 June 2023, being the day prior to the Announcement (“LTD”)	0.6200	0.3452	55.68
Up to and including LPD			
Closing market price	0.6450	0.3202	49.64
5-day VWAP	0.6442	0.3210	49.83
1-month VWAP	0.6452	0.3200	49.60
3 month VWAP	0.6403	0.3249	50.74
6-month VWAP	0.6324	0.3328	52.62
1-year VWAP	0.6205	0.3447	55.55

(Source: Bloomberg L.P.)

Based on the table above, we note that the Final Issue Price of RM0.9652 per Final Consideration Share represents:

- (i) a premium of RM0.3452 (55.68%) to the closing market price of MBSB Shares as at the LTD;
- (ii) a premium of RM0.3202 (49.64%) to the closing market price of MBSB Shares as at the LPD; and
- (iii) a premium ranging from RM0.3200 (49.60%) to RM0.3447 (55.55%) between the 5-day, 1-month, 3-month, 6-month and 1-year VWAPs of MBSB Shares up to and including the LPD.

Premised on the above, we are of the opinion that the Final Issue Price is fair.

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6.4. Salient terms of the SPA

Our commentaries on the salient terms of the SPA as set out in **Appendix III of the Circular** are as follows:

No	Salient terms of the SPA	Kenanga IB's comments Fair and reasonable
1.	<p>FINAL PURCHASE CONSIDERATION, FINAL ISSUE PRICE AND FINAL CONSIDERATION SHARES</p> <p>The parties have agreed that the following Adjusted Purchase Consideration, Adjusted Issue Price and Adjusted Consideration Shares are final as follows:-</p> <p><u>Adjusted Purchase Consideration (which shall be known as Final Purchase Consideration)</u></p> <p>The Final Purchase Consideration has been determined based on the following:</p> <p>(a) the aggregate of 77% of MIDF Adjusted Closing Net Assets and 100% of MIDF Closing Excess Capital;</p> <p>(b) less any dividends declared and paid and/or to be paid and/or capital repayments made and/or to be made after the Closing Accounts Date (which have not been provided for in the MIDF Closing Accounts) but before the Completion Date; and</p> <p>(c) less MIDF Pre-Completion Dividend (to the extent it has not been provided for in the MIDF Closing Accounts).</p> <p>Where:</p> <p>"MIDF Adjusted Closing Net Assets" : MIDF's audited consolidated net asset as at the Closing Accounts Date less the MIDF Closing Excess Capital.</p> <p>"MIDF Agreed CET-1 Ratio" : MIDF CET-1 Ratio of 15% as agreed by the Parties.</p> <p>"MIDF CET-1 Ratio" : MIDF common equity Tier-1 capital ratio, measured by the MIDF Total CET-1 Capital divided by MIDF Total Risk Weighted Assets.</p>	<p>This term sets out the Final Purchase Consideration for the Proposed Acquisition and details on the determination of the Final Purchase Consideration.</p> <p>Based on the selected precedent transactions in the investment banking space over the past 15 years as set out in Section 6.2.2 of this IAL and publicly available information pertaining to the transactions, whilst the nature of adjustments (if any) may vary across different transactions depending on amongst others, the financial and commercial considerations of the transaction, it is common for transactions in the investment banking space to use net assets of the company as one of the basis in arriving at the purchase consideration.</p> <p>We are of the view the 77% applied to the MIDF Adjusted Closing Net Assets, which was commercially negotiated by the Parties after taking into consideration the due diligence findings, is fair and reasonable in view that it is:</p> <p>(i) lower than the average and median PBR of the comparable companies of 0.89 times and 0.92 times, respectively, as well as within range of the PBR of comparable companies of</p>

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No	Salient terms of the SPA	Kenanga IB's comments
	<p>"MIDF Closing Accounts" : an interim audited consolidated financial statement of the MIDF Group in respect of the year-to-date financial period ending on the Closing Accounts Date to be prepared within 60 days from the Closing Accounts Date.</p> <p>"MIDF Closing Excess Capital" : the excess capital of MIDF Group as ascertained based on MIDF Total CET-1 Capital as at the Closing Accounts Date less (the MIDF Total Risk Weighted Assets as at Closing Accounts Date multiplied with the MIDF Agreed CET-1 Ratio).</p> <p>"MIDF Total CET-1 Capital" : The total common equity Tier-1 capital of the MIDF Group, determined as at the Closing Accounts Date.</p> <p>"MIDF Total Risk Weighted Assets" : The total risk weighted assets of the MIDF Group determined as at the Closing Accounts Date.</p>	<p>0.50 times to 1.22 times as set out in Section 6.2.1 of this IAL; and</p> <p>(ii) lower than the average and median of the implied PBR of the precedent transactions of 1.44 times and 1.28 times, respectively, and is lower than all the implied PBR of the precedent transactions as set out in Section 6.2.2 of this IAL.</p> <p>We note that both MBSB and MIDF are valued based on adjusted net assets and the excess capital is determined based on the same agreed CET-1 ratio of 15%.</p> <p>Based on the selected precedent transactions as set out in Section 6.2.2 of this IAL and publicly available information pertaining to the transactions, we note that such adjustments were not made for the precedent cases.</p> <p>Notwithstanding the above, we are of the view that the 15% applied to the MIDF CET-1 Ratio in arriving at the MIDF Agreed CET-1 Ratio is fair and reasonable after taking into consideration, amongst others, that:</p> <p>(i) both MBSB and MIDF have maintained a high level of CET-1 ratio as compared to the regulated minimum CET-1 Ratio of 4.5% as stipulated under the BNM's capital adequacy framework; and</p>

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No	Salient terms of the SPA	Kenanga IB's comments
	<p><u>Adjusted Issue Price (which shall be known as Final Issue Price)</u></p> <p>The Final Issue Price has been determined based on the following:</p> <ul style="list-style-type: none"> (a) the aggregate of 78% of the MBSB Adjusted Closing Net Assets and 100% of the MBSB Closing Excess Capital; (b) less any dividends declared and paid and/or to be paid and/or capital repayments made and/or to be made after the Closing Accounts Date (which have not been provided for in the MBSB Closing Accounts) but before the Completion Date; (c) less the MBSB Pre-Completion Dividend (to the extent it has not been provided for in the MBSB Closing Accounts); (d) add the proceeds or consideration (if any) to be received by the MBSB as a result of its issuance of new ordinary shares or any instrument that is dilutive when convertible into ordinary shares of the MBSB that has been announced or is in issue as at the Completion Date as set out in (e) below; and 	<p>(ii) the average CET-1 ratio of Malaysia's banking system of 15.0% against the total risk weighted assets as at December 2022, based on the Financial Stability Review Second Half 2022 published by BNM.</p> <p>We view the 100% weightage on the excess capital is reasonable as it represents the portion that may be distributed to shareholders subject to BNM's approval.</p> <p>In view that the basis in determining the Final Purchase Consideration is consistent between MBSB and MIDF, we are of the opinion that these adjustments made to arrive at the Final Purchase Consideration are reasonable.</p> <p>This term sets out the Final Issue Price for the Final Consideration Shares for the Proposed Acquisition and details on the determination of the Final Issue Price.</p> <p>In view that both MBSB and MIDF have made adjustments in relation to their respective excess capital due to the Proposed Acquisition being a share exchange, we are of the view that the adjustments made are reasonable.</p> <p>In addition, it is also noted that the following percentages have been applied in arriving at the Final Purchase Consideration and Final Issue Price:</p> <ul style="list-style-type: none"> (i) 77% of MIDF Adjusted Closing Net Assets; and (ii) 78% of MBSB Adjusted Closing Net Assets.

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<p>No</p> <p>Salient terms of the SPA</p> <p>(e) the sum of (a), (b), (c) and (d) shall be divided by the number of the MBSB's ordinary shares on a fully diluted basis after taking into account any issuance of new ordinary shares or any instrument that is dilutive when convertible into ordinary shares of the MBSB that has been announced or is in issue as at the Completion Date.</p> <p>Where:</p> <p>"MBSB Adjusted Closing Net Assets" : Purchaser's audited consolidated net asset as at the Closing Accounts Date less the Purchaser Closing Excess Capital.</p> <p>"MBSB Agreed CET-1 Ratio" : Purchaser CET-1 Ratio of 15% as agreed by the Parties.</p> <p>"MBSB CET-1 Ratio" : Purchaser common equity tier 1 capital ratio, measured by MBSB Total CET-1 Capital divided by MBSB Total Risk Weighted Assets.</p> <p>"MBSB Closing Accounts" : an interim audited consolidated financial statement of the MBSB Group in respect of the year-to-date financial period ending on the Closing Accounts Date to be prepared within 60 days from the Closing Accounts Date.</p> <p>"MBSB Closing Excess Capital" : the excess capital of the MBSB Group as ascertained based on the MBSB Total CET-1 Capital as at the Closing Accounts Date less (the MBSB Total Risk Weighted Assets of the Purchaser Group as at Closing Accounts Date multiplied with MBSB Agreed CET-1 Ratio).</p> <p>"MBSB Total CET-1 Capital" : The total common equity Tier-1 capital of the MBSB Group, determined as at the Closing Accounts Date.</p> <p>"MBSB Total Risk Weighted Assets" : The total risk weighted assets of the MBSB Group, determined as at the Closing Accounts Date.</p>	<p>Kenanga IB's comments</p> <p>Notwithstanding that there is a difference in percentages applied above, we are of the view that it is reasonable as:</p> <p>(i) these adjustments represent commercial negotiation between the Parties after taking into consideration the respective due diligence findings; and</p> <p>(ii) the lower percentage of 77% is being applied to the MIDF Adjusted Closing Net Assets as compared to the 78% applied to the MBSB Adjusted Closing Net Assets.</p> <p>In addition, premised on our evaluation of the Final Issue Price as set out in Section 6.3 of this IAL, we are of the view that the Final Issue Price is fair, reasonable and not detrimental to the shareholders of MBSB.</p>
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<p>No</p>	<p>Salient terms of the SPA <u>Adjusted Consideration Shares (which shall be known as Final Consideration Shares)</u></p> <p>The final number of Consideration Shares has been determined based on the Final Purchase Consideration divided by the Final Issue Price as per above.</p> <p>The Company shall prepare the calculations of the MBSB Adjusted Closing Net Assets, the Final Issue Price and the Final Consideration Shares, and PNB shall prepare calculations of the MIDF Adjusted Closing Net Assets and the Final Purchase Consideration, and each Party shall deliver the aforesaid to the other Party, along with the delivery of the MBSB Closing Accounts and MIDF Closing Accounts (as applicable) in accordance with terms of the SPA.</p> <p>The Parties shall use their respective reasonable endeavours to discuss in good faith and agree on the Final Purchase Consideration and/or the Final Issue Price and/or the Final Consideration Shares calculated based on the principles and terms and conditions as stipulated in the Appendix III of this Circular or other principles and terms and conditions as may be agreed between the Parties, within 14 days from the exchange of the MBSB Closings Accounts and MIDF Closing Accounts, respectively ("Discussion Cut-Off Date") (or such other period as may be agreed in writing by the Parties).</p> <p>Any disagreement between the Parties in relation to any matters as set out in or pursuant to or arising from the aforementioned adjustments, shall be referred to the respective chief executive officers of the Parties and/or the chairman of the board of directors of PNB (in respect of PNB) for resolution within 14 days from the Discussion Cut-Off Date and the Parties shall use all reasonable endeavours in good faith to resolve the dispute.</p> <p>If the disagreement cannot be resolved by the respective chief executive officers of the Parties and/or the chairman of the board of directors of PNB (in respect of PNB) within 21 days from the Discussion Cut-Off Date, such disagreement shall be referred to the Reporting Accountants.</p>
<p>Kenanga IB's comments</p>	<p>This term sets out the Final Consideration Shares to be issued for the Proposed Acquisition and details on the determination of the number of Final Consideration Shares to be issued.</p> <p>We are of the view that the Discussion Cut-Off Date, being 14 days from the exchange of the Closing Accounts is sufficient for the Parties to agree on the adjustment (if any) to the Final Purchase Consideration, Final Issue Price and/or Final Consideration Shares.</p> <p>In the event that the Parties are unable to agree on the Final Purchase Consideration and/or Final Issue Price and/or Final Consideration Shares by the Discussion Cut-Off Date, the determination of the Final Purchase Consideration and/or Final Issue Price and/or Final Consideration Shares shall be referred to the reporting accountants that are jointly engaged by the Parties.</p> <p>As such, we are of the view that this term is reasonable.</p>

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No	Salient terms of the SPA	Kenanga IB's comments
2.	<p>For the purpose of adjustment, within 150 days from the 31 December 2022 ("Closing Accounts Date") MBSB shall prepare and issue an interim audited consolidated financial statement of the MBSB Group, and PNB shall procure MIDF to prepare and issue an interim audited consolidated financial statement of the MIDF Group, in respect of the year-to-date financial period ending on the Closing Accounts Date ("Closing Accounts") and each MBSB and PNB shall deliver the Closing Accounts to the other party.</p> <p>CONDITIONS PRECEDENT</p> <p>The completion of the SPA shall be subject to the following list of Conditions Precedent being fulfilled to the satisfaction of the relevant Party or waived in accordance with the SPA:</p> <p>(a) in respect of MBSB:</p> <p>(i) the receipt of the approval from Bursa Securities for the listing and quotation of the Final Consideration Shares on the Main Market and such approval remains in full force and effect and has not been withdrawn; and</p> <p>(ii) the passing at a general meeting of MBSB of a resolution to approve the acquisition of the Sale Shares and the issuance of the Final Consideration Shares to PNB in the agreed terms;</p> <p>(b) in respect of PNB and MIDF Group:</p> <p>(i) the receipt of the approval from the Securities Commission Malaysia for the change in controller of MAIB and MAAMB from PNB to MBSB and such approval remains in full force and effect and has not been withdrawn; and</p> <p>(c) the receipt of the BNM and MOF Approvals (or waivers thereof as applicable) remaining in full force and effect and have not been withdrawn.</p>	<p>Reasonable</p> <p>The Conditions Precedent represent the necessary approvals which are mandatory to facilitate the completion of the Proposed Acquisition. The SPA will become unconditional if the Conditions Precedent are fulfilled and/or waived.</p> <p>Save for the approval granted as set out below, as at the LPD, the Proposed Acquisition is still subject to the fulfilment and/or waiver of all the Conditions Precedent:</p> <p>(i) Bursa Securities had, vide its letter dated 22 June 2023, approved the listing of and quotation for the Final Consideration Shares on the Main Market of Bursa Securities, subject to the conditions set out in Section 8 of Part A of the Circular; and</p> <p>(ii) MOF (through BNM) had vide BNM's letter dated 13 April 2023, granted the approval to MBSB for the Proposed Acquisition.</p>

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<p>No</p>	<p>Salient terms of the SPA</p>	<p>Kenanga IB's comments</p> <p>In view that MBSB and MIDF are subject to the purview of BNM, MOF, Bursa Securities and the SC, it is mandatory for the Parties to adhere to the conditions or requirements imposed by the regulatory bodies as set out in item (a), (b) and (c).</p> <p>As such, we are of the view that the terms are reasonable and not detrimental to the interest of shareholders of MBSB.</p>
<p>3.</p> <p>COMPLETION</p> <p>Subject to the satisfaction of the Conditions Precedent or waiver of the Conditions Precedent, Completion shall take place:</p> <p>(a) at 12:00 noon on the Completion Date at the office of MBSB or at such other venues as may be determined by the Parties in writing; or</p> <p>(b) if Completion at the place set out above is not reasonably practicable, virtually by the exchange of the relevant documents to be delivered on or before the Completion Date between the Parties by email with the originals of the respective documents to be sent out by each party to the other Party promptly after Completion by courier delivery, or in such other manner as the Parties may agree in writing.</p>	<p>Reasonable</p> <p>This term ensures that the completion of the Proposed Acquisition take place upon the satisfaction of the Conditions Precedent or such waiver of Conditions Precedent.</p> <p>Item (b) provides an additional option for the mode of meeting and to ensure the respective documents are sent out to each Party promptly after the Completion.</p>	
<p>4.</p> <p>OVERVIEW OF PROPOSED CHANGES TO THE BOARD AND SELECTED KEY EXECUTIVES</p> <p>Pursuant to the SPA, PNB is entitled to nominate 2 persons as directors of MBSB, 1 of whom shall be an independent director, subject to the receipt of the relevant approval from BNM for such appointments (if required).</p> <p>In respect of the proposed changes to selected key executives, MBSB and PNB had established a Group Leadership Committee for the purpose of jointly identifying and mutually agreeing on suitable candidates for the positions of, amongst others, Group Chief Executive Officer and Group Chief Financial Officer of MBSB.</p>	<p>Reasonable</p> <p>This term sets out the conditions for the appointment of, amongst others, the Group Chief Executive Officer and Group Chief Financial Officer of MBSB as mutually identified and agreed by the Parties. This term ensures that the candidate is competent and qualifies for such positions.</p>	

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<p>No</p>	<p>Salient terms of the SPA</p>	<p>Kenanga IB's comments</p> <p>Upon completion of the Proposed Acquisition, PNB will emerge as a major shareholder of MBSB. Accordingly, we are of the view that it is reasonable for PNB to have board representations to reflect its substantial interest in MBSB.</p>
<p>5.</p>	<p>TERMINATION EVENTS</p> <p>Pursuant to the SPA, the SPA may be terminated or rescinded only in accordance with the following:</p> <p>(a) Mutual Agreement: by mutual written agreement of the Parties;</p> <p>(b) Non-fulfilment of Conditions Precedent: by any Party to the other Party on the Long-Stop Date, if any of the Conditions Precedent is not satisfied or waived in accordance with the SPA prior to such date pursuant to the SPA;</p> <p>(c) Non-fulfilment of Completion Obligation: by either Party who is not a defaulting Party pursuant to the SPA;</p> <p>(d) Material Breach by MBSB: by PNB by a written notice to MBSB specifying the material breach if it shall be found that MBSB's Fundamental Warranties was, when given, or will be or would be, at Completion in all material respects not complied with or otherwise untrue or misleading in any material respects or if there is a material breach by MBSB of any terms of the SPA provided that PNB shall not issue a termination notice before giving MBSB a minimum of 30 days or any other period where Parties mutually agree to remedy the breach if the breach is remediable and MBSB has failed to remedy the breach within the stipulated time period;</p>	<p>Reasonable</p> <p>This term sets out the event in which termination can be effected by either Party.</p> <p>We are of the view that this term is reasonable as they govern the rights of the non-defaulting party to terminate the SPA as well as safeguard the interest of the non-defaulting party in the event any of the material breaches, terms and conditions and/or material event that may affect the interest of either Party.</p>

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No	Salient terms of the SPA	Kenanga IB's comments
(e)	<p>Material Breach by PNB: by MBSB by a written notice to PNB specifying the breach if it shall be found that PNB's Fundamental Warranties was, when given, or will be or would be, at Completion in all material respects not complied with or otherwise untrue or misleading in any material respects or if there is a material breach by PNB of any term of the SPA provided that MBSB shall not issue a termination notice before giving PNB a minimum of 30 days or any other period where Parties mutually agree to remedy the breach if the breach is remediable and PNB has failed to remedy the breach within the stipulated time period;</p>	
(f)	<p>Insolvency Event of material group company: by MBSB if PNB or MAIB or MIDF or MAAMB, or by PNB if MBSB or MBSB Bank (as the case may be), prior to Completion:</p> <p>(A) is or becomes unable to pay its debts within the meaning of the Companies Act or any other legislation regarding insolvency of the jurisdiction in which it carried on business;</p> <p>(B) enters into (pursuant to an order made by the court) any arrangement, composition or compromise with, or assignment for the benefit of, its creditors or any class of them;</p> <p>(C) is faced by an order by the court is made for the winding up or dissolution;</p> <p>(D) is faced by a receiver, receiver and manager, special administrator, trustee or similar official is appointed over any of the assets or undertaking; or</p> <p>(g) ceases or threatens to cease carrying on a substantial portion of its business;</p> <p>(h) Material diminution of MIDF's adjusted audited consolidated net asset: by MBSB pursuant to the SPA;</p> <p>(i) Material diminution of MBSB's adjusted audited consolidated net asset: by PNB pursuant to the SPA; or</p>	

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No	Salient terms of the SPA	Kenanga IB's comments
(i)	<p>Occurrence of Material Adverse Event: by MBSB if a Material Adverse Event has occurred in respect of MIDF Group at any time prior to the Completion, or by PNB if a Material Adverse Event has occurred in respect of MIDF Group at any time prior to the Completion, as the case may be.</p>	
6.	<p>GOVERNING LAW AND DISPUTE RESOLUTION</p> <p>The SPA and the documents to be entered into pursuant to it (unless otherwise expressed in such documents) shall be governed by and construed in accordance with the laws of Malaysia.</p>	<p>Reasonable</p> <p>This term is reasonable as the transaction is to be taken place in Malaysia and both MBSB and MIDF are domiciled in Malaysia. Therefore, any agreements or documents to be entered into shall be governed by the laws of Malaysia.</p>
7.	<p>DIVIDENDS</p> <p>As at the date of the SPA:</p> <p>(a) MBSB had distributed the MBSB Pre-Completion Dividend in full on 17 April 2023 to its shareholders; and</p> <p>(b) MIDF had distributed the MIDF Pre-Completion Dividend in full on 31 March 2023 to its sole shareholder, the Vendor;</p> <p>Further, subject always to receipt of the approval from BNM, MBSB shall use its reasonable endeavours to declare a post-completion dividend whether as interim and/or final dividends within 12 months after PNB is registered as a shareholder of the Final Consideration Shares in the register of depositors of MBSB or in due course in accordance with the SPA.</p>	<p>Reasonable</p> <p>This term is reasonable and not detrimental to the shareholders of MBSB as the dividends declared by the Parties have been paid to their respective shareholders.</p> <p>We are of the view that this term is reasonable and not detrimental in view that all shareholders of the Enlarged Group will be entitled to the dividends.</p>

Based on our review of the salient terms of the SPA as set out above, we are of the view that the overall terms and conditions of the SPA are reasonable and not detrimental to the shareholders of MBSB.

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6.5. Effects of the Proposed Acquisition

We take cognisance of the pro forma effects of the Proposed Acquisition from **Section 6 of Part A of the Circular**.

Our commentaries on the pro forma effects are summarised as follow:

Effects	Kenanga IB's comments
Issued share capital	<p>We note that the Proposed Acquisition will result in an increase in the issued share capital of the Company from approximately RM7,198 million as at the LPD to approximately RM7,876 million arising from the issuance of the Final Consideration Shares.</p>
Shareholdings	<p>We take note that the collective shareholding of all existing shareholders of MBSB will be diluted to 87.22% of the Enlarged Group pursuant to the Proposed Acquisition. EPF will still have a controlling stake while PNB will have a meaningful equity interest of 12.78%. However, MBSB's shareholders will have a smaller shareholding in a larger entity in the form of the Enlarged Group.</p> <p>As this is a consequence of the transaction structure, we are of the view that the shareholding effects of the Proposed Acquisition is not detrimental to the shareholders of MBSB.</p>
Public shareholding spread	<p>We note that the public shareholders' shareholdings will reduce from 34.13% to 29.77% after the Proposed Acquisition, which is still above the 25% threshold and complies with Paragraph 8.02(1) of the Listing Requirements.</p>
NA per Share and gearing	<p>We note that the NA per Share of RM1.25 as at 31 December 2022 will decrease to RM1.16 mainly due to the following:</p> <ul style="list-style-type: none">(i) reduction in NA due to MBSB Pre-Completion Dividend paid; and(ii) dilutive impact arising from the issuance of the Final Consideration Shares pursuant to the Proposed Acquisition. <p>We note that MBSB's shareholders had also received the MBSB Pre-Completion Dividend amounting to approximately RM609.58 million, representing a dividend per share of RM0.085.</p> <p>Further, we note that the gearing ratio will decline from 0.76 times to 0.74 times upon completion of the Proposed Acquisition.</p> <p>Notwithstanding the above, we note that the NA per Share is expected to increase moving forward as the Enlarged Group enjoys the potential benefits and synergies arising from the Proposed Acquisition.</p>
Earnings and EPS	<p>Based on the pro forma effects on the earnings and EPS, we note that the pro forma EPS for the FYE 31 December 2022 is expected to increase from 6.42 sen to 12.79 sen upon completion of the Proposed Acquisition which is driven by a one-off gain from acquisition as a result of the Final Purchase Consideration being lower than the NA of MIDF. We also note that without the one-off gain from acquisition and estimated expenses, the pro forma EPS is expected to increase from 6.42 sen to 6.53 sen, mainly due to consolidation of MIDF's financials into the Enlarged Group.</p>

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Effects

Kenanga IB's comments

The Proposed Acquisition is expected to contribute positively to the future earnings and EPS of the Enlarged Group in the long run with the potential earnings generated from MIDF Group and through the realisation of the synergistic benefits.

Nevertheless, we wish to highlight that any accretion in earnings and EPS of the Enlarged Group moving forward will be dependent on the realisation of the potential synergies and benefits arising from the Proposed Acquisition.

Premised on the above, we are of the view that the pro forma effects of the Proposed Acquisition are not detrimental to the interests of the shareholders of MBSB.

6.6. Prospects, outlook and future plans

We have considered the Malaysian economy overview, industry outlook and the prospects and future plans of the Enlarged Group as set out in **Section 4 of Part A of the Circular**.

In summary, we are of the view that the long-term prospects of the Enlarged Group taking into consideration the Proposed Acquisition to be encouraging, underpinned by the following factors:

(i) Overview and prospects of the Malaysian economy

The Malaysian economy registered a continued expansion of gross domestic product (“GDP”) by 5.6% during the first quarter of 2023 as compared to the 7.1% in the fourth quarter of 2022, as supported by the further expansion of household spending, continued investment activity, improving labour market conditions and higher tourism activities. At 5.6%, the first quarter growth was still above the long-term average of 5.1%. On a quarter-to-quarter seasonally-adjusted basis, the economy grew by 0.9% in the first quarter of 2023, as compared to the decline of 1.7% registered during the fourth quarter of 2022.

During the quarter, private consumption expanded by 5.9% (4Q 2022: 7.3%), mainly supported by improving labour market conditions and policy measures such as higher minimum wage and continued cash transfers.

Private investment grew by 4.7% during the first quarter of 2023 as compared to the 10.3% growth registered during the fourth quarter of 2022, supported by the continued capacity expansion by firms and further progress of construction activities.

Public consumption declined by 2.2% during the quarter (4Q 2022: 3.0%), reflecting the lower government supplies and services spending. On the other hand, public investment grew by 5.7% during the quarter (4Q 2022: 6.0%) driven mainly by capital expenditure by public corporations.

For 2023, the Malaysian economy is expected to continue to expand amid slower external demand. Growth will be driven by domestic demand, supported by improving labour market conditions, higher tourism activity and further progress of multiyear investment projects. Domestic financial conditions also remain conducive to financial intermediation.

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The risks to Malaysia's growth outlook are fairly balanced. Upside risks are mainly from domestic factors such as stronger than expected tourism activity and implementation of projects including those from the re-tabled Budget 2023. Meanwhile, downside risks stem from weaker-than-expected global growth and more volatile global financial market conditions.

(Source: Bank Negara Malaysia Quarterly Bulletin, First Quarter 2023)

In relation to the above, we note that the Malaysian economy registered a growth of 5.6% during the first quarter of 2023, representing a decline from the 7.1% registered during the fourth quarter of 2022. Nonetheless, we note that the growth of 5.6% is still above the long-term average of 5.1%. Further, we note that the Malaysian economy is expected to expand at a more moderate pace, supported by continued recovery in labour market, higher tourism activity and realisation of multi-year investment projects. In view of the above, we expect the Malaysian economy to be cautiously satisfactory.

(ii) **Overview and outlook of banking in Malaysia**

Interbank rates declined slightly during the quarter as a result of normalisation in interbank rates following some easing in the tighter interbank market conditions observed towards end-2022, average lending rate on outstanding loans declined, driven by few selected banks and broadly stable fixed deposit rates amid the unchanged overnight policy rate.

Banking system liquidity remained sufficient at both the institutional and system-wide levels. Slightly higher outstanding liquidity placed with BNM at the end of the quarter amid net portfolio inflows. At the institutional level, almost all banks maintained surplus liquidity positions with the Bank as at end-March 2023.

Credit conditions in Malaysia

Credit to the private non-financial sector has recorded a slower growth in outstanding loans of 4.2% (4Q 2022: 4.7%) as loan repayments growth (10.8%) outpaced that of disbursements (7.5%) across segments. Outstanding corporate bonds also grew at a more moderate pace (4.4%; 4Q 2022: 4.6%).

For business loans, the moderation in loan growth during the quarter of 2.4% (4Q 2022: 3.4%) was partly driven by continued growth in repayments, amid the higher and expected increase in borrowing costs. Loan disbursements growth also moderated from the previous higher base, although the levels remained well above pre-COVID-19 average. Investment-related loans remained forthcoming, especially for small and medium-sized enterprises.

For household loans, there was a weaker loan growth for purchase of securities during the quarter. Loan growth for purchase of big-ticket items remained sustained, with higher growth recorded for car purchase

(Source: Bank Negara Malaysia Quarterly Bulletin, First Quarter 2023)

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Islamic Banking

The global Islamic finance landscape has evolved significantly. Compared to a decade ago, Islamic finance has gained greater prominence in the global financial landscape. Global Islamic financial assets have grown from USD1.6 trillion in 2012 to USD2.7 trillion in 2020. Prospects for further growth remain significant, particularly within Asia and Organisation of Islamic Cooperation (“OIC”) countries. These may arise from untapped market segments, the growing halal business, and demand for more sustainable investments. Alongside the broader digitalisation of financial services, Islamic fintech opportunities are also growing, particularly in developing countries with Muslim-majority populations.

The Islamic finance space is thus expected to become more vibrant globally. Increasingly, more countries are looking to develop domestic markets and expand their footprint overseas. This environment creates new opportunities to Islamic finance – such as new cross-border partnerships to realise synergies, including through ‘collaborative competition’ (co-opetition) among established and emerging Islamic financial centres.

Against this backdrop, the Malaysia International Islamic Financial Centre (“MIFC”) vision and strategy continues to evolve in response to global trends and shifts in real economic needs.

BNM will strengthen the Shariah regulatory framework by aligning the application of Shariah contracts with their underlying wisdom (hikmah). This includes setting out clear considerations for financial institutions in adopting certain arrangements in exceptional circumstances (e.g. ceding takaful risk to conventional insurers or reinsurers due to capacity constraints), in line with the hajah principle.

Another desired outcome is for financial institutions to use more diverse Shariah contracts, thereby enabling value-based finance to serve a wider range of economic and social needs. This may call for a reconsideration of the use of tawarruq, which is presently a dominant Shariah contract for Islamic finance products in Malaysia’s Islamic finance landscape.

(Source: Financial Sector Blueprint 2022 to 2026, Bank Negara Malaysia)

In relation to the above, we note that the credit to private non-financial sector grew by 4.2% in the first quarter of 2023, representing a decline from the growth registered of 4.7% in the fourth quarter of 2022. Notwithstanding the above, we note that the banking system liquidity remained at a healthy level at both the institutional and system-wide levels to facilitate financial intermediation activity.

In addition, we also note that the global Islamic financial assets have grown substantially from USD1.6 trillion in 2012 to USD2.7 trillion in 2020. Further, more countries are looking to develop domestic markets and expand their footprint overseas in Islamic finance. BNM will strengthen the Shariah regulatory framework which will potentially strengthen the Malaysia’s Islamic finance landscape.

In view of the above, the prospects of the Malaysian banking industry would appear to be encouraging.

We are of the view that the future prospects of the Enlarged Group’s business is cautiously positive, after taking into consideration, amongst others, Malaysia’s economic growth and the outlook of the banking industry in Malaysia, and the rationale as set out in Section 6.1 of this IAL. As such, we are of the view that the Proposed Acquisition is reasonable and is expected to contribute positively to the Group.

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Nonetheless, we wish to highlight that there shall be no guarantee that the anticipated benefits will be realised by MIDF and/or MBSB Group in the foreseeable future. The future plans to be undertaken by the Board are subject to uncertainties which are not within the Board's control such as changes in government policies, adverse change in global or economic conditions and outbreak of diseases. The occurrence of any of such events may materially impact the Enlarged Group's ability to implement the plans within the intended timeframe or such plans may not achieve the expected results.

6.7. Risk factors of the Proposed Acquisition

In evaluating the Proposed Acquisition, the shareholders of MBSB should carefully consider the potential risks of the Proposed Acquisition as set out in **Section 5 of Part A of the Circular** and summarised as follows:

6.7.1. Completion risk

The Proposed Acquisition is subject to, amongst others, approval from Bursa Securities and shareholders of the Company. In the event that the conditions precedent as set out in the SPA are not met, the Proposed Acquisition will not be completed.

Nevertheless, we take note that the Parties will take all reasonable steps to procure the satisfaction and/or waiver of the Conditions Precedent in order to facilitate the timely completion of the SPA.

6.7.2. Acquisition and integration risk

The key integration risks pursuant to MBSB's intention to integrate the operations of MIDF into those of MBSB upon completion of the Proposed Acquisition, amongst others, are functions of information technology as well as other operational functions.

The ability of the Enlarged Group to reap the synergies envisaged might be affected as synergies may not be fully realised due to integration issues, changes in market conditions, or unexpected changes in competition.

6.7.3. Ability to attract and retain key/experienced personnel

In view of the anticipated growth and larger business spectrum, the Enlarged Group would require a greater number of experienced personnel in all its key operating areas in order to function effectively and efficiently within the confines of the regulatory environment.

6.7.4. Compliance and regulatory risk

Upon completion of the Proposed Acquisition, the Enlarged Group will also be subject to the FSA and CMSA to regulate its investment banking and asset management business, in addition to MBSB Bank's existing Islamic banking business with a licence under the IFSA. This will potentially increase the risk of non-compliance.

We take note that the Company will engage regularly with the BNM and the SC to mitigate this risk and to ensure compliance.

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6.7.5. Competition

MIDF Group operates in highly competitive industries and the Enlarged Group will face increasing competition from both domestic and foreign institutions in the investment banking, stockbroking and asset management sectors. The increase in competition may result in pricing pressures, shrinking margins and loss of market share which in turn may have a material adverse impact on the financial and operating conditions of the Enlarged Group.

Nonetheless, we take note that the Enlarged Group will use its best endeavours to formulate strategies to compete effectively against its existing and future competitors and undertake extensive marketing and promotional activities to increase awareness of its range of products and services.

Although measures have been/will be taken by MIDF and/or MBSB to mitigate such risks associated with the Proposed Acquisition, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the business and operation of the Enlarged Group, its financial performance or prospects thereon.

In evaluating the Proposed Acquisition, shareholders of MBSB should carefully consider the said risk factors and their respective mitigating factors prior to voting on the resolution pertaining to the Proposed Acquisition at the forthcoming EGM of MBSB. Shareholders of MBSB should also note that the risk factors mentioned therein are not meant to be exhaustive.

7. CONCLUSION AND RECOMMENDATION

The shareholders of MBSB should carefully consider the merits and demerits of the Proposed Acquisition based on all relevant and pertinent factors including those set out in this IAL as well as those as set out in **Part A of the Circular** together with the accompanying appendices before voting on the ordinary resolution pertaining to the Proposed Acquisition at the forthcoming EGM of the Company.

Premised on our evaluation of the Proposed Acquisition in Section 6 of this IAL, we are of the opinion that the Proposed Acquisition is fair, reasonable and not detrimental to the interests of shareholders of MBSB.

Accordingly, we recommend that the shareholders of MBSB to vote in favour of the resolution pertaining to the Proposed Acquisition to be tabled at the forthcoming EGM of the Company.

Yours faithfully,
For and on behalf of
KENANGA INVESTMENT BANK BERHAD

DATUK CHAY WAI LEONG
Group Managing Director

DATUK ROSLAN HJ TIK
Executive Director, Head
Group Investment Banking & Islamic Banking

INFORMATION ON MIDF GROUP

1. BACKGROUND AND BUSINESS OVERVIEW

MIDF was incorporated as Malayan Industrial Development Finance Limited on 30 March 1960 under Section 15(1) of the Companies Ordinances, 1940 to 1946. On 31 May 1960, it was entitled to commence business under Section 95(3) of the Companies Ordinances, 1940 to 1946.

On 4 March 1964, MIDF changed its name to Malaysian Industrial Development Finance Limited.

By virtue of the Certificate of Incorporation of Public Company dated 15 October 1969, MIDF is deemed to have changed its name to Malaysian Industrial Development Finance Berhad with effect from 15 April 1966 and that it is a public company limited by shares.

On 23 January 1986, MIDF was declared a “prescribed corporation” by the Minister of Finance pursuant to Section 38(7)(b) of the Act.

MIDF was listed on the Main Board of the Bursa Securities on 7 December 1992 and delisted on 30 October 2007.

The company is principally engaged in investment holding, providing finance, leasing and industrial hire-purchase services to industries and businesses in Malaysia, whilst the principal activities of its material subsidiaries are investment banking and Islamic asset / fund management.

As at LPD, MIDF has its headquarters in Kuala Lumpur and a branch in each of these 5 states - Penang, Kelantan, Johor, Sabah and Sarawak.

The particulars of the key licence relating to the business of MIDF are as follows:-

Licence	: (1) Approval of Business of Financial Holding Company (Approval No. 2201/712/12/SN/SR/WMY)
	(2) Special Gazette Exemption from the provision of Moneylenders Ordinance 1951 dated 8 June 1961
Issuing Authority	: Bank Negara Malaysia

2. SHARE CAPITAL

The issued and paid-up share capital of MIDF as at LPD is RM879,931,366.00 comprising 480,355,627 ordinary shares in MIDF.

3. SHAREHOLDER

PNB is the sole shareholder of MIDF.

INFORMATION ON MIDF GROUP (Cont'd)

4. BOARD OF DIRECTORS

The particulars of the Directors of MIDF and their respective shareholdings in MIDF as at LPD are as follows:-

Name	Designation	Nationality	Direct Interest		Indirect Interest	
			No. of Shares	%	No. of Shares	%
Tan Sri Abd Rahman bin Mamat	Independent Non-Executive Director/ Chairman	Malaysia	-	-	-	-
Datuk (Dr) Yasmin binti Mahmood	Non-Independent Non-Executive Director	Malaysia	-	-	-	-
Hasnah binti Omar	Independent Non-Executive Director Senior	Malaysia	-	-	-	-
Dato' Kaziah binti Abdul Kadir	Independent Non-Executive Director	Malaysia	-	-	-	-
Ahmad Lutfi bin Abdull Mutalip @ Talib	Independent Non-Executive Director	Malaysia	-	-	-	-
Dato' Charon Wardini bin Mokhzani ^(a)	Group Managing Director	Malaysia	-	-	-	-
Datuk Mohd Nasir bin Ali	Independent Non-Executive Director	Malaysia	-	-	-	-

Note:

(a) Contract expired on 2 July 2023.

5. SUBSIDIARIES OF MIDF

As at the LPD, the details of the subsidiaries of MIDF are set out below:-

Name of Entity	Date and place of incorporation	Issued and paid-up share capital	Effective equity interest of MIDF	Principal activities
MIDF Amanah Investment Bank Berhad (Registration No. 197501002077 (23878-X))	22 July 1975 Malaysia	RM369,111,251.00 divided into 155,000,000 ordinary shares	100%	Investment banking and related financial services
Amanah International Finance Sdn Bhd (Registration No. 197301002486 (15951-D))	13 October 1973 Malaysia	RM240,000,000.00 divided into 50,000,000 ordinary shares and 172,000,000 redeemable preference shares	100%	Real estate financing and short-term financing

INFORMATION ON MIDF GROUP (*Cont'd*)

Name of Entity	Date and place of incorporation	Issued and paid-up share capital	Effective equity interest of MIDF	Principal activities
MIDF Amanah Asset Management Berhad (Registration No. 197201000162 (11804-D))	29 February 1972 Malaysia	RM32,000,000.00 divided into 25,000,000 ordinary shares and 7,000,000 redeemable preference shares	100%	Islamic asset/ fund management, investment advisory services and management of unit trust fund
MIDF DFI Bhd (Registration No. 198301007349 (102574-P))	9 June 1983 Malaysia	RM3,955,834.00 divided into 3,955,834 ordinary shares	100%	Factoring
MIDF Amanah Ventures Sdn Bhd (Registration No. 199001013740 (205310-W))	3 October 1990 Malaysia	RM350,000.00 divided into 350,000 ordinary shares	100%	Investment holding
MIDF Amanah Capital Berhad (Registration No. 196301000039 (4953-P))	8 February 1963 Malaysia	RM1,000,000.00 divided into 2,000,000 ordinary shares	100%	Investment holding and property holding
Oriental Berhad (Registration No. 193601000037 (845-W))	31 December 1936 Malaysia	RM387,083,372.00 divided into 370,333,372 ordinary shares	75.2%	Dormant
Omega Matrix (M) Sdn Bhd (Registration No. 200001027546 (530153-K))	27 October 2000 Malaysia	RM1,002.00 divided into 1,002 ordinary shares	100%	Recovering loans
MIDF Amanah Investment Nominees (Asing) Sdn Bhd (held through MIDF Amanah Investment Bank Berhad) (Registration No. 199701025714 (441212-T))	4 August 1997 Malaysia	RM2.00 divided into 2 ordinary shares	100%	Performing and discharging Agency business and office of confidence as well as receiving securities on deposits for safe custody for foreign beneficial owners.

INFORMATION ON MIDF GROUP (Cont'd)

Name of Entity	Date and place of incorporation	Issued and paid-up share capital	Effective equity interest of MIDF	Principal activities
MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd <i>(held through MIDF Amanah Investment Bank Berhad)</i> (Registration No. 199701025716 (441214-W))	4 August 1997 Malaysia	RM RM2.00 divided into 2 ordinary shares	% 100	Performing and discharging Agency business and office of confidence as well as receiving securities on deposits for safe custody for local beneficial owners.

6. ASSETS OWNED

Based on MIDF's latest audited consolidated financial statements for the FYE 31 December 2022, the MIDF Group's total assets stood at approximately RM7,919.9 million, which comprise the following:

	RM'000
Cash and short-term funds	1,047,569
Deposits and placements with licensed banks and other financial institutions	44,816
Financial assets at fair value through profit or loss	102,891
Financial investments at fair value through other comprehensive income	1,988,303
Financial investments at amortised cost	2,497,223
Derivative assets	11,778
Other assets	153,731
Loans, advances and financing	1,822,801
Statutory deposits with BNM	113,363
Investment properties	2,361
Property, plant and equipment	2,511
Intangible assets	14,841
Deferred tax assets	23,296
Right-of-use assets and lease receivables	7,712
Goodwill	86,713
Total assets	7,919,909

INFORMATION ON MIDF GROUP

MIDF currently owns five (5) freehold properties and six (6) leasehold properties as detailed below:-

Freehold Properties										
No.	Description and address	Owner	Title number	Existing / Proposed Use	Monthly Rental Income (RM)	Net Book Value as at FYE 2022 (RM)	Encumbrances	No. of storeys / gross built-up/ net lettable or usable area	% occupancy	Area to be self-occupied / let-out
1	Kirana Residence Unit No. 7-3A-4, Kirana Residence, No 7 Jalan Pinang, 50450, Kuala Lumpur	MIDF Amanah Capital Berhad	STRATA TITLE GERAN 42678/M1-B/6/10 Daerah Wilayah Persekutuan, Kuala Lumpur Bandar Kuala Lumpur Lot No: Lot 1271 Seksyen 57 Together With Accessory Parcel Nos. TK2-A47, A48	Vacant	N/A	982,400.02	N/A	3,681 sqft	N/A	3,681 sqft
2	Kirana Residence Unit No. 7-12-4, Kirana Residence, No 7 Jalan Pinang 50450 Kuala Lumpur	MIDF Amanah Capital Berhad	STRATA TITLE GERAN 42678/M1-B/14/42 Daerah Wilayah Persekutuan Kuala Lumpur, Bandar Kuala Lumpur Lot No: Lot 1271 Seksyen 57 Together With Accessory Parcel Nos. TK3-A115, A116	Vacant	N/A	1,013,099.58	N/A	3,681 sqft	N/A	3,681 sqft
3	Casa Vista Condominium	MIDF Amanah	STRATA TITLE GERAN 29170/M2B/2/98	Tenanted	1,800	191,285.13	N/A	1,119 sqft	100%	1,119 sqft

INFORMATION ON MIDF GROUP (Cont'd)

17D-1-5	Level Capital 1 Casavista Berhad Condominium, no. 17, Jalan Kapas, Bangsar, Kuala Lumpur	MIDF	GERAN 3630/M1/11/99 (Hakmilik Strata)	MIDF holiday home (i.e. part of the staff benefit)	N/A	152,168.93	N/A	1,248.6 sqft	N/A	1,248.6 sqft
4	Ria Apartment Unit 10-405, Ria Apartment, Genting Highlands	MIDF	GERAN 3630/M1/11/99 (Hakmilik Strata)	MIDF holiday home (i.e. part of the staff benefit)	N/A	159,495.00	N/A	1,474.7 sqft	N/A	1,474.7 sqft
5	Ria Apartment Unit 19-404, Ria Apartment Genting Highlands	MIDF	GERAN 3630/M1/20/179 (Hakmilik Strata)	MIDF holiday home (i.e. part of the staff benefit)	N/A	159,495.00	N/A	1,474.7 sqft	N/A	1,474.7 sqft

Leasehold Properties

No.	Description	Owner	Title number	Term	Existing / Proposed Use	Monthly Rental Income (RM)	Net Book Value as at FYE 2022 (RM)	Encumbrances	% occupancy	No. of storeys / gross built-up/ net lettable or usable area	Area to be self-occupied / let-out
1	Shop Office Alor Setar (Ground Floor, Level 1, 2 & 3) 1303, Jalan Sultan Badlishah, Alor Setar, Kedah	MIDF Amanah Capital Berhad	Title No. PN 69, Lot No. 113 Section 5, Town of Alor Setar, District Of Kota Setar, Kedah Darul Aman	99-year leasehold interest until 29 February 2076	Tenanted	4,400	174,296.04	N/A	100%	5,460 sqft	5,460 sqft

INFORMATION ON MIDF GROUP (Cont'd)

2	The Regency Tanjung Tuan Beach Resort Unit A6-3 Tanjung Tuan Beach Resort, 5th Miles Jalan Pantai, 71050 Port Dickson Negeri Sembilan	Nil	Nil	MIDF holiday home (i.e. part of the staff benefit)	N/A	N/A (fully depreciated)	N/A	1,098 sqft	N/A	1,098 sqft
3	The Regency Tanjung Tuan Beach Resort Unit A7-6 Tanjung Tuan Beach Resort 5th Miles Jalan Pantai, 71050 Port Dickson Negeri Sembilan	Nil	Nil	MIDF holiday home (i.e. part of the staff benefit)	N/A	N/A (fully depreciated)	N/A	1,098 sqft	N/A	1,098 sqft
4	The Regency Tanjung Tuan Beach Resort Unit B-2-14 Tanjung Tuan Beach Resort 5th Miles Jalan	Nil	Nil	MIDF holiday home (i.e. part of the staff benefit)	N/A	N/A (fully depreciated)	N/A	1,550 sqft	N/A	1,550 sqft

INFORMATION ON MIDF GROUP (Cont'd)

	Pantai, 71050 Port Dickson Negeri Sembilan								
5	Prima Villa Apartment Unit 7-T1-3 Jalan Royal Lily 3 Taman Royal Lily, 39000 Tanah Rata, Cameron Highlands	MIDF	Strata title issued – In the process of the preparation of MOT	99 years expiring on 22 April 2035	MIDF holiday home (i.e. part of the staff benefit)	N/A	124,687.55	N/A	1,248.6 sqft N/A 1,248.6 sqft
6	Prima Villa Apartment Unit 6-T2-2 Prima Villa Apartment, Jalan Royal Lily 3 Taman Royal Lily, 39000 Tanah Rata, Cameron Highlands	MIDF	Strata title issued – In the process of the preparation of MOT	99 years expiring on 22 April 2035	MIDF holiday home (i.e. part of the staff benefit)	N/A	126,437.60	N/A	1,367sqft N/A 1,367sqft

INFORMATION ON MIDF GROUP

7. MATERIAL LITIGATION

Save as disclosed below, as at LPD, MIDF is not engaged in any material litigation, claims or arbitration which is or could be a potential liability to MIDF, and MIDF is not aware of any proceedings, pending or threatened against MIDF:

- (i) **Kuala Lumpur High Court Suit No.: WA-22M-465-09/2018 consolidated with WA-22M-523-10/2018**
Amanah International Finance Sdn Bhd (“AIF”) v. Tan Sri Halim bin Saad (“TSH”) & Hektar Premier Sdn Bhd (“Hektar Premier”)

AIF filed writ of summons and statement of claim against TSH on 21 September 2018 for an outstanding amount of RM61,880,527.46 in respect of a Master Equity Secured Financing-I Facility Agreement dated 9 June 2015 of up to RM80 million granted by AIF (“**Facility**”). On 10 January 2019, the Court granted AIF’s application to consolidate the suit against TSH with the suit against Hektar Premier for the outstanding amount of RM62,190,325.63 pursuant to an Assignment of Surplus Sale Proceeds dated 26 January 2018.

TSH filed his Statement of Defence & Counterclaim on 29 October 2018 but the counterclaim was dismissed by Kuala Lumpur High Court (“**KLHC**”) on 5 April 2019. TSH appealed against this decision and the Court of Appeal had allowed the said appeal on 1 September 2020. AIF subsequently proceeded to set the matter for trial.

The full trial commenced on 11 December 2020 and completed on 5 September 2022. The High Court Judge on 26 January 2023 has decided in favour of AIF on its claim against both TSH and Hektar Premier with judgment sum of RM62,013,201.48 as at 31 August 2018.

TSH and Hektar Premier filed an appeal to the Court of Appeal against the decision of the High Court on 26 January 2023. The appeal is scheduled for further case management on 8 August 2023 to update the Court of Appeal on the status of the grounds of judgment dated 26 January 2023.

TSH has also filed an application for stay of execution which was heard on 14 June 2023 with the decision deferred to 15 June 2023 whereupon the Judge ruled that TSH is to provide an explanation in writing by 14 July 2023 on how much of the USD463.7 million (equivalent to RM2,150.4 million based on the exchange rate of USD1 : RM4.6375, being the middle rate for USD to RM quoted by BNM at 5.00 p.m. as at the LPD) proceeds of the corporate exercise will go to him personally. AIF will be given an opportunity to respond to the explanation by TSH and will have to submit the same by 28 July 2023. The final decision will be delivered on 14 August 2023.

AIF’s solicitors (“**the solicitors**”), are of the opinion that the corporate exercise cannot be used as a basis for the stay as it cannot be looked at as a special circumstance to deprive AIF from the fruits of its litigation. The solicitors are of the view that there is no real legal basis for the Court to grant a stay in these circumstances.

AIF had filed a winding up notice against Hektar Premier which was served to them on 28 April 2023. On the day the winding up, notice was served i.e. 28 April 2023, a copy of the unsealed application for stay of execution by Hektar Premier was served on AIF’s lawyers. Hektar Premier filed an Affidavit in Support on 15 May 2023 while AIF filed its Affidavit-in-Reply on 30 May 2023.

At the Case Management on 14 June 2023, the Court ordered parties to file their written submissions and submissions-in-reply by 4 July 2023 and 18 July 2023 respectively. Hearing of the application is fixed on 1 August 2023.

The solicitors are of the opinion that the pre-winding up notice issued by AIF against HPSB and the issues raised by HPSB do not amount to special circumstances within the principles that govern the granting of a stay of execution. Hence, there is no basis for the Court to allow a stay of execution in such instances.

INFORMATION ON MIDF GROUP (Cont'd)

The solicitors further opine that since it is a monetary judgment, both TSH and HPSB should pay the judgment sum. There is no issue of TSH and HPSB's appeal being rendered nugatory as AIF is financially sound and able to refund payments made in the event the appeal is allowed.

**(ii) Kuala Lumpur High Court Suit No. WA-22M-271-12/2016
Millennium Land Sdn Bhd ("MLSB") v. AIF**

On 28 December 2016, MLSB commenced proceedings against AIF by obtaining an injunction as a pre-emptive move to prevent AIF from calling an event of default against MLSB.

AIF filed its Statement of Defence on 13 February 2017. The KLHC, on 24 August 2017, granted AIF's application to refer parts of the proposed evidence of MLSB's Shariah Expert to the Shariah Advisory Committee of Bank Negara Malaysia ("**SAC-BNM**") for its determination. The SAC-BNM, vide its response dated 5 March 2018, informed the KLHC that the determination as to whether or not the facility granted to MLSB is pursuant to the Shariah principles/law will depend on the findings of facts during trial which was then scheduled to begin on 1 August 2018 and the Court should apply the principles provided by the BNM guidelines on *Tawarruq* and *Murabahah*.

Following a Court-initiated mediation, both MLSB and AIF eventually entered into a Consent Judgment on 23 August 2018 to record the following terms of settlement:-

- a) MLSB to pay a sum of RM105 million as Settlement Sum on or before 23 August 2023;
- b) MLSB to pay Late Payment Charges of 5.0% from 23 August 2018 rising up to 6.0% with effect from 23 August 2021 on the Settlement Sum.

**(iii) Kuala Lumpur High Court Suit No: WA-22NCvC-98-03/2023 (Matter transferred to Muamalat Court and the matter had now been registered as WA-22M-379-03/2023)
(1) Vahana Offshore (M) Sdn Bhd, (2) Vahana Holdings Sdn Bhd & (3) Tan Sri Nathan A/L Elumalay ("Plaintiff") v. MIDF Amanah Investment Bank Berhad ("MAIB")**

On 14 March 2023, the Plaintiffs commenced proceedings against MAIB by way of a writ of summons for an alleged breach by MAIB of its obligations, breach of its duties as an investment bank and breach of contract, in connection with the calling of an event of default by MAIB against Vahana Offshore (M) Sdn Bhd for a rescheduled Islamic Bridging Facility of up to RM55,000,000.00 granted by MAIB ("**Facility**").

The Plaintiffs have sought damages for breach of contract in the sum of RM181.2 million or such other sum as deemed appropriate by the court, special damages in the sum of RM991,292.10, special damages in the sum of RM6,554,758.47, amongst other prayers for declarations..

Having perused the Writ of Summons and Statement of Claim, MAIB's solicitors are of the view that MAIB has a strong chance of success at trial in defending the Plaintiffs' suit and their claim and causes of action against MAIB as pleaded cannot stand.

The matter was fixed for Case Management on 27 March 2023 whereby the Learned High Court Civil Judge ordered for the transfer of the matter to the Muamalat Court. The Muamalat Court fixed a final case management on the pleadings on 31 May 2023 for the Court to give further pre-trial directions. The Muamalat Court at the 31 May 2023 Pre-Trial Case Management fixed a Case Management on 6 June 2023 to fix trial dates for the matter. The matter is fixed for pre-trial Case Management on 16 August 2023 and for trial on 15 February 2024, 8 April 2024 and 9 April 2024.

8. MATERIAL CONTRACTS

MIDF has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the LPD.

INFORMATION ON MIDF GROUP (Cont'd)

9. HISTORICAL FINANCIAL INFORMATION**9.1 Financial summary**

The summary of the financial information of MIDF as extracted from the audited financial statements of MIDF for the FYE 31 December 2020 to 31 December 2022 are as follows:-

	<----- Audited FYE 31 December ----->			FPE 31 March	
	2020	2021	2022	2022	2023
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Operating revenue	375,296	372,731	422,141	90,399	100,814
Interest income	75,889	86,257	110,199	21,469	29,300
Interest expense	(35,584)	(32,099)	(43,694)	(7,883)	(13,676)
Net interest income	40,305	54,158	66,505	13,586	15,624
Net income from Islamic banking operations	144,005	167,885	152,890	39,847	33,691
Gain on disposal of associate	2,279	-	-	-	-
Non-interest income	46,907	35,632	50,859	9,439	4,024
Operating expenses	(130,403)	(152,536)	(175,162)	(44,697)	(48,364)
Operating profit	103,093	105,139	95,092	18,175	4,975
Impairment loss written back/(made)	(7,028)	(51,509)	6,722	6,145	(557)
Share of profit of associate	-	-	-	-	-
PBT	96,065	53,630	101,814	24,320	4,418
Taxation	(16,849)	(19,008)	(23,522)	(7,515)	(5,924)
Zakat	(2,070)	(1,167)	(1,902)	(578)	(295)
PAT	77,146	33,455	76,390	16,227	(1,801)
Profit attributable to:					
Shareholder of the company	77,150	33,460	76,395	16,228	(1,796)
Non-controlling interests	(4)	(5)	(5)	(1)	(5)
	77,146	33,455	76,390	16,227	(1,801)
Number of MIDF Shares ('000)	480,356	480,356	480,356	480,356	480,356
Share capital	879,931	879,931	879,931	879,931	879,931
NA/ Shareholders funds (excluding NCI)	1,787,768	1,691,573	1,652,660	1,703,532	1,212,584
Total borrowings	304,442	283,557	238,938	266,737	227,752
Earnings /(loss) per MIDF Share (sen)					
- Basic and diluted	16.06	6.96	15.90	3.38	(0.37)
NA per MIDF Share attributable to equity holders (RM)	3.72	3.52	3.44	3.55	2.52
Gearing (times)	0.17	0.17	0.14	0.16	0.19
Liquidity coverage ratio (%)	166.8	165.2	144.9	163.6	133.4

INFORMATION ON MIDF GROUP (Cont'd)

9.2 Commentaries on past performance**(i) Comparison between FYE 31 December 2020 and FYE 31 December 2021**

The net interest income increased to RM54.16 million (FYE 31 December 2020: RM40.31 million) mainly contributed by the increase in interest income from loan, advances and financing of RM16.95 million and reduction in interest expense from deposits and placements of banks and other financial institutions as well as deposits from customers of RM4.48 million. This upside is negated by a decrease in interest income from financial investments at amortised cost of RM 5.87 million.

The net income from Islamic banking operations continued to grow from RM144.01 million in FYE 31 December 2020 to RM167.89 million in FYE 31 December 2021 mainly due to net savings from interest expense along with the overnight policy rate cut in 2021.

The PAT of RM33.46 million decreased by RM43.69 million (FYE 31 December 2020: RM77.15 million) mainly due to significant increase in impairment loss made on loans, advances and financing in FYE 31 December 2021 by RM40.72 million which is largely attributed to the additional provision made for one customer account.

(ii) Comparison between FYE 31 December 2021 and FYE 31 December 2022

The net interest income increased to RM66.51 million (FYE 31 December 2021: RM54.16 million) mainly contributed by the increase in interest income from higher loan, advances and financing of RM17.00 million largely due to recognition of late payment charges from a client. The upside is negated by a higher interest expense of RM11.60 million.

Net income from Islamic banking operations declined from RM167.89 million in FYE 31 December 2021 to RM152.89 million in FYE 31 December 2022 mainly due to decline in fee income derived from Investment Banking Funds of RM4.83 million and higher income attributable to depositors of RM25.21 million. The downside is offset by higher income derived from investment of depositors' funds of RM17.05 million.

The PAT of RM76.39 million increased by RM42.93 million (FYE 31 December 2021: RM33.46 million) mainly due to the increase in net interest income and also because the previous year's PAT was significantly impacted by the impairment loss incurred for one customer account, as mentioned in Section 9.2(i) of Appendix I above. The upside is negated by the decline in net income from Islamic banking operations.

(iii) Comparison between 3-month FPE 31 March 2022 and 3-month FPE 31 March 2023.

The net interest income increased to RM15.62 million (FPE 31 March 2022: RM13.59 million) mainly contributed by the increase in interest income of RM7.83 million from higher loan, advances and financing, deposit placements with financial institutions and derivative instruments. The upside is negated by a higher interest expense of RM5.79 million.

Net income from Islamic banking operations declined from RM39.85 million in FPE 31 March 2022 to RM33.69 million in FPE 31 March 2023 mainly due to the higher cost of funds from depositors of RM13.82 million. The downside is offset by higher income derived from investment of depositors' funds of RM8.88 million.

The LAT of RM1.80 million (FPE 31 March 2022: PAT of RM16.23 million) was mainly due to the decrease in overall net income of RM9.53 million coupled with an increased operating expense of RM3.67 million. The Group also incurred RM0.56 million of expected credit loss allowance in FPE 31 March 2023 as opposed to an expected credit loss written back of RM6.15 million in FPE 31 March 2022. The reduction is mitigated by the decrease in taxation and zakat expenses of RM1.87 million.

INFORMATION ON MIDF GROUP (Cont'd)

9.3 Changes in accounting policies and estimates

For the past three (3) FYE 31 December 2020, 2021 and 2022 under review:

- (i) there were no exceptional or extraordinary items reported in MIDF Group's audited consolidated financial statements; and
- (ii) there were no accounting policies adopted by MIDF Group which are peculiar to MIDF Group due to the nature of its business or the industry which it is involved in.

9.4 Audit qualification

There were no audit qualifications on the audited financial statements on MIDF for the FYE 31 December 2020 to 31 December 2022.

9.5 Material commitments and contingent liabilities

In the normal course of business, MIDF makes various commitments and incurs certain contingent liabilities with legal recourse to their customers. No material losses are anticipated as a result of these transactions, hence they are not provided for in the material statements.

Extracted from the audited financial statements of MID for the 3-month FPE 31 December 2022	Principal amount	Credit equivalent amount	Risk weighted amount
	RM'000	RM'000	RM'000
Direct credit substitutes	58,500	58,500	58,500
Interest rate related contracts with an original maturity			
– Over one year to five years	300,000	16,660	3,332
Other commitments such as formal and credit lines, with original:			
– Maturity not exceeding one year	395,228	79,046	79,046
– Maturity exceeding one year	123,085	61,542	61,542
TOTAL	876,813	215,748	202,420

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022

MALAYSIAN INDUSTRIAL DEVELOPMENT FINANCE BERHAD
196001000082 (3755-M)
(Incorporated in Malaysia)

Directors' Report and Audited Financial Statements
31 December 2022

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

Directors' report

The Directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2022.

Principal activities

The Company is principally engaged in investment holding, providing finance, leasing and industrial hire-purchase services to industries and businesses in Malaysia.

Other information relating to the subsidiaries are disclosed in Note 13 to the financial statements.

Results

	Group RM'000	Company RM'000
Profit/(loss) for the financial year	76,390	(13,256)
Profit attributable to:		
Shareholders of the Company	76,395	(13,256)
Non-controlling interests	(5)	-
	<u>76,390</u>	<u>(13,256)</u>

In the opinion of the Directors, the results of the operations of the Group and of the Company for the financial year ended 31 December 2022 were not substantially affected by any item, transaction or event of a material and unusual nature.

Reserves and provisions

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

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****Dividends**

The amounts of dividends paid by the Company since 31 December 2021 were as follows:

	RM'000
In respect of the financial year ended 31 December 2021:	
Single tier final dividend of 20.8 sen per share on 480,355,627 ordinary shares, paid on 6 July 2022.	100,000
In respect of the financial year ended 31 December 2020:	
Single tier interim dividend of 20.8 sen per share on 480,355,627 ordinary shares, paid on 13 July 2021.	100,000

A single tier interim dividend in respect of the current financial year ended 31 December 2022 of 93.7 sen per share on 480,355,627 ordinary shares, amounting to dividends of RM450.0 million have been approved by the Board of Directors on 31 October 2022. On 14 February 2023, Bank Negara Malaysia ("BNM") approved this dividend.

The financial statements for the current financial year ended 31 December 2022 do not reflect this interim dividend. Such dividend, will be accounted for in the financial statements as an appropriation of the retained profits in the next financial year ending 31 December 2023.

Directors

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

Tan Sri Abdul Rahman Bin Mamat
 Datuk Azizan Bin Hj. Abd Rahman (Resigned on 1 April 2022)
 Cik Hasnah Binti Omar
 Dato' Kaziah Binti Abd Kadir
 Encik Ahmad Lutfi Bin Abdull Mutalip @ Talib
 Datuk Yasmin Binti Mahmood
 Datuk Mohd Nasir Bin Ali (Appointed on 17 August 2022)
 Dato' Charon Wardini Bin Mokhzani

The list of directors of the Company's subsidiaries are disclosed in the Appendix to the financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****Directors' interests**

None of the Directors in office as at 31 December 2022 had any interest in the ordinary shares or debentures of the Company or its related companies during the financial year.

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 or any other body corporate were 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 of the Company has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by Directors or the fixed salary of a full time employee of the Company as shown in Notes 31, 32 and 33 to the financial statements or of related companies) by reason of a contract made by the Company or a related company 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.

Indemnification of Directors and Officers

The Company has maintained on a group basis, a Directors' and Officers' Liability Insurance up to an aggregate limit of RM40.0 million (2021: RM40.0 million) against any legal liability incurred by the Directors and Officers in the discharge of their duties while holding office for the Group and Company. The Directors and Officers shall not be indemnified by such insurance for any deliberate negligence, fraud, intentional breach of law or breach of trust proven against them.

During the financial year, the Group had made payments amounting to RM82,410 (2021: RM65,110) on insurance premium for indemnity for its Directors and Officers. Such payments are recognised as an expense in profit or loss as incurred.

Issue of shares and debentures

There were no shares and debentures issued during the financial year.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****Other statutory information**

- (a) Before the financial statements 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 all known bad debts had been written off 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) the amount written off for 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;
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading; and
 - (iii) adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (c) At the date of this report
- (i) there are no charges on the assets of the Group or of the Company which have arisen since the end of the financial year and which secures the liabilities of any other person; and
 - (ii) there are no contingent liabilities in respect of the Group or of the Company which have arisen since the end of the financial year, other than those arising in the normal course of business.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****Other statutory information (cont'd.)**

- (d) No contingent or other liability of the Group and of the Company have become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may affect the ability of the Group and of the Company to meet their obligations when they fall due.
- (e) At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the respective financial statements misleading.
- (f) In the opinion of the Directors:
- (i) 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; and
 - (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

Immediate holding and ultimate holding companies

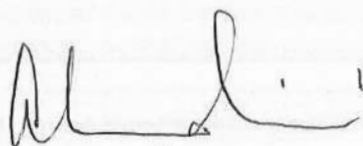
The immediate and ultimate holding companies are Permodalan Nasional Berhad ("PNB") and Yayasan Pelaburan Bumiputra ("YPB") respectively. Both companies are incorporated in Malaysia.

Auditors and auditors' remuneration

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

Auditors' remuneration are disclosed in Note 32 to the financial statements.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 3 April 2023.



Tan Sri Abdul Rahman Bin Mamat



Dato' Charon Wardini Bin Mokhzani

Kuala Lumpur, Malaysia

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

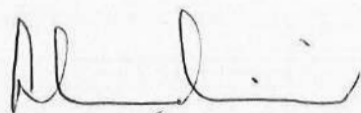
196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

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

We, Tan Sri Abdul Rahman Bin Mamat and Dato' Charon Wardini Bin Mokhzani, being two of the Directors of Malaysian Industrial Development Finance Berhad, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 11 to 212 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 2022 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 3 April 2023.



Tan Sri Abdul Rahman Bin Mamat



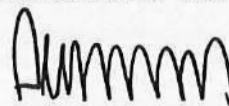
Dato' Charon Wardini Bin Mokhzani

Kuala Lumpur, Malaysia

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

I, Ahmad Farouk Bin Mohamed, being the officer primarily responsible for the financial management of Malaysian Industrial Development Finance Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 11 to 212 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 Ahmad Farouk Bin Mohamed
at Kuala Lumpur in the Federal
Territory on 3 April 2023



Ahmad Farouk Bin Mohamed

Before me,



Tingkat 20, Ambank Group Building
No. 55, Jalan Raja Chulan
50200 Kuala Lumpur

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)



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196001000082 (3755-M)

**Independent auditors' report to the members of
 Malaysian Industrial Development Finance Berhad
 (Incorporated in Malaysia)**

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Malaysian Industrial Development Finance Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and of the Company, and the statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 11 to 212.

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 2022, and of their financial performance and their cash flows for the financial 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 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 Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

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.

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

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)



196001000082 (3755-M)

**Independent auditors' report to the members of
Malaysian Industrial Development Finance Berhad (cont'd.)
(Incorporated in Malaysia)**

Information other than the financial statements and auditors' report thereon (cont'd.)

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information 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, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of 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.

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.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)



196001000082 (3755-M)

**Independent auditors' report to the members of
Malaysian Industrial Development Finance Berhad (cont'd.)
(Incorporated in Malaysia)**

Auditors' responsibilities for the audit of the financial statements (cont'd.)

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.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)



196001000082 (3755-M)

**Independent auditors' report to the members of
Malaysian Industrial Development Finance Berhad (cont'd.)
(Incorporated in Malaysia)**

Auditors' responsibilities for the audit of the financial statements (cont'd.)

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.

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 PLT
202006000003 (LLP0022760-LCA) & AF 0039
Chartered Accountants

Ahmad Qadri Bin Jahubar Sathik
No. 03254/05/2024 J
Chartered Accountant

Kuala Lumpur, Malaysia
3 April 2023

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

Statements of financial position

As at 31 December 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Assets					
Cash and short-term funds	4	1,047,569	797,040	568,257	381,258
Deposits and placements with licensed banks and other financial institutions	5	44,816	144,249	41,816	138,799
Financial assets at fair value through profit or loss ("FVTPL")	6	102,891	299,932	18,604	248,908
Financial investments at fair value through other comprehensive income ("FVOCI")	7	1,988,303	2,561,829	138,435	137,904
Financial investments at amortised cost	8	2,497,223	2,343,837	-	-
Derivative assets	9	11,778	6,878	-	-
Other assets	10	153,731	143,746	39,040	34,244
Loans, advances and financing	11	1,822,801	1,576,982	71,823	87,645
Statutory deposits with Bank Negara Malaysia	12	113,363	107,127	-	-
Investment in subsidiaries	13	-	-	594,057	598,194
Investment properties	14	2,361	2,442	-	-
Property, plant and equipment	15	2,511	2,799	2,256	2,568
Intangible assets	16	14,841	12,405	9,182	8,875
Deferred tax assets	17	23,296	20,598	7,195	6,591
Right-of-use assets and lease receivables	18(a)	7,712	13,328	7,530	13,141
		<u>7,833,196</u>	<u>8,033,192</u>	<u>1,498,195</u>	<u>1,658,127</u>
Goodwill	19	86,713	86,713	-	-
Total assets		<u>7,919,909</u>	<u>8,119,905</u>	<u>1,498,195</u>	<u>1,658,127</u>
Liabilities					
Deposits from customers	20	4,393,911	4,907,846	-	-
Deposits and placements of banks and other financial institutions	21	1,458,966	1,063,034	-	-
Other liabilities	22	160,597	160,893	68,353	69,675
Borrowings and government grant	23	231,244	270,229	231,244	270,229
Provision for taxation and zakat		1,910	1,167	652	431
Employee benefits	24	12,687	11,590	9,566	8,649
Lease liability	18(b)	7,694	13,328	7,694	13,328
Total liabilities		<u>6,267,009</u>	<u>6,428,087</u>	<u>317,509</u>	<u>362,312</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

Statements of financial position

As at 31 December 2022 (cont'd.)

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Equity					
Capital and reserves attributable to shareholders of the Company:					
Share capital	25	879,931	879,931	879,931	879,931
Reserves	26	772,729	811,642	300,755	415,884
		<u>1,652,660</u>	<u>1,691,573</u>	<u>1,180,686</u>	<u>1,295,815</u>
Non-controlling interests		240	245	-	-
Total equity		<u>1,652,900</u>	<u>1,691,818</u>	<u>1,180,686</u>	<u>1,295,815</u>
Total liabilities and equity		<u>7,919,909</u>	<u>8,119,905</u>	<u>1,498,195</u>	<u>1,658,127</u>
Commitments and contingencies	27	<u>829,457</u>	<u>999,276</u>	<u>8,838</u>	<u>12,565</u>

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)
**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
Statements of profit or loss**For the financial year ended 31 December 2022**

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Operating revenue	2(x)	422,141	372,731	106,987	102,638
Interest income	28	110,199	86,257	14,076	16,834
Interest expense	29	(43,694)	(32,099)	(3,681)	(4,184)
Net interest income		66,505	54,158	10,395	12,650
Net income from Islamic banking operations	50(u)	152,890	167,885	64,574	52,486
Non-interest income	30	50,859	35,632	29,729	34,929
		270,254	257,675	104,698	100,065
Staff costs	31	(126,728)	(102,476)	(68,337)	(54,356)
Depreciation and amortisation		(13,809)	(11,761)	(9,784)	(8,029)
Other operating expenses	32	(34,625)	(38,299)	(28,494)	(29,324)
Operating profit before allowances		95,092	105,139	(1,917)	8,356
Impairment loss (made)/written back on:					
- Loans, advances and financing	34	(618)	(55,420)	(6,678)	463
- Financial investments	35	6,937	5,630	-	88
- Other assets	36	403	(1,719)	(4,134)	48
Profit/(loss) before taxation and zakat		101,814	53,630	(12,729)	8,955
Taxation	37	(23,522)	(19,008)	125	(2,474)
Zakat		(1,902)	(1,167)	(652)	(431)
Profit/(loss) for the financial year		76,390	33,455	(13,256)	6,050
Attributable to:					
Shareholders of the Company		76,395	33,460	(13,256)	6,050
Non-controlling interests	13(b)	(5)	(5)	-	-
Profit/(loss) for the financial year		76,390	33,455	(13,256)	6,050
Earnings per ordinary share attributable to shareholders of the Company (sen):					
Basic and diluted	38	15.9	7.0		
Dividends per ordinary share (sen)	39	20.8	20.8	20.8	20.8

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****Statements of comprehensive income
For the financial year ended 31 December 2022**

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Profit/(loss) for the financial year		76,390	33,455	(13,256)	6,050
Other comprehensive income to be reclassified to profit or loss in subsequent periods:					
Changes in allowance for expected credit loss ("ECL") on financial investments at FVOCI		(95)	(1,195)	-	(88)
Net (loss)/gain on financial investments at FVOCI					
- Transfer to profit or loss upon disposal		(2,238)	(8,250)	(2,169)	-
- Fair value changes		(17,578)	(29,681)	-	88
		(19,911)	(39,126)	(2,169)	-
Income tax relating to changes in allowance for ECL and net gain on financial investments at FVOCI	17	4,757	9,403	521	-
Net other comprehensive loss to be reclassified to profit or loss in subsequent periods		(15,154)	(29,723)	(1,648)	-
Other comprehensive (loss)/income not to be reclassified to profit or loss in subsequent periods:					
Net gain on financial investments at FVOCI					
- Fair value changes		-	-	(9)	595
Re-measurement (loss)/gain on defined benefit plans	24	(98)	463	(174)	320
Income tax relating to re-measurement loss on defined benefit plans	17	(56)	(395)	(42)	(358)
Net other comprehensive (loss)/income not to be reclassified to profit or loss in subsequent periods		(154)	68	(225)	557

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

Statements of comprehensive income**For the financial year ended 31 December 2022 (cont'd.)**

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Other comprehensive (loss)/income for the financial year, net of tax	<u>(15,308)</u>	<u>(29,655)</u>	<u>(1,873)</u>	<u>557</u>
Total comprehensive income/(loss) for the financial year	<u>61,082</u>	<u>3,800</u>	<u>(15,129)</u>	<u>6,607</u>
Total comprehensive income/(loss) for the financial year attributable to:				
Shareholders of the Company	61,087	3,805	(15,129)	6,607
Non-controlling interests	(5)	(5)	-	-
	<u>61,082</u>	<u>3,800</u>	<u>(15,129)</u>	<u>6,607</u>

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

**Statements of changes in equity
For the financial year ended 31 December 2022**

Group	Share capital		Regulatory reserve		FVOCI reserve		Retained profits		Total		Non-controlling interests		Total equity	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2021	879,931	16,324	16,650	874,863	1,787,768	250	1,788,018							
Profit/(loss) for the financial year	-	-	-	33,460	33,460	(5)	33,455							
Other comprehensive (loss)/income	-	-	(29,723)	68	(29,655)	-	(29,655)							
Total comprehensive (loss)/income for the financial year	-	-	(29,723)	33,528	3,805	(5)	3,800							
Transaction with owners														
Dividends (Note 39)	-	-	-	(100,000)	(100,000)	-	(100,000)							
Transfer to regulatory reserve	-	2,161	-	(2,161)	-	-	-							
At 31 December 2021	879,931	18,485	(13,073)	806,230	1,691,573	245	1,691,818							
		Note 26(a)	Note 26(b)											

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

Statements of changes in equity

For the financial year ended 31 December 2022 (cont'd.)

	Attributable to shareholders of the Company		Attributable to shareholders of the Company		Attributable to shareholders of the Company		Attributable to shareholders of the Company	
	Share capital RM'000	Regulatory reserve RM'000	FVOCI reserve RM'000	Retained profits RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000	Total equity RM'000
At 1 January 2022	879,931	18,485	(13,073)	806,230	1,691,573	245	1,691,818	1,691,818
Profit/(loss) for the financial year	-	-	-	76,395	76,395	(5)	76,390	76,390
Other comprehensive loss	-	-	(15,154)	(154)	(15,308)	-	(15,308)	(15,308)
Total comprehensive (loss)/income for the financial year	-	-	(15,154)	76,241	61,087	(5)	61,082	61,082
Transaction with owners								
Dividends (Note 39)	-	-	-	(100,000)	(100,000)	-	(100,000)	(100,000)
Transfer to regulatory reserve	-	16,006	-	(16,006)	-	-	-	-
At 31 December 2022	879,931	34,491	(28,227)	766,465	1,652,660	240	1,652,900	1,652,900

Note 26(a) Note 26(b)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)
**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
**Statements of changes in equity
For the financial year ended 31 December 2022 (cont'd.)**

Company	Attributable to shareholders of the Company -----		Distributable		Total RM'000
	Share capital RM'000	FVOCI reserve RM'000	Retained profits RM'000	Non-distributable -----	
At 1 January 2021	879,931	(53,514)	562,791	1,389,208	
Profit for the financial year	-	-	6,050	6,050	
Other comprehensive income/(loss)	-	595	(38)	557	
Total comprehensive income for the financial year	-	595	6,012	6,607	
Transaction with owners					
Dividends (Note 39)	-	-	(100,000)	(100,000)	
At 31 December 2021	879,931	(52,919)	468,803	1,295,815	

Note 26(b)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

**Statements of changes in equity
For the financial year ended 31 December 2022 (cont'd.)**

|-----| Attributable to shareholders of the Company |-----|
|-----| Non-distributable |-----| Distributable

Company (cont'd.)	Share capital RM'000	FVOCI reserve RM'000	Retained profits RM'000	Total RM'000
At 1 January 2022	879,931	(52,919)	468,803	1,295,815
Loss for the financial year	-	-	(13,256)	(13,256)
Other comprehensive (loss)/income	-	(1,648)	(225)	(1,873)
Total comprehensive loss for the financial year	-	(1,648)	(13,481)	(15,129)
Transaction with owners				
Dividends (Note 39)	-	-	(100,000)	(100,000)
At 31 December 2022	879,931	(54,567)	355,322	1,180,686

Note 26(b)

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
**Statements of cash flows
For the financial year ended 31 December 2022**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash flows from operating activities				
Profit/(loss) before taxation and zakat	101,814	53,630	(12,729)	8,955
Adjustments for:				
Depreciation and amortisation	13,809	11,761	9,784	8,029
Finance cost on lease liabilities	422	733	422	733
Finance lease income	-	-	(138)	(239)
Impairment loss made on loans, advances and financing	2,358	56,057	7,138	153
Impairment loss written back on financial investments	(6,917)	(1,423)	-	(88)
Impairment loss (written back)/made on other assets	(403)	1,736	4,134	(48)
Accretion of discounts less amortisation of premiums	(1,035)	12,080	(2,839)	(3,158)
Net unrealised (gain)/loss on revaluation of financial assets at FVTPL	(24,647)	9,215	(3,264)	9,365
Net unrealised gain on revaluation of derivatives	(4,900)	(6,964)	-	-
Net loss/(gain) on sale of financial assets/investments:				
- FVTPL	7,346	(913)	7,709	258
- FVOCI	(3,004)	(8,250)	(2,935)	-
Dividend income	(98)	(642)	(4,550)	(20,300)
Loss/(gain) on disposal of:				
- Property, plant and equipment	30	(62)	30	(62)
Employee benefits	999	967	743	699
Modifications loss	-	585	-	585
Write off on intangible assets	-	776	-	21
Write off on property, plant and equipment	38	50	3	2
Operating cash flows before working capital changes carried forward	85,812	129,336	3,508	4,905

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)
**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
Statements of cash flows**For the financial year ended 31 December 2022 (cont'd.)**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash flows from operating activities (cont'd.)				
Operating cash flows before working capital changes brought forward	85,812	129,336	3,508	4,905
Changes in working capital:				
Deposits and placements with licensed banks and other financial institutions with original maturity of more than 3 months	102,929	25,942	111,529	16,842
Loans, advances and financing	(246,645)	(47,763)	8,645	2,252
Financial assets at FVTPL	217,182	15,156	228,698	70,089
Financial investments at FVOCI	550,076	(255,650)	226	(627)
Financial investments at amortised cost	(141,730)	(44,161)	-	-
Other assets	72	(30,387)	1,005	(13,094)
Statutory deposits with Bank Negara Malaysia	(6,236)	(2,632)	-	-
Deposits from customers and deposits and placements of banks and other financial institutions	(118,003)	431,744	-	-
Other liabilities	32	(1,252)	577	1,145
Cash generated from operations	443,489	220,333	354,188	81,512
Tax paid	(33,044)	(38,615)	(5,072)	(7,857)
Tax refunded	18	-	-	-
Zakat paid	(1,167)	(2,070)	(431)	(420)
Retirement benefits paid	-	(1,308)	-	(783)
Net cash generated from operating activities	409,296	178,340	348,685	72,452

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
Statements of cash flows

For the financial year ended 31 December 2022 (cont'd.)

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash flows from investing activities				
Dividends received	98	642	4,550	20,300
Purchase of property, plant and equipment	(845)	(758)	(634)	(626)
Proceeds from disposal of property, plant and equipment	(30)	62	(30)	62
Purchase of intangible assets	(7,593)	(9,787)	(3,015)	(6,571)
Net cash (used in)/generated from investing activities	(8,370)	(9,841)	871	13,165
Cash flows from financing activities				
Repayment on borrowings	(38,985)	(18,984)	(38,985)	(18,984)
Dividend paid	(100,000)	(100,000)	(100,000)	(100,000)
Lease paid	(7,916)	(7,916)	(7,916)	(7,916)
Net cash used in financing activities	(146,901)	(126,900)	(146,901)	(126,900)
Net increase/(decrease) in cash and cash equivalents	254,025	41,599	202,655	(41,283)
Cash and cash equivalents at 1 January	793,544	751,945	366,712	407,995
Cash and cash equivalents at 31 December	1,047,569	793,544	569,367	366,712
Cash and cash equivalents comprise:				
Cash and short-term funds (Note 4)	1,047,569	797,040	568,257	381,258
Deposits and placements with licensed banks and other financial institutions (Note 5)	44,816	144,249	41,816	138,799
	1,092,385	941,289	610,073	520,057
Less: Deposits with original maturity of more than 3 months	(44,816)	(147,745)	(41,816)	(153,345)
	1,047,569	793,544	568,257	366,712

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****Notes to the financial statements - 31 December 2022****1. Corporate information**

The Company is a public limited liability company, incorporated and domiciled in Malaysia. The registered office of the Company is located at Level 21, Menara MIDF, 82 Jalan Raja Chulan, 50200 Kuala Lumpur. The principal place of business is located at Level 19, 20 and 21, Menara MIDF, 82 Jalan Raja Chulan, 50200 Kuala Lumpur.

The Company is principally engaged in investment holding, providing finance, leasing and industrial hire-purchase services to industries and businesses in Malaysia, whilst the principal activities of the subsidiaries are as stated in Note 13. There have been no significant changes in the nature of these activities during the financial year.

The immediate and ultimate holding companies are Permodalan Nasional Berhad ("PNB") and Yayasan Pelaburan Bumiputra ("YPB") respectively. Both companies are incorporated in Malaysia.

The financial statements were approved and authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 3 April 2023.

2. Summary of significant accounting policies**(a) 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 Group and the Company present the statements of financial position in the order of liquidity.

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

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency") which is Ringgit Malaysia ("RM"). The consolidated financial statements are presented in RM, which is also the Company's functional and presentation currency. All values are rounded to the nearest thousand ("RM'000") except when otherwise indicated.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(a) Basis of preparation (cont'd.)**

Transactions in foreign currencies are translated to Ringgit Malaysia at rates of exchange ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to Ringgit Malaysia at the foreign exchange rates ruling at that date. Non-monetary assets and liabilities denominated in foreign currencies, which are stated at historical cost, are retranslated to Ringgit Malaysia at the foreign exchange rates ruling at the date of the transactions. Foreign exchange differences arising on retranslation and settlement of monetary items are recognised in profit or loss.

(i) Adoption of Amendments and Annual Improvements to Standards

The Group and the Company have adopted the following new pronouncements, with a date of initial application of 1 January 2022.

- Amendments to MFRS 116: *Proceeds before Intended Use*
- Amendments to MFRS 3: *Reference to the Conceptual Framework*
- Annual improvements to MFRS Standards 2018 - 2020 Cycle
- Amendments to MFRS 137: *Onerous Contracts - Cost of Fulfilling a Contract*

The adoption of the above pronouncements did not have material financial impact to the financial statements of the Group and the Company.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

2. Summary of significant accounting policies (cont'd.)**(a) Basis of preparation (cont'd.)****(ii) Standards issued but not yet effective**

At the date of authorisation of the financial statements, the following pronouncements were issued but not yet effective and have not been adopted by the Group and the Company.

Description	Effective for financial periods beginning on or after
Amendments to MFRS 17: <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 101 and MFRS Practice Statement 2: <i>Disclosure of accounting policies</i>	1 January 2023
Amendments to MFRS 108: <i>Definition of accounting estimates</i>	1 January 2023
Amendments to MFRS 112: <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
Amendments to MFRS 17: <i>Initial application of MFRS 17 and MFRS 9 - Comparative Information</i>	1 January 2023
Amendments to MFRS 101: <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to MFRS 16: <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to MFRS 10 and MFRS 128: <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.</i>	Deferred

The Group and the Company plan to adopt the above pronouncements when they become effective in the respective financial years. These standards and interpretation are expected to have no significant impact to the financial statements of the Group and of the Company upon their initial application.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(b) Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee;
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the financial year are included in the consolidated statement of profit or loss and consolidated statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(b) Basis of consolidation (cont'd.)**

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interests;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained profits as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

(c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in other operating expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of MFRS 13 *Fair Value Measurement* ("MFRS 13"), is measured at fair value with the changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of MFRS 13, it is measured in accordance with the appropriate MFRS. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(c) Business combinations and goodwill (cont'd.)**

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

(d) Investment in subsidiaries

A subsidiary is an entity over which the Group has control as described in Note 2(b).

In the Company's separate financial statements, investment in subsidiaries is stated at cost less any accumulated impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 2(h). On disposal of such investment, the difference between the net disposal proceeds and its carrying amount is recognised in profit or loss.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities**

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company have become a party to the contractual provisions of the instruments.

All regular way purchases and sales of financial assets that require delivery within the period generally established by regulation or market convention are recognised or derecognised on the Group's and the Company's settlement date.

When financial assets or financial liabilities are recognised initially, they are measured at fair value, plus, in the case of financial assets or financial liabilities not at FVTPL, transaction costs that are directly attributable to the acquisition or issue of the financial assets or financial liabilities, such as fees and commissions. Transaction costs of financial assets or financial liabilities carried at FVTPL are expensed in profit or loss.

Immediately after initial recognition, an ECL is recognised for financial assets measured at amortised cost and financial investments measured at FVOCI, which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition (Day 1 profit or loss), the Group and the Company recognise the difference as follows:

- (a) When the fair value is evidenced by a quoted price in an active market for an identical asset or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
- (b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.

(i) Classification and subsequent measurement**Financial assets**

The Group and the Company determine the classification of their financial assets at initial recognition based on the following measurement categories:

- FVTPL;
- FVOCI; or
- Amortised cost.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(i) Classification and subsequent measurement (cont'd.)****Financial assets (cont'd.)**

To determine their classification and measurement category, the financial assets, except equity instruments and derivatives, are assessed based on combination of the Group's and the Company's business model for managing the assets and the instruments' contractual cash flow characteristics.

Business model assessment

The Group and the Company determine its business model at the level that best reflects how they manage the groups of financial assets to achieve their business objectives.

(a) Business Model 1 - Hold to Collect (Amortised cost)

- Business objective is to collect contractual cash flows over the life of the financial assets.
- Sales should be insignificant in value or infrequent.

(b) Business Model 2 - Hold to Collect and Sell (FVOCI)

- Business objective is both to collect contractual cash flows and sell financial assets.
- Financial investments under Business Model 2 are mainly those with the objectives to:
 - i) Manage everyday liquidity needs (e.g. frequent sales activity of significant value to demonstrate liquidity or to cover everyday liquidity needs, without the intention of short-term profit taking);
 - ii) Maintain a particular interest yield profile (e.g. active management of the portfolio on an opportunistic basis to increase return by reinvesting in higher yielding financial assets); and
 - iii) Match the duration of the financial assets to the duration of the liabilities that those assets are funding.

(c) Business Model 3 - FVTPL

- Business objective is neither Business Model 1 and Business Model 2.
- Financial investments are mainly held for trading and managed on a fair value basis.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(i) Classification and subsequent measurement (cont'd.)****Financial assets (cont'd.)**Solely payments of principal and interest ("SPPI") test

As a second step, SPPI test must be carried out for all financial assets to identify if contractual cash flows are 'solely payment of principal and interest on the principal amount outstanding' which is consistent with a 'basic lending arrangement'.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. To make the SPPI assessment, the Group and the Company apply judgement and consider relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than *de minimis* exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group and the Company reclassify financial investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none has occurred during the financial year.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(i) Classification and subsequent measurement (cont'd.)****Financial assets (cont'd.)**Financial investments - Amortised cost

Financial assets that are held for collection of contractual cash flows where those cash flows represent SPPI, and that are not designated at FVTPL, are measured at amortised cost. The carrying amounts of these assets are adjusted by any ECL allowance recognised and measured. Interest/profit income from these financial assets is measured using the effective interest/profit rate ("EIR") method.

Financial investments - FVOCI

Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent SPPI, and that are not designated at FVTPL, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest/profit revenue and foreign exchange gains and losses on the instrument's amortised cost which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "Non-interest income". Interest/profit income from these financial assets is measured using the EIR method.

Financial assets - FVTPL

Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. Subsequent to initial recognition, financial assets designated at FVTPL are recorded in the statement of financial position at fair value. Changes in fair value are recognised in the statements of profit or loss under the caption of "Non-interest income". Interest/profit income from these financial assets is measured using the EIR method.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(i) Classification and subsequent measurement (cont'd.)****Equity instruments**

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Group and the Company assess all equity investments at FVTPL, except where the Group and the Company have elected, at initial recognition, to irrevocably designate an equity investment at FVOCI (with no recycling) provided that it is neither held for trading nor a contingent consideration recognised by acquirer in a business combination.

For equity instruments elected on FVOCI (no recycling), gain or loss on disposal is recognised in equity and dividends are recognised in profit or loss.

Financial liabilities

Financial liabilities, other than loan commitments and financial guarantees, are measured either at amortised cost or at FVTPL when they are held for trading and derivative instruments or the fair value designation is applied. Gains or losses on financial liabilities designated at FVTPL are recognised partially in OCI (the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability, which is determined as the amount that is not attributable to changes in market conditions that give rise to market risk) and partially in profit or loss (the remaining amount of change in fair value of the liability). This is unless such a presentation would create, or enlarge, an accounting mismatch, in which case the gains and losses attributable to changes in the credit risk of the liability are also recognised in profit or loss.

(ii) Impairment

The Group and the Company assess on a forward-looking basis the ECL associated with their financial investments carried at amortised cost and FVOCI and with the exposure arising from loans, advances and financing commitments and financial guarantee contracts. Equity instruments are not subject to impairment assessment.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(ii) Impairment (cont'd.)**

The allowance is based on the ECLs associated with the probability of default in the next 12 months unless there has been a significant increase in credit risk since origination. If the financial asset meets the definition of purchased or originated credit impaired ("POCI"), the allowance is based on the change in the ECLs over the life of the asset.

The ECL model also applies to contract assets under MFRS 15 *Revenue from Contracts with Customers* and lease receivables under MFRS 16 *Leases*. The Group and the Company will be generally required to apply a three-stage approach based on the change in credit quality since initial recognition:

- Stage 1: 12-month ECL

For exposures where there has not been a significant increase in credit risk since initial recognition or where credit risk has improved and that are not credit impaired upon origination, the ECL associated with the probability of default events occurring within next 12 months will be recognised.

- Stage 2: Lifetime ECL – non-credit impaired

For exposures where there has been a significant increase in credit risk since initial recognition but that are non-credit impaired, the lifetime ECL will be recognised.

- Stage 3: Lifetime ECL – credit impaired

Financial assets are assessed as credit impaired when one or more events that have detrimental impact on the estimated future cash flows of that asset have occurred. For financial assets that are credit impaired, a lifetime ECL will be recognised.

The assessment of credit risk and the estimation of ECL are required to be unbiased and probability-weighted, and should incorporate all available information relevant to the assessment, including information about past events, current conditions and reasonable and supportable forecasts of economic conditions at the reporting date. In addition, the estimation of ECL should take into account the time value of money.

Both 12 months ECL and lifetime ECL are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(ii) Impairment (cont'd.)**The calculation of ECLs

The Group and the Company calculate ECLs based on multiple probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to the Group and the Company in accordance with the contract and the cash flows that the Group and the Company expect to receive.

The mechanics of the ECL calculations are outlined below and the key elements are as follows:

- Probability of Default ("PD")

The PD is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

- Exposure at Default ("EAD")

The EAD is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest/profit, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

- Loss Given Default ("LGD")

The LGD is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

When estimating the ECLs, the Group and the Company consider three scenarios (a base case, an upside case and a downside case). Each of these is associated with different PDs, EADs and LGDs. When relevant, the assessment of multiple scenarios also incorporates how defaulted financial assets are expected to be recovered, including the probability that the financial assets will cure and the value of collateral or the amount that might be received for selling the asset.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(ii) Impairment (cont'd.)**The calculation of ECLs (cont'd.)

The mechanics of the ECL method are summarised below:

- Stage 1

The 12 months ECLs is calculated as the portion of lifetime ECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Group and the Company calculate the 12 months ECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-month default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original EIR. This calculation is made for each of the three scenarios, as explained above.

- Stage 2

When a financial asset has shown a significant increase in credit risk since origination, the Group and the Company record an allowance for the lifetime ECLs. The mechanics are similar to those explained above, including the use of multiple scenarios, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original EIR.

- Stage 3

For financial assets considered credit-impaired, the Group and the Company recognise the lifetime ECLs for these instruments. The method is similar to that for Stage 2 assets, with the PD set at 100%.

- POCI

POCI assets are financial assets that are credit impaired on initial recognition. The Group and the Company only recognise the cumulative changes in lifetime ECLs since initial recognition, based on a probability-weighting of the three scenarios, discounted by the credit-adjusted EIR.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(ii) Impairment (cont'd.)**The calculation of ECLs (cont'd.)

- Loans, advances and financing commitments and letters of credit

When estimating lifetime ECLs for undrawn loans, advances and financing commitments, the Group and the Company estimate the expected portion of the loans, advances and financing commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loans, advances and financing is drawn down, based on a probability-weighting of the three scenarios. The expected cash shortfalls are discounted at an approximation to the expected EIR on the instrument.

- Financial guarantee contracts

The Group's and the Company's liability under each guarantee is measured at the higher of the amount initially recognised less cumulative amortisation recognised in profit or loss, and the ECL provision. For this purpose, the Group and the Company estimate ECLs based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the risk-adjusted interest/profit rate relevant to the exposure. The calculation is made using a probability-weighting of the three scenarios. The ECLs related to financial guarantee contracts are recognised within provisions.

- Other financial assets

The Group and the Company are applying simplified approach to assess the ECL for other financial assets. The simplified approach eliminates the need to calculate 12-month ECL and to assess when a significant increase in credit risk has occurred. The loss allowance should be measured at initial recognition and throughout the life of the other financial assets at an amount equal to lifetime ECL. The simplified approach adopted for the Group and the Company is based on weighted average of the historical loss experience.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(ii) Impairment (cont'd.)**Financial investments measured at FVOCI

The ECLs for financial investments measured at FVOCI do not reduce the carrying amounts of these financial assets in the statement of financial position, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss. The accumulated loss recognised in OCI is recycled to profit and loss upon derecognition of the assets.

Forward looking information

In their ECL models, the Group and the Company rely on a broad range of forward looking information as economic inputs, such as:

- Gross Domestic Product
- Overnight Policy Rate
- Inflation
- Industrial Production Index
- Export
- Equity Market
- Commodity
- Imports
- Distributive Trade Sales
- Manufacturing Sales
- Producer Price Index: For Local Production
- Short-term Interest/Profit Rate

The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(ii) Impairment (cont'd.)**Collateral valuation

To mitigate their credit risks on financial assets, the Group and the Company seek to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, real estate, receivables, inventories, other non-financial assets and credit enhancements such as netting agreements. Collateral, unless repossessed, is not recorded on the Group's and the Company's statement of financial position. However, the fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a quarterly basis. However, some collaterals, for example, cash or securities relating to margining requirements, is valued daily.

To the extent possible, the Group and the Company use active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using models. Non-financial collateral, such as real estate, is valued based on data provided by third parties such as mortgage brokers, independent valuation report or based on housing price indices.

Write-offs

Financial assets are written off either partially or in their entirety only when the Group and the Company have stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are recognised in profit or loss.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(iii) Modification of loans, advances and financing**

The Group and the Company may renegotiate or otherwise modify the contractual cash flows of loans, advances and financing to customers. When this happens, the Group and the Company assess whether or not the new terms are substantially different to the original terms. The Group and the Company do this by considering, among others, the following factors:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay;
- Whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loans, advances and financing;
- Significant extension of the loans, advances and financing term when the borrower is not in financial difficulty;
- Significant change in the interest/profit rate;
- Change in the currency the loans, advances and financing is denominated in; and
- Insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loans, advances and financing.

If the terms are substantially different, the Group and the Company derecognise the original financial asset and recognise a 'new' asset at fair value and recalculate a new EIR for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purposes of determining whether a significant increase in credit risk has occurred. However, the Group and the Company also assess whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the customer being unable to make the originally agreed payments. Differences in carrying amount are also recognised in profit or loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, the Group and the Company recalculate the gross carrying amount based on the revised cash flows of the financial asset and recognise a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original EIR (or credit-adjusted EIR for POCI financial assets).

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(iv) Derecognition other than modification****Financial assets**

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either:

- a) the Group and the Company transfer substantially all the risks and rewards of ownership, or
- b) the Group and the Company neither transfer nor retains substantially all the risks and rewards of ownership and the Group and the Company have not retained control.

Pass-through arrangements are transactions whereby the Group and the Company retain the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows to one or more entities (the 'eventual recipients'). These transactions will result in derecognition if the Group and the Company:

- a) Have no obligation to make payments unless it collects equivalent amounts from the assets;
- b) Are prohibited from selling or pledging the assets; and
- c) Have obligation to remit any cash it collects from the assets without material delay.

The Group and the Company consider control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(e) Financial assets and liabilities (cont'd.)****(iv) Derecognition other than modification (cont'd.)****Financial assets (cont'd.)**

Collateral (shares and bonds) furnished by the Group and the Company under standard repurchase agreements and securities lending and borrowing transactions are not derecognised because the Group and the Company retain substantially all the risks and rewards on the basis of the predetermined repurchase price, and the criteria for derecognition are therefore not met. This also applies to certain securitisation transactions in which the Group and the Company retain a subordinated residual interest.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. Where 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. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

(f) Financial guarantee contracts and loans, advances and financing commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a financial investment instrument. Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The premium received on initial recognition less income recognised in accordance with the principles of MFRS 15.

Loans, advances and financing commitments provided by the Group and the Company are measured as the amount of the loss allowance. The Group and the Company have not provided any commitment to provide loans, advances and financing at a below-market interest/profit rate, or that can be settled net in cash or by delivering or issuing another financial instrument.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(f) Financial guarantee contracts and loans, advances and financing commitments (cont'd.)**

For loans, advances and financing commitments and financial guarantee contracts, the loss allowance is recognised as a provision. However, for contracts that include both a loan and an undrawn commitment and the Group and the Company cannot separately identify the ECL on the undrawn commitment component from those on the loans, advances and financing component, the ECLs on the undrawn commitment are recognised together with the loss allowance for the loans, advances and financing. To the extent that the combined ECLs exceed the gross carrying amount of the loans, advances and financing, the ECLs are recognised as a provision.

(g) Derivatives

Derivatives are initially recognised at fair value on the date on which the derivative contract is entered into and are subsequently remeasured at fair value. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. The derivatives in the Group consists of interest rate swaps and options.

Interest rate swaps relate to contracts taken out by the Group with other counterparties (customers and financial institutions) in which the Group either receives or pays a floating rate of interest, respectively, in return for paying or receiving a fixed rate of interest. The payment flows are usually netted against each other, with the difference being paid by one party to the other.

Options purchased by the Group provide it with opportunity to purchase (call options) or sell (put options) the underlying asset at an agreed value either on or before the expiration of the option. The Group is exposed to credit risk on purchased options only to the extent of their carrying amount, which is their fair value.

(h) Impairment on non-financial assets

Other non-financial assets such as property, plant and equipment, intangible assets, right-of-use assets and investments in subsidiaries are reviewed for objective indications of impairment at each reporting date or whenever there is any indication that these assets may be impaired. Where such indications exist, impairment loss is determined as the excess of the asset's carrying amount over its recoverable amount (greater of value in use or fair value less costs to sell) and is recognised in profit or loss.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(h) Impairment on non-financial assets (cont'd.)**

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group and the Company estimate the asset's or cash generating unit's ("CGU") recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(i) Property, plant and equipment**(i) Recognition and measurement**

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. The policy for recognition and measurement of impairment loss is in accordance with Note 2(h). Cost includes expenditure that is directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use and the costs of dismantling and removing the assets and restoring the site on which the asset is located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within "non-interest income" or "other operating expenses" respectively in the statements of profit or loss.

(ii) Subsequent costs

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

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

2. Summary of significant accounting policies (cont'd.)**(i) Property, plant and equipment (cont'd.)****(iii) Depreciation**

Leasehold buildings are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group and the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated. The straight line method is used to write off the cost of the other assets to their residual value over the term of their estimated useful lives as follows:

Freehold buildings	50 years
Leasehold buildings	20 to 25 years
Renovations	5 years
Furniture, fittings and office equipment	5 years
Computers	3 years
Motor vehicles	5 years

The depreciable amount is determined after deducting the residual value.

Assets in progress are not depreciated as these assets are not available for use.

Depreciation methods, useful lives and residual values of assets are reviewed, and adjusted if appropriate, at the reporting date.

(j) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss as the expense category that is consistent with the function of the intangible assets.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(j) Intangible assets (cont'd.)**

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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.

The computer software is amortised on a straight-line basis over its estimated useful life of 3 years. Work-in-progress represents IT system costs, and are not amortised as these assets are not available for use.

(k) Leases

The Group and the Company assess at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Group and the Company apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group and the Company recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

The Group and the Company recognise right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2(h).

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(k) Leases (cont'd.)****(b) Lease liabilities**

At the commencement date of the lease, the Group and the Company recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and the Company and payments of penalties for terminating the lease, if the lease term reflects the Group and the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group and the Company use their incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group and the Company apply the short-term lease recognition exemption to their short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). They also apply the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(k) Leases (cont'd.)****As a lessor**

The Group and the Company classify their leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not.

Amounts due from lessees under finance leases are recorded as receivables at the amount of the net investment in those leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment in the lease.

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.

(l) Investment properties

Investment properties are properties which are owned or held under a leasehold interest to earn rental income or for capital appreciation or for both, but not for sale in the ordinary business, use in production or supply of goods or services or for administration purposes.

Investment properties are stated at cost less any accumulated depreciation and any impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the investment property.

An investment property is derecognised on its disposal, or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. The difference between the net disposal proceeds and the carrying amount is recognised in profit or loss in the period in which the item is derecognised.

Depreciation is charged to the profit or loss on a straight-line basis over the estimated useful life of 50 years for buildings.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(m) Goodwill**

Goodwill that has an indefinite useful life is reviewed annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. For impairment assessment, goodwill from business combination is allocated to cash-generating units ("CGU") which are expected to benefit from the synergies of the business combination.

The recoverable amount is determined for each CGU based on its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognised in profit or loss when the carrying amount of the CGU, including attributable goodwill, exceeds the recoverable amount of the CGU. The total impairment loss is allocated, first, to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU on a pro-rate basis.

An impairment loss on goodwill is not reversed in subsequent periods.

(n) Amount recoverable from Danaharta

Amount recoverable from Danaharta relates to the non-performing loans sold by a former subsidiary to Pengurusan Danaharta Nasional Bhd ("Danaharta") which was then acquired by another subsidiary under the restructuring scheme in 2000/2001. The total consideration receivable from Danaharta is in two portions: upon the sale of the loans (initial consideration) and upon the recovery of the loans (final consideration). The final consideration amount represents the subsidiary's predetermined share of the surplus over the initial consideration upon recovery of the loans. The difference between the carrying value of the loans and the initial consideration is recognised as 'Amount recoverable from Danaharta'. Allowance against this amount is made in accordance with Note 2(e)(ii).

(o) Cash and cash equivalents

For the purpose of the statements of cash flows, cash and cash equivalents consist of cash on hand, bank balances and deposits and placements with banks and other financial institutions with original maturity of three months or less, which are subject to an insignificant risk of changes in value.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(p) Fiduciary assets**

The Group provides trust and other fiduciary services that result in the holding or investing of assets on behalf of its clients. Assets held in fiduciary capacity are not recognised as the assets of the Group.

(q) Offsetting financial instruments

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

(r) Provisions

A provision is recognised if, as a result of a past event, the Group and the Company have a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(s) Share capital

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

(t) Fair value measurement

The Group and the Company measure financial instruments such as FVOCI, FVTPL and derivatives at fair value at each statement of financial position date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group and to the Company.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(t) Fair value measurement (cont'd.)**

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group and the Company determine whether transfers have occurred between fair value hierarchy levels by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The fair value hierarchy of financial instruments that are measured at fair value and not measured at fair value, but for which the fair value is disclosed, are presented in Note 48.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(u) Employee benefits****(i) Short-term benefits**

Wages, salaries, bonuses and social security contributions are recognised as an expense in the financial year in which the associated services are rendered by employees of the Group and of the Company. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences.

(ii) Defined contribution plan

As required by law, companies in Malaysia make contribution to the Employees' Provident Fund ("EPF") and are recognised as an expense in profit or loss as incurred. Once contributions have been paid, the Group and the Company have no further obligations.

(iii) Defined benefit plans

The Group and the Company operate an unfunded, defined Retirement Benefit Scheme ("the Scheme") for their eligible employees. The Group's and the Company's obligation under the Scheme, calculated using the Projected Unit Credit Method, is determined based on actuarial computations by independent actuaries, through which the amount of benefit that employees have earned in return for their service in the current and prior financial years is estimated. That benefit is discounted in order to determine its present value. Re-measurements, comprising of actuarial gains and losses are recognised immediately in the statements of financial position with a corresponding debit or credit to retained profits through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment; and
- The date that the Group and the Company recognise restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Group and the Company recognise the following changes in the net defined benefit obligation under "staff costs" in the statements of profit or loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(v) Income tax****(i) Current income tax**

Current income tax for the current period 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 reporting date. Current income tax relating to items recognised directly in equity is recognised in equity and not in profit or loss.

(ii) Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised. Deferred tax is not recognised if the temporary difference arises from initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

The carrying amounts of deferred tax assets are reviewed at each reporting date 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 re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits 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 period 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 reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(w) Zakat**

This represents business zakat payable by the Group and the Company to comply with the principles of Shariah. Zakat provision is calculated based on the rate of 2.5775% on profit after taxation.

(x) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable. The specific recognition criteria described below must also be met before revenue is recognised.

- (i) Interest/profit income from loans, advances and financing, and financial investments, including amortisation of premium and accretion of discount, is recognised using the EIR method.
- (ii) Income from Government Scheme Funds is in relation to management fees derived from managing and distributing the funds under the respective schemes. The fees are variable consideration. The Company estimates the amount to which it will be entitled, but constrains that amount until it is highly probable that including the estimated fee in the transaction price will not result in a significant revenue reversal.
- (iii) Income from Islamic Banking business is recognised in accordance with Shariah principles.
- (iv) Fee-based activities

The performance obligations, as well as the timing of their satisfaction, are identified and determined, at the inception of the contract. When the Group and the Company provide a service to their customers, consideration is invoiced and generally due immediately upon satisfaction of a service provided at a point in time or at the end of the contract period for a service provided over time.

Performance obligations satisfied over time include asset management, custody and other services, where the customer simultaneously receives and consumes the benefits provided by the Group's and the Company's performance as the Group and the Company perform.

Services provided where the Group's and the Company's performance obligations are satisfied at a point in time are recognised once control of the services is transferred to the customer. This is typically on completion of the underlying transaction or service or, for fees or components of fees that are linked to a certain performance, after fulfilling the corresponding performance criteria.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(x) Revenue recognition (cont'd.)****(iv) Fee-based activities (cont'd.)**

The Group and the Company earn variable scheme fund management fees where the method of estimating variable consideration is based on expected collectible amount. Variable consideration is only included in the transaction price to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variability is subsequently resolved. The Group and the Company reassess the scheme fund management fees and determine that a portion of the variable performance fees would not be included in the transaction price until it is highly probable that a significant reversal will not occur.

(v) Dividend income is recognised when the right to receive payment is established.

Operating revenue of the Group and the Company comprises all types of revenue from banking, finance, hire purchase and leasing, and asset management.

(y) Interest expense and financing costs

Interest expense and attributable profit (on activities relating to Islamic Banking business) on deposits and borrowings of the Group and of the Company are recognised on an effective interest/yield basis.

(z) Earnings per ordinary share ("EPS")

The Group presents basic and diluted earnings per share information for its ordinary shares.

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****2. Summary of significant accounting policies (cont'd.)****(aa) Contingent liabilities**

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

(ab) Segment reporting

For management purposes, the Group is organised into operating segments based on its products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Group who regularly reviews the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 42, including the factors used to identify the reportable segments and the measurement basis of segment information.

(ac) Government grant

The benefit of a government loan at a below-market rate of interest is treated as a government grant. Government grant is recognised when there is a reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. The Group and the Company have elected to present such grant as a deduction against the related costs.

When the grant relates to an asset, the Group and the Company have elected to present such grant as deferred income, which is recognised in profit or loss as income in equal amounts over the expected useful life of the related asset.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****3. Critical accounting estimates and judgements**

The preparation of the Group's and the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities affected in future periods.

(a) Critical judgement made in applying accounting policies

The following are the judgements made by management in the process of applying the Group's and the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

(i) Impairment loss on financial assets

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's and the Company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The Group's and the Company's internal credit grading model, which assigns PDs to the individual grades;
- The Group's and the Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;
- The segmentation of financial assets when their ECL is assessed on a collective basis;
- Development of ECL models, including the various formulas and the choice of inputs;

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****3. Critical accounting estimates and judgements (cont'd.)****(a) Critical judgement made in applying accounting policies (cont'd.)****(i) Impairment loss on financial assets (cont'd.)**

- Determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EADs and LGDs; and
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

It has been the Group's and Company's policy to regularly review the models in the context of actual loss experience and adjust when necessary.

(ii) Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies.

When deferred tax assets are recognised, assumptions about generation of future taxable profits depend on management's estimates of future cash flows. These depends on estimates of revenue, operating costs, capital expenditure, dividends and other capital management transactions. Judgement is also required about application of income tax legislation. These judgements and assumptions are subject to risks and uncertainties, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets recognised in the statement of financial position and the amount of unrecognised tax losses and unrecognised temporary differences.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****3. Critical accounting estimates and judgements (cont'd.)****(b) Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group and the Company base its assumptions and estimates on parameters available when the consolidated financial statements are prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Impairment assessment of goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value in use of the cash-generating units to which goodwill is allocated.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the cash-generating units and choose a suitable discount rate in order to calculate the present value of those cash flows.

The key assumptions applied in the impairment assessment of goodwill and sensitivity analysis to changes in the assumptions are as stated in Note 19.

(ii) Fair value estimations of financial assets at FVTPL, financial investments at FVOCI and investment propertiesQuoted financial investments

The fair value of quoted financial investments is derived from market bid price. In the absence of market bid price in an active markets, the fair value of quoted financial investments is derived based on the following fair value hierarchy:

- Recent quoted last transacted price;
- Discounted cash flow method; or
- Relative price approach.

The Group and the Company use acceptable valuation technique which involves making assumptions based on market conditions and other factors as of the reporting date.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****3. Critical accounting estimates and judgements (cont'd.)****(b) Key sources of estimation uncertainty (cont'd.)****(ii) Fair value estimations of financial assets at FVTPL, financial investments at FVOCI and investment properties (cont'd.)**Unquoted financial investments

The fair value of unquoted financial investments is determined based on quotes from independent dealers or using valuation technique such as the discounted cash flow and price-earnings ratio methods which involve making assumptions based on market conditions and other factors as of the reporting date.

Investment properties

The fair value of investment properties for disclosure purposes is determined based on market-based evidence using comparable prices adjusted. When there was a lack of comparable market data because of the nature of the properties, valuation methodology based on a discounted cash flow method which involves making assumptions based on market yield and other factors.

(iii) Income taxes

Significant estimate is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognise liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in which the determination is made.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****3. Critical accounting estimates and judgements (cont'd.)****(b) Key sources of estimation uncertainty (cont'd.)****(iv) Deferred tax assets**

When deferred tax assets are recognised, assumptions about generation of future taxable profits depend on management's estimates of future cash flows. These depends on estimates of revenue, operating costs, capital expenditure, dividends and other capital management transactions. Judgement is also required about application of income tax legislation. These judgements and assumptions are subject to risks and uncertainties, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets recognised in the statement of financial position and the amount of unrecognised tax losses and unrecognised temporary differences.

(v) Variable consideration on revenue

Scheme fund management fees are dependent on the collectibility of repayments from the borrowers under the scheme fund and therefore give rise to variable consideration. The Group and the Company use the expected value method in estimating the variable consideration to be included in the transaction price given the risk of non-repayment from the borrowers. Before including any amount of variable consideration in the transaction price, the Group and the Company consider whether the variable consideration is not constrained (i.e. whether it is highly probable that a significant reversal in the amount of fee recognised as a result of non-repayment from the borrowers will not occur). In this assessment, the Group and the Company consider both the likelihood and the magnitude of the potential fee reversal.

(vi) Extension option in lease

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
4. Cash and short-term funds

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Cash and bank balances	57,389	55,960	14,777	3,378
Deposits and placements maturing within one month	990,180	741,080	553,480	377,880
	<u>1,047,569</u>	<u>797,040</u>	<u>568,257</u>	<u>381,258</u>

Included in cash and short-term funds are deposits with original maturity of less than 3 months amounting to RM990,180,000 and RM553,480,000 for the Group and the Company respectively (2021: RM691,416,000 and RM328,216,000 respectively) which are classified as cash and cash equivalents for the purpose of the statements of cash flows.

As at reporting date, the dealer's representatives' and clients' monies held in trust by the Group amounted to approximately RM7,966,000 (2021: RM10,433,000). These amounts are excluded from the cash and short-term funds of the Group.

5. Deposits and placements with licensed banks and other financial institutions

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Deposits with licensed banks	44,816	144,249	41,816	138,799

Included in deposits and placements with licensed banks and other financial institutions are deposits with original maturity of less than 3 months of nil amount for the Group and the Company respectively (2021: RM46,168,000 and RM35,118,000 respectively) which are classified as cash and cash equivalents for the purpose of the statements of cash flows.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****6. Financial assets at FVTPL**

At fair value	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Money market instruments:				
Government Investment Issues	-	52,038	-	52,038
Unquoted instruments in Malaysia:				
Corporate bonds/ sukuk	-	53,073	-	53,073
Islamic commercial papers	-	124,526	-	124,526
Shares	51,025	30,245	-	-
	<u>51,025</u>	<u>207,844</u>	<u>-</u>	<u>177,599</u>
Unit trusts	51,866	40,050	18,604	19,271
	<u>102,891</u>	<u>299,932</u>	<u>18,604</u>	<u>248,908</u>

7. Financial investments at FVOCI

At fair value	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Money market instruments:				
Government Investment Issues	1,372,282	1,273,083	-	-
Malaysian Treasury Bills	-	398,374	-	-
Negotiable instruments of deposits	-	249,362	-	-
	<u>1,372,282</u>	<u>1,920,819</u>	<u>-</u>	<u>-</u>
Unquoted instruments in Malaysia:				
Corporate bonds/sukuk	614,521	637,041	2	2
Redeemable preference shares*	-	-	138,433	135,433
Shares	1,500	3,969	-	2,469
	<u>616,021</u>	<u>641,010</u>	<u>138,435</u>	<u>137,904</u>
	<u>1,988,303</u>	<u>2,561,829</u>	<u>138,435</u>	<u>137,904</u>

* The redeemable preference shares are issued by wholly-owned subsidiaries and eliminated in the consolidated financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
7. Financial investments at FVOCI (cont'd.)

An analysis of changes in ECL allowances in relation to FVOCI is as follows:

Group	Stage 1 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
ECL as at 1 January 2021	303	81,279	81,582
Impairment made	19	-	19
Written back	-	(1,214)	(1,214)
Written off	-	(13,491)	(13,491)
ECL as at 31 December 2021	322	66,574	66,896
ECL as at 1 January 2022	322	66,574	66,896
Written back	(95)	-	(95)
Written off	-	(45,614)	(45,614)
ECL as at 31 December 2022	227	20,960	21,187
Company			
ECL as at 1 January 2021	-	6,852	6,852
Written back	-	(88)	(88)
ECL as at 31 December 2021	-	6,764	6,764
ECL as at 1 January 2022/ 31 December 2022	-	6,764	6,764

8. Financial investments at amortised cost

	Group	
	2022 RM'000	2021 RM'000
Money market instruments:		
Government Investment Issues	753,537	513,211
Malaysian Treasury Bills	99,701	-
	853,238	513,211
Unquoted instruments in Malaysia:		
Corporate bond/sukuk	1,637,423	1,830,837
Loan stocks	9,822	9,854
	1,647,245	1,840,691
Less: ECL allowances	(3,260)	(10,065)
	2,497,223	2,343,837

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
8. Financial investments at amortised cost (cont'd.)

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to amortised cost is as follows:

Group	Stage 1 Collective RM'000	Stage 2 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
As at 1 January 2021	2,129,964	129,515	50,262	2,309,741
New assets purchased	369,122	-	-	369,122
Assets derecognised or matured (excluding written off)	(325,385)	-	-	(325,385)
Unwind of discount (recognised in interest income)	-	359	65	424
As at 31 December 2021	<u>2,173,701</u>	<u>129,874</u>	<u>50,327</u>	<u>2,353,902</u>
As at 1 January 2022	2,173,701	129,874	50,327	2,353,902
New assets purchased	854,728	-	-	854,728
Assets derecognised or matured (excluding written off)	(577,757)	(129,874)	(516)	(708,147)
As at 31 December 2022	<u>2,450,672</u>	<u>-</u>	<u>49,811</u>	<u>2,500,483</u>

Group	Stage 1 Collective RM'000	Stage 2 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
ECL as at 1 January 2021	789	2,426	6,994	10,209
Impairment made	-	-	138	138
Written back	(282)	-	-	(282)
ECL as at 31 December 2021	<u>507</u>	<u>2,426</u>	<u>7,132</u>	<u>10,065</u>
ECL as at 1 January 2022	507	2,426	7,132	10,065
Transfer (Note 22(c))	17	-	-	17
Written back	(113)	(2,426)	(4,283)	(6,822)
ECL as at 31 December 2022	<u>411</u>	<u>-</u>	<u>2,849</u>	<u>3,260</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

9. Derivative assets

Group	Contract or underlying principal amount RM'000	Derivative assets RM'000	Derivative liabilities RM'000
2022			
Interest rate related derivatives:			
- Interest rate swaps	300,000	11,778	-
2021			
Interest rate related derivatives:			
- Interest rate swaps	300,000	6,878	-

10. Other assets

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Interest/profit receivables		46,243	43,087	1,055	1,730
Amount due from brokers and clients	(a)	39,016	45,750	-	-
Deposits, prepayments and other receivables		24,616	24,352	12,630	8,044
Less:					
ECL allowance	(b)	(4,352)	(6,184)	(4)	(7)
		20,264	18,168	12,626	8,037
Amount recoverable from Danaharta		96,973	96,973	-	-
Less:					
ECL allowance		(96,973)	(96,973)	-	-
		-	-	-	-
Amounts due from subsidiaries	(c)	-	-	6,460	10,650
Tax recoverable		48,208	36,741	18,899	13,827
		153,731	143,746	39,040	34,244

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
10. Other assets (cont'd.)**(a) Amounts due from brokers and clients**

	Group	
	2022	2021
	RM'000	RM'000
Brokers	795	11,171
Clients	38,221	34,579
	<u>39,016</u>	<u>45,750</u>

Clients' and brokers' debit balances arose from trading of securities, through the investment banking subsidiary, which are not yet due for settlement as at reporting date.

(b) Deposits, prepayments and other receivables**(i) ECL allowance**

	Group	
	2022	2021
	RM'000	RM'000
At 1 January	(6,184)	(6,636)
Impairment made (Note 36)	-	(1,808)
Written back (Note 36)	403	72
Written off	1,429	2,188
At 31 December	<u>(4,352)</u>	<u>(6,184)</u>

	Company	
	2022	2021
	RM'000	RM'000
At 1 January	(7)	(55)
Written back (Note 36)	3	48
At 31 December	<u>(4)</u>	<u>(7)</u>

(c) Amounts due from subsidiaries - current accounts

These amounts are unsecured, interest-free and repayable on demand.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****11. Loans, advances and financing**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Term loans/financing				
- Syndicated term loans/financing	492,928	265,399	-	-
- Hire purchase receivables	7,603	9,330	7,603	9,330
- Real estate financing	18,409	18,707	-	-
- Murabahah financing	173,961	178,280	-	-
Other term loans/financing	507,490	717,359	111,780	120,382
	<u>1,200,391</u>	<u>1,189,075</u>	<u>119,383</u>	<u>129,712</u>
Margin accounts	810,767	585,429	-	-
Staff loans	643	734	431	423
	<u>2,011,801</u>	<u>1,775,238</u>	<u>119,814</u>	<u>130,135</u>
Less: Unearned interest/income	(7,398)	(8,300)	(7,398)	(8,300)
Gross loans, advances and financing	2,004,403	1,766,938	112,416	121,835
Less: ECL allowances	(181,602)	(189,956)	(40,593)	(34,190)
Net loans, advances and financing	<u>1,822,801</u>	<u>1,576,982</u>	<u>71,823</u>	<u>87,645</u>

The Group and Company operate principally in Malaysia and hence, disclosure of information by geographical area is not presented.

(a) Gross loans, advances and financing

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
(i) By type of customer				
Domestic business enterprises				
- Small medium enterprises	1,144,636	1,095,689	67,999	72,801
- Others	220,445	229,951	43,986	48,611
Individuals	639,322	441,298	431	423
Gross loans, advances and financing	<u>2,004,403</u>	<u>1,766,938</u>	<u>112,416</u>	<u>121,835</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
11. Loans, advances and financing (cont'd.)**(a) Gross loans, advances and financing (cont'd.)****(ii) By interest/profit rate sensitivity**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Fixed rate				
- Staff loans	643	734	431	423
- Hire purchase receivables	6,869	8,765	6,869	8,765
- Other fixed rate loans/ financing	954,957	741,884	83,291	90,738
Variable rate				
- Base Lending Rate ("BLR") plus	21,825	21,909	21,825	21,909
- Cost-plus	1,020,109	993,646	-	-
Gross loans, advances and financing	<u>2,004,403</u>	<u>1,766,938</u>	<u>112,416</u>	<u>121,835</u>

(iii) By economic sector

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Manufacturing	90,279	74,096	36,543	39,945
Construction	100,355	87,191	-	-
Wholesale and retail trade and restaurants and hotels	58,714	60,895	47,648	48,658
Transport, storage and communications	146,117	15,203	12,485	15,203
Finance, insurance and business services	557,147	706,012	10,429	11,741
Electricity, gas and water supply	70,311	40,248	-	-
Real estate	131,471	131,270	-	-
Mining and quarrying	49,000	56,207	-	-
Household	638,879	440,837	-	-
Education and health	156,436	147,596	-	-
Others	5,694	7,383	5,311	6,288
Gross loans, advances and financing	<u>2,004,403</u>	<u>1,766,938</u>	<u>112,416</u>	<u>121,835</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
11. Loans, advances and financing (cont'd.)**(a) Gross loans, advances and financing (cont'd.)****(iv) By residual contractual maturity**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Within one year	1,344,126	1,254,846	63,322	62,422
One year to five years	522,499	388,183	21,578	24,373
After five years	137,778	123,909	27,516	35,040
Gross loans, advances and financing	<u>2,004,403</u>	<u>1,766,938</u>	<u>112,416</u>	<u>121,835</u>

(b) Impaired loans, advances and financing ("ILs")**(i) Movements in ILs are as follows:**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
At 1 January	350,042	321,169	60,558	63,065
Classified as impaired	74,669	82,551	3,888	413
Amount recovered	(29,888)	(11,868)	(3,490)	(2,920)
Amount written off	(10,729)	(41,810)	-	-
At 31 December	<u>384,094</u>	<u>350,042</u>	<u>60,956</u>	<u>60,558</u>
Less:				
ECL allowance	<u>(173,610)</u>	<u>(172,624)</u>	<u>(36,713)</u>	<u>(28,785)</u>
Net ILs	<u>210,484</u>	<u>177,418</u>	<u>24,243</u>	<u>31,773</u>
Ratio of net ILs to gross loans, advances and financing less ECL allowance (Stage 3)	<u>11.50%</u>	<u>11.13%</u>	<u>32.02%</u>	<u>34.15%</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
11. Loans, advances and financing (cont'd.)**(b) Impaired loans, advances and financing ("ILs") (cont'd.)****(ii) ILs by economic sector**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Mining and quarrying	49,000	-	-	-
Manufacturing	35,847	38,948	35,848	38,949
Wholesale and retail trade and restaurants and hotels	16,115	26,525	16,115	15,796
Transport, storage and communications	5,047	1,821	5,047	1,821
Finance, insurance and business services	85,268	85,314	3,518	3,564
Real estate	131,471	131,270	-	-
Others	61,346	66,164	428	428
	<u>384,094</u>	<u>350,042</u>	<u>60,956</u>	<u>60,558</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
11. Loans, advances and financing (cont'd.)**(c) Movements in impairment allowances by class of financial assets****(i) Gross loans, advances and financing**

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loans, advances and financing (excluding staff loans) is as follows:

Group	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
Gross carrying amount as at 1 January 2021	1,434,420	4,277	321,169	1,759,866
New assets originated	457,912	-	-	457,912
Transfer to stage 1	3,461	(3,461)	-	-
Transfer to stage 2	(88,423)	88,423	-	-
Transfer to stage 3	(82,138)	(413)	82,551	-
Assets derecognised or repaid (excluding write offs)	(397,209)	(101)	(11,868)	(409,178)
Effects of modifications to contractual cash flows of financial assets	(324)	(262)	-	(586)
Amount written off	-	-	(41,810)	(41,810)
Gross carrying amount as at 31 December 2021	<u>1,327,699</u>	<u>88,463</u>	<u>350,042</u>	<u>1,766,204</u>
Gross carrying amount as at 1 January 2022	1,327,699	88,463	350,042	1,766,204
New assets originated	613,343	-	15,781	629,124
Transfer to stage 1	490	(490)	-	-
Transfer to stage 2	(2,029)	2,029	-	-
Transfer to stage 3	(3,888)	(55,000)	58,888	-
Assets derecognised or repaid (excluding write offs)	(347,065)	(3,886)	(29,888)	(380,839)
Amount written off	-	-	(10,729)	(10,729)
Gross carrying amount as at 31 December 2022	<u>1,588,550</u>	<u>31,116</u>	<u>384,094</u>	<u>2,003,760</u>

Note:

There were no loans, advances, and financing whose cash flows were modified in FY2022 (2021: RM585,357).

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
11. Loans, advances and financing (cont'd.)**(c) Movements in impairment allowances by class of financial assets (cont'd.)****(i) Gross loans, advances and financing (cont'd.)**

Company	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
Gross carrying amount as at 1 January 2021	57,733	4,278	63,065	125,076
New assets originated	5,532	-	-	5,532
Transfer to stage 1	3,461	(3,461)	-	-
Transfer to stage 2	(16,024)	16,024	-	-
Transfer to stage 3	-	(413)	413	-
Assets derecognised or repaid (excluding write offs)	(5,589)	(101)	(2,920)	(8,610)
Effects of modifications to contractual cash flows of financial assets	(324)	(262)	-	(586)
Gross carrying amount as at 31 December 2021	<u>44,789</u>	<u>16,065</u>	<u>60,558</u>	<u>121,412</u>
Gross carrying amount as at 1 January 2022	44,789	16,065	60,558	121,412
New assets originated	3,475	-	-	3,475
Transfer to stage 1	490	(490)	-	-
Transfer to stage 2	(18,221)	18,221	-	-
Transfer to stage 3	(3,888)	-	3,888	-
Assets derecognised or repaid (excluding write offs)	(6,733)	(2,679)	(3,490)	(12,902)
Gross carrying amount as at 31 December 2022	<u>19,912</u>	<u>31,117</u>	<u>60,956</u>	<u>111,985</u>

Note:

There were no loans, advances, and financing whose cash flows were modified in FY2022 (2021: RM585,357).

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
11. Loans, advances and financing (cont'd.)**(c) Movements in impairment allowances by class of financial assets (cont'd.)****(ii) ECL allowances**

Group	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
ECL as at 1 January 2021	17,478	1,014	156,826	175,318
Transfer to Stage 1 (Note 22(c))	2,478	(771)	-	1,707
Transfer to Stage 2	(3,930)	3,930	-	-
Transfer to Stage 3	(3,169)	-	3,169	-
Impairment made	1,610	-	59,869	61,479
Written back	(1,074)	(234)	(4,481)	(5,789)
Written off	-	-	(41,809)	(41,809)
Discount unwind	-	-	(950)	(950)
ECL as at 31 December 2021	<u>13,393</u>	<u>3,939</u>	<u>172,624</u>	<u>189,956</u>
ECL as at 1 January 2022	13,393	3,939	172,624	189,956
Transfer to Stage 1 (Note 22(c))	2,327	(4)	-	2,323
Transfer to Stage 2	(1,705)	1,705	-	-
Transfer to Stage 3	(898)	(1,934)	2,832	-
Impairment made	-	-	19,921	19,921
Written back	(8,432)	(399)	(10,264)	(19,095)
Written off	-	-	(10,729)	(10,729)
Discount unwind	-	-	(774)	(774)
ECL as at 31 December 2022	<u>4,685</u>	<u>3,307</u>	<u>173,610</u>	<u>181,602</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
11. Loans, advances and financing (cont'd.)**(c) Movements in impairment allowances by class of financial assets (cont'd.)****(ii) ECL allowances (cont'd.)**

Company	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
ECL as at 1 January 2021	3,015	1,014	30,849	34,878
Transfer to Stage 1	771	(771)	-	-
Transfer to Stage 2	(1,996)	1,996	-	-
Impairment made	1,610	-	-	1,610
Written back	-	(234)	(1,114)	(1,348)
Discount unwind	-	-	(950)	(950)
ECL as at 31 December 2021	<u>3,400</u>	<u>2,005</u>	<u>28,785</u>	<u>34,190</u>
ECL as at 1 January 2022	3,400	2,005	28,785	34,190
Transfer to Stage 1	4	(4)	-	-
Transfer to Stage 2	(1,705)	1,705	-	-
Transfer to Stage 3	(898)	-	898	-
Impairment made	-	-	7,804	7,804
Written back	(228)	(399)	-	(627)
Discount unwind	-	-	(774)	(774)
ECL as at 31 December 2022	<u>573</u>	<u>3,307</u>	<u>36,713</u>	<u>40,593</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

11. Loans, advances and financing (cont'd.)

(d) Exposures to COVID-19 impacted sectors

Group	On-balance sheet (net of impairment)		Undrawn (net of impairment)		Total exposure (net of impairment)	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Manufacturing	-	159	-	-	-	159
Wholesale and retail trade and restaurants hotels	-	21,790	-	76	-	21,866
Transport, storage and communications	-	8,720	-	703	-	9,423
Finance, insurance and business services	-	73,134	-	3	-	73,137
Mining and quarrying	49,000	56,207	-	-	49,000	56,207
Others	-	1,791	-	-	-	1,791

Company	On-balance sheet (net of impairment)		Undrawn (net of impairment)		Total exposure (net of impairment)	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Manufacturing	-	159	-	-	-	159
Wholesale and retail trade and restaurants hotels	-	21,790	-	76	-	21,866
Transport, storage and communications	-	8,720	-	703	-	9,423
Finance, insurance and business services	-	6,629	-	3	-	6,632
Others	-	1,791	-	-	-	1,791

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

11. Loans, advances and financing (cont'd.)

(e) COVID-19 customer relief and support measures

Group	Non-retail customers					Total RM'000
	Stage 1 RM'000	SMEs		Corporates		
		Stage 2 RM'000	Stage 3 RM'000	Stage 1 RM'000		
31 December 2022						
Total payment moratoriums, repayment assistances, rescheduling and restructuring ("R&R") granted	-	-	-	-	-	-
Matured and repaying as per revised schedules	-	-	-	-	-	-
Extended	-	-	-	-	-	-
31 December 2021						
Total payment moratoriums, repayment assistances, rescheduling and restructuring ("R&R") granted	23,820	14,334	-	3,919	-	42,073
Matured and repaying as per revised schedules	1,421	-	-	-	-	1,421
Extended	22,399	14,334	-	3,919	-	40,652

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

11. Loans, advances and financing (cont'd.)

(e) COVID-19 customer relief and support measures (cont'd.)

Company	Non-retail customers					Total RM'000
	Stage 1 RM'000	SMEs		Corporates		
		Stage 2 RM'000	Stage 3 RM'000	Stage 1 RM'000		
31 December 2022						
Total payment moratoriums, repayment assistances, rescheduling and restructuring ("R&R") granted	-	-	-	-	-	-
Matured and repaying as per revised schedules	-	-	-	-	-	-
Extended	-	-	-	-	-	-
31 December 2021						
Total payment moratoriums, repayment assistances, rescheduling and restructuring ("R&R") granted	20,836	14,334	-	3,919	-	39,089
Matured and repaying as per revised schedules	1,421	-	-	-	-	1,421
Extended	19,415	14,334	-	3,919	-	37,668

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****11. Loans, advances and financing (cont'd.)****(f) Overlays and adjustments for expected credit loss amid COVID-19 environment**

As the current MFRS 9 models are not expected to generate levels of expected credit loss with sufficient reliability in view of the unprecedented and remaining COVID-19 uncertainties and emerging risks, overlays and post-model adjustments have been applied to determine a sufficient overall level of ECLs for the year ended and as at 31 December 2022.

These overlays and post-model adjustments were taken to reflect the latest macroeconomic outlook not captured in the modelled outcome and the potential impact to delinquencies and defaults when the various relief and support measures expired in 2022.

The overlays and post-model adjustments involved significant level of judgement and reflect the management's views of possible severities of the pandemic and paths of recovery in the forward looking assessment for ECL estimation purposes.

The borrowers who have received repayment supports remain in their existing stages. The overlays and post-model adjustments were generally made at portfolio level in determining the sufficient level of ECLs.

The impact of these post-model adjustments were estimated at portfolio level, remain outside the core MFRS 9 process and amounted to RM1.1 million and RM0.4 million for the Group and the Company respectively as at 31 December 2022 (2021: Group and Company RM3.5 million and RM2.4 million respectively).

12. Statutory deposits with Bank Negara Malaysia

The non-interest bearing statutory deposits are maintained with Bank Negara Malaysia ("BNM") in compliance with Section 26(2)(c) of the Central Bank of Malaysia Act 2009, the amounts of which are determined as a set percentage of total eligible liabilities.

As announced by BNM on 15 May 2020, effective 16 May 2020, banking institutions are allowed to use Malaysian Government Securities ("MGS") and Malaysian Government Investment Issues ("MGII") to fully meet the Statutory Reserve Requirement ("SRR") compliance. The flexibility is available until 31 December 2022.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
13. Investment in subsidiaries

	Company	
	2022	2021
	RM'000	RM'000
Unquoted shares - at cost	954,511	954,511
Less: Accumulated impairment loss	(360,454)	(356,317)
	<u>594,057</u>	<u>598,194</u>

Movements in impairment loss are as follows:

	Company	
	2022	2021
	RM'000	RM'000
As at 1 January	(356,317)	(356,317)
Impairment made (Note 36)	(4,137)	-
As at 31 December	<u>(360,454)</u>	<u>(356,317)</u>

(a) The details of the subsidiaries are as follows:

Name of companies	Effective ownership interest		Principal activities
	2022	2021	
	%	%	
MIDF Amanah Investment Bank Berhad	100.0	100.0	Investment banking and related financial services
MIDF Amanah Asset Management Berhad	100.0	100.0	Fund management and investment advisory
MIDF Amanah Capital Berhad	100.0	100.0	Investment and property holding
MIDF DFI Bhd.	100.0	100.0	Dormant
Amanah International Finance Sdn. Bhd.	100.0	100.0	Provision of real estate and short-term financing
MIDF Amanah Ventures Sdn. Bhd.	100.0	100.0	Venture capital
Omega Matrix (M) Sdn. Bhd.	100.0	100.0	Loan management
Oriental 1936 Berhad	75.2	75.2	Dormant

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

13. Investment in subsidiaries (cont'd.)**(a) The details of the subsidiaries are as follows: (cont'd.)**

Name of companies	Effective ownership interest		Principal activities
	2022 %	2021 %	
<u>Subsidiaries of MIDF Amanah Investment Bank Berhad</u>			
MIDF Amanah Investment Nominees (Tempatan) Sdn. Bhd.	100.0	100.0	Nominees services
MIDF Amanah Investment Nominees (Asing) Sdn. Bhd.	100.0	100.0	Nominees services

All of the subsidiaries are incorporated in Malaysia.

(b) Financial information of subsidiary that has material non-controlling interests is provided below:**Proportion of equity interest held by non-controlling interests:**

Name	Country of incorporation	2022 %	2021 %
Oriental 1936 Berhad	Malaysia	24.8	24.8
		2022 RM'000	2021 RM'000
Accumulated balances of material non-controlling interests		249	254
Loss allocated to material non-controlling interests		(5)	(5)

The summarised financial information of Oriental 1936 Berhad is provided below. This information is based on amounts before inter-company eliminations.

(i) Summarised statement of comprehensive income:

	2022 RM'000	2021 RM'000
Other operating income	17	17
Other operating expense	(38)	(38)
Loss for the financial year, representing total comprehensive loss for the financial year	(21)	(21)
Attributable to non-controlling interests	(5)	(5)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
13. Investments in subsidiaries (cont'd.)
(b) Financial information of subsidiary that has material non-controlling interests is provided below (cont'd.):
(ii) Summarised statement of financial position:

	2022	2021
	RM'000	RM'000
Assets		
Other receivables	6	6
Cash and bank balances	5	3
Financial assets at FVTPL	992	1,015
Total assets	<u>1,003</u>	<u>1,024</u>
Liability		
Other payables	<u>39</u>	<u>39</u>
Equity		
Share capital	387,083	387,083
Accumulated losses	(386,119)	(386,098)
Total equity	<u>964</u>	<u>985</u>
Total liability and equity	<u>1,003</u>	<u>1,024</u>
Attributable to:		
Equity holders of parent	754	770
Non-controlling interests	<u>249</u>	<u>254</u>

(iii) Summarised statement of cash flows:

	2022	2021
	RM'000	RM'000
Cash balance at beginning of financial year	3	9
Cash flow generated from/(used in)		
operating activities	2	(6)
Net increase/(decrease) in		
cash and cash equivalents	<u>2</u>	<u>(6)</u>
Cash balance at end of financial year	<u>5</u>	<u>3</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
14. Investment properties

	Group	
	2022	2021
	RM'000	RM'000
Buildings		
Cost		
At 1 January/31 December	4,442	4,442
Accumulated depreciation		
At 1 January	2,000	1,904
Depreciation charge	89	96
Reclassification to right-of-use assets	(8)	-
At 31 December	2,081	2,000
Net book value	2,361	2,442

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to either purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Had these buildings been carried at fair value, the carrying amounts, by class, that would have been included in the financial statements of the Group are as follows:

	Group	
	2022	2021
	RM'000	RM'000
Investment properties		
Residential properties	6,381	6,397
Office property	905	687

The fair values of investment properties disclosed above have not been determined by an external independent valuer. The fair values of the investment properties are determined using the market comparison method. Market price of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

15. Property, plant and equipment

Group	Freehold buildings RM'000	Leasehold buildings RM'000	Renovations RM'000	Furniture, fittings and office equipment RM'000	Computers RM'000	Motor vehicles RM'000	Work-in-progress RM'000	Total RM'000
Cost								
At 1 January 2021	670	1,496	7,626	12,068	17,452	2,557	12	41,881
Additions	-	-	-	59	145	554	-	758
Disposal	-	-	-	-	-	(343)	-	(343)
Written off	-	-	(8)	(297)	(2)	-	(12)	(319)
At 31 December 2021	670	1,496	7,618	11,830	17,595	2,768	-	41,977
Additions	-	-	-	69	776	-	-	845
Disposal	-	-	-	(37)	-	-	-	(37)
Reclassification	-	-	2	(2)	-	-	-	-
Written off	-	-	-	(151)	(1)	-	-	(152)
At 31 December 2022	670	1,496	7,620	11,709	18,370	2,768	-	42,633

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

15. Property, plant and equipment (cont'd.)

Group (cont'd.)	Freehold buildings RM'000	Leasehold buildings RM'000	Renovations RM'000	Furniture, fittings and office equipment RM'000	Computers RM'000	Motor vehicles RM'000	Work-in-progress RM'000	Total RM'000
At 1 January 2021	331	1,188	7,170	11,864	16,126	1,601	-	38,280
Depreciation	13	29	125	64	890	389	-	1,510
Disposal	-	-	-	-	-	(343)	-	(343)
Written off	-	-	(7)	(260)	(2)	-	-	(269)
At 31 December 2021	344	1,217	7,288	11,668	17,014	1,647	-	39,178
Reclassification	1	(1)	(1)	1	(1)	1	-	-
Depreciation	13	29	123	68	486	376	-	1,095
Disposal	-	-	-	(37)	-	-	-	(37)
Written off	-	-	-	(113)	(1)	-	-	(114)
At 31 December 2022	358	1,245	7,410	11,587	17,498	2,024	-	40,122
Net book value								
At 31 December 2021	326	279	330	162	581	1,121	-	2,799
At 31 December 2022	312	251	210	122	872	744	-	2,511

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

15. Property, plant and equipment (cont'd.)

Company	Freehold buildings RM'000	Leasehold buildings RM'000	Renovations RM'000	Furniture, fittings and office equipment RM'000	Computers RM'000	Motor vehicles RM'000	Work-in-progress RM'000	Total RM'000
Cost								
At 1 January 2021	670	1,496	6,666	7,262	8,470	2,414	-	26,978
Additions	-	-	-	15	57	554	-	626
Disposals	-	-	-	-	-	(342)	-	(342)
Written off	-	-	(8)	(261)	(2)	-	-	(271)
At 31 December 2021	670	1,496	6,658	7,016	8,525	2,626	-	26,991
Additions	-	-	-	52	582	-	-	634
Disposals	-	-	-	(37)	-	-	-	(37)
Written off	-	-	-	(62)	(1)	-	-	(63)
At 31 December 2022	670	1,496	6,658	6,969	9,106	2,626	-	27,525

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

15. Property, plant and equipment (cont'd.)

Company (cont'd.)	Freehold buildings RM'000	Leasehold buildings RM'000	Renovations RM'000	Furniture, fittings and office equipment RM'000	Computers RM'000	Motor vehicles RM'000	Work-in-progress RM'000	Total RM'000
Accumulated depreciation								
At 1 January 2021	331	1,188	6,217	7,082	7,574	1,458	-	23,850
Depreciation	13	29	123	57	573	389	-	1,184
Disposals	-	-	-	-	-	(342)	-	(342)
Written off	-	-	(7)	(260)	(2)	-	-	(269)
At 31 December 2021	344	1,217	6,333	6,879	8,145	1,505	-	24,423
Depreciation	13	29	121	59	346	375	-	943
Reclassification	1	(1)	-	2	(2)	-	-	-
Disposals	-	-	-	(37)	-	-	-	(37)
Written off	-	-	-	(60)	-	-	-	(60)
At 31 December 2022	358	1,245	6,454	6,843	8,489	1,880	-	25,269
Net book value								
At 31 December 2021	326	279	325	137	380	1,121	-	2,568
At 31 December 2022	312	251	204	126	617	746	-	2,256

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
16. Intangible assets

Group	Computer software RM'000	Work-in- progress RM'000	Total RM'000
Cost			
At 1 January 2021	16,167	3,089	19,256
Addition	4,606	5,181	9,787
Reclass from work-in-progress	1,915	(1,915)	-
Written off	-	(780)	(780)
At 31 December 2021	<u>22,688</u>	<u>5,575</u>	<u>28,263</u>
Addition	5,282	2,311	7,593
Reclassification	2	(2)	-
Reclass from work-in-progress	698	(698)	-
At 31 December 2022	<u>28,670</u>	<u>7,186</u>	<u>35,856</u>
Accumulated amortisation			
At 1 January 2021	(13,169)	-	(13,169)
Amortisation	(2,693)	-	(2,693)
Write off	4	-	4
At 31 December 2021	<u>(15,858)</u>	<u>-</u>	<u>(15,858)</u>
Amortisation	(5,157)	-	(5,157)
At 31 December 2022	<u>(21,015)</u>	<u>-</u>	<u>(21,015)</u>
Net book value			
At 31 December 2021	<u>6,830</u>	<u>5,575</u>	<u>12,405</u>
At 31 December 2022	<u>7,655</u>	<u>7,186</u>	<u>14,841</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
16. Intangible assets (cont'd.)

Company	Computer software RM'000	Work-in- progress RM'000	Total RM'000
Cost			
At 1 January 2021	6,177	2,171	8,348
Addition	2,653	3,918	6,571
Reclass from work-in-progress	1,861	(1,861)	-
Written off	-	(26)	(26)
At 31 December 2021	<u>10,691</u>	<u>4,202</u>	<u>14,893</u>
Addition	2,168	1,957	4,125
Reclass from work-in-progress	2,825	(2,825)	-
Reclassification	1	(1)	-
At 31 December 2022	<u>15,685</u>	<u>3,333</u>	<u>19,018</u>
Accumulated amortisation			
At 1 January 2021	(4,201)	-	(4,201)
Amortisation	(1,822)	-	(1,822)
Written off	5	-	5
At 31 December 2021	<u>(6,018)</u>	<u>-</u>	<u>(6,018)</u>
Amortisation	(3,818)	-	(3,818)
At 31 December 2022	<u>(9,836)</u>	<u>-</u>	<u>(9,836)</u>
Net book value			
At 31 December 2021	<u>4,673</u>	<u>4,202</u>	<u>8,875</u>
At 31 December 2022	<u>5,849</u>	<u>3,333</u>	<u>9,182</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
17. Deferred tax

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
At 1 January	20,598	13,737	6,591	7,380
Recognised in profit or loss (Note 37)	(2,003)	(2,147)	125	(431)
Recognised in other comprehensive income	4,701	9,008	479	(358)
At 31 December	<u>23,296</u>	<u>20,598</u>	<u>7,195</u>	<u>6,591</u>

Presented after appropriate offsetting as follows:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Deferred tax assets	<u>23,296</u>	<u>20,598</u>	<u>7,195</u>	<u>6,591</u>

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxation authority.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

17. Deferred tax (cont'd.)

The components and movements of deferred tax assets and liabilities during the financial year prior to offsetting are as follows:

Deferred tax assets of the Group

	ECL allowance RM'000	Revaluation of FVOCI RM'000	Provision for liabilities* RM'000	Others RM'000	Total RM'000
At 1 January 2021	5,690	(5,180)	14,117	-	14,627
Recognised in profit or loss	(289)	-	(1,680)	-	(1,969)
Recognised in other comprehensive income	-	9,403	(395)	-	9,008
At 31 December 2021	5,401	4,223	12,042	-	21,666
At 1 January 2022	5,401	4,223	12,042	-	21,666
Recognised in profit or loss	(3,578)	-	(534)	1,325	(2,787)
Recognised in other comprehensive income	-	4,757	(56)	-	4,701
At 31 December 2022	1,823	8,980	11,452	1,325	23,580

* Includes provision for bonus and retirement benefits.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
17. Deferred tax (cont'd.)

The components and movements of deferred tax assets and liabilities during the financial year prior to offsetting are as follows: (cont'd.)

Deferred tax liabilities of the Group

	Accelerated capital allowances RM'000	Total RM'000
At 1 January 2021	(890)	(890)
Recognised in profit or loss	(178)	(178)
At 31 December 2021	<u>(1,068)</u>	<u>(1,068)</u>
At 1 January 2022	(1,068)	(1,068)
Recognised in profit or loss	784	784
At 31 December 2022	<u>(284)</u>	<u>(284)</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
17. Deferred tax (cont'd.)**Deferred tax assets of the Company**

	ECL allowance RM'000	Provision for liabilities* RM'000	Others RM'000	Total RM'000
At 1 January 2021	1,020	7,600	-	8,620
Recognised in profit or loss	303	(455)	-	(152)
Recognised in other comprehensive income	-	(358)	-	(358)
At 31 December 2021	<u>1,323</u>	<u>6,787</u>	<u>-</u>	<u>8,110</u>
At 1 January 2022	1,323	6,787	-	8,110
Recognised in profit or loss	(234)	(1,731)	1,325	(640)
Recognised in other comprehensive income	-	(42)	-	(42)
At 31 December 2022	<u>1,089</u>	<u>5,014</u>	<u>1,325</u>	<u>7,428</u>

* Includes provision for bonus and retirement benefits.

Deferred tax liabilities of the Company

	Revaluation of FVOCI RM'000	Accelerated capital allowances RM'000	Total RM'000
At 1 January 2021	(521)	(719)	(1,240)
Recognised in profit or loss	-	(279)	(279)
At 31 December 2021	<u>(521)</u>	<u>(998)</u>	<u>(1,519)</u>
At 1 January 2022	(521)	(998)	(1,519)
Recognised in profit or loss	-	765	765
Recognised in other comprehensive income	521	-	521
At 31 December 2022	<u>-</u>	<u>(233)</u>	<u>(233)</u>

No deferred tax has been recognised on the following:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Unutilised tax losses	394,691	404,012	11,837	1,681
Unabsorbed capital allowances	142,517	138,422	19,996	15,974
	<u>537,208</u>	<u>542,434</u>	<u>31,833</u>	<u>17,655</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****17. Deferred tax (cont'd.)**

The unutilised tax losses are available for offsetting against future taxable profits for a maximum period of ten years of assessment while unabsorbed capital allowance can be offset indefinitely under the Income Tax Act 1967 and guidelines issued by the tax authority. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profits will be available against which the Group and the Company can utilise the benefits.

18. (a) Right-of-use assets and lease receivables

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Right-of-use assets	(i)	7,712	13,328	5,020	8,791
Lease receivables	(ii)	-	-	2,510	4,350
		<u>7,712</u>	<u>13,328</u>	<u>7,530</u>	<u>13,141</u>

(i) Right-of-use assets

Group	Land use rights RM'000	Office building RM'000	Total RM'000
At 1 January 2021	279	15,229	15,508
Remeasurement	-	5,282	5,282
Depreciation charge	(4)	(7,458)	(7,462)
At 31 December 2021/ 1 January 2022	<u>275</u>	<u>13,053</u>	<u>13,328</u>
Remeasurement	-	1,860	1,860
Depreciation charge	(10)	(7,458)	(7,468)
Reclassification from investment properties	(8)	-	(8)
At 31 December 2022	<u>257</u>	<u>7,455</u>	<u>7,712</u>

Office building

Company	2022 RM'000	2021 RM'000
At 1 January	8,791	10,337
Addition	1,252	3,477
Depreciation charge	(5,023)	(5,023)
At 31 December	<u>5,020</u>	<u>8,791</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
18. (a) Right-of-use assets and lease receivables (cont'd)**(ii) Lease receivables**

Company	2022 RM'000	2021 RM'000
At 1 January	4,350	4,892
Remeasurement	607	1,804
Payments received	(2,585)	(2,585)
Finance lease income	138	239
At 31 December	<u>2,510</u>	<u>4,350</u>

Lease receivables are recognised in respect of the sublease arrangements entered into by the Company with its subsidiaries.

Future minimum lease rental receivables under non-cancellable operating leases as at 31 December are as follows:

	2022 RM'000	2021 RM'000
Within one year	2,585	2,585
After one year but not more than two years	-	1,938
	<u>2,585</u>	<u>4,523</u>

(b) Lease liability

	Group and Company	
	2022 RM'000	2021 RM'000
At 1 January	13,328	15,229
Remeasurement	1,860	5,282
Lease payments	(7,916)	(7,916)
Finance cost	422	733
At 31 December	<u>7,694</u>	<u>13,328</u>

During the current financial year, the Group and the Company have assessed the likelihood of exercising the extension option for a further twelve months period from 31 December 2022 with no change in monthly consideration.

The resulting financial effect was an increase in lease liability for the Group and the Company of RM1,860,000. There was also an increase in lease receivables of RM607,000 for the Company and an increase in right-of-use assets of RM1,860,000 and RM1,252,000 for the Group and Company respectively.

The lease liability for the Group and the Company carry an interest rate of 5.30% (2021: 4.25%) per annum.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
19. Goodwill

	Group	
	2022	2021
Cost	RM'000	RM'000
At 1 January/31 December	86,713	86,713

Impairment testing for cash-generating units ("CGU") containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represents the lowest level within the Group at which the goodwill is monitored for internal management purposes.

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

	Group	
	2022	2021
	RM'000	RM'000
MIDF Amanah Investment Bank Berhad	86,713	86,713

The recoverable amounts of the assets of the investment banking unit are determined based on a computed value in use using cash flow projections based on financial budgets approved by the Board of Directors covering a three-year period. Cash flows beyond the three-year period are extrapolated and consistent with the financial budgets as mentioned above with a projected terminal growth rate. The pre-tax discount rate applied to the cash flow projections of 10.4% (2021: 10.6%) per annum is based on average return on equity of comparable investment banks.

The recoverable amount of the investment banking unit is determined to be higher than its carrying amount, based on computation that the investment banking unit is an on-going operation.

The values assigned to the key assumptions represent management's assessment of future trends in the investment banking business and are based on both external and internal sources (historical data).

Management believes that any reasonably possible change in the key assumptions would not cause the carrying amount of the goodwill to exceed the recoverable amount of the CGU.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
20. Deposits from customers

	Group	
	2022	2021
	RM'000	RM'000
(i) By types of deposits		
Call deposits	66,890	12,165
Fixed deposits	4,327,021	4,895,681
	<u>4,393,911</u>	<u>4,907,846</u>
(ii) By types of customers		
Business enterprises	2,242,218	2,251,852
Government and statutory bodies	2,148,935	2,653,294
Individuals	2,758	2,700
	<u>4,393,911</u>	<u>4,907,846</u>
(iii) By maturity structure of term deposits		
Due within six months	4,307,305	4,504,164
Six months to one year	86,606	350,172
One year to two years	-	53,510
	<u>4,393,911</u>	<u>4,907,846</u>

21. Deposits and placements of banks and other financial institutions

	Group	
	2022	2021
	RM'000	RM'000
(i) Call deposits		
- Other financial institutions	55,574	19,090
(ii) Fixed deposits		
- Licensed banks	162,000	-
- Other financial institutions	1,241,392	1,043,944
	<u>1,458,966</u>	<u>1,063,034</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
22. Other liabilities

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Amounts due to brokers and clients	(a)	44,966	48,058	-	-
Accrued interest and other payables		80,709	73,706	35,468	33,007
Other creditors and accruals	(b)	28,504	27,844	26,977	26,662
Amount due to Government Scheme Funds ("GSF")		5,834	9,893	5,834	9,893
ECL allowance on loans /financing commitments and financial investments	(c)	584	1,392	74	113
		<u>160,597</u>	<u>160,893</u>	<u>68,353</u>	<u>69,675</u>

(a) Amounts due to brokers and clients

	Group	
	2022 RM'000	2021 RM'000
Brokers	26,316	10,731
Clients	18,650	37,327
	<u>44,966</u>	<u>48,058</u>

(b) Included in prior year's other creditors and accruals was the Shariah non-compliance income amounting to RM35,000 for the Group and the Company. Movement of sources and uses of the income is disclosed in Note 40. There was no Shariah non-compliance income in the current financial year.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
22. Other liabilities (cont'd.)

- (c) Movements in the ECL allowances on loans, advances and financing commitments and financial investments are as follows:

Group	Loans, advances and financing commitments RM'000	Financial investments at amortised cost RM'000	Total RM'000
Stage 1 Collective			
At 1 January 2021	2,715	101	2,816
Transfer (Note 11(c)(ii))	(1,707)	-	(1,707)
Impairment made	476	11	487
Written back	(109)	(95)	(204)
At 31 December 2021	<u>1,375</u>	<u>17</u>	<u>1,392</u>
At 1 January 2022	1,375	17	1,392
Transfer (Note 8 and Note 11(c)(ii))	(2,323)	(17)	(2,340)
Impairment made	2,052	-	2,052
Written back	(520)	-	(520)
At 31 December 2022	<u>584</u>	<u>-</u>	<u>584</u>
			Loans, advances and financing commitments RM'000
Company			
Stage 1 Collective			
At 1 January 2021			222
Written back			(109)
At 31 December 2021			<u>113</u>
At 1 January 2022			113
Written back			(39)
At 31 December 2022			<u>74</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
23. Borrowings and government grant

	Note	Group and Company	
		2022 RM'000	2021 RM'000
Borrowings			
Loan from JBIC – FSMI	(a)	115,244	122,229
Loan from MITI	(b)	93,753	125,018
		<u>208,997</u>	<u>247,247</u>
Government grant			
Loan from MITI	(b)	22,247	22,982
Total borrowings and government grant		<u>231,244</u>	<u>270,229</u>

(a) Loan from Japan Bank for International Cooperation Fund for Small and Medium Industries ("JBIC - FSMI")

	Group and Company	
	2022 RM'000	2021 RM'000
At 1 January	122,229	129,213
Repayment	(6,985)	(6,984)
At 31 December	<u>115,244</u>	<u>122,229</u>

The details of the loan from JBIC-FSMI are as follows:

- Repayment terms: First instalment - RM3,492,286.99 on 20 March 2009
60 half yearly instalments - RM3,492,249.00 up to 20 March
- Security: Unsecured
- Interest rate: 2.75% per annum

There is no foreign exchange risk as the loan is provided in Ringgit Malaysia.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
23. Borrowings and government grant (cont'd.)

(b) Loan from Soft Loan Scheme for Services Sector ("SLSSS") provided by Ministry of International Trade and Industry ("MITI")

	Group and Company	
	2022	2021
	RM'000	RM'000
Borrowing		
At 1 January	125,018	128,019
Repayment	(32,000)	(12,000)
Profit expense*	735	8,999
At 31 December	93,753	125,018
Government grant		
At 1 January	22,982	31,981
Amortisation*	(735)	(8,999)
At 31 December	22,247	22,982
	116,000	148,000

* Grant income is deducted against the profit expense in profit or loss.

The details of the loan from MITI and repayment term has been revised during the year as follows:

- Repayment terms: Five (5) annual installments of RM22,000,000 each and the last installments of RM50,000,000.
Repayable at the end of nineteen years (including a grace period of 10 years) from the date of first drawdown (31 December 2011).
- Security: Unsecured
- Interest rate: Nil #

The facility of RM200 million with MITI is based on the Shariah financing concept of Al-Qardhul Hassan.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
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24. Employee benefits

The Group and the Company operate an unfunded, defined Retirement Benefit Scheme ("the Scheme") for its eligible employees. The Scheme is a final salary plan and the level of benefits provided depends on the employees' length of service and salary at retirement age.

Under the retirement benefit scheme, eligible employees are entitled to retirement benefits based on the length of service and last drawn salary. Retirement benefits are payable only to eligible employees who have completed at least five years of service with the Group or with the Company at the time of their retirement.

The amount of employee benefits recognised in the statements of financial position is determined as follows:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Present value of unfunded defined benefit obligations	12,687	11,590	9,566	8,649
Present value of net obligations	<u>12,687</u>	<u>11,590</u>	<u>9,566</u>	<u>8,649</u>
Analysed as:				
Non-current				
Later than 1 year but not later than 2 years	3,944	2,633	3,944	2,633
Later than 2 years but not later than 5 years	2,517	2,257	1,615	1,402
Later than 5 years	<u>6,226</u>	<u>6,700</u>	<u>4,007</u>	<u>4,614</u>
	<u>12,687</u>	<u>11,590</u>	<u>9,566</u>	<u>8,649</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****24. Employee benefits (cont'd.)**

Movements in the net defined benefit liability recognised in the statements of financial position are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
At 1 January	11,590	12,394	8,649	9,053
Benefits paid	-	(1,308)	-	(783)
	<u>11,590</u>	<u>11,086</u>	<u>8,649</u>	<u>8,270</u>
Recognised in profit or loss (Note 31):				
Current service cost	546	575	372	389
Interest cost	453	392	371	310
	<u>999</u>	<u>967</u>	<u>743</u>	<u>699</u>
Recognised in other comprehensive income:				
Remeasurement of the net defined benefit liability:				
- Actuarial loss arising from plan experience	738	302	695	297
- Actuarial gain arising from changes in demographic assumptions	-	(38)	-	-
- Actuarial gain arising from changes in financial assumptions	(640)	(727)	(521)	(617)
	<u>98</u>	<u>(463)</u>	<u>174</u>	<u>(320)</u>
At 31 December	<u>12,687</u>	<u>11,590</u>	<u>9,566</u>	<u>8,649</u>

Principal actuarial assumptions used are as follows:

	Group and Company	
	2022	2021
Discount rate	5.00%	4.30%
Expected rate of salary increase	5.00%	5.00%
Mortality rate	0.02% - 0.70%	0.02% - 0.70%

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
24. Employee benefits (cont'd.)

A quantitative sensitivity analysis for significant assumptions above is as shown below:

Assumptions	Discount rate		Future salary increase	
	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Sensitivity analysis	RM'000	RM'000	RM'000	RM'000

(Decrease)/increase in the net defined benefit obligation:

Group

2022	(428)	449	446	(431)
2021	(446)	468	463	(445)

Company

2022	(349)	368	366	(351)
2021	(359)	377	373	(358)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

25. Share capital

	Group and Company			
	Number of ordinary shares		Amount	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Issued and fully paid:				
At 1 January/31 December	480,356	480,356	879,931	879,931

26. (a) Regulatory reserve

Regulatory reserve is maintained in addition to the loss allowance that has been assessed and recognised in accordance with MFRS and has been transferred from the retained profits, in accordance with BNM's Revised Policy Document on Financial Reporting issued on 27 September 2019.

(b) FVOCI reserve

The FVOCI reserve arises from the change in the fair value of the financial investments at FVOCI, net of tax and is not distributable as cash dividends.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
27. Commitments and contingencies

In the normal course of business, the Group and the Company made various commitments and incurred certain contingent liabilities with legal recourse to their customers. No material losses are anticipated as a result of these transactions.

The commitments and contingencies and the related risk-weighted exposures of the Group and of the Company as at the end of financial year are as follows:

	<----- 2022 ----->			<----- 2021 ----->		
	Principal amount RM'000	Credit equivalent amount* RM'000	Risk weighted amount RM'000	Principal amount RM'000	Credit equivalent amount* RM'000	Risk weighted amount RM'000
Group						
Direct credit substitutes	63,500	63,500	63,500	36,000	36,000	36,000
Interest rate related contracts with an original maturity of:						
- Over one year to five years	300,000	18,180	3,636	300,000	15,826	3,165
Other commitments such as formal and credit lines, with original:						
- Maturity not exceeding one year	297,849	59,570	59,570	287,878	57,576	57,576
- Maturity exceeding one year	168,108	84,054	84,054	375,398	187,699	187,699
Total	829,457	225,304	210,760	999,276	297,101	284,440
Company						
Irrevocable commitments to extend credit:						
- Maturity exceeding one year	8,838	4,419	4,419	12,565	6,283	6,283
Total	8,838	4,419	4,419	12,565	6,283	6,283

* The credit equivalent amount is arrived at using the credit conversion factors as per BNM's Guidelines.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
28. Interest income

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Loans, advances and financing				
- Interest income on non-impaired loans	52,415	50,760	165	28
- Interest income on impaired loans ("ILs")	16,178	834	658	834
Money at call and deposit placements with financial institutions	12,621	9,698	9,075	7,107
Financial assets at FVTPL	1,201	5,472	1,201	5,468
Financial investments at FVOCI				
- Interest income on non-impaired investments	8,708	5,287	-	-
Financial investments at amortised cost				
- Interest income on non-impaired investments	13,301	10,404	-	-
- Interest income on impaired investments	-	108	-	-
Finance lease income (Note 18(a)(ii))	-	-	138	239
Accretion of discount and amortisation of premium	5,055	3,694	2,839	3,158
Derivative instruments	720	-	-	-
	<u>110,199</u>	<u>86,257</u>	<u>14,076</u>	<u>16,834</u>

Note:

The Group and the Company granted an automatic moratorium on certain financing repayments/payments for a period of six months from 1 April 2020. The automatic moratorium was applicable to financing that are not in arrears exceeding 90 days and denominated in Malaysian Ringgit. In the previous financial year, the Group and the Company granted further moratorium on a case-by-case basis to certain borrowers. These measures were to assist borrowers experiencing temporary financial constraints due to the COVID-19 pandemic. There were no further moratorium granted in the current financial year.

As a result of the payment of moratorium, the Group and the Company recognised a loss of RM585,357 in the prior financial year arising from the modification of contractual cash flows of the financing and advances. There was none recognised in the current financial year.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****29. Interest expense**

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Deposits and placements of banks and other financial institutions	8,630	1,756	-	-
Deposits from customers	31,383	24,382	-	-
Borrowings	3,259	3,451	3,259	3,451
Finance cost on lease liability	422	733	422	733
Derivative instruments	-	1,777	-	-
	<u>43,694</u>	<u>32,099</u>	<u>3,681</u>	<u>4,184</u>

30. Non-interest income

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Fee income				
Management fees	2,416	7,425	23,561	20,605
Underwriting fees	1,360	441	-	-
Corporate advisory fees	2,683	7,494	-	-
Brokerage fees	7,074	8,177	-	-
Income from Government Scheme Funds	2,583	2,185	2,583	2,185
Other fees	8,155	8,932	-	-
	<u>24,271</u>	<u>34,654</u>	<u>26,144</u>	<u>22,790</u>
Investment income				
Net loss on sale of financial assets at FVTPL	(7,709)	(1,342)	(7,709)	(258)
Net gain on sales of:				
- financial investments at FVOCI	2,957	1,989	2,935	-
- financial investments at amortised costs	630	-	-	-
Net unrealised gain/(loss) on revaluation				
- financial assets at FVTPL	24,647	(9,215)	3,264	(9,365)
- derivatives instruments	4,900	6,964	-	-
	<u>25,425</u>	<u>(1,604)</u>	<u>(1,510)</u>	<u>(9,623)</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
30. Non-interest income (cont'd.)

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Gross dividend income				
Financial assets at FVTPL	-	146	-	-
Financial investments at FVOCI	98	496	-	300
Subsidiaries	-	-	4,550	20,000
	<u>98</u>	<u>642</u>	<u>4,550</u>	<u>20,300</u>
Other income				
(Loss)/gain on disposal of property, plant and equipment	(30)	62	(30)	62
Rental from:				
- Office premises	244	1,207	433	1,220
- Investment properties	74	74	-	-
Others	777	597	142	180
	<u>1,065</u>	<u>1,940</u>	<u>545</u>	<u>1,462</u>
	<u>50,859</u>	<u>35,632</u>	<u>29,729</u>	<u>34,929</u>

31. Staff costs

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Wages, salaries and bonuses	91,721	74,530	45,897	36,571
Executive Director's remuneration (Note 33)	3,408	3,545	3,277	3,406
Employees' benefits (Note 24)	999	967	743	699
Defined contribution plan	15,300	12,370	7,664	6,464
Social security costs	514	454	330	268
Other staff related expenses	14,786	10,610	10,426	6,948
	<u>126,728</u>	<u>102,476</u>	<u>68,337</u>	<u>54,356</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
32. Other operating expenses

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Establishment costs				
Rental of:				
- office equipment ^	87	54	48	34
- premises *	629	2,073	572	2,035
General repairs and maintenance	15,333	13,243	7,379	6,254
Insurance	701	276	368	168
Utilities	357	301	291	281
Other establishment costs	15	23	3	8
	<u>17,122</u>	<u>15,970</u>	<u>8,661</u>	<u>8,780</u>
Promotion and marketing-related expenses				
Business promotion and advertisement	3,255	4,737	1,343	2,349
Entertainment	404	241	27	40
	<u>3,659</u>	<u>4,978</u>	<u>1,370</u>	<u>2,389</u>
Administration and general expenses				
Auditors' remuneration				
- Audit	706	719	285	345
- Regulatory-related services	202	18	90	-
Non-executive Directors' remunerations (Note 33):				
- Directors of the Company	1,157	1,123	1,157	1,123
- Directors of the subsidiaries	601	322	-	-
Communication expenses	542	361	367	349
Shared service charges	-	-	7,783	8,666
Professional fees	5,264	5,706	7,505	6,564
Others	5,372	9,102	1,276	1,108
	<u>13,844</u>	<u>17,351</u>	<u>18,463</u>	<u>18,155</u>
	<u>34,625</u>	<u>38,299</u>	<u>28,494</u>	<u>29,324</u>

^ Expense relating to leases of low-value assets.

* Expense relating to short-term leases.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

33. Directors' and Shariah members' remuneration

2022	Company Defined				Subsidiaries				Group Total RM'000	
	Salary RM'000	Fees RM'000	Bonus RM'000	contribution RM'000	Total RM'000	Other Benefits -in-kinds RM'000	Fees emoluments RM'000	Other Benefits -in-kinds RM'000		Total RM'000
	1,560	1	1,126	484	3,277	106	86	45	131	3,408
	1,560	1	1,126	484	3,277	106	86	45	131	3,408
Executive director:										
Dato' Charon Wardini Bin Mokhzani	-	168	-	-	241	33	-	-	-	241
Non-executive directors:										
Tan Sri Abdul Rahman Bin Mamat	-	45	-	-	61	5	33	6	39	100
Datuk Azizan Bin Hj. Abd Rahman (Resigned on 1 April 2022)	-	110	-	-	139	2	25	21	46	185
Cik Hasnah Binti Omar	-	135	-	-	200	17	80	37	129	329
Dato' Kaziah Binti Abd Kadir	-	173	-	-	247	7	-	-	-	247
Encik Ahmad Lutfi Bin Abdull Mutalip @ Talib	-	130	-	-	171	-	-	-	-	171
Encik Yasmin Binti Mahmood	-	20	-	-	34	-	118	63	186	220
Encik Ahlan Nasri Bin Mohd Nazir @ Nasir	-	51	-	-	64	-	130	66	201	265
Datuk Mohd Nasir Bin Ali (Appointed on 17 August 2022)	-	832	-	-	1,157	64	386	193	601	1,758
	1,560	833	1,126	484	4,434	170	472	238	732	5,166
Shariah Members:										
Assoc. Prof. Dr. Siti Salwani Razali	-	10	-	-	18	2	10	6	2	36
Dr. Muhammad Najib Bin Abdullah	-	10	-	-	18	2	10	6	2	36
Dr. Mohamad Sabri Zakaria	-	13	-	-	23	2	13	8	2	46
Encik Ahmad Lutfi Bin Abdull Mutalip @ Talib	-	10	-	-	16	-	10	6	-	32
	-	43	-	-	75	6	43	26	6	150
Total	1,560	876	1,126	484	4,509	176	515	264	807	5,316

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

33. Directors' and Shariah members' remuneration (cont'd.)

	Company				Subsidiaries				Group	
	Salary RM'000	Fees RM'000	Bonus RM'000	Defined contribution RM'000	Total RM'000	Other Benefits -in-kinds RM'000	Fees emoluments RM'000	Other Benefits -in-kinds RM'000		Total RM'000
2021	1,379	-	960	421	3,406	46	95	44	139	3,545
Executive director:	1,379	-	960	421	3,406	46	95	44	139	3,545
Dato' Charon Wardini Bin Mokhzani										
Non-executive directors:										
Tan Sri Abdul Rahman Bin Mamat	-	173	-	-	255	44	-	-	-	255
Datuk Azizan Bin Hj. Abd Rahman	-	173	-	-	228	-	130	35	3	396
Cik Hasnah Binti Omar	-	110	-	-	131	-	28	21	-	180
Dato' Kaziah Binti Abd Kadir	-	128	-	-	172	4	75	26	4	277
Encik Ahmad Lutfi Bin Abdull Mutalip @ Talib	-	166	-	-	220	-	-	-	-	220
Datuk Yasmin Binti Mahmood (Appointed on 1 April 2021)	-	94	-	-	117	-	-	-	-	117
	-	844	-	-	1,123	48	233	82	7	1,445
	1,379	844	960	421	4,529	94	328	126	7	4,990
Shariah Members:										
Assoc. Prof. Dr. Siti Salwani Razali (Appointed on 1 April 2021)	-	15	-	-	30	-	8	8	-	46
Dr. Muhammad Najib Abdullah (Appointed on 1 July 2021)	-	10	-	-	20	-	5	6	-	31
Ustaz Mazrul Shahir Md Zuki	-	9	-	-	20	-	5	6	-	31
Dr. Mohamad Sabri Zakaria	-	25	-	-	48	-	13	13	-	74
Encik Ahmad Lutfi Bin Abdull Mutalip @ Talib	-	20	-	-	41	-	10	12	-	63
	-	79	-	-	159	-	41	45	-	245
Total	1,379	923	960	421	4,689	94	369	171	7	5,236

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
34. Impairment loss (made)/written back on loans, advances and financing

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
ECL allowances (Note 11 (c)(ii) and Note 22(c))				
- Made	(21,973)	(61,955)	(7,804)	(1,610)
- Written back	19,615	5,898	666	1,457
Bad debts recoveries	106	20	-	-
Recoveries from impaired loans, advances and financing	1,634	617	460	616
	<u>(618)</u>	<u>(55,420)</u>	<u>(6,678)</u>	<u>463</u>

35. Impairment loss written back on financial investments

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Financial investments at FVOCI (net)	95	1,195	-	88
Financial investments at amortised cost	6,822	228	-	-
Recoveries from impaired financial investments	20	4,207	-	-
	<u>6,937</u>	<u>5,630</u>	<u>-</u>	<u>88</u>

36. Impairment loss (made)/written back on other assets

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Impairment loss made on investment in subsidiaries (Note 13)	-	-	(4,137)	-
ECL allowances				
- Made	-	(1,808)	-	-
- Written back	403	72	3	48
Bad debt recoveries	-	17	-	-
	<u>403</u>	<u>(1,719)</u>	<u>(4,134)</u>	<u>48</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
37. Taxation

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Income tax expense:				
- Current financial year	21,620	14,731	-	-
- (Over)/under provision in prior financial years	(101)	2,130	-	2,043
	<u>21,519</u>	<u>16,861</u>	<u>-</u>	<u>2,043</u>
Deferred tax expense (Note 17):				
- Origination and reversal of temporary differences	2,091	3,134	665	1,418
- Over provision in prior financial years	(88)	(987)	(790)	(987)
	<u>2,003</u>	<u>2,147</u>	<u>(125)</u>	<u>431</u>
Tax expense for the financial year	<u>23,522</u>	<u>19,008</u>	<u>(125)</u>	<u>2,474</u>

A reconciliation of income tax expense applicable to profit/(loss) before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Profit/(loss) before taxation and zakat	<u>101,814</u>	<u>53,630</u>	<u>(12,729)</u>	<u>8,955</u>
Taxation at Malaysian Statutory tax rate of 24%	24,435	12,871	(3,055)	2,149
Expenses not deductible for tax purpose	2,721	6,712	2,114	1,054
Tax deduction on zakat payment	(186)	(380)	-	-
Income not subject to tax	(2,005)	(5,213)	(1,797)	(4,872)
Deferred tax assets not recognised in respect of unutilised tax losses and unabsorbed capital allowances	4,510	3,875	3,403	3,087
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(5,764)	-	-	-
	<u>23,711</u>	<u>17,865</u>	<u>665</u>	<u>1,418</u>
(Over)/under provision in prior years				
- Income tax	(101)	2,130	-	2,043
- Deferred tax	(88)	(987)	(790)	(987)
Tax expense for the financial year	<u>23,522</u>	<u>19,008</u>	<u>(125)</u>	<u>2,474</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****38. Earnings per ordinary share - basic and diluted**

The calculation of basic and diluted earnings per ordinary share is based on the Group's profit after taxation and zakat attributable to shareholders of the Company of RM76,395,000 (2021: RM33,460,000) by the weighted average number of ordinary shares outstanding during the financial year of 480,355,627 (2021: 480,355,627).

39. Dividends

Group and Company
2022
RM'000

In respect of financial year ended 31 December 2021:

- Single tier final dividend of 20.8 sen per share on 480,355,627 ordinary shares, paid on 6 July 2022	100,000
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2021
RM'000

In respect of financial year ended 31 December 2020:

- Single-tier final dividend of 20.8 sen per share on 480,355,627 ordinary shares, paid on 13 July 2021	100,000
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A single tier interim dividend in respect of the current financial year ended 31 December 2022 of 93.7 sen per share on 480,355,627 ordinary shares, amounting to dividends of RM450.0 million have been approved by the Board of Directors on 31 October 2022. On 14 February 2023, Bank Negara Malaysia ("BNM") approved this dividend.

The financial statements for the current financial year ended 31 December 2022 do not reflect this interim dividend. Such dividend, will be accounted for in the financial statements as an appropriation of the retained profits in the next financial year ending 31 December 2023.

40. Sources and uses of Shariah non-compliance income

Group and Company
2022 **2021**
RM'000 **RM'000**

Undistributed funds as at 1 January	-	35
Uses of funds during the year		
Contribution to institution	-	(35)
Undistributed funds as at 31 December	-	-

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****41. Maturity analysis of assets and liabilities**

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

2022	Within	More than	
Group	12 months	12 months	Total
	RM'000	RM'000	RM'000
Assets			
Cash and short-term funds	1,047,569	-	1,047,569
Deposits and placements with licensed banks and other financial insititutions	41,816	3,000	44,816
Financial assets at FVTPL	18,604	84,287	102,891
Financial investments at FVOCI	471,817	1,516,486	1,988,303
Financial investments at amortised cost	320,869	2,176,354	2,497,223
Derivative assets	-	11,778	11,778
Other assets	34,988	118,743	153,731
Loans, advances and financing	1,041,015	781,786	1,822,801
Statutory deposits with Bank Negara Malaysia	-	113,363	113,363
Right-of-use assets	7,712	-	7,712
Investment properties	-	2,361	2,361
Property, plant and equipment	-	2,511	2,511
Intangible assets	-	14,841	14,841
Deferred tax assets	-	23,296	23,296
	<u>2,984,390</u>	<u>4,848,806</u>	<u>7,833,196</u>
Goodwill	-	86,713	86,713
Total assets	<u>2,984,390</u>	<u>4,935,519</u>	<u>7,919,909</u>
Liabilities			
Deposits from customers	4,393,911	-	4,393,911
Deposits and placements of banks and other financial institutions	1,458,966	-	1,458,966
Other liabilities	89,087	71,510	160,597
Borrowings and government grant	28,984	202,260	231,244
Provision for taxation and zakat	1,910	-	1,910
Employee benefits	-	12,687	12,687
Lease liability	7,694	-	7,694
Total liabilities	<u>5,980,552</u>	<u>286,457</u>	<u>6,267,009</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
41. Maturity analysis of assets and liabilities (cont'd.)

2021 Group	Within 12 months RM'000	More than 12 months RM'000	Total RM'000
Assets			
Cash and short-term funds	797,040	-	797,040
Deposits and placements with licensed banks and other financial insititutions	144,249	-	144,249
Financial assets at FVTPL	153,976	145,956	299,932
Financial investments at FVOCI	1,181,419	1,380,410	2,561,829
Financial investments at amortised cost	1,245,614	1,098,223	2,343,837
Derivative assets	-	6,878	6,878
Other assets	77,723	66,023	143,746
Loans, advances and financing	982,180	594,802	1,576,982
Statutory deposits with Bank Negara Malaysia	-	107,127	107,127
Right-of-use assets	-	13,328	13,328
Investment properties	-	2,442	2,442
Property, plant and equipment	-	2,799	2,799
Intangible assets	-	12,405	12,405
Deferred tax assets	-	20,598	20,598
	<u>4,582,201</u>	<u>3,450,991</u>	<u>8,033,192</u>
Goodwill	-	86,713	86,713
Total assets	<u>4,582,201</u>	<u>3,537,704</u>	<u>8,119,905</u>
Liabilities			
Deposits from customers	4,854,336	53,510	4,907,846
Deposits and placements of banks and other financial institutions	1,063,034	-	1,063,034
Other liabilities	94,426	66,467	160,893
Borrowings and government grant	26,984	243,245	270,229
Provision for taxation and zakat	1,167	-	1,167
Employee benefits	-	11,590	11,590
Lease liability	-	13,328	13,328
Total liabilities	<u>6,039,947</u>	<u>388,140</u>	<u>6,428,087</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
41. Maturity analysis of assets and liabilities (cont'd.)

2022	Within	More than	Total
Company	12 months	12 months	Total
	RM'000	RM'000	RM'000
Assets			
Cash and short-term funds	568,257	-	568,257
Deposits and placements with licensed banks and other financial insitutions	41,816	-	41,816
Financial assets at FVTPL	18,604	-	18,604
Financial investments at FVOCI	-	138,435	138,435
Other assets	20,141	18,899	39,040
Loans, advances and financing	28,983	42,840	71,823
Investment in subsidiaries	-	594,057	594,057
Property, plant and equipment	-	2,256	2,256
Intangible assets	-	9,182	9,182
Deferred tax assets	-	7,195	7,195
Right-of-use assets and lease receivables	7,530	-	7,530
Total assets	685,331	812,864	1,498,195
Liabilities			
Other liabilities	26,287	42,066	68,353
Borrowings and government grant	28,984	202,260	231,244
Provision for taxation and zakat	652	-	652
Employee benefits	-	9,566	9,566
Lease liability	7,694	-	7,694
Total liabilities	63,617	253,892	317,509

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
41. Maturity analysis of assets and liabilities (cont'd.)

2021	Within	More than	
Company	12 months	12 months	Total
	RM'000	RM'000	RM'000
Assets			
Cash and short-term funds	381,258	-	381,258
Deposits and placements with licensed banks and other financial institutions	138,799	-	138,799
Financial assets at FVTPL	143,797	105,111	248,908
Financial investments at FVOCI	137,904	-	137,904
Other assets	20,417	13,827	34,244
Loans, advances and financing	34,264	53,381	87,645
Investment in subsidiaries	-	598,194	598,194
Property, plant and equipment	-	2,568	2,568
Intangible assets	-	8,875	8,875
Deferred tax assets	-	6,591	6,591
Right-of-use assets and lease receivables	-	13,141	13,141
Total assets	856,439	801,688	1,658,127
Liabilities			
Other liabilities	24,314	45,361	69,675
Borrowings and government grant	26,984	243,245	270,229
Provision for taxation and zakat	431	-	431
Employee benefits	-	8,649	8,649
Lease liability	-	13,328	13,328
Total liabilities	51,729	310,583	362,312

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****42. Segment information**

For management purposes, the Group which is organised into business units based on their products and services, has five reportable operating segments as follows:

(i) Investment banking

Providing investment banking, money lending operation and related financial services.

(ii) Asset management

Managing unit trust funds, providing fund management operations and services to investors and individual customers.

(iii) Development finance

Providing financing, leasing, industrial hire-purchase services, factoring to industries and businesses in Malaysia.

(iv) Investment holding

This reportable segment has been formed by aggregating operating segments engaged in investment holding activities, which are regarded by management to exhibit similar economic characteristics.

(v) Other reportable segments

Other reportable segments comprise operating segments engaged in providing share registry, share issue and consultancy services, mezzanine financing, venture capital, in which management reviews their operating results on an aggregate basis to allocate resources to these operating segments and assesses these segment performance.

Except as indicated above, no operating segment has been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which, in certain respects as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Transfer prices between operating segments are determined at terms mutually agreed between the operating segments.

The Group operates principally in Malaysia and hence, disclosure of information by geographical area is not presented.

The Group does not rely on any major customers who contribute 10% or more of the reportable segments' revenue and hence, disclosure of information about major customers is not presented.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

42. Segment information (cont'd.)

Group 2022	Investment banking RM'000	Asset management RM'000	Development finance RM'000	Investment holding RM'000	Others RM'000	Eliminations RM'000	Note	Total RM'000
Revenue								
External customers	324,684	2,157	71,366	6,154	17,780	-		422,141
Inter-segment	2,134	710	-	42,543	138	(45,525)	(i)	-
Total revenue	326,818	2,867	71,366	48,697	17,918	(45,525)		422,141
Results								
Interest income	80,460	252	5,547	8,529	15,549	(138)		110,199
Interest expense	(40,134)	(13)	(3,320)	(422)	(4)	199		(43,694)
Net income from Islamic banking operations	90,316	-	64,574	-	-	(2,000)		152,890
Non-interest income	46,491	2,888	1,245	40,268	908	(40,941)		50,859
Staff costs	(52,633)	(4,479)	(21,762)	(46,575)	(1,405)	126		(126,728)
Depreciation and amortisation	(3,547)	(303)	(2,820)	(8,048)	(1,526)	2,435		(13,809)
Other operating expenses	(27,899)	(3,324)	(18,357)	(20,769)	9,431	26,293		(34,625)
ECL (made)/written back on:								
- loans, advances and financing	(4,310)	-	(6,652)	(25)	10,369	-		(618)
- financial investment instruments	6,937	-	-	-	-	-		6,937
- other assets	400	-	3	(4,137)	-	4,137		403
Taxation	(23,757)	57	(211)	335	54	-		(23,522)
Zakat	(1,250)	-	(652)	-	-	-		(1,902)
Segment profit/(loss)	71,074	(4,922)	17,595	(30,844)	33,376	(9,889)		76,390
Assets and liabilities								
Additions to non-current assets	3,821	448	5,026	1,860	22	(879)	(ii)	10,298
Segment assets	6,884,220	15,270	409,998	1,191,188	166,166	(746,933)	(iii)	7,919,909
Segment liabilities	5,951,287	3,888	392,459	28,075	4,207	(112,907)	(iv)	6,267,009

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

42. Segment information (cont'd.)

Group 2021	Investment banking RM'000	Asset management RM'000	Development finance RM'000	Investment holding RM'000	Others RM'000	Eliminations RM'000	Note	Total RM'000
Revenue								
External customers	302,777	5,136	56,225	15,592	(6,999)	-		372,731
Inter-segment	1,180	748	-	41,843	-	(43,771)	(i)	-
Total revenue	303,957	5,884	56,225	57,435	(6,999)	(43,771)		372,731
Results								
Interest income	69,342	252	4,899	8,538	3,226	-		86,257
Interest expense	(28,125)	(23)	(3,558)	(733)	(7)	347		(32,099)
Net income from Islamic banking operations	115,399	-	52,486	-	-	-		167,885
Non-interest income	34,659	5,905	(818)	48,147	(1,568)	(50,693)		35,632
Staff costs	(43,193)	(3,964)	(19,150)	(35,206)	(963)	-		(102,476)
Depreciation and amortisation	(3,155)	(326)	(2,460)	(6,655)	(272)	1,107		(11,761)
Other operating expenses	(26,256)	(2,961)	(15,868)	(21,308)	(1,189)	29,283		(38,299)
Expected credit loss (made)/written back on:								
- loans, advances and financing	(55,641)	-	463	-	(242)	-		(55,420)
- financial investment instruments	4,854	-	-	88	688	-		5,630
- other assets	(1,767)	-	48	-	-	-		(1,719)
Taxation	(16,468)	(84)	(846)	(1,631)	21	-		(19,008)
Zakat	(736)	-	(431)	-	-	-		(1,167)
Segment profit/(loss)	48,913	(1,201)	14,765	(8,760)	(306)	(19,956)		33,455
Assets and liabilities								
Additions to non-current assets	4,046	898	3,142	10,105	128	(2,492)	(ii)	15,827
Segment assets	6,951,689	15,977	343,890	1,316,133	247,431	(755,215)	(iii)	8,119,905
Segment liabilities	6,076,358	2,674	332,135	34,844	3,205	(21,129)	(iv)	6,428,087

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
42. Segment information (cont'd.)

Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements:

- (i) Inter-segment revenues are eliminated on consolidation.
- (ii) All additions to non-current assets are related to property, plant and equipment, intangible assets and right-of-use assets.
- (iii) The following items are added to/(deducted from) segment assets to arrive at total assets reported in the consolidated statement of financial position:

	Group	
	2022	2021
	RM'000	RM'000
Deferred tax assets	23,296	20,598
Tax recoverable	48,208	36,741
Goodwill	86,713	86,713
Inter-segment assets	(905,150)	(899,267)
	<u>(746,933)</u>	<u>(755,215)</u>

- (iv) The following items are added to/(deducted from) segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position:

	Group	
	2022	2021
	RM'000	RM'000
Provision for taxation and zakat	1,910	1,167
Inter-segment liabilities	(114,817)	(22,296)
	<u>(112,907)</u>	<u>(21,129)</u>

43. Capital commitments

Capital expenditures pertaining to the Group and the Company approved by Directors but not provided for in the financial statements are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Approved but not contracted for	65,040	27,889	34,036	15,871
	<u>65,040</u>	<u>27,889</u>	<u>34,036</u>	<u>15,871</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
44. Related party disclosures**(a) Significant related party transactions and balances**

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

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly. The key management personnel includes all the Directors, Chief Executive Officers and Heads of Business Units of the Group and of the Company.

The following significant transactions between the Group and related parties took place at terms mutually agreed between the parties during the financial year.

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Immediate holding company				
Income:				
Interest income on financial instruments	4,741	4,635	-	-
Brokerage fees earned	737	705	-	-
Fee Income	250	219	-	-
Expenditures:				
Rental expense	235	311	235	311
Subsidiaries				
Income:				
Rental of premises	-	-	-	30
Management fees	-	-	23,561	20,605
Dividend income	-	-	4,550	20,000
Expenditures:				
Management fees	-	-	8,717	8,666
Professional fees	-	-	2,710	2,190

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
44. Related party disclosures (cont'd.)**(a) Significant related party transactions and balances (cont'd.)**

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Other related companies				
Income:				
Interest income on				
- loans, advances				
and financing	4,147	3,706	-	-
Brokerage fees earned	876	1,778	-	-
Fee income	320	317	-	-
Expenditures:				
Interest expense				
on deposits	465	11,287	-	-

In addition to the related party information disclosed elsewhere in the financial statements, the significant outstanding balances of the Group and of the Company with their related parties are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Immediate holding company				
Amount due from:				
Financial investments	100,000	100,000	-	-
Sundry deposit received	1,579	1,861	1,579	1,861

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
44. Related party disclosures (cont'd.)**(a) Significant related party transactions and balances (cont'd.)**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Subsidiaries				
Amount due from:				
Trade receivables	-	-	6,460	10,650
	<hr/>	<hr/>	<hr/>	<hr/>
Amount due to:				
Rental deposit	-	-	649	649
	<hr/>	<hr/>	<hr/>	<hr/>
Associate				
Amount due from:				
Trade receivables	-	-	1	-
	<hr/>	<hr/>	<hr/>	<hr/>
Other related companies				
Amount due from:				
Sundry deposits	-	553	-	-
Loans, advances and financing	100,000	86,928	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Amount due to:				
Deposits from customers	99,766	243,152	-	-
Deposits from placements of banks and other financial institutions	27,307	19,925	-	-
Other payables	183	239	-	-
	<hr/>	<hr/>	<hr/>	<hr/>

Other related companies include companies within the YPB Group and companies related to the Directors of the Group and of the Company.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)
**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
44. Related party disclosures (cont'd.)
(b) Compensation of key management personnel

The key management personnel compensation is as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Short-term employee benefits	26,382	23,946	13,193	12,900
Defined contribution plan	3,070	3,431	1,958	1,919
Defined benefit plans	73	78	-	-
	<u>29,525</u>	<u>27,455</u>	<u>15,151</u>	<u>14,819</u>

Included in the above are Directors' remuneration amounting to RM4,698,561 (2021: RM5,513,000) and RM3,277,098 (2021: RM3,406,000) for the Group and the Company respectively.

45. Financial risk management policies

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, interest rate risk, equity price risk and liquidity risk.

The Board of Directors recognises that all areas of the Group's business involve some degree of risk and is committed to ensure that an effective risk management process is in place to manage those risks. The Company has established a Group Risk Management Policy and Methodology to identify, assess and monitor the key financial risks of the Group.

The Risk Management Committee ("RMC") is responsible to review the key financial risks of the Group and to monitor the implementation of risk management strategies for those risks. The RMC is supported by the Group Risk Management Division ("GRM") whose primary objective is to facilitate the assessment of the key financial risks of the Group as well as to ensure that the recommendations of risk management strategies to mitigate the impact of those risks are implemented.

Other objectives of the GRM include promoting the practice of a strong risk management culture across the Group, optimising the sharing of risk information across the Group and preparing the Group to deal with uncertainties and thus ensure continuity of operations. Group Control Assurance Services also evaluates and contributes to the effectiveness of Risk Management in the Group.

The exposure to key financial risks as mentioned above and its risk management policies have been throughout the current and previous financial year.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****45. Financial risk management policies (cont'd.)**

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned key financial risks and the objectives, policies and processes for the management of these risks.

The carrying amounts of financial instruments by categories are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Financial assets at FVTPL	114,669	306,810	18,604	248,908
Financial investments at FVOCI	1,988,303	2,561,829	138,435	137,904
Financial investments at amortised cost	5,630,449	5,074,133	703,922	630,725
Financial liabilities at amortised cost	6,177,461	6,366,586	263,321	311,467

(a) Credit risk

Credit risk is the risk that the Group and the Company will incur a loss due to the inability or unwillingness of a counterparty to meet its payment obligations. Credit risk is monitored by the credit risk department of the Group's and the Company's independent Credit Risk Management Unit. It is their responsibility to review and manage credit risk, including environmental and social risk for all types of counterparties. Credit risk unit's roles and responsibilities are as follows:

- Develops, reviews and maintains the credit risk management policies;
- Recommends, review and articulate risk limits;
- Performs independent credit review i.e. reviews all credit proposals and periodic review of all credit review papers (excluding impaired and remedial assets) to provide independent assessments on risks identification and mitigations in order to assist the approving authorities to make informed decisions and to minimize potential losses due to credit defaults; and
- Individual and Portfolio Credits Limit Monitoring;
 - (i) Monitors the compliance of limits through the implementation of a systematic reporting which provide the platform to alert the Management/Board on any breaches that must be responded and addressed by the respective departments; and
 - (ii) Recommends control measures to mitigate credit risk during monitoring of the limits.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****45. Financial risk management policies (cont'd.)****(a) Credit risk (cont'd.)**

The Group and the Company actively use collateral to reduce its credit risk. The Group and the Company have established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties, including regular collateral revisions. Counterparty limits are established by the use of a credit risk classification system, which assigns each counterparty a risk rating. Risk ratings are subject to regular revision. The credit quality review process aims to allow the Group and the Company to assess the potential loss as a result of the risks to which it is exposed to and take corrective action plans.

(i) Impairment assessmentDefinition of default and cure

The default definition adopted by the Group and the Company are as follows:

- Where the principal or interest/profit or both of the financing is past due for more than 90 days or 3 calendar months;
- When the financing is classified as rescheduled / restructured in CCRIS;
- Cross default on other credit obligations within the Group;
- Where the outstanding amount has been in excess of the approved limit for 90 days or 3 calendar months or less and the financing exhibits weaknesses;
- Where repayments are scheduled on intervals of 3 months or longer, the financing is classified as impaired as soon as a default occurs, unless it does not exhibit any weakness;
- Receiver and manager appointed;
- Material fraud with investigation report;
- Company classified under PN4 and/or PN17/ GN3; and
- Internal rating on defaulted grade.

Financial instrument is consider as 'cured' and therefore re-classified out of Stage 3 when none of the default criteria have been present for at least six consecutive months. The decision whether to classify an asset as Stage 2 or Stage 1 once cured depends on the updated credit grade, at the time of the cure, and whether this indicates there has been a significant increase in credit risk compared to initial recognition.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**

45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(ii) Internal rating and PD estimation process

The Group's and the Company's independent Credit Risk Department operates its internal rating models. For financial investments, the Group and the Bank adopt the external rating from External Credit Assessment Institutions, namely RAM Rating Services Bhd ("RAM") and Malaysian Rating Corporation Bhd ("MARC") to measure the credit quality of the counterparty, while the internal rating system is used as a benchmarking. For loans, advances and financing and financial investments not rated by RAM and MARC, the Group and the Company use the internal rating system to measure the credit quality of the assets. The internal credit rating system is supported by a variety of financial analytics, combined with processed market information to provide the main inputs for the measurement of counterparty risk. All internal risk ratings are tailored to the various categories and are derived in accordance with the Group's and the Company's rating policy. The attributable risk ratings are assessed and updated regularly.

Internal credit risk rating	Quad Matrix Credit Rating ("QMCR")	Broad Risk Category
1 - Superior	1 - Green	Superior
2 - Very Strong		
3 - Strong	2 - Yellow	Strong
4 - Good		
5 - Satisfactory	3 - Orange	Satisfactory
6 - Acceptable	4 - Red	Acceptable
7 - Weak	5 - Dark Red	Weak
8 - Unacceptable		
9 - Impaired	6 - Impaired	Impaired

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(ii) Internal rating and PD estimation process (cont'd.)

The Group and the Company has insufficient historical default data to develop its own PD. Due to the unavailability of the data, publicly available peer group experience is being used as a proxy for Observed Default Rate ("ODR") for loans, advances and financing. For financial investments, default rates from RAM's Default Study: Corporate Default and Rating Transition is being used as a proxy. Analysis is performed to observe the correlation between the logit of ODR and range of shortlisted Macroeconomic Factors ("MEF") obtained from the Bank's Research Department. From the analysis, where any MEF are correlated and intuitive relationship exist, regression analysis will be performed. Selection of MEF is based on results from correlation test. Predicted PDs (Point in Time ("PiT") PD) are then developed based on the forecast of selected MEF. The PiT PD is applied as the 12-month PD for Stage 1 accounts.

The table below shows the credit quality of gross exposure to credit risk based on the Group's and the Company's internal credit rating system and classification of ECL stages.

Financial investments at FVOCI

Group	Stage 1 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
31 December 2022			
Superior	1,491,618	-	1,491,618
Strong	354,696	-	354,696
Acceptable	140,489	-	140,489
Weak	-	14,194	14,194
	<u>1,986,803</u>	<u>14,194</u>	<u>2,000,997</u>
31 December 2021			
Superior	1,708,688	-	1,708,688
Strong	604,952	-	604,952
Acceptable	244,220	-	244,220
Weak	-	59,808	59,808
	<u>2,557,860</u>	<u>59,808</u>	<u>2,617,668</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(ii) Internal rating and PD estimation process (cont'd.)

Financial investments at FVOCI (cont'd.)

Company	Stage 1 Collective RM'000	Stage 3 Individual RM'000
31 December 2022		
Weak	-	(2)
31 December 2021		
Weak	-	(2)

Financial investments at amortised cost

Group	Stage 1 Collective RM'000	Stage 2 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
31 December 2022				
Superior	1,750,501	-	-	1,750,501
Strong	650,142	-	-	650,142
Acceptable	50,029	-	-	50,029
Weak	-	-	49,811	49,811
	<u>2,450,672</u>	<u>-</u>	<u>49,811</u>	<u>2,500,483</u>
31 December 2021				
Superior	1,648,447	-	-	1,648,447
Strong	505,254	129,874	-	635,128
Acceptable	20,000	-	-	20,000
Weak	-	-	50,327	50,327
	<u>2,173,701</u>	<u>129,874</u>	<u>50,327</u>	<u>2,353,902</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(ii) Internal rating and PD estimation process (cont'd.)

Loans, advances and financing

Group	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
2022				
Superior	40,693	-	-	40,693
Strong	560,793	1,125	-	561,918
Satisfactory	508,536	-	-	508,536
Acceptable	478,528	1,196	-	479,724
Weak	-	28,795	-	28,795
Impaired	-	-	384,094	384,094
	<u>1,588,550</u>	<u>31,116</u>	<u>384,094</u>	<u>2,003,760</u>
2021				
Superior	49,713	-	-	49,713
Strong	238,097	6,281	-	244,378
Satisfactory	585,381	8,173	-	593,554
Acceptable	450,892	60,655	-	511,547
Weak	3,616	13,354	-	16,970
Impaired	-	-	350,042	350,042
	<u>1,327,699</u>	<u>88,463</u>	<u>350,042</u>	<u>1,766,204</u>

No ECL allowance was provided for margin account as the existing mechanism (monitoring, margin call, force selling) caters for any potential shortfall and full provision is made immediately for any shortfall of collateral compared to loans, advances and financing balance on daily basis.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(ii) Internal rating and PD estimation process (cont'd.)

Loans, advances and financing (cont'd.)

Company	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
2022				
Superior	8,718	-	-	8,718
Strong	9,027	1,126	-	10,154
Satisfactory	2,166	-	-	2,166
Acceptable	-	1,196	-	1,196
Weak	-	28,795	-	28,795
Impaired	-	-	60,956	60,956
	<u>19,911</u>	<u>31,117</u>	<u>60,956</u>	<u>111,985</u>
2021				
Superior	18,918	-	-	18,918
Strong	11,913	1,367	-	13,280
Satisfactory	10,342	1,344	-	11,686
Weak	3,616	13,354	-	16,970
Impaired	-	-	60,558	60,558
	<u>44,789</u>	<u>16,065</u>	<u>60,558</u>	<u>121,412</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****45. Financial risk management policies (cont'd.)****(a) Credit risks (cont'd.)****(iii) Exposure at default ("EAD")**

The exposure at default represents the gross carrying amount of the financial instruments subject to the impairment calculation, addressing both the client's ability to increase its exposure while approaching default and potential early repayments too. To calculate the EAD for a Stage 1 loans, advances and financing, the Group and the Company assess the possible default events within 12 months for the calculation of the 12 months ECL. However, if a Stage 1 loan that is expected to default in the 12 months from the balance sheet date and is also expected to cure and subsequently default again, then all linked default events are taken into account. For Stage 2, Stage 3 and POCI financial assets, the exposure at default is considered for events over the lifetime of the instruments. The Group and the Company determine EADs by modeling the range of possible exposure outcomes at various points in time, corresponding to the multiple scenarios.

(iv) Loss given default

The Group and the Company have insufficient historical recovery rate to develop their own LGD. Due to the unavailability of the data, publicly available peer group experience is being used as a proxy for recovery rate for loans, advances and financing. For financial investments, recovery rates based on the type of bond from Moody's Annual Default Study: Corporate Default and Recovery Rates is being used as a proxy. Analysis is performed to observe the correlation between the logit of recovery rates and range of shortlisted MEF obtained from the Bank's Research Department. From the analysis, where any MEF is correlated and intuitive relationship exist, regression analysis will be performed. Selection of MEF is based on results from the correlation test. Predicted LGDs (Point in Time ("PiT") LGD) are then developed based on the forecast of selected MEF. The PiT LGD is applied as the 12-month LGD for Stage 1 accounts.

(v) Significant increase in credit risk

The Group and the Company continuously monitor all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12 month ECL or life time ECL, the Group and the Company assess whether there has been a significant increase in credit risk since initial recognition. The Group and the Company consider an exposure to have significantly increased in credit risk when the risk rating is downgraded either internally or externally. Regardless of the change in credit grades, if coupon payment are past due, the credit risk is deemed to have increased significantly since initial recognition. When estimating ECLs on a collective basis for a group of similar assets, the Group and the Company apply the same principles for assessing whether there has been a significant increase in credit risk since initial recognition.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****45. Financial risk management policies (cont'd.)****(a) Credit risks (cont'd.)**

- (vi) Risk concentrations: maximum exposure to credit risk without taking into account of any collateral and other credit enhancements

The Group's and Company's concentrations of credit risk are managed by counterparty and by economic sector.

The following table shows the maximum exposure to credit risk (without taking into account of any collateral held or other credit enhancements) for each class of financial assets, including derivatives with positive fair values, by economic sector. Where financial instruments are recorded at fair value, the amounts shown represent the current credit risk exposure but not the maximum risk exposure that could arise in the future as a result of changes in values. For credit commitments, the maximum exposure to credit risk is the full amount of the undrawn credit granted to counterparties.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(a) Credit risk (cont'd.)

(vi) Risk concentrations: maximum exposure to credit risk without taking into account of any collateral and other credit enhancements (cont'd.)

Group 2022	Manufacturing RM'000	Real estate RM'000	Wholesale and retail trade and restaurants and hotels RM'000	Transport, storage and communi- cations RM'000	Finance, insurance and business services RM'000	Government and Central Bank RM'000	Others RM'000	Total RM'000
Financial assets								
Cash and short-term funds	-	-	-	-	1,047,569	-	-	1,047,569
Deposits and placements with licensed banks and other financial institutions	-	-	-	-	44,816	-	-	44,816
Financial assets at FVTPL	-	-	-	-	51,866	-	-	51,866
Unquoted instruments	-	-	-	-	-	1,372,282	-	1,372,282
Financial investments at FVOCI	14,196	-	-	-	335,083	-	286,202	635,481
Money market instruments	-	-	-	-	-	-	-	-
Unquoted instruments at amortised cost	-	-	-	-	-	853,238	-	853,238
Money market instruments	49,811	-	-	-	880,596	-	716,838	1,647,245
Unquoted instruments	-	-	-	-	-	-	-	-
Loans, advances and financing	90,279	18,409	47,648	12,485	499,267	-	524,905	1,192,993
Term loans	-	-	-	-	231,841	-	578,926	810,767
Margin accounts	-	-	-	-	-	-	643	643
Others	-	-	-	-	11,778	-	-	11,778
Derivative assets	-	-	-	-	114,158	-	205,207	319,365
Other financial assets	154,286	18,409	47,648	12,485	3,216,974	2,225,520	2,312,721	7,988,043
Commitments and contingencies								
Other commitments	12,300	-	9,270	1,286	48,896	-	457,705	529,457
	12,300	-	9,270	1,286	48,896	-	457,705	529,457
	166,586	18,409	56,918	13,771	3,265,870	2,225,520	2,770,426	8,517,500

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(a) Credit risk (cont'd.)

(vi) Risk concentrations: maximum exposure to credit risk without taking into account of any collateral and other credit enhancements (cont'd.)

Group 2021	Manufacturing RM'000	Real estate RM'000	Wholesale and retail trade and restaurants and hotels RM'000	Transport, storage and communi- cations RM'000	Finance, insurance and business services RM'000	Government and Central Bank RM'000	Others RM'000	Total RM'000
Cash and short-term funds	-	-	-	-	797,040	-	-	797,040
Deposits and placements with licensed banks and other financial institutions	-	-	-	-	144,249	-	-	144,249
Financial assets at FVTPL	-	-	-	-	52,038	-	-	52,038
Money market instruments	-	-	-	32,137	185,512	-	-	217,649
Unquoted instruments	-	-	-	-	249,363	1,671,456	-	1,920,819
Financial investments at FVOCI	14,196	-	-	-	335,344	-	354,075	703,615
Money market instruments	-	-	-	-	-	-	-	-
Unquoted instruments	49,843	-	-	-	825,312	513,211	-	1,840,691
Financial investments at amortised cost	-	-	-	-	-	-	-	-
Money market instruments	74,096	18,707	48,658	15,203	674,767	-	349,344	1,180,775
Unquoted instruments	-	-	-	-	209,525	-	375,904	585,429
Loans, advances and financing	-	-	-	-	-	-	734	734
Term loans	-	-	-	-	6,878	-	-	6,878
Margin accounts	-	-	-	-	118,298	-	-	118,298
Others	-	-	-	-	-	-	-	-
Derivative assets	-	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	196,884	196,884
Commitments and contingencies	138,135	18,707	48,658	47,340	3,598,326	2,184,667	2,242,477	8,278,310
Other commitments	33,825	-	9,270	1,286	173,479	-	481,416	699,276
	33,825	-	9,270	1,286	173,479	-	481,416	699,276
	171,960	18,707	57,928	48,626	3,771,805	2,184,667	2,723,893	8,977,586

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(a) Credit risk (cont'd.)

(vi) Risk concentrations: maximum exposure to credit risk without taking into account of any collateral and other credit enhancements (cont'd.)

Company 2022	Manufacturing RM'000	Real estate RM'000	Wholesale and retail trade and restaurants and hotels RM'000	Transport, storage and communi- cations RM'000	Finance, insurance and business services RM'000	Government and Central Bank RM'000	Others RM'000	Total RM'000
Financial assets								
Cash and short-term funds	-	-	-	-	568,257	-	-	568,257
Deposits and placements with licensed banks and other financial institutions	-	-	-	-	41,816	-	-	41,816
Financial assets at FVTPL								
Unquoted instruments	-	-	-	-	18,604	-	-	18,604
Financial investments at FVOCI								
Unquoted instruments	-	-	-	-	6,766	-	-	6,766
Loans, advances and financing								
Term loans	36,543	-	47,648	12,485	10,429	-	4,880	111,985
Others	-	-	-	-	-	-	431	431
Other financial assets	-	-	-	-	-	-	22,030	22,030
	36,543	-	47,648	12,485	645,872	-	27,341	769,889
Commitments and contingencies								
Other commitments	-	-	9,270	1,286	3	-	(1,721)	8,838
	-	-	9,270	1,286	3	-	(1,721)	8,838
	36,543	-	56,918	13,771	645,875	-	25,620	778,727

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(a) Credit risk (cont'd.)

(vi) Risk concentrations: maximum exposure to credit risk without taking into account of any collateral and other credit enhancements (cont'd.)

Company 2021	Manufacturing RM'000	Real estate RM'000	Wholesale and retail trade and restaurants and hotels RM'000	Transport, storage and communi- cations RM'000	Finance, insurance and business services RM'000	Government and Central Bank RM'000	Others RM'000	Total RM'000
Financial assets								
Cash and short-term funds	-	-	-	-	381,258	-	-	381,258
Deposits and placements with licensed banks and other financial institutions	-	-	-	-	138,799	-	-	138,799
Financial assets at FVTPL	-	-	-	-	52,038	-	-	52,038
Money market instruments	-	-	-	32,137	164,733	-	-	196,870
Unquoted instruments	-	-	-	-	6,766	-	-	6,766
Financial assets at FVOCI	-	-	-	-	-	-	-	-
Unquoted instruments	-	-	-	-	-	-	-	-
Loans, advances and financing	39,945	-	48,658	15,203	11,741	-	5,865	121,412
Term loans	-	-	-	-	-	-	423	423
Others	-	-	-	-	-	-	23,030	23,030
Other financial assets	39,945	-	48,658	47,340	755,335	-	29,318	920,596
Commitments and contingencies								
Other commitments	-	-	9,270	1,286	3	-	2,006	12,565
	-	-	9,270	1,286	3	-	2,006	12,565
	39,945	-	57,928	48,626	755,338	-	31,324	933,161

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(vii) Credit quality by class of financial assets

The credit quality of financial assets is managed by the Group and the Company using internal credit ratings. The table below shows the credit quality by class of financial assets exposed to credit risk, based on the Group's and the Company's internal credit ratings. The amounts are presented gross of ECL allowances.

Group 2022	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
Financial assets				
Cash and short-term funds	1,047,569	-	-	1,047,569
Deposits and placements with licensed banks and other financial institutions	44,816	-	-	44,816
Financial assets at FVTPL Unquoted instruments	51,866	-	-	51,866
Financial investments at at FVOCI				
Money market instruments	1,372,282	-	-	1,372,282
Unquoted instruments	614,519	-	20,962	635,481
Financial investments at amortised cost				
Money market instruments	853,238	-	-	853,238
Unquoted instruments	1,597,434	-	49,811	1,647,245
Loans, advances and financing				
Term loans	811,138	3,946	377,909	1,192,993
Margin accounts	810,767	-	-	810,767
Others	624	-	19	643
Derivative assets	11,778	-	-	11,778
Other financial assets	220,678	-	98,687	319,365
	7,436,709	3,946	547,388	7,988,043

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(vii) Credit quality by class of financial assets (cont'd.)

Group 2021	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
Financial assets				
Cash and short-term funds	797,040	-	-	797,040
Deposits and placements with licensed banks and other financial institutions	144,249	-	-	144,249
Financial assets at FVTPL				
Money market instruments	52,038	-	-	52,038
Unquoted instruments	217,649	-	-	217,649
Financial investments at at FVOCI				
Money market instruments	1,920,819	-	-	1,920,819
Unquoted instruments	637,039	-	66,576	703,615
Financial investments at amortised cost				
Money market instruments	513,211	-	-	513,211
Unquoted instruments	1,660,490	129,874	50,327	1,840,691
Loans, advances and financing				
Term loans	771,423	60,485	348,867	1,180,775
Margin accounts	569,237	16,192	-	585,429
Others	715	-	19	734
Derivative assets	6,878	-	-	6,878
Other financial assets	215,514	-	99,668	315,182
	<u>7,454,264</u>	<u>206,551</u>	<u>565,457</u>	<u>8,226,272</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
45. Financial risk management policies (cont'd.)**(a) Credit risk (cont'd.)**

(vii) Credit quality by class of financial assets (cont'd.)

Company 2022	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
Financial assets				
Cash and short-term funds	568,257	-	-	568,257
Deposits and placements with licensed banks and other financial institutions	41,816	-	-	41,816
Financial assets at FVTPL Unquoted instruments	18,604	-	-	18,604
Financial investments at FVOCI Unquoted instruments	-	-	6,766	6,766
Loans, advances and financing Term loans	53,250	3,946	54,789	111,985
Others	431	-	-	431
Other financial assets	22,030	-	-	22,030
	<u>704,388</u>	<u>3,946</u>	<u>61,555</u>	<u>769,889</u>
2021				
Financial assets				
Cash and short-term funds	381,258	-	-	381,258
Deposits and placements with licensed banks and other financial institutions	138,799	-	-	138,799
Financial assets at FVTPL Money market instruments	52,038	-	-	52,038
Unquoted instruments	196,870	-	-	196,870
Financial investments at FVOCI Unquoted instruments	-	-	6,766	6,766
Loans, advances and financing Term loans	57,733	4,278	59,401	121,412
Others	423	-	-	423
Other financial assets	23,030	-	-	23,030
	<u>850,151</u>	<u>4,278</u>	<u>66,167</u>	<u>920,596</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****45. Financial risk management policies (cont'd.)****(a) Credit risk (cont'd.)****(viii) Collateral and other credit enhancements**

The main types of collateral or other credit enhancements held by the Group and the Company to mitigate credit risk are fixed deposits, securities, commercial and residential properties, machineries, motor vehicles and trade receivables.

As at 31 December 2022, the financial effects of collateral (quantification of the extent to which collateral and other credit enhancements mitigate credit risk) held for loans, advances and financing for the Group and the Company are at 59% (2021: 52%) and 64% (2021: 59%), respectively. The financial effect of collateral held for other financial assets is not significant.

- (ix) There were no financial assets that would otherwise be past due or impaired whose terms have been renegotiated in the current and prior financial years.

(b) Interest rate risk

Interest rate risk is the exposure of the Group's and the Company's interest rate-sensitive assets and interest rate-sensitive liabilities/borrowings to movements in interest rates.

It is the Group's and the Company's policy to contain interest rate risks within prudent levels. The Group has procedures to regularly review the impact of interest rates on the financial position of the Group so that appropriate action is taken to mitigate the risks.

With respect to the investment bank subsidiary, the management of these risks are the responsibility of the subsidiary's Asset and Liability Management Committee ("ALCO"). The ALCO regularly reviews and monitors the composition of the subsidiary's interest rate-sensitive assets and liabilities taking into consideration the interest rate outlook and its impact on the subsidiary's financial position.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
45. Financial risk management policies (cont'd.)**(b) Interest rate risk (cont'd.)**

The following table demonstrates the sensitivity to a reasonable possible change in interest rates, with all other variables held constant, of the Group's and the Company's profit before taxation and equity.

The sensitivity of the statement of profit or loss is the effect of the assumed changes in interest rates on profit or loss for the year, based on the floating loans, advances and financing and fixed rate FVTPL securities as at the reporting date. The sensitivity of equity is calculated by revaluing fixed rate FVOCI securities as at the reporting date for the effects of the assumed changes in interest rates. The total sensitivity of equity is based on the assumption that there are parallel shifts in the yield curve.

	Group		Company	
	Sensitivity of profit before taxation - Increase/ (decrease) RM'000	Sensitivity of equity - Increase/ (decrease) RM'000	Sensitivity of profit before taxation - Increase/ (decrease) RM'000	Sensitivity of equity - Increase/ (decrease) RM'000
2022				
Change in basis points				
+ 25	1,991	(9,783)	101	-
- 25	(1,991)	9,783	(101)	-
	<hr/>	<hr/>	<hr/>	<hr/>
2021				
Change in basis points				
+ 25	2,462	(11,807)	547	-
- 25	(2,462)	11,807	(547)	-
	<hr/>	<hr/>	<hr/>	<hr/>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
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45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

The Group and the Company are exposed to various risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The following table indicates the effective interest rates at the balance sheet date and the periods in which they repriced or mature, whichever is earlier.

Group 2022	Non-trading book ----->						Effective interest rate %
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Non- interest sensitive RM'000	
Cash and short-term funds	990,180	-	-	-	-	57,389	2.63
Deposits and placements with licensed banks and other financial institutions	-	41,816	3,000	-	-	-	2.61
Financial investments at FVOCI	-	5,007	466,810	1,430,050	84,936	-	3.94
Financial investments at amortised cost	-	114,701	159,206	1,753,264	423,090	46,962	4.28
Derivative assets	-	-	-	-	-	-	-
Loans, advances and financing	232,410	580,908	146,713	522,528	137,749	(7,992)*	2.89
- Non-impaired	-	-	-	-	-	210,485	-
- Impaired	-	-	-	-	-	218,040	-
Other financial assets	-	-	-	-	-	-	-
Total assets	1,222,590	742,432	775,729	3,705,842	645,775	524,884	11,778
							1,047,569
							44,816
							1,986,803
							2,497,223
							11,778
							1,612,316
							210,485
							218,040
							7,629,030

* ECL allowances (stage 1 and stage 2)

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

Group 2022	----- Non-trading book ----->						Effective interest rate %
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Non- interest sensitive RM'000	
Liabilities							
Deposits from customers	2,480,042	724,100	1,122,879	-	-	66,890	3.50
Deposits and placements of banks and other financial institutions	1,244,450	154,679	4,263	-	-	55,574	3.14
Borrowings	-	-	-	-	208,997	-	2.75
Other financial liabilities	-	-	-	-	-	115,587	-
Total liabilities	3,724,492	878,779	1,127,142	-	208,997	238,051	
Shareholders' funds	-	-	-	-	-	1,652,660	
Non-controlling interests	-	-	-	-	-	240	
	3,724,492	878,779	1,127,142	-	208,997	1,890,951	
On-balance sheet interest sensitivity gap	(2,501,902)	(136,347)	(351,413)	3,705,842	436,778	(1,366,067)	11,778
Total interest sensitivity gap	(2,501,902)	(136,347)	(351,413)	3,705,842	436,778	(1,366,067)	11,778

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

Group 2021	Non-trading book ----->						Non- interest sensitive RM'000	Trading book RM'000	Total RM'000	Effective interest rate %
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000					
Assets										
Cash and short-term funds	741,080	-	-	-	-	55,960	-	797,040	3.25	
Deposits and placements with licensed banks and other financial institutions	200	109,694	34,355	-	-	-	-	144,249	3.25	
Financial assets at FVTPL	-	-	-	-	-	-	229,637	229,637	4.01	
Financial investments at FVOCI	214,921	299,591	664,436	1,281,668	97,244	-	-	2,557,860	2.27	
Financial investments at amortised cost	25,001	127,449	1,049,970	817,179	281,044	43,194	-	2,343,837	4.35	
Loans, advances and financing										
- Non-impaired	101,755	587,615	298,134	213,157	217,514	(19,055)*	-	1,399,120	2.92	
- Impaired	-	-	-	-	-	177,862	-	177,862		
Other financial assets	-	-	-	-	-	212,025	-	212,025		
Total assets	1,082,957	1,124,349	2,046,895	2,312,004	595,802	469,986	229,637	7,861,630		

* ECL allowances (stage 1 and stage 2)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

Group 2021	Non-trading book						Non- interest sensitive RM'000	Trading book RM'000	Total RM'000	Effective interest rate %
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000					
Liabilities										
Deposits from customers	2,915,827	871,006	1,055,338	53,510	-	12,165	-	4,907,846	2.10	
Deposits and placements of banks and other financial institutions	917,157	96,679	30,108	-	-	19,090	-	1,063,034	1.95	
Borrowings	-	-	-	-	247,247	-	-	247,247	2.75	
Other financial liabilities	-	-	-	-	-	151,057	-	151,057		
Total liabilities	3,832,984	967,685	1,085,446	53,510	247,247	182,312	-	6,369,184		
Shareholders' funds	-	-	-	-	-	1,691,573	-	1,691,573		
Non-controlling interests	-	-	-	-	-	245	-	245		
	3,832,984	967,685	1,085,446	53,510	247,247	1,874,130	-	8,061,002		
On-balance sheet interest sensitivity gap	(2,750,027)	153,172	937,957	2,128,136	508,495	(1,404,143)	236,515			
Total interest sensitivity gap	(2,750,027)	153,172	937,957	2,128,136	508,495	(1,404,143)	236,515			

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

Company 2022	Non-trading book ----->						Effective interest rate %
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Non- interest sensitive RM'000	
Assets							
Cash and short-term funds	553,480	-	-	-	-	14,777	2.48
Deposits and placements with licensed banks and other financial institutions	-	41,816	-	-	-	-	2.60
Financial investments at FVOCI	-	-	-	-	-	2	-
Loans, advances and financing	651	46	1,669	21,578	27,516	(3,880)*	2.89
- Non-impaired	-	-	-	-	-	24,243	-
- Impaired	-	-	-	-	-	22,026	-
Other financial assets	-	-	-	-	-	-	-
Total assets	554,131	41,862	1,669	21,578	27,516	57,168	703,924

* ECL allowances (stage 1 and stage 2)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

Company 2022 Liabilities	----- Non-trading book ----->						Effective interest rate %	
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Non- interest sensitive RM'000		Trading book RM'000
Borrowings	-	-	-	-	208,997	-	-	208,997
Other financial liabilities	-	-	-	-	-	54,324	-	54,324
Total liabilities	-	-	-	-	208,997	54,324	-	263,321
Shareholders' funds	-	-	-	-	-	1,180,686	-	1,180,686
	-	-	-	-	208,997	1,235,010	-	1,444,007
On-balance sheet interest sensitivity gap	554,131	41,862	1,669	21,578	(181,481)	(1,177,842)	-	-
Total interest sensitivity gap	554,131	41,862	1,669	21,578	(181,481)	(1,177,842)	-	-

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

Company 2021	Non-trading book ----->							Effective interest rate %	
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Non- interest sensitive RM'000	Trading book RM'000		Total RM'000
Assets									
Cash and short-term funds	377,880	-	-	-	-	3,378	-	381,258	3.25
Deposits and placements with licensed banks and other financial institutions	-	108,944	29,855	-	-	-	-	138,799	3.25
Financial assets at FVTPL	-	-	-	-	-	-	229,637	229,637	4.01
Financial investments at FVOCI	-	-	-	-	-	2	-	2	-
Loans, advances and financing	-	95	2,094	19,026	41,342	(7,128)*	-	55,429	2.92
- Non-impaired	-	-	-	-	-	32,216	-	32,216	-
- Impaired	-	-	-	-	-	23,023	-	23,023	-
Other financial assets	-	-	-	-	-	-	-	-	-
Total assets	377,880	109,039	31,949	19,026	41,342	51,491	229,637	860,364	

* ECL allowances (stage 1 and stage 2)

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45. Financial risk management policies (cont'd.)

(b) Interest rate risk (cont'd.)

Company 2021	----- Non-trading book ----->						Effective interest rate %
	Up to 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Non- interest sensitive RM'000	
Liabilities							
Borrowings	-	-	-	-	247,247	-	247,247
Other financial liabilities	-	-	-	-	-	66,818	66,818
Total liabilities	-	-	-	-	247,247	66,818	314,065
Shareholders' funds	-	-	-	-	-	1,295,815	-
	-	-	-	-	247,247	1,362,633	1,609,880
On-balance sheet interest sensitivity gap	377,880	105,547	8,457	(111,332)	(45,965)	(1,311,142)	229,637
Total interest sensitivity gap	377,880	105,547	8,457	(111,332)	(45,965)	(1,311,142)	229,637

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Operational risk is the risk of direct or indirect loss resulting from inadequate or failed internal processes, people and systems, or from external events.

The Group and the Company have established appropriate policies and procedures with the objective to minimise losses arising from operational risks. Policies and procedures are based on the principles of dual control, segregation of duties, independent checks and verification process, empowerment through a defined authority structure and limits as well as maintaining back-up procedures for key activities, and the need for contingency planning.

(d) Liquidity risk

Liquidity or cash flow risk is the exposure to loss as a result of the Group's and the Company's inability to generate and maintain sufficient cash flow to fund daily operations and to meet financial obligations to depositors, borrowers and clients in a timely and cost-effective manner.

It is also the Group's and the Company's policy to maintain sufficient liquidity and cash flow to fund daily operations and to meet its obligations to depositors, borrowers and clients. Cash flows are analysed to ascertain any funding shortfall and measures are taken to address the liquidity gap. All fund raising exercises are reviewed and approved by the respective Board of Directors.

With respect to the investment bank subsidiary, liquidity risks are being managed by the subsidiary's ALCO. The ALCO reviews and monitors the liquidity position using "Bank Negara Malaysia's Liquidity Framework for Investment Banking" that is based on the behavioural cash flows of assets, liabilities and off balance sheet commitments.

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45. Financial risk management policies (cont'd.)

(d) Liquidity risk (cont'd.)

The table below summarises the maturity profile of the carrying amount of the Group's and the Company's assets and liabilities based on remaining contractual maturity.

Group 2022	On demand RM'000	Under 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Total RM'000
Assets							
Cash and short-term funds	57,389	990,180	-	-	-	-	1,047,569
Deposits and placements with licensed banks and other financial institutions	-	-	41,816	3,000	-	-	44,816
Financial assets at FVTPL	51,866	-	-	-	-	-	51,866
Financial investments at FVOCI	2	-	5,007	466,810	1,430,050	84,934	1,986,803
Financial investments at amortised cost	46,962	-	114,701	159,206	1,753,264	423,090	2,497,223
Loans, advances and financing	79,629	232,361	580,907	145,572	649,145	135,187	1,822,801
Derivative assets	-	-	-	-	11,778	-	11,778
Other financial assets	2,156	38,288	5,785	19,372	33,802	118,657	218,040
Total assets	238,004	1,260,809	748,216	793,960	3,878,039	761,868	7,680,896
Liabilities							
Deposits from customers	66,890	2,480,042	724,100	1,122,879	-	-	4,393,911
Deposits and placements of banks and other financial institutions	217,574	1,082,450	154,679	4,263	-	-	1,458,966
Borrowings	-	-	3,492	20,805	66,012	118,688	208,997
Other financial liabilities	4,240	53,456	12,747	16,007	29,137	-	115,587
Total liabilities	288,704	3,615,948	895,018	1,163,954	95,149	118,688	6,177,461
Net maturity mismatch	(50,700)	(2,355,139)	(146,802)	(369,994)	3,782,890	643,180	1,503,435

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45. Financial risk management policies (cont'd.)

(d) Liquidity risk (cont'd.)

Group 2021	On demand RM'000	Under 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Total RM'000
Assets							
Cash and short-term funds	55,961	741,079	-	-	-	-	797,040
Deposits and placements with licensed banks and other financial institutions	-	200	109,694	34,355	-	-	144,249
Financial assets at FVTPL	104,959	-	34,900	24,718	-	105,110	269,687
Financial investments at FVOCI	2	214,921	299,591	664,436	1,281,668	97,242	2,557,860
Financial investments at amortised cost	43,194	25,001	127,449	1,049,970	817,179	281,044	2,343,837
Loans, advances and financing	52,653	102,958	535,914	290,627	471,687	123,143	1,576,982
Derivative assets	-	-	-	-	6,878	-	6,878
Other financial assets	1,083	46,292	18,791	21,785	15,836	108,238	212,025
Total assets	257,852	1,130,451	1,126,339	2,085,891	2,593,248	714,777	7,908,558
Liabilities							
Deposits from customers	12,165	2,915,828	871,005	1,055,338	53,510	-	4,907,846
Deposits and placements of banks and other financial institutions	19,090	917,157	96,679	30,108	-	-	1,063,034
Borrowings	-	-	3,492	9,241	154,191	80,323	247,247
Other financial liabilities	11,790	64,199	14,094	13,331	47,643	-	151,057
Total liabilities	43,045	3,897,184	985,270	1,108,018	255,344	80,323	6,369,184
Net maturity mismatch	214,807	(2,766,733)	141,069	977,873	2,337,904	634,454	1,539,374

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45. Financial risk management policies (cont'd.)

(d) Liquidity risk (cont'd.)

Company 2022	On demand RM'000	Under 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Total RM'000
Assets							
Cash and short-term funds	14,777	553,480	-	-	-	-	568,257
Deposits and placements with licensed banks and other financial institutions	-	-	41,816	-	-	-	41,816
Financial assets at FVTPL	18,604	-	-	-	-	-	18,604
Financial investments at FVOCI	2	-	-	-	-	-	2
Loans, advances and financing	24,243	602	45	1,551	19,958	25,424	71,823
Other financial assets	6,460	-	1,055	12,001	2,510	-	22,026
Total assets	64,086	554,082	42,916	13,552	22,468	25,424	722,528
Liabilities							
Borrowings	-	-	3,492	20,805	66,012	118,688	208,997
Other financial liabilities	-	7,749	7,975	10,563	28,037	-	54,324
Total liabilities	-	7,749	11,467	31,368	94,049	118,688	263,321
Net maturity mismatch	64,086	546,333	31,449	(17,816)	(71,581)	(93,264)	459,207

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45. Financial risk management policies (cont'd.)

(d) Liquidity risk (cont'd.)

Company 2021	On demand RM'000	Under 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Total RM'000
Assets							
Cash and short-term funds	3,379	377,879	-	-	-	-	381,258
Deposits and placements with licensed banks and other financial institutions	-	-	108,944	29,855	-	-	138,799
Financial assets at FVTPL	84,180	-	34,900	24,718	-	105,110	248,908
Financial investments at FVOCI	2	-	-	-	-	-	2
Loans, advances and financing	32,216	-	89	1,959	17,801	35,580	87,645
Other financial assets	10,650	-	1,730	6,293	4,350	-	23,023
Total assets	130,427	377,879	145,663	62,825	22,151	140,690	879,635
Liabilities							
Borrowings	-	-	3,492	9,241	154,191	80,323	247,247
Other financial liabilities	-	9,751	8,499	5,763	42,805	-	66,818
Total liabilities	-	9,751	11,991	15,004	196,996	80,323	314,065
Net maturity mismatch	130,427	368,128	133,672	47,821	(174,845)	60,367	565,570

Repayments which are subject to notice are treated as if notice were to be given immediately. However, the Group and the Company expect that many customers will not request repayments on the earliest date the Group and the Company could be required to pay and the table does not reflect the expected cash flows indicated by the Group's and the Company's deposit retention history.

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Malaysian Industrial Development Finance Berhad
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45. Financial risk management policies (cont'd.)

(d) Liquidity risk (cont'd.)

The following table shows the contractual undiscounted cash flow payable for financial liabilities, including unrecognised firm commitments, by remaining contractual maturity. Each undrawn loan commitment is included in the time band containing the earliest date it can be drawn down. For issued financial guarantee contracts, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called.

The financial liabilities in the table below will not agree to the balances reported in the statements of financial position as the table incorporates all contractual cash flows, on an undiscounted basis, relating to both principal and interest payments. The contractual maturity profile does not necessarily reflect the behavioural cash flows.

Group 2022	On demand RM'000	Under 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Total RM'000
Non-derivative financial liabilities							
Deposits from customers	68,392	2,482,986	728,815	1,138,410	-	-	4,418,603
Deposits and placements of banks and other financial institutions	218,867	1,083,715	155,606	4,298	-	-	1,462,486
Borrowings	8,230	53,456	13,380	17,928	31,334	123,337	231,243
Other financial liabilities	295,489	3,620,157	901,293	1,186,128	110,256	123,337	6,236,660
Unrecognised firm commitments							
Other commitments	525,038	-	-	-	-	-	525,038
	525,038	-	-	-	-	-	525,038
Total financial liabilities	820,527	3,620,157	901,293	1,186,128	110,256	123,337	6,761,698

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Malaysian Industrial Development Finance Berhad
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45. Financial risk management policies (cont'd.)

(d) Liquidity risk (cont'd.)

Group 2021	On demand RM'000	Under 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Total RM'000
Non-derivative financial liabilities							
Deposits from customers	12,297	2,917,738	874,119	1,067,178	54,809	-	4,926,141
Deposits and placements of banks and other financial institutions	19,280	917,579	96,999	30,513	-	-	1,064,371
Borrowings	-	-	3,492	15,492	170,922	80,322	270,229
Other financial liabilities	11,790	65,658	13,050	16,695	45,566	-	152,759
	43,367	3,900,975	987,660	1,129,878	271,297	80,322	6,413,500
Unrecognised firm commitments							
Other commitments	717,107	-	-	-	-	-	717,107
	717,107	-	-	-	-	-	717,107
Total financial liabilities	760,474	3,900,975	987,660	1,129,878	271,297	80,322	7,130,607

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Malaysian Industrial Development Finance Berhad
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45. Financial risk management policies (cont'd.)

(d) Liquidity risk (cont'd.)

Company 2022	On demand RM'000	Under 1 month RM'000	>1 - 3 months RM'000	>3 - 12 months RM'000	1 to 5 years RM'000	>5 years RM'000	Total RM'000
Non-derivative financial liabilities							
Borrowings	-	-	3,492	25,492	78,922	123,337	231,243
Other financial liabilities	-	7,749	7,975	10,785	28,037	-	54,546
	-	7,749	11,467	36,277	106,959	123,337	285,789
Unrecognised firm commitments							
Other commitments	4,419	-	-	-	-	-	4,419
	4,419	-	-	-	-	-	4,419
Total financial liabilities	4,419	7,749	11,467	36,277	106,959	123,337	290,208
Company 2021							
Non-derivative financial liabilities							
Borrowings	-	-	3,492	15,492	170,922	80,322	270,229
Other financial liabilities	-	9,751	8,499	5,763	45,309	-	69,322
	-	9,751	11,991	21,255	216,231	80,322	339,551
Unrecognised firm commitments							
Other commitments	6,283	-	-	-	-	-	6,283
	6,283	-	-	-	-	-	6,283
Total financial liabilities	6,283	9,751	11,991	21,255	216,231	80,322	345,834

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**Malaysian Industrial Development Finance Berhad
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46. Credit exposures arising from credit transactions with connected parties

The credit exposures in respect of the investment bank subsidiary are as follows:

	Group	
	2022	2021
	RM'000	RM'000
(i) Outstanding credit exposures with connected parties	225,871	228,616
(ii) Percentage of outstanding credit exposures to connected parties as proportion of total credit exposures	4.86%	4.38%
(iii) Percentage of outstanding credit exposures to connected parties which is impaired or in default	Nil	Nil

47. Capital management

The Group's and the Company's objectives when managing capital are to maintain a strong capital base and safeguard the Group's and the Company's ability to continue as a going concern, so as to maintain investors, creditors/fund providers and market confidence and to sustain future development of the business.

The review of capital requirements for the Group and the Company is based on the following requirements and consideration:

- (a) Minimum statutory capital requirements pursuant to the prescriptive capital framework issued by Bank Negara Malaysia, the Securities Commission of Malaysia and/or other regulatory authorities;
- (b) Capital efficiency measured by the Return of Equity ("ROE") ratio; and
- (c) Funding requirements for business operations.

The Group maintains an actively managed capital base to cover risks inherent in the business. The adequacy of the Group's capital is monitored using, among other measures, the rules and ratios in the Basel II and III Framework established by the Basel Committee on Banking Supervision and adopted by Bank Negara Malaysia in supervising the Company.

The primary objectives of the Group's capital management are to ensure that the Group complies with externally imposed capital requirements and that the Group maintains healthy capital ratios in order to support its business and to maximise shareholders' value.

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47. Capital management (cont'd.)

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<u>Tier 1 Capital</u>				
Common Equity Tier 1 ("CET1") Capital				
Ordinary shares	879,931	879,931	879,931	879,931
Regulatory reserve	34,491	18,485	-	-
FVOCI reserve	(28,227)	(13,073)	(54,567)	(52,919)
Retained profits	766,465	806,230	355,322	468,803
	<u>1,652,660</u>	<u>1,691,573</u>	<u>1,180,686</u>	<u>1,295,815</u>
Less: Regulatory adjustments	(174,601)	(163,111)	(625,694)	(638,570)
Total CET1 Capital/ Tier 1 Capital	<u>1,478,059</u>	<u>1,528,462</u>	<u>554,992</u>	<u>657,245</u>
<u>Tier 2 Capital</u>				
Loss provision and regulatory reserve	39,179	34,455	3,880	5,043
Total Tier 2 capital	<u>39,179</u>	<u>34,455</u>	<u>3,880</u>	<u>5,043</u>
Total Capital	<u>1,517,238</u>	<u>1,562,917</u>	<u>558,872</u>	<u>662,288</u>

(i) The capital adequacy ratio of the Group and of the Company are as follows:

Before deducting dividend payment:

CET 1 Capital	38.577%	44.603%	90.800%	95.160%
Tier 1 Capital	38.577%	44.603%	90.800%	95.160%
Total Capital	39.599%	45.609%	91.434%	95.891%

After deducting dividend payment:

CET 1 Capital	26.832%	41.685%	17.177%	80.682%
Tier 1 Capital	26.832%	41.685%	17.177%	80.682%
Total Capital	27.855%	42.690%	17.812%	81.412%

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**Malaysian Industrial Development Finance Berhad
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47. Capital management (cont'd.)

- (ii) Breakdown of gross risk-weighted assets in the various categories of risk-weights are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Total risk-weighted assets for credit risk	3,134,343	2,756,380	402,530	403,449
Total risk-weighted assets equivalent for market risk	168,956	203,036	37,208	113,929
Total risk-weighted assets equivalent for operational risk	528,171	467,394	171,490	173,292
	<u>3,831,470</u>	<u>3,426,810</u>	<u>611,228</u>	<u>690,670</u>

- (iii) Capital allocation

BNM via its letter dated 23 September 2014 approved MIDF to carry out its Development Financing business as an approved business under MIDF being a Financial Holding Company. This approval is subject to such capital allocation for credit risks emanating from Development Finance Business being covered by shareholders' funds of Development Finance Division ("DFD"). As at 31 December 2022 and 2021, the shareholders' funds of the DFD are sufficient to meet the capital allocation as prescribed by BNM.

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48. Fair value measurement**(i) Fair values of recognised financial instruments**

Set out below is a comparison by class of the carrying amounts and fair value of the financial instruments of the Group and of the Company other than those with carrying amounts which are reasonable approximations of fair value:

Group	2022		2021	
	Carrying amount	Fair value	Carrying amount	Fair value
	RM'000	RM'000	RM'000	RM'000
Financial assets				
Financial investments at amortised cost	2,497,223	2,526,655	2,343,837	2,324,751
Loans, advances and financing*				
- Hire purchase	6,869	5,628	8,765	7,825
- Staff loans	643	470	734	599
Financial liability				
Borrowings	208,997	184,797	247,247	207,612
Company				
	2022		2021	
	Carrying amount	Fair value	Carrying amount	Fair value
	RM'000	RM'000	RM'000	RM'000
Financial assets				
Loans, advances and financing*				
- Hire purchase	6,869	5,628	8,765	7,825
- Staff loans	431	312	423	379
Financial liability				
Borrowings	208,997	184,797	247,247	207,612

* Excludes loans, advances and financing with carrying amounts approximating fair value

The carrying amounts of other financial assets and financial liabilities approximate their fair values due to the relatively short-term nature of these financial instruments.

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(Incorporated in Malaysia)****48. Fair value measurement (cont'd)****(ii) Determination of fair value**

The following methods and assumptions were used to estimate the fair value of each class of financial assets and financial liabilities as disclosed in Note 48(iii):

(a) Financial assets at FVTPL, financial investments at FVOCI and financial investments at amortised cost

Fair value of financial assets/instruments that are actively traded is derived from quoted bid prices. For non-actively traded securities, the fair value is determined based on quotes from independent dealers or using valuation techniques such as the discounted cash flow or price-earning ratio methods.

Where discounted cash flow method is used, the estimated future cash flows shall include projections from liquidation, realisation of collateral assets or estimates of future operating cash flows. The estimated future cash flows (excluding future expected credit losses that have not yet been incurred) are discounted using applicable prevailing market or indicative rates of return for a similar instrument at the reporting date.

(b) Derivative assets/liabilities

The fair values of derivative instruments are derived using discounted cash flow method.

(c) Loans, advances and financing

The fair values of variable rate loans, advances and financing are estimated to approximate their carrying values. For fixed rate loans, advances and financing, the fair values are estimated based on expected future cash flows or contractual installment payments, discounted at applicable and prevailing rates at reporting date offered for similar facilities to new borrowers with similar credit profiles.

In respect of impaired loans, the fair values are deemed to approximate the carrying values which are net of ECL allowances.

(d) Borrowings

The fair values of borrowings are derived using discounted cash flow method.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
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48. Fair value measurement (cont'd.)**(iii) Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the Group's and the Company's assets and liabilities. The different levels have been defined as follows:

- 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).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Group 2022	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
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Assets measured at fair value:

Financial assets at FVTPL				
- Unquoted instruments	-	-	51,025	51,025
- Unit trusts	-	51,866	-	51,866
				<hr/>
Financial investments at FVOCI				
- Money market instruments	-	1,372,282	-	1,372,282
- Unquoted instruments	-	614,519	1,502	616,021
				<hr/>
Derivatives assets	-	11,778	-	11,778
				<hr/>

Group 2021	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
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Assets measured at fair value:

Financial assets at FVTPL				
- Money market instruments	-	52,038	-	52,038
- Unquoted instruments	-	177,599	30,245	207,844
- Unit trusts	-	40,050	-	40,050
				<hr/>
Financial investments at FVOCI				
- Money market instruments	-	1,920,819	-	1,920,819
- Unquoted instruments	-	639,508	1,502	641,010
				<hr/>

Liability measured at fair value:

Derivatives liabilities	-	6,878	-	6,878
				<hr/>

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Malaysian Industrial Development Finance Berhad
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48. Fair value measurement (cont'd.)**(iii) Fair value hierarchy (cont'd.)**

Group 2022	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Assets for which fair values are disclosed:				
Financial investment at amortised cost				
- Money market instruments	-	852,120	-	852,120
- Unquoted instruments	-	1,664,713	9,822	1,674,535
<hr/>				
Loans, advances and financing				
- Hire purchase	-	5,628	-	5,628
- Staff loans	-	470	-	470
<hr/>				
Investment properties				
- Residential properties	-	-	6,381	6,381
- Office property	-	-	905	905
<hr/>				
Liability for which fair values are disclosed:				
Borrowings	-	-	184,797	184,797
<hr/>				
Group 2021	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Assets for which fair values are disclosed:				
Financial investment at amortised cost				
- Money market instruments	-	502,350	-	502,350
- Unquoted instruments	-	1,812,547	9,854	1,822,401
<hr/>				
Loans, advances and financing				
- Hire purchase	-	7,825	-	7,825
- Staff loans	-	599	-	599
<hr/>				
Investment properties				
Residential properties	-	-	6,397	6,397
Office property	-	-	687	687
<hr/>				

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
48. Fair value measurement (cont'd.)**(iii) Fair value hierarchy (cont'd.)**

Group 2021	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Liability for which fair values are disclosed:				
Borrowings	-	-	207,612	207,612
<hr/>				
Company 2022	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Assets measured at fair value:				
Financial assets at FVTPL				
- Unit trusts	-	18,604	-	18,604
<hr/>				
Financial investments at FVOCI				
- Unquoted instruments	-	-	138,435	138,435
<hr/>				
Assets for which fair values are disclosed:				
Loans, advances and financing				
- Hire purchase	-	5,628	-	5,628
- Staff loans	-	312	-	312
<hr/>				
Liabilities for which fair values are disclosed:				
Borrowings	-	-	184,797	184,797
<hr/>				
Company 2021	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Assets measured at fair value:				
Financial assets at FVTPL				
- Money market instruments	-	52,038	-	52,038
- Unquoted instruments	-	177,599	-	177,599
- Unit trusts	-	19,271	-	19,271
<hr/>				
Financial investments at FVOCI				
- Unquoted instruments	-	2,469	135,435	137,904
<hr/>				

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
48. Fair value measurement (cont'd.)**(iii) Fair value hierarchy (cont'd.)**

Company 2021	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Assets for which fair values are disclosed:				
Loans, advances and financing				
- Hire purchase	-	7,825	-	7,825
- Staff loans	-	379	-	379
Liabilities for which fair values are disclosed:				
Borrowings	-	-	207,612	207,612

The following table shows a reconciliation of the opening and closing amounts of Level 3 financial instruments which are recorded at fair value:

	Group	
	2022 RM'000	2021 RM'000
Financial investments at FVOCI		
Unquoted instruments		
At 1 January	1,502	5,285
Revaluation gain	-	1,126
Settlements	-	(4,909)
At 31 December	1,502	1,502
Financial assets at FVTPL		
Unquoted instruments		
At 1 January	30,245	1
Addition	-	30,245
Revaluation gain	20,780	-
Settlements	-	(1)
At 31 December	51,025	30,245

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
48. Fair value measurement (cont'd.)**(iii) Fair value hierarchy (cont'd.)**

	Company	
	2022 RM'000	2021 RM'000
Financial investments at FVOCI		
Unquoted securities		
At 1 January	135,435	134,840
Addition	3,000	-
Revaluation gain/ (loss)	-	595
At 31 December	<u>138,435</u>	<u>135,435</u>
Financial assets at FVTPL		
Unquoted securities		
At 1 January	-	1
Settlements	-	(1)
At 31 December	<u>-</u>	<u>-</u>

There was no transfers between Level 2 and Level 3 during the current and previous financial year for the Group and the Company.

Changing one or more of the unobservable inputs to reasonable alternative assumptions would not change the value significantly for the financial assets in Level 3 of the fair value hierarchy.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

49. Offsetting financial assets and financial liabilities

Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements are as follows:

Group	Gross amount of recognised financial assets/ liabilities RM'000	Gross amount set off in the statements of financial position RM'000	Net amount presented in the statements of financial position RM'000	Related amount not set off in the statement of financial position		Net amount RM'000
				Amount related to recognised financial instruments RM'000	Amount related to financial collateral RM'000	
2022						
Other assets	173,696	(19,965)	153,731	-	-	153,731
Other liabilities	176,080	(15,483)	160,597	-	-	160,597
Derivative assets	11,778	-	11,778	-	-	11,778
2021						
Other assets	153,265	(9,519)	143,746	-	-	143,746
Other liabilities	161,147	(254)	160,893	-	-	160,893
Derivative liabilities	6,878	-	6,878	-	-	6,878

Financial assets and financial liabilities are offset and the net amount is reported in the statements 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 realise the asset and settle the liability simultaneously.

The amounts not set off in the statements of financial position relate to transaction where:

- (i) the counterparty has an offsetting exposure with the Group and a master netting or similar arrangements is in place with a right to set off only in the event of default, insolvency or bankruptcy; and
- (ii) cash or securities are received or cash pledged in respect of the transaction described above.

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business**

The state of affairs at 31 December 2022 and results for the financial year ended 31 December 2022 under the Islamic banking business ("SPI") of the Group and of the Company are summarised as follows:

Statements of financial position as at 31 December 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Assets					
Cash and short-term funds	a	532,335	444,873	88,074	106,701
Deposits and placements with licensed banks and other financial institutions	b	41,700	41,700	41,700	41,700
Financial investments at FVOCI	c	1,682,322	2,300,628	-	-
Financial investments at amortised cost	d	2,189,606	1,990,829	-	-
Financing and advances	e	801,612	728,927	52,012	59,370
Other assets	f	120,134	92,645	70,107	47,928
Deferred tax assets	g	11,450	10,357	1,223	1,293
Total assets		5,379,159	5,609,959	253,116	256,992
Liabilities					
Deposits from customers	h	3,279,209	3,670,375	-	-
Deposits and placements of banks and other financial institutions	i	931,931	831,840	-	-
Borrowings and government grants	j	116,000	148,000	116,000	148,000
Other liabilities	k	204,532	173,287	36,528	33,798
Provision for taxation and zakat		1,902	1,167	652	431
Total liabilities		4,533,574	4,824,669	153,180	182,229
Islamic banking capital funds					
Funds allocated from Head Office		501,600	486,600	75,000	60,000
Reserves		343,985	298,690	24,936	14,763
Total Islamic banking capital funds		845,585	785,290	99,936	74,763
Total liabilities and Islamic banking capital funds		5,379,159	5,609,959	253,116	256,992
Commitments and contingencies	v	186,427	366,218	8,838	12,565

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**Statements of profit or loss for the financial year ended 31 December 2022**

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Income derived from investment of depositors' funds and others	l	230,390	213,345	64,574	52,486
Income derived from Islamic Banking fund	m	34,840	39,673	-	-
ECL allowances (made)/ written back					
- financing and advances	n	(6,654)	(58,973)	(1,610)	(1,446)
- financial investments	o	1,970	3,506	-	-
- other assets	p	743	(1,506)	2	48
Total attributable income		261,289	196,045	62,966	51,088
Income attributable to depositors	q	(110,340)	(85,133)	-	-
Total net income		150,949	110,912	62,966	51,088
Staff costs	r	(3,744)	(2,435)	-	-
Other operating expenses	s	(57,278)	(52,179)	(37,586)	(30,978)
Profit before taxation and zakat		89,927	56,298	25,380	20,110
Taxation	t	(16,132)	(10,732)	(70)	(2,366)
Zakat		(1,902)	(1,168)	(652)	(432)
Profit for the financial year		71,893	44,398	24,658	17,312

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**Statements of comprehensive income for the year ended 31 December 2022**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Profit for the financial year	71,893	44,398	24,658	17,312
Other comprehensive loss to be reclassified to profit or loss in subsequent periods:				
Changes in ECL allowances for financial investments at FVOCI	(85)	(33)	-	-
Net loss on financial investments at FVOCI				
- Cumulative loss transferred to profit or loss upon disposal	(47)	(6,261)	-	-
- Fair value changes	(15,779)	(29,431)	-	-
	(15,911)	(35,725)	-	-
Income tax relating to Stage 3 changes in ECL allowances for financial investments at FVOCI and net gain on financial investments at FVOCI (Note 50 (g))	3,798	8,566	-	-
Other comprehensive loss for the financial year, net of tax	(12,113)	(27,159)	-	-
Total comprehensive income for the financial year	59,780	17,239	24,658	17,312

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

50. Islamic banking business (cont'd.)

**Statements of changes in equity
For the financial year ended 31 December 2022**

Group	----- Non-distributable-----			Distributable		Total RM'000
	Islamic banking funds RM'000	Regulatory reserve RM'000	FVOCI reserve RM'000	Retained profits RM'000		
At 1 January 2021	486,600	5,945	12,774	300,926		806,245
Profit for the financial year	-	-	-	44,398		44,398
Other comprehensive loss	-	-	(27,159)	-		(27,159)
Total comprehensive income for the financial year	-	-	(27,159)	44,398		17,239
Transfer to regulatory reserve	-	1,440	-	(1,440)		-
Allocation to Head Office	-	-	-	(18,194)		(18,194)
Dividends	-	-	-	(20,000)		(20,000)
At 31 December 2021	486,600	7,385	(14,385)	305,690		785,290
At 1 January 2022	486,600	7,385	(14,385)	305,690		785,290
Profit for the financial year	-	-	-	71,893		71,893
Other comprehensive loss	-	-	(12,113)	-		(12,113)
Total comprehensive income for the financial year	-	-	(12,113)	71,893		59,780
Additional capital funds	15,000	-	-	-		15,000
Transfer to regulatory reserve	-	12,572	-	(12,572)		-
Allocation to Head Office	-	-	-	(14,485)		(14,485)
At 31 December 2022	501,600	19,957	(26,498)	350,526		845,585

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

50. Islamic banking business (cont'd.)

**Statements of changes in equity (cont'd.)
For the financial year ended 31 December 2022**

Company	Non Distributable		Total RM'000
	Distributable	Distributable	
	Islamic banking funds RM'000	Retained profits RM'000	
At 1 January 2021	60,000	15,645	75,645
Profit for the financial year, representing total comprehensive income for the financial year	-	17,312	17,312
Allocation to Head Office	-	(18,194)	(18,194)
At 31 December 2021	60,000	14,763	74,763
At 1 January 2022	60,000	14,763	74,763
Profit for the financial year, representing total comprehensive income for the financial year	-	24,658	24,658
Allocation to Head Office	-	(14,485)	(14,485)
Additional capital funds	15,000	-	15,000
At 31 December 2022	75,000	24,936	99,936

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**Statements of cash flows for the financial year ended 31 December 2022**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash flows from operating activities				
Profit before taxation and zakat	89,927	56,298	25,380	20,110
Adjustments for:				
Impairment loss (written back)/made				
- financial investments	(1,970)	13	-	-
- financing and advances	6,794	58,997	1,750	1,470
- other assets	(743)	1,506	(2)	(48)
Accretion of discount less amortisation of premium	4,020	15,774	-	-
Net gain on sale of financial assets at FVTPL	(363)	(2,255)	-	-
Net gain on sale of financial investments at FVOCI	(47)	(6,261)	-	-
Net gain on sale of financial investments at amortised cost	(4)	-	-	-
Operating profit before working capital changes	97,614	124,072	27,128	21,532
Changes in working capital:				
Deposits from customers and deposits and placement of banks and other financial institutions	(291,075)	346,515	-	-
Financial investments	401,981	(269,896)	-	-
Other assets	(20,862)	(21)	(16,293)	7,474
Financing and advances	(79,479)	(1,916)	5,608	349
Other liabilities	17,083	5,715	2,730	(13,043)
Cash generated from/(used in) operations	125,262	204,469	19,173	16,312
Tax paid	(5,884)	(9,707)	(5,884)	(8,123)
Zakat paid	(431)	(421)	(431)	(421)
Net cash generated from/(used in) operating activities	118,947	194,341	12,858	7,768

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)
Statements of cash flows for the financial year ended 31 December 2022 (cont'd.)

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash flows from financing activities				
Dividend paid	-	(20,000)	-	-
Additional capital funds	15,000	-	15,000	-
Repayment on borrowings	(32,000)	-	(32,000)	-
Net funds allocated to Head Office	(14,485)	(18,194)	(14,485)	(18,194)
Net cash used in financing activities	(31,485)	(38,194)	(31,485)	(18,194)
Net increase/(decrease) in cash and cash equivalents	87,462	156,147	(18,627)	(10,426)
Cash and cash equivalents at 1 January	444,873	288,726	106,701	117,127
Cash and cash equivalents at 31 December	532,335	444,873	88,074	106,701
Cash and cash equivalents comprise:				
Cash and short-term funds	532,335	444,873	88,074	106,701

The accompanying notes are an integral part of these financial statements.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(a) Cash and short-term funds**

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Cash and bank balances	25,435	26,373	7,674	7,201
Deposits and placements maturing within one month	506,900	418,500	80,400	99,500
	<u>532,335</u>	<u>444,873</u>	<u>88,074</u>	<u>106,701</u>

(b) Deposits and placements with licensed banks and other financial institutions

	Group and Company	
	2022	2021
	RM'000	RM'000
Deposits with licensed banks	<u>41,700</u>	<u>41,700</u>

(c) Financial investments at FVOCI

	Group	
	2022	2021
	RM'000	RM'000
At fair value		
Money market instruments:		
Government Investment Issues	1,221,548	1,222,108
Malaysian Treasury Bills	-	348,770
Islamic negotiable instruments	-	249,362
	<u>1,221,548</u>	<u>1,820,240</u>
Unquoted instruments:		
Corporate sukuk	460,774	480,388
	<u>1,682,322</u>	<u>2,300,628</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(c) Financial investments at FVOCI (cont'd.)**

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's internal credit rating system and classification of ECL stages. The amounts presented are gross of ECL allowances.

Group	Stage 1 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
2022			
Superior	1,265,153	-	1,265,153
Strong	276,680	-	276,680
Fair	140,489	-	140,489
Unacceptable	-	8,112	8,112
	<u>1,682,322</u>	<u>8,112</u>	<u>1,690,434</u>
2021			
Superior	1,556,597	-	1,556,597
Strong	520,201	-	520,201
Fair	223,830	-	223,830
Unacceptable	-	8,112	8,112
	<u>2,300,628</u>	<u>8,112</u>	<u>2,308,740</u>

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to FVOCI is as follows:

ECL allowances	Stage 1 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
ECL as at 1 January 2021	303	8,112	8,415
Written back (Note 50(o))	(33)	-	(33)
ECL as at 31 December 2021	<u>270</u>	<u>8,112</u>	<u>8,382</u>
ECL as at 1 January 2022	270	8,112	8,382
Written back (Note 50(o))	(85)	-	(85)
ECL as at 31 December 2022	<u>185</u>	<u>8,112</u>	<u>8,297</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(d) Financial investments at amortised cost**

	Group	
	2022	2021
	RM'000	RM'000
At amortised cost		
Money market instruments:		
Government Investment Issues	733,141	492,701
Unquoted instruments:		
Corporate sukuk	1,456,858	1,500,392
	<u>2,189,999</u>	<u>1,993,093</u>
Less: ECL allowances	(393)	(2,264)
	<u>2,189,606</u>	<u>1,990,829</u>

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's internal credit rating system and classification of ECL stages. The amounts presented are gross of ECL allowances.

Group	Stage 1	Stage 2	Stage 3	Total
	Collective	Collective	Individual	
	RM'000	RM'000	RM'000	RM'000
2022				
Superior	1,484,840	-	-	1,484,840
Strong	615,141	-	-	615,141
Fair	50,029	-	-	50,029
Unacceptable	-	-	39,989	39,989
	<u>2,150,010</u>	<u>-</u>	<u>39,989</u>	<u>2,189,999</u>
2021				
Superior	1,347,946	-	-	1,347,946
Strong	505,254	99,904	-	605,158
Unacceptable	-	-	39,989	39,989
	<u>1,853,200</u>	<u>99,904</u>	<u>39,989</u>	<u>1,993,093</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(d) Financial investments at amortised cost (cont'd.)**

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to amortised cost is, as follows:

Group	Stage 1 Collective RM'000	Stage 2 Collective RM'000	Stage 3 Individual RM'000	Total RM'000
As at 1 January 2021	1,799,974	99,626	39,989	1,939,589
New assets purchased	349,122	-	-	349,122
Assets derecognised or matured (excluding write offs)	(295,896)	-	-	(295,896)
Unwind of discount (recognised in interest income)	-	278	-	278
As at 31 December 2021	<u>1,853,200</u>	<u>99,904</u>	<u>39,989</u>	<u>1,993,093</u>
As at 1 January 2022	1,853,200	99,904	39,989	1,993,093
New assets purchased	645,028	-	-	645,028
Assets derecognised or matured (excluding write offs)	(348,218)	(99,904)	-	(448,122)
As at 31 December 2022	<u>2,150,010</u>	<u>-</u>	<u>39,989</u>	<u>2,189,999</u>
ECL allowances		Stage 1 Collective RM'000	Stage 2 Individual RM'000	Total RM'000
ECL as at 1 January 2021		341	1,884	2,225
Impairment made (Note 50(o))		39	-	39
ECL as at 31 December 2021		<u>380</u>	<u>1,884</u>	<u>2,264</u>
ECL as at 1 January 2022		380	1,884	2,264
Transfer to Stage 1		14	-	14
Written back		(1)	(1,884)	(1,885)
ECL as at 31 December 2022		<u>393</u>	<u>-</u>	<u>393</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(e) Financing and advances**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Term financing				
- Syndicated term financing	492,928	254,671	-	-
- Islamic hire purchase/leasing	6,802	9,007	6,802	9,007
- Other term financing	397,284	552,815	61,413	65,797
	<u>897,014</u>	<u>816,493</u>	<u>68,215</u>	<u>74,804</u>
Staff financing	23	26	-	-
Less: Unearned income	(7,398)	(8,300)	(7,398)	(8,300)
Gross financing and advances	889,639	808,219	60,817	66,504
Less: ECL allowances	(88,027)	(79,292)	(8,805)	(7,134)
Total net financing and advances	<u>801,612</u>	<u>728,927</u>	<u>52,012</u>	<u>59,370</u>

(i) By types

Group	Sale-based contract		Lease-based contract	Total financing and advances RM'000
	Commodity Murabahah RM'000	Bai Bithaman Ajil RM'000	Al-Ijarah Thumma Al-Bai RM'000	
2022				
Syndicated term financing	828,799	-	-	828,799
Deferred payment sales	-	54,749	-	54,749
Finance lease	-	-	6,068	6,068
Staff financing	23	-	-	23
	<u>828,822</u>	<u>54,749</u>	<u>6,068</u>	<u>889,639</u>
2021				
Syndicated term financing	741,689	-	-	741,689
Deferred payment sales	-	58,540	-	58,540
Finance lease	-	-	7,964	7,964
Staff financing	26	-	-	26
	<u>741,715</u>	<u>58,540</u>	<u>7,964</u>	<u>808,219</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(i) By types (cont'd.)**

Company	Sale-based contract Bai Bithaman Ajil RM'000	Lease- based contract Al-Ijarah Thumma Al-Bai RM'000	Total financing and advances RM'000
2022			
Deferred payment sales	54,749	-	54,749
Finance lease	-	6,068	6,068
	<u>54,749</u>	<u>6,068</u>	<u>60,817</u>
2021			
Deferred payment sales	58,540	-	58,540
Finance lease	-	7,964	7,964
	<u>58,540</u>	<u>7,964</u>	<u>66,504</u>

(ii) By contract

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Commodity Murabahah	828,799	741,689	-	-
Bai Bithaman Ajil (deferred payment sales)	54,749	58,540	54,749	58,540
Al-Ijarah Thumma Al-Bai (finance lease)	6,068	7,964	6,068	7,964
Staff financing	23	26	-	-
	<u>889,639</u>	<u>808,219</u>	<u>60,817</u>	<u>66,504</u>

(iii) By types of customer

Domestic other non-bank financial institutions	44,988	-	-	-
Domestic business enterprises	844,628	808,193	60,817	66,504
Individuals	23	26	-	-
	<u>889,639</u>	<u>808,219</u>	<u>60,817</u>	<u>66,504</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(iv) By profit rate sensitivity**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Variable rate				
- Cost-plus	828,799	741,689	-	-
Fixed rate				
- Al-Ijarah Thumma Al-Bai (finance lease)	6,068	7,964	6,068	7,964
- Bai Bithaman Ajil (deferred payment sales)	54,749	58,540	54,749	58,540
Staff financing	23	26	-	-
	<u>889,639</u>	<u>808,219</u>	<u>60,817</u>	<u>66,504</u>

(v) By economic sector

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Mining and quarrying	49,000	56,207	-	-
Manufacturing	54,029	34,630	293	479
Construction	100,355	87,191	-	-
Wholesale & retail trade and restaurants & hotels	45,093	36,911	34,802	35,403
Transport, storage and communications	144,568	13,724	10,936	13,724
Finance, insurance and business services	324,721	445,657	9,844	11,033
Electricity, gas and water supply	70,311	40,248	-	-
Education, health and others	96,597	87,760	-	-
Household	4,965	5,891	4,942	5,865
	<u>889,639</u>	<u>808,219</u>	<u>60,817</u>	<u>66,504</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(vi) By residual contractual maturity**

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Within one year	292,379	402,239	14,804	2,980
One year to five years	459,510	282,220	18,497	28,464
After five years	137,750	123,760	27,516	35,060
Gross financing and advances	<u>889,639</u>	<u>808,219</u>	<u>60,817</u>	<u>66,504</u>

(vii) Impaired financing and advances ("IF")**(a) Movements in IFs:**

	Group	
	2022	2021
	RM'000	RM'000
At 1 January	90,787	8,685
Impaired	58,888	82,163
Amount recovered	(6,319)	(61)
At 31 December	<u>143,356</u>	<u>90,787</u>
Less: ECL allowances	<u>(80,309)</u>	<u>(63,756)</u>
Net IFs	<u>63,047</u>	<u>27,031</u>
Ratio of net IFs to gross financing and advances less Stage 3 ECL allowances	<u>7.79%</u>	<u>3.63%</u>

	Company	
	2022	2021
	RM'000	RM'000
At 1 January	9,037	8,685
Impaired	3,888	413
Amount recovered	(319)	(61)
At 31 December	<u>12,606</u>	<u>9,037</u>
Less: ECL allowances	<u>(4,945)</u>	<u>(2,443)</u>
Net IFs	<u>7,661</u>	<u>6,594</u>
Ratio of net IFs to gross financing and advances less Stage 3 ECL allowances	<u>13.71%</u>	<u>10.29%</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(vii) Impaired financing and advances (cont'd.)**

(b) IFs by economic sector:

	Group	
	2022	2021
	RM'000	RM'000
Mining and quarrying	49,000	-
Manufacturing	195	226
Wholesale & retail trade and restaurants & hotels	5,492	5,190
Transport, storage and communications	3,557	275
Finance, insurance and business services	84,684	84,668
Others	428	428
	<u>143,356</u>	<u>90,787</u>
	Company	
	2022	2021
	RM'000	RM'000
Manufacturing	195	226
Wholesale & retail trade and restaurants & hotels	5,492	5,190
Transport, storage and communications	3,557	275
Finance, insurance and business services	2,934	2,918
Others	428	428
	<u>12,606</u>	<u>9,037</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(viii) Movement in ECL allowances**

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's internal credit rating system and classification of ECL stages. The amounts presented are gross of ECL allowances.

Group	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
2022				
Superior	38,139	-	-	38,139
Strong	279,588	1,009	-	280,597
Satisfactory	260,140	1,310	-	261,450
Acceptable	137,527	-	-	137,527
Weak	-	28,547	-	28,547
Impaired	-	-	143,356	143,356
	<u>715,394</u>	<u>30,866</u>	<u>143,356</u>	<u>889,616</u>
2021				
Superior	26,220	-	-	26,220
Strong	171,997	1,330	-	173,327
Satisfactory	319,118	1,277	-	320,395
Acceptable	124,194	56,207	-	180,401
Weak	3,913	13,150	-	17,063
Impaired	-	-	90,787	90,787
	<u>645,442</u>	<u>71,964</u>	<u>90,787</u>	<u>808,193</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(viii) Movement in ECL allowances (cont'd.)**

The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and classification of ECL stages. The amounts presented are gross of ECL allowances.

Company	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
2022				
Superior	6,148	-	-	6,148
Strong	9,145	1,009	-	10,154
Satisfactory	2,052	1,310	-	3,362
Weak	-	28,547	-	28,547
Impaired	-	-	12,606	12,606
	<u>17,345</u>	<u>30,866</u>	<u>12,606</u>	<u>60,817</u>
2021				
Superior	15,760	-	-	15,760
Strong	11,660	1,329	-	12,989
Satisfactory	10,378	1,277	-	11,655
Weak	3,912	13,151	-	17,063
Impaired	-	-	9,037	9,037
	<u>41,710</u>	<u>15,757</u>	<u>9,037</u>	<u>66,504</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(viii) Movement in ECL allowances (cont'd.)**

Group	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
Gross carrying amount as at 1 January 2021	795,184	1,410	8,685	805,279
New assets originated	266,025	-	-	266,025
Transfer to Stage 1	811	(811)	-	-
Transfer to Stage 2	(71,921)	71,921	-	-
Transfer to Stage 3	-	(413)	413	-
Assets derecognised or repaid (excluding write offs)	(262,584)	118	(61)	(262,527)
Effects of modifications to contractual cash flows of financial assets	<u>(82,073)</u>	<u>(261)</u>	<u>81,750</u>	<u>(584)</u>
Gross carrying amount as at 31 December 2021	<u>645,442</u>	<u>71,964</u>	<u>90,787</u>	<u>808,193</u>
Gross carrying amount as at 1 January 2022	645,442	71,964	90,787	808,193
New assets originated	308,896	-	-	308,896
Transfer to Stage 1	490	(490)	-	-
Transfer to Stage 2	(18,221)	18,221	-	-
Transfer to Stage 3	(3,888)	(55,000)	58,888	-
Assets derecognised or repaid (excluding write offs)	<u>(217,325)</u>	<u>(3,829)</u>	<u>(6,319)</u>	<u>(227,473)</u>
Gross carrying amount as at 31 December 2022	<u>715,394</u>	<u>30,866</u>	<u>143,356</u>	<u>889,616</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(e) Financing and advances (cont'd.)****(viii) Movement in ECL allowances (cont'd.)**

Company	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
Gross carrying amount as at 1 January 2021	56,871	1,410	8,685	66,966
Transfer to Stage 1	811	(811)	-	-
Transfer to Stage 2	(15,714)	15,714	-	-
Transfer to Stage 3	-	(413)	413	-
Assets derecognised or repaid (excluding write offs)	65	118	(61)	122
Effects of modifications to contractual cash flows of financial assets	(323)	(261)	-	(584)
Gross carrying amount as at 31 December 2021	<u>41,710</u>	<u>15,757</u>	<u>9,037</u>	<u>66,504</u>
Gross carrying amount as at 1 January 2022	41,710	15,757	9,037	66,504
New assets originated	3,475	-	-	3,475
Transfer to Stage 1	490	(490)	-	-
Transfer to Stage 2	(18,221)	18,221	-	-
Transfer to Stage 3	(3,888)	-	3,888	-
Assets derecognised or repaid (excluding write offs)	(6,221)	(2,622)	(319)	(9,162)
Gross carrying amount as at 31 December 2022	<u>17,345</u>	<u>30,866</u>	<u>12,606</u>	<u>60,817</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

50. Islamic banking business (cont'd.)

(e) Financing and advances (cont'd.)

(viii) Movement in ECL allowances (cont'd.)

ECL allowances

Group	Stage 1 Collective RM'000	Stage 2 Individual RM'000	Stage 3 Individual RM'000	Total RM'000
ECL as at 1 January 2021	14,193	2,747	2,357	19,297
Transfer to Stage 1 (note 50 (k)(a))	1,353	(61)	-	1,292
Transfer to Stage 2	(3,930)	3,930	-	-
Transfer to Stage 3	(3,169)	-	3,169	-
Impairment made	2,222	-	58,452	60,674
Written back	(592)	(1,157)	-	(1,749)
Discount unwind	-	-	(222)	(222)
ECL as at 31 December 2021	10,077	5,459	63,756	79,292
ECL as at 1 January 2022	10,077	5,459	63,756	79,292
Transfer to Stage 1 (note 50 (k)(a))	2,327	(4)	-	2,323
Transfer to Stage 2	(1,705)	1,705	-	-
Transfer to Stage 3	(898)	(1,934)	2,832	-
Impairment made	1,985	-	13,839	15,824
Written back	(7,376)	(1,918)	-	(9,294)
Discount unwind	-	-	(118)	(118)
ECL as at 31 December 2022	4,410	3,308	80,309	88,027
Company				
ECL as at 1 January 2021	673	2,747	2,357	5,777
Transfer to Stage 1 (note 50 (k)(a))	61	(61)	-	-
Transfer to Stage 2	(1,996)	1,996	-	-
Impairment made	2,428	-	308	2,736
Written back	-	(1,157)	-	(1,157)
Discount unwind	-	-	(222)	(222)
ECL as at 31 December 2021	1,166	3,525	2,443	7,134
ECL as at 1 January 2022	1,166	3,525	2,443	7,134
Transfer to Stage 1 (note 50 (k)(a))	4	(4)	-	-
Transfer to Stage 2	(1,705)	1,705	-	-
Transfer to Stage 3	(898)	-	898	-
Impairment made	1,985	-	1,722	3,707
Written back	-	(1,918)	-	(1,918)
Discount unwind	-	-	(118)	(118)
ECL as at 31 December 2022	552	3,308	4,945	8,805

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(f) Other assets**

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Profit receivables	39,726	37,092	230	147
Other debtors, deposits and prepayments	5,661	11,280	4,193	1,768
Less: ECL allowances (a)	<u>(1,066)</u>	<u>(3,147)</u>	<u>(4)</u>	<u>(6)</u>
	4,595	8,133	4,189	1,762
Amounts due from brokers and clients (b)	8,309	1,401	-	-
Amounts due from immediate holding company	1,816	-	-	-
Amount due from MITI (SLSSS)	10,421	8,584	10,421	8,584
Amount due from MIDF DFD Conventional	29,248	21,727	29,248	21,727
Amount due from Government Scheme Funds	5,762	522	5,762	522
Tax recoverable	20,257	15,186	20,257	15,186
	<u>120,134</u>	<u>92,645</u>	<u>70,107</u>	<u>47,928</u>

(a) Other debtors, deposits and prepayments

Movement in ECL allowances

Group	2022	2021
	RM'000	RM'000
At 1 January	3,147	1,641
Impairment made (Note 50(p))	-	1,554
Written back (Note 50(p))	(743)	(48)
Write off	(1,338)	-
At 31 December	<u>1,066</u>	<u>3,147</u>
Company	2022	2021
	RM'000	RM'000
At 1 January	6	54
Written back (Note 50(p))	(2)	(48)
At 31 December	<u>4</u>	<u>6</u>

(b) Amounts due from brokers and clients

Group	2022	2021
	RM'000	RM'000
Clients	8,309	1,401
	<u>8,309</u>	<u>1,401</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(g) Deferred tax**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
At 1 January	10,357	2,817	1,293	1,616
Recognised in profit or loss (Note 50 (t))	(2,705)	(1,026)	(70)	(323)
Recognised in other comprehensive income	3,798	8,566	-	-
At 31 December	<u>11,450</u>	<u>10,357</u>	<u>1,223</u>	<u>1,293</u>

Presented after appropriate offsetting as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Deferred tax assets	11,450	10,357	1,223	1,293
	<u>11,450</u>	<u>10,357</u>	<u>1,223</u>	<u>1,293</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

50. Islamic banking business (cont'd.)

(g) Deferred tax (cont'd.)

The components and movements of deferred tax assets and liabilities prior to offsetting are as follows:

Group	Revaluation of FVOCI RM'000	ECL allowances RM'000	Other temporary differences RM'000	Total RM'000
At 1 January 2021	(3,938)	5,791	964	2,817
Recognised in profit or loss	-	(830)	(196)	(1,026)
Recognised in other comprehensive income	8,566	-	-	8,566
At 31 December 2021	4,628	4,961	768	10,357
Recognised in profit or loss	-	(3,133)	428	(2,705)
Recognised in other comprehensive income	3,798	-	-	3,798
At 31 December 2022	8,426	1,828	1,196	11,450

Company	ECL allowances RM'000
At 1 January 2021	1,616
Recognised in profit or loss	(323)
At 31 December 2021	1,293
Recognised in profit or loss	(70)
At 31 December 2022	1,223

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AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
50. Islamic banking business (cont'd.)**(h) Deposits from customers**

	Group	
	2022	2021
	RM'000	RM'000
(i) By type of deposit		
Commodity murabahah fund		
Term deposit	3,279,209	3,670,375

	Group	
	2022	2021
	RM'000	RM'000
(ii) By type of customers		
Commodity murabahah fund		
Business enterprises	1,388,711	1,292,372
Government and statutory bodies	1,890,498	2,378,003
	<u>3,279,209</u>	<u>3,670,375</u>

	Group	
	2022	2021
	RM'000	RM'000
(iii) Maturity structure of term deposits		
Due within six months	3,196,649	3,281,958
Six months to one year	82,560	334,907
One year to two years	-	53,510
	<u>3,279,209</u>	<u>3,670,375</u>

(i) Deposits and placements of banks and other financial institutions

	Group	
	2022	2021
	RM'000	RM'000
(i) By type of deposit		
Commodity murabahah fund		
Term deposits	931,931	831,840

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
50. Islamic banking business (cont'd.)**(i) Deposits and placements of banks and other financial institutions (cont'd.)**

	Group	
	2022	2021
	RM'000	RM'000
(ii) By type of customer		
Commodity murabahah fund		
Other financial institutions	931,931	831,840
	<u>931,931</u>	<u>831,840</u>

(j) Borrowings and government grants

	Group and Company	
	2022	2021
	RM'000	RM'000
Borrowings		
Loan from MITI	93,753	125,018
	<u>93,753</u>	<u>125,018</u>
Government grant		
Loan from MITI	22,247	22,982
Total borrowings and government grant	<u>116,000</u>	<u>148,000</u>

Loan from Soft Loan Scheme for Services Sector ("SLSSS") provided by Ministry of International Trade and Industry ("MITI")

	Group and Company	
	2022	2021
	RM'000	RM'000
Borrowing		
At 1 January	125,018	128,019
Repayment	(32,000)	(12,000)
Profit expense*	735	8,999
At 31 December	<u>93,753</u>	<u>125,018</u>
Government grant		
At 1 January	22,982	31,981
Amortisation*	(735)	(8,999)
At 31 December	<u>22,247</u>	<u>22,982</u>
	<u>116,000</u>	<u>148,000</u>

* Grant income is deducted against the profit expense in profit or loss.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(j) Borrowings and government grants (cont'd)**

The details of the loan from MITI and repayment term has been revised during the year as follows:

- Repayment terms: Five (5) annual installments of RM22,000,000 each and the last installments of RM50,000,000.
Repayable at the end of nineteen years (including a grace period of 10 years) from the date of first drawdown (31 December 2011).
- Security: Unsecured
- Interest rate: Nil #

The facility of RM200 million is provided to the Group and the Company by MITI under the SLSSS-i scheme and is based on the Shariah financing concept of Al-Qardhul Hassan. The funds are provided for the financing of eligible projects bearing profit rate of 4.0% and 5.0% per annum for SME and non-SME clients respectively. The facility has a tenure of 19 years, including a grace period of 10 years which shall be calculated from the date of first disbursement of the fund. The facility is repayable by 5 annual installments on the first day of the subsequent month after the expiry of the grace period and every succeeding year thereafter.

As at 31 December 2022 and 31 December 2021, the Group and the Company have drawn down RM160 million from the facility.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(k) Other liabilities**

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Profit payable	48,345	46,519	34,278	31,849
Sundry creditors and accruals	22,418	18,331	2,176	1,836
Amounts due to brokers and clients	8,293	1,392	-	-
ECL allowances on financing and advances commitments and financial investments commitments (a)	489	1,388	74	113
Amount due to immediate holding company	-	23	-	-
Amount due to head office	124,987	105,634	-	-
	<u>204,532</u>	<u>173,287</u>	<u>36,528</u>	<u>33,798</u>

(a) Movements in the ECL allowances on financing and advances commitments and financial investments commitments are as follows:

Group	Financing and advances commitments RM'000	Financial investments commitments RM'000	Total RM'000
Stage 1 Collective			
At 1 January 2021	2,594	7	2,601
Transfer (Note 50(e)(viii))	(1,292)	-	(1,292)
Impairment made	72	14	86
Written back	-	(7)	(7)
At 31 December 2021	<u>1,374</u>	<u>14</u>	<u>1,388</u>
At 1 January 2022	1,374	14	1,388
Transfer (Note 50(e)(viii))	(2,323)	(14)	(2,337)
Impairment made	1,779	-	1,779
Written back	(341)	-	(341)
At 31 December 2022	<u>489</u>	<u>-</u>	<u>489</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(k) Other liabilities (cont'd.)**

Company	Financing and advances commitments RM'000	Total RM'000
Stage 1 Collective		
At 1 January 2021	222	222
Written back	(109)	(109)
At 31 December 2021	<u>113</u>	<u>113</u>
At 1 January 2022	113	113
Written back	(39)	(39)
At 31 December 2022	<u>74</u>	<u>74</u>

(l) Income derived from investment of depositors' funds

Group	2022 RM'000	2021 RM'000
Finance income and hibah		
Financing and advances	28,731	36,910
Money at call and deposit placements with financial institutions	6,498	7,497
Financial assets at FVTPL	-	680
Financial investments at FVOCI		
- Profit on non-impaired instruments	58,350	63,076
Financial investments at amortised cost		
- Profit on non-impaired instruments	78,053	61,820
	<u>171,632</u>	<u>169,983</u>
Accretion of discount less amortisation of premium	(3,619)	(14,197)
Total finance income and hibah	<u>168,013</u>	<u>155,786</u>
Other operating income		
Net gain on sale of financial assets at FVTPL	327	2,030
Net gain on sale of financial investments at FVOCI	42	5,635
Net gain on sale of financial investments at amortised cost	4	-
	<u>373</u>	<u>7,665</u>
Fees and others		
Management fee from Government Scheme Funds	60,672	48,122
Fee income	52	403
Other income	1,280	1,369
	<u>62,004</u>	<u>49,894</u>
	<u>230,390</u>	<u>213,345</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(l) Income derived from investment of depositors' funds (cont'd.)**

Company	2022	2021
	RM'000	RM'000
Finance income and hibah		
Financing and advances	2,460	2,228
Money at call and deposit placements with financial institutions	110	364
Total finance income and hibah	<u>2,570</u>	<u>2,592</u>
Fees and others		
Management fee from Government Scheme Funds	60,672	48,122
Fee income	52	403
Other income	1,280	1,369
	<u>62,004</u>	<u>49,894</u>
	<u>64,574</u>	<u>52,486</u>

(m) Income derived from investment of Islamic Banking Funds

	Group	
	2022	2021
	RM'000	RM'000
Finance income and hibah		
Financing and advances	2,919	3,853
Money at call and deposit placements with financial institutions	710	793
Financial assets at FVTPL	-	76
Financial investments at FVOCI		
- Profit on non-impaired instruments	6,483	7,008
Financial investments at amortised cost		
- Profit on non-impaired instruments	8,672	6,869
	<u>18,784</u>	<u>18,599</u>
Accretion of discount less amortisation of premium	(401)	(1,577)
Total finance income and hibah	<u>18,383</u>	<u>17,022</u>
Other operating income		
Net gain on sale of financial assets at FVTPL	36	225
Net gain on sale of financial investments at FVOCI	5	626
	<u>41</u>	<u>851</u>
Fees and others		
Fee income	16,296	21,652
Other income	120	148
	<u>16,416</u>	<u>21,800</u>
	<u>34,840</u>	<u>39,673</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(n) ECL allowances (made)/written back on financing and advances**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
ECL allowances				
- Made	(17,603)	(60,746)	(3,707)	(2,627)
- Written back	9,635	1,749	1,957	1,157
Recoveries from impaired financing and advances	1,174	-	-	-
Bad debts recovered	140	24	140	24
	<u>(6,654)</u>	<u>(58,973)</u>	<u>(1,610)</u>	<u>(1,446)</u>

(o) ECL allowance written back/(made) on financial investments

	Group	
	2022 RM'000	2021 RM'000
Financial investments at FVOCI	85	33
Financial investments at amortised cost	1,885	(46)
Recoveries from impaired financial investments	-	3,519
	<u>1,970</u>	<u>3,506</u>

(p) ECL allowances written back/(made) on other assets

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
ECL allowances written back/ (made) on:				
Other debtors, deposits and prepayments	743	(1,506)	2	48
	<u>743</u>	<u>(1,506)</u>	<u>2</u>	<u>48</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)**
50. Islamic banking business (cont'd.)**(q) Income attributable to depositors**

	Group	
	2022	2021
	RM'000	RM'000
Commodity murabahah fund		
Deposits from customers	88,118	79,393
Deposits and placements of banks and other financial institutions	22,222	5,740
	<u>110,340</u>	<u>85,133</u>

(r) Staff costs

	Group	
	2022	2021
	RM'000	RM'000
Wages, salaries and bonuses	2,997	1,894
Social security costs	13	11
Defined contributions plan	489	372
Other staff related expenses	245	158
	<u>3,744</u>	<u>2,435</u>

(s) Other operating expenses

	Group		Company	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Establishment costs	784	997	-	-
Marketing expenses	(36)	173	-	-
Management fees	37,507	30,917	37,507	30,917
Administrative and general expenses	19,023	20,092	79	61
	<u>57,278</u>	<u>52,179</u>	<u>37,586</u>	<u>30,978</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(t) Taxation**

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Income tax expense				
Current financial year	13,427	7,663	-	-
Under provision of income tax expense in prior years	-	2,043	-	2,043
	<u>13,427</u>	<u>9,706</u>	<u>-</u>	<u>2,043</u>
Deferred tax expense				
Origination and reversal of temporary differences (Note 50(g))	1,998	1,026	70	323
Under provision in prior years	707	-	-	-
	<u>2,705</u>	<u>1,026</u>	<u>70</u>	<u>323</u>
Tax expense for the financial year	<u>16,132</u>	<u>10,732</u>	<u>70</u>	<u>2,366</u>
Profit before taxation and zakat	<u>89,927</u>	<u>56,298</u>	<u>25,380</u>	<u>20,110</u>
Taxation at Malaysian Statutory tax rate of 24%	21,582	13,512	6,091	4,826
Expenses not deductible for tax purpose	1,381	814	1,340	754
Tax deduction on zakat payment	(177)	(380)	-	-
Income not subject to tax	(1,410)	-	(1,410)	-
Utilisation of group tax relief	(5,951)	(5,257)	(5,951)	(5,257)
Under provision of income tax expense in prior years	-	2,043	-	2,043
Under provision of deferred tax in prior years	707	-	-	-
Tax expense for the financial year	<u>16,132</u>	<u>10,732</u>	<u>70</u>	<u>2,366</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(u) Net income from Islamic Banking**

For consolidation with conventional business, net income from operations of Islamic Banking comprises the following:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Income derived from investment of depositors' funds (Note 50(l))	230,390	213,345	64,574	52,486
Income derived from investment of Islamic Banking Funds (Note 50(m))	34,840	39,673	-	-
	<u>265,230</u>	<u>253,018</u>	<u>64,574</u>	<u>52,486</u>
Less: Income attributable to depositors (Note 50(q))	<u>(110,340)</u>	<u>(85,133)</u>	<u>-</u>	<u>-</u>
	<u>154,890</u>	<u>167,885</u>	<u>64,574</u>	<u>52,486</u>

Note:

The Group and the Company granted an automatic moratorium on certain financing repayments/payments for a period of six months from 1 April 2020. The automatic moratorium was applicable to financing that are not in arrears exceeding 90 days and denominated in Malaysian Ringgit. In the previous financial year, the Group and the Company granted further moratorium on a case-by-case basis to certain borrowers. These measures were to assist borrowers experiencing temporary financial constraints due to the COVID-19 pandemic. There were no further moratorium granted in the current financial year.

As a result of the payment of moratorium, the Group and the Company recognised a loss of RM585,357 in the prior financial year arising from the modification of contractual cash flows of the financing and advances. There was none recognised in the current financial year.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)
50. Islamic banking business (cont'd.)**(v) Commitments and contingencies**

Group	←----- 2022 ----->			←----- 2021 ----->		
	Principal amount RM'000	Credit equivalent amount* RM'000	Risk-weighted amount RM'000	Principal amount RM'000	Credit equivalent amount* RM'000	Risk-weighted amount RM'000
Direct credit substitutes	18,500	18,500	18,500	26,000	26,000	26,000
Other commitments such as formal and credit lines, with original:-						
- Maturity exceeding one year	167,927	83,964	83,964	340,218	170,110	170,110
	<u>186,427</u>	<u>102,464</u>	<u>102,464</u>	<u>366,218</u>	<u>196,110</u>	<u>196,110</u>
Company						
Irrevocable commitments to extend credit:						
- Maturity exceeding one year	8,838	4,419	4,419	12,565	6,283	6,283
	<u>8,838</u>	<u>4,419</u>	<u>4,419</u>	<u>12,565</u>	<u>6,283</u>	<u>6,283</u>

* The credit equivalent amount is arrived at using the credit conversion factors as per Bank Negara Malaysia Guidelines.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

50. Islamic banking business (cont'd.)

(w) Yield/profit rate risk

The Group and the Company are exposed to various risks associated with the effects of fluctuations in the prevailing levels of market yield/profit rates on its financial position and cash flows. The following tables indicate the effective profit rate at the reporting date and the periods in which they reprice or mature, whichever is earlier.

Group	Non-trading book							Effective profit rate %
	Up to 1 month RM'000	> 1 - 3 months RM'000	> 3 - 12 months RM'000	> 1 - 5 years RM'000	> 5 years RM'000	Non-profit sensitive RM'000	Total RM'000	
2022								
Assets								
Cash and short-term funds	506,900	-	-	-	-	25,435	532,335	2.46
Deposits and placements with licensed banks and other financial institutions	-	-	41,700	-	-	-	41,700	2.60
Financial investments at FVOCI	-	5,007	355,765	1,236,616	84,934	-	1,682,322	3.88
Financial investments at amortised cost	-	15,000	151,710	1,559,817	423,090	39,989	2,189,606	4.35
Financing and advances								
- non-impaired	1,082	788	146,807	456,453	138,369	(4,934)*	738,565	8.78
- impaired	-	-	-	-	-	63,047	63,047	-
Other assets	-	-	-	-	-	99,866	99,866	-
Total assets	507,982	20,795	695,982	3,252,886	646,393	223,403	5,347,441	
Liabilities								
Deposits from customers	1,606,005	612,263	1,060,941	-	-	-	3,279,209	3.62
Deposits and placements of banks and other financial institutions	829,391	100,210	2,330	-	-	-	931,931	3.29
Borrowings	-	-	-	-	93,753	-	93,753	-
Other liabilities	-	-	-	-	-	200,295	200,295	-
Total liabilities	2,435,396	712,473	1,063,271	-	-	200,295	4,505,188	
Shareholders' funds	-	-	-	-	-	845,585	845,585	-
Total liabilities and shareholders' funds	2,435,396	712,473	1,063,271	-	-	1,045,880	5,350,773	
On-balance sheet interest sensitivity gap	(1,927,414)	(691,678)	(367,289)	3,252,886	552,640	(822,477)		
Total profit sensitivity gap	(1,927,414)	(691,678)	(367,289)	3,252,886	552,640	(822,477)		

* ECL allowances (stage 1 and stage 2)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

50. Islamic banking business (cont'd.)

(w) Yield/profit rate risk (cont'd.)

The Group and the Bank are exposed to various risks associated with the effects of fluctuations in the prevailing levels of market yield/profit rates on its financial position and cash flows. The following table indicates the EPR at the reporting date and the periods in which they reprice or mature, whichever is earlier (cont'd.).

Group	Non-trading book							Effective profit rate %	
	Up to 1 month RM'000	> 1 - 3 months RM'000	> 3 - 12 months RM'000	> 1 - 5 years RM'000	> 5 years RM'000	Non-profit sensitive RM'000	Total RM'000		
2021									
Assets									
Cash and short-term funds	418,500	-	-	-	-	-	26,373	444,873	3.25
Deposits and placements with licensed banks and other financial institutions	-	-	41,700	-	-	-	-	41,700	3.20
Financial investments at FVOCI	214,921	299,591	552,850	1,136,024	97,242	-	-	2,300,628	2.63
Financial investments at amortised cost	25,001	98,020	789,979	756,796	281,044	39,989	-	1,990,829	3.12
Financing and advances									
- non-impaired	1,785	101,973	298,169	102,826	210,263	(12,854)*	-	702,162	8.69
- impaired	-	-	-	-	-	6,328	-	6,328	-
Other assets	-	-	-	-	-	77,436	-	77,436	-
Total assets	660,207	499,584	1,682,698	1,995,646	588,549	137,272	-	5,563,956	
Liabilities									
Deposits from customers	1,975,454	632,673	1,008,738	53,510	-	-	-	3,670,375	2.13
Deposits and placements of banks and other financial institutions	786,830	41,402	3,608	-	-	-	-	831,840	1.90
Borrowings	-	-	-	-	125,018	-	-	125,018	-
Other liabilities	-	-	-	-	-	169,070	-	169,070	-
Total liabilities	2,762,284	674,075	1,012,346	53,510	-	169,070	-	4,796,303	-
Shareholder's equity	-	-	-	-	-	-	785,290	785,290	-
Total liabilities and shareholder's equity	2,762,284	674,075	1,012,346	53,510	-	954,360	-	5,581,593	-
On-balance sheet interest sensitivity gap	(2,102,077)	(174,491)	670,352	1,942,136	588,549	(965,088)	-		
Total profit sensitivity gap	(2,102,077)	(174,491)	670,352	1,942,136	588,549	(965,088)	-		

* ECL allowances (stage 1 and stage 2)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

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Malaysian Industrial Development Finance Berhad
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50. Islamic banking business (cont'd.)

(w) Yield/profit rate risk (cont'd.)

The Group and the Bank are exposed to various risks associated with the effects of fluctuations in the prevailing levels of market yield/profit rates on its financial position and cash flows. The following table indicates the EPR at the reporting date and the periods in which they reprice or mature, whichever is earlier (cont'd.).

Company	Non-trading book							Effective profit rate %
	Up to 1 month RM'000	> 1 - 3 months RM'000	> 3 - 12 months RM'000	> 1 - 5 years RM'000	> 5 years RM'000	Non-profit sensitive RM'000	Total RM'000	
Assets								
Cash and short-term funds	80,400	-	-	-	-	7,674	88,074	2.64
Deposits and placements with licensed banks and other financial institutions	-	-	41,700	-	-	-	41,700	2.60
Financing and advances	-	48	1,804	15,440	28,135	(1,076)*	44,351	2.89
- non-impaired	-	-	-	-	-	7,661	7,661	-
- impaired	-	-	-	-	-	49,850	49,850	-
Other assets	-	-	-	-	-	-	-	-
Total assets	80,400	48	43,504	15,440	28,135	64,109	231,636	
Liabilities								
Borrowings	-	-	-	-	93,753	-	93,753	-
Other liabilities	-	-	-	-	-	35,980	35,980	-
Total liabilities	-	-	-	-	93,753	35,980	129,733	
Shareholder's equity	-	-	-	-	-	99,936	99,936	-
Total liabilities and shareholder's equity	-	-	-	-	93,753	135,916	229,669	
On-balance sheet interest sensitivity gap	80,400	48	43,504	15,440	(65,618)	(71,807)		
Total profit sensitivity gap	80,400	48	43,504	15,440	(65,618)	(71,807)		

* ECL allowances (stage 1 and stage 2)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)

50. Islamic banking business (cont'd.)

(w) Yield/profit rate risk (cont'd.)

The Group and the Bank are exposed to various risks associated with the effects of fluctuations in the prevailing levels of market yield/profit rates on its financial position and cash flows. The following table indicates the EPR at the reporting date and the periods in which they reprice or mature, whichever is earlier (cont'd.).

Company	Non-trading book							Effective profit rate %
	Up to 1 month RM'000	> 1 - 3 months RM'000	> 3 - 12 months RM'000	> 1 - 5 years RM'000	> 5 years RM'000	Non-profit sensitive RM'000	Total RM'000	
Assets								
Cash and short-term funds	99,500	-	-	-	-	7,201	106,701	3.25
Deposits and placements with licensed banks and other financial institutions	-	-	41,700	-	-	-	41,700	3.20
Financing and advances	-	62	2,189	18,709	34,091	(2,009)*	53,042	2.95
- non-impaired	-	-	-	-	-	6,328	6,328	-
- impaired	-	-	-	-	-	32,742	32,742	-
Other assets	-	-	-	-	-	-	-	-
Total assets	99,500	62	43,889	18,709	34,091	44,262	240,513	
Liabilities								
Borrowings	-	-	-	-	125,018	-	125,018	-
Other liabilities	-	-	-	-	-	33,270	33,270	-
Total liabilities	-	-	-	-	125,018	33,270	158,288	-
Shareholders' funds	-	-	-	-	-	74,763	74,763	-
Total liabilities and shareholders' funds	-	-	-	-	125,018	108,033	233,051	-
On-balance sheet interest sensitivity gap	99,500	62	43,889	18,709	34,091	(211,771)		
Total profit sensitivity gap	99,500	62	43,889	18,709	34,091	(211,771)		

* ECL allowances (stage 1 and stage 2)

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****50. Islamic banking business (cont'd.)****(x) Capital adequacy**

- (i) The capital adequacy ratios in respect of the Group and of the Company are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Common Equity Tier 1 ("CET1") Capital				
Islamic capital fund	501,600	486,600	75,000	60,000
Regulatory reserve	19,957	7,385	-	-
FVOCI reserve	(26,498)	(14,385)	-	-
Retained profits	350,526	305,690	24,936	14,763
	<u>845,585</u>	<u>785,290</u>	<u>99,936</u>	<u>74,763</u>
Less: Regulatory adjustments	(46,528)	(40,499)	(16,344)	(24,050)
Total CET1 Capital/ Tier 1 Capital	<u>799,057</u>	<u>744,791</u>	<u>83,592</u>	<u>50,713</u>
Tier 2 Capital				
Loss provision and regulatory reserve	19,861	19,046	1,922	1,834
Total Tier 2 Capital	<u>19,861</u>	<u>19,046</u>	<u>1,922</u>	<u>1,834</u>
Total Capital	<u>818,918</u>	<u>763,837</u>	<u>85,514</u>	<u>52,547</u>
CET 1 Capital	42.117%	41.625%	32.542%	21.142%
Tier 1 Capital	42.117%	41.625%	32.542%	21.142%
Total Capital	43.163%	42.689%	33.290%	21.906%

- (ii) Breakdown of gross risk-weighted assets of the Group and of the Company are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Total risk-weighted assets for credit risk	1,588,910	1,523,682	153,738	146,731
Total risk-weighted assets equivalent for operational risk	308,341	265,618	103,138	93,141
	<u>1,897,251</u>	<u>1,789,300</u>	<u>256,876</u>	<u>239,872</u>

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)**Malaysian Industrial Development Finance Berhad
(Incorporated in Malaysia)****51. Significant events during the financial year**

On 6 April 2022, BNM has granted approval for Malaysia Building Society Bhd ("MBSB") to commence negotiations to acquire 100% shareholding in the Group from the Group's immediate holding company, PNB. On 21 October 2022, both MBSB and PNB submitted their respective applications to BNM in respect of MBSB's proposed acquisition of MIDF. As at the date of this report, BNM has not approved or rejected the proposed acquisition.

AUDITED FINANCIAL STATEMENT OF MIDF FOR THE FYE 31 DECEMBER 2022 (Cont'd)

196001000082 (3755-M)

Malaysian Industrial Development Finance Berhad
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Appendix

No	Name of Subsidiary	Name of Directors
1.	MIDF Amanah Investment Bank Berhad	Datuk Mohd Nasir Bin Ali Dato' Kaziah Binti Abd Kadir Encik Ahlan Nasri Bin Mohd Nazir @ Nasir Encik Azlan Bin Abdullah Dato' Charon Wardini Bin Mokhzani Datuk Azizan Bin Hj. Abd Rahman (Resigned on 1 April 2022)
2.	MIDF Amanah Asset Management Berhad	Cik Hasnah Binti Omar Mr. Tai Keat Chai Encik Hasman Yusri Bin Yusoff Datuk Joseph Dominic Silva Cik Norziana Binti Mohd Inon (Appointed on 27 May 2022) Encik Shan Kamahl Bin Mohammad (Appointed on 10 October 2022) Encik Ahlan Nasri Bin Mohd Nazir @ Nasir (Resigned on 2 March 2022) Dato' Charon Wardini Bin Mokhzani (Resigned on 17 May 2022) Encik Mohamed Sany Bin Mohd Zainudin (Resigned on 7 July 2022)
3.	Amanah International Finance Sdn. Bhd.	Encik Ahmad Farouk Bin Mohamed Mr. Johnson Rudd a/l Sunny Rudd
4.	MIDF Amanah Capital Berhad	Encik Azizi Bin Mustafa Encik Sheikh Shahrudin Bin Sheikh Salim
5.	MIDF DFI Bhd	Encik Azizi Bin Mustafa Encik Kheirul Anwar Bin Mohamed
6.	MIDF Amanah Investment Nominees (Asing) Sdn Bhd	Encik Sheikh Shahrudin Bin Sheikh Salim Encik Wan Ahmad Satria Bin Wan Hussein
7.	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd	Encik Sheikh Shahrudin Bin Sheikh Salim Encik Wan Ahmad Satria Bin Wan Hussein
8.	Omega Matrix (M) Sdn Bhd	Encik Sheikh Shahrudin Bin Sheikh Salim Encik Ahmad Farouk Bin Mohamed
9.	Oriental 1936 Berhad	Encik Sheikh Shahrudin Bin Sheikh Salim Encik Ahmad Farouk Bin Mohamed
10.	MIDF Amanah Ventures Sdn Bhd	Encik Sheikh Shahrudin Bin Sheikh Salim Encik Kheirul Anwar Bin Mohamed Mr. Chia Ku Tang, Adrian

SALIENT TERMS OF THE SPA

The following are the salient terms of the SPA. All capitalized terms not defined herein used under this Appendix III shall have the same meaning as assigned to them by the SPA:

1. FINAL PURCHASE CONSIDERATION, FINAL ISSUE PRICE AND FINAL CONSIDERATION SHARES

The parties have agreed that the following Adjusted Purchase Consideration, Adjusted Issue Price and Adjusted Consideration Shares are final as follows:-

Adjusted Purchase Consideration (which shall be known as Final Purchase Consideration)

The Final Purchase Consideration has been determined based on the following:

- (a) the **aggregate** of 77% of MIDF Adjusted Closing Net Assets and 100% of MIDF Closing Excess Capital;
- (b) **less** any dividends declared and paid and/or to be paid and/or capital repayments made and/or to be made after the Closing Accounts Date (which have not been provided for in the MIDF Closing Accounts) but before the Completion Date; and
- (c) **less** MIDF Pre-Completion Dividend (to the extent it has not been provided for in the MIDF Closing Accounts).

Where:

“MIDF Adjusted Closing Net Assets”	:	MIDF’s audited consolidated net asset as at the Closing Accounts Date less the MIDF Closing Excess Capital.
“MIDF Agreed CET-1 Ratio”	:	MIDF CET-1 Ratio of 15% as agreed by the Parties.
“MIDF CET-1 Ratio”	:	MIDF common equity Tier-1 capital ratio, measured by the MIDF Total CET-1 Capital divided by MIDF Total Risk Weighted Assets.
“MIDF Closing Accounts”	:	an interim audited consolidated financial statement of the MIDF Group in respect of the year-to-date financial period ending on the Closing Accounts Date to be prepared within 60 days from the Closing Accounts Date.
“MIDF Closing Excess Capital”	:	the excess capital of MIDF Group as ascertained based on MIDF Total CET-1 Capital as at the Closing Accounts Date less (the MIDF Total Risk Weighted Assets as at Closing Accounts Date multiplied with the MIDF Agreed CET-1 Ratio).
“MIDF Total CET-1 Capital”	:	The total common equity Tier-1 capital of the MIDF Group, determined as at the Closing Accounts Date.
“MIDF Total Risk Weighted Assets”	:	The total risk weighted assets of the MIDF Group determined as at the Closing Accounts Date.

Adjusted Issue Price (which shall be known as Final Issue Price)

The Final Issue Price has been determined based on the following:

- (a) the **aggregate** of 78% of the MBSB Adjusted Closing Net Assets and 100% of the MBSB Closing Excess Capital;
- (b) **less** any dividends declared and paid and/or to be paid and/or capital repayments made and/or to be made after the Closing Accounts Date (which have not been provided for in the MBSB Closing Accounts) but before the Completion Date;
- (c) **less** the MBSB Pre-Completion Dividend (to the extent it has not been provided for in the MBSB Closing Accounts);

SALIENT TERMS OF THE SPA (Cont'd)

- (d) **add** the proceeds or consideration (if any) to be received by the MBSB as a result of its issuance of new ordinary shares or any instrument that is dilutive when convertible into ordinary shares of the MBSB that has been announced or is in issue as at the Completion Date as set out in (e) below; and
- (e) the sum of (a), (b), (c) and (d) shall be **divided** by the number of the MBSB's ordinary shares on a fully diluted basis after taking into account any issuance of new ordinary shares or any instrument that is dilutive when convertible into ordinary shares of the MBSB that has been announced or is in issue as at the Completion Date.

Where:

“MBSB Adjusted Closing Net Assets”	:	Purchaser's audited consolidated net asset as at the Closing Accounts Date less the Purchaser Closing Excess Capital.
“MBSB Agreed CET-1 Ratio”	:	Purchaser CET-1 Ratio of 15% as agreed by the Parties.
“MBSB CET-1 Ratio”	:	Purchaser common equity tier 1 capital ratio, measured by MBSB Total CET-1 Capital divided by MBSB Total Risk Weighted Assets.
“MBSB Closing Accounts”	:	an interim audited consolidated financial statement of the MBSB Group in respect of the year-to-date financial period ending on the Closing Accounts Date to be prepared within 60 days from the Closing Accounts Date.
“MBSB Closing Excess Capital”	:	the excess capital of the MBSB Group as ascertained based on the MBSB Total CET-1 Capital as at the Closing Accounts Date less (the MBSB Total Risk Weighted Assets of the Purchaser Group as at Closing Accounts Date multiplied with MBSB Agreed CET-1 Ratio).
“MBSB Total CET-1 Capital”	:	The total common equity Tier-1 capital of the MBSB Group, determined as at the Closing Accounts Date.
“MBSB Total Risk Weighted Assets”	:	The total risk weighted assets of the MBSB Group, determined as at the Closing Accounts Date.

Adjusted Consideration Shares (which shall be known as Final Consideration Shares)

The final number of Consideration Shares has been determined based on the **Final Purchase Consideration** divided by the **Final Issue Price** as per above.

The Company shall prepare the calculations of the MBSB Adjusted Closing Net Assets, the Final Issue Price and the Final Consideration Shares, and PNB shall prepare calculations of the MIDF Adjusted Closing Net Assets and the Final Purchase Consideration, and each Party shall deliver the aforesaid to the other Party, along with the delivery of the MBSB Closing Accounts and MIDF Closing Accounts (as applicable) in accordance with terms of the SPA.

The Parties shall use their respective reasonable endeavours to discuss in good faith and agree on the Final Purchase Consideration and/or the Final Issue Price and/or the Final Consideration Shares calculated based on the principles and terms and conditions as stipulated in this Appendix III or other principles and terms and conditions as may be agreed between the Parties, within 14 days from the exchange of the MBSB Closings Accounts and MIDF Closing Accounts, respectively (“**Discussion Cut-Off Date**”) (or such other period as may be agreed in writing by the Parties).

Any disagreement between the Parties in relation to any matters as set out in or pursuant to or arising from the aforementioned adjustments, shall be referred to the respective chief executive officers of the Parties and/or the chairman of the board of directors of PNB (in respect of PNB) for resolution within 14 days from the Discussion Cut-Off Date and the Parties shall use all reasonable endeavours in good faith to resolve the dispute.

If the disagreement cannot be resolved by the respective chief executive officers of the Parties and/or the chairman of the board of directors of PNB (in respect of PNB) within 21 days from the Discussion Cut-Off Date, such disagreement shall be referred to the Reporting Accountants.

SALIENT TERMS OF THE SPA (Cont'd)

For the purpose of adjustment, within 150 days from the 31 December 2022 (“**Closing Accounts Date**”) MBSB shall prepare and issue an interim audited consolidated financial statement of the MBSB Group, and PNB shall procure MIDF to prepare and issue an interim audited consolidated financial statement of the MIDF Group, in respect of the year-to-date financial period ending on the Closing Accounts Date (“**Closing Accounts**”) and each MBSB and PNB shall deliver the Closing Accounts to the other party.

2. CONDITIONS PRECEDENT

The completion of the SPA shall be subject to the following list of Conditions Precedent being fulfilled to the satisfaction of the relevant Party or waived in accordance with the SPA:

- (a) in respect of MBSB:
 - (i) the receipt of the approval from Bursa Securities for the listing and quotation of the Final Consideration Shares on the Main Market and such approval remains in full force and effect and has not been withdrawn; and
 - (ii) the passing at a general meeting of MBSB of a resolution to approve the acquisition of the Sale Shares and the issuance of the Final Consideration Shares to PNB in the agreed terms;
- (b) in respect of PNB and MIDF Group:
 - (i) the receipt of the approval from the Securities Commission Malaysia for the change in controller of MAIB and MAAMB from PNB to MBSB and such approval remains in full force and effect and has not been withdrawn; and
- (c) the receipt of the BNM and MOF Approvals (or waivers thereof as applicable) remaining in full force and effect and have not been withdrawn.

3. COMPLETION

Subject to the satisfaction of the Conditions Precedent or waiver of the Conditions Precedent, Completion shall take place:

- (a) at 12.00 noon on the Completion Date at the office of MBSB or at such other venues as may be determined by the Parties in writing; or
- (b) if Completion at the place set out above is not reasonably practicable, virtually by the exchange of the relevant documents to be delivered on or before the Completion Date between the Parties by email with the originals of the respective documents to be sent out by each party to the other Party promptly after Completion by courier delivery, or in such other manner as the Parties may agree in writing.

4. OVERVIEW OF PROPOSED CHANGES TO THE BOARD AND SELECTED KEY EXECUTIVES

Pursuant to the SPA, PNB is entitled to nominate 2 persons as directors of MBSB, 1 of whom shall be an independent director, subject to the receipt of the relevant approval from BNM for such appointments (if required).

In respect of the proposed changes to selected key executives, MBSB and PNB had established a Group Leadership Committee for the purpose of jointly identifying and mutually agreeing on suitable candidates for the positions of, amongst others, Group Chief Executive Officer and Group Chief Financial Officer of MBSB.

SALIENT TERMS OF THE SPA (Cont'd)

5. TERMINATION EVENTS

Pursuant to the SPA, the SPA may be terminated or rescinded only in accordance with the following:

- (a) **Mutual Agreement:** by mutual written agreement of the Parties;
- (b) **Non-fulfilment of Conditions Precedent:** by any Party to the other Party on the Long-Stop Date, if any of the Conditions Precedent is not satisfied or waived in accordance with the SPA prior to such date pursuant to the SPA;
- (c) **Non-fulfilment of Completion Obligation:** by either Party who is not a defaulting Party pursuant to the SPA;
- (d) **Material Breach by MBSB:** by PNB by a written notice to MBSB specifying the material breach if it shall be found that MBSB's Fundamental Warranties was, when given, or will be or would be, at Completion in all material respects not complied with or otherwise untrue or misleading in any material respects or if there is a material breach by MBSB of any terms of the SPA provided that PNB shall not issue a termination notice before giving MBSB a minimum of 30 days or any other period where Parties mutually agree to remedy the breach if the breach is remediable and MBSB has failed to remedy the breach within the stipulated time period;
- (e) **Material Breach by PNB:** by MBSB by a written notice to PNB specifying the breach if it shall be found that PNB's Fundamental Warranties was, when given, or will be or would be, at Completion in all material respects not complied with or otherwise untrue or misleading in any material respects or if there is a material breach by PNB of any term of the SPA provided that MBSB shall not issue a termination notice before giving PNB a minimum of 30 days or any other period where Parties mutually agree to remedy the breach if the breach is remediable and PNB has failed to remedy the breach within the stipulated time period;
- (f) **Insolvency Event of material group company:** by MBSB if PNB or MAIB or MIDF or MAAMB, or by PNB if MBSB or MBSB Bank (as the case may be), prior to Completion:
 - (A) is or becomes unable to pay its debts within the meaning of the Companies Act or any other legislation regarding insolvency of the jurisdiction in which it carried on business;
 - (B) enters into (pursuant to an order made by the court) any arrangement, composition or compromise with, or assignment for the benefit of, its creditors or any class of them;
 - (C) is faced by an order by the court is made for the winding up or dissolution;
 - (D) is faced by a receiver, receiver and manager, special administrator, trustee or similar official is appointed over any of the assets or undertaking; or
- (g) ceases or threatens to cease carrying on a substantial portion of its business;
- (h) **Material diminution of MIDF's adjusted audited consolidated net asset:** by MBSB pursuant to the SPA;
- (i) **Material diminution of MBSB's adjusted audited consolidated net asset:** by PNB pursuant to the SPA; or
- (j) **Occurrence of Material Adverse Event:** by MBSB if a Material Adverse Event has occurred in respect of MIDF Group at any time prior to the Completion, or by PNB if a Material Adverse Event has occurred in respect of MIDF Group at any time prior to the Completion, as the case may be.

SALIENT TERMS OF THE SPA (Cont'd)

6. GOVERNING LAW AND DISPUTE RESOLUTION

The SPA and the documents to be entered into pursuant to it (unless otherwise expressed in such documents) shall be governed by and construed in accordance with the laws of Malaysia.

7. DIVIDENDS

As at the date of the SPA:

- (a) MBSB had distributed the MBSB Pre-Completion Dividend in full on 17 April 2023 to its shareholders; and
- (b) MIDF had distributed the MIDF Pre-Completion Dividend in full on 31 March 2023 to its sole shareholder, the Vendor;

Further, subject always to receipt of the approval from BNM, MBSB shall use its reasonable endeavours to declare a post-completion dividend whether as interim and/or final dividends within 12 months after PNB is registered as a shareholder of the Final Consideration Shares in the register of depositors of MBSB or in due course in accordance with the SPA.

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board and they collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Circular false or misleading.

All information relating to MIDF as contained in this Circular has been obtained from publicly available information and/or documents provided by the Board and/or management of MIDF. Therefore, the responsibility of our Board with respect to such information is limited to ensuring that such information is accurately reproduced in this Circular.

2. CONSENTS**2.1 AmInvestment Bank Berhad**

AmInvestment Bank, being the Principal Adviser for the Proposed Acquisition, has given and has not subsequently withdrawn its written consent for the inclusion in this Circular of its name, reports and/or letters (where applicable) and all references thereto in the form and context in which they appear in this Circular.

AmInvestment Bank has given its written confirmation that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Adviser in respect of the Proposed Acquisition.

AmInvestment Bank, its related and associated companies, as well as its holding company, AMMB Holdings Berhad and the subsidiaries and associated companies of its holding company ("**AmBank Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses.

In the ordinary course of their businesses, any member of AmBank Group may at any time extend services to any company as well as hold long or short positions, and trade or otherwise effect transactions, for its own account or the account of its other clients, in debt or equity securities or senior loans of any company. Accordingly, there may be situations where parts of the AmBank Group and/or its clients now have or in the future, may have interests or take actions that may conflict with the interests of our Company.

As at LPD, the AmBank Group has extended credit facilities of which the amount outstanding is approximately RM1,230 million to our Group.

AmInvestment Bank is of the view that its role as the Adviser for the Proposed Acquisition is not likely to result in a conflict of interest or potential conflict of interest situation for the following reasons:-

- (i) AmInvestment Bank's role in the Proposed Acquisition is undertaken in the ordinary course of business; and
- (ii) AmInvestment Bank undertakes each of its roles on an arm's length basis and its conduct is regulated by Bank Negara Malaysia and the SC and governed under, inter alia, the Financial Services Act 2013, the Capital Markets and Services 2007, and AmBank Group's Chinese Wall policy and internal controls and checks.

Premised on the above, AmInvestment Bank confirms that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Adviser in respect of the Proposed Acquisition.

FURTHER INFORMATION (cont'd)

2.2 Kenanga Investment Bank Berhad

Kenanga Investment Bank Berhad, being the Independent Adviser for the Proposed Acquisition, has given and has not subsequently withdrawn its written consent for the inclusion in this Circular of its name, reports and/or letters (where applicable) and all references thereto in the form and context in which they appear in this Circular. Kenanga has given a written confirmation that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the independent adviser in respect of the Proposed Acquisition.

3. MATERIAL COMMITMENT AND CONTINGENT LIABILITIES**3.1 Material commitments****(i) Operational commitments**

In the normal course of business, our Group makes various commitments and incurs certain contingent liabilities with legal recourse to the customers. No material losses are anticipated as a result of these transactions, hence they are not provided for in the material statements.

As at 31 March 2023	Principal amount	Credit equivalent amount	Risk weighted amount
	RM'000	RM'000	RM'000
Direct credit substitutes	17,793	17,793	17,793
Trade-related contingencies	63,729	31,708	31,708
Short term self-liquidating trade related contingencies	87,538	17,508	17,508
Irrevocable commitments to extend credit:			
– One year or less	1,194,611	238,864	238,864
– Over one year to five years	1,834,049	915,007	813,545
– Over five years	377,528	188,764	188,764
Foreign exchange related contracts			
– One year or less	1,455,451	32,312	12,007
TOTAL	5,030,699	1,441,956	1,320,189

(ii) Capital commitments as at 31 March 2023

	RM'000
Property and equipment/intangible assets:	
– Approved and contracted for	8,176

3.2 Contingent liabilities

As at LPD, our Group is not aware of any material contingent liabilities incurred or known to be incurred by our Group which upon being enforced may materially and adversely affect the financial position of our Group.

FURTHER INFORMATION (*cont'd*)

4. MATERIAL LITIGATION

Save as disclosed below, as at LPD, MBSB is not engaged in any material litigation, either as plaintiff or defendant, claims or arbitration and MBSB is not aware of any proceedings, pending or threatened involving MBSB:

**Kuala Lumpur High Court Civil Suit No.: WA-22M-289-12/2021
Megah Berkat Sdn Bhd & 2 Ors (“Plaintiffs”) v MBSB Bank Berhad**

The Plaintiffs commenced an action against MBSB Bank for breach of contract and fiduciary duty and negligence for failure to issue the Performance Guarantee as per their request. The Plaintiffs’ claim, amongst others, is for a return of all money received from the 1st Plaintiff, special damages and other claims amounting to a total amount of approximately RM40,354,277.63.

MBSB Bank filed an application to strike out the Plaintiffs’ Writ and Statement of Claim on 2.12.2021. The striking out application was allowed by the KL High Court on 13.6.2022.

The Plaintiffs filed an appeal against the High Court’s decision on 7.7.2022. On 5.5.2023, the Court of Appeal allowed the 1st Plaintiff / Appellant’s appeal and dismissed the 2nd and 3rd Plaintiffs / Appellant’s appeal. Accordingly, the matter is referred to the High Court. On 17.5.2023, the Court fixed the matter for trial on 5-10 May 2024.

The solicitor is of the view that MBSB Bank has a good chance of success in its defence of the action.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at Level 25, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52, 46200, Petaling Jaya, Selangor Darul Ehsan, Malaysia from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of our forthcoming EGM:

- (i) Constitution of MBSB and MIDF;
- (ii) audited consolidated financial statements of MBSB and MIDF for the past 2 FYE 31 December 2021 and 31 December 2022 and the unaudited quarterly financial results of MBSB and MIDF for the FPE 31 March 2023;
- (iii) the SPA;
- (iv) letters of consent referred to in Section 2 of Appendix IV; and
- (v) relevant cause papers in respect of the material litigation referred to in Section 7 of Appendix I and Section 4 of Appendix IV.



MALAYSIA BUILDING SOCIETY BERHAD

Registration No. 197001000172 (9417-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Malaysia Building Society Berhad (“**MBSB**” or the “**Company**”) will be conducted as a virtual meeting through live streaming from the broadcast venue at Level 4, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor (“**Broadcast Venue**”) on Thursday, 27 July 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without any modification the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY MALAYSIA BUILDING SOCIETY BERHAD (“MBSB” OR THE “COMPANY”) OF 100% EQUITY INTEREST IN MALAYSIAN INDUSTRIAL DEVELOPMENT FINANCE BERHAD (“MIDF”) FROM PERMODALAN NASIONAL BERHAD (“PNB” OR “VENDOR”) FOR A FINAL PURCHASE CONSIDERATION OF RM1,014,295,048.55 TO BE SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 1,050,828,629 NEW ORDINARY SHARES IN MBSB (“FINAL CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM0.9652 (ROUNDED TO 4 DECIMAL POINTS FOR DISCLOSURE PURPOSES) PER FINAL CONSIDERATION SHARE (“PROPOSED ACQUISITION”)

“**THAT**, subject to all approvals and consents being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to MBSB to acquire the entire 100% equity interest in MIDF from PNB for a purchase consideration of RM1,014,295,048.55 to be satisfied through the issuance and allotment of 1,050,828,629 new ordinary shares in MBSB being the Final Consideration Share(s) at the issue price of RM0.9652 per Final Consideration Share, as determined based on the principles and terms in the conditional share purchase agreement dated 9 June 2023 entered into between MBSB and the PNB (“**SPA**”), without such Final Consideration Shares being required to be offered to the members of MBSB in proportion, as nearly as may be, to the number of shares held by them in MBSB or at all and effectively resulting in the members of MBSB waiving their pre-emptive rights under Clause 47 of MBSB’s Constitution (read together with Section 85(1) of the Companies Act 2016) to be offered all or any part of the Final Consideration Shares to be issued;

THAT, approval be and is hereby given for the directors of the Company to issue and allot 1,050,828,629 Final Consideration Shares as determined based on the principles and terms of the SPA as set out in Section 2.4 of the circular to shareholders of MBSB dated 12 July 2023;

THAT, the Final Consideration Shares shall be issued free from all encumbrances, and with all rights and benefits attached thereto, ranking equally in all respects with the existing issued and fully paid-up ordinary shares in MBSB, including without limitation all rights, dividends and/or other distributions which may be declared, made or paid in respect thereof, where the date on which the shareholders of the Company must be registered in order to participate in the relevant distribution, is on or subsequent to the date of completion of the SPA in accordance with its terms;

THAT, the Board be and is hereby authorised to do or to procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Acquisition, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Acquisition;

AND THAT, any and all previous actions taken by the Board for the purpose of and/or in connection with the Proposed Acquisition be and are hereby adopted, approved, ratified and confirmed.”

BY ORDER OF THE BOARD

Koh Ai Hoon (MAICSA 7006997)

Practicing Certificate No.: 202308000225

Pauline Ng Peck Kun (MAICSA 7029550)

Practicing Certificate No.: 201908002573

Company Secretaries

Petaling Jaya

12 July 2023

Notes:-

- 1. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 61(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), to issue a General Meeting Record of Depositors as at 18 July 2023. Only a depositor whose name appears on the Record of Depositors as at 18 July 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her/its behalf.*
- 2. A member shall be entitled to appoint another person as his/her/its proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to attend, participate, speak and vote at the meeting.*
- 3. In the case of a corporate body, the proxy appointed must be in accordance with its constitution, if any, and the instrument appointing a proxy shall be given under the company's common seal or under the hand of an officer or attorney duly authorised.*
- 4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of the member's holdings to be represented by each proxy.*
- 5. Where a member of the company 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- 6. To be valid, the duly completed instrument appointing a proxy must be deposited at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit your electronic Proxy Form via TIIH Online at <https://tiih.online> not less than 48 hours before the time fixed for holding the meeting. Please refer to the procedure for lodgement of Proxy Form in the Administrative Guide for submission of electronic Proxy Form.*
- 7. As no shareholders should be physically present at the Broadcast Venue, we urge all shareholders to attend the EGM remotely using the Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd ("Tricor")'s TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide.*



MALAYSIA BUILDING SOCIETY BERHAD

Registration No. 197001000172 (9417-K)
(Incorporated in Malaysia)

Proxy Form

No. of shares held	CDS Account No.

I/We _____
(full name in block letters)

Company /NRIC No. _____ Tel No. _____

of _____
(full address)

being a member/members of MALAYSIA BUILDING SOCIETY BERHAD hereby appoint:-

_____ (Proxy1)
(full name in block letters)

NRIC No. _____ Tel No. _____

of _____ and/ or
(full address)

_____ (Proxy 2)
(full name in block letters)

NRIC No. _____ Tel No. _____

of _____
(full address)

or failing him/ her, the Chairman of the Meeting, as my/ our proxy, to vote for me/ us, and on my/ our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be conducted as a virtual meeting through live streaming from the broadcast venue at Level 4, Menara MBSB Bank, PJ Sentral, Lot 12, Persiaran Barat, Seksyen 52, 46200 Petaling Jaya, Selangor (“**Broadcast Venue**”) on Thursday, 27 July 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the resolution to give effect to the Proposed Acquisition.

Please indicate with an “X” in the space provided below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/ her discretion.

RESOLUTION	FOR	AGAINST
ORDINARY RESOLUTION PROPOSED ACQUISITION		

The proportion of *my/our holding to be represented by *my/our proxies are as follows:

	No. of shares	Percentage (%)
Proxy 1		
Proxy 2		

Signed this..... day of2023

.....
Signature / Common Seal



Notes:-

1. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 61(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), to issue a General Meeting Record of Depositors as at 18 July 2023. Only a depositor whose name appears on the Record of Depositors as at 18 July 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her/its behalf.
2. A member shall be entitled to appoint another person as his/her/its proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to attend, participate, speak and vote at the meeting.
3. In the case of a corporate body, the proxy appointed must be in accordance with its constitution, if any, and the instrument appointing a proxy shall be given under the company's common seal or under the hand of an officer or attorney duly authorised.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of the member's holdings to be represented by each proxy.
5. Where a member of the company 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. To be valid, the duly completed instrument appointing a proxy must be deposited at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to submit your electronic Proxy Form via TIIH Online at <https://tiih.online> not less than 48 hours before the time fixed for holding the meeting. Please refer to the procedure for lodgement of Proxy Form in the Administrative Guide for submission of electronic Proxy Form.
7. As no shareholders should be physically present at the Broadcast Venue, we urge all shareholders to attend the EGM remotely using the Remote Participation and Voting ("**RPV**") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**")'s TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide.

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AFFIX
STAMP

The Share Registrar
Tricor Investor & Issuing House Services Sdn Bhd (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3 Bangsar South
No. 8 Jalan Kerinchi
59200 Kuala Lumpur

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