



**MAJUPERAK
HOLDINGS
BERHAD**
[200201017726(585389-X)]

**STRENGTHENING
FOUNDATION,
CAPTURING
GROWTH & VALUES**

ANNUAL REPORT 2023



ABOUT THIS REPORT



FY2023 AR Cover Rationale

Building upon the transformation momentum from FY2022, the Group has put extensive effort into strengthening its foundation in Property Development and Infrastructure, Asset and Facilities Management, and Renewable Energy. FY2023 is where all of these efforts were mended together to create synergy to ensure cohesiveness as reflected in the FY 2023 Annual Report Cover.

The stylised image Building, Solar Farm, and Viewing Platform in Tasik Cermin in blueprint format were chosen to visually represent our core businesses and the elements of Invest, Develop, and Manage that is embedded in the strategy of the Group to effectively capture growth and values for our stakeholders.

Also embedded within the cover design is the imagery of the earth to symbolise our care for sustainability and the element of network nodes that reflects the adoption of digitalisation in driving the business. All of these visual elements are put together against a turquoise background to communicate the Group's goal for a sustainable future and its long-term success.

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty First (21st) Annual General Meeting (“AGM”) of Majuperak Holdings Berhad (“MHB” or “the Company”) will be conducted on a fully virtual basis for the following purposes of considering and if thought fit, passing with or without modifications the resolutions set out in this notice:

Date	:	Thursday, 27 June 2024
Time	:	10.30 a.m.
Venue	:	Online Meeting Platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657 provided by Boardroom Share Registrars Sdn. Bhd. Malaysia)
Mode of Communication	:	(1) Pose questions to the Board via real time submission of typed texts at meeting platform during live streaming of the AGM (2) Submit questions by logging into the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com prior to the Meeting no later than 5.00 p.m on Monday, 20 June 2024 (3) Email questions to azam@majuperak.com.my no later than 5.00 p.m. on Monday, 20 June 2024

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023, together with Directors’ Reports and Auditors’ Report thereon. **(Please refer to Note 2)**
2. To approve the payment of Directors’ Fees of RM463,000 for the financial year ended 31 December 2023. **(Ordinary Resolution 1)**
3. To approve the payment of Directors’ Benefits (excluding Directors’ Fee) to Directors up to an amount of RM450,000 from 21st AGM until the next AGM of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors retiring by rotation pursuant to Clause 15.2 of the Company’s Constitution:
 - 4.1 Ahmad Najmi bin Kamaruzaman **(Ordinary Resolution 3)**
 - 4.2 Dato’ Mohd Azmi bin Othman **(Ordinary Resolution 4)**
 - 4.3 Norazali bin Nordin **(Ordinary Resolution 5)**
5. To re-appoint Messrs Al Jafree Salihin Kuzaimi PLT as Auditors of the Company for the financial year ending 31 December 2024 to hold office until the next AGM and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

AS SPECIAL BUSINESS, to consider and, if thought fit, with or without any modification, to pass the following Resolutions:

6. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (Ordinary Resolution 7)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 3.2 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.”

7. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”) (Ordinary Resolution 8)

“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries and/or joint ventures (“Group”) be and is/are hereby authorised to enter into all recurrent related party transactions with related parties who may be a Director, a major shareholder of the Group or a person connected with such a Director and major shareholder, as specified in Section 2.1 of the Company’s Circular dated 30 April 2024 which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms’ length basis on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company’s opinion, detrimental to minority shareholders of the Company.

THAT the mandate given by the shareholders of the Company shall only continue to be in force until:

- i. the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- ii. the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- iii. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."

8. To transact any other businesses of which due notice shall have been given in accordance with the Companies Act 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT only members whose names appear on the Record of Depositors as of 18 June 2024 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board

CHAN EOI LENG
(SSM PC No. 202008003055)
(MAICSA 7030866)

CHONG KWAI YOONG
(SSM PC No. 202308000244)
(MAICSA 7075434)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan
30 April 2024

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

NOTES:**1. PROXY**

- 1.1 A member of the Company may appoint more than one (1) proxy who need not be a member of the Company to attend, speak and vote at the same meeting. The appointed proxy/proxies must be at least 18 years and above and may but need not be member/members of the Company.
- 1.2 Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 1.3 Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
- 1.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
- 1.5 The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the Meeting, either by hand, post, courier, electronic mail to (bsr.helpdesk@boardroomlimited.com) or fax (603)78904670, otherwise the instrument of proxy should not be treated as valid.
- 1.6 Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR"), all resolutions set out in the Notice of Twenty First (21st) Annual General Meeting will be put to vote on a poll.
- 1.7 The registration for the above Meeting will commence on Tuesday, 30 April 2024.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Agenda 1 is meant for discussion only as Section 340(1)(a) of the Companies Act 2016 only requires the Audited Financial Statements to be laid before the Company at the Annual General Meeting and does not require shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

3. DIRECTORS' FEES AND BENEFITS

Section 230(1) of the Companies Act 2016 provides amongst others, that "fee" of the directors and "any benefits" payable to directors of a listed company shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two separate resolutions.

Based on the Remuneration Committee's recommendation, the Board decided that the Directors' Fees and Benefits shall remain unchanged taking into consideration the current financial status of the Group. The proposed remuneration structure is set out below:

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Payment of Directors' Fee to Directors

The Directors' Fee includes fee payable to the Chairman and members of the Board.

Payment of Directors' Benefit (excluding Directors' Fee) to Directors from the 21st AGM until the next AGM in the Year 2025.

	Directors' Fees (RM)	Meeting Allowances
Chairman	55,000/- per annum	1) Board & AGM - RM1,500 (Chairman : RM2,000) 2) Audit Committee - RM1,200 (Chairman : RM1,500) 3) Remuneration Committee - RM1,000 (Chairman : RM1,200) 4) Nomination Committee - RM1,000 (Chairman : RM1,200)
Other Board Members	48,000/- per annum	5) Risk Management Committee - RM1,000 (Chairman : RM1,200) 6) Any other Committees (apart from the above) and subsidiaries' Board or Management – RM1,000 (Chairman: RM1,200)

The Directors' Benefits (excluding Directors' Fee) comprise the allowance payable to the Chairman and members of the Board and are calculated based on the current composition of the Board and Board Committees, the number of meetings scheduled for the Board and Board Committees and also the anticipation of additional meetings.

4. RE-ELECTION OF DIRECTORS

Ahmad Najmi bin Kamaruzaman, Dato' Mohd Azmi bin Othman and Norazali bin Nordin are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this AGM.

The Board has via the Nomination Committee had conducted an assessment on their effectiveness and contributions of the said retiring Directors including their skills, experience and strength in qualities and time commitment, has recommended for them to be re-elected to the Board. The profile of the retiring Directors is set out in the Profile of Directors of the Annual Report 2023.

5. RE-APPOINTMENT OF EXTERNAL AUDITORS ("EA")

The Audit Committee ("AC") had on 26 February 2024 deliberated the outcome of the annual assessment of the EA, which included an assessment of the engagement teams' qualifications, credentials and experience, particularly in the financial services sector, their audit work approach, and their ability to provide value added advice and services, as well as to perform the work within MHB Group's timeline by completing an assessment questionnaire.

The AC in its assessment found Messrs Al Jafree Salihin Kuzaimi PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance, resources in terms of their audit team provided to the Group.

The Board therefore approved the AC's recommendation that the re-appointment of Messrs Al Jafree Salihin Kuzaimi PLT as External Auditors of the Company for the financial year ending 31 December 2024 be put forward for shareholders' approval at the AGM.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

6. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Company had during its 20th AGM held on 1 June 2023, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. The Company did not issue any new shares pursuant to this mandate obtained and accordingly no proceeds were raised.

The proposed Ordinary Resolution 7 is a renewal general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Act, the Constitution of the Company and the Main Market Listing Requirements of Bursa Securities. The mandate, if passed, will provide flexibility for the Company and empower the Directors to issue and allot new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for purpose of funding future investments project(s), working capital and/or acquisitions. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.

7. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

The proposed Ordinary Resolution 8, if passed, will allow the Group to enter into all Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") under the Proposed Shareholders' Mandate pursuant to the provisions of the Main Market Listing Requirements of Bursa Securities and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This will reduce substantially the expenses associated with the convening of general meetings on ad hoc basis, improve administrative efficiency considerably and allow manpower resources and time to be focused on attaining the Group's corporate objectives and business opportunities.

The Proposed Shareholders' Mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 30 April 2024 which is available on the Company's website at <https://www.majuperak.com.my> for further information.

CORPORATE INFORMATION

BOARD OF DIRECTORS

DATUK REDZA RAFIQ BIN ABDUL RAZAK
Executive Chairman

LIM TIAN HUAT
Senior Independent Non-Executive Director

AHMAD NAJMI BIN KAMARUZAMAN
Independent Non-Executive Director

DATO' TUN HISAN BIN DATO' TUN HAMZAH
Independent Non-Executive Director

DATUK ABU BAKAR BIN HASSAN
Independent Non-Executive Director

DATO' MOHD AZMI BIN OTHMAN
Non-Independent Non-Executive Director

DATO' DR. AMINUDDIN BIN MD HANAFIAH
Independent Non-Executive Director

NORAZALI BIN NORDIN
Independent Non-Executive Director

DATUK DR. WAN NORASHIKIN BINTI WAN NOORDIN
Independent Non-Executive Director

KHAIRUDDIN BIN MOHAMED AZAHARI
Independent Non-Executive Director

AUDIT COMMITTEE

Chairman
LIM TIAN HUAT
Senior Independent Non-Executive Director

AHMAD NAJMI BIN KAMARUZAMAN
Independent Non-Executive Director

DATO' TUN HISAN BIN DATO' TUN HAMZAH
Independent Non-Executive Director

DATUK ABU BAKAR BIN HASSAN
Independent Non-Executive Director

DATO' MOHD AZMI BIN OTHMAN
Non-Independent Non-Executive Director

NOMINATION COMMITTEE

Chairman
AHMAD NAJMI BIN KAMARUZAMAN
Independent Non-Executive Director

DATUK ABU BAKAR BIN HASSAN
Independent Non-Executive Director

NORAZALI BIN NORDIN
Independent Non-Executive Director

REMUNERATION COMMITTEE

Chairman
DATUK ABU BAKAR BIN HASSAN
Independent Non-Executive Director

LIM TIAN HUAT
Senior Independent Non-Executive Director

DATO' TUN HISAN BIN DATO' TUN HAMZAH
Independent Non-Executive Director

RISK MANAGEMENT COMMITTEE

Chairman
DATO' TUN HISAN BIN DATO' TUN HAMZAH
Independent Non-Executive Director

AHMAD NAJMI BIN KAMARUZAMAN
Independent Non-Executive Director

DATO' DR. AMINUDDIN BIN MD HANAFIAH
Independent Non-Executive Director

ESOS COMMITTEE

Chairman
NORAZALI BIN NORDIN
Independent Non-Executive Director

SYED AGIL BIN SYED HASHIM
Group Chief Executive Officer

AHMAD IZRAL BIN ABDUL KARIM
Chief Financial Officer

COMMITTEE TO REVIEW PRESS OR PUBLIC ANNOUNCEMENT

DATUK REDZA RAFIQ BIN ABDUL RAZAK
Executive Chairman

SYED AGIL BIN SYED HASHIM
Group Chief Executive Officer

AHMAD IZRAL BIN ABDUL KARIM
Chief Financial Officer

CORPORATE INFORMATION (CONTINUED)**MANAGEMENT TEAM**

DATUK REDZA RAFIQ BIN ABDUL RAZAK
Executive Chairman

SYED AGIL BIN SYED HASHIM
Group Chief Executive Officer

AHMAD IZRAL BIN ABDUL KARIM
Chief Financial Officer

MD SHAIZATUL AZAM BIN CHE SODA
General Manager,
Corporate Services

HELMY ISKANDAR BIN NOFAN
General Manager,
Property Development & Infrastructure

REGISTERED OFFICE

55A, Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh
Perak Darul Ridzuan
Tel: (+605) 5474 833
Fax: (+605) 5474 363
E-Mail: boardroom-kl@boardroomlimited.com

PRINCIPAL PLACE OF BUSINESS

Aras 1, Bazar Ipoh
Jalan Sultan Nazrin Shah
31350 Ipoh
Perak Darul Ridzuan
Tel: (+605) 2262 888
Fax: (+605) 2262 889
Email: info@majuperak.com.my
Website: www.majuperak.com.my

COMPANY SECRETARIES

Chan Eoi Leng
(SSM PC No. 202008003055) (MAICSA 7030866)

Chong Kwai Yoong
(SSM PC No. 202308000244) (MAICSA 7075434)

AUDITORS

Al Jafree Salihin Kuzaimi PLT
201506002872 (LLP0006652-LCA) (AF 1522)
Chartered Accountants
555, Jalan Samudra Utara 1 Taman Samudra
68100 Batu Caves, Selangor Darul Ehsan

PRINCIPAL BANKERS

RHB Bank Berhad
Malayan Banking Berhad
Bank Islam Malaysia Berhad
Affin Bank Berhad
Bank Kerjasama Rakyat Malaysia

SHARE REGISTRAR

Boardroom Share Registrars Sdn Bhd
[Registration No. 199601006647 (378993-D)]
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13
46200 Petaling Jaya Selangor Darul Ehsan
Tel: (+603) 7890 4700 (Helpdesk)
Fax: (+603) 7890 4670
Website: www.boardroomlimited.com
Email: BSR.Helpdesk@boardroomlimited.com

SOLICITORS

Messrs. Hasanuddin Syazwani & Ghazali
Advocates & Solicitors
No. 24 & 24A, Jalan Tun Abdul Razak
Taman Cherry 30100 Ipoh
Perak Darul Ridzuan

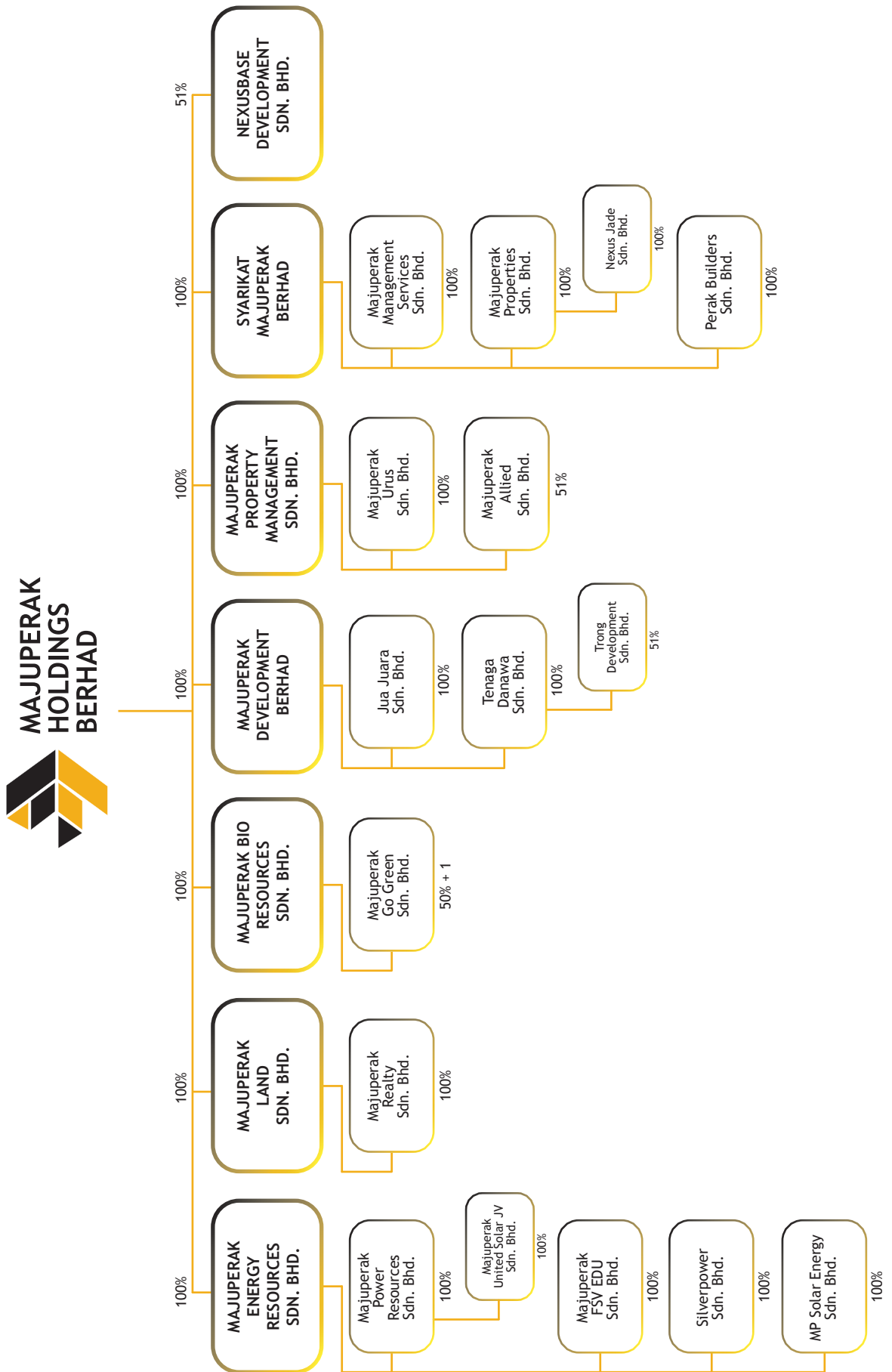
Messrs. Izrin Naim & Associates
Advocates & Solicitors
No.12, Medan Gopeng 3
Medan Gopeng, 31350 Ipoh
Perak Darul Ridzuan

Messrs. Suraiya Arif, Miranda & Tan
Advocates & Solicitors
No. 12-1, Jalan Solaris 3
Solaris Mont Kiara, Off Jalan Duta Kiara
50480 Kuala Lumpur

STOCK EXCHANGE LISTING

Main Board of Bursa Malaysia Securities Berhad
Stock Code: 8141
Stock Short Name: MJPERAK

CORPORATE STRUCTURE (MHB & THE SUBSIDIARIES)



BOARD OF DIRECTORS



DATUK REDZA RAFIQ BIN ABDUL RAZAK

EXECUTIVE CHAIRMAN

MALAYSIAN | AGE 55

DATE OF APPOINTMENT

24 February 2021 as Non-Independent Non-Executive Director
3 March 2021 redesignated as Executive Chairman

LENGTH OF SERVICES AS DIRECTOR

(as at 30 April 2024)

3 years 2 months

LENGTH OF SERVICES AS EXECUTIVE CHAIRMAN

(as at 30 April 2024)

3 years 1 month

DATE OF THE LAST RE-APPOINTMENT

1 June 2023

BOARD MEETINGS ATTENDED:

6/6

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Honorary Doctorate (Economics), Universiti Malaysia Perlis
- BSc.(Hons.) Economics & Business, University of Hull, United Kingdom

PRESENT DIRECTORSHIP(S)

- Chairman, Non-Independent and Non-Executive Director, Perak Corporation Berhad (listed in Bursa Malaysia)

PRESENT APPOINTMENT(S)

- Chief Executive, Perbadanan Kemajuan Negeri Perak

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Chief Executive Officer, Sime Darby Property, Malaysian Vision Valley 2.0
- Director Investment, Sime Darby Property
- Chief Executive, Northern Corridor Implementation Authority
- Managing Director, Cyberview Sdn. Bhd.
- Chief Executive Officer, Cyberview Sdn. Bhd.
- Chief Operations Officer, Cyberview Sdn. Bhd.

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)



LIM TIAN HUAT

SENIOR INDEPENDENT, NON-EXECUTIVE DIRECTOR

MALAYSIAN | AGE 69

DATE OF APPOINTMENT

11 August 2020

LENGTH OF SERVICES

(as at 30 April 2024)

3 years 8 months

DATE OF THE LAST RE-APPOINTMENT

28 June 2022

BOARD MEETINGS ATTENDED:



ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- BA in Economics (Hons.), Manchester Metropolitan University, United Kingdom.
- Founding President & Member, Insolvency Practitioners’ Association of Malaysia (IPAM)
- Member, Malaysian Institute of Accountants (MIA)
- Member, Malaysian Institute of Certified Public Accountants (MICPA)
- Fellow, Association of Chartered Certified Accountants (ACCA)

PRESENT DIRECTORSHIP(S)

- Anglo-Eastern Plantations PLC (listed in London Stock Exchange)
- DUET Acquisition Corp (listed in Nasdaq)
- Pacific & Orient Insurance Co. Berhad

PRESENT APPOINTMENT(S)

- Managing Partner, Lim Tian Huat & Co
- Executive Chairman, Rodgers Reidy & Co
- Managing Director, A Advisory Sdn. Bhd.

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Partner, Ernst & Young Malaysia
- Partner, Arthur Andersen Malaysia
- Commissioner, United Nations Compensation Commission
- Director, Perbadanan Insurans Deposit Malaysia (PIDM)
- Director, UEM Sunrise Berhad
- Director, Bank of Yingkou, China
- Director, Malaysia Building Society Berhad
- Director, PLUS Malaysia Berhad

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)

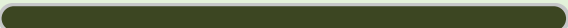


**AHMAD NAJMI BIN
KAMARUZAMAN**
INDEPENDENT, NON-EXECUTIVE DIRECTOR
MALAYSIAN | AGE 42

DATE OF APPOINTMENT
10 August 2018

LENGTH OF SERVICES
(as at 30 April 2024)
5 years 8 months

DATE OF THE LAST RE-APPOINTMENT
28 June 2022

BOARD MEETINGS ATTENDED:
 **6/6**

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Master of Business Administration (AMBA Accredited), University of Portsmouth United Kingdom
- Bachelor of Business Administration, International Islamic University of Malaysia

PRESENT DIRECTORSHIP(S)

- Nil

PRESENT APPOINTMENT(S)

- Nil

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Executive (Credit Monitoring Department), Export-Import Bank of Malaysia Berhad (Exim Bank)
- Executive (Corporate Communications Department), Export-Import Bank of Malaysia Berhad (Exim Bank)
- Document Analyst (PLB Trade Department), Scope International (Standard Chartered)

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)



**DATO' TUN HISAN BIN
DATO' TUN HAMZAH**

DPMS, DIMP, DSPN, PSPP, PJPJN, AMN

INDEPENDENT, NON-EXECUTIVE DIRECTOR

MALAYSIAN | AGE 65

DATE OF APPOINTMENT

11 August 2020

LENGTH OF SERVICES

(as at 30 April 2024)

3 years 8 months

DATE OF THE LAST RE-APPOINTMENT

28 June 2022

BOARD MEETINGS ATTENDED:



ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Master Degree in Social Sciences, Universiti Kebangsaan Malaysia

PRESENT DIRECTORSHIP(S)

- Nil

PRESENT APPOINTMENT(S)

- Nil

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Chief Police Officer of Selangor, Royal Malaysia Police
- Executive Chairman, TUN Security Services Sdn. Bhd.
- Director, TUN Security Services Sdn. Bhd.
- Director, Kontan Emas (M) Sdn. Bhd.
- Director, Tun Poultry Farm Sdn. Bhd.
- Director, SMOBILE (M). Sdn Bhd.
- Director, Westrank Equity Sdn. Bhd.
- Chairman, Convep Mobilogy Sdn. Bhd.
- Director, Totalrenewables Sdn Bhd.

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)



DATUK ABU BAKAR BIN HASSAN

INDEPENDENT, NON-EXECUTIVE DIRECTOR

MALAYSIAN | AGE 69

DATE OF APPOINTMENT

11 August 2020

LENGTH OF SERVICES

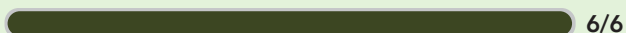
(as at 30 April 2024)

3 years 8 months

DATE OF THE LAST RE-APPOINTMENT

1 June 2023

BOARD MEETINGS ATTENDED:



ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor Degree in Art (Hons), University of Malaya
- Diploma in Public Management, Institut Tadbiran Awam Negara (INTAN)

PRESENT DIRECTORSHIP(S)

- Ivory Properties Group Berhad (listed in Bursa Malaysia)

PRESENT APPOINTMENT(S)

- Nil

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Federal Secretary of Sabah, Sabah Federal Secretary's Office
- Director General, National Housing Department
- Yang Dipertua, Penang Municipal Council
- Director, Department of Land and Mine, Negeri Sembilan

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)



DATO' MOHD AZMI BIN OTHMAN

NON-INDEPENDENT, NON-EXECUTIVE DIRECTOR

MALAYSIAN | AGE 56

DATE OF APPOINTMENT

24 May 2021

LENGTH OF SERVICES

(as at 30 April 2024)

2 year 11 months

DATE OF THE LAST RE-APPOINTMENT

29 June 2021

BOARD MEETINGS ATTENDED:



ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor's in Law (Hons.), Universiti Teknologi MARA (UiTM)

PRESENT DIRECTORSHIP(S)

- Director, Perbadanan Kemajuan Negeri Perak

PRESENT APPOINTMENT(S)

- Advocates & Solicitors, Messrs. Azmi Hisham & Co.
- Director, USAS Berhad
- Ahli Lembaga Pemegang Amanah, Yayasan Nur Ikhlas

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Director, Utusan Melayu (M) Berhad
- Director, Majuperak Holdings Berhad (2014-2018)
- Director, KYM Holdings Berhad (listed in Bursa Malaysia)
- Director, Royal Perak Golf Club Berhad
- Member of Investment and Development Committee, Majlis Agama Islam Dan Adat Melayu Perak (MAIPk)
- Member of Committee, Dewan Perniagaan Melayu Malaysia Negeri Perak
- Secretary General, Majlis Kebajikan Masyarakat Negeri Perak
- Member of Committee, Majlis Gagasan Badan Ekonomi Melayu (GABEM)
- Member of Disciplinary Committee, Badan Peguam Malaysia Perak

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any personal interest, in any business arrangement involving the Company.

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)



DATO' DR. AMINUDDIN BIN MD HANAFIAH

INDEPENDENT, NON-EXECUTIVE DIRECTOR

MALAYSIAN | AGE 60

DATE OF APPOINTMENT

24 May 2021

LENGTH OF SERVICES

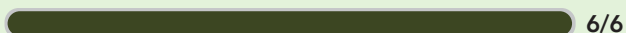
(as at 30 April 2024)

2 year 11 months

DATE OF THE LAST RE-APPOINTMENT

1 June 2023

BOARD MEETINGS ATTENDED:



ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Ph.D. (Politics and Government), Universiti Putra Malaysia
- Master's Degree in Science (Politics and Government), Universiti Putra Malaysia
- Bsc. in Business Administration (Finance), University of Tulsa, Oklahoma, U.S.A
- Diploma in Business Studies (Marketing), Universiti Teknologi Mara (UiTM)

PRESENT DIRECTORSHIP(S)

- Nil

PRESENT APPOINTMENT(S)

- Board of Trustee Yayasan Bina Upaya

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Board of Trustees, Lembaga Biasiswa Anak-Anak Perak
- Board Member, Datasonic Technologies
- Board Member, Perak State Economic Development Corporation
- Board Member, Syarikat Perumahan Negara Berhad
- Board Member, Universiti Teknikal Malaysia Melaka (UTeM)
- Director, Rapid Rail Sdn. Bhd. (subsidiary of Prasarana Malaysia Berhad)
- Perak State Assemblyman (State Legislature) for N24, Hulu Kinta
- Political Secretary to Minister of Finance II, Ministry of Finance, Malaysia
- Executive Director, M.S.B. Development Sdn. Bhd.
- Director/General Manager, Seri Rapat Sdn. Bhd.
- Senior Manager, Finance and Administration, Meru Valley Resort Berhad
- Manager of Finance and Administration, Darul Ridzuan Golf Club, Meru
- Officer, Industrial Promotion, Perak State Economic Development Corporation

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)



NORAZALI BIN NORDIN

INDEPENDENT, NON-EXECUTIVE DIRECTOR

MALAYSIAN | AGE 50

DATE OF APPOINTMENT

24 May 2021

LENGTH OF SERVICES

(as at 30 April 2024)

2 year 11 months

DATE OF THE LAST RE-APPOINTMENT

29 June 2021

BOARD MEETINGS ATTENDED:



ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Arts (B.A) (Hons.), University of Nottingham, United Kingdom
- Admitted to English Bar – Michaelmas 1997

PRESENT DIRECTORSHIP(S)

- Nil

PRESENT APPOINTMENT(S)

- Advocates & Solicitors, Messrs. Maxwell Kenion Cowdy & Jones
- Member of Disciplinary Committee, Advocates Complaints Board

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Nil

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)



**DATUK DR. WAN NORASHIKIN
BINTI WAN NOORDIN** D.P.S.M, P.M.P

INDEPENDENT, NON-EXECUTIVE DIRECTOR

MALAYSIAN | AGE 51

DATE OF APPOINTMENT

13 March 2023

LENGTH OF SERVICES

(as at 30 April 2024)

1 year and 1 month

DATE OF THE LAST RE-APPOINTMENT

1 June 2023

BOARD MEETINGS ATTENDED:



ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Bachelor of Dental Surgery (BDS), Universiti Malaya

PRESENT DIRECTORSHIP(S)

- Nil

PRESENT APPOINTMENT(S)

- Nil

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Perak State Executive Council (2020 – 2022)
- Perak State Assemblywoman (2018 – 2022)
- Director, Perak Corporation Berhad (2009 – 2018) (listed in Bursa Malaysia)
- Perak State Assemblywoman (2008 – 2013)
- Government/Private Dental Officer (1997 – 2008)

FAMILY RELATIONSHIP

- She does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- She does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- She has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

BOARD OF DIRECTORS (CONTINUED)

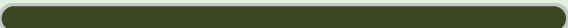


KHAIRUDDIN BIN MOHAMED AZAHARI
INDEPENDENT, NON-EXECUTIVE DIRECTOR
MALAYSIAN | AGE 59

DATE OF APPOINTMENT
13 March 2023

LENGTH OF SERVICES
(as at 30 April 2024)
1 year and 1 month

DATE OF THE LAST RE-APPOINTMENT
1 June 2023

BOARD MEETINGS ATTENDED:
 **5/5**

ACADEMIC/PROFESSIONAL QUALIFICATION(S)

- Master’s Degree in Management, Universiti Sultan Azlan Shah, Kuala Kangsar, Perak
- Certificate of Adolescent Care/Coronary Care, University of Hertfordshire, United Kingdom
- Bachelor Degree (Hons.) in Health Science, Universiti Industri Selangor
- Diploma in Education, Universiti Industri Selangor

PRESENT DIRECTORSHIP(S)

- Nil

PRESENT APPOINTMENT(S)

- Nil

PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S)

- Medical Assistant Tutor, Institusi Latihan Kementerian Kesihatan Malaysia, Sultan Azlan Shah Ulu Kinta, Perak (2011 – 2021)
- Medical Assistant Tutor, Kolej Pembantu Perubatan Ulu Kinta, Perak (2003 – 2010)
- Medical Assistant Officer, Klinik Kesihatan Lenggong (1996 – 2003)
- Junior Hospital Assistant, Hospital Bahagia Ulu Kinta, Perak (1990 – 1993)

FAMILY RELATIONSHIP

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

KEY SENIOR MANAGEMENT

DATUK REDZA RAFIQ BIN ABDUL RAZAK

EXECUTIVE CHAIRMAN

Refer to the Profile of Directors on page 12.



SYED AGIL BIN SYED HASHIM
GROUP CHIEF EXECUTIVE OFFICER
 MALAYSIAN | AGE 51

DATE OF APPOINTMENT

- 1 November 2022

LENGTH OF SERVICES (AS AT 30 APRIL 2024)

- 1 year 6 months

ACADEMIC/PROFESSIONAL QUALIFICATIONS

- Masters of Business Administration (Finance), International Islamic University Malaysia
- Bachelor in Accounting (Hons.), International Islamic University Malaysia
- Member, Malaysian Institute of Accountants (MIA)

WORKING EXPERIENCES

- Chief Financial Officer, Majuperak Holdings Berhad (08/2022 – 10/2022)
- General Manager, Corporate Finance, Majuperak Holdings Berhad (07/2022 – 08/2022)
- Deputy Chief Executive (Corporate Relations), Perbadanan Kemajuan Negeri Perak (2021)
- Chief Financial Officer, Malaysian Biotechnology Corporation Sdn. Bhd. (2006 – 2020)
- Finance Manager, Multimedia Development Corporation Sdn. Bhd. (2000 – 2006)
- Audit Senior, KPMG (1995-1999)

OTHER DIRECTORSHIP(S) IN PUBLIC LISTED COMPANIES AND LISTED ISSUERS

- Nil

FAMILY RELATIONSHIP/CONFLICT OF INTEREST

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year



AHMAD IZRAL BIN ABDUL KARIM
CHIEF FINANCIAL OFFICER
 MALAYSIAN | AGE 47

DATE OF APPOINTMENT

- 1 November 2022

LENGTH OF SERVICES (AS AT 30 APRIL 2024)

- 1 year 6 months

ACADEMIC/PROFESSIONAL QUALIFICATIONS

- Chartered Accountant, Malaysian Institute of Accountant (MIA)
- Bachelor in Accountancy (Hons.), Universiti Teknologi MARA (UiTM)

WORKING EXPERIENCES

- Director, Finance & Accounts Majuperak Holdings Berhad (07/2022 – 10/2022)
- Vice President of Finance & Facilities Management, Malaysian Bioeconomy Development Corporation (2006 – 2020)
- Group Finance Manager, Redtone International Berhad (2005 – 2006)
- Group Accountant, AWC Berhad (2003 – 2005)
- Senior Associates (Audit & Assurance), Ernst & Young (2002 – 2003)
- Audit Senior, Authur Andersen (1999-2002)

OTHER DIRECTORSHIP(S) IN PUBLIC LISTED COMPANIES AND LISTED ISSUERS

- Nil

FAMILY RELATIONSHIP/CONFLICT OF INTEREST

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

KEY SENIOR MANAGEMENT (CONTINUED)



**MD SHAIZATUL AZAM
BIN CHE SODA**

GENERAL MANAGER, CORPORATE SERVICES
MALAYSIAN | AGE 57

DATE OF APPOINTMENT

- 1 April 2021

LENGTH OF SERVICES (AS AT 30 APRIL 2024)

- 3 years 29 days

ACADEMIC/PROFESSIONAL QUALIFICATIONS

- Masters in Business Administration (MBA), Universiti Teknologi MARA (UiTM)
- Professional Qualification of Institute of Chartered Secretaries and Administration (ICSA), United Kingdom
- Fellow Member of Malaysia Institute of Chartered Secretaries and Administration (MAICSA) and Chartered Governance Institute (UK)
- Member of the Malaysian Institute of Corporate Governance (MICG)
- Associate Member of the Institute of Business Administration (UK)
- Chartered Company Secretary (CS)
- Chartered Corporate Governance Professional (CGP)
- Certified Human Resource Development Fund (HRDF) Trainer

WORKING EXPERIENCES

- General Manager, Corporate Services of Perbadanan Kemajuan Negeri Perak Group (2017 – 2021)
- Vice President (Group Corporate) of Alliance Bank Berhad (2015 – 2017)
- General Manager, Legal & Secretarial of Eversendai Corporation Berhad (2014 – 2015)
- Group Company Secretary / Compliance of Batu Kawan Berhad (KLK Group) (1998 – 2014)
- Executive Director of Whitmore Holdings Sdn. Bhd (2005 – 2014)
- Group Company Secretary & Head of Corporate Services of TF Corporation Sdn. Bhd. (1994 – 1998)
- Senior Officer (Corporate) of Malaysia Airlines System Berhad (1992 – 1994)
- Officer of Public Bank Berhad (1991 – 1992)

OTHER DIRECTORSHIP(S) IN PUBLIC COMPANIES AND LISTED ISSUERS

- Nil

FAMILY RELATIONSHIP/CONFLICT OF INTEREST

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

SECURITIES HOLDINGS IN THE COMPANY

- 3,000 ordinary shares

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year



**HELMY ISKANDAR BIN
NOFAN**

**GENERAL MANAGER, PROPERTY
DEVELOPMENT & INFRASTRUCTURE**
MALAYSIAN | AGE 44

DATE OF APPOINTMENT

- 4 October 2021

LENGTH OF SERVICES (AS AT 30 APRIL 2024)

- 2 year 6 months

ACADEMIC/PROFESSIONAL QUALIFICATIONS

- Certified ISO 9001:2015 Lead Auditor (2017)
- Certified Construction Industry Development Board Quality Assessment System for Building Construction (CIDB QCLASSIC) Assessor (2016)
- Bachelor Degree in Civil & Environmental Engineering (Hons.) Universiti Kebangsaan Malaysia (UKM) (1999-2003)

WORKING EXPERIENCES

- Head, QHSE Management, Perbadanan PR1MA Malaysia (2019)
- Manager, QAQC (Head of Unit) SP Setia Berhad (2014-2015)
- Manager, Quality Assurance/TQM (Assistant Head of Department), Sunway Berhad (2013-2014)
- Assistant Manager, Quality Assurance (Regional Head)/Sunway Construction Sdn.Bhd (2012-2013)
- Assistant Manager, Quality Assurance, Silver Coast – Sunway Innopave Jv, (2008-2012)
- Engineer, Quality Assurance, Sunway Construction Sdn. Bhd. (2008)
- Senior Engineer, Pristine Hub Sdn.Bhd. (2007-2008)
- Engineer/Coordinator, Tenaga Nirwana Sdn. Bhd. (2003-2007)

OTHER DIRECTORSHIP(S) IN PUBLIC COMPANIES AND LISTED ISSUERS

- Nil

FAMILY RELATIONSHIP/CONFLICT OF INTEREST

- He does not have any family relationship with other Directors and/or major shareholders of the Company or any conflict of interest with the Company

CONFLICT OF INTEREST

- He does not have any conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries

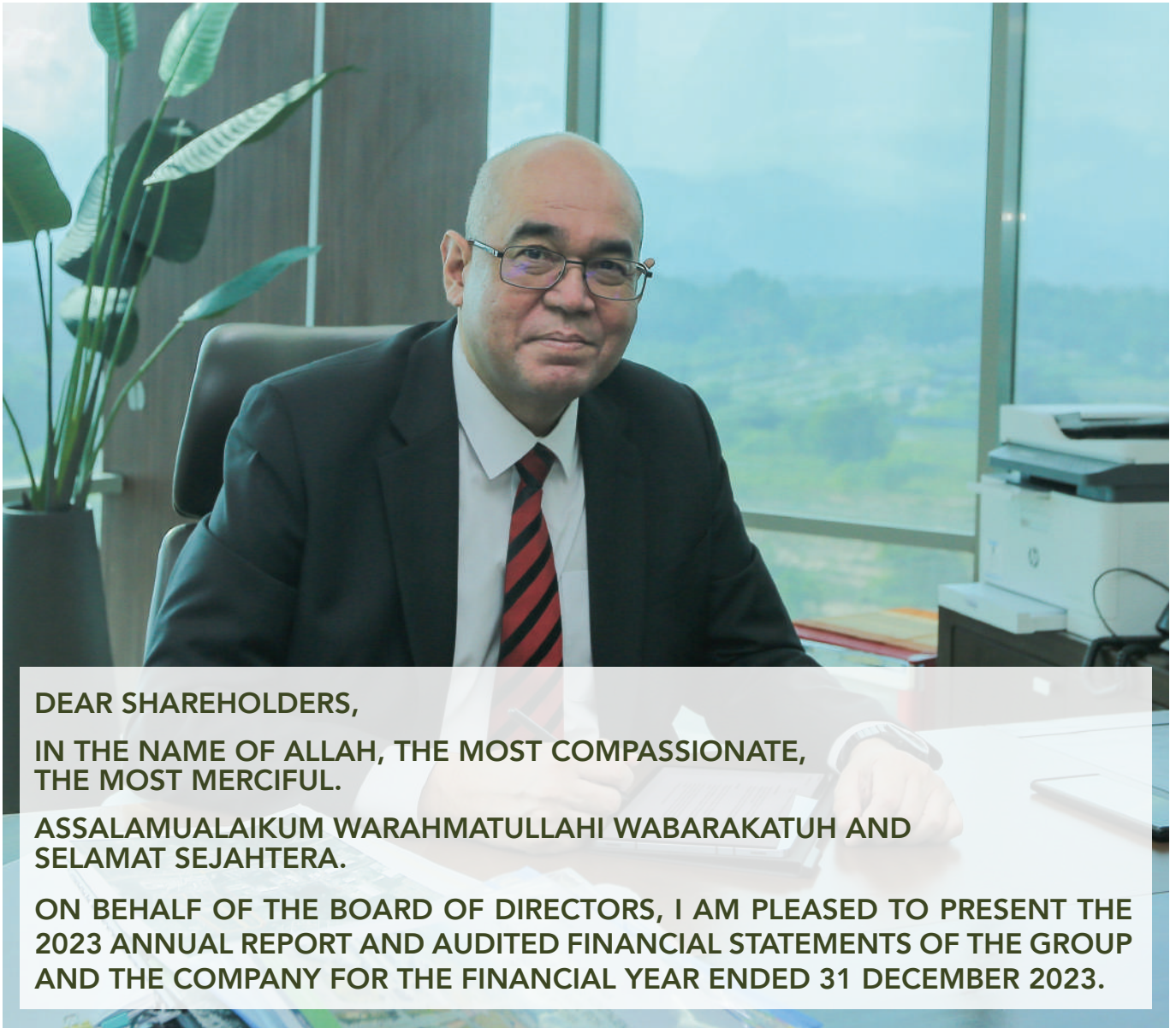
SECURITIES HOLDINGS IN THE COMPANY

- Nil

CONVICTION OF OFFENCES

- He has not been convicted for any offence within the past 5 years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year

CHAIRMAN'S STATEMENT



DEAR SHAREHOLDERS,

**IN THE NAME OF ALLAH, THE MOST COMPASSIONATE,
THE MOST MERCIFUL.**

**ASSALAMUALAIKUM WARAHMATULLAHI WABARAKATUH AND
SELAMAT SEJAHTERA.**

**ON BEHALF OF THE BOARD OF DIRECTORS, I AM PLEASED TO PRESENT THE
2023 ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS OF THE GROUP
AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023.**

FINANCIAL REVIEW

For the financial year ended 31 December 2023, the Group reported a total revenue of RM20.45 million, with a post-tax loss of RM11.11 million. The current year's loss had reduced compared to the previous year. The loss was primarily due to the uncertainties of the market conditions, including trends in construction material prices, availability of labour, and overall economic indicators. The Group's net loss was also significantly impacted by a provision of impairment in goodwill arising from the acquisition of a subsidiary amounting to RM6.52 million.

The total revenue of RM20.45 million was predominantly derived from the facilities management segment, contributed via the

acquisition of the Allied Group in late 2022. The net revenue generated through its strata building management services represents about 80% of the Group's total revenue for 2023; and there are approximately 130 ongoing contracts under the Allied Group's portfolio as of the end of 2023. The remaining of the Group's total revenue was contributed by income from the renewable energy segment, as well as rentals from the Company's investment properties.

The Group also completed a debt settlement agreement with Perak Agro Corporation Sdn Bhd via the land transfer, with a total profit of RM8.9 million accounted under other income. The Group needed to impair goodwill on consolidation of approximately RM6.52 million due to uncertainties regarding a housing development project in Shah

CHAIRMAN'S STATEMENT (CONTINUED)

Alam, which the Group acquired from Sloane Infinity Asia Pacific Sdn Bhd. The Group had issued a notice for share repurchase due to the vendor of the project's failure to fulfill specific performance undertakings.

In line with various challenges that were faced by the Group, we continued to enhance operational efficiency which has resulted in lower operating expenditure by 34% as compared to the previous year, excluding the one-off provision for impairment in goodwill. The Group maintained a satisfactory financial position by the end of 2023, with total assets amounting to RM282.64 million against total liabilities of RM95.01 million, resulting in a positive net asset value of RM187.64 million.

The Group's cash and bank balances stood at RM2.87 million as of 31 December 2023 and net asset per share was RM0.66 as compared to RM0.70 in the previous year.

The Board does not recommend the payment of dividends in respect of the financial year ended 31 December 2023.

AFFECTED LISTED ISSUER

The Group has been classified as an Affected Listed Issuer since 13 April 2020, necessitating close collaboration with our Principal Adviser to formulate and submit the required Regularisation Plan. The Group requested a further extension of time ("EOT") from Bursa Securities on 10 October 2023 and subsequently was granted to extend the submission to 11 April 2024.

On 9 April 2024, the Group sought a further extension of time from Bursa Malaysia to finalise several negotiations and approvals for certain projects and initiatives that have been identified under its proposed Regularisation Plan. Our application is currently being reviewed by Bursa Malaysia.

Nevertheless, various progress was made during the year, particularly as demonstrated in the execution of a Master Development Agreement ("MDA") with Perbadanan Kemajuan Negeri Perak ("PKNPk"). The MDA formalizes synergistic collaborations between the parties, such as in the areas of development of residential housing projects, renewable energy, and eco-tourism projects.

The Group also signed several MoUs with various strategic partners to explore potential collaborations to develop ground-mounted and floating solar photovoltaic projects in Perak. In addition, the Perak State Government has approved the Group's role to spearhead the execution of the development of Large-Scale Solar projects on suitable water bodies in Perak. These developments are in line with the Perak Sejahtera 2030 flagship plan and the Malaysia Renewable Energy Roadmap (MyRER) ambition to have more renewable energy capacity in the national energy grid.

Moving forward, the Group is committed towards regulatory compliance and the successful implementation of the Regularisation Plan.

OPERATIONAL REVIEW

The property industry in Malaysia faced significant challenges throughout 2023. However, our unwavering commitment remained steadfast as the Group diligently pursued its existing development projects, including the launch of the Batu Gajah and Trong Bakti housing projects. In 2023, the Group had to reschedule the launches of several projects due to market conditions and revisit its sales and marketing strategy. Proactive initiatives were also being implemented to initiate pipelines and future projects within the state of Perak, underscoring our dedication to drive revenue growth within the property development segment.

Meanwhile, the facilities management segment has emerged as the top revenue generator in 2023, contributing RM16.36 million to the Group's total revenue (2022: RM3.12 million) from the strata building management services. Several new maintenance contracts in facilities management had been secured; and this has further bolstered revenue streams. Moving forward, strategic plans are in place to expand the Group's facilities and building management services, with a focus on capitalizing on the opportunities both within and beyond the state of Perak.

In the realm of renewable energy, the Group's existing solar farms continued to contribute sustainable revenue to the Group. For the year 2023, the solar farms generated a total of approximately 1,724 megawatts, translating into RM1.77 million in revenue. Additionally, revenue in this segment was complimented by projects under

CHAIRMAN'S STATEMENT (CONTINUED)

the Net Energy Metering ("NEM") Scheme. The Group remains committed to the continuation of rooftop solar via the NEM scheme. It anticipates further expansion of the business segment, in alignment with the government's extension of the NEM 3.0 program. Furthermore, the Group entered into multiple Memorandums of Understanding ("MoUs") in 2023, aimed at strengthening its renewable energy portfolio to meet renewable energy targets both at the state and national level, thus reflecting the Group's commitment to sustainable energy development.

Finally, the Group's revenue is further supplemented by various other sources such as trading, rental, and investment holding. This segment earned RM2.13 million in revenue for 2023, as compared to RM3.04 million in 2022. Among the main contributors is rental income from our investment properties such as Bazar Ipoh and Jelapang Square commercial units.

Despite many challenges, we remain optimistic about the prospects of the Group. With strategic initiatives in place and a commitment towards prudent financial management, we are confident in our ability to navigate through challenges and capitalize on opportunities, ensuring sustainable growth and delivering value to our shareholders. We are committed to enhancing transparency, accountability, and shareholder value, for which I extend my gratitude to our stakeholders for their unwavering support as we continue this journey together.

OUTLOOK & PROSPECTS

After almost two years of a global pandemic that has severely impacted economic and social activities, 2023 is the year of economic recovery, albeit with a weak outlook. Economic experts maintain Malaysia's growth forecast for 2024, despite a slight below expectations dip in fourth-quarter growth. Bank Negara Malaysia announced on 16 February 2024, that Malaysia's economy has normalized to a growth rate of 3.7% in 2023, following robust growth of 8.7% in the previous year. The moderation in growth can be attributed to various factors, including sluggish global trade, a downturn in the global tech industry, geopolitical tensions, tighter monetary policies, and the current foreign currency condition in Malaysia. (Source: Economic and Financial Developments in Malaysia in the Fourth Quarter of 2023, Bank Negara Malaysia)

The property market in Malaysia is poised for further growth and positive outcomes in 2024, according to the projections by the Malaysian Institute of Estate Agents (MIEA). This optimistic outlook is attributed to numerous ongoing initiatives that are set for the year amid challenges mainly on the external front. The government's fiscal policy, such as the full exemption on stamp duty for first-time house buyers (for RM500,000 and below) until the end of 2025, will also encourage home ownership in the country. The Group is confident in its ability to adapt to evolving market dynamics and deliver high-quality developments tailored to our customers' needs. Notably, the Group will focus on several housing projects slated for rollout in 2024. These include the launch of our affordable housing project in Batu Gajah, featuring 601 units with an estimated GDV of RM141 million. Additionally, the Trong Bakti housing project, featuring 277 units with an estimated GDV of RM65 million, is also in progress. Moving forward, in respect of the land swap exercise entered into with PKNPk on 13 August 2021, the Group is looking at initiating the development of Kanthan land into an industrial park within the Silver Valley Technology Park ("SVTP"). Furthermore, under the collaboration with PKNPk, the Group will undertake feasibility studies for the Seri Iskandar land measuring approximately 657 acres to determine the best development strategy to unlock its value.

In 2021, the Ministry of Natural Resources, Environment & Climate Change of Malaysia ("NRECC") established a goal to achieve a 31% share of Renewable Energy ("RE") in the national installed capacity mix by 2025. This target aligns with Malaysia's international climate commitments to reduce its economy-wide carbon intensity (against GDP) by 45% by 2030 compared to the 2005 level. The realization of this vision is essential in supporting the nation's efforts to meet its Nationally Determined Contributions ("NDC") targets. Solar energy is particularly promising, given its significant potential. With a heightened focus on sustainability, our Group is strategically positioned to capitalize on the increasing demand for renewable energy solutions. Looking ahead, the Group is actively working to realise the MoUs it has entered into during 2023 to develop solar PV projects, both floating and ground-mounted solar installations in Bukit Merah, Chenderiang, and Tasik Kenering. These initiatives represent a proactive step towards contributing to Malaysia's renewable energy goals and advancing our commitment to

CHAIRMAN'S STATEMENT (CONTINUED)

sustainability. Other opportunities that may follow suit naturally such as Engineering, Procurement, Construction, and Commissioning ("EPCC") services to support the development of these projects will further enhance our contribution to the renewable energy sector.

Capitalizing on the increasing demand among asset owners for facilities management, the Group is looking forward to further enhancing its building and facilities management portfolio, with a targeted aim to secure more new contracts through our Allied Group. Additionally, we also aim to introduce other facility services such as the installation of electric vehicle ("EV") charging stations on clients' buildings that will complement further our value propositions.

Moving forward, our trading, rental, investment properties, and other segments will continue to play a pivotal role in our diversified business strategy. Bazar Ipoh which is one of the popular attractions in Ipoh is gaining more visitors with the opening of several big-bike showrooms and a famous homegrown brand restaurant during the year. Similarly, the Tasik Cermin geopark is testament to our commitment to sustainable development. It is a place where human activities and mother nature can coexist to create a positive social impact; and has been thriving with economic activities. In 2023 alone, Tasik Cermin geopark has recorded an impressive total number of 539,000 visitors. This trend is likely to continue in conjunction with Visit Perak 2024. To this end, we are actively pursuing more opportunities in eco-tourism, leveraging the natural beauty and attractions of our assets, especially for beachside resorts and parks.

In conclusion, the outlook for the Group is promising, underpinned by our unwavering commitment to our core values of integrity, innovation, and sustainability. With a clear strategic roadmap and a dedicated team, the Group is confident in the ability to navigate through challenges and seize opportunities, ensuring continued success and value creation for our shareholders, customers, employees, and other stakeholders alike.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to extend our gratitude and appreciation to my fellow Board members, the management, and the staff for their continued commitment and hard work for the Group. We would also like to thank all our valued stakeholders, including our valued customers, business partners, vendors, and shareholders, for your steadfast support, confidence, patronage, and friendship throughout the years.

As we reflect on the past year's accomplishments and look ahead to future endeavors, we remain deeply appreciative of the collective efforts and support of all our stakeholders. Together, we shall achieve greater heights of success in the years to come.

Therefore, I conclude this year's review and we look forward to 2024, to drive the Group results to the next level. Thank you and our warmest regards.

DATUK REDZA RAFIQ BIN ABDUL RAZAK

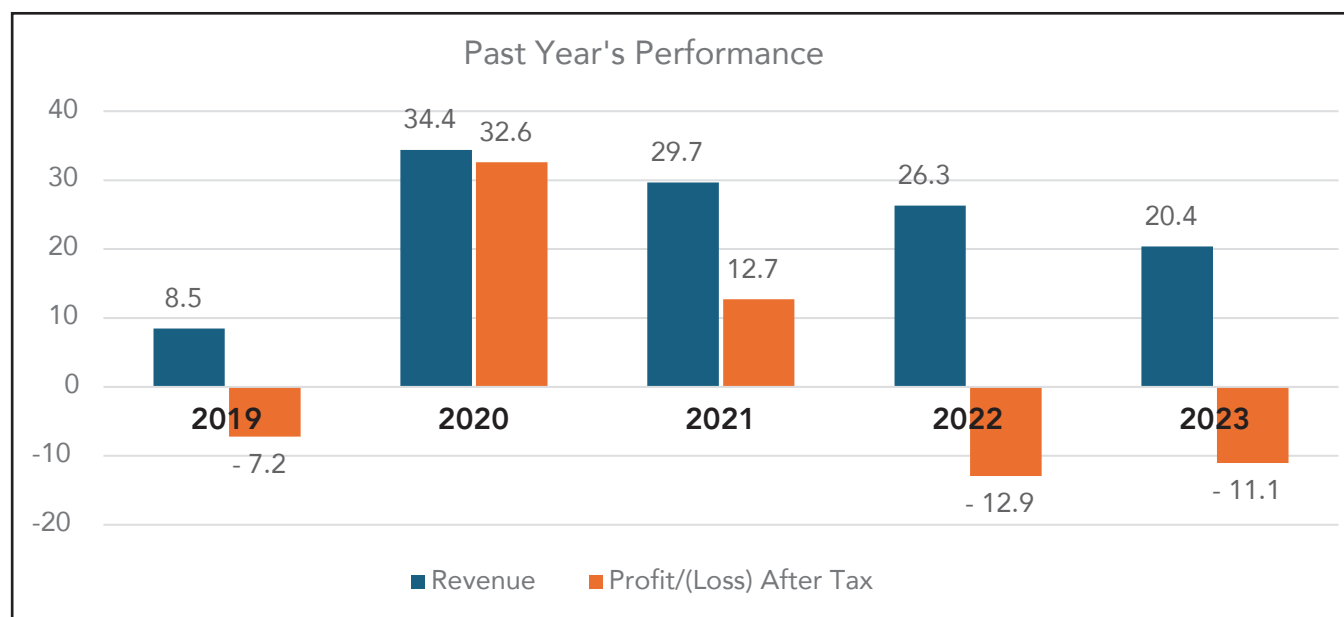
MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

REVENUE RM20.4 million 2022 : RM26.3 million	SHAREHOLDERS EQUITY RM186.9 million 2022 : RM199.4 million
NET PROFIT/ (LOSS) (RM11.1) million 2022 : (RM12.9) million	NET ASSETS RM187.6 million 2022 : RM199.6 million

The financial year 2023 was undoubtedly another challenging year for the Group amidst various market uncertainties. Despite grappling with challenges such as an economic slowdown, concerns of a looming recession, high inflation rates, energy crises, geopolitical instability, and the weakening of the currency, the Group managed to control its business operations as demonstrated by the improvement at its bottom line as compared to the previous year.

FINANCIAL REVIEW



The Group registered a total revenue of RM20.45 million for 2023, which is 22% lower than the RM26.31 million recorded in the previous year. Meanwhile, a net loss of RM11.11 million was recorded, partly attributable to the provision of impairment in goodwill arising from an acquisition of a subsidiary amounting to RM6.52 million. Nevertheless, the net loss after tax for 2023 is lower compared to the previous period of RM12.99 million, which was attributed to a profit from land disposal of RM8.9 million and an increase in revenue from the facilities management segment through its Allied Group's building

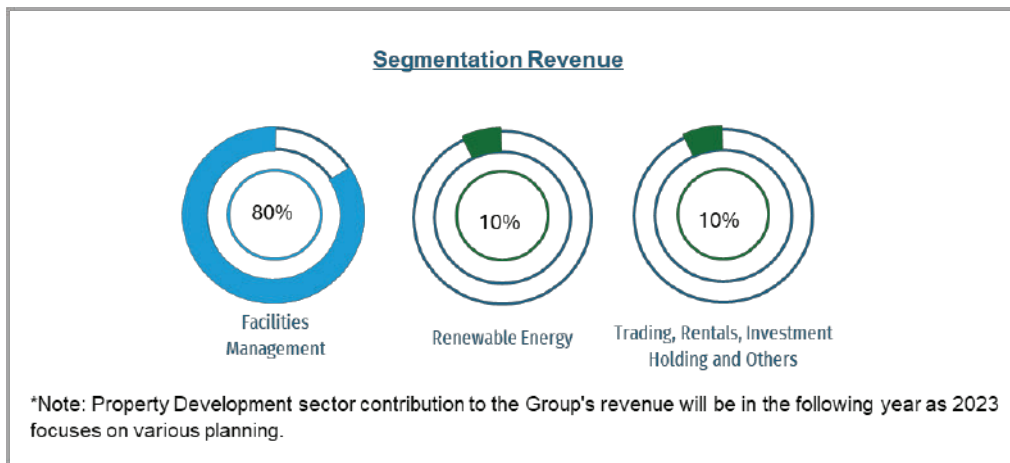
MANAGEMENT’S DISCUSSION AND ANALYSIS (CONTINUED)

management services. In addition, the Group continued to record lower operating expenditure as compared to the previous year, as a result of various cost rationalisation measures.

Overall, the facilities management segment is the Group's top contributor, accounting for 80% of its revenue, followed by renewable energy, trading & rentals, and other segments. The basic loss per share attributable to the ordinary equity holders of the Company for the year 2023 stood at 4.09 sen, lower than the previous year's 4.57 sen. Additionally, the net assets per share as of 31 December 2023 amounted to RM0.66 (2022: RM0.70). Regarding the financial position, the Group closed its books with total assets amounting to RM282.64 million against total liabilities of RM95.01 million, resulting in a positive net asset value of RM187.64 million.

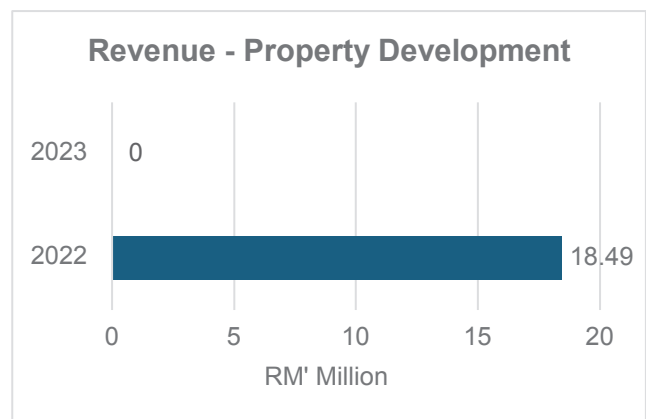
The Group remains optimistic about its prospects to return to profitability, after the approval and implementation of the Regularisation Plan. The Group has identified several development projects slated for implementation in 2024, which are expected to contribute positively to the Group's earnings and the Group's financial turnaround.

OPERATIONAL REVIEW



Property Development

As inflation and higher borrowing costs took their toll, buying trends shifted towards conservatism. Malaysia's inflation rate rose to 3.3% in 2022 (from 2.5% in 2021), according to the Malaysian Department of Statistics. Housing affordability in Perak, coupled with difficulties in securing loans and rising interest rates, became prominent among homebuyers. Consequently, fragile market sentiments dampened the pace of the residential market recovery.



Navigating through a challenging yet opportunistic landscape in 2023, the Group had to reschedule the launching of its housing projects due to uncertainties in the market conditions as well as constraints within internal resources. This provided an opportunity for the management to revisit the project planning, especially in re-strategising its sales and marketing plans.

The property market outlook for Malaysia in 2024 is cautiously optimistic, with signs of gradual recovery following the post-pandemic challenges. As the Malaysian economy rebounds from the pandemic-induced slowdown, the Malaysian government continues to implement various initiatives aimed at

MANAGEMENT’S DISCUSSION AND ANALYSIS (CONTINUED)

stimulating the property market. Consumer confidence is expected to improve, leading to increased property transactions and investments with low-interest rates and favorable financing conditions further spurring activities in the property market.

In anticipation of future opportunities, the Group is proactively expediting the pipeline housing projects to be launched in 2024. These include the launch of affordable housing projects in Batu Gajah and Trong in Perak with estimated GDV of RM141 million and RM65 million respectively. Additionally, the Group is exploring the development potential of the Silver Valley Technology Park (“SVTP”) in Kanthan upon the completion of the land swap exercise with PKNPk. Furthermore, feasibility studies are underway for the Seri Iskandar land, spanning approximately 657 acres, to determine the optimal development strategy to unlock its value.



Facilities Management

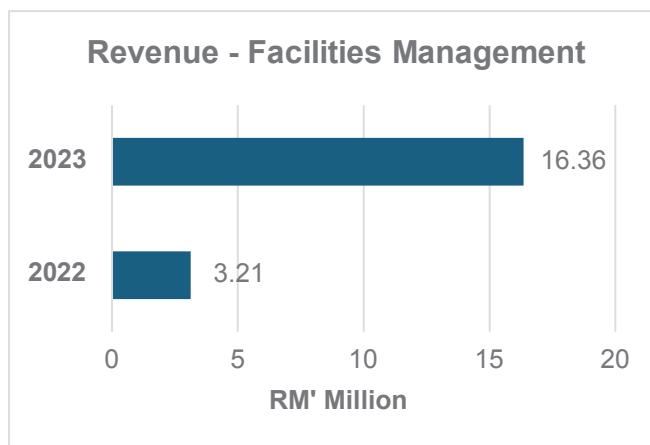


The facilities management market outlook for 2024 remains positive. As businesses prioritize cost-effectiveness and environmental responsibility, the demand for comprehensive facilities management services is expected to rise.

By taking a proactive stance in securing new contracts, the Group aims to broaden its service offerings beyond Perak by leveraging on the opportunities within the Malaysian facilities management sector from 2023 onwards. Part of the expansion strategy is to enhance services to include the current high-demand facilities such as the installation of EV charging stations and solar panels in clients’ buildings.

The facilities management segment continued to exhibit resilience and operational excellence throughout the year 2023. The revenue from the segment soared significantly to RM16.36 million as compared to RM3.21 million in the previous year.

The great performance was attributable to the revenue generated by the Allied Group through its strata building management services to more than 130 buildings.



MANAGEMENT’S DISCUSSION AND ANALYSIS (CONTINUED)

Renewable Energy

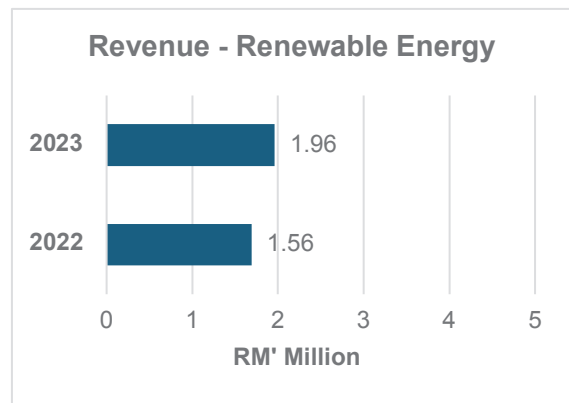


Majuperak Energy Resources Sdn. Bhd. ("MERSB"), a wholly-owned subsidiary of Majuperak Holdings Berhad ("MHB"), owns and operates plots of solar farms in Keramat Pulai, Simpang Pulai, Perak.

The solar segment has generated approximately 1,724 megawatts ("MW") (2022: 1,712 MW) for the year 2023, translating into a total revenue of RM1.96 million (2022:RM1.56 million) that represents 10% of the Group's total revenue.

The year 2023 saw the completion of solar panel installations on 8 buildings in 2023 via the NEM scheme. The Group aims to complete more installations in 2024 to better drive the revenue contribution.

To further boost the revenue generation from this segment, the Group has also been actively pursuing growth opportunities by establishing strategic partnerships to venture into large-scale ground-mounted and floating solar in Perak where several MoUs with various parties were entered into in 2023 and the Group is looking forward to materialising them.

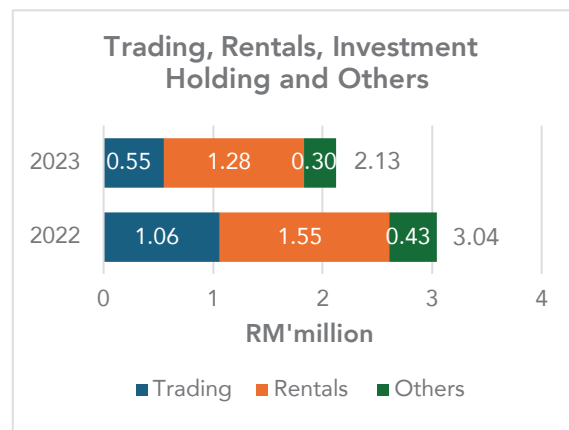


Trading, Rentals, Investment Holding and Others

The remaining businesses of the Group recorded a total revenue of RM2.13 million in 2023, reflecting a 30% decrease from the previous year's RM3.04 million.

The trading activities under Nexus Jade Sdn. Bhd., a subsidiary of MHB, contributed RM0.55 million in revenue.

Additionally, rental income from the Group’s investment properties as well as income from our eco-tourism assets, particularly Tasik Cermin geopark, altogether recorded a total of RM1.58 million (2022: RM1.98 million).



Looking ahead, the Group aims to capture greater opportunities in eco-tourism, leveraging the natural beauty and attractions of the Group’s assets particularly with beachside resorts and geoparks. This aligns with our commitment to environmental stewardship and sustainable growth.

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

Other Income

The Group's other income for the current year of RM12.94 million consists of RM8.90 million profit from land disposal.

Bursa Securities Listing Requirements (LR) – Rule 8.03A(2b) – “Affected Listed Issuer”

During the year 2023, the Group continued to operate under the classification of an Affected Listed Issuer, as per the provisions outlined in the Bursa Securities Listing Requirements (LR) – Rule 8.03A(2b). This classification was initiated on April 13, 2020, necessitating close working with our Principal Adviser to formulate and submit the required Regularisation Plan.

The Group has since requested several Extension of Time (“EOT”) for the Regularisation Plan submission where Bursa Malaysia granted the EOT as follows:

- EOT 1 - extension of 6 months up to 11 October 2022;
- EOT 2 - extension of 6 months up to 12 April 2023;
- EOT 3 - extension of 6 months up to 11 October 2023; and
- EOT 4 - extension of 6 months up to 11 April 2024.

On 9 April 2024, the Group sought a further extension of time from Bursa Malaysia to finalise several negotiations and approvals for certain projects and initiatives that have been identified under its proposed Regularisation Plan. The application is currently being reviewed by Bursa Malaysia. As such, MHB believes that the EOT, if given by Bursa Securities will provide ample time for MHB to submit its Regularisation Plan.

Nevertheless, various progress was achieved during the financial year, particularly the signing of a Master Development Agreement with PKNPk. This agreement formalizes collaborative efforts between the parties, focusing on various projects including residential housing, renewable energy, and eco-tourism.

Next, is the initiation of MoUs with various entities to explore collaborations in ground-mounted and floating solar PV projects in Perak, as well as the potential collaboration on EPCC services, which exemplifies our commitment to align with the vision of positioning Perak as a significant contributor to renewable energy in Malaysia.

Presently, the Group is diligently focusing its efforts to realise the plans, securing necessary approvals, and initiating projects before the submission of the Regularisation Plan. The Group remains committed to regulatory compliance and the successful implementation of its Regularisation Plan.

FUTURE PROSPECTS

Throughout 2023, the Group remained committed to adapting its business priorities and repositioning the organization to be resilient in a volatile and uncertain landscape. The primary objective during the pandemic was to bolster the Group's financial strength and fortify its businesses, now, the Group is intensely focused on cultivating growth drivers for the core businesses and rejuvenating key management teams to drive forward.

Several property development projects have been slated to be executed in 2024, including the launch of affordable housing projects in Batu Gajah and Trong and the exploration of development opportunities for SVTP in Kanthan, MHB aims to strengthen its presence in the property market and enhance its revenue streams.

In the facilities management sector, the Group is poised for expansion beyond Perak, capitalizing on prevailing opportunities in Malaysia's facilities management market by broadening its service offerings

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

and securing new contracts. Some of the pipeline projects include the development and management of ecotourism assets and the expansion of market presence for facilities management which will drive revenue growth in this segment.

Meanwhile, in the renewable energy sector, the Group will continue to focus on expanding its portfolio of solar projects and exploring collaborations to develop large-scale ground-mounted and floating solar parks. With the extension of the NEM 3.0 program and the ongoing commitment to sustainable energy initiatives, the Group anticipates continued revenue growth and contributions to Malaysia's renewable energy goals.

As we move forward, the Group remains vigilant in monitoring market trends, regulatory developments, and economic conditions to adapt its strategies accordingly. With a focus on operational excellence, prudent financial management, and customer-centric approaches, the Group is poised to navigate challenges and seize opportunities, to deliver greater value creation to the shareholders in the years to come.

SUSTAINABILITY REPORT

INTRODUCTION

Scope of Reporting

The financial year 2023 saw meticulous efforts being put into the Group’s sustainability drive with a heightened focus on ensuring governance and internal controls within Majuperak Holdings Berhad. This report covers sustainability efforts from Environment, Social, and Governance (“ESG”), what it means to our business, and how it impacts our stakeholders.

Reporting Period & Boundary

This report covers deliverables for the financial year 2023 for Majuperak Holdings Berhad and its subsidiaries. This report will also address the actions taken toward the 14 material sustainability matters that significantly impact the business and our stakeholders.



14 of 17 SDGs (Coloured) represent MHB’s priority SDG

Point of Contact

We value your feedback and suggestions on improving our sustainability journey. Please get in touch with our sustainability team at sustainability@majuperak.com.my.

SUSTAINABILITY REPORT (CONTINUED)

Sustainability Governance

Overall Outlook

The governance structure ensures that all sustainability matters in MHB are adequately governed. From thorough material topics assessment, safeguarding the organisation through risks and impact identification, compliance monitoring, and exercising controls over sustainability reporting.



MHB’s Sustainability Governance Structure (2022)

The financial year 2023 saw a significant change in the governance structure of MHB’s sustainability governance. This was proactively done to strengthen internal control and streamline the governance structure to ensure seamless integration of the internal reporting.

Among the newly introduced changes was the expansion of the Risk Management Working Group role to discuss climate-related risks and opportunities from MHB’s business activities, and optimization of the reporting line between the working level and the BOD level.



MHB’s Sustainability Governance Structure (2023)

SUSTAINABILITY REPORT (CONTINUED)

Governance in MHB

Addressing and managing sustainability in MHB requires open communication and cross-functional collaboration between each level to ensure strong assurance of its governance. Therefore, the role of each level has been agreed upon and assigned accordingly.

Board Level

- **Board of Directors**

The Board of Directors is mainly responsible for setting and overseeing the direction of MHB's sustainability journey. This includes target setting, budget approvals, and forging partnerships among others.

- **Risk Management Committee**

The Risk Committee is a BOD-level committee that oversees the management of risks in MHB. It ensures that all risks are properly mitigated so that yearly business targets can be met. All sustainability-related matters are also reported to the Risk Committee considering MHB's sustainability journey is still at its early stage.

Management Level

- **Risk Management Working Group**

The risk management working group, chaired by the Chief Financial Officer, convenes once every two months to deliberate on every identified risk and its potential mitigations.

- **Sustainability Working Committee**

The sustainability working committee is responsible for developing and implementing strategies to meet the company's sustainability goals.

Working Level

- **Risk Focal**

The risk focal are representatives from all divisions in MHB. The original role of the risks focal was to only identify and mitigate potential business risks to MHB related to their divisions. However, since September 2023 onwards, the scope of their role has been expanded also to include assessing climate-related risks and opportunities. Update meeting is conducted every month.

- **Sustainability Champions**

The sustainability champions are representatives from the business line who look into translating sustainability strategies into workable solutions within MHB.

SUSTAINABILITY REPORT (CONTINUED)

Stakeholder Engagements

The Group believes in proactively engaging with our diverse stakeholders to ensure that our business decisions are aligned with the interests of the Group and the stakeholders.

As such, the Group finds many ways to constantly communicate and engage with our stakeholders to ensure that the Group is as transparent as possible in driving the business to value-adding growth.

MHB’s Stakeholders and Engagement Approaches



Stakeholder	Engagement Approaches
01 Shareholders	<ul style="list-style-type: none"> Annual General Meetings Annual Report
02 Customers	<ul style="list-style-type: none"> "Hari Bertemu Pelanggan" Exhibition
03 Regulators	<ul style="list-style-type: none"> Report Submission Engagement Visit
04 Employees	<ul style="list-style-type: none"> Townhall Performance Management
05 Government	<ul style="list-style-type: none"> Engagement visits
06 Community	<ul style="list-style-type: none"> Festivities Hamper CSR Program
07 Financiers	<ul style="list-style-type: none"> Investor Away Day
08 Suppliers	<ul style="list-style-type: none"> Tender opportunities

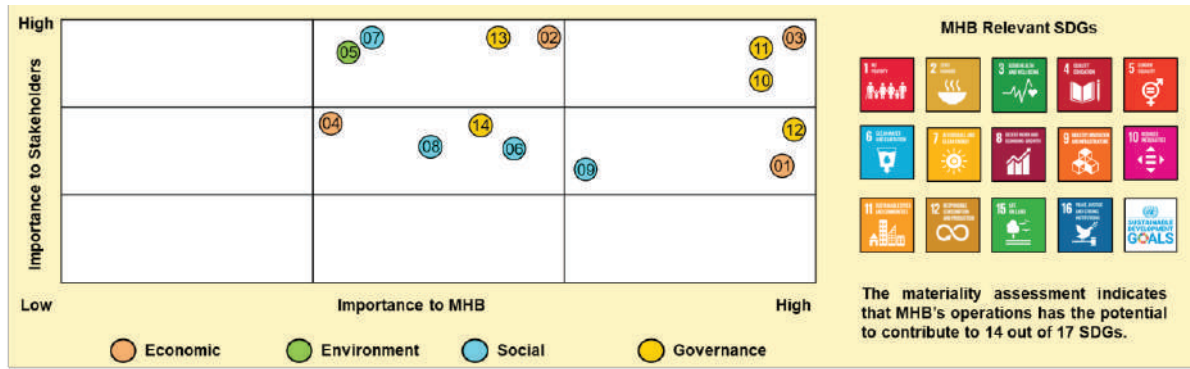
Engagement with stakeholders ensures that the Group will always have a two-way open communication channel with its stakeholders to discuss issues that matter the most to both parties and the expectations that come with it.

The inputs that were received during the engagement sessions are recorded and further analysed to ensure the Group’s business direction aligns with the expectation of the shareholders.

SUSTAINABILITY REPORT (CONTINUED)

Materiality Assessment

Governed by the Board of Directors, the Group puts balance on what matters the most to the business and the stakeholders, thus focusing its effort on catering to the needs of both via a materiality assessment matrix.



- 01 Supply Chain Management
- 02 Customer Satisfaction
- 03 Economic Performance & Business Expansion
- 04 Technological Innovation & Development
- 05 Environmental Impact from Business Operation
- 06 Occupational Health & Safety Management
- 07 Community Outreach
- 08 Good Employer / Employee Relations
- 09 Human Resource Management
- 10 Regulatory Compliance
- 11 Ethical Business Conduct
- 12 Quality Management
- 13 Stakeholders Engagement
- 14 Human Rights

MHB's Materiality Assessment Matrix

Through mapping the sustainability material matters, the Group understands that the organisation can contribute to 14 out of 17 SDGs.

Priority Area	Material Sustainability Matters	Relevant SDGs	Event
Environment	Environmental Impact from Business Operation	6, 7, 11, 12, 15	• Solarized Rooftop (Net Energy Metering)
	Occupational Health & Safety Management	1, 2, 3, 4, 6	• Organizational Culture Survey
Social	Community Outreach	2, 3, 4, 6	• Festival Hamper and CSR Drive
	Good Employer / Employee Relations	7, 8, 11	• MHB Signature Leadership Series
	Human Resource Development	7, 8, 11	• Inter-department Sports Competition
			• Lunch & Learn Series
Governance	Regulatory Compliance	5, 8, 9, 10, 16	• ISO 9001 & ISO 31000
	Ethical Business Conduct	8, 9, 10, 16	• ERM Courses
	Quality Management	9, 10, 16	• ERM policy
	Stakeholders Engagement	9, 10, 16	• Code of Conduct & Business Ethics (COBE)
	Human Rights	10, 16	• Whistleblowing Policy
	Supply Chain Management	10, 16	• MHB Employee Handbook revision
	Customer Satisfaction	10, 16	• Anti-Bribery & Corruption Policy
	Economic Performance & Business Expansion	10, 16	• Integrity Pledge
Technological Innovation & Development	10, 16	• Investors Away Day	
		• Half-Yearly GCEO Townhall	

SUSTAINABILITY REPORT (CONTINUED)

ENVIRONMENT

Staying true to our commitment to green and eco-development, the Group has made significant progress in the year 2023 with several initiatives executed which include fostering the growth of Renewable Energy in Perak and the management of a Geopark for Eco-tourism under Asset and Facilities Management.

Keramat Pulai Solar Farm – 1,500 kW

The Group, through its wholly-owned subsidiary, Majuperak Energy Resources Sdn Bhd (MERSB) owns and operates a solar power farm which is located at Keramat Pulai, Simpang Pulai, Perak. The plant can generate around 1,900 MWh of electricity per annum for the national grid. For the year 2023, the plant has generated a total of 1,724 MWh of electricity.



MHB Assets – 309 kW

In 2022, the rooftop solar installation has generated 362 MWh of energy. In 2023, we were able to have a better energy generation amounting to 449 MWh thus further reducing our dependency on the national grid.

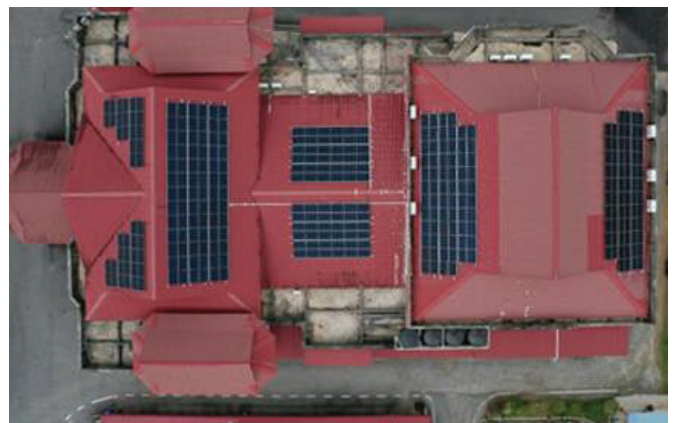
To further amplify the benefits of this installation, MHB will introduce energy-saving initiatives throughout MHB assets in the year 2024.



Net Energy Metering – 555.13 kW

The financial year 2023 saw rooftop solar installations via the Net Energy Metering (NEM) Scheme being expanded into several more buildings to a total installation size of 555.13 kWp.

At the same time, the Group has managed to secure additional installations of 3,251.87 kWp in the pipeline to transition towards the year 2024 which will bring the growth of the whole NEM portfolio to 3,807 kWp.



SUSTAINABILITY REPORT (CONTINUED)

Tasik Cermin Ipoh

The Group is involved in the development and management of Tasik Cermin Ipoh. A hidden geopark nestled between limestone formations in Ipoh. This geopark becomes a platform for MHB to showcase its Eco-Development practices where all developments are subjected to strict requirements not to disturb the native ecosystem.

Besides being a testament to MHB’s sustainability practices in development and, asset and facilities management, the geopark also offers a unique eco-tourism experience for the public bringing nature closer and accessible to everyone. Some of the attractions in Tasik Cermin Ipoh include a scenic boat ride completely powered by a battery engine.

As of December 2023, Tasik Cermin has recorded over 539 thousand visitors.



RESOURCE MANAGEMENT

In our efforts to strengthen our sustainability efforts, we have established a recording of the Group’s energy and water consumption throughout its assets. This is done as a way to measure yearly resource consumption and to strategize how the Group can efficiently utilize its resources.

Electricity

⚡ ELECTRICITY (kWh)			
No.	Month	2022	2023
1	January	34,590	29,440
2	February	38,710	26,540
3	March	38,630	22,680
4	April	27,120	18,750
5	May	23,570	24,540
6	June	27,820	22,830
7	July	27,910	26,810
8	August	28,000	34,910
9	September	26,870	36,460
10	October	25,050	37,750
11	November	23,820	43,250
12	December	26,370	44,110
Total kWh		348,470	368,070

Electricity Consumption for Financial year 2023

SUSTAINABILITY REPORT (CONTINUED)

The Group managed to reduce its overall energy consumption in the first half of the year. While there is a significant spike in consumption in the second half of the year, it correlates directly with the increased business activities with new tenants occupying empty premises within the asset. The Group will continue to ensure that energy consumption will be further reduced as soon as the business activities have entered normal operation.

Water

 WATER (M³)			
No.	Month	2022	2023
1	January	1,444	4,981
2	February	1,422	3,005
3	March	2,197	838
4	April	1,239	678
5	May	1,712	1,318
6	June	1,906	1,373
7	July	4,221	1,704
8	August	1,642	2,200
9	September	1,831	4,023
10	October	3,202	4,142
11	November	5,651	5,178
12	December	4,488	3,449
Total M³		30,955	32,889

Water Consumption for Financial year 2023

The water consumption throughout the Group's assets for the year 2023 recorded an average of 1,800M³ on a normal month. However, the utilization increased due to several leakages in the underground pipe system. Rectification works have been done and the Group is positive that the water consumption within the group can be better managed.

SUSTAINABILITY REPORT (CONTINUED)

SOCIAL

Human Capital Development

Driven by the drive to develop its internal capabilities, the People Management Unit organised several workshops to accelerate its employee’s knowledge and capabilities development. Among them are trainings such as Design Thinking, Crisis Communication, Data Analytics, and Effective Communication Training.

The year 2023 also saw the introduction of a few signature programs designed for future leaders of MHB such as the Leadership Brown Bag Talk Series, where respectable corporate figures were invited to share their experience and insights in industry, and Lunch & Learn ‘How to?’ series, where the management enabled peer-to-peer learning where every future leaders are given the platform to share their tips and tricks in managing their role with fellow future leaders. All of the development programs were carefully curated to ensure internal talents were developed and given the chance to fully grow to their potential.



Corporate Social Responsibilities

In terms of Corporate Social Responsibilities, the group has organised an ‘MHB Bubur Lambuk’ program in conjunction with Ramadhan where all staff was involved in the preparation and distribution of porridge to the surrounding community near the main office complex. A total of 500 packs of porridge were distributed during the program.

A special fund was also activated during an incident where one of the employee’s house was caught on fire. The fund ensured that the employee were able to have a temporary shelter while transitioning to a safer house.

Employee Activities

The management has conducted several programs throughout the year to ensure all staff can take some time off from work with fun activities. Among them are the internal Table Tennis tournament and the Aidilfitri celebration. The events were designed so that all employees could interact with each other regardless of level, thus, fostering the spirit of teamwork and togetherness within the group.



SUSTAINABILITY REPORT (CONTINUED)

GOVERNANCE

Guided by the Malaysian Code on Corporate Governance 2017, MHB is committed to applying the principles and best practices of good corporate governance throughout the Group.

We have established effective standard operating policies and procedures, defined levels of authority, and guidelines to ensure compliance with internal controls, laws, and regulations. These policies, procedures, and guidelines are subjected to regular reviews and improvements; and have been communicated to all employees.

United Nations Climate Change Conference 2023

As a company that focuses on green and eco-development, climate change is a topic that can have a big impact on the overall pathway of the Group.

To get the latest insights on the topic, MHB has sent representatives to attend the United Nations Climate Change Conference (COP28) to further strengthen its overall understanding of the current issues on a global scale and how the Group can contribute to the overall advancement of Sustainability.

The conference was attended by the Group Chief Executive Officer and the Head of Renewable Energy of MHB.



UN Global Compact Network Malaysia & Brunei (UNGCMYB)

The Group has renewed its membership with the UN Global Compact Network Malaysia & Brunei (UNGCMYB) for the year 2023 - 2024.

This ensures the Group gets the support needed to fully strengthen the Group's governance in Sustainability-related matters.

The membership provides access to multiple resources on sustainability and networking opportunities with other members to learn best practices and share knowledge on the latest sustainability updates.



SUSTAINABILITY REPORT (CONTINUED)

Group CEO Townhall

With the vision of becoming the Best GLC in Perak & Beyond, the management organised two sessions of Group CEO Townhall at the start of the business year 2023 to share lessons learned from the previous business year and to share business targets to ensure continuous improvement for the Group and a mid-year session to measure the overall performance and assign actions to meet targets.



Employee Handbook Revision

Understanding the need for organisations to be able to support its employees in times of volatility, MHB has conducted a revision of its employee handbook. This includes the inclusion of flexible working hours, improved allowance rates, and other new benefits for the employees.

This will allow the employees to be able to perform at their best capabilities without having to worry about not being supported while performing their duties.

Anti-Corruption and Integrity Pledge

We are committed to creating a corporate culture to operate our businesses ethically while upholding the highest standards of professional practice at all levels of the organization. As part of our continuous commitment to create a business environment built on transparency, integrity, and corruption free.

This Integrity Pledge is a voluntary pledge to ensure the organization and its leadership as well as each of its members accountable and responsible for carrying out their duties and to deter them from engaging in any corrupt misconduct throughout their tenure.

Performance Data Table (From Bursa's ESG Reporting Platform)

The Company as a listed issuer is required to provide mandatory ESG disclosures as part of the Main Market Listing Requirements, in line with the enhanced Sustainability Reporting Guide, 3rd Edition. A copy of the performance data table download from the ESG Reporting Platform is attached as per Appendix A.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors ("Board") of Majuperak Holdings Berhad ("MHB" or the "Company") is committed to maintaining a sound risk management and internal control system in the Company and its subsidiaries (collectively referred to as the "Group"). The Board is pleased to present the Group's Statement on Risk Management and Internal Control for the financial year ending 31 December 2023.

This Statement is prepared pursuant to paragraph 15.26(b) of the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR"), which calls for the annual report to incorporate a "statement about the state of risk management and internal control of the listed issuer as a group" and Practice 9.2 of the Malaysian Code on Corporate Governance ("MCGG") which stipulates that "the board should disclose the feature of its risk management and internal control framework and the adequacy and effectiveness of this framework". In preparing for this Statement, the Board has taken into consideration the enumerations encapsulated in the "Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers" (the "Guidelines"), a publication endorsed by Bursa Securities.

The scope of this Statement however does not cover associated companies and joint ventures that are not under the control of the Group.

BOARD'S RESPONSIBILITY

The Board continues to be committed to and accountable for the Group's risk management and internal control systems, which include not just financial controls but also strategic, operational, and regulatory compliance, as well as assuring the sufficiency and efficacy of these systems.

The Management is responsible for implementing these control systems. It provides regular and periodic reporting on the significant risks identified and the steps taken to reduce and/or mitigate them. The Risk Management Committee ("RMC") and the Audit Committee ("AC") are the board committees responsible for the oversight of these critical areas.

The risk management and internal control systems are created to manage risks effectively and efficiently to an acceptable level per the corporate risk appetite, to provide information for accurate reporting and decision-making, and to ensure compliance with statutory and regulatory requirements.

The Board ensures that a robust framework of continuing risk management procedures is in place for identifying, assessing, and managing key risks faced by the Group to support sustainable long-term performance for the business. These systems are primarily designed to manage and mitigate rather than eliminate the risks that have been recognized and periodically reviewed by Management.

ENTERPRISE RISK MANAGEMENT

The Enterprise Risk Management (ERM) Unit created the Enterprise Risk Management (ERM) framework to proactively identify, assess, and mitigate significant risks to an acceptable level based on a set of criteria. This framework strives to offer a coordinated and integrated strategy throughout the business, keeping with the Group's commitment to producing sustainable value. It provides an overview of the ERM approach in accordance with the Principles and Guidelines of ISO 31000:2018 Risk Management, focusing primarily on encouraging risk ownership and ongoing monitoring of significant risks identified.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

The Group’s ERM Framework is summarised as follows:

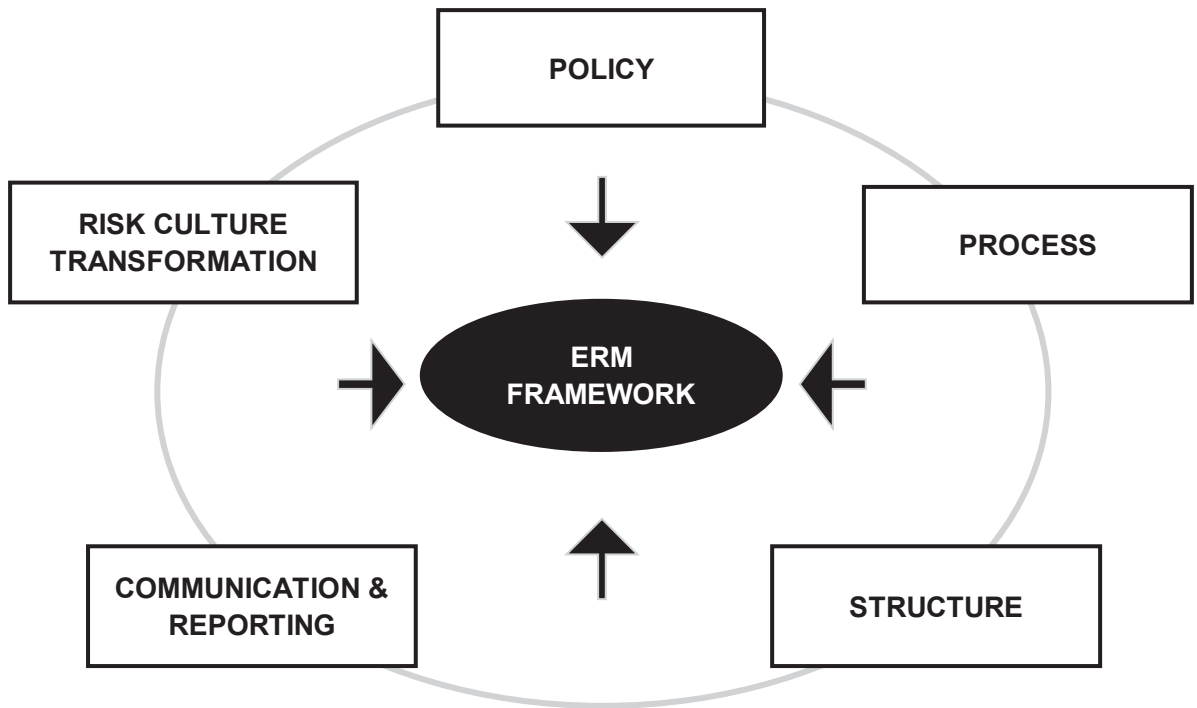


Figure 1: MHB Enterprise Risk Management Framework

RISK RESILIENCY MODEL

The Group Risk Resiliency Model is a framework that integrates three key areas of risk management: Enterprise Risk Management (ERM), Crisis Management (CM), and Business Continuity Management (BCM). The model is designed to provide organizations with a comprehensive approach to managing risks and building resilience to adverse events.

The Risk Resiliency Model emphasizes the importance of integrating ERM, CM, and BCM to build resilience to risks and adverse events. By taking a holistic approach to risk management, The Group can better understand their risks, develop effective strategies to mitigate and respond to risks, and build resilience to adverse risk events. The model provides a framework to build and maintain a risk-aware culture and to continuously improve risk management practices over time.

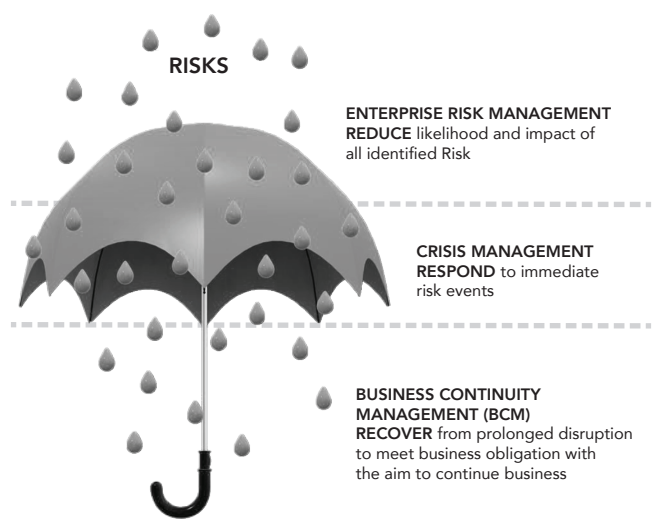


Figure 2 : Risk Resiliency Model

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

ENTERPRISE RISK MANAGEMENT OVERSIGHT

The Risk Management Committee ("RMC") and the Board are in charge of overseeing risk management. The main success factors in implementing the ERM programmes are the mandate and commitment from RMC and the Board. The strategic direction for risk policies, roles, duties, and risk reporting structure is established by the RMC and the Board. The Risk Management Working Group ("RMWG"), which keeps the RMC and the Board informed about the Group's key risk areas, the implementation of risk action plans, and the identification of emerging risks and trends are used by Management to provide monthly reports to the RMC and the Board on risk management activities.

The Chief Financial Officer ("CFO") serves as Chair of the RMWG, which is made up of important Senior Management figures. As stated in the approved ERM Framework, the RMWG continues to oversee risks at the management level within the Group.

The following ERM Reporting Structure demonstrates the role of the Board and Management in maintaining efficient ERM communication and implementation:

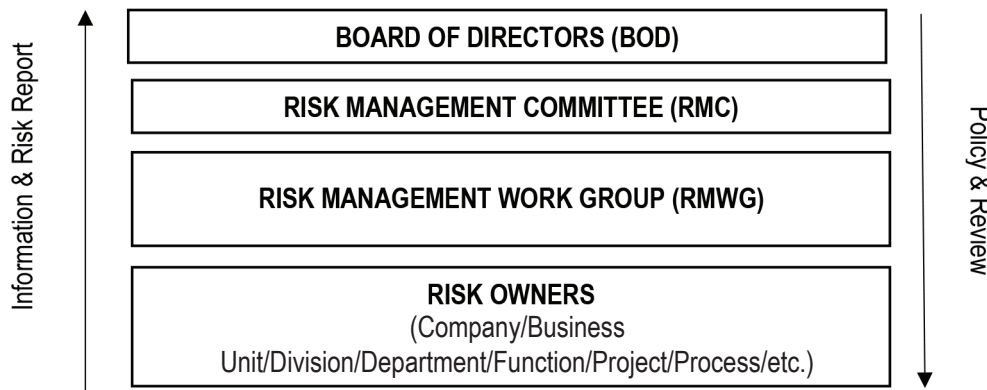


Figure 3: Risk Management reporting structure

The ERM supports the RMWG by playing a significant role in ensuring that the ERM and BCM framework, programmes, continuous education, and awareness across the Group are implemented effectively. It also provides independent and objective assessments of critical risks and timely reporting to the RMWG, RMC, and Board.

ENTERPRISE RISK MANAGEMENT POLICY

MHB recognizes that commitment to risk management contributes to sound management practice and increases stakeholders' confidence in the organization's performance. MHB shall apply a structured Enterprise Risk Management framework in identifying, evaluating, treating, monitoring and controlling of risk to ensure that risks are managed, eliminated or reduced to an acceptable level.

BOARD'S RESPONSIBILITIES

1. Review management practices, policies, processes, responsibilities and actions on risk management.
2. Review and ensure that risk disclosure in the annual report is made in compliance with the provisions of the Bursa's Listing Requirement.
3. Obtain annual feedback on the adequacy and effectiveness of risk management and internal control from top Management, internal auditors, and external auditors.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

MANAGEMENT RESPONSIBILITIES AND RISK

1. Promote a culture of risk awareness among the Group's employees.
2. Educate the heads of departments and line managers on their collective assurance responsibilities to the Board.
3. Monitor and manage risk in accordance with the Group's risk appetite.
4. Reassure the Board of Directors that the Group's risk management and internal control systems are adequate and effective.
5. Provide the Board with an update on the status of risk and management actions.

The Group CEO and the senior Management are responsible for Management, Strategy, Sustainability and Financial matters, respectively, they must ensure that the above responsibilities are met while also assuring the Board as to whether the Group's risk management and internal control systems are operating adequately and effectively.

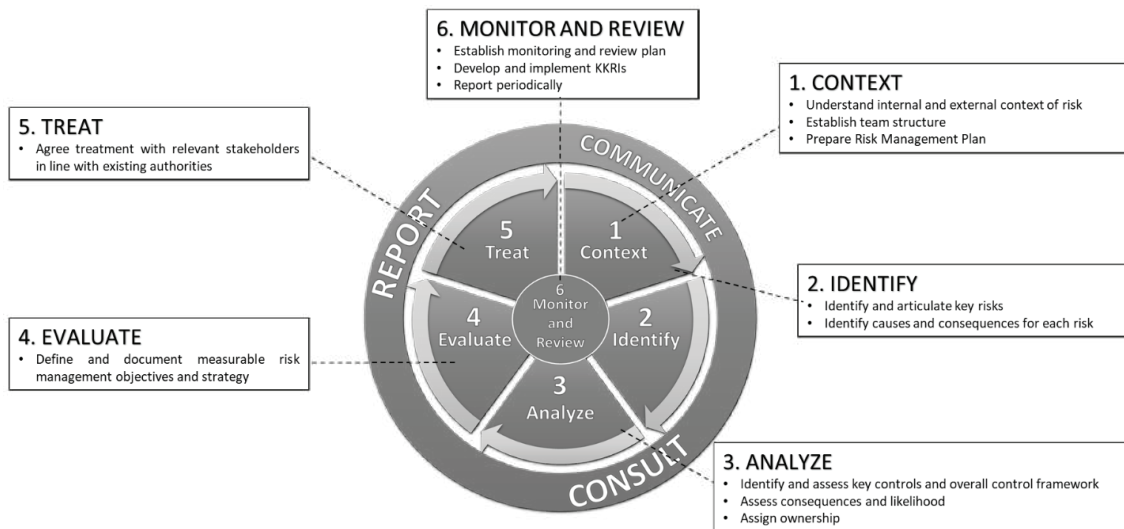


Figure 4: Enterprise Risk Management (ERM) Methodology based on ISO 31000:1028 and Committee of Sponsoring Organization of the Treadway Commission (COSO) the UK

INTERNAL CONTROL FRAMEWORK

The Audit Committee ("AC") and the Board regularly review the adequacy and operating effectiveness of the Group's internal controls, being mindful that a sound system of internal controls minimizes the risks that could hamper the Group to achieve its goals and strategic objectives.

The key elements of the Group's internal control framework are listed below:

1) Board Meetings

The Board meets at least quarterly and has a structured agenda for discussing issues. The CEO oversees presenting board documents and providing explanations on pertinent issues. A comprehensive deliberation and discussion by the Board are required when making decisions based on Management's recommendations. The Board is also kept up to date on the Group's activities and operations on a regular basis.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

2) Organization Structure

To provide a quick response to changes in the evolving business environment, effective supervision of day-to-day operations, and accountability for operations performance, the Group has in place an appropriate organizational structure with clearly defined lines of responsibility and delegated authority established for directors and Management within the group. Implementation of Enterprise Risk Management (ERM) further enhances the structure to provide a better internal control for the Group.



Figure 5: Structure of risk and internal control within MHB

3) Board Charter

A Board Charter is established to ensure that all Board members acting collectively on behalf of the Company are aware of their duties and responsibilities as Board members, with a focus on implementing high standards of corporate governance throughout the Group in safeguarding the interest of all stakeholders as well as enhancing shareholders’ value and financial performance of the Group. Further details on the Board Charter are outlined on MHB’s website.

4) Board Committees

The Board has four (4) Board Committees:

a) **Audit Committee ("AC")**

The primary function of the AC is to review quarterly and annual financial statements before submission to the Board, external and internal audit plans, systems of internal controls and related party transactions as well as other responsibilities as may be agreed to by the AC and the Board.

The AC is accountable for ensuring the adequacy and integrity of the internal control system within the group, whereas the Internal Auditors provide support to the AC in carrying out its duties.

Internal Auditors follow the Internal Audit Plan approved by the AC when conducting audits for the Group. In the AC meeting, members of the AC as well as Management will then review the findings from the audit report. Further details of the AC are outlined in the Terms of Reference available on MHB’s website.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

b) Nomination Committee ("NC")

The NC is established to review the structure, size and composition of the Board and to recommend any adjustment deemed necessary to the Board. The NC are also responsible to identify and nominate suitable candidates to fill Board vacancies as and when they arise. The NC is required to conduct an assessment of the effectiveness of the Board and the contribution of each Director. Further details of the NC are outlined in the Terms of Reference available on MHB's website.

c) Remuneration Committee ("RC")

The Remuneration Committee's primary duties include setting, reviewing and recommending to the Board for approval, the company's overall remuneration policy and strategy including for the top Management of the Company. The RC is also responsible for the top management performance review. Further details of the RC are outlined in the Terms of Reference available on MHB's website.

d) Risk Management Committee ("RMC")

The RMC is established to assist the Board in identifying, assessing, and monitoring key business risks and recommending the risk management policies, strategies and mitigations to address risk for the Company. Further details of the RMC are outlined in the Terms of Reference available on MHB's website.

5) Planning, Monitoring and Reporting

The following internal control processes have been deployed by the Group:

a) Integrity and Ethical Values

The Board recognizes that setting a positive tone at the top is essential for fostering an ethical corporate culture that moulds the Company's values and serves as the foundation for the sustainable growth of the business. The Board recognizes that ethical leadership has become even more critical with the implementation of corporate liability provisions [vide the Malaysian Anti-Corruption Commission (Amendment) Act 2018] on June 1, 2020, which places the onus on Directors and Management to proactively avert corrupt practices through the establishment of adequate procedures and due diligence.

The Group will continue to strengthen its ethical framework, considering the reform measure introduced by the corporate liability provision and the accompanying Guidelines on Adequate Procedures released by the National Centre for Governance, Integrity and Anti-Corruption, which is currently comprised of the following key components.

b) Code of Business Conducts and Ethics (the "COBE")

The Group is dedicated to conducting business in a fair, impartial, and ethical manner while adhering to all applicable laws and regulations. To that purpose, the Group maintains a Code of Business Conducts and Ethics (the "COBE") that establishes standards for its personnel. The COBE encourages employees to operate honestly and ethically in the workplace, including the ethical treatment of actual or apparent conflicts of interest between personal and professional relationships, as well as adherence to applicable rules, regulations, and local laws. Employees are expected to carry out their mandate and obligation to the best of their abilities and judgement while maintaining the highest level of integrity and conduct while doing their tasks. The COBE document is made available on MHB's website.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

c) Whistleblowing Policy and Procedures

The Whistleblowing Policy has also been created by the Group. Employees or a person or entity making a protected disclosure ("Whistle-blower") are encouraged to voice concerns, whether internally or at a high level, and to reveal information if the Whistle-blower feels malpractice or misconduct is occurring. This includes public-interest concerns that may be investigated, at least in the beginning, so that appropriate corrective actions can be implemented.

The Whistle-blower Policy also includes provisions that protect the whistle-blower's confidentiality and ensure that the whistle-blower will not face reprisal if he or she acted in good faith.

Complaints or reports should be submitted to the Group CEO. Furthermore, if the whistleblower believes that the Group would be better served if the report was directed to higher levels of Management, the complaint or report might be directed directly to the Chairman of the AC. The Whistleblowing Policy and Procedures document is made available on MHB's website.

d) Anti-Bribery and Corruption Policy

Through the adoption of the Anti-Bribery and Corruption Policy ("the Policy"), the Board has taken steps to direct the establishment of adequate procedures to prevent the commission of corrupt acts by anyone associated with the Group. The Policy, amongst others, covers areas pertaining to gifts, donations and sponsorships; support letters; facilitation payments; conflict of interest; and sanctions for non-compliance.

The Policy is based on a supply-chain-wide perspective, which includes third parties such as agents, suppliers, and vendors, as well as contractors, subcontractors, and distributors. The Anti-Bribery and Corruption Policy document is made available on MHB's website.

e) Stage-Gate Processes

The Group had also set in place the Stage-Gate processes, as a means for Governance Enhancement. With a proper governance framework for corporate transactions (JV, M&A and Divestiture) in place, the organization can better mitigate many risks, e.g., finance and economics, governance, strategy, organization, and reputation.

The Group has developed three different frameworks to safeguard MHB from potential risks:

- Joint Venture Stage-Gate Process
- Mergers and Acquisitions Stage-Gate Process
- Divestiture Stage-Gate Process

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

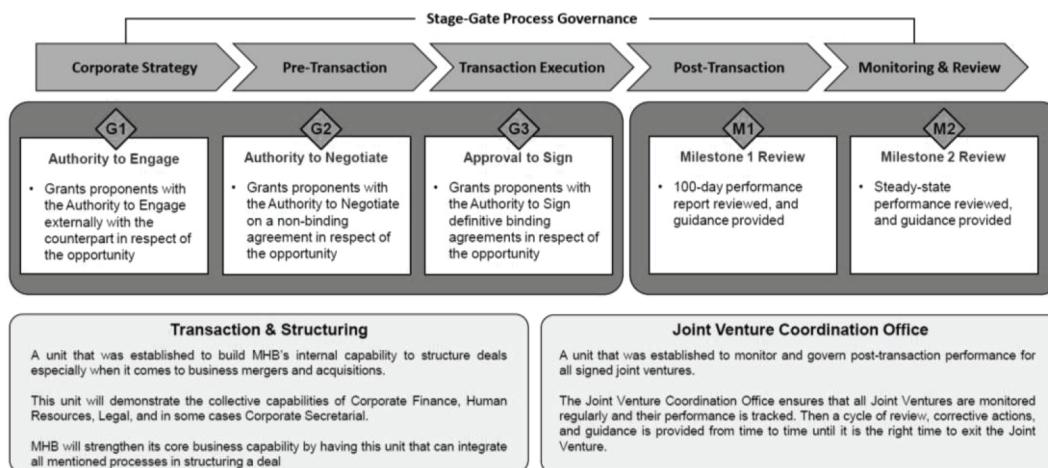


Figure 6 :Stage -Gate Process Governance

Two new units were established to assist the proponents for any given projects: the Transaction & Structuring Unit and the Joint Venture Coordination Office to ensure the effectiveness of the frameworks.

f) Limits of Authority ("LOA")

Through relevant terms of reference, organizational structures, and appropriate authority limits, including matters requiring the Board's approval, clearly defined and documented lines and limits of authority, responsibility, and accountability have been established in the Company. The LOA outlines and empowers individuals or groups of persons in making decisions on behalf of the companies under MHB and will not change, compromise, or diminish any powers to individual directors or principal officers as stipulated by the prevailing laws, enactments and regulations.

g) Bond Policy

As in 2023, one new policy has been established which is the Bond Policy (Training). This policy and its associated terms and conditions are designed to strike a balance between investing in employee development and protecting the organization's interest, ultimately contributing to the growth and success of both the employees and MHB.

h) Documented Policies and Procedures

Internal policies and procedures, which are laid out in a series of clearly documented standard operating manuals that cover the majority of the Group's operations, are kept up to date and reviewed as needed.

i) Management Financial Report

Quarterly financial and performance reports are submitted to the Board for review, which include explanations and management actions taken for improvement of results. Regular visits to the subsidiaries by the members of the Management are conducted as and when necessary to monitor and assess the Group's performance and control.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

j) Strategic Business Planning and Budget Exercise

Annual business planning and budgeting along with Key Performance Indicators setting are carried out to establish plans and targets where performance can be continuously monitored. The exercise is undertaken annually to establish plans and targets for which performance is monitored on an ongoing basis to allow for appropriate responses and actions to be taken. The annual business plan and budget are presented to the Board for approval.

k) Quality Control

The Group takes continuous efforts in maintaining the quality of its products and services. Appointment of a Quality Management Representative and a team of Certified Internal Quality Auditors ("IQA") among employees from different segments of operation. The IQA has been trained and certified to conduct an internal quality audit by looking into different segmentations available in the Company and is projected to maintain a high standard of quality. As in 2023, 8 QMS meeting has been conducted with ISO Representative.

l) ISO 9001:2015 Quality Management System Accreditation

The Group has obtained ISO 9001:2015 accreditation, i.e., an international standard that specifies requirements for a quality management system by Standard and Industrial Research Institute of Malaysia (SIRIM) under the three (3) different scopes, namely:

1. Majuperak Holdings Berhad (MHB): Provision of Corporate Management Services for Property Development under Syarikat Majuperak Berhad and Jua Juara Sdn. Bhd.
2. Syarikat Majuperak Berhad (SMPB): Development of Residential Property
3. Jua Juara Sdn. Bhd. (JJSB) : Residential Property Development for Joint Venture Project

Accreditation plays a vital role in securing higher-income projects and high-quality partnerships for the company. Surveillance 1 Audit Report by SIRIM QAS International was held on 20-21 September 2023 and no non-conformities recorded.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (referred to as “the Board”) acknowledges the critical significance of sound corporate governance and remains dedicated to fostering a culture of good corporate governance across the Company and its subsidiaries (collectively known as 'the Group') by continuously advocating transparency, accountability, integrity, and responsibility with the ultimate objective to protect and enhance long term shareholders’ values and the financial performance of the Group.

In compliance with the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), this Corporate Governance Overview Statement outlines the Company's adherence to the Principles and Practices as recommended in the Malaysian Code on Corporate Governance (“MCCG”) for the financial year ended 31 December 2023 (“the Year” or “2023”). This statement should be read in conjunction with the Corporate Governance Report 2023, following the prescribed format outlined in Paragraph 15.25(2) of the Listing Requirements, available for download on MHB's website at www.majuperak.com.my or on Bursa Securities' website.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

Board Charter

The Company has established a Board Charter delineating the composition, roles, and responsibilities of both the Board and its committees, along with the protocols for convening their meetings. This charter serves as a comprehensive reference, providing prospective and existing members of the Board and management insight into the fiduciary duties of directors.

In its endeavor to promote good governance practices and bolster transparency and accountability, the Board has implemented the following policies and procedures, with comprehensive details to be accessible on the Company's website:

- Code of Conduct and Ethics
- Whistleblowing Policy and Procedures
- Anti-Bribery and Corruption Policy
- Fit and Proper Policy
- Gender Diversity Policy

The Board conducts regular reviews of the Board Charter to align it with updates in the Listing Requirements of Bursa Securities, alongside other pertinent regulations and best practices, ensuring its continued effectiveness and relevance to the Board's objectives. The Board Charter can be accessed on the Company's website at www.majuperak.com.my.

Principal Roles

The Company is led by an experienced and dynamic Board. The Directors together as a team set values and standards of the Company and ensure that the Group’s business is properly managed to safeguard the Group’s assets and shareholders’ interests. The Board assumes full responsibility for the oversight and overall management of the Company.

Roles and Responsibilities

The primary focus of the Board lies in shaping the Group's overall strategic direction, development, and governance. To support this objective, the Board regularly devises and evaluates the Group's medium and long-term strategic plans, ensuring alignment with prevailing economic and market conditions, thereby steering the Group towards its business objectives and goals.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

The Board considers all aspects of the operations of the Group and particularly in the following areas:

- Reviewing the management's performance and ensuring that necessary financial and human resources are available to meet the Group's objectives;
- Overseeing the conduct of the business of the Group;
- Reviewing the yearly and quarterly financial results;
- Succession planning for senior management;
- Identifying and putting in place systems to manage any principal risk;
- Reviewing the adequacy and integrity of the management information and internal control system; and
- Policies and procedures.

The management is responsible for overseeing day-to-day operations in accordance with a Limit of Authority framework, which outlines clear limits for capital and operating expenditure, contract awards, asset protection, business decision-making activities, segregation of duties, and other significant transactions. These defined authority limits are continually monitored to adapt to prevailing market conditions.

Separation of Chairman and Group Chief Executive Officer

The roles of the Executive Chairman, Datuk Redza Rafiq bin Abdul Razak, and the Group Chief Executive Officer, Encik Syed Agil bin Syed Hashim, are distinctly separated with clear delineations of responsibility. The Chairman's role primarily centers on governance and compliance, ensuring the smooth and efficient functioning of the Board. Duties include providing leadership to the Board, ensuring its activities are conducted in the best interest of the Company, and facilitating timely discussion of key issues. The Chairman also fosters active participation by all Directors and ensures adequate time is allocated for relevant discussions during Board meetings. In contrast, the Group Chief Executive Officer serves as the conduit between the Board and Management, ensuring the success of the Group's governance and management functions. The Group Chief Executive Officer is tasked with the day-to-day operations of the business and the implementation of Board policies, strategies, and decisions.

Board Meetings

The Board convenes on a quarterly basis, with additional meetings scheduled as necessary to address urgent or significant matters. Throughout the financial year, the Board held six (6) meetings on the following dates: 28 February 2023, 6 April 2023, 23 May 2023, 1 August 2023, 28 August 2023, and 30 November 2023. During these sessions, the Board extensively discussed and deliberated upon various topics, including the Group's financial performance, budget and strategy, regularization plan, corporate proposals, strategic issues impacting the Group's business operations, succession planning and sustainability.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

All Directors have adhered to the minimum attendance requirements at Board Meetings as mandated by Bursa Securities during the financial year and details as below:

Name of Directors	No. of Meetings Attended
Datuk Redza Rafiq bin Abdul Razak	6/6
Lim Tian Huat	6/6
Ahmad Najmi bin Kamaruzaman	6/6
Dato' Tun Hisan bin Dato' Tun Hamzah	6/6
Datuk Abu Bakar bin Hassan	6/6
Dato' Mohd Azmi bin Othman	6/6
Dato' Dr. Aminuddin bin Md Hanafiah	6/6
Norazali bin Nordin	5/6
Datuk Dr. Wan Norashikin binti Wan Noordin <i>(Appointed on 13 March 2023)</i>	4/5
Khairuddin bin Mohamed Azahari <i>(Appointed on 13 March 2023)</i>	5/5

Access to Information and Advice

The Board had unrestricted access to timely and accurate information, necessary in the furtherance of their duties. In carrying out their duties, the Directors have complete access to all staff for information pertaining to the Group's affairs. The Directors have full access and dedicated support services of the Company Secretaries, Independent Professional Advisers, and Internal/External Auditors in appropriate circumstances at the Company's expense, if required to ensure the effective functioning of the Board. The Directors may also interact directly with, or request further explanation, information, and updates on any aspect of the Company's operations or business concerns from the Management.

The Board and Board Committees meetings are planned in advance prior to the commencement of a new calendar year and the schedule is circulated to the Directors and Committee members well in advance to enable them to plan ahead. Board members are given at least seven (7) days notice before any Board meeting is held. The agenda for each Board meeting and papers relating to the matters to be deliberated at the meeting are forwarded to all Directors at least five (5) days before the Board meeting. The Board papers are comprehensive covering agenda items to facilitate informed decision-making. In between Board meetings, approvals on matters requiring the sanction of the Board are sought by way of circular resolutions enclosing all relevant information to enable the Board to make informed decisions. All circular resolutions approved by the Board will be tabled for notation at the next Board meeting.

The Board reviews decisions made by Board Committees by examining the minutes of these Committees. The Chairman of each Board Committee is responsible for informing the Directors during Board meetings of any significant matters highlighted by the Committees that necessitate the Board's attention or guidance. All proceedings of Board meetings are documented in minutes, which are then signed by the meeting's Chairman in compliance with the provisions of the Companies Act, 2016.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

Directors are notified of any corporate announcements released to Bursa Securities. Additionally, they receive advance notice of impending restrictions on trading the Company's securities, with notifications provided at least thirty (30) days before the targeted release date of the quarterly financial results announcement.

Board Composition

The Group is led by a capable and seasoned Board, consisting of individuals of high caliber and credibility from diverse professional backgrounds. These Directors bring a wealth of experience, skills, and expertise that are essential for the effective functioning of the Board.

The Board comprises ten (10) members, including one (1) Executive Director, one (1) Non-Independent Non-Executive Director, and a significant representation of eight (8) Independent Non-Executive Directors. This composition aligns with Paragraph 15.02 of the Listing Requirements and Practice 5.2 of the MCCG 2021, which requires at least half of the Board comprises Independent Non-Executive Director, ensuring effective checks and balances within the Board's operations. The presence of a majority of Independent Non-Executive Directors underscores their pivotal role in providing independent assessment and objective participation in Board deliberations and decision-making processes.

The Company has adhered to Practice 1.4 of the MCCG 2021, which stipulates that the Chairman of the Board should not be a member of the Board Committees. In line with this requirement, the Board ensures that the Executive Chairman is not invited to the meetings of the Board Committees.

The Board believes that its composition is well-balanced, effectively representing the interests of both majority and minority shareholders, in accordance with the Listing Requirements. With the majority of the Board comprising Independent Directors, the Board benefits from their professional judgment, experience, and objectivity, ensuring that operational considerations do not compromise their independence. Moreover, the Independent Directors play a crucial role in ensuring that the Board considers the interests of all shareholders, rather than catering solely to the preferences of specific factions or groups, during the decision-making process.

The Board Charter provides that the Board should consist of qualified individuals with diverse experiences, backgrounds, and perspectives. The Constitution of the Company provides a minimum of two (2) and a maximum of eleven (11) Directors. The composition and size of the Board should be such that it facilitates the making of informed and critical decisions without limiting the level of individual participation, involvement, and effectiveness.

The Board is of the opinion that its composition strikes the right balance in terms of skills, knowledge, and experience across various domains including developer operations, finance and accounting, business management, risk management, and general management expertise. This diverse mix of professions and skills facilitates effective governance and enables the Board to advance the interests of all shareholders and oversee the Group's affairs diligently.

In addressing gender diversity within the Board's composition, the Board has implemented initiatives to establish targets and measures regarding gender diversity. In line with the Nomination Committee's recommendations, the Board has approved the appointment of Datuk Dr. Wan Norashikin binti Wan Nordin as a director, effective from 13 March 2023.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

Appointment to the Board and Re-election of Directors

In accordance with the Company's Constitution, all directors who were appointed by the Board are subject to re-election at the first opportunity after their appointment and at least one-third of the remaining directors are subject to re-election by rotation at each Annual General Meeting. The Constitution also provides that all directors shall retire at least once every three (3) years.

The Board has implemented the Fit and Proper Policy to govern the appointment and re-election of Directors, in accordance with the Main Market Listing Requirements of Bursa Securities. This policy is designed to enhance board independence, quality, and diversity.

The proposed appointment of new Board members as well as the proposed re-election/re-appointment of existing Directors who are seeking re-election/re-appointment at the Annual General Meeting are first considered and evaluated by the Nomination Committee with the criteria specified in the Fit and Proper Policy. For the purpose of determining the eligibility of the Directors to stand for re-election at the Annual General Meeting, the Nomination Committee also conducted an annual review of the performance of the Board to ensure that it is continuously effective.

The review conducted via a set of questionnaires to assist the reviewer in his assessment is spread over the following three (3) key areas:

- The performance and contribution of each of the Directors based on their self and peer assessment results of the Board Effective Evaluation;
- The assessment of the individual Director's level of contribution to the Board through each of their skills, experience, and strength in qualities; and
- The level of independence demonstrated by each of the Non-Executive Directors and his ability to act in the best interest of the Company in decision making, to ensure that the Non-Executive Directors were independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interest of the Company.

Upon its evaluation, the Nomination Committee will provide recommendations on the proposal(s) to the Board for approval. These recommendations take into consideration factors such as the Director's attendance at meetings, level of participation, contribution, and time commitment. Subsequently, the Board makes the final decision regarding the proposed appointment or re-election/re-appointment, which is then presented to shareholders for approval.

Tenure of Independent Directors

The Board Charter limits the tenure of Independent Directors to nine (9) years unless extended by shareholders. In the event the Board intends to retain such Director, the Director may continue to serve on the Board as a Non-Independent Director. Currently, none of the existing Independent Directors have surpassed the cumulative term of nine (9) years tenure.

Directors' Training and Development

The Board recognizes the significance of continuous education and training broaden one's perspective and to keep abreast with the current and future developments in the industry and global markets, regulatory updates as well as management strategies to enhance the Board's skills and knowledge in discharging their duties. An orientation program is initiated for newly appointed Directors who have attended the Mandatory Accreditation Programs prescribed by Bursa Securities.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

All Directors attended at least one training/seminar during the financial year ended 31 December 2023. The details are as follows:

Directors	Programs	Date
Datuk Redza Rafiq bin Abdul Razak	Bengkel Pelan Usahawan Perak Sejahtera 2030	27 January 2023
	Dialog Bajet 2023 Peringkat Negeri Perak	9 February 2023
	Kursus Protokol & Etiket Ketua Jabatan GLC	17 February 2023
	Speaker for Perak Makmur Summit (KSI)	9 March 2023
	Advocacy Sessions for Directors & CEOs of Main Listed Issuers by Bursa Malaysia	22 August 2023
	Asia Exclusive Seminar in Antwerp Belgium	4 - 11 October 2023
	Speaker for MIDA Invest Series – Perak Unfolding States’ Business Potential	23 October 2023
	Panel & Moderator for Perak Economic Outlook 2024 Programme	14 December 2023
Lim Tian Huat	Malaysia Insolvency Conference 2023 by MIA	21 June 2023
	Advocacy Sessions for Directors & CEOs of Main Listed Issuers by Bursa Malaysia	17 August 2023
	Khazanah Megatrend Forum 2023 by Khazanah Nasional	2 - 3 October 2023
	Webinar Series: Personal Liabilities of Directors by MAICSA	3 November 2023
Ahmad Najmi bin Kamaruzaman	Sustainability Governance, Management, and Reporting Seminar by MICG	16 February 2023
Dato’ Tun Hisan bin Dato’ Tun Hamzah	Sustainability Governance, Management, and Reporting Seminar by MICG	16 February 2023
	Advocacy Sessions for Directors & CEOs of Main Listed Issuers by Bursa Malaysia	17 August 2023
	Directors & Officers Liability Insurance Benefits	10 October 2023
	Personal Liabilities of Directors by MAICSA	3 November 2023

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

Datuk Abu Bakar bin Hassan	Advocacy Sessions for Directors & CEOs of Main Listed Issuers by Bursa Malaysia	12 September 2023
	Personal Liabilities of Directors by MAICSA	3 November 2023
Dato' Mohd Azmi bin Othman	Sustainability Governance, Management, and Reporting Seminar by MICG	16 February 2023
Dato' Dr. Aminuddin bin Hanafiah	Sustainability Governance, Management, and Reporting Seminar by MICG	16 February 2023
	Personal Liabilities of Directors by MAICSA	3 November 2023
Norazali bin Nordin	Advocacy Sessions for Directors & CEOs of Main Listed Issuers by Bursa Malaysia	19 September 2023
Datuk Dr. Wan Norashikin binti Wan Noordin	Webinar Series: ESG and Sustainability Reporting	6 July 2023
	Advocacy Sessions for Directors & CEOs of Main Listed Issuers by Bursa Malaysia	22 August 2023
	Personal Liabilities of Directors by MAICSA	3 November 2023
Khairuddin bin Mohamed Azahari	Mandatory Accreditation Programme (MAP)	11 - 12 May 2023
	Personal Liabilities of Directors by MAICSA	3 November 2023

BOARD COMMITTEES

Audit Committee

The Audit Committee of the Company is predominantly composed of Independent Non-Executive Directors, ensuring a majority of independent voices in its deliberations. The committee's membership is as follows:

1. Lim Tian Huat – Chairman
Senior Independent, Non-Executive Director
2. Ahmad Najmi bin Kamaruzaman
Independent, Non-Executive Director
3. Datuk Abu Bakar bin Hassan
Independent, Non-Executive Director
4. Dato' Tun Hisan bin Dato' Tun Hamzah
Independent, Non-Executive Director
5. Dato' Mohd Azmi bin Othman
Non-Independent, Non-Executive Director

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

A full report of the Audit Committee with details of its membership and a summary of work performed during the financial year are set out in the Audit Committee Report of this annual report.

Nomination Committee

The Nomination Committee of the Company comprises entirely of Non-Executive Directors, as follows:-

1. Ahmad Najmi bin Kamaruzaman – Chairman
Independent, Non-Executive Director
2. Datuk Abu Bakar bin Hassan
Independent, Non-Executive Director
3. Norazali bin Nordin
Independent, Non-Executive Director

The role of the Nomination Committee is set out in its terms of reference and available for reference on the Company's website at www.majuperak.com.my.

The Nomination Committee meets at least once in a financial year and wherever required. The Nomination Committee met once during the financial year i.e., 28 February 2023 to undertake the following activities:

- reviewed the annual assessment of the effectiveness, composition, and balance of the Board as well as the effectiveness of the Committees and contribution of each individual director using the following criteria:
 - a. Audit Committee, Remuneration Committee & Nomination Committee
 - i. Terms of Reference;
 - ii. Skills and Competencies;
 - iii. Meeting Administration and Conduct;
 - iv. Board Communication; and
 - v. Management, Internal Audit, and External Audit.
 - b. Board of Directors
 - i. Board Roles and Responsibilities;
 - ii. The Board and the Company Senior Management;
 - iii. Board Meetings and Facilities;
 - iv. Board Composition; and
 - v. Board Committees.
- reviewed the retirement of directors by rotation for re-election, and assess and recommended to the Board their eligibility for re-election and re-appointment;
- reviewed the terms of office and performance of the Audit Committee and each of its members annually whether its members have carried out their duties in accordance with their terms of references;
- assessed the independence of the Independent Directors by completing a form of declaration of independence to facilitate the assessment process as to ensure the Independent Directors were independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or ability to act in the best interest of the Company. The Nomination Committee concluded that all the Independent Directors satisfied the independence test and met all requirements to be Independent Directors

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

under the Main Market Listing Requirement of Bursa Securities and were able to discharge their responsibilities as Independent Directors;

- reviewed the trainings and seminars attended by the directors and evaluate the continuing education programmes and training needs for individual directors;
- recommended the Renewal Service Contract of Datuk Redza Rafiq bin Abdul Razak as Executive Chairman of MHB; and
- recommended the appointment of Datuk Dr. Wan Norashikin binti Wan Noordin and Encik Khairuddin bin Mohamed Azahari as Independent Non-Executive Directors.

The Director who is subject to re-election and/or re-appointment at the next Annual General Meeting is assessed by the Nomination Committee before a recommendation is made to the Board and shareholders for the re-election and/or re-appointment. Appropriate assessment and recommendation by the Nomination Committee are based on the yearly assessment conducted.

The Nomination Committee, having conducted an annual assessment of the Board and its members, the Audit Committee and its members, and the Nomination Committee was satisfied with the current board size and the effectiveness of the Board/Board Committees in discharging their roles and responsibilities through attendance at their respective meetings, performance and contribution, attributes, capabilities and qualifications considered necessary or desirable for service and demonstration of independence, integrity and impartiality in decision-making. The Board is also of the opinion that the Nomination Committee has effectively and efficiently discharged its roles and responsibilities with respect to its nomination and remuneration functions as listed in the Terms of Reference of the Nomination Committee. The assessment and evaluation were properly documented.

Remuneration Committee

The Remuneration Committee comprises entirely of Non-Executive Directors as follows: -

1. Datuk Abu Bakar bin Hassan – Chairman
Independent, Non-Executive Director
2. Lim Tian Huat
Senior Independent, Non-Executive Director
3. Dato' Tun Hisan bin Dato' Tun Hamzah
Independent, Non-Executive Director

The Remuneration Committee is responsible for recommending the remuneration package for all Directors. The individual Directors play no part in deciding their own remuneration. The Remuneration Committee reviews the remuneration package, terms of employment, benefits, and reward structure of the Executive Directors, the Managing Director and/or Group Chief Executive Officer and other Senior Management, reviews the fees and benefits payable to Non-Executive Directors, and makes the necessary recommendations for the decision of the Board. Meetings of the Remuneration Committee are held as and when necessary, at least once a year. The Remuneration Committee met once during the year i.e. 28 February 2023.

Directors' Remuneration

The Company offers its employees, including both Executive and Non-Executive Directors, options under the Employee Share Option Scheme. Additionally, all Directors receive Directors' fees, which are approved by shareholders at the Annual General Meeting based on the Board's recommendation. The Board collectively determines the level of fees for Non-Executive Directors to ensure that they are sufficient to attract and retain their services, which are crucial to the Company's operations.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

The Remuneration Committee also recommends to the Board the remuneration packages of Executive Chairman, Group Managing Director (if any) and/or Group Chief Executive Officer and it is the responsibility of the Board to approve the remuneration packages of Executive Director. In evaluating the Group Chief Executive Officer's remuneration, the Remuneration Committee takes into account the Group's financial performance and performance on a range of non-financial factors which reflects the level of risk, responsibility as well as the performance of the Company and the industry norm.

The remuneration of the Directors of the Company served during the financial year ended 31 December 2023 is as follows:

Group/Company Name of Directors	Fees RM	@ Salary RM	Other Emoluments (RM)	Benefit-in-kind RM	Total RM
Datuk Redza Rafiq bin Abdul Razak (Executive Chairman)	55,000*	486,399.40	-	-	541,399.40
Lim Tian Huat	48,000	-	-	-	48,000
Ahmad Najmi bin Kamaruzaman	48,000	-	-	-	48,000
Dato' Tun Hisan bin Dato' Tun Hamzah	48,000	-	-	-	48,000
Datuk Abu Bakar bin Hassan	48,000	-	-	-	48,000
Dato' Mohd Azmi bin Othman	48,000	-	-	-	48,000
Dato' Dr. Aminuddin bin Md Hanafiah	48,000	-	-	-	48,000
Norazali bin Nordin	48,000	-	-	-	48,000
Datuk Dr. Wan Norashikin binti Wan Noordin (Appointed on 13 March 2023)	36,000	-	-	-	36,000
Khairuddin bin Mohamed Azahari (Appointed on 13 March 2023)	36,000	-	-	-	36,000

* If approved by the shareholders at the forthcoming AGM, this amount is payable to the holding company, Perbadanan Kemajuan Negeri Perak (PKNPk) in view that the individual is a nominee director of PKNPk.

@ Basic salary plus EPF/SOCSO employer's contribution.

The disclosure of Directors' remuneration is made in accordance with the MCCG.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

Key Senior Management's Remuneration

The Board took cognizance of the disclosure requirements under MCCG on the Key Senior Management's remuneration. The remuneration component includes salary, bonus, benefits-in-kind, and other emoluments of the current key senior management of the Company within the bands of RM50,000 for the financial year ended 31 December 2023.

The profiles of the Key Senior Management are disclosed in this Annual Report. Key Senior Management are those primarily responsible for managing the business operations and corporate divisions of the Group. The Board, after consideration, decided not to disclose on a named basis the Key Senior Management's remuneration in bands of RM50,000 to allay valid concerns of intrusion on staff confidentiality as well as maintaining the Company's ability to retain talented senior management given the competitive employment environment, in particular of the Group's property development business. The non-disclosure on the named basis of the remuneration of the top senior management will not significantly affect the understanding and evaluation of the Group's governance and will ensure the confidentiality of the remuneration of the top senior management.

Employees' Share Option Scheme ("ESOS") Committee

An ESOS was duly implemented with effect from 6 March 2020 pursuant to Paragraph 6.43 of the Bursa Securities Listing Requirement. The ESOS Committee was established and appointed by the Board to oversee the administration as well as to ensure proper implementation of ESOS according to the By-Laws of ESOS. The Company's ESOS would be in force for a period of five (5) years from the date of implementation with an option to extend for another period of up to a total of five (5) years unless being terminated by the Board.

The ESOS Committee had made the offer and the details of the vesting of options under the ESOS are set out in this Annual Report.

The Committee Members comprise the following:

1. Norazali bin Nordin
Chairman, Independent Non-Executive Director
2. Syed Agil bin Syed Hashim
Member, Group Chief Executive Officer
3. Ahmad Izral bin Abdul Karim
Member, Chief Financial Officer
4. Haryanni binti Harun
Member, Head of People Management and Shared Services (resigned on 26 February 2024)

Corporate Integrity

The Board has formalised and adopted the Code of Ethics of Directors ("the Code"), which is based on the core principles of integrity, transparency, accountability, and corporate social responsibility. The Code enables the Board and each Director to focus on areas of ethical risk, provides guidance to Directors to help them recognise and deal with ethical issues, provides mechanisms to report unethical conduct, and helps foster a culture of honesty and accountability. It also serves as an avenue for any Director to channel any suspected violations of the Code to the Chairman of the Audit Committee. Investigation will be carried out by the Board and appropriate action will be taken in the event of any violations of the Code.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

In addition, the Group has implemented a Code of Conduct that establishes standards for all employees within the Group. This code aims to foster honest and ethical conduct, emphasizing the ethical handling of actual or apparent conflicts of interest between personal and professional relationships in the workplace. Furthermore, it requires employees to adhere to applicable rules, regulations, and local laws.

The Board and all employees are dedicated to upholding the utmost standards of personal and corporate integrity in their interactions within the Group and with external parties.

Furthermore, the Company has established a Whistleblowing Policy to uphold the highest level of corporate ethics within the Group. All employees are entrusted with the professional duty to report any instances of known malpractices or wrongdoing. The Board holds ultimate responsibility for overseeing the implementation of the Whistleblowing Policy. Whistleblowing reports concerning financial reporting, unethical, or illegal conduct are directed to the Chairman of the Audit Committee, while reports related to employment concerns are addressed to the Group Chief Executive Officer or Head of People Management & Shared Services. The Whistleblowing Policy was revised on 28 August 2023.

The Code of Ethics of Directors, Code of Conduct and Whistleblowing Policy can be found on the Company's website at www.majuperak.com.my.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

The Group has assigned specific responsibilities to various Board Committees, which operate under defined terms of reference approved by the Board. These committees assist the Board in fulfilling its fiduciary duties and responsibilities. The Board Committees include the Audit Committee, Risk Management Committee, Nomination Committee, and Remuneration Committee.

The Board Committees adhere to principles of transparency and full disclosure in their proceedings. If required, issues deliberated by the Board Committees are presented to the Board along with appropriate recommendations. However, the ultimate responsibility for making final decisions on all matters rests with the Board.

Audit Committee

The Audit Committee supports the Board in overseeing the Company's financial statements and reporting, ensuring compliance with fiduciary responsibilities concerning internal controls, financial and accounting records, and policies, as well as financial reporting practices of the Group. Importantly, the Chairman of the Audit Committee is not the Chairman of the Board. The Audit Committee conducts a review of the Internal Audit Function, assessing its authority, resources, and scope as outlined in the Internal Audit Charter adopted by the Group.

Relationship with Auditors

The Company, facilitated by its Audit Committee, maintains a transparent and suitable relationship with both internal and external auditors. As part of its policy, the Audit Committee conducts meetings with the external auditors to review their audit plan, discuss audit findings, and examine financial statements.

The Group has an in-house Internal Audit Unit that assists the Audit Committee in the discharge of its duties and responsibilities. The Internal Audit Unit function includes evaluation of the processes by which significant risks are identified, assessed and managed. The audits are carried out to ensure instituted controls are appropriate, effectively applied and within acceptable risk exposures and consistent with the Group's risk management policy. The Internal Audit Unit reports directly to the Audit Committee and audit findings and recommendations are communicated to the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

Risk Management Committee

The members are as follows:

1. Dato' Tun Hisan bin Dato' Tun Hamzah – Chairman
Independent Non-Executive Director
2. Ahmad Najmi Bin Kamaruzaman
Independent Non-Executive Director
3. Dato' Dr. Aminuddin bin Md Hanafiah
Independent Non-Executive Director

The ultimate responsibility for ensuring a sound and effective internal control framework lies with the Board. The Board sets policies and procedures for internal control and oversees that the implementation of the internal control system is properly carried out by the Management to safeguard shareholders' investments and the Company's assets. The oversight of the Group and Company's risk management framework and policies is also embedded in the Terms of Reference of Audit Committee.

The Board acknowledges that while the internal control system is devised to cater to the particular needs of the Group and risk management, such controls by their nature can only provide reasonable assurance against material misstatements or loss.

During the year, the Risk Management Committee: -

- reviewed risk management's resource requirements, scope, adequacy, and activities;
- reviewed the Group's strategic risks and provide feedback to Management on risks mitigation strategies and improvement on a quarterly basis; and
- reviewed the Group's divisional risk report and provision of feedback on the mitigation strategies and improvement on a quarterly basis.

The Board also acknowledges its overall responsibility in maintaining an internal control system that provides reasonable assurance of effective and efficient operations, compliance with laws and regulations, as well as internal procedures and guidelines. However, the Group's system of internal control is designed to manage and not eliminate the risk of failure to achieve the Group's objectives, hence the internal control system can only provide reasonable and not absolute assurance against the risk of material errors, fraud or loss.

Further details of the Group and Company risk management and internal controls framework are as set out in the Statement on Risk Management and Internal Control in this Annual Report.

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANING FULL RELATIONSHIP WITH STAKEHOLDER**Communication with Shareholders**

The Board is dedicated to furnishing shareholders and investors with accurate, valuable, and timely information concerning the Company, its business, and its operations. The Company consistently communicates with shareholders and investors in compliance with disclosure requirements.

The Company's Annual General Meeting serves as the primary forum for dialogue and interaction between the Company and its shareholders. It offers shareholders an opportunity to seek clarification on any issues and gain a better understanding of the Group's business and corporate development.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONTINUED)

Notice of the Annual General Meeting together with the Annual Report is sent out to shareholders at least twenty-eight (28) days before the date of the meeting.

The Board actively encourages shareholder participation by including a question-and-answer session during the Annual General Meeting. Directors and the Group Chief Executive Officer are present to address inquiries from shareholders and provide responses during the meeting.

All resolutions outlined in the notice of general meetings of the Company are to be conducted by poll. An independent scrutineer is appointed to oversee the polling process for each general meeting, ensuring transparency and fairness in the voting procedure.

At the Annual General Meeting held on 1 June 2023, poll voting was conducted in respect of all resolutions by way of the e-polling process and Boardroom Corporate Services Sdn. Bhd. was appointed as Scrutineers to verify the poll results. The outcome of the poll against the resolutions was announced at the same meeting and detailed results stating the votes cast were announced on Bursa's website on the same day of the Annual General Meeting. A summary of the key matters discussed at the 2023 Annual General Meeting was published on the Company's website at www.majuperak.com.my.

The Group maintains a commitment to making timely disclosures to the public concerning corporate proposals, financial results, and other required announcements.

Corporate and financial information of the Group as well as the Company's announcements to Bursa Securities are also made available to the public through the Company's website at www.majuperak.com.my.

Compliance with the Code

The Group has adhered to the Principles of Corporate Governance as outlined in the Code, with the exception of the following instance that, in the opinion of the Directors, is appropriately tailored to suit the circumstances:

- **Practise 4.4** – Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the Company's material sustainability risks and opportunities;
- **Practise 5.9** – The Board comprises at least 30% women directors;
- **Practise 7.1** – The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website;
- **Practise 8.2** –The Board discloses on a named basis the top five (5) senior management's remuneration component including salary, bonus, benefit-in-kind, and other emoluments in bands of RM50,000;
- **Practise 9.4** – The Audit Committee should comprise solely of Independent Directors; and
- **Practise 13.2** – All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

The explanation for departure is further disclosed in the Corporate Governance Report.

This Corporate Governance Overview Statement was approved by the Board of Directors of MHB on 5 April 2024.

AUDIT COMMITTEE REPORT

The Board of Directors of Majuperak Holdings Berhad (“MHB”) is pleased to present the Audit Committee (“AC”) report for the financial year ended 31 December 2023 (“FYE 2023”) in accordance with Paragraph 15.15 of the Main Market Listing Requirement (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

AUDIT COMMITTEE MEMBERS AND MEETING ATTENDANCE

The composition of the AC adheres to the requirement of Paragraphs 15.09 and 15.10 of the MMLR of Bursa Securities, which set out that the AC must consist of no fewer than three (3) members, all of whom must be non-executive directors, with the Chairman and a majority of the members being independent directors. At least one (1) AC member must be a Malaysian Institute of Accountants member.

Mr. Lim Tian Huat, serving as the Chairman of MHB AC, holds the esteemed position of Council Member and Founding President of the Insolvency Practitioners Association of Malaysia. Furthermore, he is a fellow member of the Association of Chartered Certified Accountants and a member of both the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants. Accordingly, MHB complies with the requirements of Paragraphs 15.09(1)(c)(i) of the MMLR of Bursa Securities.

In FYE 2023, the Board performed the annual assessment on the term of office and performance of the AC members as mandated by Paragraph 15.20 of the MMLR of Bursa Securities. The Board is satisfied that the AC and its members fulfilled their responsibilities and duties per the AC’s Terms of Reference (“TOR”), thereby supporting the Board in upholding appropriate corporate governance standards for the Group.

Throughout FYE 2023, Six (6) AC meetings were convened. The following details provide insight into the composition of MHB AC members and the attendance of each member at the committee meetings during the financial year: -

Members	Directorate	Appointment	Attendances
Mr Lim Tian Huat (Chairman)	Senior Independent and Non-Executive	18/08/2020	6/6
Encik Ahmad Najmi Bin Kamaruzaman (Member)	Independent and Non-Executive	10/08/2018	6/6
Datuk Abu Bakar Bin Hassan (Member)	Independent and Non-Executive	18/08/2020	6/6
Dato’ Tun Hisan Bin Dato’ Tun Hamzah (Member)	Independent and Non-Executive	18/08/2020	6/6
Dato Mohd Azmi Bin Othman (Member)	Non-Independent and Non-Executive	16/07/2021	6/6

AUDIT COMMITTEE REPORT (CONTINUED)

The Company Secretary attended all the meetings held during the financial year. To facilitate direct communication and provide clarification on financial and audit-related matters, as well as operational issues within the Group, the Group Chief Executive Officer (“GCEO”) and Chief Financial Officer (“CFO”) were invited to the meetings. The minutes of each AC meeting were recorded and presented for confirmation at the subsequent AC meeting and presented to the Board for notation.

During the FYE 2023, the AC Chairman presented the Committee’s recommendations to the Board. These include the approval of both annual and quarterly financial statements, as well as addressing matters of significant concern raised by the External Auditors and Internal Auditors.

AUTHORITY AND DUTIES

The AC’s TOR was revised on 30 December 2022 and is accessible for reference on the official website of MHB at www.majuperak.com.my.

SUMMARY OF ACTIVITIES

During the FYE 2023, the AC carried out the following main activities as set out in its TOR:-

1. Financial Reporting

Reviewed the quarterly financial statements, including draft announcements and subsequently made recommendations to the Board for approval of the same as follows: -

Date of Meetings	Review of Quarterly Financial Statement
28 February 2023	Interim financial statements for the fourth quarter result FYE 2022 ended 31 December 2022
6 April 2023	Draft audited financial statements for the FYE 31 December 2022
23 May 2023	Interim financial statements for the first quarter result FYE 2023 ended 31 March 2023
28 August 2023	Interim financial statements for the second quarter result FYE 2023 ended 30 June 2023
30 November 2023	Interim financial statements for the third quarter result FYE 2023 ended 30 September 2023

The reviews were to ensure that the Company’s quarterly financial reporting and disclosures present a true and fair view of the Group’s financial position and performance and are in compliance with Malaysian Financial Reporting Standard (“MFRS”) 134 – Interim Financial Reporting Standards, provisions of the Companies Act 2016, provisions of the MMLR of Bursa Securities and other legal and regulatory requirements.

AUDIT COMMITTEE REPORT (CONTINUED)

To uphold the integrity of the information, the CFO provided assurances to the AC that:

- a) appropriate accounting policies had been adopted and consistently applied;
- b) the going concern basis applied in the Annual Financial Statements as appropriate;
- c) prudent judgements and reasonable estimates had been made in accordance with the requirements set out in the MFRS; and
- d) the Audited Financial Statements and Quarterly consolidated financial statements were free from material misstatement and reflected a true and fair view of the financial positions of the Group and its subsidiaries for the FYE 2023.

2. External Audit

Reviewed the quarterly financial statements, including draft announcements and made recommendations to the Board for approval of the same as follows: -

- i. In February 2023, reviewed the external auditors' findings arising from audits, particularly comments and responses in management letters, to ensure the Management took appropriate action.
- ii. Two (2) private meetings with the External Auditors were held in April and November 2023, without the presence of the Management. The purposes of such meetings were to enquire about Management's cooperation with the External Auditors, their sharing of information and the proficiency and adequacy of resources in financial reporting functions, particularly in relation to the compliance with applicable MFRSs as well as other areas of concern that is needed to be escalated to the Board and Management for their further consideration and action.
- iii. Deliberated on the external auditors' report at its meeting on 6 April 2023 regarding relevant disclosures in the annual audited financial statements for the FYE 2022 ended 31 December 2022.
- iv. Evaluated the external auditors' independence and objectivity, as well as their ability to serve the Group in terms of technical competencies and manpower resources adequacy and reviewed the scope of audit and non-audit fees for statutory audit of the Group against the size and complexity of the Group prior to recommending to the Board for approval.
- v. Reviewed and evaluated the performance and effectiveness of the external auditors. The AC assessed the external auditors' integrity, capability, professionalism and work ethics.
- vi. On 30 November 2023, the AC discussed and reviewed the external auditors' Audit Planning Memorandum for the FYE 2023, outlining the auditors' responsibilities, engagement teams, significant risks and areas of audit focus, the proposed scope of work, independence policies and procedures and audit fees.

The external auditors provided assurance that they were and had been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements, including the By-Laws (*on Professional Ethics, Conduct and Practice*) of the MIA.

AUDIT COMMITTEE REPORT (CONTINUED)

3. Internal Audit

- i. Reviewed and approved the annual internal audit plan as proposed by the internal auditors to ensure the adequacy of the scope and coverage of work;
- ii. Reviewed the internal audit budget, resources, initiatives, skills and competencies;
- iii. Reviewed the internal audit reports tabled during the year, which outlined the audit issues, recommendations and management response. Discussed with the Management to rectify and improve the system of internal controls and workflow processes based on the internal auditors' recommendations for improvement to ensure control lapses are addressed;
- iv. Monitored the corrective actions taken on the outstanding audit issues to ensure that all key risks and control lapses have been addressed and implemented by the Management;
- v. Carried out an annual review of the performance of the Internal Auditors including an assessment of their suitability and independence in performing their obligations by completing a formal evaluation form; and
- vi. Reviewed the AC Meeting minutes and matters arising from the previous meetings.

4. Related Party Transactions and Conflict of Interest

The AC also reviewed related party transactions and conflict of interest situations which arose, persist or may arise within the Company and the Group, including any transaction, procedure or conduct that raises questions on management integrity.

During FYE 2023, the AC having considered all aspects of the proposed related party transactions and conflict of interest, including salient terms, rationale and the effect therefore, opined that the following proposals were in the best interest of the Company, fair and reasonable and on normal commercial terms and not detrimental to the interest of the minority shareholders, hence recommended to the Board for approval:

- a. Proposed New Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature as announced on 20 April 2023.
- b. Proposed Master Development Agreement Between Perbadanan Kemajuan Negeri Perak and the Company on 10 October 2023.
- c. Proposed Disposal of Land held under Geran No. 59907, Lot 28801, Bandar Ipoh (S), Daerah Kinta, Perak and Pajakan Negeri No. 213729, Lot 9225N, Bandar Ipoh (U), Daerah Kinta, Perak together with the building erected thereon known as "Brewster Village" via its wholly owned subsidiary, Syarikat Majuperak Berhad with Ladang Lekir Sdn. Bhd. on 18 December 2023.

In line with the AC's TOR and Listing Requirements, there were no conflict of interest nor potential conflict of interest situation which arose during FYE 2023 that required the AC to resolve, eliminate or mitigate such conflicts.

5. Annual Report

Reviewed the AC Report, Statement on Risk Management and Internal Control, before submitting for the Board's approval and inclusion in the Company's Annual Report.

AUDIT COMMITTEE REPORT (CONTINUED)

6. Whistleblowing/Anti-Corruption and Bribery cases

Ensured that the Group's Whistleblowing Policy and Anti-Bribery and Corruption Policy were actively implemented with appropriate actions taken whenever reports were received. In FYE 2023, the Whistleblowing policy was revised on 28 August 2023 and there were no reports of whistle-blowing or bribery and corruption cases.

7. Others

- **Revised Limit of Authority**

The Company's Limit of Authority has been revised and adopted on 23 May 2023.

- **Allocation of Employees' Share Option Scheme (ESOS)**

Verified and ensure the allocation of ESOS is in compliance with the criteria for allocation of options pursuant to the ESOS scheme.

INTERNAL AUDIT FUNCTION

The internal audit function of the Company is performed by the in-house internal audit department ("IAD"). IAD reports directly to the AC to ensure impartiality and independence in executing its role.

IAD undertakes a systematic, disciplined approach to evaluate and improve the effectiveness of our Group's risk management, control and governance processes. IAD also provides advisory input on Management's initiatives to strengthen our governance framework.

IAD adopts a risk-based audit approach when preparing its annual audit plan. The annual audit plan covers the key businesses of the Group and is approved by the AC. The main factors to be considered are Risk Assessment, Budget and Business Plan, input from Senior Management and the result of previous audits.

IAD is guided by the internal audit policies and procedures, the Institute of Internal Auditors' International Professional Practices Framework, and the Committee of Sponsoring Organization of the Treadway Commission ("COSO") internal control framework in performing its activities.

Key activities undertaken by the IAD during the financial year include: -

- Prepared the annual audit plan for deliberation and approval by the AC;
- Performed financial and operational audits on business units and supported the function of the Group to ascertain the adequacy and integrity of their system of controls, governance and risk management;
- Made recommendations for improvement where weaknesses and/or non-compliance were identified; and
- Conducted follow-up reviews to determine the adequacy, effectiveness and timeliness of actions the Management took on audit recommendations and provide updates on their status to the AC.

The cost incurred for the internal audit function during the FYE 2023 including staff payroll costs and overheads was approximately RM440,700.

ADDITIONAL COMPLIANCE INFORMATION

Pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad for the year ended 31 December 2023

1. Details of the Recurrent Related Party Transactions

The details of the RRPTs entered into by the Company and its subsidiaries during the financial year are disclosed in Note 37 to the financial statements on page 167.

2. Utilisation of Proceeds Raised from Corporate Proposals

There were no proceeds raised from corporate proposals during the financial year.

3. Auditors' Remuneration

The auditors' remuneration of the Group and of the Company for the financial year ended 31 December 2023 is as follows:

	Group RM	Company RM
Audit Fees	282,000	63,000
Non-Audit Fees	26,000	–
	308,000	63,000

4. Material Contracts and Contract Relating to Loans awarded to Directors, Chief Executive and Substantial Shareholders

There were no material contracts and contracts relating to loans entered into by the Company and its subsidiaries which involve the Directors, Chief Executive who is not a Director and substantial shareholders entered into since the previous financial year.

5. Employees Share Option Scheme (ESOS)

The ESOS was approved by the Company's shareholder at Annual General Meeting held on 2 March 2020 on the establishment of an ESOS of up to 5% of the total number of issued shares of MHB (Excluding Treasury Shares) for eligible Directors and employees of MHB and its non-dormant subsidiaries. The ESOS shall be in force for a period of 5 years. The effective date of the implementation of the ESOS was on 6 March 2020 and would expire on 5 March 2025.

ADDITIONAL COMPLIANCE INFORMATION (CONTINUED)

a) The number of schemes currently in existence during the financial year 2023

Total number of options granted in 2023	Total number of options exercised in the financial year 2023	Total number of options outstanding
Nil	Nil	8,735,800

(All figures are as at Financial Year ended 31 December 2023).

b) In regard to options or shares granted to the Directors and Chief Executives (Chief Executive Officer (CEO) & Chief Financial Officer (CFO):

Director / CEO/CFO	Total number of options granted	Total number of options exercised in the financial year 2023	Total number of options outstanding
Directors	2,600,000	Nil	2,600,000
CEO	Nil	Nil	Nil
CFO	Nil	Nil	Nil

c) In regard to options or shares granted to the Directors and Senior Management –

- i. aggregate maximum allocation applicable to Directors and Senior Management in percentage is 50%
- ii. the actual percentage granted to them:

No. of Options Directors	No. of Options Senior Management	Total Options
2,600,000	Nil	2,600,000 (18.28%)

ADDITIONAL COMPLIANCE INFORMATION (CONTINUED)

- d) A breakdown of the options offered to and exercised by, or shares granted to and vested in (if any) non-executive Directors pursuant to an ESOS in respect of the financial year in tabular form as follows:

As at 31 December 2023

Name of Executive Directors	Number of options offered	Number of options exercised
Datuk Redza Rafiq bin Abdul Razak	1,400,000	Nil
Total	1,400,000	Nil

Name of Non-Executive Directors	Number of options offered	Number of options exercised
Lim Tian Huat	300,000	Nil
Ahmad Najmi bin Kamaruzaman	300,000	Nil
Datuk Abu Bakar bin Hassan	300,000	Nil
Dato' Tun Hisan bin Dato' Tun Hamzah	300,000	Nil
Total	1,200,000	

LIST OF PROPERTIES AS AT 31 DECEMBER 2023 (ABOVE RM1 MILLION)

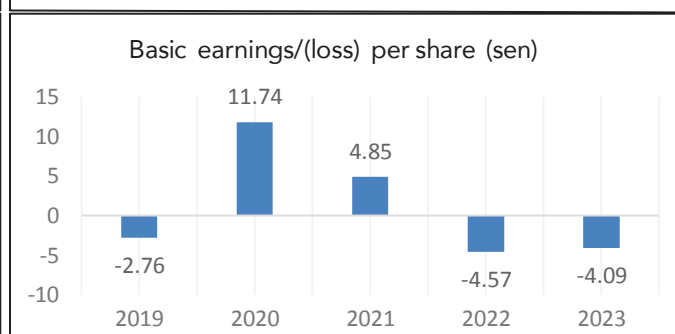
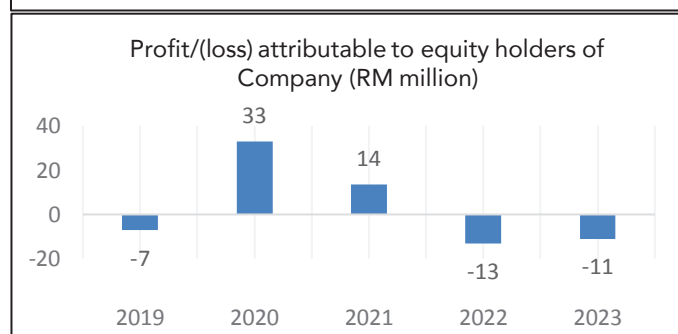
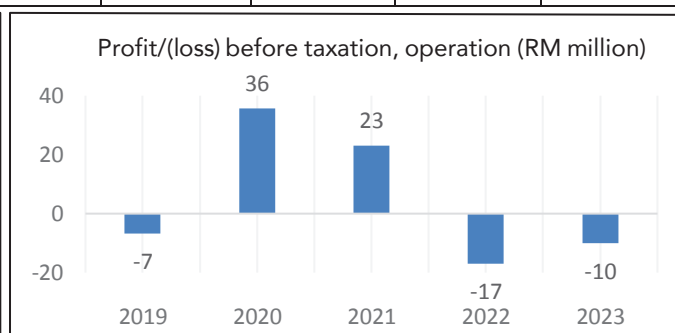
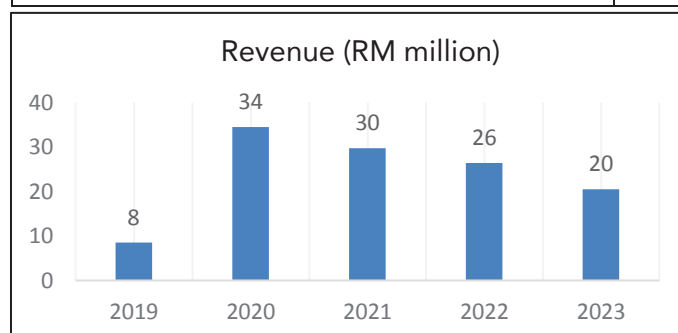
No.	Name of Owner	Title/Location	Tenure/ Age of Building	Land Use	Land Area/ Built up Area	Net Book Value as at 31.12.2023 (RM)	Valuation Date
A. INVESTMENT PROPERTIES							
1.	Syarikat Majuperak Berhad	PN 31150, Lot 008051N, Bandar Ipoh, Daerah Kinta, Negeri Perak. Wisma Maju Perak, Jalan Sultan Idris Shah, 30000 Ipoh, Perak.	Leasehold of 99 years expiring on 16/06/2086	Building	24,089 sq. ft/ 67,414 sq. ft	11,550,000	12/12/2023
2.	Syarikat Majuperak Berhad	PN 213729, Lot 9225N, Bandar Ipoh (U), Daerah Kinta, Negeri Perak. Lot No. 9225N, Jalan Sultan Idris Shah, 30000 Ipoh, Perak.	Leasehold of 99 years expiring on 17/08/2095	Building	71,581 sq. ft/ 8,085 sq. ft	16,400,000	12/10/2023
3.	Syarikat Majuperak Berhad	GRN 59907, Lot 28801, Bandar Ipoh (S), Daerah Kinta, Negeri Perak. Lot No. 28801, Jalan Sultan Idris Shah, 30000 Ipoh, Perak.	Freehold	Building	16,226 sq. ft	2,450,000	12/10/2023
4.	Syarikat Majuperak Berhad	HSM22021, PT231697, Tempat RPT Meru Tin, Mukim Hulu Kinta, Daerah Kinta, Negeri Perak. 4A & 4B Jalan Jelapang 1, Pusat Komersial Jelapang, 30020 Ipoh, Perak.	Leasehold of 99 years expiring on 31/03/2114	Building	4,229 sqf/ 10,098 sqf	2,600,000	20/12/2023
5.	Syarikat Majuperak Berhad	HSM 22020, PT231698, Tempat RPT Meru Tin, Mukim Hulu Kinta, Daerah Kinta, Negeri Perak. 6A & 6B Jalan Jelapang 1, Pusat Komersial Jelapang, 30020 Ipoh, Perak.	Leasehold of 99 years expiring on 31/03/2114	Building	2,971 sqf/ 5,430 sqf	1,490,000	20/12/2023
6.	Syarikat Majuperak Berhad	PN398749, Lot 521086, Mukim Hulu Kinta, Daerah Kinta, Negeri Perak. Starbucks Jelapang, Pusat Komersial Jelapang, 30020 Ipoh, Perak.	Leasehold of 99 years expiring on 01/09/2109	Building	32,551.sq. ft/ 5,035 sq.ft	4,670,000	20/12/2023
7.	Majuperak Land Sdn Bhd	PN293621, Lot312489 Mukim Hulu Kinta, Daerah Kinta Silveritage Complex, Jalan Raja Dr Nazrin Shah, Medan Gopeng, 31350 Ipoh, Perak.	Leasehold of 99 years expiring on 06/02/2097	Building	303,105 sq.ft / 38,105 sq.ft	35,050,000	12/12/2023
8.	Majuperak Energy Resources Sdn Bhd	PT26997, Mukim Sg Raya, Daerah Kinta, Negeri Perak. Solar Power Plant	Leasehold of 99 years expiring on 08/06/2121	Building	917,623 sq.ft	4,350,000	24/12/2023
9.	Majuperak Properties Sdn Bhd	PT15625 to PT 15631, PT15633, PT15636, PT15639 & PT15640 Mukim Sg Terap, Daerah Kinta, Negeri Perak. Bandar Tasik Idaman, 31000, Batu Gajah, Perak	Leasehold of 99 years expiring on 05/09/2100	Building	9,679 sq.ft	1,310,000	24/12/2023

LIST OF PROPERTIES AS AT 31 DECEMBER 2023 (CONTINUED)

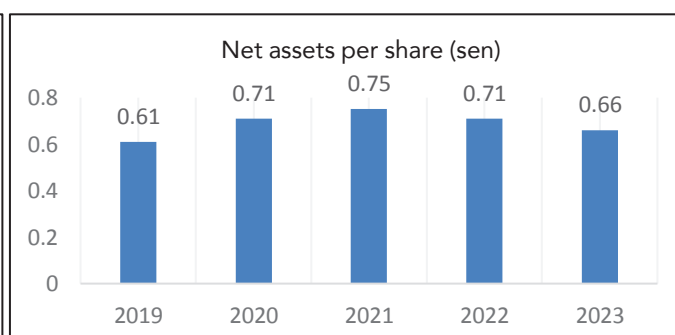
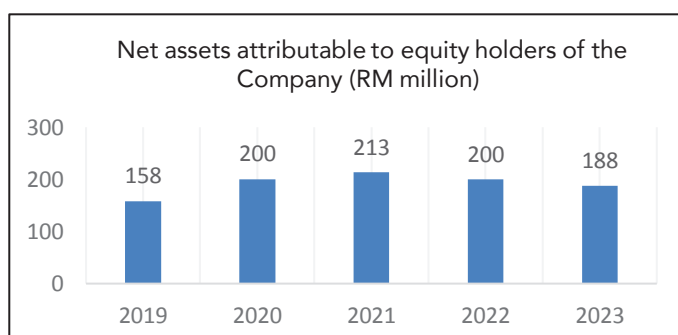
No.	Name of Owner	Title/Location	Tenure/ Age of Building	Land Use	Land Area/ Built up Area	Net Book Value as at 31.12.2023 (RM)	Acquisition Date
B. DEVELOPMENT PROPERTIES							
1.	Jua Juara Sdn Bhd (a subsidiary of Majuperak Development Berhad)	PT 18643 - 54.93 acre, PT 18644 - 88.18 acre. Mukim of Ulu Bernam, District of Batang Padang,	Leasehold of 99 years expiring on Jun 2111	Residential/ Commercial	143.11 acres	1,414,494	2002
2.	Jua Juara Sdn Bhd (a subsidiary of Majuperak Development Berhad)	Mukim of Ulu Bernam, District of Batang Padang, Perak, located off the 2½ M.S. Jalan Slim Lama and lies adjoining the Bernam Industrial Park, Proton City, Tanjung Malim, Perak	Leasehold of 99 years expiring on 30/01/2116	Residential/ Commercial	203.36 acres	2,407,379	2002
3.	Jua Juara Sdn Bhd (a subsidiary of Majuperak Development Berhad)	PT 6722- PT 6768 [HS(D) 15284] Mukim of Pasir Salak, District of Perak Tengah, Perak. Located Jalan Lebu Paduka, Seberang Perak. (41 units shop lot)	Leasehold of 99 years expiring in year 2114	Commercial	14.44 acres	1,001,103	2015
4.	Tenaga Danawa Sdn Bhd (a subsidiary of Majuperak Development Berhad)	PT 1779 [HS(D) 25344] PT 1984 [HS(D) 33224] Mukim Trong, District of Larut Matang, Perak	Leasehold of 99 years expiring in year 2107	Residential/ Commercial	121.37 acres	2,988,085	2001
5.	Tenaga Danawa Sdn Bhd (a subsidiary of Majuperak Development Berhad)	PT 1312 - 1319, PT 1321 - 1552, PT 1680 - 1716, (HS(D) LM 14102 - 14109), (HS(D) LM 14111 - 14342), (HS(D) LM 14470 - 14506), Taman Trong Bakti, Trong, District of Larut Matang, Perak. (Trong Phase 2: 277 lot)	Leasehold of 99 years expiring in year 2099	Commercial / Residential	19.6 acres	3,331,322	2000
6.	Tenaga Danawa Sdn Bhd (a subsidiary of Majuperak Development Berhad)	PT 6607 - 6720 [HS(D) 15047] Proposed Housing Scheme & RPT Lot at Changkat Lada, Mukim of Pasir Salak, District of Perak Tengah, Perak (25 units Shop lot and 89 units Semi-D House)	Leasehold of 99 years expiring in year 2113	Commercial / Residential	14.74 acres	1,541,266	2014
7.	Syarikat Majuperak Berhad	Lot 31522 [HS(D) 356896] Proposed Housing Scheme, Mukim Sungai Terap, Perak (601 units Rumah Perakku)	Leasehold of 99 years expiring in year 2106	Residential/ Commercial	114.63 acres	3,313,048	2007
8.	Syarikat Majuperak Berhad	Lot 537232 [HS(D) 424012] Proposed Apartment - 300 units at Tambun, Mukim Ulu Kinta, Perak.	Leasehold of 99 years expiring in year 2115	Residential/ Commercial	4.23 acres	5,473,343	2016

GROUP FIVE-YEAR FINANCIAL HIGHLIGHTS

Financial Results	2019 (restated)	2020	2021	2022	2023
Revenue (RM'000)	8,451	34,365	29,669	26,308	20,446
Profit/(loss) before taxation, operation(RM'000)	(6,791)	35,614	22,956	(16,978)	(10,013)
Profit/(loss) attributable to equity holders of the Company (RM'000)	(7,095)	32,980	13,621	(12,999)	(11,105)
Basic earnings/(loss) per share (sen)	(2.76)	11.74	4.85	(4.57)	(4.09)



Financial Positions	2019 (restated)	2020	2021	2022 (restated)	2023
Total assets (RM'000)	234,731	277,471	308,806	298,269	282,642
Total liabilities (RM'000)	76,710	77,472	95,312	98,637	95,006
Net assets attributable to equity holders of the Company (RM'000)	157,977	200,437	213,494	199,633	187,636
Number of ordinary shares issued and fully paid ('000 shares)	257,052	283,243	280,806	284,422	284,422
Net assets per share (RM)	0.61	0.71	0.75	0.71	0.66



STATISTICS ON SHAREHOLDINGS AS AT 1 APRIL 2024

ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	No. of Holders		No. of Shares		% of Issued	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less than 100	715	4	22,754	114	0.008	0.000
100 - 1,000	1,074	12	631,053	6,826	0.222	0.002
1,001 - 10,000	1,141	26	4,317,286	101,704	1.518	0.036
10,001 - 100,000	478	10	16,052,357	418,330	5.644	0.147
100,001 to less than 5% of issued shares	99	6	90,592,489	2,190,000	31.851	0.770
5% and above of issued shares	3	0	170,088,952	0	59.802	0.000
Total	3,510	58	281,704,891	2,716,974	99.05	0.96
Grand Total	3,568		284,421,865		100.00	

DIRECTORS' SHAREHOLDINGS

None of the directors holds any shares in the Company.

SUBSTANTIAL SHAREHOLDERS

According to the Register of Substantial Shareholders required to be kept under Section 144 of the Companies Act, 2016, the following are the substantial shareholders of the Company:

No.	Name of Substantial Shareholders	No. of Shares					
		Direct Interest (A)	%	Deemed Interest (B)	%	Total Interest (A+B)	%
1	Perbadanan Kemajuan Negeri Perak	141,682,309	49.81	* 4,538,773	1.60	146,221,082	51.41
2	KUB Malaysia Bhd	14,429,143	5.07	-	-	14,429,143	5.07
3	Gunung Resources Sdn Bhd	26,977,500	9.49	-	-	26,977,500	9.49
4	G Capital Berhad	-	-	** 26,977,500	9.49	26,977,500	9.49

Note:

* Deemed interest by virtue of its shareholdings in Cherry Blossom Sdn. Bhd. and Fast Continent Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016.

** Deemed interest by virtue of its shareholdings in Gunung Resources Sdn Bhd pursuant to Section 8(4) of the Companies Act, 2016.

STATISTICS ON SHAREHOLDINGS

TOP 30 SHAREHOLDERS AS AT 1 APRIL 2024

NO.	ACCOUNT NO.	NAME	HOLDINGS	%
1	087-023-044356988	PERBADANAN KEMAJUAN NEGERI PERAK	128,682,309	45.243
2	086-001-075091785	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GUNUNG RESOURCES SDN BHD	26,977,500	9.485
3	064-002-026603571	KUB MALAYSIA BERHAD	14,429,143	5.073
4	098-002-053020517	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SYED ABU HUSSIN BIN HAFIZ SYED ABDUL FASAL	13,843,600	4.867
5	053-001-051690436	PERBADANAN KEMAJUAN NEGERI PERAK	13,000,000	4.571
6	098-002-065261737	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOH YING FATT	7,161,842	2.518
7	051-001-040725392	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR HAN FOOK FONG (E-PPG)	6,854,400	2.410
8	066-003-015414386	CHERRY BLOSSOM SDN BHD	4,038,686	1.420
9	087-033-000535476	JENNY WONG	3,747,800	1.318
10	086-001-065846172	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YAP YEE PING	3,652,900	1.284
11	066-003-065043333	BAN-SENG PACKAGING SDN BHD	3,400,000	1.195
12	066-001-016956492	LIM HAN KONG	2,444,010	0.859
13	051-001-055815955	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHAN WENG SANG (E-TM)	1,849,000	0.650
14	087-001-064345127	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHAN WENG SANG, DATO'	1,821,200	0.640
15	076-001-009622507	CHAN WAN MOI	1,292,400	0.454
16	066-003-065037699	PERCETAKAN SANWA INDUSTRIES SDN.BHD.	1,260,000	0.443
17	066-001-011982105	TAN ENG HAI	1,224,000	0.430
18	098-001-065886558	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DATO' CHAN WENG SANG	1,148,200	0.404
19	087-001-066877762	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LAM SEX TIAN	1,131,900	0.398
20	066-001-045936176	ADAM LEE BIN ABDULLAH	1,046,000	0.368
21	066-002-051572543	SU-AZIAN @ MUZAFFAR SYAH BIN ABD RAHMAN	1,000,000	0.352
22	073-001-044503357	KENANGA NOMINEES (ASING) SDN BHD EXEMPT AN FOR PHILLIP SECURITIES PTE LTD (CLIENT ACCOUNT)	990,000	0.348
23	054-001-022035893	YAP KOK WAI	739,010	0.260
24	098-002-063081996	MUHAMMAD FADHLI BIN ISMAIL	720,100	0.253
25	073-001-056639594	MOHD FAIZ BIN MOKHTAR	699,400	0.246
26	087-023-044356517	SIKAP UTAMA SDN BHD	644,850	0.227
27	051-001-066189739	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG GUAT CHU (E-TAI)	600,000	0.211
28	051-001-061271383	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIM KHEK KENG (E-TAI)	580,200	0.204
29	065-001-067473686	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR LEE YOON SING (MY3586)	563,700	0.198
30	076-001-002562940	TAN CHING CHING	544,872	0.192

DIRECTORS' STATEMENT OF RESPONSIBILITY

The Directors are required by the Companies Act, 2016 to prepare financial statements for each financial year which give a true and fair view of the financial position of the Group and of the Company as at the financial year end and of the results and the cash flows of the Group and of the Company for that financial year.

In preparing these financial statements, the Directors have: -

- adopted appropriate accounting policies and applied them consistently;
- made judgements and estimates that are prudent and reasonable;
- ensured applicable Financial Reporting Standards in Malaysia have been complied; and
- prepared the financial statements on a going-concern basis.

The Directors are responsible for ensuring the Group and the Company keep proper accounting records that disclose with reasonable accuracy the financial position of the Group and of the Company at any time and which enable them to ensure that the financial statements comply with the provisions of the Companies Act, 2016.

The Directors are also responsible for taking such steps that are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.



FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

CORPORATE INFORMATION

DIRECTORS	:	DATUK REDZA RAFIQ BIN ABDUL RAZAK LIM TIAN HUAT AHMAD NAJMI BIN KAMARUZAMAN DATO' TUN HISAN BIN DATO' TUN HAMZAH DATUK ABU BAKAR BIN HASSAN DATO' MOHD AZMI BIN OTHMAN DATO' DR. AMINUDDIN BIN MD HANAFIAH NORAZALI BIN NORDIN DATUK DR. WAN NORASHIKIN BINTI WAN NOORDIN KHAIRUDDIN BIN MOHAMED AZAHARI
COMPANY SECRETARIES	:	CHAN EOI LENG (SSM PC No. 202008003055) (MAICSA 7030866) CHONG KWAI YOONG (SSM PC No. 202308000244) (MAICSA 7075434)
REGISTERED OFFICE	:	55A, MEDAN IPOH 1A MEDAN IPOH BISTARI 31400 IPOH PERAK DARUL RIDZUAN
PRINCIPAL PLACE OF BUSINESS	:	ARAS 1, BAZAR IPOH JALAN SULTAN NAZRIN SHAH 31350 IPOH PERAK DARUL RIDZUAN
AUDITORS	:	AL JAFREE SALIHIN KUZAIMI PLT 201506002872 (LLP0006652-LCA) & AF 1522 CHARTERED ACCOUNTANTS NO. 555, JALAN SAMUDRA UTARA 1 TAMAN SAMUDRA 68100 BATU CAVES SELANGOR DARUL EHSAN
PRINCIPAL BANKERS	:	MALAYAN BANKING BERHAD BANK ISLAM MALAYSIA BERHAD RHB BANK BERHAD AFFIN BANK BERHAD BANK KERJASAMA RAKYAT MALAYSIA

FINANCIAL STATEMENTS (CONTINUED)

DIRECTORS' REPORT

The directors hereby present their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company's principal activities are investment holding and provision of management services to its subsidiaries. The principal activities of the subsidiary and associates are stated in Note 11 and Note 14 of the financial statements, respectively.

There have been no significant changes in the nature of these activities of the Group and of the Company during the financial year.

FINANCIAL RESULTS

	Group RM	Company RM
Loss for the year attributable to:		
Equity holders of the Company	(11,629,943)	(9,840,625)
Non-controlling interest	524,762	-
	<u>(11,105,181)</u>	<u>(9,840,625)</u>

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

RESERVES AND PROVISIONS

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

DIVIDENDS

No dividend is paid or declared by the Company since the date of the last reports. The directors do not recommend payment of any dividend in respect of the current financial year.

ISSUED SHARE CAPITAL

There is no new shares issued during the financial year.

FINANCIAL STATEMENTS (CONTINUED)

DIRECTORS' REPORT

EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

At an Extraordinary General Meeting held on 2 March 2020, shareholders approved on the establishment of an ESOS of up to 5% of the total number of issued shares of the company (Excluding Treasury Shares) for eligible Directors and employees of the Company and its non-dormant subsidiaries.

The effective date of the ESOS was on 6 March 2020. These options are for 5 years and shall expire on 5 March 2025. The options are exercisable provided the employee has not served a notice of resignation or receive a notice of termination from the date of grant and certain conditions as detailed in Note 27 to the financial statements are met.

The salient features and other terms of the ESOS are disclosed in Note 27 to the financial statements.

Details of the options exercised of ordinary shares of the Company pursuant to the ESOS as at 31 December 2023 are as follows:

Expiry date	5 March 2025
Exercise Price (RM)	0.285 - 0.387
No. of Option	1,664,200

Details of share options granted to the directors are disclosed in the section on Directors' Interests in this report.

DIRECTORS

The names of the directors of the Company in office since the beginning of the financial year and at the date of this report are:

Datuk Redza Rafiq bin Abdul Razak

Lim Tian Huat

Ahmad Najmi bin Kamaruzaman

Dato' Tun Hisan bin Dato' Tun Hamzah

Datuk Abu Bakar bin Hassan

Dato' Mohd Azmi bin Othman

Dato' Dr. Aminuddin bin Md Hanafiah*

Norazali bin Nordin

Datuk Dr. Wan Norashikin binti Wan Noordin

(Appointed on 13 March 2023)

Khairuddin bin Mohamed Azahari

(Appointed on 13 March 2023)

* Directors of the Company and its subsidiary

FINANCIAL STATEMENTS (CONTINUED)

DIRECTORS' REPORT

DIRECTORS (CONTD.)

Other than as stated above, the names of the directors of the subsidiaries of the Company in office during the financial year and during the period from the end of the financial year to the date of the report are:

Nor Azman bin Zulkifli	
Dato' Lee Seng Khoon	
Saharizal bin Abdul Wahid	
Tan Leiong Hoo	
Hamidon bin Othman	
Syed Agil bin Syed Hashim	
Ahmad Izral bin Abdul Karim	
Cheong Mee Yoke	
Phang Ah Seng (a)	
Chan Chee Fun (b)	
Wong Thong Hooi (alternate director to a)	
Phang Hornng Woie (alternate director to b)	
Helmy Iskandar bin Nofan	
Aidee Radzwan bin Rosidi	(Resigned on 26/09/2023)
Syed Azman bin Syed Khalid	(Resigned on 30/09/2023)
Kamarul Bahrin bin Baharudin	(Resigned on 23/02/2024)
Dato' Abdul Manaf bin Hashim	(Resigned on 02/04/2024)

DIRECTORS' INTEREST

According to the Registers of Director's shareholdings required to be kept under Section 59 of the Companies Act 2016, none of the directors in office at the end of the financial year has interest in shares of the Company or its related corporation during the financial year ended 31 December 2023 except for the followings:

Name of Directors of this Company	Option Over Ordinary Shares Under ESOS			As at 31.12.2023
	As at 1.1.2023	Granted	Exercised	
Datuk Redza Rafiq bin Abdul Razak	1,400,000	-	-	1,400,000
Ahmad Najmi bin Kamaruzaman	300,000	-	-	300,000
Datuk Abu Bakar bin Hassan	300,000	-	-	300,000
Dato' Tun Hisan bin Dato' Tun Hamzah	300,000	-	-	300,000
Lim Tian Huat	300,000	-	-	300,000

FINANCIAL STATEMENTS (CONTINUED)

DIRECTORS' REPORT

DIRECTORS' BENEFITS

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

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

DIRECTORS' REMUNERATION

The aggregate amounts of remunerations received/receivable by the directors of the Group and of the Company for the financial year are disclosed in Note 6 to the financial statements.

INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

The Company maintains the directors' and officers' liability insurance for purposes of Section 289 of the Companies Act, 2016 throughout the year, which provides appropriate insurance cover for the directors and officers of the Company. The amount of insurance premium paid during the year amounted to RM19,000.

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 making of provision for expected credit losses and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for expected credit losses; 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.

FINANCIAL STATEMENTS (CONTINUED)

DIRECTORS' REPORT

OTHER STATUTORY INFORMATION (CONTD.)

- (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 expected credit losses in the financial statements of the Group and of the Company inadequate to any substantial extent; and
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company are misleading.
- (c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the directors:
- (i) no contingent or other liability has become enforceable or is likely to become enforceable within twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

HOLDING CORPORATION

The directors regard Perbadanan Kemajuan Negeri Perak, a statutory body established under the Perak State Economic Development Corporation Enactment, 1967 as the holding corporation.

FINANCIAL STATEMENTS (CONTINUED)

DIRECTORS' REPORT

AUDITORS AND AUDITORS' REMUNERATION

The auditors, Al Jafree Salihin Kuzaimi PLT, have expressed their willingness to continue in office.

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

Signed on behalf of the Board of Directors in accordance with a resolution of the directors to be dated 05 April 2024

DATUK REDZA RAFIQ BIN ABDUL RAZAK

Director

LIM TIAN HUAT

Director

Ipoh, Perak Darul Ridzuan

FINANCIAL STATEMENTS (CONTINUED)

**STATEMENT BY DIRECTORS
PURSUANT TO SECTION 251 (2) OF THE COMPANIES ACT 2016**

We, **DATUK REDZA RAFIQ BIN ABDUL RAZAK** and **LIM TIAN HUAT**, being two of the directors of **MAJUPERAK HOLDINGS BERHAD**, do hereby state that, in the opinion of the directors, the accompanying financial statements are drawn up in accordance with the Malaysian Financial Reporting Standards, International Financing 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 2023 and of its financial performance and cash flows for the financial year then ended.

DATUK REDZA RAFIQ BIN ABDUL RAZAK
Director

LIM TIAN HUAT
Director

Ipoh, Perak Darul Ridzuan

**STATUTORY DECLARATION
PURSUANT TO SECTION 251 (1)(b) OF THE COMPANIES ACT 2016**

I, **AHMAD IZRAL BIN ABDUL KARIM**, being the officer primarily responsible for the financial management of **MAJUPERAK HOLDINGS BERHAD**, do solemnly and sincerely declare that the accompanying financial statements 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 above named at **Ipoh**)
in the state of **Perak Darul Ridzuan**)
on 05 April 2024)

AHMAD IZRAL BIN ABDUL KARIM
MIA NO. 20463

Before me,

KONG WAI NGEE
NO; A 213
BC/K/591
1.1.2024 - 31.12.2026
Commissioner of Oaths
Ipoh, Perak Darul Ridzuan

FINANCIAL STATEMENTS (CONTINUED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
MAJUPERAK HOLDINGS BERHAD
(Incorporated in Malaysia)****Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of **Majuperak Holdings Berhad**, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory notes, as set out on the accompanying pages.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and of their financial performance and its cash flows for the year then ended in accordance with the Malaysian Financial Reporting Standards, International Financing 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 Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

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

FINANCIAL STATEMENTS (CONTINUED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
MAJUPERAK HOLDINGS BERHAD
(Incorporated in Malaysia)**

Key Audit Matters (Contd.)

We have determined the matters described below to the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matters
Carrying value of goodwill on consolidation	
<p>The Group's carrying value of goodwill on consolidation amounting to RM11,862,133 (2022: RM18,383,879) is disclosed in Note 18 to the financial statements.</p> <p>We focused on this area due to the significance of the goodwill balance within definite useful life which is subject to annual impairment assessment pursuant to the requirement of MFRS 136.</p> <p>The impairment assessment performed by the directors involved significant degree of judgements in estimating the assumptions on growth rate and discount rate used. The Group's accounting policies, significant accounting estimates and judgements and disclosures on goodwill on consolidation are disclosed in Note 3.8. 4.1 (c), 4.2 (d) and 18 to the financial statements respectively.</p>	<p>In respect to assessment of impairment of goodwill, we have obtained the Group's impairment assessment and assessed the methodology used by the directors to estimate the recoverable value of the cash-generating unit (CGU) to ensure that this is consistent with the accounting standards.</p> <p>In performing the impairment assessment, our procedures included amongst others, the following:</p> <ul style="list-style-type: none"> ● Challenged the key assumptions used by the directors in the discounted cash flows projections in determining the recoverable amounts which include the annual revenue growth rate and discount rate; ● Assessed the reliability of the forecast through the review of past trends of actual financial performances against previous forecasted results; ● Reviewed management's assessment on goodwill impairment in accordance with MFRS 136 by obtaining and compared the recoverable amounts of goodwill as at the reporting date; ● Assessed the adequacy of the impairment loss recognised;

FINANCIAL STATEMENTS (CONTINUED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
MAJUPERAK HOLDINGS BERHAD
(Incorporated in Malaysia)**

Key Audit Matters (Contd.)

Key Audit Matters	How our audit addressed the key audit matters
Carrying value of goodwill on consolidation (Contd.)	
	<ul style="list-style-type: none"> ● Assessed the recoverable amount of CGU that based on fair value less cost to sell; ● Reviewed management's assessment on remeasurement of goodwill in accordance with MFRS 3; ● Assessed management's representation on the key assumptions and the basis of assumptions used in the management's impairment assessment for Group which will be included in the management representation letter; and ● Evaluated the adequacy of the Group's disclosures of key assumptions used in estimations.
Valuation of investment properties	
<p>As at 31 December 2023, the carrying value of the Group's investment properties amounted to RM80,635,000 (2022: RM79,245,000) which represents 29% (2022: 27%) of the Group's total assets is disclosed in Note 13.</p> <p>The Group adopts the fair value model for its investment properties. The Group had engaged an independent valuers to determine the fair values of the investment properties at the reporting date.</p>	<p>Our audit procedures included, amongst others: -</p> <ul style="list-style-type: none"> ● We evaluated the competency, independence and integrity of the professional values engaged by the Group; ● We obtained an understanding of the techniques used by the external valuers in determining the valuations of investment properties;

FINANCIAL STATEMENTS (CONTINUED)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MAJUPERAK HOLDINGS BERHAD (Incorporated in Malaysia)

Key Audit Matters (Contd.)

Key Audit Matters	How our audit addressed the key audit matters
Valuation of investment properties (Contd.)	
<p>We focused on this area because the determination of the fair values via external valuation by independent valuers involved significant judgements and estimations that could result in material misstatement.</p> <p>The impairment assessment performed by the directors involved significant degree of judgements in estimating the assumptions on growth rate and discount rate used. The Group's accounting policies, significant accounting estimates and judgements and disclosures on valuation of investment properties are disclosed in Note 3.9, 4.2 (a), and 13 to the financial statements respectively.</p>	<ul style="list-style-type: none"> • We have discussed the critical assumptions made by the external valuers for the key input used in the valuation techniques; and • We have tested the integrity of information, including underlying lease and financial information provided by the independent valuers.

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 Annual Report but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date of this auditors' report, and the Annual Report 2023, which is expected to be made available to us after the date of this auditors' report.

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

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

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

FINANCIAL STATEMENTS (CONTINUED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
MAJUPERAK HOLDINGS BERHAD
(Incorporated in Malaysia)****Responsibilities of the Directors for the Financial Statements**

The directors of the Company are responsible for the preparation of the financial statements of the Group and of the Company that give a true and fair view in accordance with the 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 the 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 and the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

FINANCIAL STATEMENTS (CONTINUED)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MAJUPERAK HOLDINGS BERHAD (Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements (Contd.)

- 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 and 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 and 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 represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

FINANCIAL STATEMENTS (CONTINUED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
MAJUPERAK HOLDINGS BERHAD
(Incorporated in Malaysia)**

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.

AL JAFREE SALIHIN KUZAIMI PLT
201506002872 (LLP0006652-LCA) & AF 1522
CHARTERED ACCOUNTANTS

AHMAD SYHAZAN BIN YAACOB
NO. 03696/10/2024 J
CHARTERED ACCOUNTANT

Dated:

Selangor, Malaysia

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Revenue	5	20,446,088	26,308,016	1,538,620	1,691,021
Cost of sales		(15,524,863)	(24,852,428)	-	-
Gross profit		4,921,225	1,455,588	1,538,620	1,691,021
Other income		12,937,992	13,020,896	788,654	775,670
Administrative expenses and operating expenses		(25,583,489)	(28,778,269)	(11,436,745)	(9,522,813)
Loss from operation	6	(7,724,272)	(14,301,785)	(9,109,471)	(7,056,122)
Finance costs	7	(2,327,652)	(2,752,678)	(731,154)	(1,440,142)
Loss before share of associate results		(10,051,924)	(17,054,463)	(9,840,625)	(8,496,264)
Share of profit of associates		39,388	75,870	-	-
Loss before tax		(10,012,536)	(16,978,593)	(9,840,625)	(8,496,264)
Income tax (expense)/credit	8	(1,092,645)	3,979,122	-	-
Net loss for the year		(11,105,181)	(12,999,471)	(9,840,625)	(8,496,264)
Other comprehensive income					
Item that may be subsequently reclassified to profit or loss:					
Financial assets at fair value through other comprehensive income		-	142,680	-	-
Net other comprehensive income for the financial year		-	142,680	-	-
Total comprehensive loss for the year		(11,105,181)	(12,856,791)	(9,840,625)	(8,496,264)

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONTD.)

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
Loss attributable to:					
Equity holders of the company		(11,629,943)	(13,006,817)	(9,840,625)	(8,496,264)
Non-controlling interest		524,762	7,346	-	-
		<u>(11,105,181)</u>	<u>(12,999,471)</u>	<u>(9,840,625)</u>	<u>(8,496,264)</u>
Comprehensive loss attributable to:					
Equity holders of the Company		(11,629,943)	(12,864,137)	(9,840,625)	(8,496,264)
Non-controlling interest		524,762	7,346	-	-
		<u>(11,105,181)</u>	<u>(12,856,791)</u>	<u>(9,840,625)</u>	<u>(8,496,264)</u>
Loss per share					
Basic	9	(4.09) sen	(4.57) sen		
Diluted	9	<u>(3.97) sen</u>	<u>(4.41) sen</u>		

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM	Restated 2022 RM	2023 RM	Restated 2022 RM
Assets					
Non-current Assets					
Property, plant and equipment	10	13,171,502	14,850,543	4,420,801	5,737,684
Investment in subsidiary companies	11	-	-	170,553,737	177,053,737
Inventories	12	39,086,007	38,865,462	-	-
Investment properties	13	80,635,000	79,245,000	-	-
Investment in associates	14	9,915,258	9,875,870	-	-
Investment in jointly controlled entities	15	-	-	-	-
Other investments	16	7,700,337	9,354,198	-	-
Development expenditure	17	866,955	1,526,379	-	-
Goodwill on consolidation	18	11,862,133	18,383,879	-	-
		<u>163,237,192</u>	<u>172,101,331</u>	<u>174,974,538</u>	<u>182,791,421</u>
Current Assets					
Inventories	12	22,525,616	19,400,891	-	-
Trade receivables	19	2,534,258	1,803,889	-	-
Other receivables, deposits and prepayments	20	1,656,582	2,354,180	400,049	393,327
Amount due from holding corporation	21	81,813,512	90,907,566	-	-
Amount due from subsidiary companies	22	-	-	44,053,918	43,582,926
Amount due from related companies	23	6,296,274	6,301,706	1,198,612	1,049,819
Tax recoverable		1,712,707	691,734	1,006,379	999,823
Cash and bank balances	24	2,866,685	4,708,016	165,567	2,676,400
		<u>119,405,634</u>	<u>126,167,982</u>	<u>46,824,525</u>	<u>48,702,295</u>
Total Assets		<u>282,642,826</u>	<u>298,269,313</u>	<u>221,799,063</u>	<u>231,493,716</u>

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2023 (CONTD.)

	Note	Group		Company	
		2023 RM	Restated 2022 RM	2023 RM	Restated 2022 RM
Equity and Liabilities					
Equity Attributable to Equity					
Holders of the Company					
Share capital	25	188,421,342	188,421,342	188,421,342	188,421,342
Investment revaluation reserves	26	-	890,964	-	-
Employee share option reserves	27	1,227,524	1,227,524	1,227,524	1,227,524
(Accumulated losses)/ retained profits		(2,746,949)	8,882,994	(38,178,445)	(28,337,820)
Shareholders' equity		<u>186,901,917</u>	<u>199,422,824</u>	<u>151,470,421</u>	<u>161,311,046</u>
Non-controlling interest	28	<u>734,495</u>	<u>209,733</u>	<u>-</u>	<u>-</u>
Total equity		<u>187,636,412</u>	<u>199,632,557</u>	<u>151,470,421</u>	<u>161,311,046</u>
Non-Current Liabilities					
Bank borrowings	29	6,710,288	8,657,225	5,026,382	5,963,308
Hire purchase payables	30	149,825	186,729	-	-
Lease liabilities	31	2,688,202	2,691,905	2,411,327	3,061,203
Deferred taxation	32	11,639,232	11,419,213	16,429	16,429
		<u>21,187,547</u>	<u>22,955,072</u>	<u>7,454,138</u>	<u>9,040,940</u>
Current Liabilities					
Bank borrowings	29	5,035,920	3,996,392	958,039	958,039
Hire purchase payables	30	36,904	35,139	-	-
Lease liabilities	31	198,095	198,095	631,571	631,571
Trade payables	33	1,275,642	928,236	-	-
Other payables and accruals	34	42,324,074	42,146,935	3,268,546	12,631,524
Amount due to holding corporation	35	-	-	8,641,314	4,912,560
Amount due to subsidiary companies	35	-	-	39,516,969	32,183,116
Amount due to related companies	35	24,410,630	28,375,011	9,858,065	9,824,920
Provision for taxation		537,602	1,876	-	-
		<u>73,818,867</u>	<u>75,681,684</u>	<u>62,874,504</u>	<u>61,141,730</u>
Total Liabilities		<u>95,006,414</u>	<u>98,636,756</u>	<u>70,328,642</u>	<u>70,182,670</u>
Total Equity and Liabilities		<u>282,642,826</u>	<u>298,269,313</u>	<u>221,799,063</u>	<u>231,493,716</u>

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Group	Share capital RM	Investment revaluation reserves RM	Employee share option reserves RM	Retained profits/ (Accumulated losses) RM	Total RM	Non controlling interest RM	Total equity RM
31 December 2023							
At 1 January 2023	188,421,342	890,964	1,227,524	8,882,994	199,422,824	209,733	199,632,557
Transfer to retained profits	-	(890,964)	-	-	(890,964)	-	(890,964)
Total comprehensive loss for the year	-	-	-	(11,629,943)	(11,629,943)	524,762	(11,105,181)
At 31 December 2023	188,421,342	-	1,227,524	(2,746,949)	186,901,917	734,495	187,636,412
31 December 2022							
At 1 January 2022, as previously stated	188,421,342	748,284	1,227,524	23,096,578	213,493,728	-	213,493,728
Impact on comparatives	-	-	-	(1,206,767)	(1,206,767)	-	(1,206,767)
As restated	188,421,342	748,284	1,227,524	21,889,811	212,286,961	-	212,286,961
Acquisition of non-controlling interest	-	-	-	-	-	202,387	202,387
Total comprehensive loss for the year	-	142,680	-	(13,006,817)	(12,864,137)	7,346	(12,856,791)
At 31 December 2022	188,421,342	890,964	1,227,524	8,882,994	199,422,824	209,733	199,632,557

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONTD.)

Company	Share capital RM	Employee share option reserves RM	Accumulated losses RM	Total RM
31 December 2023				
At 1 January 2023	188,421,342	1,227,524	(28,337,820)	161,311,046
Total comprehensive loss for the year	-	-	(9,840,625)	(9,840,625)
At 31 December 2023	<u>188,421,342</u>	<u>1,227,524</u>	<u>(38,178,445)</u>	<u>151,470,421</u>
31 December 2022				
At 1 January 2022	188,421,342	1,227,524	(19,841,556)	169,807,310
Total comprehensive loss for the year	-	-	(8,496,264)	(8,496,264)
At 31 December 2022	<u>188,421,342</u>	<u>1,227,524</u>	<u>(28,337,820)</u>	<u>161,311,046</u>

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Group		Company	
	2023 RM	Restated 2022 RM	2023 RM	Restated 2022 RM
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before tax	(10,012,536)	(16,978,593)	(9,840,625)	(8,496,264)
Adjustments for :				
Finance cost	2,327,652	2,752,678	731,154	1,440,142
Interest income	(39,040)	(32,951)	(500,190)	(854,117)
Depreciation of property, plant and equipments	1,675,073	1,341,269	1,312,915	1,334,636
(Gain)/Loss on disposal of property, plant and equipment	(2,075)	29,551	(2,075)	-
Share of profit of associates	(39,388)	(75,870)	-	-
Gain on disposal of other investment	(807,930)	-	-	-
Gain on disposal of development expenditure	(8,929,572)	-	-	-
Remeasurement of goodwill	-	6,000,000	-	-
Impairment on goodwill	6,521,746	-	-	-
Impairment on investment in subsidiary companies	-	-	6,500,000	2,963,798
Remeasurement of investment in subsidiary companies	-	-	-	(6,000,000)
Expected credit losses on :				
- Trade receivables	41,328	437,744	-	-
- Other receivables	-	22,500	-	-
- Related parties	43,453	3,879,919	-	507,286
Written off expected credit losses				
- Trade receivables	(3,004,551)	-	-	-
- Other receivables	(266,947)	-	-	-
Reversal of impairment in jointly controlled entities	-	(4,513)	-	-
Fair value gain on investment properties	(1,159,699)	(11,721,779)	-	-
Operating loss before changes in working capital	(13,652,486)	(14,350,045)	(1,798,821)	(9,104,519)

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONTD.)

	Group		Company	
	2023 RM	Restated 2022 RM	2023 RM	Restated 2022 RM
CASH FLOWS FROM OPERATING ACTIVITIES (CONTD.)				
Changes in working capital:				
(Increase)/Decrease in trade and other receivables	(32,771)	10,581,918	(6,722)	(38,499)
Increase/(Decrease) in trade and other payable	524,545	(9,939,900)	(9,362,978)	18,895,760
(Increase)/Decrease in amount due from related companies	(4,112,502)	1,549,184	(115,648)	(900,034)
Decrease/(Increase) amount due from subsidiary companies	-	-	6,862,861	(7,193,091)
Decrease amount due from holding corporation	9,094,054	13,370,160	-	13,271,920
Increase amount due to holding corporation	-	-	3,728,755	-
(Increase)/Decrease in inventories expenditure	(3,345,270)	22,100,430	-	-
	659,424	(4,482,404)	-	-
Cash (used in)/generated from operations	(10,865,006)	18,829,343	(692,553)	14,931,537
Tax paid	387,379	(445,657)	(6,556)	(20,258)
Net cash (used in)/generated from operating activities	(10,477,627)	18,383,686	(699,109)	14,911,279
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	(6,086)	(610,243)	(6,086)	(4,706,513)
Acquisition of new associate company	-	(8,000,000)	-	-
Acquisition of new subsidiaries companies	-	(6,500,002)	-	-
Disposal of NCI	-	-	-	(6,500,002)
Proceeds from disposal of development expenditure	9,526,713	-	-	-
Proceeds from disposal of investment in jointly controlled entities	-	125,000	-	-
Proceeds from disposal of property, plant and equipment	12,128	34,516	12,128	-

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (CONTD.)

	Group		Company	
	2023 RM	Restated 2022 RM	2023 RM	Restated 2022 RM
CASH FLOWS FROM INVESTING ACTIVITIES (CONTD.)				
Transfer of investment properties	(230,301)	-	-	-
Proceed for disposal of other investment	1,559,787	-	-	-
Net cash generated from/(used in) investing activities	<u>10,862,241</u>	<u>(14,950,729)</u>	<u>6,042</u>	<u>(11,206,515)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of bank borrowings	(1,770,409)	(901,147)	(936,926)	(525,001)
Repayment of lease liabilities	(201,798)	(603,960)	(886,212)	(886,212)
Repayment of hire purchase payable	(35,139)	(73,878)	-	-
Drawdown of loan	1,000,000	-	-	-
Placement of fixed deposit pledged	-	(40,756)	-	-
Interest paid	(2,129,557)	(2,554,582)	(494,818)	(702,829)
Interest received	48,315	32,951	500,190	854,117
Net cash used in financing activities	<u>(3,088,588)</u>	<u>(4,141,372)</u>	<u>(1,817,766)</u>	<u>(1,259,925)</u>
Net (decrease)/increase in cash and cash equivalents	(2,703,974)	(708,415)	(2,510,833)	2,444,839
Cash and cash equivalents at beginning of year	<u>1,767,652</u>	<u>2,476,067</u>	<u>2,676,400</u>	<u>231,561</u>
Cash and cash equivalents at end of year	<u><u>(936,322)</u></u>	<u><u>1,767,652</u></u>	<u><u>165,567</u></u>	<u><u>2,676,400</u></u>
Cash and cash equivalents at end of year comprised:				
Fixed deposit with licensed banks	818,475	762,444	-	-
Cash and bank balances	2,048,210	3,945,572	165,567	2,676,400
	<u>2,866,685</u>	<u>4,708,016</u>	<u>165,567</u>	<u>2,676,400</u>
Less:				
Bank overdraft	(3,733,977)	(2,888,353)	-	-
Deposit pledged to financial institution	(69,030)	(52,011)	-	-
	<u>(936,322)</u>	<u>1,767,652</u>	<u>165,567</u>	<u>2,676,400</u>

The accompanying notes form an integral part of the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**1. CORPORATE INFORMATION**

The Company is a public limited liability company, domiciled and incorporated in Malaysia and listed on the Main Market of the Bursa Malaysia Securities Berhad. The registered office is located at 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan and principal place of business is located at Aras 1, Bazar Ipoh, Jalan Sultan Nazrin Shah, 31350 Ipoh, Perak Darul Ridzuan.

The principal activities of the Company are investment holding and provision of management services to its subsidiaries. The principal activities of the subsidiary and associates are stated in Note 11 and 14 respectively to the financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**2.1 Basis of preparation**

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

The financial statements of the Group and of the Company have been prepared under the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Ringgit Malaysia (“RM”) which is the functional currency of the Group and of the Company.

The directors has used estimates and assumptions in measuring the reported amounts of assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Judgments and assumptions are applied in the measurement, and hence, the actual results may not coincide with the reported amounts. The areas involving significant judgments and estimation uncertainties are disclosed in Note 4.

As at 31 December 2023, the Company’s current liabilities exceeded its current assets by RM16,049,979 (2022: RM12,439,435). These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTD.)

2.1 Basis of preparation (Contd.)

The directors are of the opinion that the Company has the financial resources and plans to continue as a going concern at the date of this report. As disclosed in Note 21, Note 23 and Note 35, both the Company and the Holding Corporation have agreed to treat the consolidated debt sum as long-term debt in the next financial year until the Company is able to fully repay. There is no reason for the directors to believe that there is any significant uncertainty that the Company's shareholders will not continue their support. Accordingly, the financial statements of the Company do not include any adjustments relating to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

2.2 Changes in accounting policies

The accounting policies adopted by the Group and the Company are consistent with those adopted in previous financial year except as follows:-

On 1 January 2023, the Group and the Company adopted the following Amendments mandatory for annual financial periods beginning on or after 1 January 2023:

Description	Effective for annual periods beginning on or after
MFRS 17 Insurance Contracts and Amendments to MFRS 17 - Initial Application of MFRS 17 and MFRS 9 - Comparative Information	1 January 2023
Amendments to MFRS 108: Accounting Policies Changes in Accounting Estimates and Errors - Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112: Incomes Taxes - Deferred Tax Related to Assets and Liabilities arising from a Single Transaction	1 January 2023
- International Tax Reform - Pillar Two Model Rules	1 January 2023

The above announcement are either not relevant or do not have any material impact on the Group's and of the Company's financial statements.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTD.)

2.3 Standards, amendments and interpretations issued but not yet effective

The Standard, Amendments and Annual Improvements that are issued but not yet effective up to the date of issuance of the Group's and of the Company's financial statements are disclosed below. The Group and the Company intend to adopt these Standards, Amendments and Annual Improvements, if applicable, when they become effective.

Description	Effective for annual periods beginning on or after
Amendments to MFRS 107 and MFRS 7 : Supplier Finance Arrangements	1 January 2024
Amendments to MFRS 16 : Leases - Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101: Presentation of Financial Statements - Non-current liabilities with Covenants	1 January 2024
Amendments to MFRS 10: Consolidated Financial Statements: Sale or Contribution of Assets between an Investor and its Associates of Joint Venture	Deferred
Amendments to MFRS 128: Investments in Associates and Joint Ventures : Sale or Contribution of Assets between an Investor and its Associate of Joint Venture	Deferred

The Group and the Company will adopt the above pronouncements, if applicable, when they become effective in the respective annual periods. These pronouncements are not expected to have material financial impact to the financial statements of the Group and of the Company.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES****3.1 Business consolidation****(i) Subsidiaries**

Subsidiaries are entities, including unincorporated entities, controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Control exists when the Group has the ability to exercise its power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). The cost of investments includes transaction costs.

(ii) Business combination

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

The Group measures the cost of goodwill at the acquisitions date as:

- The fair value of the consideration transferred; plus
- The recognised amount of any non-controlling interest in the acquire; plus
- If the business combination is achieved in stages, the fair value of the existing equity interest in the acquisition; less
- The net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

For each business combination, the Group elects whether it measures the non controlling interests in the acquire either at fair value or the appropriate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.1 Business consolidation (Contd.)****(iii) Changes in Group composition**

Where a subsidiary issues new equity shares to minority interests for cash consideration and the issue price has been established at fair value, the reduction in the Group's interests in the subsidiary is accounted for as a disposal of equity interest with the corresponding gain or loss recognised in the statements of comprehensive income.

When a group purchases a subsidiary's equity shares from minority interests for cash consideration and the purchase price has been established at fair value, the accretion of the Group's interests in the subsidiary is accounted for as a purchase of equity interest for which the acquisition method of accounting is applied.

The Group treats all other changes in group composition as equity transactions between the Group and its minority shareholders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group reserves.

(iv) Transactions eliminated on consolidation

Intra-group balances, and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(iv) Transactions with non-controlling interests

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

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

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.2 Revenue and other income recognition****(i) Property development activities**

Revenue is recognised when or as the control of the property is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the property may transfer over time or at a point in time.

If control is transferred over time, revenue is recognised progressively when property development services are rendered and such services do not create an asset with an alternative used to the Group and the Company, and the Group and the Company have a present right to payment for services rendered to date. The progress towards complete satisfaction of the performance obligation is measured based on a method that best depicts the Group's and the Company's performance in satisfying the performance obligation of the contract. This is determined by reference to the property development costs incurred up to the end of the reporting period as a percentage of total estimated costs for the complete satisfaction of the contract.

Otherwise, revenue is recognised at a point in time upon delivery of property and customer's acceptance, and the Group and the Company have a present right to payment for the property sold.

When the services rendered exceed the billings to customers, a contract asset is recognised. If the billings exceed the services rendered, a contract liability is recognised when the points are redeemed or when they expire 12 months after the initial sale.

A contract liability is recognised until the points are redeemed or expire.

There were no revenue recognised relating to these activities in financial year 2022 & financial year 2023.

(ii) Interest income

Interest income is recognised using the effective interest method, and accrued on a time basis.

(iii) Dividend income

Dividend income is recognised when the shareholder's rights to receive payment are established.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.2 Revenue and other income recognition (Contd.)****(iv) Rental income**

Rental income is accounted for on a straight-line method over the lease term.

(v) Management service and fees

Revenue from management services and fees is recognised on an accrual basis.

(vi) Sale of completed properties

Revenue relating to the sale of completed properties is recognised, net of discounts, upon the transfer of significant risk and reward of ownership to the buyer.

(vii) Contract income

Income from contracts/projects of the Group is recognised in the statements of comprehensive income based on the percentage of completion method and based on the volume, current financial performance and the administrative expenses of the parties individually as corporations, as these rates reflect the circumstances and are appropriate for our financial reporting.

(viii) Merchandise

Sale of merchandise products is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the customers.

(ix) Solar energy

Revenue from solar energy is recognised on an accrual basis.

3.3 Employee benefits**(a) Share-based payment transactions**

The fair value of the options granted is recognised as an employee expense with a corresponding increase in equity. The fair value determined at the grant date is expensed in accordance with MFRS 2 over the period during which the employees become unconditionally entitled to the options, based on the Group's and the Company's estimate of the shares that will eventually vest, and adjusted for the effect of non-market-based vesting conditions.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.3 Employee benefits (Contd.)****(a) Share-based payment transactions (Contd.)**

At each reporting date, the Group and the Company revise the estimates of the number of options that are expected to become exercisable, and recognise the impact of the revision of the original estimates in employee expenses and in a corresponding adjustment to equity over the remaining vesting period.

(b) Short term employee benefits

Short-term employment benefits, such as wages, salaries 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 the Company.

Short-term accumulating compensated absences, such as paid annual leave, are recognised when the employees render services that increase their entitlement to future compensated absences. Non-accumulating compensated absences, such as sick and medical leaves, are recognised when the absences occur.

The expected cost of accumulating compensated absences is measured as the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the reporting date.

Profit-sharing and bonus plans are recognised when the Group and the Company has a present legal or constructive obligation to make payments as a result of past events and a reliable estimate of the obligation can be made. A present obligation exists when, and only when the Group and the Company have no realistic alternative but to make the payments.

(c) Defined contribution plan

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

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.4 Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the asset when the expenditures for the asset and borrowing costs are being incurred, and activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation of borrowing costs is suspended during any extended periods in which active development is interrupted and ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the profit or loss in the financial year in which they are incurred.

3.5 Tax assets and tax liabilities

Income tax comprises of current tax and deferred tax. Current tax and deferred tax are charged or credited to other comprehensive income or equity if the tax relates to items that are credited or charged directly to other comprehensive income or equity.

Current tax liabilities are measured based on the amounts expected to be paid, using the tax rates that have been enacted or substantially enacted by the reporting date.

Deferred tax is provided in full, using the liability method, on temporary differences which are the differences between the carrying amount in the financial statements and the corresponding tax base of an asset or liability 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 taxable profit will probably be available against which the deductible temporary differences can be utilised. Deferred tax liabilities and assets are not recognised if the temporary differences arise from goodwill and for initial recognition of assets or liabilities that affect neither accounting profit nor taxable profit.

Deferred tax liabilities and assets reflect the tax consequences that would follow from the manner in which the entity expects to recover or settle the carrying amounts of its assets and liabilities and are measured using the tax rates that have been enacted or substantially enacted by the reporting date.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023
3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)
3.5 Tax assets and tax liabilities (Contd.)

The carrying amount of the deferred tax assets are reviewed at each reporting date, and the carrying amount is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be utilised. The reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

3.6 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for freehold land and buildings.

Assets stated at valuation

Freehold land and assets under construction, depreciation is provided on a straight-line method so as to write off the cost or valuation of the assets over their estimated useful lives, as follows:

Items	Useful lives (years)
Long term leasehold land and buildings	Over lease term
Renovation	5 to 10
Equipment and office equipment	5
Motor vehicles	5
Solar panel	20

Depreciation of an asset begins when it is ready for its intended use.

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the items if it is probable that the future economic benefits embodied within the part will flow to the Group and the Company and its cost can be measured reliably.

The carrying amount of the replaced item of property, plant and equipment is derecognised with any corresponding gain or loss recognised in the profit or loss accordingly. The costs of the day-to-day servicing of property, plant and equipment are recognised in the profit or loss as incurred.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.6 Property, plant and equipment (Contd.)**

The depreciable amount is determined after deducting residual value. The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

The gain or loss arising from the derecognition of an asset, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, are recognised in profit or loss.

3.7 Leases

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

For a contract that contains a lease component and non-lease components, the Group and the Company allocate the consideration in the contract to each lease and non-lease component on the basis of their relative stand alone prices.

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.

(i) Right-of-use assets

The Company recognise right-of-use assets at the commencement date of the lease. 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 straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If the ownership of the lease assets transfer to the Group and the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimates useful lives of the assets.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.7 Leases (Contd.)****As a lessee (Contd.)****(ii) Lease liabilities**

At the commencement date of the lease, 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 Company and payments of penalties for terminating the lease, if the lease term reflects 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 Company use its 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.

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

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

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.7 Leases (Contd.)****As a lessee (Contd.)****(iv) Extension options**

The Company, in applying their judgement, determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company apply judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

As a lessor

Leases in which the Company do not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging 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. Contingent rents are recognised as revenue in the period in which they are earned.

3.8 Goodwill

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired is allocated, from the acquisition date to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination. The cash-generating unit to which goodwill has been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired, by comparing the carrying amount of the cash-generating unit, including the allocated goodwill, with the recoverable amount of the cash-generating unit. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in the profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.9 Investment properties**

The Company recognises land, building (including a floor of a building), or both land and building, as an investment property if it is held for capital appreciation, rental income or both. An investment property is recorded at cost on initial recognition. Cost of an investment property comprises the purchase price plus all directly attributable costs incurred to bring the property to its present location and condition intended for uses and investment property.

For the purpose of subsequent measurement, items of equipment that are irremovable and items that are physically attached to a building, such as lifts, elevators, electrical system and air-conditioning system, are treated as an integral part of the property. The Company uses the fair value model to measure an investment property after initial recognition if the fair value can be measured reliably without undue cost or effort. Fair value is determined by reference to a quoted market price, if observable. Changes in fair value of an investment property are recognised in profit or loss for the periods in which they arise. All other investment property is measured at cost less impairment loss.

3.10 Investment in associates

Associate companies are companies in which the Company has significant influence, but no control, over their financial and operating policies.

The Group's investment in its associate companies is accounted for using the equity method. Under the equity method, investment in an associate company is carried in the statements of financial position at cost plus post acquisition changes in the Group's share of net assets of the associate company since the acquisition date.

The share of the results of an associate company is reflected in profit or loss. In addition, any change in other comprehensive income of those investee is presented as part of the Group's other comprehensive income. Where there has been change recognised directly in the equity of an associate company, the Group recognises and discloses its share of this change, when applicable, in the statements of changes in equity. Unrealised gains or losses resulting from transactions between the Group and the associate companies are eliminated to the extent of the interest in the associate company. When the Group's share of losses exceeds its interest in an associate company, the carrying amount of that interest including any long-term investment is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate company.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.10 Investment in associates (Contd.)**

The financial statements of the associate company are prepared as of the same reporting period as the Company. Where necessary, adjustments are made to bring the accounting policies of the associate company in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associate companies. The Group determined at the end of the reporting date whether there is any objective evidence, the Group calculate the amount of impairment as the difference between the recoverable amount of the investment in associate companies and their carrying amount and recognise the amount in the "share of profit of associate companies" in profit or loss.

Upon loss of significant influence over an associate company, the Group measures and recognise any retaining investment at its fair value. Any difference between the carrying amount of the associate company upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss. In the Company's separate financial statements, investment in associate company is stated at cost less impairment losses. On disposal of such investment, the difference between net disposal proceeds and their carrying amount is included in profit or loss.

3.11 Land held for development

Land held for development representing lands held for future development is stated at cost of acquisition including all related costs incurred subsequent to the acquisition on activities necessary to prepare the land for its intended use. Such assets are transferred to development properties when significant development work is to be undertaken and is expected to complete within the normal operating cycle.

Land held for development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the Group's normal operating cycle of 2 to 3 years. Cost associated with the acquisition of land includes price of the land professional fees, stamp duties, commissions, conversion fees and other relevant levies.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.12 Property development cost**

Property development costs comprise costs associated with the acquisition of land and all costs that are directly attributable to development activities or that can be allocated on a reasonable basis for such activities. Property, development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value. The excess of revenue recognised in the statement of comprehensive income over billings to purchasers is classified as accrued billings within trade receivables and the excess of billings to purchasers over revenue recognised in the statement of comprehensive income is shown under trade payables.

3.13 Inventories**(i) Developed properties held for sale**

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost consists of costs associated with the acquisition of land, direct costs and appropriate proportions of common costs attributable to developing properties to completion.

(ii) Cleaning supplies and inventory spare parts

Cleaning supplies and inventory spare parts are stated at the lower of cost and net realisable value.

3.14 Development expenditure**(i) Renewable energy development**

Direct and indirect expenditure payments for solar energy projects under development are stated at a cost in the financial statements. Such expenditures are capitalised until the project is capable to generate income. The policy of the recognition and measurement of impairment losses are in accordance with impairment of assets to the financial statements. The amount of development costs recognised as assets are amortised and recognised as an expense on a systematic basis so as to reflect the pattern in which the related economic benefits are recognised.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.14 Development expenditure (Contd.)****(ii) Agriculture land**

Direct and indirect expenditure payments for development of land are stated at a cost in the financial statements. Such expenditures are capitalised until the project is capable to generate income. The policy of the recognition and measurement of impairment losses are in accordance with impairment of assets to the financial statements.

(iii) Impairment of non-financial assets

At each reporting date, the Group and the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amounts of the assets are estimated. Irrespective of whether there is any indication of impairment, the Group and the Company test an intangible asset with an indefinite useful life or an intangible asset not yet available for use for impairment annually.

When it is not possible to estimate the recoverable amount of an individual asset, the Group and the Company estimate the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or a cash-generating unit) is less than its carrying amount, an impairment loss is recognised to reduce the carrying amount to its recoverable amount. An impairment loss for a cash-generating unit is firstly allocated to reduce the carrying amount of goodwill allocated to the cash-generating unit, and then, to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit.

An impairment loss is recognised immediately in profit or loss, unless it reverses a previous revaluation, in which case it is treated as a revaluation decrease. An impairment loss recognised in prior periods for an asset, other than goodwill, is reversed if there has been a change in the estimate used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation if no impairment loss had been recognised, and is recognised immediately in profit or loss, unless it reverses a previous revaluation, in which case it is treated as a revaluation increase.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.15 Financial assets**

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

(i) Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ('FVTOCI'):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at fair value through profit or loss ('FVTPL').

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.15 Financial assets (Contd.)****(ii) Amortised cost and effective interest method**

At initial recognition financial assets are measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. For purchased or originated credit-impaired financial assets, the Group and the Company recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired. Interest income is recognised in profit or loss and is included in the “investment income” line item.

(iii) Debt instruments classified as at FVTOCI

Subsequent measurement of debt instruments depends on the Group’s and the Company’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group and the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.15 Financial assets (Contd.)****(iii) Debt instruments classified as at FVTOCI (Contd.)**

- FVTOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through other comprehensive income ('OCI'), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. Interest revenue and foreign exchange gains and losses which are recognised in profit or loss. OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.
- FVTPL: Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit or loss within other gains/(losses) in the period in which it arises.

(iv) Equity instruments

The Group and the Company subsequently measure all equity investments at fair value. Where the Group's and the Company's management have elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's and the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.15 Financial assets (Contd.)****(v) Financial assets at fair value through profit or loss ('FVTPL')**

This category comprises only in-the-money derivatives. They are carried in the statement of financial position at fair value with changes in fair value recognised in the statement of comprehensive income in the finance income or expense line. Other than derivative financial instruments which are not designated as hedging instruments, the Group and the Company do not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

(vi) Impairment of financial assets

The Group and the Company recognise a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost or at fair value through other comprehensive income (FVTOCI), lease receivables, amounts due from customers under construction contracts, as well as on loan commitments and financial guarantee contracts. No impairment loss is recognised for investments in equity instruments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since the initial recognition of the respective financial instrument.

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

For all other financial instruments, the Group and the Company recognise lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group and the Company measure the loss allowance for that financial instrument at an amount equal to 12 months ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.15 Financial assets (Contd.)****(vi) Impairment of financial assets (Contd.)**

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

(vii) Derecognition of financial assets

The Group and the Company derecognise a financial asset when the contractual right to the cash flows from the financial asset expires, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group and the Company neither transfer nor retain substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group and the Company enter into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

3.16 Cash and bank balances

Cash and cash equivalents comprise cash and bank balances, short-term deposits and other short-term, highly liquid investments that are readily convertible to a known amount of cash with an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and deposits pledged to financial institutions.

3.17 Provisions

A provision is recognised when the Group and the Company have a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are recognised based on a reliable estimate of the amount of the obligation.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.18 Segmental reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing the performance of the operating segment, has been identified as the Board of Directors supported by Group Chief Executive Officer within the approved limit of authority in making strategic decisions.

Segment reporting is presented for enhanced assessment of the Group's and of the Company's risks and returns. Business segments provide products or services that are subject to risk and returns that are different from those of other business segments. Geographical segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those components operating in other economic environments.

Segment revenue, results, assets and liabilities are those amounts resulting from the operating activities of a segment that are directly attributable to the segment and the relevant portion that can be allocated on a reasonable basis to the segment. Segment revenue, results, assets and liabilities are determined after elimination of intragroup balances and intragroup transactions as part of the consolidation process.

3.19 Contingent liabilities

The Group does not recognise contingent liabilities but discloses their existence in the financial statements. A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in the extremely rare case where there is a liability that cannot be recognised because it cannot be measured reliably.

3.20 Finance lease

Leases of property, plant and equipment, which are classified as finance leases, where substantially all the risks and benefits incidental to the ownership of the assets, but not the legal ownership, are transferred to the Group and the Company.

Assets under finance lease are depreciated on a straight-line basis over the shorter of the lease terms or their useful lives. Lease interest is recognised as an expense in profit or loss over the lease period so as to give a constant periodic rate of interest on the outstanding liability at the end of each accounting period.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.20 Finance lease (Contd.)**

All other leases are classified as operating lease and the lease rentals are recognised as an expense in profit or loss on a straight-line basis over the lease term.

3.21 Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(i) Financial liabilities at FVTPL

This category comprises only out-of-the-money derivatives. They are carried in the statement of financial position at fair value with changes in fair value recognised in the statement of comprehensive income. The Group and the Company do not hold or issue derivative instruments for speculative purposes, but for hedging purposes. Other than these derivative financial instruments, the Group and the Company do not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

(ii) Other financial liabilities

Other financial liabilities include the following items:

- bank borrowings and the Group's and the Company's perpetual preference shares are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)****3.21 Financial liabilities (Contd.)****(ii) Other financial liabilities (Contd.)**

- liability components of convertible loan notes are measured as described further below.
- trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

(iii) Derecognition of financial liabilities

The Group and the Company derecognise a financial liability when its contractual obligations are discharged or cancelled or expire. The Group and the Company also derecognise a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

3.22 Share capital**(i) Ordinary shares**

Ordinary shares are equity instruments. An equity instrument is a contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

(ii) Treasury shares

When share capital recognised as equity is repurchased, the amount of consideration paid is recognised directly in equity. Repurchased shares that have not been cancelled including any attributable transaction costs are classified as treasury shares and presented as a deduction from total equity.

When treasury shares are sold or reissued subsequently, the difference between the sales consideration and the carrying amount is presented as a movement in equity.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONTD.)

3.23 Related parties

A party is related to an entity if:

- (i) directly or indirectly through one or more intermediaries, the party:
 - controls, is controlled by, or is under common control with, the entity (this includes parent, subsidiaries and fellow subsidiaries);
 - has an interest in the entity that gives it significant influence over the entity; or
 - has joint control over the entity.
- (ii) directly the party is an associate of the entity;
- (iii) the party is a joint venture in which the entity is venture;
- (iv) the party is a member of the key management personnel of the entity or its parent;
- (v) the party is a close member of the family or any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly,
- (vii) the party is a post-employment benefit plan for the benefit of employees of the entity, or of any entity that is related party of the entity.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**4. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTY****4.1 Judgements and assumption applied**

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

(a) Classification between investment properties and property, plant and equipment

The Group developed certain criteria in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property.

The Group has an insignificant portion which is held for use for administrative purposes of a building but has decided to classify the entire building as investment property as this portion cannot be sold separately.

(b) Deferred tax assets

Deferred tax assets are recognised for all unabsorbed capital allowances, unutilised business losses and unutilised investment tax allowance to the extent that it is probable that future taxable profits will be available against which the capital allowances, business losses and investment tax allowance can be recognised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**4. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTY (CONTD.)****4.1 Judgements and assumption applied (Contd.)****(c) Impairment of goodwill on consolidation**

Goodwill is tested for impairment at each reporting period and at other times when such indicator 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, the Group must estimate future cash flows from the cash-generating unit and choose a suitable discount rate in order to calculate the present values of those cash flows. Further details of the carrying value and the key assumptions applied in the impairment assessment are:

- i) The Group has applied 5% - 11% of discounted rate in determining the present value of cash flows of the Group depending on the risk and project life cycle for each project of the Group.
- ii) Budgeted profit margin is determined by the gross development value and gross development cost of each future project of the Group.

The Group is of the opinion that any reasonable possible change in the above key assumptions would not materially cause the recoverable amount the CGUs to be lower than carrying value of the goodwill of the Group.

4.2 Estimation uncertainty

The measurement of some assets and liabilities requires management to use estimates based on various observable inputs and other assumptions. The areas or items that are subject to significant estimation uncertainties of the Group are in measuring: (a) fair value of investment properties (b) allowance for expected credit loss; (c) useful lives of property, plant and equipment and investment properties; (d) impairment of goodwill; (e) income taxes/deferred tax liabilities: and (f) contingent liabilities.

(a) Fair value of investment properties

Fair value of the investment properties and certain property, plant and equipment of the Group were based on valuations carried out by independent professional valuers. The valuation applies estimates, judgements and assumptions in the determination of fair values.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**4. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTY (CONTD.)****4.2 Estimation Uncertainty (Contd.)****(b) Allowance for expected credit loss**

The Group assessed at each reporting date whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics.

(c) Useful lives of property, plant and equipment and investment properties

Property, plant and equipment is depreciated on a straight-line basis over their estimated useful lives. The management exercises their judgement in estimating the useful lives of the depreciable assets. The Group and the Company assess annually the useful lives of the property, plant and equipment and investment properties and if the expectation differs from the original estimate, such difference will impact the depreciation in the period in which such estimate has been charged.

(d) Impairment of goodwill

The Group determined whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the cash generating units (“CGU”) to which goodwill is allocated. Estimating a value-in-use amount requires management to make an estimate of the expected future revenue from the CGU.

(e) Income taxes/Deferred tax liabilities

Significant judgement is involved in determining the Company’s provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group recognised tax liabilities based on an estimate of whether additional tax will be due. Where the final tax outcome of these matters is different from the amount that were initially recognised, such differences will impact the income tax provisions in the period in which such determined is made.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

4. CRITICAL JUDGEMENTS AND ESTIMATION UNCERTAINTY (CONTD.)

4.2 Estimation Uncertainty (Contd.)

(f) Contingent liabilities

Determination of the treatment of contingent liabilities in the financial statements is based on the management's view of the expected outcome of the applicable contingency.

5. REVENUE

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
<u>Over time :</u>				
Contract services	16,623,711	3,390,715	-	-
<u>Point in time :</u>				
Sales of land	-	17,621,203	-	-
Sales of completed properties	10,000	868,800	-	-
Solar energy	1,820,432	1,264,428	-	-
Rental income	1,421,324	1,672,768	-	-
Management fee	-	-	1,538,620	1,691,021
Merchandise products	550,355	1,062,218	-	-
Dividend	20,266	427,884	-	-
	<u>3,822,377</u>	<u>22,917,301</u>	<u>1,538,620</u>	<u>1,691,021</u>
Total revenue	<u>20,446,088</u>	<u>26,308,016</u>	<u>1,538,620</u>	<u>1,691,021</u>

6. LOSS FROM OPERATION

Loss from operation is stated after charging/(crediting) the following items:

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Auditors' remuneration				
- Statutory audit	282,000	280,000	63,000	60,000
- Other services	26,000	10,000	-	10,000
	<u>282,000</u>	<u>280,000</u>	<u>63,000</u>	<u>60,000</u>
	<u>26,000</u>	<u>10,000</u>	<u>-</u>	<u>10,000</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

6. LOSS FROM OPERATION (CONTD.)

Loss from operation is stated after charging/(crediting) the following items: (Contd.)

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Director's remuneration:				
- fee - current year	471,000	431,000	471,000	431,000
- other than fee	310,580	321,549	310,580	321,549
Depreciation of property, plant and equipment	1,675,073	1,341,269	1,312,915	1,334,636
Expected credit losses on :				
- Trade receivables	41,328	437,744	-	-
- Other receivables	-	22,500	-	-
- Related parties	43,453	3,879,919	618	507,286
Bad debts written off				
- Trade receivables	(3,004,551)	-	-	-
- Other receivables	(266,947)	-	-	-
Bad debts recovered				
- Trade receivables	(1,075,936)	(579,705)	-	-
- Other receivables	-	(7,293)	-	-
Impairment on investment in subsidiaries	-	-	6,500,000	2,963,798
Staff cost:				
- Short term benefit	9,374,708	12,445,505	-	-
- EPF	1,166,460	1,779,598	-	-
Reversal of impairment in jointly controlled entity	-	(4,513)	-	-
Gain on fair value of investment properties	(1,159,699)	(11,721,779)	-	-
Gain on disposal of other investment	(807,930)	-	-	-
Gain on disposal of development expenditure	(8,927,572)	-	-	-
(Gain)/Loss on disposal of property, plant and equipment	(2,075)	29,551	(2,075)	-
Interest income	(39,040)	(32,951)	(500,190)	(854,117)
Rental income	(1,505,604)	(1,764,564)	-	-
Other income	577,789	(587,371)	(142)	(550)
Finance cost	2,327,652	2,752,678	731,154	1,440,142
Impairment on goodwill	6,521,746	-	-	-

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

6. LOSS FROM OPERATION (CONTD.)

Remunerations of the directors comprise the following:

	Group/Company	
	2023	2022
	RM	RM
Directors fee:		
Executive directors	48,000	48,000
Non-executive directors	423,000	383,000
	<u>471,000</u>	<u>431,000</u>
Directors others than fee:		
Other emoluments	<u>310,580</u>	<u>321,549</u>

The number of directors of the Group whose total salary or other emoluments during the year fell within the following bands is analysed below:

	Number of directors	
	2023	2022
Executive directors:		
RM200,001 - RM300,000	-	-
RM300,001 - RM350,000	-	-
RM350,001 - RM400,000	-	-
RM400,001 - RM500,000	-	1
RM500,001 - RM550,000	1	1
	<u>1</u>	<u>1</u>
Non-executive directors:		
RM10,001 - RM20,000	-	-
RM20,001 - RM30,000	-	-
RM30,001 - RM40,000	2	-
RM40,001 - RM60,000	7	7
	<u>7</u>	<u>7</u>

7. FINANCE COST

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Interest on term loan	1,914,061	1,493,998	494,818	1,164,714
Interest on hire purchase	10,089	11,854	-	-
Interest on bank overdraft	205,537	159,594	-	-
Interest on lease liability	197,965	1,087,232	236,336	275,428
	<u>2,327,652</u>	<u>2,752,678</u>	<u>731,154</u>	<u>1,440,142</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

8. INCOME TAX EXPENSE/(CREDIT)

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Taxation based on loss for the financial year:				
- Malaysian income tax	460,112	-	-	-
- Real property gain tax	892,957	-	-	-
- Deferred taxation	220,019	1,172,177	-	-
	<u>1,573,088</u>	<u>1,172,177</u>	-	-
Over provision in prior year:				
- Malaysian income tax	(480,443)	(157,653)	-	-
- Deferred taxation	-	(4,993,646)	-	-
Total income tax expense/(credit)	<u>1,092,645</u>	<u>(3,979,122)</u>	<u>-</u>	<u>-</u>

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Loss before tax	<u>(10,012,536)</u>	<u>(16,978,593)</u>	<u>(9,840,625)</u>	<u>(8,496,264)</u>
Taxation at Malaysia statutory tax rate 24% (2022: 24%)	(2,403,009)	(4,074,862)	(2,361,750)	(2,039,103)
<i>Tax effect on:</i>				
Expenses disallowed during the year	3,733,379	826,177	1,830,927	1,235,349
Deferred tax assets not recognised	1,525,543	2,890,102	530,823	803,754
Utilisation of capital allowances	(198,594)	-	-	-
Utilisation of business losses	(191,274)	-	-	-
Effect on different tax rate	-	1,530,760	-	-
Real property gain tax	(892,957)	-	-	-
Over provision in prior year	(480,443)	(157,653)	-	-
Over provision of deferred tax in prior year	-	(4,993,646)	-	-
	<u>1,092,645</u>	<u>(3,979,122)</u>	<u>-</u>	<u>-</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

8. INCOME TAX (CREDIT)/EXPENSE (CONTD.)

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Unabsorbed capital allowance	10,195,557	7,503,327	1,676,787	210,894
Unutilised tax losses	42,809,674	40,769,925	6,080,982	5,335,114
	<u>53,005,231</u>	<u>48,273,252</u>	<u>7,757,769</u>	<u>5,546,008</u>

The above unabsorbed capital allowances is available indefinitely for offset against future taxable profit subject to the approval of the Inland Revenue Board. Deferred tax assets have not been recognised in respect of this item due to uncertainty of its recoverability. The unutilised tax losses carry-forward will be limited to 8 years of assessment starting from the year of assessment 2022.

9. LOSS PER SHARE

(a) Basic loss per share

The basic loss per share is calculated by dividing the Group's net loss attributable to shareholders by the weighted average number of shares in issue during the year.

	Group	
	2023	2022
	RM	RM
Net loss attributable to shareholders	(11,629,943)	(13,006,817)
Weighted average number of ordinary shares in issue	<u>284,421,865</u>	<u>284,421,865</u>
Basic loss per share (Sen)	<u>(4.09)</u>	<u>(4.57)</u>

(b) Diluted loss per share

Diluted loss per ordinary share for the financial year is calculated by dividing the loss for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year adjusted for the effects of dilutive potential ordinary shares. The adjusted weighted average number of ordinary shares in issue and issuable has been arrived at based on the assumption that ESOS are exercised at the beginning of the financial year. The ordinary shares to be issued under ESOS are based on the assumed proceeds on the difference between average share price for the financial year and exercise price.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

9. LOSS PER SHARE (CONTD.)

(b) Diluted loss per share (Contd.)

	Group	
	2023	2022
	RM	RM
Net loss attributable to shareholders	(11,629,943)	(13,006,817)
Weighted average number of ordinary shares in issue	<u>284,421,865</u>	<u>284,421,865</u>
Effects of dilution due to:		
- ESOS	<u>8,735,800</u>	<u>10,195,800</u>
Adjusted weighted average number of ordinary shares applicable to diluted earnings per share	<u>293,157,665</u>	<u>294,617,665</u>
Diluted loss per share (Sen)	<u>(3.97)</u>	<u>(4.41)</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

10. PROPERTY, PLANT AND EQUIPMENT

Group	Long term leasehold land and buildings						Total
	land and buildings RM	Office equipment RM	Renovation RM	Motor vehicles RM	Solar panel RM	Equipment RM	
Cost							
As at 1 January 2023	1,534,956	5,644,839	153,621	1,361,122	19,248,567	18,232	27,961,337
Additions	-	6,086	-	-	-	-	6,086
Disposal	-	(20,045)	-	-	-	-	(20,045)
As at 31 December 2023	1,534,956	5,630,880	153,621	1,361,122	19,248,567	18,232	27,947,378
Accumulated depreciation							
As at 1 January 2023	1,331,216	3,425,981	103,867	1,204,853	7,026,650	18,227	13,110,794
Depreciation	527	625,701	13,018	73,398	962,429	-	1,675,073
Disposal	-	(9,991)	-	-	-	-	(9,991)
As at 31 December 2023	1,331,743	4,041,691	116,885	1,278,251	7,989,079	18,227	14,775,876
Carrying amount							
As at 31 December 2023	203,213	1,589,189	36,736	82,871	11,259,488	5	13,171,502

Included in property, plant and equipment of the Group are motor vehicles with net carrying amount of RM156,260 (2022: RM229,657) held under hire purchase arrangements.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

10. PROPERTY, PLANT AND EQUIPMENT (CONTD.)

Group	Long term leasehold land and buildings	Office equipment	Renovation	Motor vehicles	Solar panel	Equipment	Total
	RM	RM	RM	RM	RM	RM	RM
Cost							
As at 1 January 2022	1,534,956	5,362,226	12,764,627	1,361,122	11,663,967	18,232	32,705,130
Acquisition of subsidiaries	-	-	-	-	7,500,000	-	7,500,000
Additions	-	378,713	146,930	-	84,600	-	610,243
Disposal	-	(96,100)	-	-	-	-	(96,100)
Transfer to investment property	-	-	(12,757,936)	-	-	-	(12,757,936)
As at 31 December 2022	1,534,956	5,644,839	153,621	1,361,122	19,248,567	18,232	27,961,337
Accumulated depreciation							
As at 1 January 2022	1,313,779	2,808,237	604,958	1,131,456	3,440,279	18,227	9,316,936
Acquisition of subsidiaries	-	-	-	-	3,000,000	-	3,000,000
Depreciation	17,437	649,777	14,287	73,397	586,371	-	1,341,269
Disposal	-	(32,033)	-	-	-	-	(32,033)
Transfer to investment property	-	-	(515,378)	-	-	-	(515,378)
As at 31 December 2022	1,331,216	3,425,981	103,867	1,204,853	7,026,650	18,227	13,110,794
Carrying amount							
As at 31 December 2022	203,740	2,218,858	49,754	156,269	12,221,917	5	14,850,543

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

10. PROPERTY, PLANT AND EQUIPMENT (CONTD.)

Company	Office equipment RM	Motor vehicles RM	Right-of-use Building RM	Total RM
Cost				
As at 1 January 2022	3,001,230	177,200	1,260,154	4,438,584
Additions	402,955	-	4,303,558	4,706,513
As at 31 December 2022	3,404,185	177,200	5,563,712	9,145,097
Additions	6,086	-	-	6,086
Disposal	(20,045)	-	-	(20,045)
As at 31 December 2023	3,390,226	177,200	5,563,712	9,131,138
Accumulated depreciation				
As at 1 January 2022	635,424	177,199	1,260,154	2,072,777
Depreciation during the year	617,376	-	717,260	1,334,636
As at 31 December 2022	1,252,800	177,199	1,977,414	3,407,413
Depreciation during the year	595,655	-	717,260	1,312,915
Disposal	(9,991)	-	-	(9,991)
As at 31 December 2023	1,838,464	177,199	2,694,674	4,710,337
Carrying amount				
As at 31 December 2023	1,551,762	1	2,869,038	4,420,801
As at 31 December 2022	2,151,385	1	3,586,298	5,737,684

11. INVESTMENT IN SUBSIDIARY COMPANIES

	Company	
	2023 RM	Restated 2022 RM
At cost		
As at 1 January	181,108,395	173,517,535
Additions	-	13,590,860
Remeasurement	-	(6,000,000)
	181,108,395	181,108,395
Less: Accumulated impairment losses	(10,554,658)	(4,054,658)
As at 31 December	170,553,737	177,053,737

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

11. INVESTMENT IN SUBSIDIARY COMPANIES (CONTD.)

Movement in impairment losses:

	Company	
	2023 RM	2022 RM
As at 1 January	4,054,658	1,090,860
Impairment during the year	6,500,000	2,963,798
As at 31 December	<u>10,554,658</u>	<u>4,054,658</u>

Details of the Company's subsidiaries as at 31 December 2023 are as follows:

Name	Principal activities	Effective equity interest (%)	
		2023	2022
Syarikat Majuperak Berhad	Property development	100	100
Majuperak Energy Resources Sdn. Bhd.	Renewable Energy	100	100
Nexusbase Development Sdn. Bhd.	Property development	51	51
Majuperak Development Berhad	Management services	100	100
Majuperak Property Management Sdn. Bhd.	Property development	100	100
Majuperak Land Sdn. Bhd.	Property development	100	100
Majuperak Bio Resources Sdn. Bhd.	Contract management	100	100
Held through Syarikat Majuperak Berhad:			
Majuperak Management Services Sdn. Bhd.	Management and secretarial services	100	100
Majuperak Properties Sdn. Bhd.	Property development	100	100
Perak Builders Sdn. Bhd.	Property development	100	100

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

11. INVESTMENT IN SUBSIDIARY COMPANIES (CONTD.)

Details of the Company's subsidiaries as at 31 December 2023 are as follows: (Contd.)

Name	Principal activities	Effective equity interest (%)	
		2023	2022
Held through Majuperak Energy Resources Sdn. Bhd.:			
Majuperak Power Resources Sdn Bhd.	Dormant	100	100
Majuperak FSV EDU Sdn. Bhd.	Dormant	100	100
MP Solar Energy Sdn. Bhd.	Renewable energy	100	100
Silverpower Sdn. Bhd.	Dormant	100	100
Held through Majuperak Development Berhad:			
Tenaga Danawa Sdn. Bhd.	Property development	100	100
Jua Juara Sdn. Bhd.	Property development	100	100
Held through Majuperak Property Management Sdn. Bhd.:			
Majuperak Urus Sdn. Bhd.	Contract service	100	99.7
Majuperak Allied Sdn. Bhd.	Facilities Management	51	51
Held through Majuperak Land Sdn. Bhd.:			
Majuperak Realty Sdn. Bhd.	Dormant	100	100
Held through Majuperak Properties Sdn. Bhd.:			
Nexus Jade Sdn. Bhd.	Merchandise sourcing and supply business	100	100
Held through Majuperak Power Resources Sdn. Bhd.:			
Majuperak United Solar JV Sdn. Bhd.	Renewable Energy	100	100

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

12. INVENTORIES

		Group	
	Note	2023 RM	2022 RM
<u>Non-current</u>			
Land held for development	(a)	<u>39,086,007</u>	<u>38,865,462</u>
<u>Current</u>			
Property held for sale	(b)	1,075,195	969,820
Property development cost	(c)	<u>21,450,421</u>	<u>18,431,071</u>
		<u>22,525,616</u>	<u>19,400,891</u>

(a) Land Held for Development

	Group	
	2023 RM	2022 RM
At cost:		
As at 1 January	39,001,576	55,885,436
Addition	220,545	4,111,000
Disposal	-	(21,297,823)
Written off	-	(373,739)
Transfer from property development cost	-	676,702
As at 31 December	<u>39,222,121</u>	<u>39,001,576</u>
Less : Accumulated impairment		
As at 1 January/31 December	<u>(136,114)</u>	<u>(136,114)</u>
Net book value	<u>39,086,007</u>	<u>38,865,462</u>

Land held for development is reclassified as property development cost at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

Certain land held for the development of the Group amounting to RM5,266,415 (2022: RM5,266,415) are held in trust and have been registered under the name of the holding corporation. The Group however, has been granted beneficial interest to the land pursuant to a transfer of the assets and liabilities agreement and is supplementary agreement which had been mutually agreed between the Group and the holding corporation dated 28 December 2001 and 15 April 2002, respectively.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

12. INVENTORIES (CONTD.)

(b) Property Held for Sale

	Group	
	2023	2022
	RM	RM
At cost:		
Shop house	1,305,496	969,820
Transfer to investment properties	(230,301)	-
	<u>1,075,195</u>	<u>969,820</u>

(c) Property Development Cost

	Group	
	2023	2022
	RM	RM
At cost:		
As at 1 January	18,431,071	18,301,342
Addition	3,019,350	806,431
Transfer to land held for development (i)	-	(676,702)
As at 31 December	<u>21,450,421</u>	<u>18,431,071</u>

- (i) The property development cost consist of land where no development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses.

13. INVESTMENT PROPERTIES

	Group	
	2023	2022
	RM	RM
At Fair Value		
As at 1 January	79,245,000	54,357,053
Transfer from property, plant and equipment	-	13,166,168
Transfer from inventories	230,301	-
Fair value gain	1,159,699	11,721,779
As at 31 December	<u>80,635,000</u>	<u>79,245,000</u>

The investment properties are stated at fair value, that are determined based on valuations performed by an independent professional valuer. There are no material events that affect the valuation between the valuation date and financial year end.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

13. INVESTMENT PROPERTIES (CONTD.)

The description of valuation techniques used and key inputs to the valuation on investment properties are as follows:

Types of investment properties	Valuation technique	Significant unobservable inputs
Buildings and land	Comparison method of Valuation	This method of valuation seeks to determine the value of the property by comparing and adopting as a yardstick of the recent transactions and sales evidence involving other similar properties in the vicinity. Due considerations are given for such factors including location, plot size, improvement made if any, surrounding developments, facilities and amenities available.

The fair value was arrived at after taking into consideration the valuation performed by external professional firms. The fair value is categorised as Level 3 in the fair value hierarchy. The most significant input in the approach adopted by the valuer is price per square foot.

Investment properties of a subsidiary with carrying amount of RM46,600,000 (2022: RM46,600,000) has been pledged as securities for loan facilities as disclosed in Note 29.

The following are recognised in the profit or loss in respect of investment properties:

	Group	
	2023	2022
	RM	RM
Rental income	1,421,324	1,672,768
Direct operating expenses of income generating investment properties	886,212	295,649
	2,307,536	1,968,417

14. INVESTMENT IN ASSOCIATES

	Group	
	2023	2022
	RM	RM
Unquoted shares at cost	9,800,000	9,897,965
Share of post acquisition profit	115,258	75,870
Less: Allowance for diminution in value	-	(97,965)
	9,915,258	9,875,870

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

14. INVESTMENT IN ASSOCIATES (CONTD.)

Details of the associates companies, which are incorporated in Malaysia as follows:

Name	Principal activities	Effective equity interest (%)	
		2023	2022
Held through Majuperak Properties Sdn. Bhd.:			
Brewster Village Sdn. Bhd. *^~	Dormant	30	30
Held through Majuperak Property Management Sdn. Bhd.:			
Allied Group Property Services Sdn. Bhd.*	Facilities Management	49	49
Allied Group Property Services (Penang) Sdn. Bhd.*	Facilities Management	49	49

These financial statements are not audited by Al Jafree Salihin Kuzaimi PLT.

The Group has discontinued recognition of its shares of losses as the share of accumulated losses of the associates have exceeded the Group's investment in that associate.

There is no financial information available for the associates that are not individually material as of 31 December 2023. This associate is dormant and the Group and the Company have fully impaired the carrying amount for this associate in the financial statements.

15. INVESTMENT IN JOINTLY CONTROLLED ENTITIES

	Group	
	2023 RM	2022 RM
Unquoted shares at cost	-	1,125,000
Share of post - acquisition loss	-	(1,000,000)
Disposal in jointly controlled entity	-	(125,000)
	<u>-</u>	<u>-</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

15. INVESTMENT IN JOINTLY CONTROLLED ENTITY (CONTD.)

Movement of impairment losses:

	Group	
	2023	2022
	RM	RM
As at 1 January	-	(4,513)
Reversal of impairment	-	4,513
As at 31 December	<u>-</u>	<u>-</u>

Details of the jointly controlled entity, which is incorporated in Malaysia as follows:

Name	Principal activities	Effective equity interest (%)	
		2023	2022
Held through Majuperak Bio Resources Sdn. Bhd.:			
Majuperak Go Green Sdn. Bhd. *~	Dormant	50 + 1	50 + 1
Held through Tenaga Danawa Sdn. Bhd.:			
Trong Development Sdn. Bhd.	Property Development	51	51

* These financial statements are not audited by Al Jafree Salihin Kuzaimi PLT.

~ There is no financial information available for the jointly controlled entity and they are not individually material as of 31 December 2023. These jointly controlled entities are dormant companies.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

16. OTHER INVESTMENTS

	Group	
	2023	2022
	RM	RM
Financial assets at fair value through other comprehensive income		
At fair value		
Quoted shares	1,653,956	1,653,956
Unquoted share	7,735,242	7,735,242
	<u>9,389,198</u>	<u>9,389,198</u>
Less: Disposal of quoted shares	(1,653,861)	-
Less: Impairment losses	(35,000)	(35,000)
	<u><u>7,700,337</u></u>	<u><u>9,354,198</u></u>

Movement of impairment losses:

	Group	
	2023	2022
	RM	RM
As at 1 January/31 December	<u>35,000</u>	<u>35,000</u>

17. DEVELOPMENT EXPENDITURE

	Group	
	2023	2022
	RM	RM
Agriculture land:		
As at 1 January	592,736	592,736
Disposal	(592,736)	-
As at 31 December	<u>-</u>	<u>592,736</u>
Renewable energy expenditure :		
As at 1 January/31 December	<u>1,400,466</u>	<u>1,400,466</u>
Accumulated amortisation		
As at 1 January	466,823	400,133
Additions	66,688	66,690
As at 31 December	<u>533,511</u>	<u>466,823</u>
Net Book Value	<u>866,955</u>	<u>933,643</u>
Grand total	<u><u>866,955</u></u>	<u><u>1,526,379</u></u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

17. DEVELOPMENT EXPENDITURE (CONTD.)

Majuperak Energy Resources Sdn. Bhd. entered a renewable energy power purchase agreement on 11 November 2013 with Tenaga Nasional Berhad (“TNB”). This agreement will take effect for 21 years starting from the date of the agreement.

Renewable energy expenditure consist of two agreements named MP1 and MP2 in relation to the construction of solar farm (“the Facility”) for the large-scale solar plant. The Facility MP1 and MP2 is located in Lot 312366, Keramat Pulai, Mukim Sungai Raya, 31600 Kinta Perak Darul Ridzuan.

18. GOODWILL ON CONSOLIDATION

	Group	
	2023	Restated 2022
	RM	RM
Purchased goodwill, at cost		
As at 1 January	98,227,086	89,524,288
Additional	-	14,702,798
Remeasurement	-	(6,000,000)
As at 31 December	<u>98,227,086</u>	<u>98,227,086</u>
Less: Accumulated impairment losses	<u>(86,364,953)</u>	<u>(79,843,207)</u>
Net carrying amount	<u><u>11,862,133</u></u>	<u><u>18,383,879</u></u>

During the financial year, the Company had served a Notice of Invocation to the Vendor to repurchase all shares held by the Company in the subsidiary following the failure of the Vendor to deliver certain specific performance undertakings. The cost of investment was remeasured retrospectively in the previous year as a result of the notice.

Accordingly, the Company had remeasured the goodwill on consolidation at Group Level retrospectively in the previous financial year and impaired the cost of investment during the financial year. The provisional goodwill amount arising from the acquisition of the subsidiary has been remeasured by RM6,000,000.

The Group has also provided for impairment on the goodwill amount in the current financial year.

Further details of the carrying value, the key assumptions applied in the impairment assessment as disclosed in Note 4.1(c).

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

19. TRADE RECEIVABLES

	Group	
	2023	2022
	RM	RM
Trade receivables	5,942,425	9,251,215
Less: Allowance for expected credit losses	(3,408,167)	(7,447,326)
	<u>2,534,258</u>	<u>1,803,889</u>

The ageing analysis of the Group's trade receivables are as follows:

	Group	
	2023	2022
	RM	RM
Neither past due nor impaired	993,716	89,268
1 to 30 days past due not impaired	423,012	20,680
31 to 90 days past due not impaired	43,394	3,598
91 to 180 days past due not impaired	64,680	341,015
More than 180 days past due not impaired	1,009,456	1,349,328
	<u>2,534,258</u>	<u>1,803,889</u>
Impaired	3,408,167	7,447,326
	<u>5,942,425</u>	<u>9,251,215</u>

Trade receivables that are neither past due nor impaired

Trade receivables that were neither past due nor impaired relate to customers for whom there were no default.

Trade receivables that are past due but not impaired

Based on past experience and no adverse information to date, the directors of the Company are of the opinion that no allowance for impairment is necessary in respect of these balances as there has not been a significant change in the credit quality and the balances are still considered fully recoverable.

Movement in expected credit losses:

	Group	
	2023	2022
	RM	RM
As at 1 January	7,447,326	7,589,287
Charge for the year	41,328	437,744
Bad debts written off	(3,004,551)	-
Bad debts recovered	(1,075,936)	(579,705)
As at 31 December	<u>3,408,167</u>	<u>7,447,326</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Other receivables	3,541,863	4,546,690	311,019	304,297
Deposits	554,590	523,948	89,030	89,030
Prepayments	607,670	598,030	-	-
	<u>4,704,123</u>	<u>5,668,668</u>	<u>400,049</u>	<u>393,327</u>
Less: Allowance for expected credit losses	(3,047,541)	(3,314,488)	-	-
	<u>1,656,582</u>	<u>2,354,180</u>	<u>400,049</u>	<u>393,327</u>

Movement in expected credit losses:

	Group	
	2023	2022
	RM	RM
As at 1 January	3,314,488	3,299,281
Charge for the year	-	22,500
Bad debt written off	(266,947)	-
Bad debt recovery	-	(7,293)
As at 31 December	<u>3,047,541</u>	<u>3,314,488</u>

21. AMOUNT DUE FROM HOLDING CORPORATION

The holding corporation is Perbadanan Kemajuan Negeri Perak ("PKNPK"), a statutory body established under the Perak State Economic Development Corporation Enactment No.3, 1967.

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Amount due from holding corporation	<u>81,813,512</u>	<u>90,907,566</u>	<u>-</u>	<u>-</u>

The amount due from holding corporation are unsecured, interest free, and repayable on demand.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

21. AMOUNT DUE FROM HOLDING CORPORATION (CONTD.)

Subsequent to year-end, the Company and the Holding Corporation have executed Interco Debt Confirmation And Consolidation Agreement and the Master Debt Settlement Agreement. The agreements formalise the undertaking by both parties to consolidate and resolve the inter-company balances within the groups of companies. The Parties agreed that the consolidated debt sum shall be treated as a long-term debt in the next financial year until the Company is able to fully repay.

22. AMOUNT DUE FROM SUBSIDIARY COMPANIES

	Company	
	2023	2022
	RM	RM
Amount due from subsidiary companies	<u>44,053,918</u>	<u>43,582,926</u>

Amount due from subsidiary companies are unsecured, interest free and repayable on demand.

23. AMOUNT DUE FROM RELATED COMPANIES

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Amount due from related companies	12,697,032	12,659,011	3,813,333	3,663,922
Less: Allowance for expected credit losses	<u>(6,400,758)</u>	<u>(6,357,305)</u>	<u>(2,614,721)</u>	<u>(2,614,103)</u>
	<u>6,296,274</u>	<u>6,301,706</u>	<u>1,198,612</u>	<u>1,049,819</u>

Movement in expected credit losses:

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
As at 1 January	6,357,305	2,477,386	2,614,103	2,106,817
Charge for the year	<u>43,453</u>	<u>3,879,919</u>	<u>618</u>	<u>507,286</u>
As at 31 December	<u>6,400,758</u>	<u>6,357,305</u>	<u>2,614,721</u>	<u>2,614,103</u>

Amount due from related companies are unsecured, interest free and repayable on demand.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

23. AMOUNT DUE FROM RELATED COMPANIES (CONTD.)

Subsequent to year-end, the Company and the Holding Corporation have executed Interco Debt Confirmation And Consolidation Agreement and the Master Debt Settlement Agreement. The agreements formalise the undertaking by both parties to consolidate and resolve the inter-company balances within the groups of companies. The Parties agreed that the consolidated debt sum shall be treated as a long-term debt in the next financial year until the Company is able to fully repay.

24. CASH AND BANK BALANCES

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Fixed deposit with licensed banks	818,475	762,444	-	-
Cash and bank balances	2,048,210	3,945,572	165,567	2,676,400
	<u>2,866,685</u>	<u>4,708,016</u>	<u>165,567</u>	<u>2,676,400</u>

The weighted average effective interest/profit rates applicable to the deposits with licensed banks of the Group is 2.2% per annum (2022: 2.5% per annum). The deposits with licensed banks of the Group have an average maturity of 90 days (2022: 90 days).

For the purposes of the statements of cash flows, cash and cash equivalents comprise the following as at the statements of financial position date:

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Fixed deposit with licensed banks	818,475	762,444	-	-
Cash and bank balances	2,048,210	3,945,572	165,567	2,676,400
	<u>2,866,685</u>	<u>4,708,016</u>	<u>165,567</u>	<u>2,676,400</u>
Less:				
Bank overdraft	(3,733,977)	(2,888,353)	-	-
Deposit pledged to financial institution	(69,030)	(52,011)	-	-
	<u>(936,322)</u>	<u>1,767,652</u>	<u>165,567</u>	<u>2,676,400</u>

Included in the Group's cash and bank balances are amounts of RM85,720 (2022: RM82,518) subjected to the Housing Developers (Housing Development Account) (Amendment) Regulations 2002).

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

25. SHARE CAPITAL

	Group/Company Monetary value		Group/Company Number of shares	
	2023	2022	2023	2022
	RM	RM	Units	Units
As at beginning/end of the financial year	<u>188,421,342</u>	<u>188,421,342</u>	<u>284,421,865</u>	<u>284,421,865</u>

26. INVESTMENT REVALUATION RESERVES

	Group	
	2023 RM	2022 RM
As at beginning of the year	890,964	748,284
Revaluation during the year	-	142,680
Transfer to retained earnings	(890,964)	-
As at end of the year	<u>-</u>	<u>890,964</u>

27. EMPLOYEE SHARE OPTION RESERVES

	Group/Company	
	2023 RM	2022 RM
As at beginning/end of the financial year	<u>1,227,524</u>	<u>1,227,524</u>

The Company's Employee Share Option Scheme ("ESOS") is governed by the by-laws which was approved by the shareholders at the Extraordinary General Meeting held on 2 March 2020.

The main features of the ESOS are as follows:

- (a) the ESOS shall be in force for a period of five years from the date of the receipt of the last of the requisite approvals.
- (b) eligible persons are employees and Directors of the Group who have been confirmed in their employment. The eligibility for participation in the ESOS shall be at the discretion of the options committee appointed by the Board of Directors.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

27. EMPLOYEE SHARE OPTION RESERVES (CONTD.)

The main features of the ESOS are as follows: (contd.)

- (c) the total number of shares to be issued under the ESOS shall not exceed in aggregate 5% of the issued and paid-up share capital of the company at any point of time during the tenure of the ESOS.
- (d) the option price for each share shall be the 5-days weighted average market price of the underlying shares before the ESOS options are granted, with either a premium or a discount of not more than ten percent (10%).
- (e) an option granted under the ESOS shall be capable of being exercised by the grantee by notice in writing to the Company commencing from the vesting date but before the expiry on 5 March 2025.
- (f) all new ordinary shares issued upon exercise of the options granted under the ESOS will rank Pari Passu in all respect with the existing ordinary shares of the Company.
- (g) the options shall not carry any right to vote at a general meeting of the Company.

There is no options granted during the year.

The number and weighted average exercise prices of the share option are as follows:

	Number of options	
	2023	2022
	RM	RM
Oustandings at 1 January	10,195,800	11,960,800
Forfeited	<u>(1,460,000)</u>	<u>(1,765,000)</u>
Oustanding at 31 December	<u><u>8,735,800</u></u>	<u><u>10,195,800</u></u>
Options exercisable		
As at 1 January	725,000	(1,040,000)
Options eligible to exercise during the year	<u>1,460,000</u>	<u>1,765,000</u>
Exercisable at 31 December	<u><u>2,185,000</u></u>	<u><u>725,000</u></u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

27. EMPLOYEE SHARE OPTION RESERVES (CONTD.)

The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using a Black-Scholes model, with the following input:

	Group	
	2023	2022
Fair value of share options and assumptions		
Fair value at the grant date (RM)	0.42	0.42
Market price at exercisable date (RM)	0.32	0.25
Exercise price (RM)	0.285 - 0.387	0.285 - 0.387
Expected volatility (%)	26	29
Expected life (years)	2 - 5 years	2 - 5 years
Risk free interest rate (%)	3.74	4.11
(Based on Malaysian government bonds)		

28. NON-CONTROLLING INTEREST

Group

This consists of the non-controlling shareholders' proportion of share capital and reserves of subsidiaries.

29. BANK BORROWINGS

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Not later than 1 year				
Secured loan	150,000	150,000	-	-
Term loan	1,151,943	958,039	958,039	958,039
Bank overdraft	3,733,977	2,888,353	-	-
Short term borrowings	<u>5,035,920</u>	<u>3,996,392</u>	<u>958,039</u>	<u>958,039</u>
Later than 1 year and not later than 5 years:				
Secured loan	959,616	872,465	-	-
Term loan	5,026,434	6,348,823	5,026,382	5,480,876
	<u>5,986,050</u>	<u>7,221,288</u>	<u>5,026,382</u>	<u>5,480,876</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

29. BANK BORROWINGS (CONTD.)

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Later than 5 years:				
Secured loan	724,238	953,505	-	-
Term loan	-	482,432	-	482,432
	<u>724,238</u>	<u>1,435,937</u>	<u>-</u>	<u>482,432</u>
Long term borrowings	<u>6,710,288</u>	<u>8,657,225</u>	<u>5,026,382</u>	<u>5,963,308</u>
Total borrowings	<u>11,746,208</u>	<u>12,653,617</u>	<u>5,984,421</u>	<u>6,921,347</u>

Secured loan consist of :

- (a) Secured loan (“Bai-Bithaman Ajil”) is secured by a property of the Group. The secured loan profit is charged at a rate of 5.1% (2022: 5.1%). The repayment is within 240 months and commenced on September 2012.

Term loan consist of :

- (a) A borrowing under the Business Financing-I (“Tawarruq”) up to RM10,000,000 to finance the refurbishment and renovation cost of Silveritage Galleria Complex. The term loan is secured by way of the first legal charge over the leasehold land attached with the building. The term loan profit is charged at a rate of 10.75% (2022: 10.75%) and the repayment is within 132 months, and which commenced on July 2016. This financing has been disbursed based on progressive claims.
- (b) A Project Financing Line is for a development project. The term loan is secured by:
- i) First charge over the property held under HSD 312041, PT 845, Pekan Hicom, Daerah Petaling, Negeri Selangor; and
 - ii) Corporate Guarantee of RM26,000,000 and personal guarantee by the director.

The profit charges is 1% per annum above the Bank's Base Lending rate on monthly rests.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

29. BANK BORROWINGS (CONTD.)

Bank overdraft consist of :

- (a) An overdraft facility of the Group is secured by a first and second, third and fourth fixed charges amounting to RM2 million (2022: RM2 million) over certain investment properties of the Group. The bank overdraft bears interest at a rate of 4% (2022: 4%).
- (b) An overdraft facility of the Group from a Project Financing Line is secured by first/third party absolute assignment of all the rights, interest, title and benefit in and to the 3 parcel of SOHO units erected on part of the piece of land held undertitle number GRN 321747 for Lot no 40182, Pekan Hicom, District of Petaling, State of Selangor Darul Ehsan, bearing postal address Unit No 501, 506 & 507, No 591, Damansara SA, No 2, Jalan Perimbun 27/11, Seksyen 27, 40400 Shah Alam, Selangor Darul Ehsan.
- (c) An overdraft facility of the Group from a Project Financing Line is secured by first party open all money absolute assignment of all the rights, interest, title and benefit in and to the partial of land held under PN 348472, Lot Nos 501663 and PN 348473 Lot Nos 501664, Mukim of Hulu Kinta, District of Kinta, State of Perak Darul Ridzuan. The bank overdraft bears interest at a rate of 4% (2022: 4%).

30. HIRE PURCHASE PAYABLES

	Group	
	2023	2022
	RM	RM
Net carrying amount included in the class:		
Motor vehicles	156,260	229,657
Minimum finance lease payment:		
Not later than 1 year	48,866	50,552
Later than 1 year	145,880	179,559
	194,746	230,111
Future finance charges of finance lease	(8,017)	(8,243)
Present value of finance lease liabilities	186,729	221,868
Present value of finance lease liabilities:		
Not later than 1 year	36,904	35,139
Later than 1 year	149,825	186,729
	186,729	221,868

The average effective interest rate per annum of the finance lease payables at the reporting date is 2.47% to 3.60% (2022: 2.47% to 3.60%).

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

31. LEASE LIABILITIES

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
As at 1 January	2,890,000	3,295,864	3,692,774	-
Additions	-	-	-	4,303,558
Accretion of interest	198,095	198,096	236,336	275,428
Payment	(201,798)	(603,960)	(886,212)	(886,212)
As at 31 December	<u>2,886,297</u>	<u>2,890,000</u>	<u>3,042,898</u>	<u>3,692,774</u>
Representing:				
Not later than 1 year	198,095	198,095	631,571	631,571
Later than 1 year	<u>2,688,202</u>	<u>2,691,905</u>	<u>2,411,327</u>	<u>3,061,203</u>
	<u>2,886,297</u>	<u>2,890,000</u>	<u>3,042,898</u>	<u>3,692,774</u>

The lease liability of the Group and the Company bear interest at rates 6.85% per annum respectively.

32. DEFERRED TAXATION

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Deferred tax liability	<u>11,639,232</u>	<u>11,419,213</u>	<u>16,429</u>	<u>16,429</u>
As at 1 January	11,419,213	15,240,682	16,429	16,429
Transfer to income statement	220,019	(3,821,469)	-	-
As at 31 December	<u>11,639,232</u>	<u>11,419,213</u>	<u>16,429</u>	<u>16,429</u>

The deferred tax is determined before appropriate offsetting as follows:

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Deferred tax asset	(2,775,738)	(2,813,287)	(3,442)	(3,442)
Deferred tax liabilities	<u>14,414,970</u>	<u>14,232,500</u>	<u>19,871</u>	<u>19,871</u>
	<u>11,639,232</u>	<u>11,419,213</u>	<u>16,429</u>	<u>16,429</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

32. DEFERRED TAXATION (CONTD.)

The components of deferred tax liabilities and deferred tax assets at the end of the financial year comprise the tax effects of:

	Group		Company	
	2023	2022	2023	2022
	RM	RM	RM	RM
Deferred tax assets :				
Other deductible temporary differences	(2,012,029)	(2,089,344)	-	-
Unutilised business losses	(763,363)	(718,699)	(3,442)	(3,442)
Unutilised capital allowances	(346)	(5,244)	-	-
	<u>(2,775,738)</u>	<u>(2,813,287)</u>	<u>(3,442)</u>	<u>(3,442)</u>
Deferred tax liabilities:				
Other temporary differences	8,360,707	8,360,707	19,871	19,871
Fair value gain on investments properties	6,054,263	5,871,793	-	-
	<u>14,414,970</u>	<u>14,232,500</u>	<u>19,871</u>	<u>19,871</u>
Net deferred liabilities	<u>11,639,232</u>	<u>11,419,213</u>	<u>16,429</u>	<u>16,429</u>

33. TRADE PAYABLES

	Group	
	2023	2022
	RM	RM
Trade payables	<u>1,275,642</u>	<u>928,236</u>

The credit term is ranging from 30 days to 90 days (2022: 30 days to 90 days).

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

34. OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2023 RM	Restated 2022 RM	2023 RM	Restated 2022 RM
Other payables	18,737,723	24,025,230	2,294,926	11,955,360
Retention sum	45,526	45,526	-	-
Deferred income	8,887,391	3,408,965	-	-
Deposit and accruals	14,653,434	14,667,214	973,620	676,164
	<u>42,324,074</u>	<u>42,146,935</u>	<u>3,268,546</u>	<u>12,631,524</u>

The credit term is ranging from 30 days to 90 days (2022: 30 days to 90 days).

35. AMOUNT DUE TO HOLDING CORPORATION, SUBSIDIARY AND RELATED COMPANIES

The amount due to subsidiary and related companies are unsecured, interest free and no fixed term of repayment.

Subsequent to year-end, the Company and the Holding Corporation have executed Interco Debt Confirmation & Consolidation Agreement and Master Debt Settlement Agreement. The agreements formalise the undertaking by both parties to consolidate and resolve inter-company balances within the groups of companies. The Parties agreed that the consolidated debt sum shall be treated as a long-term debt in the next financial year until the Company is able to fully repay.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

36. SEGMENTAL REPORTING

(i) Business segment

	Property development RM	Facilities management RM	Renewable energy RM	Trading, rental investment holdings, and others RM	Total RM
Financial year ended 31 December 2023					
Revenue	-	16,355,063	1,964,432	2,126,593	20,446,088
Results					
Segment results	(2,857,396)	2,188,598	711,596	(10,055,334)	(10,012,536)
Taxation					(1,092,645)
Net loss for the year					(11,105,181)
Non-controlling interest					(524,762)
Net loss for the year attributable to equity holders of the Company					(11,629,943)

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

36. SEGMENTAL REPORTING (CONTD.)

(i) Business segment (Contd.)

	Property development RM	Facilities management RM	Renewable energy RM	Trading, rental investment holdings, and others RM	Total RM
Financial year ended 31 December 2022					
Revenue	18,490,003	3,213,715	1,563,928	3,040,370	26,308,016
Results					
Segment results	(11,401,398)	(1,438,166)	1,912,162	(6,051,191)	(16,978,593)
Taxation					3,979,122
Net loss for the year					(12,999,471)
Non-controlling interest					(7,346)
Net loss for the year attributable to equity holders of the Company					(13,006,817)

(ii) Geographical segment

The segmental information is not presented by geographical segment as the Group's business activities are predominantly located in Malaysia.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

37. SIGNIFICANT RELATED PARTY TRANSACTION

For the purpose of these financial statements, parties are considered to be related to the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decision, or vice versa, or where the Group or the Company and the party subject to common control or common significant influence.

(a) Transaction within the Group

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Holding Corporation				
Rental expenses	(200,000)	(200,000)	-	-
Sales of goods/services	<u>276,963</u>	<u>159,061</u>	<u>-</u>	<u>-</u>
Subsidiary companies				
Management fee	-	-	1,538,620	1,691,021
Interest income	<u>-</u>	<u>-</u>	<u>494,818</u>	<u>764,030</u>
Related companies				
Lease liability	-	-	(236,336)	(886,212)
Shared services:				
- Information technology	(96,294)	(60,868)	(96,294)	(60,868)
Sales of goods/services	<u>-</u>	<u>11,733</u>	<u>-</u>	<u>-</u>

(b) Transaction with key personnel management

Key personnel management are defined as those persons having the authority and responsibility for planning, directing and controlling the activities of the Group and of the Company. The details analysis of transactions made during the financial year are disclosed in Note 6 to the financial statements.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS

Financial Risk Management

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. Note 3.15 and Note 3.21 to the financial statements describe how the classes of financial instruments are measured, and how income and expense, including fair value gains or losses, are recognised. The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

Group	Designated fair value through other comprehensive income RM	Amortised cost RM	Total RM
At 31 December 2023			
Financial Assets			
Other investments	7,700,337	-	7,700,337
Trade receivables	-	2,534,258	2,534,258
Other receivables and deposit (excluding prepayments)	-	1,048,912	1,048,912
Amount due from holding corporation	-	81,813,512	81,813,512
Amount due from related companies	-	6,296,274	6,296,274
Cash and bank balances	-	2,866,685	2,866,685
	<u>7,700,337</u>	<u>94,559,641</u>	<u>102,259,978</u>
Financial Liabilities			
Trade payables	-	1,275,642	1,275,642
Other payables and accruals	-	42,324,074	42,324,074
Amount due to related companies	-	24,410,630	24,410,630
Bank borrowings	-	11,746,208	11,746,208
Hire purchase payables	-	186,729	186,729
Lease liabilities	-	2,886,297	2,886,297
	<u>-</u>	<u>82,829,580</u>	<u>82,829,580</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Financial Risk Management (Contd.)

(a) Classification of financial instruments (Contd.)

Group	Designated fair value through other comprehensive income RM	Amortised cost RM	Total RM
At 31 December 2022			
Financial Assets			
Other investments	9,354,198	-	9,354,198
Trade receivables	-	1,803,889	1,803,889
Other receivables and deposit (excluding prepayments)	-	1,756,150	1,756,150
Amount due from holding corporation	-	90,907,566	90,907,566
Amount due from related companies	-	6,301,706	6,301,706
Cash and bank balances	-	4,708,016	4,708,016
	<u>9,354,198</u>	<u>105,477,327</u>	<u>114,831,525</u>
Financial Liabilities			
Trade payables	-	928,236	928,236
Other payables and accruals	-	42,146,935	42,146,935
Amount due to related companies	-	28,375,011	28,375,011
Bank borrowings	-	12,653,617	12,653,617
Hire purchase payables	-	221,868	221,868
Lease liabilities	-	2,890,000	2,890,000
	<u>-</u>	<u>87,215,667</u>	<u>87,215,667</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Financial Risk Management (Contd.)

(a) Classification of financial instruments (Contd.)

Company	Designated fair value through other comprehensive income RM	Amortised cost RM	Total RM
At 31 December 2023			
Financial Assets			
Other receivables and deposit (excluding prepayments)	-	400,049	400,049
Amount due from subsidiary companies	-	44,053,918	44,053,918
Amount due from related companies	-	1,198,612	1,198,612
Cash and bank balances	-	165,567	165,567
	-	<u>45,818,146</u>	<u>45,818,146</u>
Financial Liabilities			
Other payables and accruals	-	3,268,546	3,268,546
Amount due to holding corporation	-	8,641,314	8,641,314
Amount due to subsidiary companies	-	39,516,969	39,516,969
Amount due to related companies	-	9,858,065	9,858,065
Bank borrowings	-	5,984,421	5,984,421
Lease liabilities	-	3,042,898	3,042,898
	-	<u>70,312,213</u>	<u>70,312,213</u>
At 31 December 2022			
Financial Assets			
Other receivables and deposit (excluding prepayments)	-	393,327	393,327
Amount due from subsidiary companies	-	43,582,926	43,582,926
Amount due from related companies	-	1,049,819	1,049,819
Cash and bank balances	-	2,676,400	2,676,400
	-	<u>47,702,472</u>	<u>47,702,472</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Financial Risk Management (Contd.)

(a) Classification of financial instruments (Contd.)

Company	Designated fair value through other comprehensive income RM	Amortised cost RM	Total RM
At 31 December 2022			
Financial Liabilities			
Other payables and accruals	-	12,631,524	12,631,524
Amount due to holding corporation	-	4,912,560	4,912,560
Amount due to subsidiary companies	-	32,183,116	32,183,116
Amount due to related companies	-	9,824,920	9,824,920
Bank borrowings	-	6,921,347	6,921,347
Lease liabilities	-	3,692,774	3,692,774
	-	<u>70,166,241</u>	<u>70,166,241</u>

(b) Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operation whilst managing its financial risks, including credit risks, liquidity and cash flow risk and interest rate risk. The Group and the Company operates within clearly defined guidelines that are approved by the Board and the Company's policy is not to engage in speculative transactions.

i) Credit risk

a) Receivables

The Group's exposure to credit risk arises mainly from receivables. Receivables are monitored on an on-going basis via a management reporting procedure and action is taken to recover debts when due.

Exposure to credit risk

At the reporting date, the Group's maximum exposure to credit risk arising from receivables is represented by the carrying amount of each class of financial assets recognised in the statement of financial position.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Financial Risk Management (Contd.)

(b) Financial risk management objectives and policies (Contd.)

(i) Credit risk (Contd.)

(b) Other receivables and other financial assets

For other receivables and other financial assets (including deposits, cash and bank balances), the Company minimise credit risk by dealing exclusively with high credit rating counter parties. At the reporting date, the Company's maximum exposure to credit risk arising from other receivables and other receivables is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated.

- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations.
- Actual or expected significant changes in the operating results of the borrower.
- Significant increase in credit risk on other financial instruments of the same borrower.
- Significant changes in the value of the collateral supporting the obligation or on the quality of third-party guarantees or credit enhancements.
- Significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Financial Risk Management (Contd.)

(b) Financial risk management objectives and policies (Contd.)

(i) Credit risk (Contd.)

(c) Inter-company balances

The Group and the Company provide unsecured loans and advances to related companies. Loans and advances are only provided to related companies which are wholly owned by the holding corporation.

Some inter-company loans between entities within the Group are repayable in demand. For loans that are repayable on demand, expected credit losses are assessed based on the assumption that repayments of the loans are demanded at the reporting date. If the borrower does not have sufficient highly liquid resources when the loan is demanded, the company will consider the expected manner of recovery and recovery period of the inter-company loan.

(ii) Liquidity and cash flow risk

The Group and the Company actively manage its debt maturity profile, operating cash flows and availability of funding so as to ensure that all repayment and funding needs are met.

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

Group	On demand or within one year RM	One to five years RM	Over five years RM	Total RM
At 31 December 2023				
Trade and other payables	43,599,716	-	-	43,599,716
Amount due to related companies	24,410,630	-	-	24,410,630
Bank borrowings	5,035,920	5,986,050	724,238	11,746,208
Hire purchase payables	36,904	149,825	-	186,729
Lease liabilities	198,095	1,236,338	1,451,864	2,886,297
	<u>73,281,265</u>	<u>7,372,213</u>	<u>2,176,102</u>	<u>82,829,580</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Financial Risk Management (Contd.)

(b) Financial risk management objectives and policies (Contd.)

(ii) Liquidity and cash flow risk (Contd.)

Group	On demand or within one year RM	One to five years RM	Over five years RM	Total RM
At 31 December 2022				
Trade and other payables	43,599,716	-	-	43,599,716
Amount due to related companies	28,375,011	-	-	28,375,011
Bank borrowings	3,996,392	7,221,288	1,435,937	12,653,617
Hire purchase payables	35,139	186,729	-	221,868
Lease liabilities	198,095	1,236,338	1,455,567	2,890,000
	<u>76,204,353</u>	<u>8,644,355</u>	<u>2,891,504</u>	<u>87,740,212</u>
Company				
At 31 December 2023				
Other payables and accruals	3,268,546	-	-	3,268,546
Amount due to holding corporation	8,641,314	-	-	8,641,314
Amount due to subsidiary companies	39,516,969	-	-	39,516,969
Amount due to related companies	9,858,065	-	-	9,858,065
Bank borrowings	958,039	5,026,382	-	5,984,421
Lease liabilities	631,571	2,411,327	-	3,042,898
	<u>62,874,504</u>	<u>7,437,709</u>	<u>-</u>	<u>70,312,213</u>

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Financial Risk Management (Contd.)

(b) Financial risk management objectives and policies (Contd.)

(ii) Liquidity and cash flow risk (Contd.)

Company	On demand or within one year RM	One to five years RM	Over five years RM	Total RM
At 31 December 2022				
Other payables and accruals	12,631,524	-	-	12,631,524
Amount due to holding corporation	4,912,560	-	-	4,912,560
Amount due to subsidiary companies	32,183,116	-	-	32,183,116
Amount due to related companies	9,824,920	-	-	9,824,920
Bank borrowings	958,039	5,480,876	482,432	6,921,347
Lease liabilities	631,571	3,061,203	-	3,692,774
	<u>61,141,730</u>	<u>8,542,079</u>	<u>482,432</u>	<u>70,166,241</u>

(iii) Interest rate risk

The Group constantly monitors its interest rate risk by reviewing its debt portfolio to ensure favorable rates are obtained. The Group is exposed to interest rate risk arising from its short and long-term debts obligations, and its fixed deposits. Fixed deposits interest rate is insignificant and any fluctuations in the rate would have no material impact on the results of the Company.

Interest rate risk sensitivity

An increase in market interest rates by 1% on financial asset and financial liability of the Group which have variable interest rates at the end of the reporting period would increase loss before taxation. This analysis assumes that all other variables remain unchanged.

A decrease in market interest rates by 1% on financial assets and financial liability of the Group and the Company which have variable interest rates at the end of the reporting period would have had the equal but opposite effect on the amounts shown above, on the basis that all other variables remain unchanged.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**38. FINANCIAL INSTRUMENTS (CONTD.)***Financial Risk Management (Contd.)*

- (b) Financial risk management objectives and policies (Contd.)
- (iv) Fair values of financial assets and financial liabilities

The carrying amounts of cash and cash equivalents, receivables, payables, intercompany balances and short-term borrowings including hire purchases approximate their fair values due to the relatively short-term nature of these financial instruments.

The fair values of investment properties are disclosed in Note 13 to the financial statements.

The fair values of quoted shares is determined directly by reference to its published market bid price at the financial year end.

The fair values of all other financial assets and liabilities of the Group and of the Company as at 31 December 2023 are not materially different from their carrying amounts.

Capital Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholder and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debts. Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the statements of financial position) less cash and cash equivalent. Total capital is calculated as 'equity' as shown in the statement of financial position plus net debt.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

38. FINANCIAL INSTRUMENTS (CONTD.)

Capital Risk Management (Contd.)

The gearing ratios at 31 December 2023 and 2022 were as follow:

	Group		Company	
	2023 RM	Restated 2022 RM	2023 RM	2022 RM
Amount due to holding corporation	-	-	8,641,314	4,912,560
Amount due to subsidiary companies	-	-	39,516,969	32,183,116
Amount due to related companies	24,410,630	28,375,011	9,858,065	9,824,920
Other payables	27,670,640	27,479,721	-	-
Bank borrowings	11,746,208	12,653,617	5,984,421	6,921,347
Hire purchase payables	186,729	221,868	-	-
Lease liabilities	2,886,297	2,890,000	3,042,898	3,692,774
	<u>66,900,504</u>	<u>71,620,217</u>	<u>67,043,667</u>	<u>57,534,717</u>
Less: Cash and bank balances	<u>(2,866,685)</u>	<u>(4,708,016)</u>	<u>(165,567)</u>	<u>(2,676,400)</u>
Net debt	64,033,819	66,912,201	66,878,100	54,858,317
Total equity	<u>187,636,412</u>	<u>199,632,557</u>	<u>151,470,421</u>	<u>161,311,046</u>
Total capital	<u>251,670,231</u>	<u>266,544,758</u>	<u>218,348,521</u>	<u>216,169,363</u>
Gearing ratio	<u>25%</u>	<u>25%</u>	<u>31%</u>	<u>25%</u>

Under the requirement of Bursa Malaysia Practice Note No.17/2005, the Group is required to maintain a consolidated shareholders' equity equal to or not less than the 25% of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40 million. The Company has complied with this requirement.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

39. FAIR VALUE HIERARCHIES

The fair value measurement hierarchies used to measure assets and liabilities carried at fair value in the statements of financial position as at 31 December 2023 are as follows:

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

Group	Level 1 RM	Level 2 RM	Level 3 RM	Total RM
As at 31 December 2023				
Assets				
Other investments	95	-	7,700,242	7,700,337
Investment properties	-	-	80,635,000	80,635,000
As at 31 December 2022				
Assets				
Other investments	1,653,956	-	7,700,242	9,354,198
Investment properties	-	-	79,245,000	79,245,000

There were no transfers between Level 1 and Level 2 during the current and previous financial years. The Group and the Company do not have any financial liabilities carried at fair value nor any financial instruments classified as Level 3 as at 31 December 2023 and 31 December 2022.

40. SIGNIFICANT AND SUBSEQUENT EVENT DURING THE YEAR

Pursuant to Paragraph 8.03A(2b) of the Main Market Listing Requirements (MMLR) of Bursa Malaysia.

The Group has announced on 13 April 2020 that it has triggered para 8.03A(2b) of the Main Market Listing Requirements (MMLR) of Bursa Malaysia. As an Affected Listed Issuer, the Company is required to regularise its condition within twenty-four (24) months and submit its regularisation plan to Bursa Malaysia by 12 April 2022.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023**40. SIGNIFICANT AND SUBSEQUENT EVENT DURING THE YEAR (CONTD.)**

Pursuant to Paragraph 8.03A(2b) of the Main Market Listing Requirements (MMLR) of Bursa Malaysia. (Contd.)

On 11 April 2023, the Group applied for the extension of time from Bursa Malaysia and on 31 May 2023, Bursa has granted the extension of time of 6 months up to 11 October 2023.

Subsequently, the Group had on 10 October 2023 had submitted another application for an extension of time (EOT) to Bursa prior to the last required deadline on 11 October 2023. On 1 November 2023, Bursa has granted the EOT of 6 months up to 11 April 2024. The Group sought for a further extension of time from Bursa Securities on 9 April 2024.

Land Swap Agreement

On 11 August 2023, Majuperak Energy Resources Sdn Bhd (MERSB) and Perbadanan Kemajuan Negeri Perak (PKNPk) had, via a letter dated 3 August 2023, mutually agreed to extend the Extended Conditional Period (as defined in the Land Swap Agreement) for a further 6 months, thereby extending the last day of the Extended Conditional Period to 13 February 2024 to fulfill all the Conditions Precedents in the Land Swap Agreement. Subsequently, on 2 February 2024, MHB announced that all conditions precedent as set out in the Land Swap Agreement dated 13 August 2021 have been fulfilled, Hence the Agreement has become unconditional.

41. COMPARATIVES

Certain comparative figures have been adjusted/restated to reflect changes in the following circumstances relating to the prior years.

The amount of goodwill arising from the acquisition of a subsidiary (at the group level) and investment in subsidiaries (at the Company level) were remeasured following the notice of share buy-back to the vendor issued by the Group during the current year. In accordance to MFRS 3 Business Combination, the provisional goodwill which was first recognised in 2022 has to be adjusted retrospectively to reflect the new circumstances.

An accrual was made to recognise certain operating expenses relating to the previous years after the certainty in the amount obtained during the current year.

FINANCIAL STATEMENTS (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2023

41. COMPARATIVES (CONTD.)

Changes in the comparative figures as follows:

Group	As previously stated 2022 RM	Adjustments 2022 RM	As restated RM
<u>Consolidated statement of profit or loss and other comprehensive income</u>			
Accumulated profits	<u>10,089,761</u>	<u>(1,206,767)</u>	<u>8,882,994</u>
<u>Consolidated statement of financial position</u>			
Goodwill on consolidation	24,383,879	(6,000,000)	18,383,879
Other payables and accruals	(46,940,168)	4,793,233	(42,146,935)
	<u>(22,556,289)</u>	<u>(1,206,767)</u>	<u>(23,763,056)</u>
Company	As previously stated 2022 RM	Adjustments 2022 RM	As restated RM
<u>Statement of financial position</u>			
Other payables and accruals	(18,631,524)	6,000,000	(12,631,524)
Investment in subsidiary companies	<u>183,053,737</u>	<u>(6,000,000)</u>	<u>177,053,737</u>

42. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements have been approved for issue by the Board of Directors in accordance with a resolution of the Board of Directors on the date of these financial statements.

Sustainability Performance Data

Appendix A

Indicator	Measurement Unit	2023
Bursa (Anti-corruption)		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	0.00
Executive	Percentage	0.00
Non-executive/Technical Staff	Percentage	0.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	100.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
Bursa (Diversity)		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	8.00
Management Between 30-50	Percentage	67.00
Management Above 50	Percentage	25.00
Executive Under 30	Percentage	21.00
Executive Between 30-50	Percentage	75.00
Executive Above 50	Percentage	4.00
Non-executive/Technical Staff Under 30	Percentage	22.00
Non-executive/Technical Staff Between 30-50	Percentage	78.00
Non-executive/Technical Staff Above 50	Percentage	0.00
Gender Group by Employee Category		
Management Male	Percentage	76.00
Management Female	Percentage	24.00
Executive Male	Percentage	47.00
Executive Female	Percentage	53.00
Non-executive/Technical Staff Male	Percentage	78.00
Non-executive/Technical Staff Female	Percentage	22.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	90.00
Female	Percentage	10.00
Between 30-50	Percentage	20.00
Above 50	Percentage	80.00
Bursa (Energy management)		
Bursa C4(a) Total energy consumption	Megawatt	368.00
Bursa (Health and safety)		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	115
Bursa (Labour practices and standards)		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	20
Executive	Hours	55
Non-executive/Technical Staff	Hours	35
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0.00
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	11
Executive	Number	15
Non-executive/Technical Staff	Number	2
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
Bursa (Supply chain management)		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00
Bursa (Community/Society)		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	0.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	0
Bursa (Data privacy and security)		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
Bursa (Water)		
Bursa C9(a) Total volume of water used	Megalitres	32.890000

Internal assurance External assurance No assurance

(*)Restated



**MAJUPERAK
HOLDINGS
BERHAD**
[200201017726/(585389-X)]

(Incorporated in Malaysia)

No. of Shares Held	
CDS Account No.	
Telephone No.	
E-mail Address	

I/We, _____

NRIC No./Passport No./Company No. _____ of _____

_____ being a member of
Majuperak Holdings Berhad hereby appoint the following person(s):

<u>Name of Proxy & NRIC No.</u>	<u>No. of Ordinary Shares</u>	<u>%</u>	<u>E-mail</u>
1. _____ or failing him/her	_____	_____	_____
2. _____	_____	_____	_____

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 Twenty First (21st) Annual General Meeting ("21st AGM" and/or "AGM") of the Company to be held on Thursday, 27 June 2024 at 10.30 a.m. and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

<u>No.</u>	<u>Resolutions</u>	<u>Ordinary Resolutions No.</u>	<u>For</u>	<u>Against</u>
1.	Approval for the payment of Directors' Fees	1		
2.	Approval for the payment of Directors' Benefits	2		
3.	Re-election of Ahmad Najmi bin Kamaruzaman	3		
4.	Re-election of Dato' Mohd Azmi bin Othman	4		
5.	Re-election of Norazali bin Nordin	5		
6.	Re-appointment of Messrs Al Jafree Salihin Kuzaimi PLT as Auditors of the Company and to authorise the Directors to fix their remuneration	6		
7.	Proposed Authority to Allot and Issue Shares	7		
8.	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature	8		

Please indicate with (✓) or (X) how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Date: _____ Signature of Shareholder/
Common Seal _____

NOTES

1. Only members whose names appear on the Record of Depositors as of 18 June 2024 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/ her stead.
2. A member, other than an exempt authorised nominee is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him/her. A proxy must be 18 years and above and need not be a member of the Company.
3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.
6. The instrument appointing a proxy must be deposited at the Share Registrar's office of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting either by hand, post, courier or electronic mail to bsr.helpdesk@boardroomlimited.com or fax (603)78904670 before the Form of Proxy lodgement cut-off time as mentioned above, otherwise the instrument of proxy should not be treated as valid. Alternatively, the proxy form can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investors Online Portal. Kindly follow the link at <https://investor.boardroomlimited.com/> to login and deposit your proxy form electronically, also forty-eight (48) hours before the meeting.
7. Personal Data Privacy – By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with the Personal Data Protection Act 2010. Further, you hereby warrant that relevant consent has been obtained by you for us to process any third party's personal data in accordance with the said Act.

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80 SEN
STAMP
(Within
Malaysia)

The Share Registrar
MAJUPERAK HOLDINGS BERHAD
Registration No. 200201017726 (585389-X)
11th Floor, Menara Symphony,
No. 5, Jalan Professor Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

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