TWL

Holdings Berhad

Registration No.:
199401039944 (325631-V)

ANNUAL REPORT
2025

TWL Holdings Berhad

VISION

To lead in sustainable and responsible growth, building a trusted and innovative brand that balances environmental stewardship, ethical business practices, and community impact. Creating long-term growth, enhancing our brand's reputation, and delivering value to stakeholders while empowering communities and protecting the environment for future generations.

MISSION

INNOVATE RESPONSIBLY
Continuously drive innovation that aligns with sustainable practices, delivering solutions that meet industry needs while reducing environmental impact.

FOSTER ETHICAL GROWTH
Ensure our growth is grounded in ethical business practices, transparency, and integrity, creating lasting value for all stakeholders.

EMPOWER COMMUNITIES
Invest in and uplift the communities we serve by promoting charitable initiatives, creating job opportunities, and supporting local development.

BUILD A TRUSTED BRAND
Strengthen our brand by consistently delivering high-quality services and products, establishing a reputation for excellence, trust, and sustainability.

CULTIVATE LONG-TERM VALUE
Strive for long-term profitability while prioritizing environmental stewardship, fostering innovation, and contributing to a more sustainable future.

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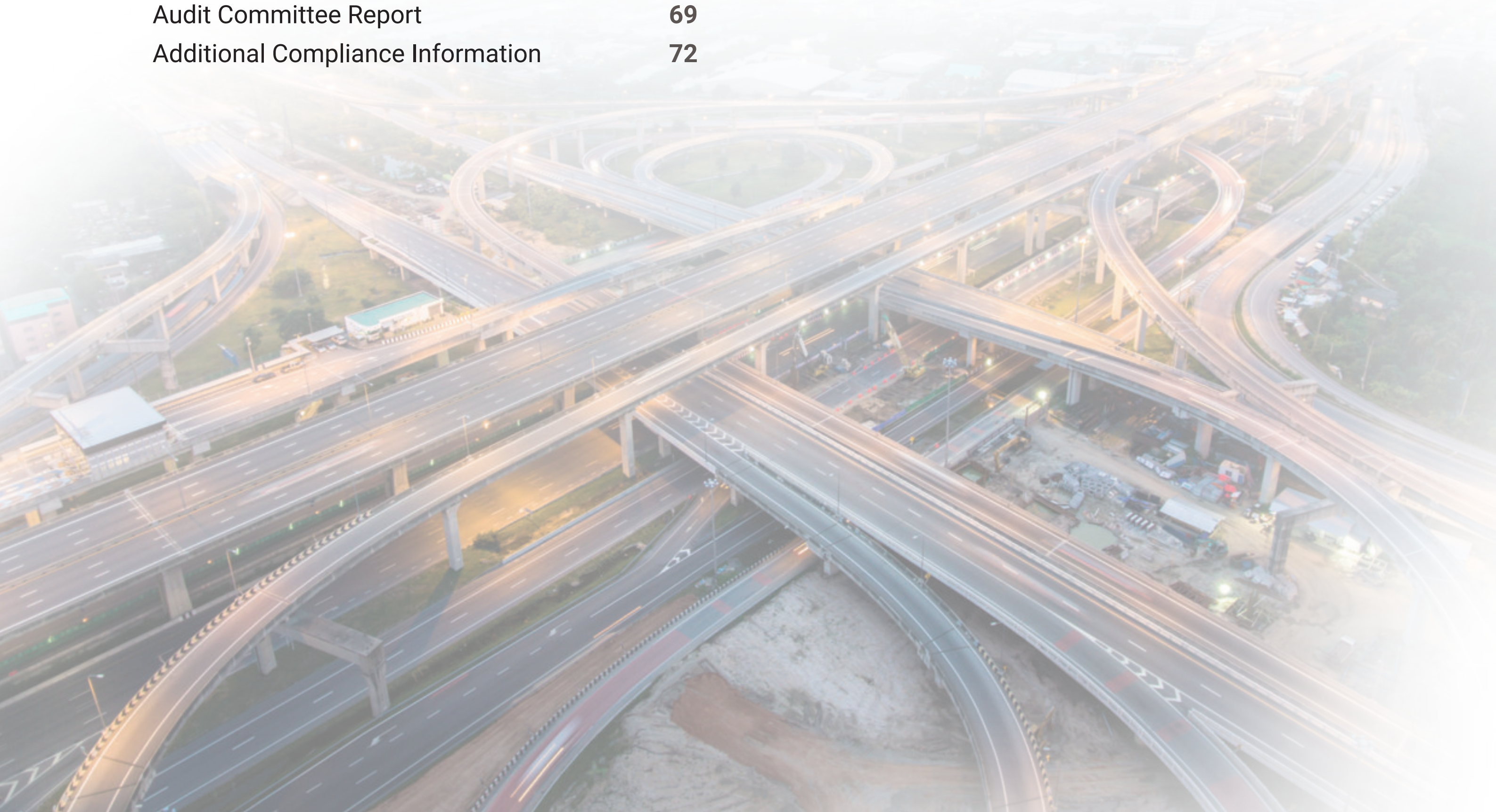


CORPORATE INFORMATION

BOARD OF DIRECTORS

- **Dato' Tan Wei Lian**
  Executive Chairman
- **Tan Lee Chin**
  Managing Director
- **S Nagaraju A/L Sinniah**
  Independent Non-Executive Director
- **Rithauddin Hussein Jamalatiff bin Jamaluddin**
  Independent Non-Executive Director
- **Chua Eng Chin**
  Non-Independent Non-Executive Director
  (resigned on 10.03.2025)
- **Leonard Lim Weng Leong**
  Independent Non-Executive Director
  (appointed on 11.06.2025)

AUDIT COMMITTEE

S Nagaraju A/L Sinniah (Chairman)
(Independent Non-Executive Director)

Chua Eng Chin
(Non-Independent Non-Executive Director)
(resigned on 10.03.2025)

Rithauddin Hussein Jamalatiff bin Jamaluddin
(Independent Non-Executive Director)

Leonard Lim Weng Leong
(Independent Non-Executive Director)
(appointed on 11.06.2025)

EMPLOYEE SHARE OPTION SCHEME ("ESOS") COMMITTEE

S Nagaraju A/L Sinniah (Chairman)
(Independent Non-Executive Director)

Rithauddin Hussein Jamalatiff bin Jamaluddin
(Independent Non-Executive Director)

Tan Lee Chin
(Managing Director)

NOMINATION COMMITTEE

S Nagaraju A/L Sinniah (Chairman)
(Independent Non-Executive Director)

Chua Eng Chin
(Non-Independent Non-Executive Director)
(resigned on 10.03.2025)

Rithauddin Hussein Jamalatiff bin Jamaluddin
(Independent Non-Executive Director

Leonard Lim Weng Leong
(Independent Non-Executive Director)
(appointed on 11.06.2025)

REMUNERATION COMMITTEE

S Nagaraju A/L Sinniah (Chairman)
(Independent Non-Executive Director

Chua Eng Chin
(Non-Independent Non-Executive Director)
(resigned on 10.03.2025)

Rithauddin Hussein Jamalatiff bin Jamaluddin
(Independent Non-Executive Director

Leonard Lim Weng Leong *(Independent Non-Executive Director) (appointed on 11.06.2025)*

RISK MANAGEMENT COMMITTEE

S Nagaraju A/L Sinniah (Chairman)
(Independent Non-Executive Director)

Tan Lee Chin
(Managing Director)

Rithauddin Hussein Jamalatiff bin Jamaluddin
(Independent Non-Executive Director)

SECRETARY

Heng Chiang Pooh FCIS (CS) (CGP)
(MAICSA7009923)

REGISTRAR

Bina Management (M) Sdn Bhd
197901005880 (50164-V)
Lot10, The Highway Centre,
Jalan 51/205,
46050 Petaling Jaya, Selangor.
Tel No : 03-7784 3922
Fax No : 03-7784 1988

AUDITORS

UHY Malaysia PLT
(LLP0041391-LCA & AF 1411)
Suite 11.05, Level 11, The Gardens
South Tower,
Mid Valley City,
Lingkaran Syed Putra,
59200 Kuala Lumpur.
Tel No : 03-2279 3088
Fax No : 03-2279 3099

INVESTOR RELATION

Person to Contact: Serene Chong
Email : twl@twlholdings.com.my

PRINCIPAL BANKERS

Malayan Banking Berhad
United Overseas Bank (M) Berhad
Alliance Bank Malaysia Berhad

STOCK EXCHANGE LISTING

Main Market of the Bursa Malaysia
Securities Berhad
Main Market Stock Code : 7079
Stock Name : TWL

REGISTERED OFFICE

4th Floor Wisma TWL,
19, Jalan Melaka,
50100 Kuala Lumpur,
Wilayah Persekutuan Kuala Lumpur.
Tel No : 03-2022 1680
Fax No : 03-2733 0037

EVENT

TWL BUSINESS PARK, Kapar Launching









ON GOING PROJECTS

TWL BUSINESS PARK, KAPAR

TWL Business Park, Kapar is a new flagship mixed development project of TWL Group, comprising of 5000 residential units, 160 units 2-storey shop offices, F&B drive through restaurant, 7 blocks of Semi-D commercial buildings, budget hotel and Billion Hypermarket. This new mixed development offers covenience and nearby industrial areas, with rich lands and strong roots. TWL Business Park, Kapar is set to become a hive of activity in Kapar.

TWL Business Park, Kapar is located along Jalan Kapar and in close proximity to Kapar Town and is surrounded by coveniences such as schools, petrol stations and access to major roads. Connectivity blooms with the West Coast Expressway (WCE) just 7km away, connects Kapar Town to other major highways and towns and Kuala Lumpur International Airport (KLIA).

The future is also set to enhance this location with the East Coast Rail Line (ECRL) and more creating even greater covenience. The upcoming ECRL is set to boost connectivity to the East Coast of the Malay Peninsula and create more investment & business opportunities.

ON GOING PROJECTS

PANGSAPURI HARMONI TWL, TAMAN PINGGIRAN USJ

Pangsapuri Harmoni TWL is ideally situated in **Taman Pinggiran USJ** and represents another affordable housing initiative by the Group, comprising 715 units on freehold land across 5.49 acres.

Geographically, it lies approximately 9 kilometers northwest of Majlis Bandaraya Subang Jaya (MBSJ) and about 23 kilometers southwest of Kuala Lumpur City Centre, offering convenient access via KESAS Expressway, ELITE Expressway, Lebuhraya Damansara-Puchong (LDP), and the Federal Highway.

This affordable housing project is strategically located near the growth areas of USJ. Surrounding developments include residential, commercial, and industrial properties. Notable commercial establishments nearby include AEON Mall Shah Alam, Giant Hypermarket, Shah Alam Stadium, and Hap Seng Business Park. Available amenities include educational institutions, medical centers, shopping offices, and various public facilities.

ON GOING PROJECTS

PANGSAPURI GEMILANG TWL

Pangsapuri Gemilang TWL is an affordable housing project by the Group, featuring 746 units and 14 units of 2-3 storey shoplots on freehold land spanning 6.19 acres in Taman Pinggiran USJ.

It is situated approximately 9 kilometers northwest of MBSJ and about 23 kilometers southwest of Kuala Lumpur City Centre, providing convenient access via KESAS Expressway, ELITE Expressway, Lebuhraya Damansara-Puchong (LDP), and the Federal Highway.

Pangsapuri Gemilang TWL project is strategically positioned near key growth areas of USJ. Surrounding developments include residential, commercial, and industrial properties. Notable commercial establishments nearby are AEON Mall Shah Alam, Giant Hypermarket, Shah Alam Stadium, and Hap Seng Business Park. Available amenities in the vicinity comprise educational institutions, medical centers, shopping offices, and various public facilities.

ON GOING PROJECTS

TELARIS ALAM IMPIAN

Telaris Alam Impian is the Group's premier mixed-residential development, featuring medium-range condominiums, three-story semi-detached houses, and two-story terrace homes.

Located approximately 42 kilometers southwest of Kuala Lumpur City Centre and about 8 kilometers southeast of Klang Town Centre, it boasts excellent connectivity via the Federal Highway, Kemuning-Shah Alam Highway, KESAS, Sprint, LDP, and Penchala Link Highways. Additionally, it will benefit from the upcoming MRT station nearby.

Surrounded by established neighborhoods like TTDI Alam Impian, Desa Latania, Taman Klang Indah, and Taman Mewah Jaya, it is also close to significant industrial areas including AMJ Industrial Park, Bukit Kemuning Light Industrial Park, Alpine Industrial Park, and KJ Techno Industrial Park. The vicinity offers ample amenities such as schools, banks, medical centers, shopping centers, offices, and public facilities.

The innovative design of Telaris Alam Impian received the prestigious Asia Pacific Property Award (APPA) for Residential Development in 2017, judged by a panel of over 70 industry experts. Currently, 224 units of the two-story terrace houses are pending approval from State Authorities for the building plans.

UPCOMING HOUSING PROJECTS

RESIDENSI PUTRA, PUTRA HEIGHTS

The Group's next housing initiative is in **Putra Heights,** featuring the development of 30 units of shop-office and 1,139 units of apartment on freehold land covering 8.75 acres in Putra Heights, Selangor.

It is situated approximately 11 kilometers southwest of MBSJ and about 31 kilometers southwest of Kuala Lumpur City Centre, with convenient access via KESAS Expressway, Lebuhraya Damansara-Puchong (LDP), ELITE Expressway, and New Pantai Expressway (NPE).

RESIDENSI PUTRA project is strategically located near key growth areas, with notable commercial developments nearby, including Giant Hypermarket Putra Heights and Putra Point Commercial Centre. Surrounding developments encompass both residential and commercial properties. Available facilities in the vicinity include educational institutions, an LRT station (Putra Heights), medical centers, shopping areas, and various public amenities.

TAMAN ALAM IMPIAN, SHAH ALAM

In line with the government's initiative to promote affordable housing, the Group launched a project in Shah Alam, Sungai Buloh, Taman Pinggiran USJ, and Putra Heights.

The Shah Alam affordable housing project consists of 1,000 units on freehold land spanning 11.9 acres. Strategically positioned near Shah Alam's growth areas, it offers convenient access to Kuala Lumpur City Centre and the broader Klang Valley. The project is well-connected via the Federal Highway, Kuala Lumpur-Shah Alam Expressway, and KESAS.

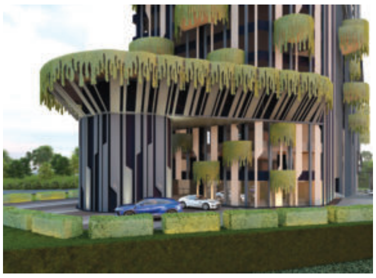
FUTURE PROJECTS

THE BANGSAR SOUTH LUXURY CONDOMINIUM PROJECT

The Bangsar South Luxury Condominium Project embodies a contemporary lifestyle concept, located on approximately 2 acres of prime freehold land in the rapidly growing satellite town of Bangsar South, Kuala Lumpur. This luxurious condominium development features two blocks with a total of 206 units, showcasing stylish and modern designs.

It is situated about 7 kilometers from Kuala Lumpur City Centre via the Federal Highway. Notable landmarks nearby include Nexus and KL Gateway, which offer a one-stop center for various amenities, including retail options from F&B to lifestyle brands and the latest fashion labels. The immediate area includes two to four-story shop offices, shopping centers, primary and secondary schools, and other public amenities. It lies along Lorong Pantai Prima in Taman Pantai Prima, southwest of Bangsar South, approximately eight (8) kilometers southwest of Kuala Lumpur City Centre and about two (2) kilometers southwest of Mid Valley Megamall and Eco World City.

The Bangsar South Project is just a 300m walk to the University LRT station, connecting residents to an extensive rail network that links them to all corners of Klang Valley and beyond.



THE ASTER RESIDENCE - CHERAS

The Aster Residence-Cheras is situated on approximately 3.126 acres of freehold land in Cheras, Selangor. This new masterpiece embodies urban living on a grand scale, featuring two towers with 259 exclusive condominiums. Residents can enjoy a variety of facilities, including a swimming pool, children’s playground, multipurpose hall, gymnasium, and more.

Geographically, it is located about 20 kilometers southeast of Kuala Lumpur City Centre and around 10 kilometers southeast of Kajang Town Centre, offering excellent connectivity via Cheras-Kajang Highway and North-South Highway.

Surrounding amenities include primary and secondary schools, banking services, and shopping centers such as Giant, Lotus, and Econsave.

FUTURE PROJECTS

SUNGAI BULOH

Another affordable housing initiative by the Group involves the development of 571 units on freehold land spanning 5.5 acres in **Sungai Buloh**.

The Sungai Buloh affordable housing project is strategically positioned near key growth areas. Surrounding developments include residential, commercial, and industrial properties. Notable landmarks nearby are Kuang Railway Station, The Store Supermarket, and Sungai Buloh Hospital. Available amenities in the vicinity include banking services, medical centers, shopping offices, and various public facilities.

BUKIT SERDANG PROJECT

The Bukit Serdang Project embodies a refined simplicity in residential design, offering a tranquil retreat from the city's hustle while remaining easily accessible to Kuala Lumpur's business hub and attractions. Spanning 2.97 acres of prime freehold land, this development features two towers with 300 condominium units. Residents can enjoy an extensive range of facilities, including a swimming pool, playground, gymnasium, jogging trail, and reflexology path, all complemented by comprehensive security measures.

Located approximately 20 kilometers from Petaling Jaya, it offers convenient access via the Federal Highway, North-South Highway, and Sungai Besi Highway. Key landmarks in the surrounding area include Technology Park Malaysia, Bukit Jalil Stadium, Bukit Jalil Golf and Country Club, The Mines Resort, and University of Putra Malaysia.

BATCHING PLANT

BATCHING PLANT

The Group has established its own concrete-mixing batching plant situated in current development project side. This facility is designed to produce and supply innovative, highly technical, and customized concrete mixes along with other concrete-related products for both internal and external clients. It features excellent environmental protections, a dust collection system, and noise-reducing designs. The plant is mobile, allowing for dismantling and relocation to different sites.

Our concrete products are extensively used in small to medium-scale building projects, as well as in road and bridge construction.

CORPORATE STRUCTURE

TWL Holdings Berhad

CONSTRUCTION DIVISION

KEJURUTERAAN TWL SDN. BHD.
201001010618 (895278-H)

FINANCIAL SERVICES DIVISION

TWL LENDING SDN. BHD.
200501037562 (719710-W)

PROPERTY MANAGEMENT DIVISION

WISMA TWL SDN. BHD.
200501034278 (716419-K)

PROPERTY DEVELOPMENT DIVISION

PROMOSI JUARA SDN. BHD.
201401023101 (1099188-X)

TWL HOUSING DEVELOPMENT SDN. BHD.
200501036787 (718935-D)

TWL BUILDERS SDN. BHD.
200501035846 (717993-V)

MYHARMONY DEVELOPMENT SDN. BHD.
201001037437 (921361-M)

TIGER SYNERGY LAND SDN. BHD.
201001010813 (895473-M)

TELADAN BINA SDN. BHD.
201401017901 (1093988-W)

TINTA KACA DEVELOPMENT SDN. BHD.
202201010843 (1456540-D)

TWL USJ HEIGHTS SDN. BHD.
202201012754 (1458451-D)

DATARAN TWL SDN. BHD.
202201010846 (1456543-M)

TWL LAND SDN. BHD.
198801005095 (172453-X)

TWL AVENUE (KAPAR) SDN. BHD.
202201012514 (1458211-A)

BATCHING PLANT

TWL MIX SDN. BHD.
200601037390 (757150-K)

TRADING DIVISION

TIGER SYNERGY MEDICARE SDN. BHD.
199201013697 (245200-V)

TWL MEDICARE SDN. BHD.
202201008022 (1453719-A)

TWL RESOURCES SDN. BHD.
202301048058 (1541972-K)

TWL CARE VISTA SDN. BHD.
202201009169 (1454866-V)

PLANTATION AND TIMBER DIVISION

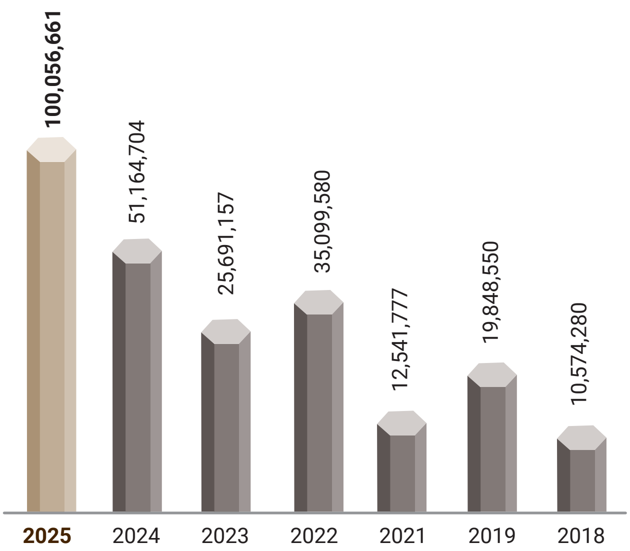
TWL PLANTATION SDN. BHD.
19990103846 (488476-U)

TWL AGRO VALLEY SDN. BHD.
202201019185 (1464882-A)

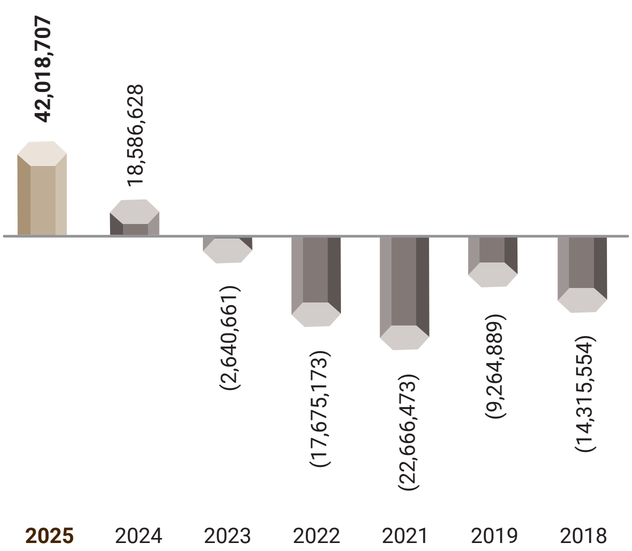
FINANCIAL HIGHLIGHTS

RM/Year	2025 (12 months)	2024 (12 months)	2023 (12 months)	2022 (18 months)	2021 (18 months)	2019 (12 months)	2018 (12 months)
Turnover	**100,056,661**	51,164,704	25,691,157	35,099,580	12,541,777	19,848,550	10,574,280
Profit/(Loss) before taxation	**42,018,707**	18,586,628	(2,640,661)	(17,675,173)	(22,666,473)	(9,264,889)	(14,315,554)
Profit/(Loss) after taxation	**36,099,444**	7,292,236	(3,129,555)	(17,716,177)	(22,614,442)	(9,303,815)	(13,894,219)
Net Assets	**573,049,542**	486,556,824	453,126,735	378,136,117	282,305,920	296,809,589	215,641,811

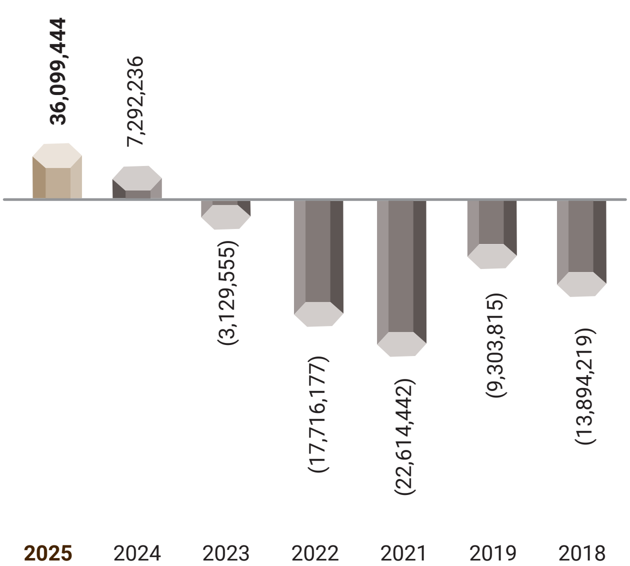
TURNOVER (RM)



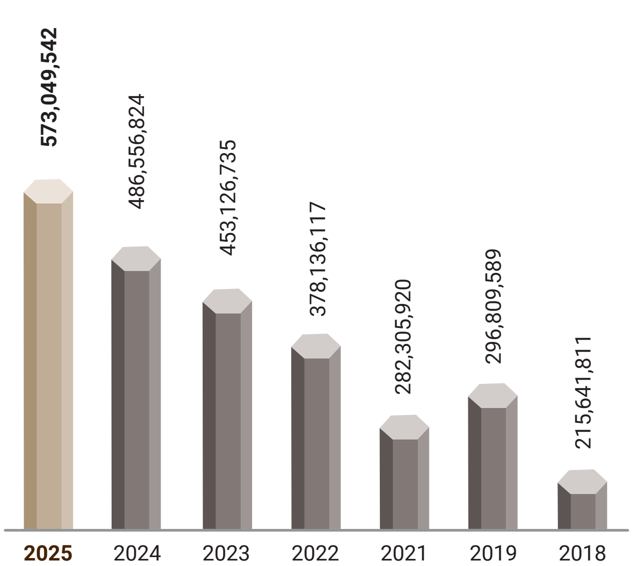
PROFIT/(LOSS) BEFORE TAXATION (RM)



PROFIT/(LOSS) AFTER TAXATION (RM)



NET ASSETS (RM)



EXECUTIVE CHAIRMAN'S STATEMENT

DEAR SHAREHOLDERS,

On behalf of the Board of TWL Holdings Berhad ("TWL"), it was my privilege to present the Annual Report and the Audited Financial Statements for the financial year ended 30 June 2025 ("FYE 2025").

DATO' TAN WEI LIAN
Executive Chairman

BUSINESS OVERVIEW

In Malaysia, global challenges such as geopolitical tensions, inflationary pressures, supply chain disruptions, and rising raw material costs continued to place a strain on households and businesses alike. Despite these headwinds, the Malaysian economy remained resilient in 2025, supported by robust domestic demand, sustained investment activities, and sound policy measures. The property sector, in particular, demonstrated remarkable stability, reinforced by initiatives under the Madani Economy Framework and the Twelfth Malaysia Plan, as well as targeted relief measures such as stamp duty exemptions for first-time homebuyers. Bank Negara Malaysia's decision to cut the Overnight Policy Rate to 2.75% further strengthened market confidence, providing a stable environment for growth.

Amidst this landscape, the Group solidified its market position by consistently delivering results driven by sustainable development practices, innovative project designs, and strategic regional expansion. For the financial year ended 30 June 2025, the Group achieved a **profit before tax of RM42.02 million**, reflecting both the resilience of its business model and the strength of its ongoing project portfolio.

EXECUTIVE CHAIRMAN'S STATEMENT

PERFORMANCE HIGHLIGHTS

During the year, the Group continued to build momentum in both revenue and profitability, driven primarily by our affordable housing segment and the successful launch of our commercial and mixed-use projects. Notably:

- **Pangsapuri Harmoni TWL –** Comprising 715 affordable housing units on 5.49 acres of freehold land in Taman Pinggiran USJ, this project achieved full take-up following its earlier launch, reflecting robust buyer demand and confidence.

- **Pangsapuri Gemilang TWL –** Consisting of 746 affordable housing units and 14 units of 2- and 3-storey shop offices on 6.19 acres of freehold land in Taman Pinggiran USJ, this project was launched during FYE 2025 and received an overwhelmingly positive response from prospective buyers.

- **TWL Business Park, Kapar –** Spanning 74.74 acres of freehold land in Klang, this integrated development features 5,000 residential units, 160 2-storey shop offices, an F&B drive-through restaurant, seven blocks of semi-D commercial buildings, a budget hotel, and a Billion Hypermarket. Launched during FYE 2025, it garnered strong interest from the market.

These milestones demonstrate the Group's strong pipeline and its ability to address Malaysia's rising demand for affordable and integrated developments.

SUSTAINABILITY & ESG COMMITMENT

The Group remains steadfast in embedding Environmental, Social, and Governance ("ESG") principles into our operations. From implementing green building practices to supporting local communities through Corporate Social Responsibility ("CSR") initiatives, the Group remains committed to building not only homes but also sustainable communities.

MARKET OUTLOOK AND FUTURE PROSPECTS

Looking ahead, the property and construction sector is expected to maintain positive momentum, supported by strong government policies and strategic measures under the 12th Malaysia Plan, transitioning into the 13th Plan in 2026. This positive environment reinforces industry resilience and investment appeal.

Looking ahead, TWL is well-positioned to capture new opportunities through its flagship development, TWL Business Park in Kapar, alongside its pipeline of affordable housing and mixed developments.

With a clear strategy, innovative designs, a robust project pipeline, and a dedicated team, TWL remains committed to delivering value, fostering sustainable communities, and achieving new milestones in the years ahead.

CREATING VALUE FOR STAKEHOLDERS

Our strategy is designed not only to deliver sustainable financial returns but also to create long-term value for all stakeholders:

- **For homebuyers and communities:** Affordable, quality, and well-designed developments that enhance livability, accessibility, and long-term value.
- **For tenants and business owners:** Functional, sustainable, and strategically located commercial spaces that support growth, productivity, and connectivity.
- **For partners and contractors:** Mutually beneficial collaborations that generate business opportunities, drive innovation in construction practices, and uphold industry standards.
- **For shareholders:** Sustainable profitability supported by recurring income streams, prudent capital management, and consistent project delivery.

At the same time, the Group recognizes its responsibility to contribute positively to society. Through our focus on affordable housing, integrated townships, and environmentally sustainable developments, we are supporting the nation's housing agenda, uplifting communities, and building a more inclusive and resilient future.

APPRECIATION

With heartfelt appreciation, we bid farewell to our esteemed Board members, Mr. Chua Eng Chin, who have made immeasurable contributions to the effectiveness of the Board in steering the Group's strategic direction. On behalf of the Board and the management of the Company, we extend our sincere best wishes to him.

We believe in the power of diverse perspectives and expertise on our Board. In line with this belief, we are truly excited to welcome Mr. Leonard Lim Weng Leong as our new Board member, bringing impeccable credentials and a wealth of experience. We look forward to his valuable contributions and guidance as the Board director of the Company.

On behalf of the Board, I wish to extend my heartfelt gratitude to our esteemed shareholders, customers, suppliers, financial institutions, business partners, and government agencies for their unwavering support and confidence in TWL Holdings Berhad.

I further wish to extend my gratitude to our dedicated Directors, management team, and staff for their tireless efforts, commitment, and contributions to the Group. Our collective dedication continues to drive the growth and success of TWL Holdings Berhad.

DIRECTORS' PROFILE

DATO TAN WEI LIAN

Executive Chairman

Age	Gender	Nationality
57	Male	Malaysian

Dato' Tan Wei Lian began his colorful livelihood as a property developer at the age of 21. He has gained over 33 years of experience in the property development and construction industry. Therefore, DTWL has played a major role in leading the Group to diversify its business into Property Development and Construction. He has strong communication skills, experience, and in-depth knowledge of the business environment. He was also the former President of the Negeri Sembilan Chinese Chamber of Commerce and Industry and former Vice President of The Associated Chinese Chambers of Commerce and Industry of Malaysia.

On 28 November 2006, he was appointed to the Board of TWL Holdings Berhad ("TWL") as Managing Director in order to assist the company in diversifying into property development. He was re-designated as the Executive Chairman of the Group on 26 November 2014. He has attended five (5) Board of Directors meetings during the financial year ended 30 June 2025.

DTWL does not have any conflict of interest with the Company and has not been convicted of any offense over the past five years. DTWL is the brother of Ms Tan Lee Chin, the Managing Director of TWL. He has a direct shareholding of 724,176,047 ordinary shares and an indirect shareholding of 1,090,171,357 ordinary shares as of 13 October 2025.

TAN LEE CHIN ("SHIRLEY")

Managing Director

Age	Gender	Nationality
56	Female	Malaysian

Shirley Tan Lee Chin was appointed to the Board as an Executive Director of TWL in February 2008 and she is a member of the Employee Share Option Scheme ("ESOS") Committee and member of the Risk Management Committee of TWL. She graduated with an LLB (Honours) from the University of Northumbria, United Kingdom. She started her career in the property development and construction industry in 1987. In 1993, she joined the property development and construction company. During her tenure in the said company, she has pioneered marketing, financial, business management, capital market, and corporate restructuring. Aiming and moving towards the direction of Business Growth Initiatives, Strategies, and Innovation. Since then, she has gained substantial experience in property development, finance, marketing, business management, and corporate restructuring. In recognition of her outstanding entrepreneurial achievements, she has received an Outstanding Entrepreneur Award.

Shirley has been re-designated as Managing Director on 26 November 2014 and was appointed as a Deputy Chairman in February 2020 and was subsequently redesignated as Managing Director on 12 April 2023. She has attended five (5) Board of Directors' meetings during the financial year ended 30 June 2025. She has no conflict of interest with the Company and has not been convicted of any offense in the last five years.

Shirley is the sister of Dato' Tan Wei Lian, the Executive Chairman of TWL. She holds a direct shareholding of 7,431,675 ordinary shares as of 13 October 2025.

DIRECTORS' PROFILE

CHUA ENG CHIN

Non-Independent Non-Executive Director (resigned on 10.03.2025)

Age	Gender	Nationality
66	Male	Malaysian

Chua Eng Chin was appointed as the Independent Non-Executive Director of TWL on 15 December 2006. However, on 7 December 2017, he has been re-designated as the Non-Independent Non-Executive Director. He was a member of the Audit Committee, Remuneration Committee, and Nomination Committee of TWL Group.

Mr. Chua has been a qualified Chartered Accountant since 1984. He is a registered Fellow Member of the Association of Chartered Accountants (United Kingdom) and the Malaysian Institute of Accountants (MIA). He has extensive experience in auditing and consultancy. He held various key positions with some established companies, i.e., as an internal auditor of Lion Group and Berjaya Group. He has also served as Senior Accountant in Berjaya Textiles Berhad and Senior Manager in Malpac Holdings Berhad. He is also a Commissioned Dealer Representative with PM Securities Sdn. Bhd. Currently, he was appointed as an Independent and Non-Executive Director of Nexgram Holdings Berhad.

Mr. Chua has attended three (3) Board of Directors' meetings and three (3) Audit Committee meetings during the financial year ended 30 June 2025. He does not have any family relationship with any director and/ or major shareholder, nor any conflict of interest with the TWL Group. He also has not been convicted of any offence over the past five years. Mr. Chua resigned as the Non-Independent Non-Executive Director on 10 March 2025.

S NAGARAJU A/L SINNIAH

Independent Non-Executive Director

Age	Gender	Nationality
56	Male	Malaysian

S Nagaraju a/l Sinniah was appointed to the Board of the Company on 8 December 2021 as the Independent Non-Executive Director of TWL. He has attended five (5) Board of Directors' meetings during the financial year ended 30 June 2025. Mr. S Nagaraju was appointed as the Chairman of the Audit Committee, Employee Share Option Scheme ("ESOS") Committee, Nomination Committee, and Remuneration Committee of TWL Group, effective from 28.08.2024.

Mr. S Nagaraju holds a Bachelor of Economics from Universiti Utara Malaysia (UUM). He has extensive experience in developing derivative products such as Interest Rate Future, Commodity Future (Palm Oil), Bond Future, and Currency Future. From 1994 to 1999, he served as a Senior Executive in Research Analyst and Product Development with Malaysian Derivative Exchange (formerly known as Malaysian Monetary Exchange and Commodity & Monetary Exchange). From 1999 to 2014, he was a Licensed Capital Markets Services Representative and served as a Dealer Representative at Hong Leong Investment Bank Berhad.

Mr. S Nagaraju does not hold directorship in other public companies. He also does not have any family relationship with any director and/or major shareholder, nor any conflict of interest with the TWL Group. He has not been convicted of any offence over the past five years.

DIRECTORS' PROFILE

RITHAUDDIN HUSSEIN JAMALATIFF BIN JAMALUDDIN
Independent Non-Executive Director

Age	Gender	Nationality
60	Male	Malaysian

Rithauddin Hussein Jamalatiff bin Jamaluddin was appointed to the Board of the Company as the Independent Non-Executive Director on 21 November 2023. He has attended five (5) Board of Directors' Meetings during the financial year ended 30 June 2025. Currently, he is a member of the Audit Committee, Employee Share Option Scheme ("ESOS") Committee, and Nomination Committee.

He holds a Bachelor's Degree in Law (LLB Honours) from the University of Buckingham and a Certificate of Legal Practice from the University of Malaya. Encik Rithauddin is a lawyer by profession and co-founder of Rithauddin and Azlin, a legal firm in Kuala Lumpur established in May 1992. Throughout his career, he has held director roles in various companies. Encik Rithauddin is also an Independent Non-Executive Director of XL Holdings Berhad.

Encik Rithauddin does not have any family relationship with any director and/or major shareholder, nor any conflict of interest with the TWL Group. He has not been convicted of any offence over the past five years.

LEONARD LIM WENG LEONG
Independent Non-Executive Director (appointed on 11.06.2025)

Age	Gender	Nationality
51	Male	Malaysian

Mr. Leonard Lim Weng Leong was appointed to the Board of the Company as the Independent Non-Executive Director on 11 June 2025. Mr. Leonard is a Member of the Audit Committee, Remuneration Committee, and Nomination Committee of the TWL Group.

Mr. Leonard holds a Bachelor of Commerce majoring in Accounting from Nelson Marlborough Institute of Technology (NMIT), New Zealand. He is also a Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA), a Fellow Member of the Institute of Public Accountants (FIPA), Australia, and a Fellow Member of the Institute of the Financial Accountants (FFA), UK. Both IPA and IFA are members of the International Federation of Accountants (IFAC).

He is a practicing internal auditor with over 28 years of experience and currently serves as the Senior Director of Corporate Governance, Internal Audit, Risk Management, and Business Advisory Services at the Omar Arif Group. He specializes in providing governance, audit, risk, and advisory solutions to a wide range of clients, from SMEs to large public-listed companies. His extensive experience spans various industries listed on Bursa Malaysia, including banking, finance, IT, education, multimedia, property development, manufacturing, logistics, trading, retail, travel, entertainment, construction, and services.

He does not have any family relationship with any director and/or major shareholder, nor any conflict of interest with the TWL Group. He has not been convicted of any offence over the past five years.

KEY PERSONNEL MANAGEMENT TEAM

KELVIN CHIA CHIN LIANG
Senior Finance Manager

Age	Gender	Nationality
53	Male	Malaysian

Mr. Kelvin Chia obtained his Bachelor Degree in Accounting from Bolton University, United Kingdom. He had over 23 years of experience in finance and accountancy.

He had been with TWL Group from August 2007 to April 2018 as a group accountant. He has rejoined the Group in November 2019 to sphere head the accounts department. Over the years, he had been involved in the preparation of group financial statements, review of financial performance, budgeting and project costing. Furthermore, he also liaises closely with group tax manager to resolve TWL and its subsidiaries' tax matters. Recently, he headed to participate for Group's equity fund raising with amongst others.

Mr. Kelvin does not hold directorship in any public companies.

He has no family relationship with any Director and/or major shareholder of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company and has no conviction for offences, within the past five (5) years.

BAK WING SON
Tax and Accounts Manager

Age	Gender	Nationality
34	Male	Malaysian

Mr. Bak joined TWL Holdings Berhad on February 2020 as Tax and Accounts Manager. He graduated with a Bachelor of Accounting (Honours) from Multimedia University on 2014.

He is responsible for review of group account and managing tax reporting and compliance within an organization to ensure tax returns are completed and accurate and also complied with local authorities.

Mr. Bak does not hold directorship in any public companies

He has no family relationship with any Director and/or major shareholder of the Company. He has not entered into any transaction, whether directly or indirectly, which has a conflict of interest with the Company and has no conviction for offences, within the past five (5) years.

MANAGEMENT DISCUSSION AND ANALYSIS

Dear Valued Shareholders,

Malaysia's economic outlook for 2025 is cautiously optimistic, with the IMF projecting Malaysia's real GDP growth to moderate from 5.00% to 4.70% in 2025, reflecting a slight deceleration in investment growth and rising global uncertainty.

The monetary policy landscape in Malaysia also presents a favourable environment. Banks remain forthcoming in providing financing, with outstanding housing loans growing by 6.9% year-on-year basis. BNM has cut the Overnight Policy Rate (OPR) from 3% to 2.75% further supporting borrowing activities by lowering the cost of financing. This combination boosted confidence in the property market which saw increase interest in properties demand and consequently, loan processing and approvals as a whole.

However, the revision in sales tax rate and expansion of scope for service tax may result in cost adjustments for construction activities. While positive labour market conditions, coupled with the recent increase in the minimum wage and revised civil salaries, are expected to sustain strong household spending, which in turn could potentially support property demand.

The 2026 budget signals more social support and continued investment with the total allocated fund for the fourth MADANI Budget 2026 is RM470 billion. Additionally, the government's ongoing efforts to retarget subsidies, particularly for petrol and electricity, may affect overall consumer sentiment. Given limited room for housing prices to increase, development margins across the industry are expected to be under pressure. Nevertheless, the Group remain confident in its ability to perform above the industry average.

As part of the government initiatives, homeownership incentives such as individual income tax relief of up to RM7,000 on the interest payments of residential home loans for first-time homebuyers (available until year 2027), and the full stamp duty exemption for first-time home-buyers for properties priced below RM500,000 remain in place during the year as part of ongoing government efforts to address affordability and encourage homeownership amongst the younger demographic.

Despite rising costs, inflationary pressures and prevailing factors such as increased compliance costs and taxes, continued strong market competition on the whole, the property development segment continues to be optimistic on the back of promising economy growth and overall consumer sentiments due to the expected salary hike in the public sector and the government sector.

Heightened policy uncertainty and shifts in trade policies present challenges, but they also create opportunities for the business to adapt and strengthen supply chain resilience. While potential U.S tariff adjustments may lead to higher import costs, they could also encourage diversification and innovation in global trade networks.

SEGMENTAL PERFORMANCE

The Group continues delivering standout results, with revenue surging 96% to RM100.06 million for the financial year end 30 June 2025 ("FY2025"), largely driven by overwhelming sales from the property development and accelerated construction progress of the project. The Group saw its profit before tax ("PBT") climbing 126% to RM42.02 million in FY2025.

The Group continues to expand its land-banking business selectively, focusing on strategic landbanks that are ideal for affordable developments, or any potential developments that align with market demand to align with long-term growth strategies.

During the financial year, TWL Holdings Berhad ("TWL") acquired 51% equity interest in TWL Avenue (Kapar) Sdn Bhd ("TAK"). TAK is the registered owner of 75 acres of freehold land located at Mukim Kapar, Daerah Klang, Selangor ("TWL Business Park, Kapar"). TWL Business Park, Kapar is a mixed development aiming to deliver over 5000 units affordable housing, 200 units shop-office, Billion Hypermarket, semi-detached commercial shops, F&B drive-through restaurant and budget hotel with phases roll out over the next 10 years with a combined GDV of approximately of RM1.9 billion.

We are bullish about the prospects of this new development, given its potential location, competitive pricing, and well-thought-out features. This acquisition serves as a strategic foundation for the Group's next growth which is centered on providing affordable properties and commercial shops, ensuring efficient project execution, leveraging digital transformation and implementing innovative marketing approaches.

MANAGEMENT DISCUSSION AND ANALYSIS

SEGMENTAL PERFORMANCE (CONT'D)

For the financial year under review, the Group consistently adopted proactive measures to navigate existing market settings, adjusting its business and operational strategies as needed. The Group showcased remarkable flexibility and resourcefulness, prioritizing value delivery for its customers and stakeholders.

Given the fast-evolving pace of technology, the Group continues to embrace digital transformation to drive innovation and improve operational performance. We are incorporating digitalization of company processes and streamlining workflows to create operational synergies across our business areas such as sales, projects and customer service. The Group remained committed to delivering homes that offer a blend of competitive pricing, superior quality, and functional layout design for homeownership satisfaction. These properties were further enhanced by prime locations with excellent accessibility and connectivity.

As we progress, sustainability remains paramount. Our approach transcends mere profitability to encompass environmental, social, and governance facets. We strive to deliver projects that bolster community well-being, advocate environmental sustainability, and generate enduring value for stakeholders.

In conclusion, my sincere appreciation goes to our management team for their relentless dedication over the year. My gratitude also extends to our shareholders, customers, partners, and employees for their steadfast support and faith in the Group.

I am pleased to present to you the annual report for the financial year ending 30 June 2025 ("FY2025"). As we look back on the past year, we recognized a transformed landscape marked by both challenges and opportunities. The group addresses the challenges by offering improved products that appeal to market demand, affordability and customer preferences as well as leveraging on strong stakeholder relationships, such as with financiers to help home-buyers securing financing.

BUSINESS OVERVIEW

The Property Development segment has continued to deliver an encouraging performance underpinned by new property launches in FY2025

In FY2025, the trend in property type preferences shifted towards more competitive affordable residential offerings. This shift is largely due to weakened purchasing power among Malaysian, driven by the backdrop of rising inflation. Additionally, there has been an increase in demand for transit-oriented development properties. These properties, located in prime urban areas with its strategic location, connected to major highways, mature ecosystem and having a good demographic and property value have become highly attractive to buyers due to their convenience and accessibility.

Notably, Pangsapuri Harmoni TWL, Pengsapuri Gemilang TWL and TWL Business Park, Kapar were launched and exemplify this trend. These projects were successfully launched and received overwhelming response with a good take-up rate with long waiting list of prospective buyers. The prime location significantly enhances their appeal to potential buyers, who value the ease of access to public transportation and the amenities offered by nearby commercial centers with an unwavering focus on the balance of affordability and liveability.

The property development segment is supported by an in-house construction arm, business segments of trading and production on concrete-mix to enhance the delivery system with respect to efficiency of time and cost efficiency. The Group is embracing innovative construction technologies to significantly boost the cost efficiency and enhance quality, ultimately helping it to bridge the gap in affordable housing.

The group managed to optimize profit margin through cost management, thoughtful design and efficient use of materials enabling us to deliver affordable homes with functional designs that create a comfortable and environmentally living spaces.

MANAGEMENT DISCUSSION AND ANALYSIS

INTEGRATING ESG FOR BUSINESS AND OPERATIONAL SUSTAINABLITY

In FY2025, the Group continued to focus on driving business performance, it leveraged on sustainability strategies centered on environment, social and governance ("ESG") performance towards mitigating risks and strengthening its business model.

The Group is cognizant of the clear direct and indirect linkages between ESG performance with business and operational performance, and thus, has been actively implementing action plans to integrate sustainability across its operations and to cascade the same to its supply chains.

Progress towards our sustainability goals has been noteworthy. The group has incorporated Environments, Social and Governance commitments into the group's business strategies and corporate cultures, ensuring that these principles are integral to everyday operations. Project planning and development processes continuously integrate ecosystems and biodiversity values, aligning with both and global biodiversity policies. In the Property and Construction division, we have been incorporating sustainability practices and materials, demonstrating our dedication to sustainable development.

Among the notable ESG highlights in FY2025 were the clutch of sustainability related awards secured. These included the Malaysia Outstanding ESG Impact Corporate Excellence Award 2022 and Sustainable Development Excellence Award 2025.

Developing sustainable communities has always been a key philosophy of the Group to create thriving and vibrant communities throughout positive impacts. During FY2025, the Group contributed to various schools, state and private run charities as well as non-governmental organizations.

PERFORMANCE REVIEW

Revenue

The Group achieved substantial growth in the profit before tax and profit after tax in FY2025. The Group recorded a revenue of RM100.06 million, reflecting an increase of RM48.90 million for the twelve (12) months period as compared to RM51.16 million in FY2024. The increase in revenue for the financial year rose by 96% year-on-year from the contribution of the Property Development and Construction segment on the development of Pangsapuri Harmoni TWL.

For FY2025, the Group recorded a Profit before tax of RM42.02 million compared to profit before tax of RM18.59 million in FY2024, an increment of RM23.43 million or 126%. The profit after tax of RM36.10 million compared to the previous financial year profit of RM7.29 million.

Total Assets

TWL continues to maintain a healthy balance sheet. Total assets increased by RM167.45 million to RM696.02. million from RM528.57 million in the last financial year. Total cash, fixed deposit accumulated to RM68.26 million at balance sheet date.

Share Capital

During the financial year, the Company increased the issued and paid-up share capital from RM417.92 million comprising 5,750,957,867 ordinary shares to RM441.32million comprising 6,257,733,797 ordinary shares through the following:

(a) Issuance of 298,920,962 new ordinary shares pursuant to the rights issue with Warrants D at an exercise price of RM0.04 per share;

(b) Issuance of 57,720,900 new ordinary shares pursuant to the rights issue with Warrants E at an exercise price of RM0.03 per share; and

(c) Issuance of 150,134,068 new ordinary shares pursuant to the Redeemable Convertible Unsecured Loan Notes ("RCULS") at conversion price of RM0.03 per share.

MANAGEMENT DISCUSSION AND ANALYSIS

PERFORMANCE REVIEW (CONT'D)

Total Liabilities

The Group's total liabilities increased from RM42.02 million to RM122.97 million during the financial year. The increase is mainly due to the provision of deferred tax liabilities of RM17.86 million and an increase of bank borrowings. The Group's total borrowings increase from RM13.53 million to RM70.12 million during the financial year. The higher borrowings are primarily used to fund the development costs of Pangsapuri Gemilang TWL and TWL Business Park, Kapar.

DEVELOPMENT PROJECTS

The Property Development segment has continued to deliver an encouraging performance underpinned by new property launches in FY2025.

Overall, property sales in Malaysia operations were encouraging in FY2025 due to several factors. These include a challenging but gradually improving domestic economy, strong market demand for affordable properties, a growing local population as well as the unique value proposition of property development.

In addition, continued innovation and creativity in developing unique product benefits, designed to meet the diverse lifestyle and life-stage of individual purchaser, particularly with the new launches of Pangsapuri Gemilang TWL and TWL Business Park, Kapar.

This is reflected not just in sales performance but also in the ability to sustain competitive pricing that reflects the value of our developments, allowing the Group to sustain profit margins above the industry's margins under the current challenging market environment and rising operating costs.

Innovative marketing packages such as zero entry, furnishing packages, stamp duty exemption, free legal fees and low interest rates of financing choices has increased and help in garnering sales.

Amidst rising costs, the Group will continue to focus on ensuring cost effectiveness to sustain its profit margins. This includes reassessing not just present business operations but also in assessing supply chains to identify cost efficiency opportunities.

The efforts undertaken by the Group throughout the FY2025 to build up its land-bank as well as its strong financial position put TWL in a good position to ride on the recovery of the property market, especially for the affordable and mid-market segment in good locations. With the economy reopening, the growing demand for affordable housing is evident. Emphasis will be on the affordable and mid-market segments in chosen locales.

During FY2025, the Group has the following on-going projects ;-

TWL Business Park, Kapar

TWL Business Park, Kapar is a new flagship mixed development project of TWL Group, comprising of 5000 residential units, 160 units 2-storey shop offices, F&B drive through restaurant, 7 blocks of Semi-D commercial buildings, budget hotel and Billion Hypermarket. This new mixed development offers conveniences and nearby industrial areas, with rich lands and strong roots, TWL Business Park, Kapar is set to become a hive of activity in Kapar.

TWL Business Park, Kapar is located along Jalan Kapar and in close proximity to Kapar Town and is surrounded by conveniences such as schools, petrol station and access to major roads. Connectivity blooms with the West Coast Expressway (WCE) just 7km away, connects Kapar Town to other major highways and towns and Kuala Lumpur International Airport (KLIA).

The future is also set to enhance this location with the ECRL and more creating even greater convenience. The upcoming ECRL is set to boost connectivity to the East Coast of Malay Peninsula and create more investment & business opportunities.

MANAGEMENT DISCUSSION AND ANALYSIS

DEVELOPMENT PROJECTS (CONT'D)

Pangsapuri Harmoni TWL

Pangsapuri Harmoni TWL is an affordable housing project undertaken by the Group and is the development of 715 units affordable housing units on freehold lands with the total area of 5.49 acres in Taman Pinggiran USJ.

Geographically, it is located approximately 9 kilometres to the north-west of MBSJ and about 23 kilometres to the south-west of Kuala Lumpur City Centre with convenience access via KESAS Expressway, ELITE Expressway, Lebuhraya Damansara-Puchong ("LDP") and Federal Highway.

Pangsapuri Harmoni TWL affordable housing project is strategically located nearby the growth areas of USJ. Developments within the nearby vicinity are residential, commercial and industrial premises. Notable commercial development located within the vicinity include AEON Mall Shah Alam, Giant Hypermarket, Shah Alam Stadium and Hap Seng Business Park. Facilities available within the vicinity include education institution, medical centres, shopping offices, marketing and also other public amenities.

The Group has launched the project during FY2023. it received overwhelming response with a 100% take-up rate with a long waiting list of prospective buyers. The project is targeted to be completed in 2026.

Pangsapuri Gemilang TWL

Pangsapuri Gemilang TWL is an affordable housing project to be undertaken by the Group. The development comprises of 746 units affordable housing units and 14 units of 2 & 3 storey shop-lots on freehold lands with the total area of 6.19 acres in Taman Pinggiran USJ.

Geographically, it is located approximately 9 kilometres to the north-west of MBSJ and about 23 kilometres to the south-west of Kuala Lumpur City Centre with convenience access via KESAS Expressway, ELITE Expressway, Lebuhraya Damansara-Puchong ("LDP") and Federal Highway.

Pangsapuri Gemilang TWL affordable housing project is strategically located nearby the growth areas of USJ. Developments within the nearby vicinity are residential, commercial and industrial premises. Notable commercial development located within the vicinity include AEON Mall Shah Alam, Giant Hypermarket, Shah Alam Stadium and Hap Seng Business Park. Facilities available within the vicinity include education institution, medical centres, shopping offices, marketing and also other public amenities.

The Group has launched the project in 2025 and received good response with a 100% take-up rate for 14 units shop-office.

Residensi Putra, Putra Heights

Residensi Putra, Putra Heights is another affordable housing project to be undertaken by the Group. This is the development of 30 units shop-office and 1,139 units affordable housing units on freehold land with the total area of 8.75 acres in Putra Heights, Selangor.

It is located approximately 11 kilometres to the south-west of MBSJ and about 31 kilometres to the south-west of Kuala Lumpur City Centre respectively with road connectivity access via KESAS Expressway, Lebuhraya Damansara-Puchong ("LDP"), ELITE Expressway and New Pantai Expressway ("NPE").

Residensi PUTRA, Putra Heights affordable housing project is strategically located nearby the growth areas of Putra Heights with notable commercial development within the vicinity include Giant Hypermarket Putra Heights and Putra Point Commercial Centre. Developments within the nearby vicinity are residential and commercial premises. Facilities available within the vicinity include education institution, LRT station (Putra Heights), medical centres, shopping and also other public amenities.

MANAGEMENT DISCUSSION AND ANALYSIS

DEVELOPMENT PROJECTS (CONT'D)

Telaris Alam Impian

Telaris Alam Impian is the Group's flagship development of a mixed-residential development with medium range condominium, 3-storey semi-detached houses and 2-storey terrace houses.

It is situated approximately 42 kilometress due south west of Kuala Lumpur City Centre and is about 8 kilometers due south east of Klang Town Centre that enjoys excellent road connectivity via the Federal Highway, Kemuning-Shah Alam Highway, Kuala Lumpur-Shah Alam Expressway (KESAS), Sprint, LDP and Penchala Link Highways. Furthermore, it will also benefit from the completion of an upcoming MRT station located near to the project.

This Project is surrounded with established neighborhoods such as TTDI Alam Impian, Desa Latania, Taman Klang Indah and Taman Mewah Jaya. Besides that, it is in close proximity to the notable industrial schemes include the AMJ Industrial Park, Bukit Kemuning Light Industrial Park, Alpine Industrial Park and KJ Techno Industrial Park. The amenities available within the vicinity are included schools, banks, medical centre, shopping centre, office, marketing and other public facilities.

The unique creation of the Telaris Alam Impian has been honored as the Winner at the Asia Pacific Property Award (APPA) in the Residential Development category in 2017. The APPA is supported by a range of professional bodies worldwide and independently judged by a panel of over 70 experts. A total 224 units of Telaris Alam Impian 2-storey terrace houses Project is currently pending State Authorities' approval of the building plans.

TWL Alam Impian, Shah Alam

The Shah Alam affordable housing project is the development of 1000 units of affordable housing units on freehold lands with a total area of 11.9 acres. It is strategically located nearby the growth areas of Shah Alam with easy access to Kuala Lumpur City Centre and the rest of the Klang Valley. It is accessible via the Federal Highway, Kuala Lumpur-Shah Alam Expressway, KESAS, Sprint, LDP and Penchala Link Highways.

Sungai Buloh

Another affordable housing project to be undertaken by the Group is the development of 571 units affordable housing units on freehold lands with the total area of 5.5 acres in **Sungai Buloh**.

The Sungai Buloh affordable housing project is strategically located nearby the growth areas of Sungai Buloh. Developments within the immediate vicinity comprise residential, commercial and industrial premises. Notable landmarks in the vicinity include Kuang Railway Station, The Store Supermarket, Sungai Buloh Hospital. Facilities available within the vicinity include banking, medical centres, shopping offices, marketing and other public amenities.

The Aster Residence-Cheras

The **Aster Residence-Cheras**, sited on approximately 3.126 acres freehold land in Cheras, Selangor. It is a new masterpiece that epitomize city living on a grand scale. This project is a development of two (2) towers comprising 259 of exclusive condominiums that offering exciting and multiplicity of facilities such as swimming pool, children playground, multipurpose conventional hall, gymnasium and others.

Geographically, it is located about 20 kilometers to the south-east of Kuala Lumpur City Centre and about 10 kilometers to south east of Kajang town Centre with excellent road connectivity via Cheras-Kajang Highway and North-South Highway.

The surrounded amenities that are available within this project are includes primary and secondary schools, marketing, banking, shopping centers such as Giant, Lotus and Econsave.

MANAGEMENT DISCUSSION AND ANALYSIS

DEVELOPMENT PROJECTS (CONT'D)

Bukit Serdang Project

The Bukit Serdang Project conveys an under-stated stylish simplicity residential concepts that removed from the clamor of the city yet within easy reach of the Kuala Lumpur business centre and its main attractions. It is sited on 2.97 acres of freehold prime real estate, construction of two (2) towers consisting of 300 units of condominium. These comprehensive developments boast a long list of facilities for the enjoyment of all residents with the combination of swimming pool, playground, gymnasium, jogging trail and reflexology path combined with a full range of security.

It is located approximately 20 kilometers by road from Petaling Jaya town with convenient accessibility road via Federal Highway, North South Highway and Sungai Besi Highway. The landmarks in the larger neighborhoods surrounded to this project include Technology Park Malaysia, Bukit Jalil Stadium, Bukit Jalil Golf and Country Club, The Mines Resort and University of Putra Malaysia.

Bangsar South Development

Bangsar South Development is a freehold luxurious residential development of 206 units of luxury condominium on freehold lands in the Mukim Kuala Lumpur, Daerah Kuala Lumpur with a total area of approximately 2 acres.

This residential development offers a holistic living with host of luxurious facilities and amenities. Residents will enjoy privacy and security and conveniences with easy access to major shopping malls, office landmarks and educational hubs with Federal Highway just a stone's throw away.

Nexus which is nearby to the Bangsar South Development, provides a one-stop centre with various amenities and convention centre. KL Gateway, the latest mall is just a walking distance from the Bangsar South Development, equipped with all the latest names in retail business from F&B, lifestyle brand as well as latest fashion labels.

Connectivity wise, the Bangsar South Development is just a 300m walk to University LRT station. And that itself is the connector to the larger and extensive rail network, which connects folks to all corners of Klang Valley and beyond.

Seri Kembangan Project

The Seri Kembangan Project is an architectural marvel, sited on approximately 1.875 acres of prime freehold land in Seri Kembangan, Selangor. This residential project target to construct three (3) towers consisting of 600 units of stylish modern concept of condominium.

It is located approximately 15 kilometers from the south-east of the Kuala Lumpur City Centre via North-South Highway and Bukit Jalil Highway. One of the notable landmarks situated within close proximity to the subject property is Technology Park Malaysia. The immediate surrounded amenities are included two to four storey shops/offices, shopping centers, primary and secondary schools and other public amenities.

CUSTOMER SERVICE STRATEGIES

The group recognized the importance of integrating sustainability and shared value creation into our business strategies and objectives for sustainable business growth, sustainable communities and enhanced brand value. We are committed to this endeavor with the establishment of a dedicated sustainability team to manage the risks and opportunities with our businesses and sustainability.

We have continuously urged and initiates for improvement in achieving cost savings, reducing risk and adding value to our products by mainstreaming sustainability development.

We recognized that innovating our businesses in today's digital age will give us a competitive edge, as well as enhance collaboration and communication internally and externally. As such, the Group is identifying opportunities in the innovative approach in marketing initiatives, cost management and operational excellence.

MANAGEMENT DISCUSSION AND ANALYSIS

CUSTOMER SERVICE STRATEGIES (CONT'D)

We will also be taking bold steps in enhancing our corporate branding and positioning, ensuring that our core values remain distinctly visible and relevant in everything that we do.

CHALLENGES AND KEY RISKS

Navigating the dynamic landscape of the property development industry demands the identification and mitigation of key risks and challenges to guarantee long-term stability and growth. A multitude of external and internal factors influence this sector, underscoring the importance of meticulous risk management, strategic planning, and proactive problem-solving.

As TWL strives to meet the burgeoning demand for affordable housing, it must stay alert to challenges stemming from market shifts, political instability, economic volatility, and regulatory adjustments. To achieve this, we continue to work closely with our teams, business partners, regulators and our stakeholders to demonstrate our agility in adapting to demographic shifts, experimenting with new product formats and supply chain methodologies, optimizing quality assurance as our fundamentals.

As a Group, we have responded swiftly to these downside risks by being vigilant and continuing to monitor any emerging risks. With this in mind, we would like to share some of the challenges and key risks in the near-term:

Key Risks	Findings	Mitigation
(1) Market Risk	The property market may experience fluctuations in demand and supply, affecting the Group's sales and profitability	Diversify the property portfolio through different geographical areas to ensure a steady revenue stream even in downturns.
(2) Inflationary Pressure	Inflation can erode purchasing power, affecting consumers' ability to purchase property. Inflation can cause rising commodity prices and raw material prices, resulting in rising building and construction costs.	TWL has taken proactive measures by continuously and closely monitoring budgeted project costs with actual project costs. Adjust pricing strategies to cater different market segments to attract wider customer base. Improving its efficiency in the building design as well as reviewing its supply chain to optimize construction cost.
(3) Regulatory Risk	Changes in regulations and compliance can impact the Group's operations.	Monitor regulatory changes, engage with policymakers and industry associations and ensure compliance with all applicable regulations.
(4) Interest Rate Risk	Rising interest rates could increase the Group's financing costs, affect the sale of the properties and impacting profitability.	Opt for fixed-rate loans, refinance existing loans at lower rates or reduce debt levels by using internal generated funds for project development.
(5) Project Delay Risk	Delays in project completion can increase costs, incurred liquidated damages compensation and erode customer confidence	Implement robust project management practices, maintain a buffer in project timelines for unforeseen delays, and maintain transparent communication with stakeholders

CHALLENGES AND KEY RISKS (CONT'D)

Key Risks	Findings	Mitigation
(6) Labour Shortage	Although the labour shortage situation has shown improvement post-Covid 19, it is still unable to fully meet construction demands. The repercussions of this situation extend to the timely delivery of affordable, high-quality homes, further exacerbating the challenges faced by the construction industry	Comprehensive evaluation process in contract tendering ensuring contractor's reliability and ability, as well as stringent assessment of contractor's track records, especially in terms of labour availability. All projects are closely monitored via weekly operation meetings and fortnightly consultant meetings to ensure that a sufficient number of workers are being deployed to advance construction progress while maintaining the desired quality standards.

FUTURE PROSPECTS

Looking forward to FY2026, TWL remains cautiously optimistic about the outlook and prospects for its business, underpinned by resilient domestic fundamentals and strategic initiatives. While global headwinds may necessitate adjustments to Malaysia's GDP forecast, the Group anticipates continued growth driven by domestic demand.

The monetary policy landscape in Malaysia also presents a favourable environment. Banks remain forthcoming in providing financing, with outstanding housing loans growing by 6.9% year-on-year. Additionally, the Overnight Policy Rate (OPR) has been reduced to 2.75% further support borrowing activities by lowering the cost of financing. This combination of increased liquidity and lower interest rates is expected to enhance bank's financing capacity and provide substantial support for property demand.

The Group is confident that the strategic location of its projects coupled with the attractive products and pricing, will meet the demand of home-buyers in Malaysia. With a focus on affordable housing that offers appealing values, TWL is confident that the take-up rates of its property project will gain momentum and benefit from the reopening of the economy.

TWL will constantly seek new opportunities for attractive land-bank acquisition to secure our long-term growth. Our balance sheet and ability to tap the capital markets provides us with the ability to capitalize on identifying and acquiring strategically located land parcels which can ensure a steady pipeline of future projects for the Group.

The Group will continue to focus on launching new phases and new upcoming projects. These initiatives, coupled with our strategic focus on quality, timely delivery, and proactive risk management, will position TWL to capitalize on future opportunities and to continue to deliver value to our stakeholders. We are confident in our ability to achieve our long-term objectives and sustain our market leadership by maintaining a balanced approach for sustainable growth and operational excellence.

Moving forward, the Group endeavors to practice good governance and operational excellence to ensure sustainability in the economic, environment and social aspects. The Group will continue to be innovative in its marketing strategies and prudent in its financial policies to ensure sustainable growth in earnings for the Group and continue to strive for success.

Shirley Tan Lee Chin
Managing Director

AWARDS & ACCOLADES

LE FONTI AWARDS 2018

Le Fonti Awards are held each year in multiple locations recognizing industry leaders in banking, business, economics, finance, sustainability, law, healthcare, insurance and e-commerce. The winners were selected after being carefully evaluated by Le Fonti's editorial staff of over 120 journalists from around the world. On March 23rd 2018, TWL Holdings Berhad has won the Excellence of the Year for Innovation & Leadership Real Estate, Malaysia.

2022 MALAYSIA OUTSTANDING ESG IMPACT CORPORATE EXCELLENCE AWARD

TWL Holdings Berhad has been awarded "2022 Malaysia Outstanding ESG Impact Corporate Excellence Award" recognizing the industry leadership successful implementation of ESG (Environment, Social and Governance) which is growing in greater importance worldwide. Companies whom have advanced and accelerated the adoption of the ESG were recognized for their corporate efforts in diversity and inclusion.

ASIA PACIFIC PROPERTY AWARDS 2017

TWL Holdings has won the **Asia Pacific Property Awards (APPA)** in the Residential Development category for Alam Impian – Telaris project. APPA is the acclaimed industry award throughout the Asia Pacific region, supported by a range of professional bodies worldwide and independently judged by a panel of over 70 experts.

SUSTAINABLE DEVELOPMENT EXCELLENCE AWARD – MCMILLAN WOODS GLOBAL AWARDS 2024

TWL Holdings Berhad is proud to announce that we have been honored with the prestigious "Sustainable Development Excellence Award" at the McMillan Woods Global Awards 2024. This recognition is a testament to our unwavering commitment to integrating sustainability into every facet of our operations, aligning with our vision of creating a more resilient future for generations to come.

SUSTAINABILITY REPORT

ABOUT THIS ESG REPORT

REPORT QUALITY & DATA

The content and quality of this Sustainability Report ("SR") are guided by the Global Reporting Initiative (GRI) principles, as well as by emerging trends and opportunities within TWL's operating environment. The reporting period covers 1 September 2024 to 31 August 2025, with data internally sourced, verified, and validated by the respective business divisions and information owners. Moving forward, TWL remains committed to continually strengthening its data collection and analysis processes to enhance accuracy, reliability, and overall reporting quality.

REPORTING PERIOD

Unless otherwise specified, this SR presents statistical data for the period 1 September 2024 to 31 August 2025 ("FY2025"), covering one year of disclosures where applicable. This enables the establishment of meaningful trend lines to provide readers with a clearer understanding of baseline data for future performance comparisons. It should be noted that the previous reporting period covered 1 July 2023 to 30 September 2024.

LIMITATIONS

The Group acknowledges that data collection challenges remain for certain indicators. TWL is actively working to strengthen its internal systems and processes to ensure more comprehensive data tracking and reporting in future disclosures.

ASSURANCE STATEMENT

All data presented in this report has been internally confirmed by senior management, site engineers, and the respective data owners. As part of our commitment to transparency and accountability, TWL intends to explore the feasibility of obtaining external verification for future reporting cycles.

FORWARD-LOOKING STATEMENTS

This SR includes forward-looking statements relating to the Group's targets, future plans, operations, and performance. These statements are based on reasonable assumptions drawn from current business activities. However, given the inherent uncertainties and external factors influencing TWL's operating environment, actual results may differ from those anticipated. Readers are encouraged to interpret these statements with a balanced perspective.

REPORT FEEDBACK

TWL values continuous engagement with its stakeholders and welcomes feedback, suggestions, and concerns to support ongoing improvement in its sustainability journey.

SCOPE & MATERIALS BOUNDARY

TWL Holdings Berhad ("TWL") was incorporated on 2 December 1994. This report covers all of TWL's core businesses, namely property development and construction, plantation and timber, batching plant operations, and medical healthcare.

TWL recognises the potential EESG impacts arising from its value chain and acknowledges their significance. Accordingly, the Group remains committed to cascading its sustainability commitments, practices, and culture to its extended network of business partners, suppliers, and contractors. Looking ahead, TWL intends to incorporate the EESG sustainability highlights of its value chain partners into future reporting.

OUR SUSTAINABILITY JOURNEY

Sustainability is fundamental to TWL's long-term growth strategy and our vision of creating value that extends beyond financial performance. By embedding Environmental, Economic, Social, and Governance (EESG) considerations into our management and daily operations, we are building resilience, mitigating risks, and unlocking opportunities in a rapidly evolving business landscape. At the same time, our commitment remains people-centred — to deliver positive and lasting impacts for our customers, communities, employees, and all stakeholders who place their trust in us.

In the 2024/25 financial year, the Pangsapuri Harmoni TWL project advanced into its second year of development, with higher material utilisation compared to 2023/24, when the project was at its inception stage. More importantly, TWL commenced systematic sustainability data collection across its operations. This dataset, when consolidated with disclosures from the previous reporting period, establishes a robust baseline for future ESG performance measurement. The baseline enables comparability, supports benchmarking against industry practices, and provides a clear reference point for monitoring progress, setting targets, and evaluating outcomes beginning with the future reporting year.

We are also pleased to report that, during the year under review, TWL implemented a range of initiatives that generated tangible impacts across our four sustainability themes — Economic, Environmental, Social, and Governance (EESG). These Sustainability Highlights reflect the measurable contributions achieved to date and reinforce our commitment to building ESG resilience across our value chain. Looking ahead, TWL will continue to refine its sustainability practices, strengthen stakeholder engagement, and ensure that long-term growth is achieved responsibly and sustainably.

Zero Complaint Data Privacy And Security	Increased Revenue of TWL	Increased Profit of TWL
Increased Human Capital Development	Improve Branding of TWL	Capturing Future Opportunity for TWL
Occupational Health and Safety Report	Zero Complain In Relation To Business Ethics	Re-development of Land Use and Biodiversity

SUSTAINABILITY REPORT

SUSTAINABILITY FRAMEWORK

Sustainability is central to our business decision- making and daily activities, as we aim to generate lasting positive impacts for both people and the planet. Accordingly, we are committed to integrating EESG (Environmental, Economic, Social, and Governance) considerations into our management processes and operational practices. Our approach to sustainability is subject to regular review to ensure that our strategy remains relevant in light of evolving trends, enabling us to effectively mitigate risks and identify new opportunities.

In 2023, we strengthened our commitment to sustainability by introducing a new Sustainability Framework and enhancing our governance structure to include oversight at Board level. We established a dedicated Sustainability Committee responsible for setting TWL's strategic direction and monitoring sustainability performance and risks. This renewed approach positions the Group to proactively adapt to changes in the market and stakeholder expectations. It also ensures that we are well-prepared to embed circular economy principles within our overall sustainability plan, while maintaining compliance with all relevant regulatory requirements.

TWL Holdings Berhad

Vision

To lead in sustainable and responsible growth, building a trusted and innovative brand that balances environment stewardship, ethical business practices, and community impact. Creating long-term growth, enhancing our brand's reputation, and delivering value to stakeholders while empowering communities and protecting the environment for future generations.

Mission

1. Innovate Responsibly – Continuously drive innovation that aligns with sustainable practices, delivering solutions that meet industry needs while reducing environmental impact.
2. Foster Ethical Growth – Ensure our growth is grounded in ethical business practices, transparency, and integrity, creating lasting value for all stakeholders.
3. Empower Communities – Invest in and uplift the communities we serve by promoting charitable initiatives, creating job opportunities, and supporting local development.
4. Build a Trusted Brand – Strengthen our brand by consistently delivering high-quality services and products, establishing a reputation for excellence, trust and sustainability.
5. Cultivate Long-Term Value – Strive for long-term profitability while prioritizing environmental stewardship, fostering innovation and contributing to a more sustainable future.

Sustainability Governance

TWL oversight of sustainability practices as led by its governance structure

Economic

Sustainable, Innovative & Quality Development
- Economic Performance

Environmental

Best Practices in Environmental Management
- Environment
- Effective Use

Social

Positive, Sustained Community and Social Impacts
- Occupational
- Customer Satisfaction
- Community & Social impacts

OUR ENVIRONMENT SOCIAL AND GOVERNANCE (ESSG) ASPIRATIONS

Taking into account the current market landscape and trends, we have assessed our sustainability matters in tandem with our materiality analysis. We have identified our eleven key priority materials matters, then we combine some of the key priority materials matters and developed Group-level targets with the intention of driving TWL to achieve these objectives.

Economic
Sustainable. Innovative and Efficiency Development

Goal 1	To increase revenue from business opportunities
Goal 2	To increase awareness of TWL branding among stakeholders and community on TWL projects
Goal 3	To increase profit margin by improving the efficient use of resources

Material Matter

Economic Performance
- Promoting sales of property with payback to environment
- Secure green loan for end-financing
- Promote circular economy in our development processes

Innovation
- Incorporate green features within projects (Green features include, but not limited to solar panels, Petrol saving technologies, Efficient use of resources etc)
- Inculcate a continuous culture of innovation as a catalyst for TWL sustainability solutions

Environmental

Goal 1	Increase efficiency of raw materials and resource
Goal 2	Reduce/Avoid the impact efficiency of greenhouse gases ("GHG") emissions towards addressing climate changed
Goal 3	Replace and restore terrestrial ecosystems and Halt biodiversity loss

Material Matter

Environment
- Maintain zero cases of monetary fines for non-compliance with all environment laws and regulations
- Increase efficient use of resources from environment by 5% annually Increase contribution to Recycle, Reuse and Repair to achieve no waste of natural resources

Emission
- Establish emissions inventory for TWL operations
- Charting pathways towards Carbon reduction and carbon replacement

Social

Goal 1	Improve health and safety for workers, employees and other stakeholders across TWL business operations
Goal 2	Develop knowledge and skill of employees and stakeholders across TWL business operation to meet future requirement.
Goal 3	To engage in corporate social responsibility that is Meaningful to stakeholders of TWL business operation.

Material Matter

Occupational Health
- Zero work-related incidents
- Zero stop-work order by authorities related to occupational Health and safety regulations

Internal Customer Satisfaction
- Staff Training and development
- Staff benefits and rewards

Customer Satisfaction
- Monitor satisfaction rate from house buyers

Community and Social Impacts
- Maintain at least 40% women's representation in TWL Senior Management
- Introduce volunteerism leave to promote employee well-being and community engagement
- Increase contribution for good will through foundations activities

SUSTAINABILITY REPORT

INTRODUCTION

To obtain a more reliable data, TWL Holdings Berhad adopted a mixed- methods approach that combines quantitative survey analysis with qualitative stakeholder insights to capture both measurable priorities and deeper contextual feedback. This provides reliable data from public input.

The 2025 ESG Materiality Assessment for TWL Holdings Berhad was undertaken using a mixed-methods approach. The methodology combined quantitative survey analysis with qualitative stakeholder insights to capture both measurable priorities and deeper contextual feedback.

- Quantitative research provided a systematic evaluation of the Impact to Business and Importance to Stakeholders across economic, environmental, social, and governance topics.
- Qualitative research provided additional depth through open-ended stakeholder comments, highlighting emerging issues and offering actionable suggestions for improvement.

This dual approach ensured that TWL's materiality analysis reflects not just ratings and numbers, but also the lived experiences, concerns, and aspirations of its stakeholders.

SDG	Icon	Material Aspects
11 Sustainable Cities and communities		Access to Basic Services
11 Sustainable Cities and communities		Resilience
11 Sustainable Cities and communities		Human Rights
11 Sustainable Cities and communities		Access to Basic Services
12 Responsible Consumption and Production		Branding of TWL
12 Responsible Consumption and Production		ESG Integration(Financial)
12 Responsible Consumption and Production		Environmental and Social Impact of Products And Services
12 Responsible Consumption and Production		Raw Material Use
13 Climate Action		Emission, Effluents & Waste
13 Climate Action		Carbon – Own Operations
15 Life on Land		Land use and Biodiversity
15 Life on Land		Land Use and Biodiversity (Supply Chain)
16 Pace, Justice and Strong Institutions		Product Governance
16 Pace, Justice and Strong Institutions		Corporate Governance
16 Pace, Justice and Strong Institutions		Stakeholder Governance
16 Pace, Justice and Strong Institutions		Business Ethics
16 Pace, Justice and Strong Institutions		Data Privacy and Security
17 Partnership for the goals		Carbon – Products and Services
17 Partnership for the goals		Human Rights (Supply Chain)
17 Partnership for the goals		Human Rights
3 Good Health and well being		Occupational Health and Safety
5 Gender Equality		Human Capital
6 Clean water and Sanitation		Water Use – Own Operation
6 Clean water and Sanitation		Water Use - Supply Chain
8 Decent Work and Economic Growth		Revenue of TWL
8 Decent Work and Economic Growth		Profit of TWL
8 Decent Work and Economic Growth		Future Opportunity for TWL

SUSTAINABILITY REPORT

EN10 is designed with the community in mind, offering affordable housing tailored for small families who are at the early stage of their home ownership journey. The development is strategically located within the vicinity of public schools, making it ideal for families with young children. Residents will enjoy easy access to nearby parks, providing spaces for recreation and relaxation. Additionally, the neighbourhood is within walking distance of a public bus station, offering convenient transit options to the nearest LRT station for daily commuting.

TWL places strong emphasis on environmental responsibility throughout its development process. Measures have been taken to reduce electricity and water usage and CO2 emission during construction, contributing to overall energy efficiency. Continuous monitoring of carbon emissions is implemented to ensure compliance with environmental standards and to minimise the project's carbon footprint.

Within the development itself, thoughtful landscaping has been planned to create a welcoming environment enriched with lush greenery and diverse flora. These green spaces are intended to encourage outdoor activities and social interactions among residents, fostering a sense of belonging and promoting a healthy, balanced lifestyle.

The development adopts effective waste management practices based on the 3R principles—Reduce, Reuse, and Recycle. Through these initiatives, EN10 aims to control waste generation, encourage resource conservation, and promote sustainable living among its future residents.

Created work opportunity by
800%

99.95%
of spending on Malaysian Suppliers

Male : Famale staff ratio increased to
1:0.9

SUSTAINABILITY REPORT

MATERIALITY ASSESSMENT IDENTIFYING MATERIAL ASPECTS

After reviewing other relevant materiality assessment in the construction and developed industry, TWL Holdings Berhad developed a list of relevant material aspects. These material aspects were defined, categorized into four pillars and mapped to both United Nations and Malaysia Sustainability Goals.

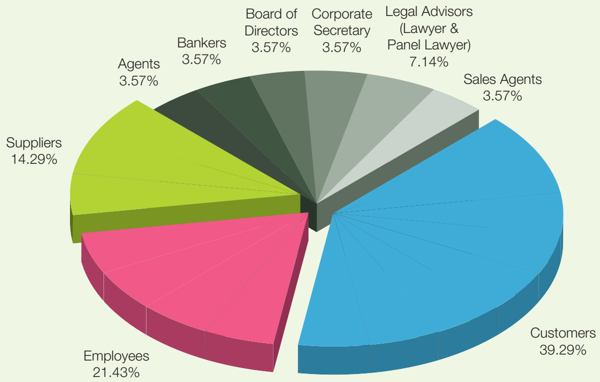
The survey was conducted online via Google Forms and distributed to stakeholders primarily through WhatsApp channels. Monitoring of the survey process was overseen by a TWL Director, ensuring transparency and encouraging broad participation.

Stakeholder Engagement and Respondent Profile

Stakeholders invited to participate included buyers, vendors, staff members, shareholders, and investors. This was designed to cover both internal stakeholders (employees, management, directors) and external stakeholders (customers, suppliers, financiers, and advisors).

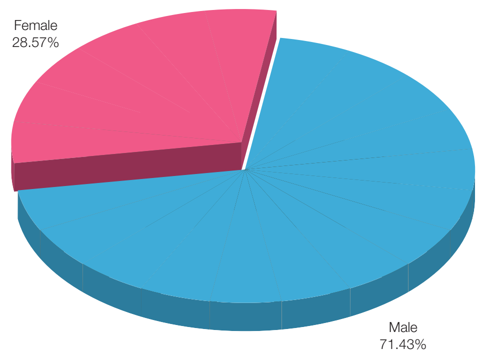
Respondents by Relationship with TWL Holdings Berhad:

- Customers – 39.29%
- Employees – 21.43%
- Suppliers – 14.29%
- Agents – 3.57%
- Bankers – 3.57%
- Board of Directors – 3.57%
- Corporate Secretary – 3.57%
- Legal Advisors (Lawyer & Panel Lawyer) – 7.14%
- Sales Agents – 3.57%



Respondents by Gender:

- Male – 71.43%
- Female – 28.57%



This respondent base reflects TWL's wide operating ecosystem, with customer and employee perspectives strongly represented, alongside governance and advisory voices.

Validity, Reliability, and Limitations

- **Reliability** was ensured by applying a consistent rating scale across all respondents.
- **Validity** was strengthened by capturing views from a wide cross-section of TWL's stakeholder base.
- **Limitations** include uneven gender representation (male-dominant), lower participation from certain governance stakeholders compared to customers, and reliance on self-reported perceptions.

The methodology underpinning TWL's 2025 ESG Materiality Assessment demonstrates a structured, credible, and inclusive process. By combining quantitative ratings with qualitative feedback, TWL has identified not only which ESG issues matter most today, but also where stakeholders expect the company to improve in the future.

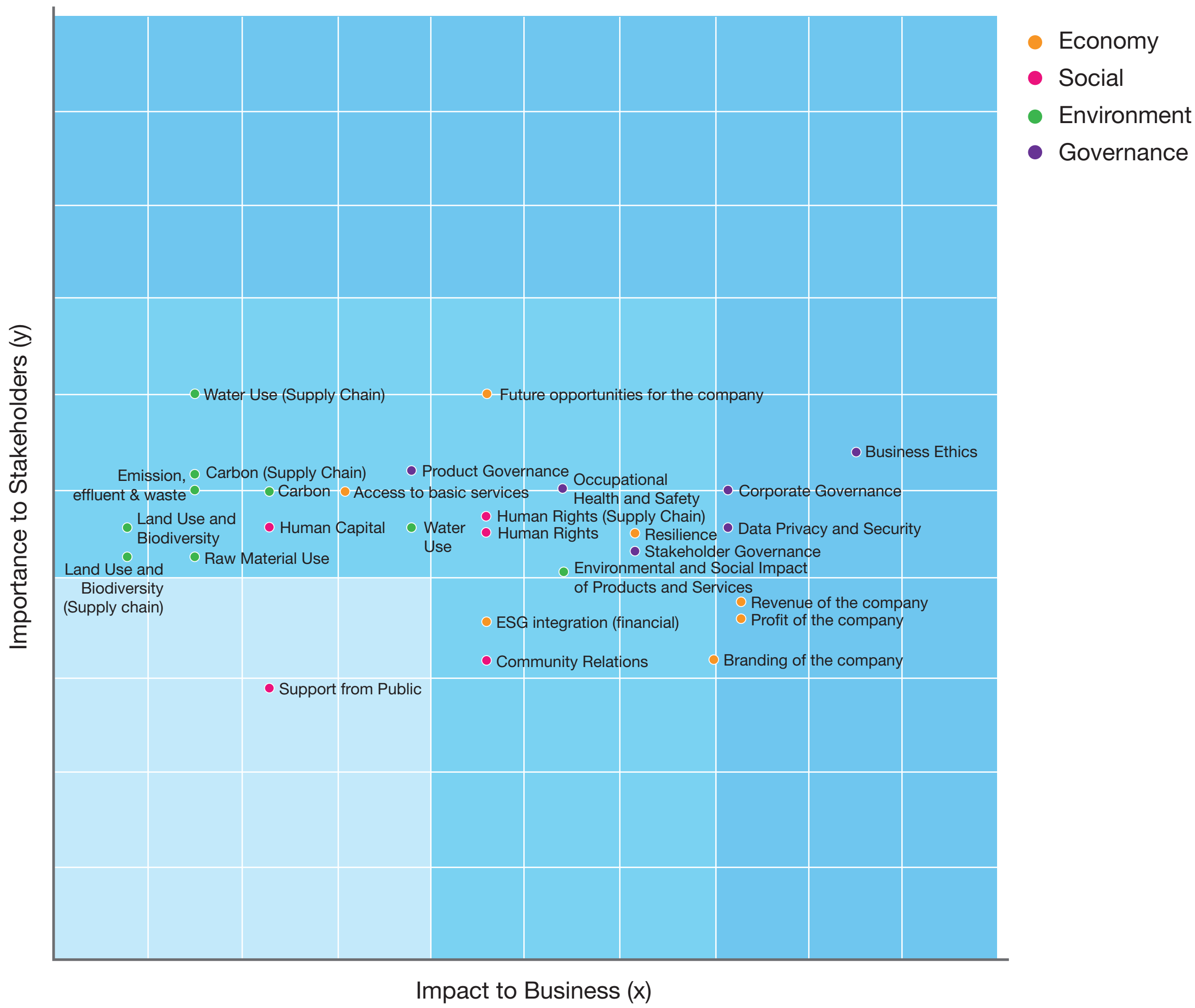
The findings provide TWL with a solid evidence base to **refine its ESG goals**, particularly in areas of governance transparency, environmental performance, and community impact.

SUMMARY OF FINDINGS

All stakeholders-whether surveyed or interviewed – were asked to rate the priority level for each material aspect on a scale of 1 to 5. An average response for each stakeholder group was determined, and then each stakeholder group score was averaged to provide the overall priority to each material aspect. Results provided in table below. The top 5 material aspects for stakeholders were:

PILLAR	MATERIAL ASPECTS	Importance to stakeholders SCORE	Impact to Business SCORE
ECONOMY	Revenue of TWL	4.39	4.77
	Branding of TWL	4.32	4.69
	Profit of TWL	4.39	4.77
	Access to Basic Services	4.50	4.31
	ESG Integration (Financial)	4.36	4.46
	Resilience	4.46	4.62
	Future Opportunity for TWL	4.46	4.46
ENVIRONMENT	Environmental and Social Impact of products and services	4.43	4.54
	Water Use – Own Operation	4.46	4.38
	Water Use – Supply Chain	4.46	4.15
	Emission, Effluents & Waste	4.50	4.15
	Land Use and Biodiversity	4.46	4.08
	Land Use and Biodiversity (Supply Chain)	4.43	4.08
	Raw Material Use	4.50	4.15
	Carbon – Own Use	4.50	4.23
	Carbon- Products (Supply Chain)	4.50	4.15
SOCIAL	Human Rights	4.46	4.45
	Human Rights (Supply Chain)	4.46	4.45
	Human Capital	4.46	4.23
	Support from Public	4.29	4.23
	Community Relations	4.32	4.46
GOVERNANCE	Product Governance	4.50	4.38
	Corporate Governance	4.50	4.69
	Stakeholder Governance	4.46	4.62
	Occupational Health and Safety	4.50	4.54
	Business Ethics	4.54	4.85
	Data Privacy and Security	4.46	4.69

SUSTAINABILITY REPORT



Here's the **ESG Materiality Matrix 2025** for TWL, showing stakeholder importance (y-axis) vs. business impact (x-axis).

- **Red (Governance)** issues dominate the upper-right quadrant, highlighting ethics, governance, and data security.
- **Green (Environment)** issues like emissions, waste, and carbon are top stakeholder concerns.
- **Blue (Economy)** items like branding and resilience remain highly material to business impact.
- **Orange (Social)** issues such as health & safety and human rights continue to matter strongly.

Top 5 Material Aspects by Stakeholder Importance

Based on stakeholder ratings, the most important ESG aspects this year are:

1. **Business Ethics**
2. **Corporate Governance**
3. **Occupational Health and Safety**
4. **Product Governance**
5. **Emission, Effluent & Waste Management / Carbon (including supply chain)**

Key Observations:

- Stakeholders place highest priority on **responsible governance and ethical practices**, reflecting growing scrutiny on transparency, compliance, and accountability.
- **Health and safety** remains a top concern, echoing last year's social goal to improve safety across TWL operations.
- **Environmental performance**, particularly waste, emissions, and carbon management, is increasingly seen as critical to TWL's licence to operate and

Top 5 Material Aspects by Business Impact

From the company's perspective, the aspects with greatest impact on TWL's business are:

1. **Business Ethics**
2. **Revenue of TWL & Profit of TWL**
3. **Corporate Governance**
4. **Branding of the Company**
5. **Data Privacy and Security**

Key Observations:

- Similar to stakeholder priorities, **governance and ethics** dominate business impact, showing alignment between external expectations and internal realities. While revenue and profit of TWL remains impactful to the business.
- **Branding** ranks highly for business impact, connecting directly with last year's economic goal of increasing awareness of TWLbranding.
- **Data privacy and security** reflects the digitalisation trend, showing TWL's need to safeguard trust as it grows its business.

Alignment Between Stakeholder Priorities and Business Impact

A strong overlap exists between what stakeholders value most and what TWL recognises as impactful to business. Specifically:

- **Business Ethics & Corporate Governance** appear in both top 5 lists, confirming that ethical conduct and governance structures are central to maintaining TWL's reputation, securing investor confidence, and sustaining long-term growth.
- **Occupational Health and Safety** is top-ranked for stakeholders and strongly resonates with TWL's existing social goals, highlighting the need to continue strengthening workplace safety standards.
- **Environmental aspects (emissions, effluents, carbon)** rank as highly important for stakeholders, while for business impact they indirectly influence branding and resilience. This links to last year's environmental goals to reduce greenhouse gas emissions and protect biodiversity.
- **Branding of the Company** directly supports stakeholder trust, while also being influenced by TWL's environmental and social performance. This demonstrates the connection between ESG progress and brand strength.
- **Stakeholder Governance** reinforces TWL's original goal of engaging meaningfully with stakeholders, ensuring their voices shape strategy and operations.

Continuity of ESG Goals

The survey findings validate TWL's ESG goals established last year. Key connections include:

- **Economic Goals:** The importance of branding, revenue, and resilience continues to resonate with stakeholders and the business. TWL's focus on efficiency and awareness-building remains highly relevant.
- **Environmental Goals:** Stakeholder prioritisation of emissions, waste, and carbon management underlines the urgency of TWL's commitments to increase resource efficiency and reduce environmental impact.
- **Social Goals:** With health and safety highlighted as a top stakeholder concern, TWL's commitment to improving worker safety and building human capital remains crucial.
- **Governance:** While governance was not a separate pillar in last year's goals, this year's materiality results strongly emphasise governance. This indicates TWL should expand its ESG framework to formally include Governance as a distinct pillar, aligning with stakeholder expectations and international ESG standards.

SUSTAINABILITY REPORT

Qualitative Themes Identified

1. Economic Issues

- Concerns over rising construction material costs and long-term profitability.
- Calls to diversify beyond property development to mitigate cyclical risks.
- Requests for clearer disclosure of earnings quality and sustainability of cash flow.

2. Environmental Issues

- Stakeholders highlighted the carbon impact of construction activities.
- Concerns over water use and energy consumption on development sites.
- Recommendations for adopting green building technologies, rainwater harvesting, and recycling practices.

3. Social Issues

- Emphasis on fair labour practices, worker safety, and welfare at construction sites.
- Stakeholder requests for affordable housing options and more meaningful community engagement.
- Feedback from customers relating to delivery timelines and housing quality.

4. Governance Issues

- Stakeholders stressed the importance of compliance, transparency, and accountability.
- Concerns over effective enforcement of anti-corruption and governance policies.
- Suggestions included stronger stakeholder engagement, supplier audits, and ethics training.

5. General Feedback

- Many respondents expressed satisfaction (“so far good”, “all good”), noting TWL’s positive reputation.
- Others encouraged TWL to improve sustainability reporting with **clear targets and measurable outcomes**.
- Some emphasised the need for **consistent communication** with customers and community stakeholders.

Conclusion

The 2025 materiality analysis shows that TWL’s original ESG goals remain valid and are closely aligned with stakeholder priorities and business realities. **Governance, ethics, health & safety, branding, and environmental performance** form the core of TWL’s material issues.

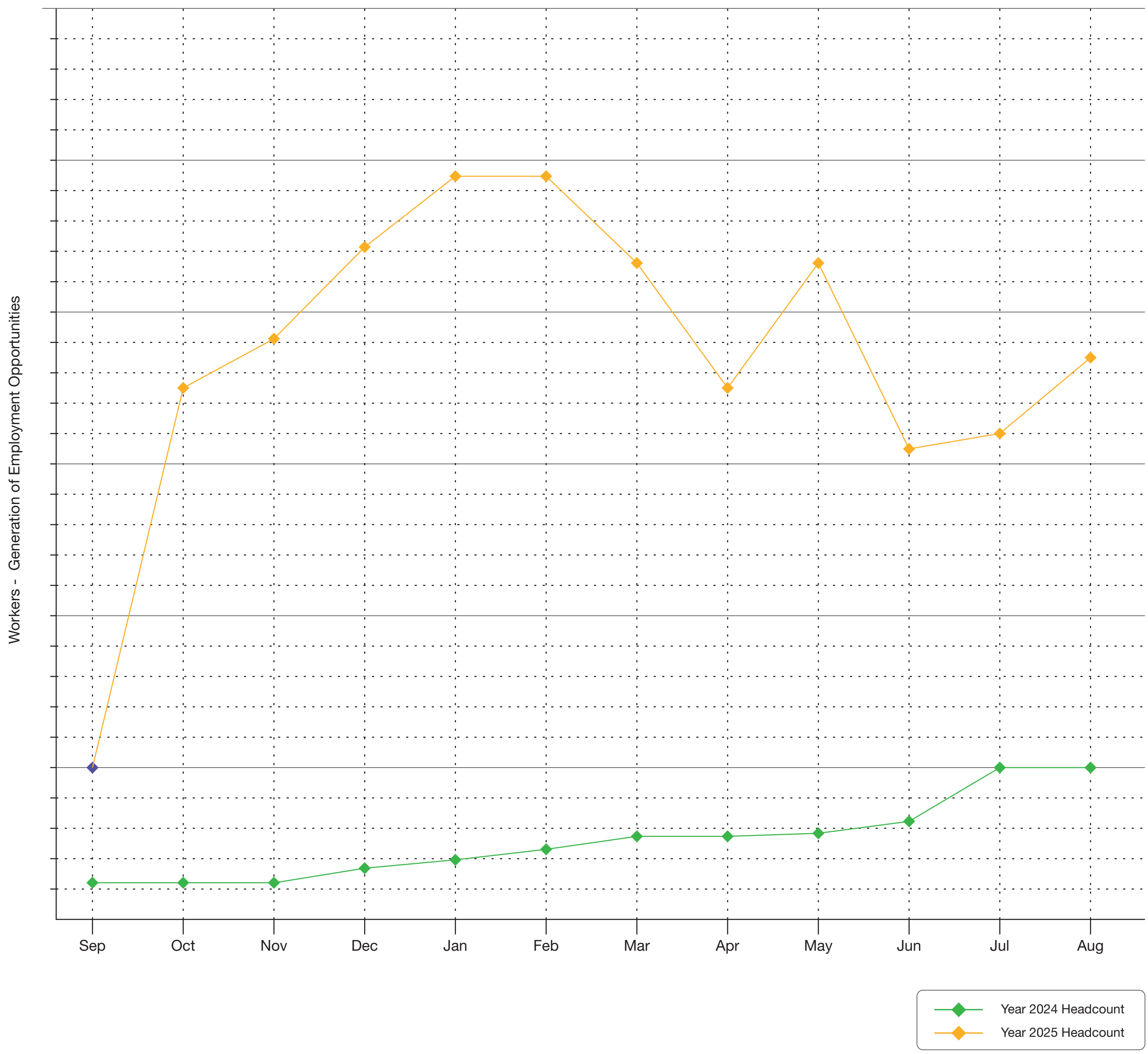
By continuing to pursue and refine its ESG goals—while strengthening the governance dimension—TWL will be well-positioned to deliver sustainable business value, protect the environment, and build long-term trust with stakeholders.

ECONOMY

As part of TWL's commitment to its economic ESG goals, the company has made significant progress in generating employment opportunities. Workforce growth not only strengthens TWL's operational capacity but also contributes directly to the wider economy by creating sustainable livelihoods, enhancing local skills, and improving community resilience.

This report highlights the year-on-year increase in workforce headcount, comparing 2024 against 2025 figures, and demonstrates TWL's role in driving inclusive economic growth.

Headcount Growth: 2024 vs 2025



SUSTAINABILITY REPORT

Key Findings

1. **Peak Employment Creation**
    - The highest employment levels were observed in **January and February 2025** with 245 workers each, compared to only 20–24 workers in the same months of 2024.
2. **Sustained Economic Contribution**
    - Even during months with reduced demand (e.g., April–June 2025), employment levels remained **well above 2024 levels**, showing structural workforce growth rather than short-term fluctuations.

This workforce growth directly supports TWL's **2024 ESG Economic Goal 1: To increase revenue from business opportunities**. Employment creation is both a result of business expansion and a driver of future growth, as more workers mean:

- Greater **productive capacity** to deliver on projects.
- Increased **income distribution** to households and communities.
- Enhanced **economic resilience** by providing stable jobs.

Moreover, by expanding employment, TWL strengthens its **social license to operate**, creating goodwill among communities and stakeholders, and reinforcing its **brand reputation** as a responsible employer.

The 2025 employment data highlights TWL's successful contribution to economic sustainability through workforce expansion. With headcount increasing sixfold compared to 2024, TWL is not only achieving its economic ESG goals but also building a strong foundation for long-term growth, stakeholder trust, and meaningful community impact.

ENVIRONMENTAL

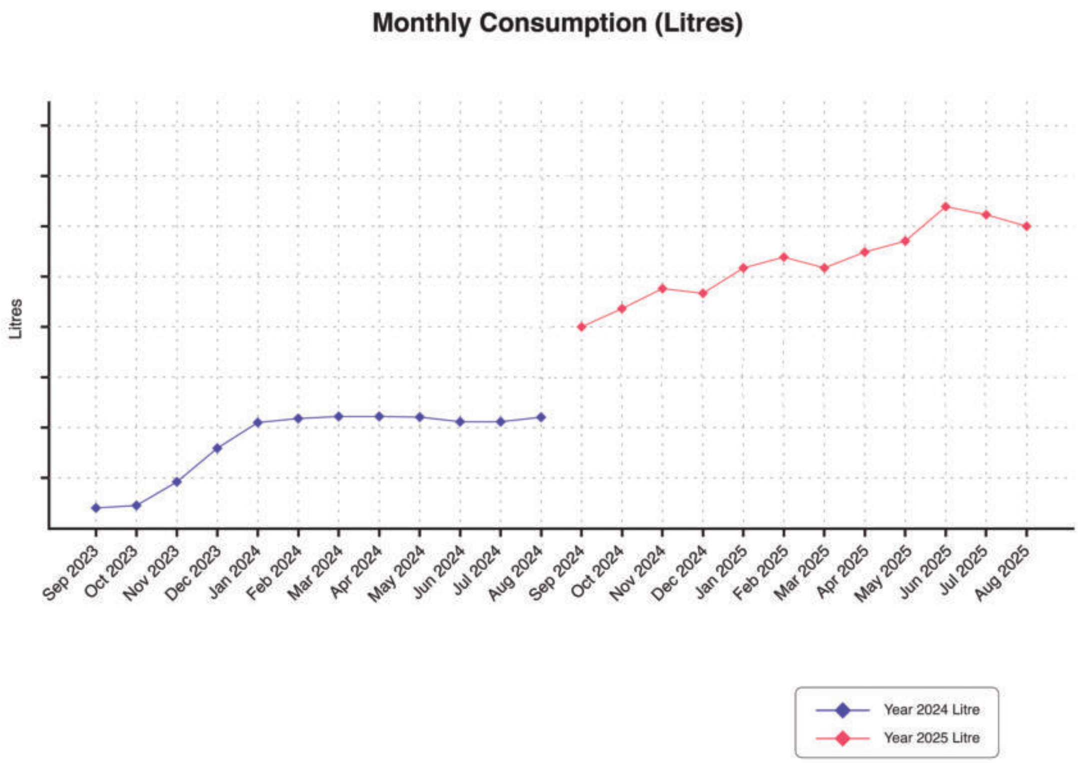
The environment refers to our natural surroundings, in which living and non-living components coexists on earth. TWL is committed to increase the efficiency use of the various resources that we harvest from the environment. TWL is committed to reduce the use of natural resources, this effort is expected to bring well-being of our community and environment to sustain health, quality of life and ecosystem.

In alignment with TWL's strategic sustainability direction, the organisation is steadfast in promoting green lease principles across all project developments. Environmental stewardship is embedded within every stage of our planning, design, and implementation processes, encompassing energy and water efficiency, integrated waste management, and the responsible selection of sustainable materials.

TWL remains deeply committed to achieving excellence in energy efficiency throughout the lifecycle of its projects. We continuously optimise power utilisation across both existing operations and new developments to ensure responsible resource management. All equipment is systematically maintained to uphold peak performance and minimise energy loss. Furthermore, energy sources are meticulously assessed to identify and adopt solutions that deliver optimal efficiency with minimal environmental impact, reflecting our dedication to advancing sustainability and operational excellence.

Monthly Water Usage

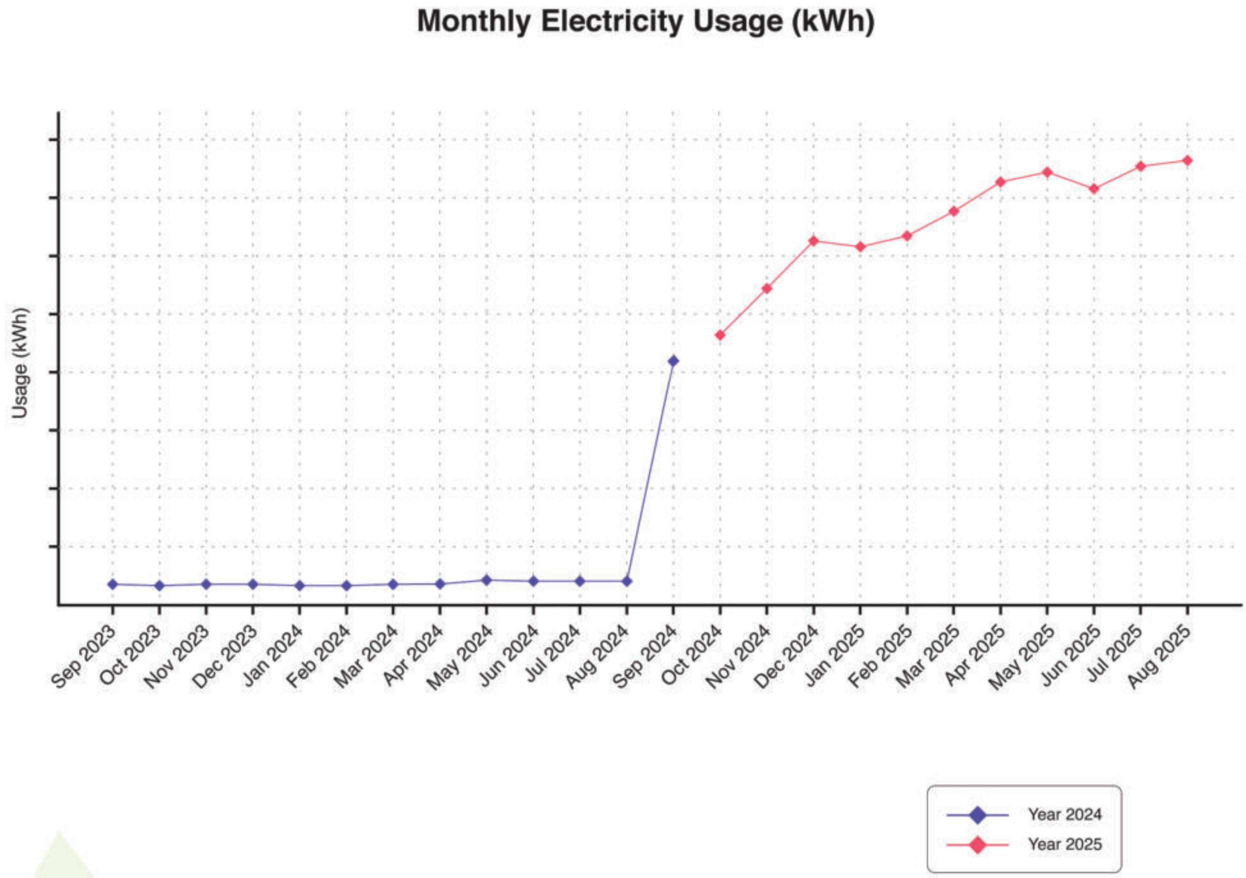
There has been a noticeable increase in monthly water usage, rising from an average of 275,120 litres in 2024 to 535,830 litres in 2025. This increase is understandable as TWL initiated the Pangsapuri project in 2024, and by 2025, significant progress in Block A and Block B construction led to greater operational water demand.



SUSTAINABILITY REPORT

Monthly Electric Usage

There has been a noticeable increase in the monthly electricity usage, which is understandable considering that in 2024, TWL initiated the Pangsapuri project. By 2025, the number of completed floors in Block A and Block B has increased significantly, leading to a heightened workload and an increase in operational hours.



CO2 Emission

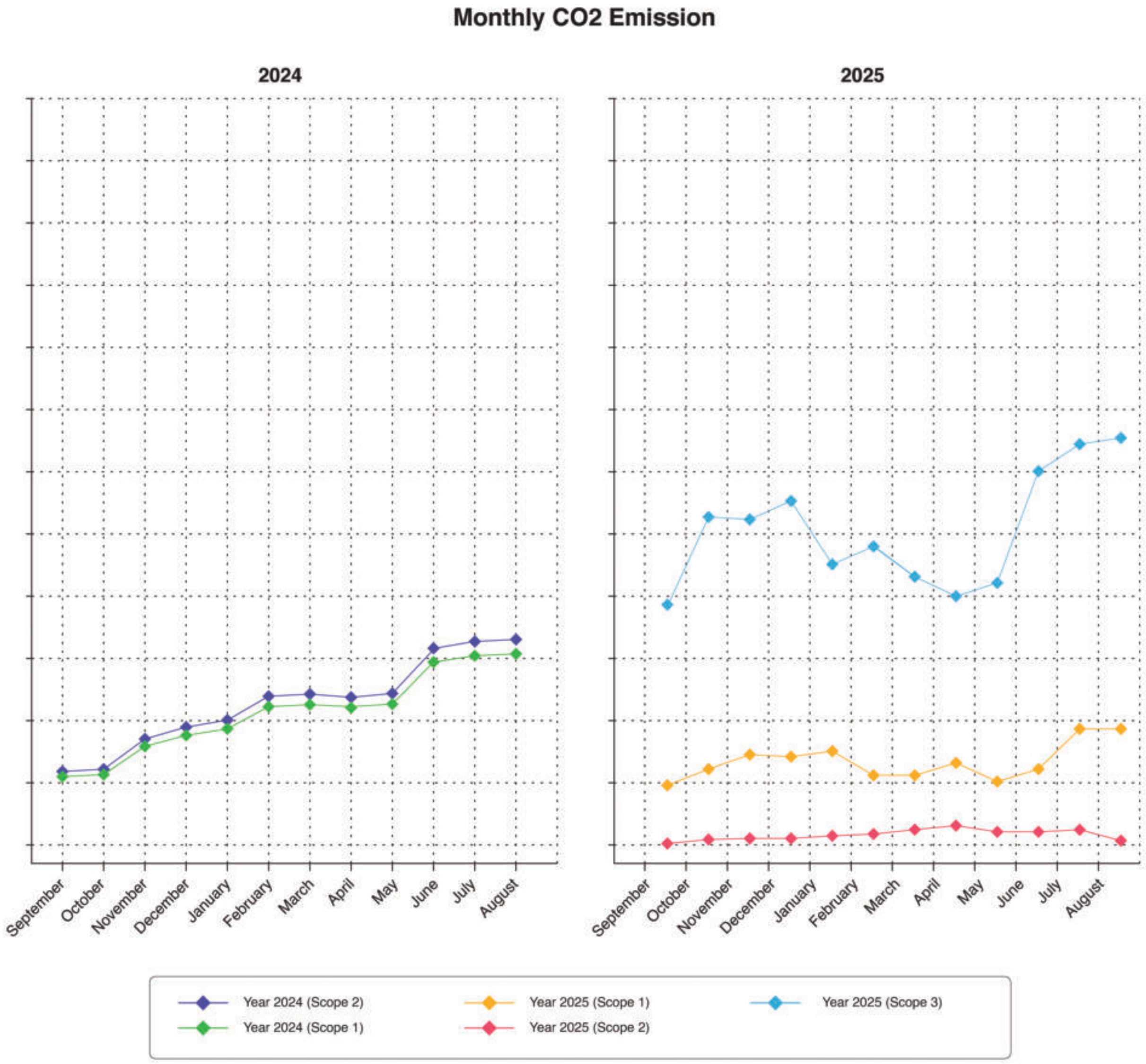
The overall CO2 emissions data for TWL from September 2024 to August 2025 has been analyzed. The figures are provided in kilograms of CO2 (kgCO2).

The total greenhouse gas emissions across all three scopes for the period amounted to approximately 7,775 tonnes of CO2 equivalent (tCO2e) (or 7,774,990.34 kgCO2e).

Scope 3 emissions are by far the largest contributor, accounting for 75.45% of the total CO2 footprint. This confirms that the upstream value chain (e.g., procurement of materials like cement and their transportation) is the dominant area for emission management. Scope 1 emissions, largely from diesel use in operations and logistics, are the second largest source at 21.84%.

The highest total emissions months (Nov 2024 and Jul 2025) are driven by high activity in both Scope 1 (direct fuel use) and Scope 3 (purchased materials), suggesting these were periods of high production or project delivery. The lowest emission month (May 2025) reflects a significant reduction across all scopes, particularly Scope 1 and Scope 3.

Moving forward, TWL will begin to consider strategy for significant CO2 reduction that focus primarily on the supply chain (Scope 3), specifically on sourcing lower-carbon materials, while maintaining efforts to improve fuel efficiency and potentially transition to lower-carbon fuels for the direct operations (Scope 1).



SUSTAINABILITY REPORT

Energy Efficiency and Conservation Practices

Equipment Efficiency
Regular maintenance ensures chilled water systems operate cost-effectively.

Temperature Control
Natural airflow and ceiling fans minimise reliance on air conditioning.

Lighting Management
Motion sensors automatically switch off lights to save energy.

Preventive Maintenance of Systems
Clean filters and ducts regularly to improve airflow and reduce energy load.

Employee Awareness Programmes
Encourage staff to adopt energy-saving habits, such as unplugging chargers and switching off computers after hours.

Energy Efficiency and Conservation Practices

Equipment Efficiency
Regular maintenance ensures chilled water systems operate cost-effectively.

Energy Efficiency and Conservation Practices

Equipment Efficiency
Regular maintenance ensures chilled water systems operate cost-effectively.

Energy Efficiency and Conservation Practices

Encourage Carpooling or Shuttle Use
Reduce individual vehicle use by coordinating transport for site teams.

Promote Digital Documentation
Reduce paper printing and travel for approvals through digital platforms and e-signatures.

Monitor and Report Fuel Use
Simple tracking of generator and vehicle fuel consumption helps identify and cut wastage.

Energy Efficiency and Conservation Practices

Equipment Efficiency
Regular maintenance ensures chilled water systems operate cost-effectively.

Energy Efficiency and Conservation Practices

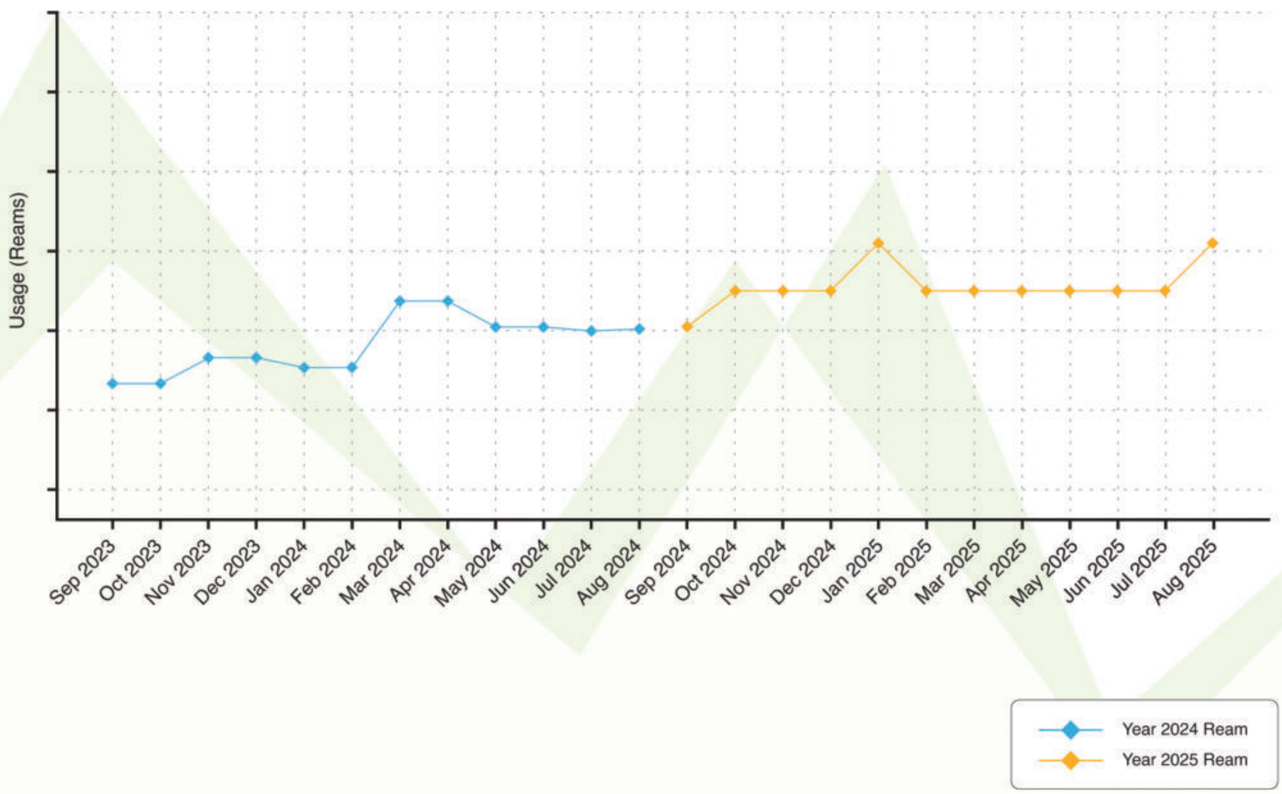
Equipment Efficiency
Regular maintenance ensures chilled water systems operate cost-effectively.

Monthly Paper Usage

TWL monitors usage of paper to minimize usage of paper as part of our effort to preserve the environment. In our ongoing effort TWL has established a monthly limit of 25 reams of A4 size paper.

However, in January and August 2025 , it was inevitable necessary to use 3 reams of A3 paper which resulted in an increase to 31 reams for each of those months (as 1 ream of A3 is equivalent to 2 reams of A4 paper).

Monthly Paper Usage



TWL adopt procedures fitted for their business operations to minimize waste generation at its source. Across the Group, paper waste reduction initiatives have been carried out, including the following practices:

Embrasing Paperless Documents

Advocate the use of digital documents to minimise paper usage.

Reducing Email Printouts

Discourage unnecessary printing of emails,

Double-Sided Printing

Promote double-sided printing and photocopying practices to reduce paper consumption, particularly for outgoing documentation, thereby supporting resource efficiency and environmental sustainability.

Precision In Printing

Print or photocopy only the exact number of copies needed.

Limited Paper Supply

implement a controlled paper supply policy across the organisation by setting a fixed allocation, encouraging mindful and efficient paper usage among all departments.

Paper Re-use

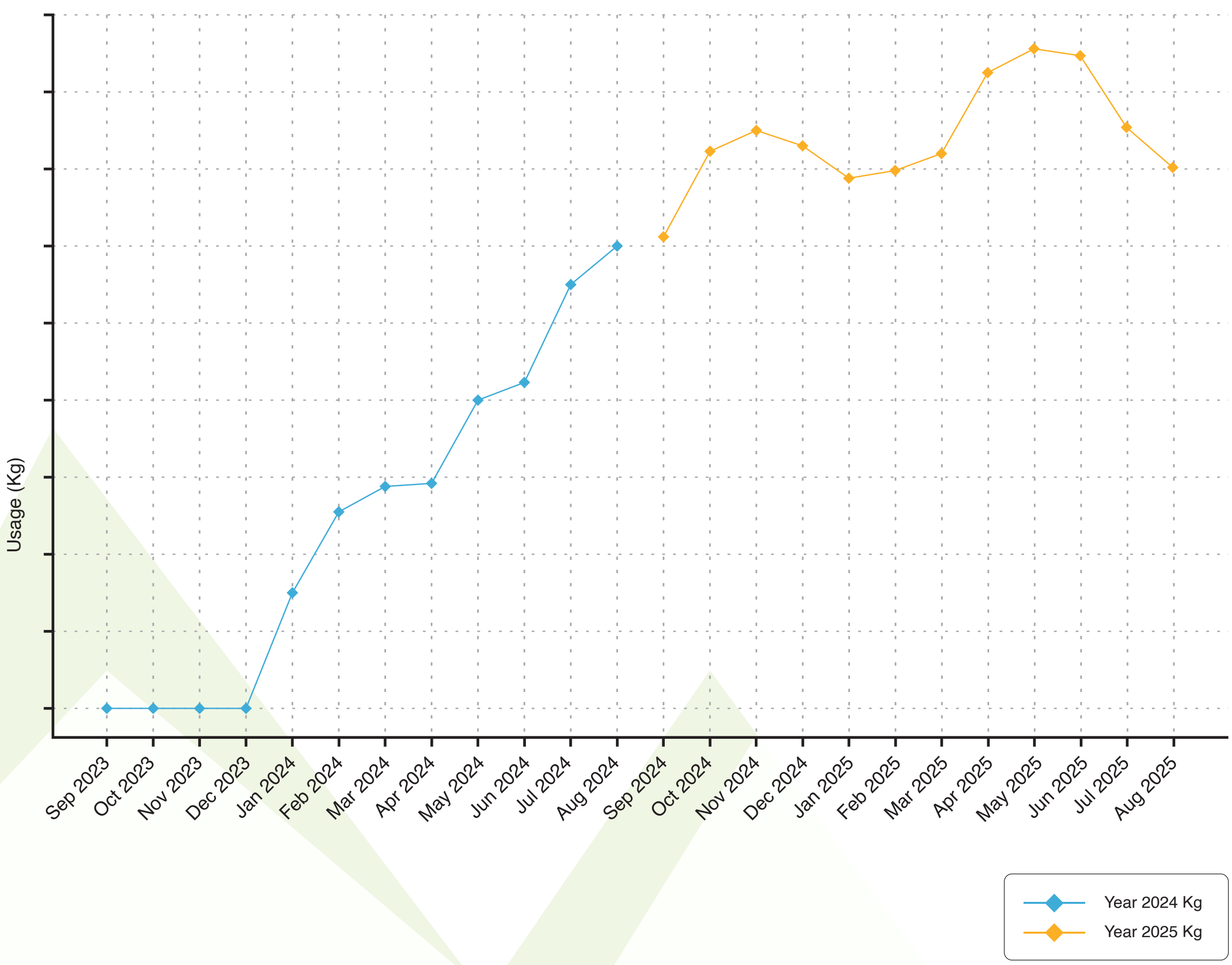
Promote the reuse of single-sided printed paper to optimise resource utilisation and minimise waste.

Monthly Schedule Waste (KG)

TWL collected data from all sites on the Schedule waste that was disposed during the reporting period as based line for future comparative analysis.

- There was a significant increase in reported data in the year 2025 compared to previous period ie 2023 to 2024. The increase in 2025 can be attributed at least in part, to the absence of recorded date from September 2023 to December 2023. This gap may skew the comparative analysis, making 2025 appear disproportionately high.
- In addition, as the project advances, it is expected that waste disposal will also rise. This trend is typical in projects that expand or scale operations, leading to increased waste generation.

Monthly Schedule Waste

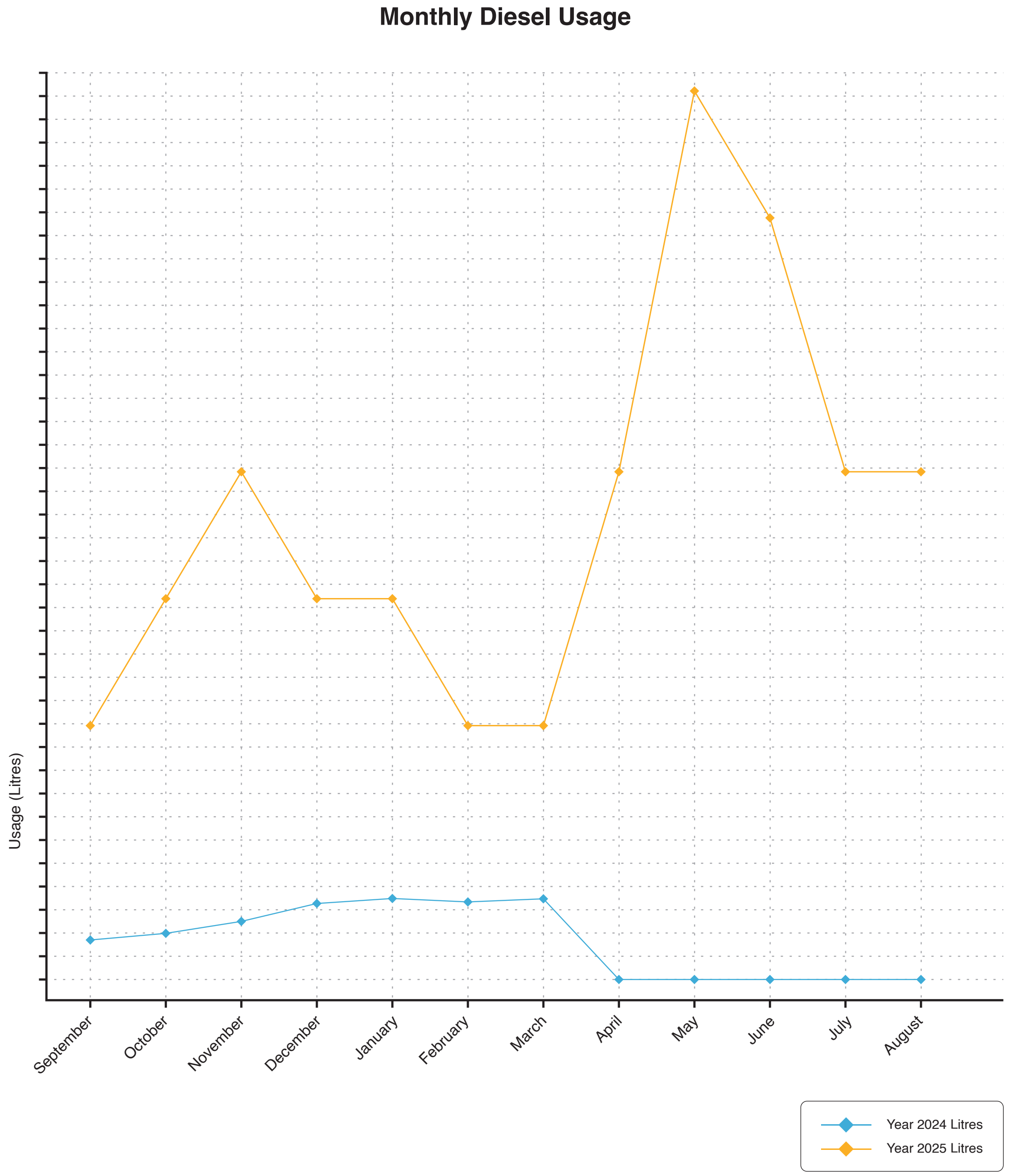


Monthly Diesel Usage (Litre)

TWL Collected data the Group on Diesel consumption during the reporting period as based line for future comparative analysis.

There was a significant increase in reported data in the year 2025 compared to previous period ie 2023 to 2024. The increase in 2025 can be attributed at least in part, to the increase in Tenaga line usage.

In addition, as the project advances, it is expected that usage of diesal will also rise taking into account increase usage of machineries at the sites.



SUSTAINABILITY REPORT

SOCIAL

Human Capital Development

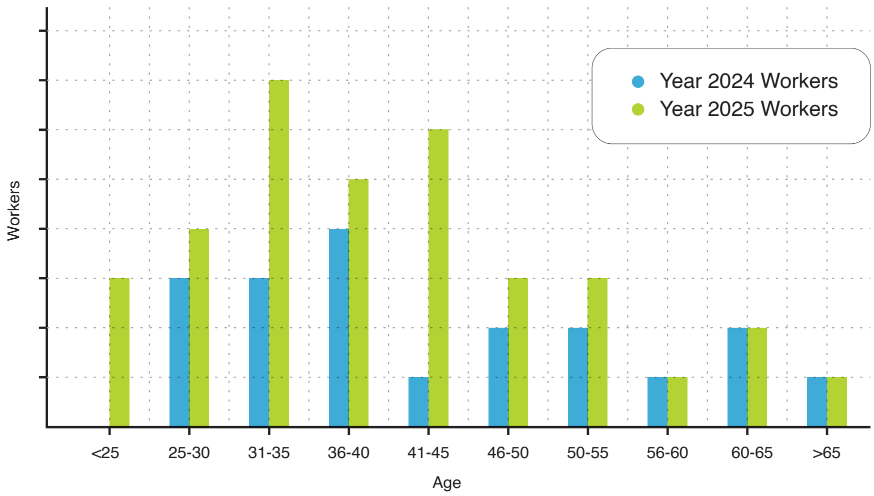
The Group to provide opportunities for employees at all levels to equip themselves with necessary knowledge, skills and attribute to be fully effective in their current jobs and to prepare them for future assignment in support of Company's future plans.

Workforce Growth and Age Diversity

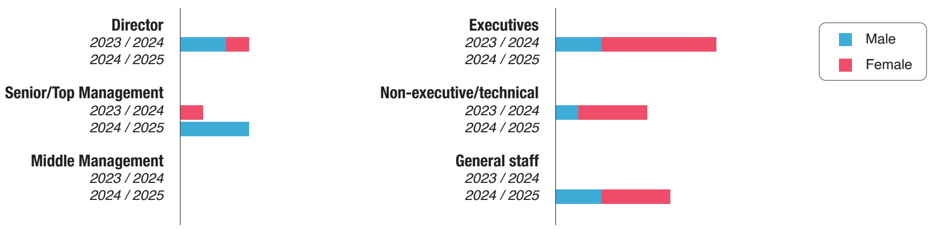
The Group recorded notable changes in workforce demographics between 2024 and 2025.

- In 2025, the Group saw notable growth across most age segments compared with 2024, reflecting a more balanced age distribution and the attraction of mid-career talent. Younger employees (<30 years old) also increased, supporting long-term succession planning.
- Overall, this balanced spread reflects the Group's commitment to sustainable workforce planning, combining fresh talent with seasoned expertise.

Staff Age Distribution 2024 vs 2025



In FY2025, our total workforce turnover is as below

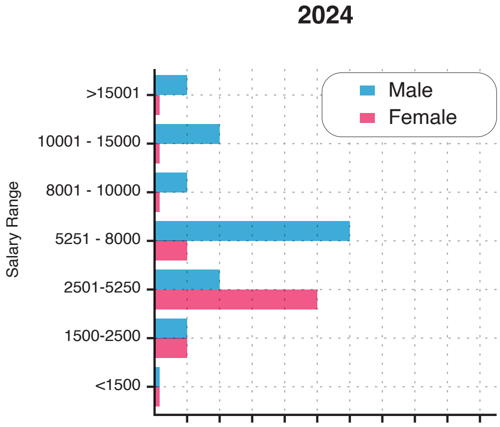


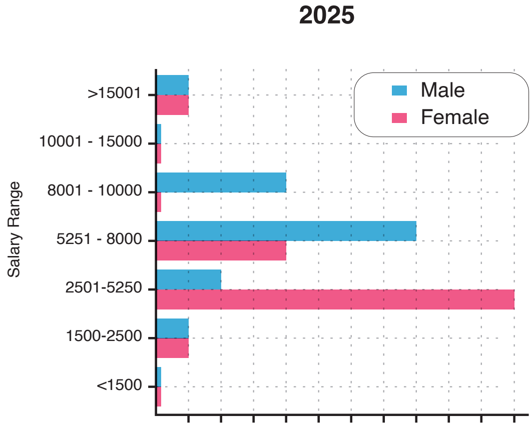
Gender and Salary Distribution

These patterns show gradual progress toward closing the gender gap in mid-level positions, though further efforts are needed to increase female representation at senior management levels.

The salary distribution shows improvements in diversity and inclusion, particularly at mid-level salary bands (RM 2,501 – RM 8,000), where female representation increased significantly in 2025 compared to 2024. Male representation remains higher at senior salary bands, but the Group recognises the importance of creating more pathways for women into leadership and senior roles.

Gender Distribution by Salary Band





Staff Turnover and New Appointments

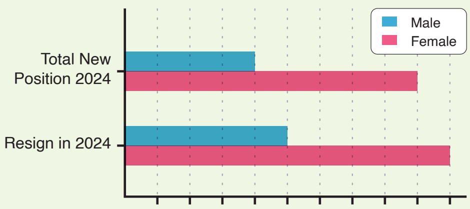
The Group successfully filled 13 new positions in both 2024 and 2025, but the gender distribution shifted positively:

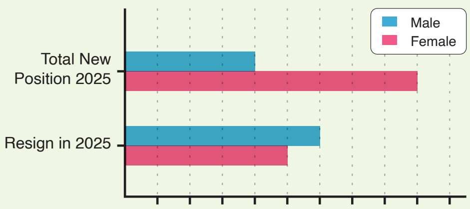
- 2024: 9 males, 4 females
- 2025: 4 males, 9 females

This transition demonstrates a deliberate organisational effort to enhance female participation in the workforce, creating greater gender balance.

Employee turnover analysis shows resignations decreased from 15 in 2024 to 11 in 2025, particularly among female employees, highlighting stronger staff retention. Recruitment efforts have also become more inclusive, with a higher share of new positions in 2025 being filled by female employees, reflecting TWL's commitment to gender balance.

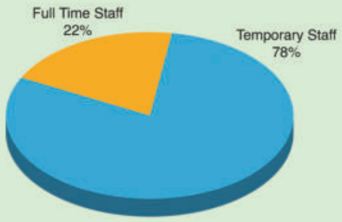
Staff Turnover & New Positions by Gender





The data presented in this section reflects only the full-time staff directly employed by TWL Holdings Berhad Group. It does not include workers at construction sites, as these site workers are outsourced to partnering companies.

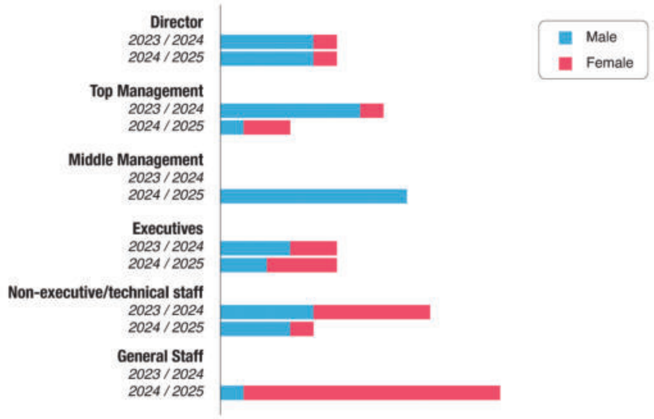
SUSTAINABILITY REPORT



Rationale for Outsourcing Site Workers

TWL Holdings Berhad's decision to outsource site workers is driven by several business and sustainability-related considerations:

1. Operational Flexibility and Workforce Efficiency
2. Shared Responsibility for Worker Welfare and Compliance
3. Focus on Core Sustainability Competencies



Commitment to Inclusion and Diversity

Overall, TWL Holdings Berhad demonstrates ongoing commitment to building an inclusive, diverse, and equitable workplace. The Group's employment policies and talent management strategy are designed to ensure fair opportunities across gender, age, and salary levels, while supporting sustainable business practices through a balance of direct employment and responsible outsourcing.

The Group continues to reinforce Inclusion & Diversity (I&D) principles through recruitment and retention strategies:

- Gender Equality: Actively increasing female hires, especially in mid-level positions, contributing to a more inclusive workplace.
- Age Inclusivity: Hiring across different age brackets, ensuring intergenerational collaboration and knowledge transfer.
- Fair Compensation: Maintaining transparency in salary distribution, with no representation in the lowest salary bracket (<RM1,500), showing a focus on providing livable wages.
- Retention Focus: The decline in overall resignations demonstrates that employee engagement and support initiatives are yielding positive results.

Commitment to Social Responsibility

TWL believes that giving back to society not only uplifts communities but also enriches lives. Guided by this philosophy, we focus on youth education and local support through donations, sponsorships, and partnerships with charitable organizations.

Supported Organizations and Beneficiaries

- Persatuan Keturunan Liew Negeri Sembilan
- The Chung Hwa Old Pupil's Association, Kuala Pilah
- Pertubuhan Pengikut Rumah Berhala Kuan Eng Meo
- Chung Hua High School Seremban
- Kechara Soup Kitchen Society
- Persatuan Hokkien Negeri Sembilan
- UTAR Education Foundation
- Pertubuhan Pemeliharaan Warisan Taman Riadah Cina & Gerbang Kenangan Residen Martin Lister Kuala Pilah Negeri Sembilan
- The Federation of Hokkien Associations of Malaysia

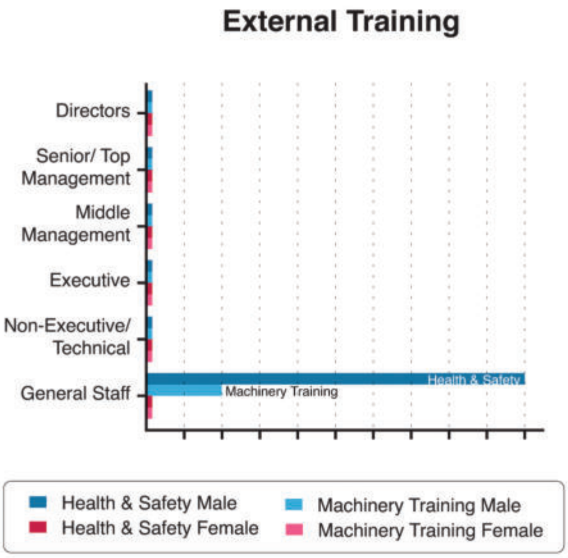
Training

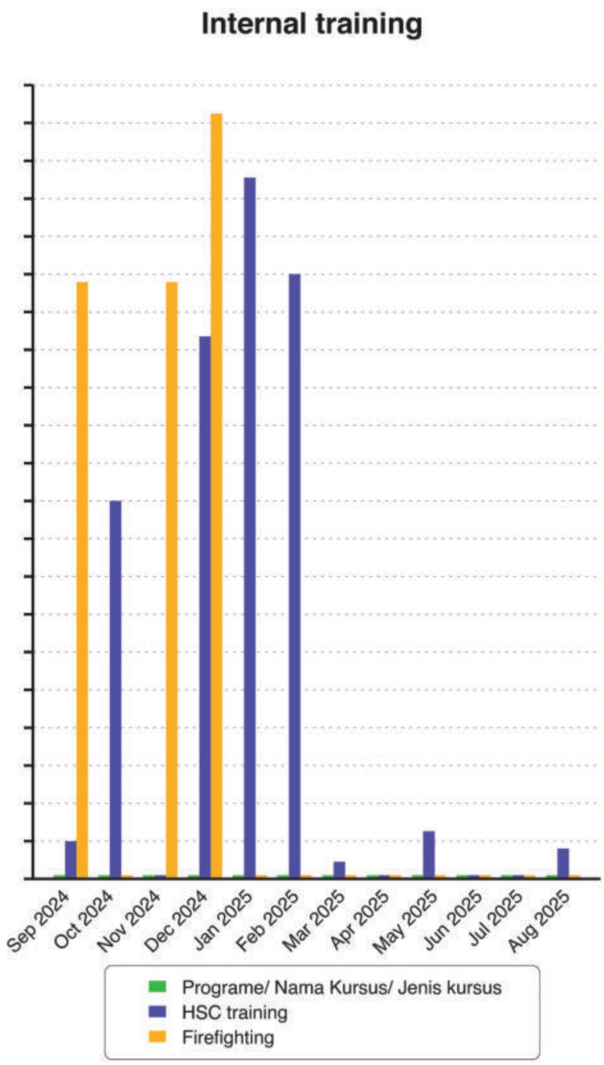
The Company's approach for this period is to effectively address training initiatives on increasing staff competencies in machinery handling, health and safety and firefighting between September 2024 and 2025 has developed structured approach format of workshops, practical demonstrations and On-the-Job training.

The training programmes during the year placed strong emphasis on health and safety to safeguard the welfare of workers. Despite these efforts, four accidents, including one fatal case, were recorded. The incident resulted in a temporary loss of production days. In response, the Company conducted additional and reinforcement training sessions to address identified gaps and strengthen safety awareness among employees. These initiatives form part of our ongoing commitment to achieving zero accidents and zero fatalities in future operations.

Qualified trainers have been engaged and budget allocated for the training initiatives to ensure the successful implementation of the training programs. Arrangement of the necessary resources, including training locations, equipment and materials are handled appropriately. Monitoring of participants attendance and engagement in each training session to ensure compliance and participation.

Investing in training initiatives will not only enhance staff competencies but also promote a culture of safety and preparedness within the organization. It is essential that these trainings are executed effectively, ensuring all general staff are fully equipped with the necessary skills to handle machinery safely and respond to health and safety emergencies.





SUSTAINABILITY REPORT

GOVERNANCE

TWL and its subsidiaries are committed to conducting business with integrity and in compliance with the Malaysian Anti-Corruption Commission Act 2009 (Act 694) and all applicable anti-bribery and corruption laws and regulations wherever it operates. Accordingly, we expect all our employees to share the same commitment in adopting high ethical business practices and to be guided accordingly.

1.0 Corporate Governance

TWL recognises that responsible and sustainable business practices are essential for long-term success and community well-being. By promoting transparency, accountability, and ethical conduct, strong governance helps reduce risks, protect stakeholder interests, and support continued growth. These principles build trust, strengthen environmental performance, and contribute to employment and local development.

The Board of Directors plays a central role in maintaining an accountable and transparent governance structure. Oversight is supported by committees responsible for audit, risk management, and sustainability to ensure effective internal control and responsible business operations. TWL is geared to integrate environmental, social, and governance (ESG) considerations into its risk management approach to ensure all business decisions align with sustainable growth objectives.

2.0 Anti-Corruption

TWL is committed to fostering a workplace culture built on ethics, integrity, and transparency. The Board oversees anti-bribery and anti-corruption initiatives to ensure all reports of misconduct are addressed fairly and in accordance with company policy.

To prevent corruption risks, TWL has established clear policies and procedures, including due diligence checks, tender controls, and background verification. The company also monitors potential red flags, such as unusual payment requests or conflicts of interest, to safeguard integrity across its operations. 100% of operations were assessed for corruption risk and mitigation were imposed by maintaining a **zero-tolerance policy** towards all forms of bribery and corruption. All employees, suppliers, and partners are expected to uphold this standard. Breaches of these principles may result in disciplinary action or contract termination.

Regular awareness sessions are conducted for employees and business associates to strengthen understanding of ethical conduct and responsible practices. TWL also includes anti-corruption clauses in supplier and contractor agreements to ensure full compliance and accountability.

Throughout FY2024/2025, there were **no recorded incidents** of bribery, corruption, or policy violations within the Group. TWL continues to uphold its target of **zero tolerance for unethical behaviour**, reinforcing its reputation as a transparent and trustworthy organisation.

Additionally, TWL prohibits employees and business partners from making political donations or contributions on behalf of the company without prior Board approval. This ensures compliance with all legal requirements and prevents any conflict of interest.

3.0 Policies and Compliance

TWL places high importance on compliance with all applicable laws and regulations. Adhering to these requirements safeguards the organisation against operational and reputational risks while ensuring responsible and ethical conduct.
Any report of non-compliance is investigated thoroughly and documented from submission through resolution. Regular internal reviews are conducted to strengthen existing procedures and promote continuous improvement in business operations. TWL strives to achieve **zero non-compliance** with regulatory and statutory obligations each year.

4.0

Confidentiality & Intellectual Property

TWL is firmly committed to upholding the highest standards of **confidentiality and intellectual property (IP) protection** across all its operations. The company recognises that safeguarding information and creative assets is essential to maintaining stakeholder trust and sustaining long-term business value.

All **personal data** collected from employees, clients, and business partners are handled responsibly and in compliance with relevant data protection laws. TWL ensures that such data are only used for legitimate business purposes, securely stored, and accessible solely to authorised personnel.

TWL also places strong emphasis on the protection of its **intellectual property rights**. All project designs, architectural plans, and development concepts are the **original creations of TWL**, developed through internal expertise and innovation. The company declares that these materials are **not copied, reproduced, or adapted** from any external sources.
To preserve the integrity of its creative and technical assets, TWL enforces strict policies prohibiting the unauthorised use, disclosure, or duplication of proprietary information. All employees, consultants, and partners are required to respect both TWL's and third parties' intellectual property rights. Any breach of these obligations may result in disciplinary or legal action.

5.0

Environmental and Social Compliance

TWL remains committed to minimising the environmental and social impact of its developments. Environmental and social assessments are conducted for major projects to identify potential risks and determine appropriate mitigation measures. These include areas such as water and air quality, flood prevention, erosion control, biodiversity protection, and community engagement.

Findings from these assessments enable TWL to make informed decisions that balance development needs with environmental protection and social responsibility. By continuously monitoring environmental quality and engaging stakeholders, TWL ensures compliance, reduces ecological risks, and fosters positive relationships with surrounding communities.

6.0

Supply Chain Management

TWL upholds a **responsible and sustainable supply chain management framework** that prioritises transparency, efficiency, and positive environmental impact. In line with our commitment to national development, **first priority is given to products made in Malaysia**, supporting local industries, reducing transportation-related emissions, and strengthening domestic economic growth.

Sourcing locally enables TWL to **lower logistics costs**, improve delivery efficiency, and minimise the carbon footprint associated with long-distance transport. This approach reflects the **principles of the circular economy**, promoting resource efficiency, reuse, and waste reduction across our operations.

However, TWL also recognises that **certain specialised products or technologies** not produced in Malaysia may offer unique value or significant contributions to our **ESG objectives**. In such cases, these products are carefully evaluated and considered for procurement when they demonstrate clear benefits in enhancing sustainability performance, such as improved energy efficiency, reduced environmental impact, or innovative green design features.

Through this balanced approach, TWL ensures that its supply chain decisions align with both **national economic priorities** and **global sustainability standards**, delivering long-term value for the company, its stakeholders, and the environment.

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Directors are required by the Companies Act, 2016 to prepare financial statements for each financial year which has been made in accordance with applicable financial reporting standards and applicable approved accounting standards in Malaysia. The Directors take responsibility in ensuring the financial statements to give a true and fair view of the state of affairs of the Group and of the Company as at the end of the financial year and of the results and cash flow of the Group and of the Company for the financial year then ended.

In preparing the financial statements for the financial year ended 30 June 2025, the Directors have:

- Adopted the suitable and appropriate accounting policies and applied them consistently;
- Made reasonable and prudent judgements and estimates;
- Ensured strict adherence of all applicable accounting standards, subject to any material departures disclosed and explained in the financial statement; and
- Prepared financial statements on the going concern basis as the Directors have a reasonable expectation, having made enquiries that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future.

The Directors of TWL have the general responsibility for taking reasonable steps to safeguard the assets of the Group and of the Company; and to prevent and detect frauds and other irregularities.

STATEMENT OF CORPORATE GOVERNANCE

The Board of Directors ("**Board**") of TWL Holdings Berhad ("**TWL**" or "**the Company**") recognises the importance of corporate governance towards promoting business prosperity and corporate accountability to protect and enhance shareholders' value as well as the interest of the Company.

The Board is fully committed in upholding the principles of corporate governance which are practiced throughout the Company and its subsidiaries (**the** "**Group**") with the ultimate objective to protect and enhance shareholders' value, achieving financial sustainability and corporate accountability.

In its application of pertinent governance practices, the Board has taken into consideration the enumerations of the Malaysian Code on Corporate Governance ("**MCCG**" or "**Code**") and the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa**") wherever applicable in the best interest of the shareholders of the Group for the financial year ended 30 June 2025 ("**FYE 2025**").

The Board is pleased to provide an overview of the corporate governance ("**CG**") practices, which made reference to the following three (3) key CG principles as set out in the MCCG throughout the FYE 2025: -

(a) Principle A : Board Leadership and Effectiveness;
(b) Principle B : Effective Audit and Risk Management; and
(c) Principle C : Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

This CG overview statement, approved by the Board, shall be read together with the CG Report 2025 ("**CG Report**") of the Company which is available on the website of Bursa at www.bursamalaysia.com.

The said CG Report will provide the details on how the Company has applied each Practice, any departures thereof and the alternative measures being in place within the Company during the FYE 2025. The Board is satisfied that the Company has substantially complied with the MCCG throughout the FYE 2025 save for the exceptions which are fully described in the CG Report.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

INTENDED OUTCOME 1: EVERY COMPANY IS HEADED BY A BOARD, WHICH ASSUMES RESPONSIBILITY FOR THE COMPANY'S LEADERSHIP AND IS COLLECTIVELY RESPONSIBLE FOR MEETING THE OBJECTIVES AND GOALS OF THE COMPANY

The Board has overall responsibility for the proper conduct of the Group's business. This includes setting the goals and strategic directions, establishing goals for management and monitoring the achievement of these goals, overseeing the process of evaluating the adequacy and effectiveness of internal controls, identifying principles risks and ensuring the implementations of appropriate systems to manage these risks.

The Board plays a key and active role in the formulation and development of the Group's policies and strategies and is responsible for oversight and overall management of the Group. The Board has undertaken the following principal roles and responsibilities in discharging its fiduciary duties and responsibilities:-

(a) Reviewing and adopting the strategic plans for the Group. The Board deliberates all materials relating to the strategic plan with management. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan;
(b) Reviewing the Group's financial performance and position on a quarterly basis;
(c) Identifying principal risks and ensuring the implementation of appropriate internal control systems to manage the identified risks;
(d) Reviewing succession planning including appointments, determination of compensation levels and replacement of senior management staff;
(e) Reviewing other significant matters that may have a material impact on the Group; and
(f) Reviewing the adequacy and integrity of management information and internal control system of the Group. The Board of Directors has also established various Board Committees to assist and complement the Board in the execution of its responsibilities. Each Board Committee operates within its terms of reference, which clearly define its functions and authority, and the Board receives reports of their proceedings and deliberations with their recommendations. The ultimate responsibility for decision making lies with the Board.

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

The Board has formally adopted a Board Charter to ensure that all the Board members are aware of their responsibilities as Board members, the various legislation and regulations including the Code of Conduct & Ethics for Company's Directors issued by Companies Commission of Malaysia ("**CCM**") and that the practices of good Corporate Governance are applied in all dealings by Board members individually and/ or collectively on behalf of the Group.

To ensure the effective discharge of its function and responsibilities, the Board has delegated specific responsibilities to the following committee: -

(a) Audit Committee;
(b) Nomination Committee;
(c) Remuneration Committee; and
(d) Employee Share Option Scheme ("ESOS") Committee.

The Board has also delegated the daily management of the Group's affairs to the Executive Chairman and Managing Director ("MD"). The Executive Chairman, MD, and Management meet regularly to review and monitor the performance of the Group's operations. Independent Non-Executive directors are not involved in the daily management of the Group but contribute their own particular expertise and experience in the development of the Group's overall business strategy.

The Board meets at least once every financial quarter with urgent and important matters resolved by way of circular resolutions and convening of additional meetings as and when the need arises. All proceedings of the Board and Committee meetings are recorded and the minutes thereof signed by the Chairman of the respective meetings. During the FYE 2025, five (5) meetings were held and the attendances of the Directors at Board Meeting as follows:-

	No. of Meetings Attended
Dato' Tan Wei Lian	5/5 meetings
Tan Lee Chin	5/5 meetings
Chua Eng Chin (resigned on 10.03.2025)	3/5 meetings
S Nagaraju a/l Sinniah	5/5 meetings
Rithauddin Hussein Jamalatiff bin Jamaluddin	5/5 meetings
Leonard Lim Weng Leong (appointed on 11.06.2025)	0/5 meetings

The Board is led by the Executive Chairman, Dato' Tan Wei Lian while the MD, Ms. Tan Lee Chin, has taken the role at the same par as a Chief Executive Officer. The MD holds the primary executive responsibility for the Group's business performance and to manage the Group in accordance with the strategies and policies approved by the Board. The MD focus on the business and leads the Senior Management of the Company in making and implementing the day- to-day decisions on the business operations, managing resources and risks in pursuing the corporate objectives of the Group. The distinct and separate roles between the Chairman and the MD with clear division of responsibilities have ensured the balance of the power and authority and that no one has unfettered control of the Board.

The Board is supported by the Company Secretaries, who are members of the professional body namely, the Malaysian Institute of Chartered Secretaries and Administrators and they are also qualified under the Companies Act 2016 who can provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices. The Board has unlimited access to the advice and services of the Company Secretary to enable them to discharge their duties effectively. The Company Secretaries play an important role in facilitating the overall compliance with the Companies Act 2016, Main Market Listing Requirements of Bursa and other relevant laws and regulations. The Company Secretaries also assist the Board and Board Committees to function effectively.

In order to advice and guide the Board effectively, the Company Secretaries have also been continuously attending the necessary training programmes, conferences, seminars and/or forums so as to keep themselves abreast with the current regulatory, changes in laws and regulatory requirements that are relevant to their profession and enabling them to provide the necessary advisory role to the Board.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

The directors are provided with agenda together with the Board papers on issues to be discussed prior to the Board meetings. A record of the Board's deliberation of issues discussed and conclusion reached are recorded in the minutes of the meeting by the company secretary. After the meeting, the minutes are circulated to the Board and Board Committee members in a timely manner. The Board, whether as a full Board or in their individual capacity, has the right to engage independent professional advice, if necessary, at the Group's expense, in furtherance to their duties.

INTENDED OUTCOME 2: THERE IS A DEMARCATION OF RESPONSIBILITY BETWEEN THE BOARD, BOARD COMMITEES AND MANAGEMENT. THERE IS CLARITY IN THE AUTHORITY OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board has adopted a Board Charter to promote the standards of corporate governance and clarifies, amongst others, the roles and responsibilities of the Board. The Board Charter is subject to review by the Board periodically to ensure that it remains consistent with the Board's roles and responsibilities as well as the prevailing legislation and practices.

The Board Charter is published on the Company's website at https://twlholdings.com.my. In short, the Board Charter includes the following:-

a) Composition of The Board
b) Role of The Board
c) Role of The Chairman
d) Role of The Managing Director
e) Board Committees
f) Board Meeting Processes/Procedure
g) The Board's Relationship with Shareholders and Stakeholders
h) Directors' External Commitments and Conflict of Interest

INTENDED OUTCOME 3: THE BOARD IS COMMITTED TO PROMOTING GOOD BUSINESS CONDUCT AND MAINTAINING A HEALTHY CORPORATE CULTURE THAT ENGENDERS INTEGRITY, TRANSPARENCY AND FAIRNESS

The Board has adopted a Code of Conduct and Ethics for Directors ("the Code") which is incorporated in the Board Charter and published on the Company's website. The Code was formulated to enhance the standard of corporate governance and to promote ethical conduct of the Directors.

The Board continues to observe the Code for Company Directors issued by CCM. The Code sets out the standard of conduct and ethical behavior for the Board, based on the principles of sincerity, integrity, responsibility and corporate social responsibility.

Apart from the Code of Conduct and Ethics for Directors, the Company is working on a code of conduct for the management and employees, which focus on the Group's policy on anti-corruption and the Group's policy and procedures on whistle-blowing in order to reflect the recent amendments made to the relevant laws.

The Code of Ethics aimed to provide the management and employees with certain rules and standards to be followed in their connections with customers, suppliers and other related parties of the Company's business. The Company strictly prohibits any suspicious or illegal intelligence gathering, in order to protect the Company's reputation and employees are prohibited from the occurrence of any unethical behavior.

All Directors, Management and employees are committed to comply with high ethical standards and observe the highest standards of integrity and behaviour in all activities conducted by the Company and the Group, including the interaction with its shareholders, employees, creditors, customers and within the community and environment in which the Company and the Group operate.

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

INTENDED OUTCOME 4: BOARD DECISIONS ARE MADE OBJECTIVELY IN THE BEST INTERESTS OF THE COMPANY, TAKING INTO ACCOUNT DIVERSE PERSPECTIVES AND INSIGHTS

The Board composition of the Company represents a mix of knowledge, skills, and expertise which assist the Board in effectively discharging its stewardship and responsibilities. The current Board recently comprises of five (5) Directors, out of which, one (1) Executive Chairman, one (1) Managing Director, and three (3) other Independent Non-Executive Directors. The Company has complied with the requirements of at least one third (1/3) of its members are independent as stated in Paragraph 15.02(1) of Main LR of Bursa. There is no individual Director or group of Directors who dominates the Boards decision making.

The Board is of the view that the significant composition of Independent Non-Executive Directors, coupled with the adoption of Board Charter, all provide for the relevant check and balance to ensure no individual has unfettered powers in making Board's decision.

The Board regarded current Board composition to be effective in decision making at Board level where deliberation is still being upheld with the presence of the three (3) Independent Non-Executive Directors. The presence of the three (3) Independent Non-Executive Directors also able to provide an unfettered and unbiased independent judgment to promote good corporate governance in their roles as Independent Directors. The view and deliberations of these Independent Directors usually aligned to safeguard public interest and to bring independence and objectivity to the Board's deliberations.

The wide mix of different skill sets and professional diversity of the members provides an atmosphere where deliberations draw a wide range of viewpoints which are at times challenged before a decision is arrived at. The Board acknowledges that a well-balanced board will benefit the organization in promptly appraising matters and to competently arrive at decisions which will enhance the performance of the Group.

Directors are encouraged to participate in seminars, conferences and relevant training programmes to keep themselves abreast with regulatory updates and developments in the business environment and financial sector in order to comply with Paragraph 15.08 of Main LR of Bursa Securities. All the Directors have successfully completed the Mandatory Accreditation Programme prescribed by Bursa Securities.

During the financial period under review, the Directors attended the following training, briefing and workshop programmes:-

Directors	Seminars/Briefing/Workshop attended
Dato' Tan Wei Lian	1) Overview of Directors' Duties
Tan Lee Chin	1) Overview of Directors' Duties 2) Green Financing Funding Green Projects through the Islamic Capital Market 3) Roads to leadership. Practical Strategies for Building a Diverse and Equitable Workplace
Chua Eng Chin	1) Anti Money Laundering – Risk & Vulnerabilities in Capital Markets
S Nagaraju A/L Sinniah	1) Overview of Directors' Duties
Rithauddin Hussein Jamalatiff	1) Overview of Directors' Duties 2) Leading for Impact (LIP)
Leonard Lim Weng Leong	1) Overview of Directors' Duties

The Directors will continue to attend relevant trainings and education programmes in order to keep themselves abreast of the latest development in the economy, industry and technology and discharge their duties and responsibilities more effectively.

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

The Board is mindful of the recommendation of the Code, which limits the tenure of Independent Directors to nine (9) years of service, and such recommendation is also reflected in the Company's Board Charter. However, the Board may, in appropriate cases and subject to the assessment of the Nomination Committee on an annual basis, retain an Independent Director who has served a consecutive or cumulative term of nine (9) years to continue to serve as an Independent Director, subject to shareholders' approval.

The Board would like to conclude that none of the Independent Directors in the Company has exceeded a cumulative term limit of nine (9) years.

The Appointment of board and senior management in the Company are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender. The appointment of a new Director is a matter for consideration and decision by all members of the Board upon appropriate recommendation from the Nomination Committee. In identifying candidates for the appointment of directors, the Nomination Committee may receive suggestion from existing Board Members, Management, and major shareholder. The Committee is also open to referrals from external sources available, such as industry and professional association as well as independent search firms.

The Board values the contributions and insights that women can bring to the Board and the Group and will strive to maintain the female composition of the Board. As of the reporting period, the Board has one (1) female director representing 20% of the Board. The Company continues to work towards enhancing gender diversity in accordance with Practice 5.9 & 5.10 of the MCCG.

INTENDED OUTCOME 5: STAKEHOLDERS ARE ABLE TO FORM AN OPINION ON THE OVERALL EFFECTIVENESS OF THE BOARD AND INDIVIDUAL DIRECTORS

Nomination Committee

The Nomination Committee is principally responsible for recommending appropriate appointments to the Board, taking into consideration the Board structure, size, composition and the required mix of expertise and experience which the Directors should bring to the Board.

The Nomination Committee comprises of three (3) Independent Non-Executive Directors. The members of the Nomination Committee are as follows:-

Chairman	:	**S Nagaraju a/l Sinniah** *(Independent Non-Executive Director)*
Members	:	**Leonard Lim Weng Leong** *(Independent Non-Executive Director)*
		Rithauddin Hussein Jamalatiff bin Jamaluddin *(Independent Non-Executive Director)*

As per Practice 5.8 of the MCCG, the Nomination Committee is chaired by an Independent Director.

The Board has stipulated specific terms of reference for the Nomination Committee, which covers, inter- alia, the salient functions as below:-

- To consider and recommend to the Board candidate for directorship and Board Committee Membership;
- To facilitate an annual assessment of the required mix of skill and experience of the Board, Board Committees and individuals Directors;
- To recommend the appropriate Board Balance and its size that including non-executive participation; and
- To review the term of office and performance of the AC and its members.

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

The Nomination Committee met once during the financial year ended 30 June 2025 to review the effectiveness of the Board, its Committees and the contribution of each individual Director, including the required mix of skills, independence, diversity and core competencies necessary for the Board to discharge its duties effectively. The criterion for Director's evaluation covers areas such as contributions to interaction, roles and responsibilities and quality of input to enhance the Board's effectiveness. For Board and Board Committee assessment, the criteria include board structure and operations, their roles and responsibilities, succession planning and board governance.

During the financial year ended 30 June 2025, the main activities carried by the Nomination Committee include the following:-

a. Assessed the performance of the Board, Board Committees and individual Director; and
b. Reviewed the re-election of Directors at the Annual General Meeting.

INTENDED OUTCOME 6: THE LEVEL AND COMPOSITION OF REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT TAKE INTO ACCOUNT THE COMPANY'S DESIRE TO ATTRACT AND RETAIN THE RIGHT TALENT IN THE BOARD AND SENIOR MANAGEMENT TO DRIVE THE COMPANY'S LONG-TERM OBJECTIVES

Remuneration Committee

The Remuneration Committee is responsible for evaluating, deliberating and recommending to the Board the compensation and benefits that are fairly guided by market norms and industry practices. The Remuneration Committee comprises of three (3) Directors as follows:-

Chairman : **S Nagaraju a/l Sinniah**
(Independent Non-Executive Director)

Members : **Leonard Lim Weng Leong**
(Independent Non-Executive Director)

Rithauddin Hussein Jamalatiff bin Jamaluddin
(Independent Non-Executive Director)

The Board believes that Remuneration Committee fairly supports the Directors' responsibilities and fiduciary duties in steering and growing the Group to achieve its long-term goals and to enhance its shareholder value.

The Remuneration Committee is also responsible for evaluating the Executive Directors' remuneration which is linked to the performance of the Executive Director and performance of the Group. Individual Directors do not participate in the decisions regarding his or her individual remuneration.

INTENDED OUTCOME 7: STAKEHOLDERS ARE ABLE TO ASSESS WHETHER THE REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT IS COMMENSURATE WITH THEIR INDIVIDUAL PERFORMANCE, TAKING INTO CONSIDERATION THE COMPANY'S PERFORMANCE

The remuneration of the key Senior Management of the Company disclosed below is on an aggregate basis as the Board is of the view that it is not in the best interest to disclose the Senior Management's various remunerations on name basis due to the confidentiality and sensitivity concerns. Details of Directors' remuneration paid or payable to all Directors of the Company and the Group and categorized into appropriate components for FYE 2025 are as follows:

	Salary, Fee & Allowance (RM)	Other Emoluments (RM)	Bonus (RM)	Benefit in kind (RM)	Total (RM)
Company					
Executive Directors					
Dato Tan Wei Lian	–	–	–	–	–

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

The remuneration of the key Senior Management of the Company disclosed below is on an aggregate basis as the Board is of the view that it is not in the best interest to disclose the Senior Management's various remunerations on name basis due to the confidentiality and sensitivity concerns. Details of Directors' remuneration paid or payable to all Directors of the Company and the Group and categorized into appropriate components for FYE 2025 are as follows: (Cont'd)

	Salary, Fee & Allowance (RM)	Other Emoluments (RM)	Bonus (RM)	Benefit in kind (RM)	Total (RM)
Company (Cont'd)					
Executive Directors					
Tan Lee Chin	–	–	–	–	–
Datin Sek Chian Nee (Resigned on 28.8.2024)	–	–	–	–	–
Independent Directors					
Leonard Lim Weng Leong	–	–	–	–	–
Rithauddin Hussien Jamalatiff Bin Jamaluddin	12,000	–	–	–	12,000
S. Nagaraju A/L Sinniah	–	–	–	–	–

The remuneration of the key Senior Management of the Company disclosed below is on an aggregate basis as the Board is of the view that it is not in the best interest to disclose the Senior Management's various remunerations on name basis due to the confidentiality and sensitivity concerns. Details of Directors' remuneration paid or payable to all Directors of the Company and the Group and categorized into appropriate components for FYE 2025 are as follows:

	Salary, Fee & Allowance (RM)	Other Emoluments (RM)	Bonus (RM)	Benefit in kind (RM)	Total (RM)
Group					
Executive Directors					
Dato Tan Wei Lian	840,000	–	–	–	840,000
Tan Lee Chin	405,600	–	–	–	405,600
Datin Sek Chian Nee (Resigned on 28.8.2024)	280,000	–	–	–	280,000
Independent Directors					
Leonard Lim Weng Leong	–	–	–	–	–
Rithauddin Hussien Jamalatiff Bin Jamaluddin	12,000	–	–	–	12,000
S. Nagaraju A/L Sinniah	–	–	–	–	–

	Salary, Fee & Allowance (RM)	Other Emoluments (RM)	Bonus (RM)	Benefit in kind (RM)	Total (RM)
Other key management Personnel					
Salaries, wages and others	695,671	–	–	–	695,671
Defined contribution plan	–	76,162	–	–	76,162

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

INTENDED OUTCOME 8: THERE IS AN EFFECTIVE AND INDEPENDENT AUDIT COMMITTEE. THE BOARD IS ABLE TO OBJECTIVELY REVIEW THE AUDIT COMMITTEE'S FINDINGS AND RECOMMENDATIONS. THE COMPANY'S FINANCIAL STATEMENT IS A RELIABLE SOURCE OF INFORMATION

Audit Committee

The Audit Committee ("AC") of the Company comprises three (3) members all of whom Independent Non-Executive Director. The Audit Committee is chaired by Mr. S.Nagaraju A/L Sinniah, the Independent Non-Executive Director of the Company.

The Audit Committee held five (5) meetings during the financial year ended 30 June 2025. The members of the Audit Committee and their attendance are as follows:

(i)	S.Nagaraju A/L Sinniah (Chairman/Independent Non-Executive Director)	5 of 5 meetings
(ii)	Rithauddin Hussein Jamalatiff bin Jamaluddin (Independent Non-Executive Director)	5 of 5 Meetings
(iii)	Leonard Lim Weng Leong (Independent Non-Executive Director)(Appointed on 11.06.2025)	0 of 5 Meetings
(iv)	Chua Eng Chin (Non-Independent Non-Executive Director)(Resigned on 10.03.2025)	3 of 5 Meetings

The Chairman of the AC is appointed by the Board and is not the Chairman of the Board. The members of the AC possess a mix of skill, knowledge and appropriate level of expertise and experience to enable them to discharge their duties and responsibilities.

The AC members are literate in financials and are able to understand, analyse and challenge matters under the preview of the AC including the financial reporting process. One of the Audit Committee Members, Mr. Leonard Lim Weng Leong is a registered member of the Institute of Internal Auditors of Mslaysia and registered Fellow Member of the Institute of Financial Accountants (a member of the IPA Group).

The Board is assisted by the AC to oversee the Group's and Company's financial reporting process and the quality of financial reporting and ensuring that the financial statements comply with the provisions of the Companies Act 2016 and the applicable Malaysian Financial Reporting Standards and International Financial Reporting Standards in Malaysia. The AC reviews the annual financial statements and quarterly financial results before they are submitted to the Board for approval.

In presenting the annual audited financial statements to the shareholders, the Board takes responsibility to present a balanced and meaningful assessment of the Group's financial performance and prospects and ensure that the financial statements reviewed and recommended by the AC for Board's approval are prepared in accordance with the provisions of the Companies Act 2016, the applicable Malaysian Financial Reporting Standards and International Financial Reporting Standards so as to present a true and fair view of the financial position, financial performance and cash flows of the Group and Company.

Besides overseeing the Group's accounting and financial reporting process, the AC is also responsible to assist the Board to review the nature, scope and results of the external audit, its cost effectiveness and the independence and objectivity of the external auditors, to oversee and monitor the Group internal audit functions, reviews any related party transactions, oversees recurrent related party transactions, risk management activities and other activities such as governance matters. A full AC Report detailing its composition and a summary of activities during the FYE 2025 is set out in pages 69 to 71 of this Annual Report.

The performance of the AC is reviewed annually by the Nomination Committee. The evaluation covered aspects such as the members' financial literacy levels, its quality and composition, skills and competencies and the conduct and administration of the AC meetings.

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

The Board via the AC has always maintained a cordial and transparent relationship with its auditors in seeking their professional advice towards ensuring compliance with the relevant accounting standards. The AC will continue to review and monitor the suitability and independence of the External Auditors. The External Auditors had confirmed that they were, and had been, independent throughout the conduct of the audit engagement in accordance with the terms of the relevant professional and regulatory requirements. During the financial year ended 30 June 2025, the independent and non independent Directors held a dialogue session with the external auditors to discuss issues of concern to the external auditors.

Besides that, the external auditors are invited to attend AC meetings to discuss their audit plan, audit findings and the Company's financial statements. In addition, the external auditors are invited to attend the Company's Annual General Meeting ("AGM") and are available to respond to shareholders' queries.

BOARD'S STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTENDED OUTCOME 9: COMPANIES MAKE INFORMED DECISIONS ABOUT THE LEVEL OF RISK THEY WANT TO TAKE AND IMPLEMENT NECESSARY CONTROLS TO PURSUE THEIR OBJECTIVES. THE BOARD IS PROVIDED WITH REASONABLE ASSURANCE THAT ADVERSE IMPACT ARISING FROM A FORESEEABLE FUTURE EVENT OR SITUATION ON THE COMPANY'S OBJECTIVES IS MITIGATED AND MANAGED.

AND

INTENDED OUTCOME 10: COMPANIES HAVE AN EFFECTIVE GOVERNANCE, RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK AND STAKEHOLDERS ARE ABLE TO ASSESS THE EFFECTIVENESS OF SUCH A FRAMEWORK

Risk Management Committee

The Risk Management Committee ("RMC") of the Company comprises three (3) members. The RMC is chaired by Mr. S Nagaraju a/l Sinniah, the Independent Non-Executive Director of the Company.

The members of the RMC as of the date of this Report are as follows:

Name	Designation	Status Of Directorship
S Nagaraju A/L Sinniah	Chairman	Independent Non-Executive Director
Tan Lee Chin	Member	Managing Director
Chua Eng Chin (resigned on 10.03.2025)	Member	Non-Independent Non-Executive Director
Rithauddin Hussein Jamalatiff bin Jamaluddin	Member	Independent Non-Executive Director

The Chairman of the RMC is appointed by the Board and is not the Chairman of the Board. The members of the RMC possess a mix of skill, knowledge and appropriate level of expertise and experience to enable them to discharge their duties and responsibilities.

The RMC was established to act as a committee of the Board of Directors ("Board") with the primary objective of assisting the Board in fulfilling its fiduciary duties in relation to:

- assessing the internal control and risk management processes in relation to the risk and control environment.; and
- overseeing the Group's risk management framework and policies and its implementation.

The RMC was established to act as a committee of the Board of Directors ("Board") with the primary objective of assisting the Board in fulfilling its fiduciary duties in relation to:

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

BOARD'S STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

Risk Management Committee (Cont'd)

The Board is pleased to provide the following statement on Risk Management and Internal Control of the Company pursuant to Para 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Statement on Risk Management and Internal Control: Guidelines for Directors' of Listed Issuers ("the Guidance"), which outlines the nature and scope of risk management and internal control of the Group for the financial year ended 30 June 2025.

The Boards acknowledges that it can only achieve the Company's objectives and sustain success with a proper risk management and internal control framework. In order to ensure that the Company make informed decision about the level of risk involved and implement necessary controls to pursue its objectives, the Board has undertaken to establish a risk management and internal control framework, some of the features and process of the risk management and internal control framework are summarised as follows: -

(a) The departments are required to identify the risks relevant to their department with the support of independent internal audit;
(b) The risks are then assessed and categorised as Low, Medium or High;
(c) The audit/assessment report will be prepared and reported to the Board periodically;
(d) The departments are required to develop control procedures or action plans to either prevent or reduce the risks identified; and
(e) The management are required to review the risks faced by the Company periodically and ensure that the existing mitigation actions are adequate.

In line with the Main LR and the MCCG 2021, the Board has established an internal audit function, which reports directly to the RMC Committee on the adequacy and effectiveness of the system of risk management and internal controls from the perspective of governance, risk and controls. In this regard, the Board has outsourced the internal audit function to an independent party in order to ensure that the internal audit is able to function independently and objectively. The internal audit provided assessments as to whether risks, which may hinder the Company from achieving its objectives, are being adequately evaluated, managed and controlled periodically. The internal audit also evaluates/recommends the effectiveness of the governance, risk management and internal control framework and facilitate enhancement, where appropriate. Areas of improvement in risks and internal controls have been identified and the implementation of action plans based on proposed recommendations have subsequently been initiated.

The risk management and internal control system is regularly reviewed by the RMC and relevant recommendations are made to the RMC and Board for approval. The Company continues to maintain and review its internal control procedures to ensure that its assets and its shareholders' investments are protected.

The summary of key elements of the Group's internal control system is stated as below:-

- Reviewed the system of internal controls, risks management and key operating processes and recommending improvements to the existing system of controls;
- Identified opportunities to improve the operations of and processes within the Group;
- Internal control procedures are set out in a series of policies and procedures. These procedures are subject to regular reviews and improvements to reflect changing risks or to resolve operational deficiencies;

- On-going training and educational programme for Directors and relevant employees in assessing the adequacy and integrity of the Group's risk and control process; and
- Quarterly performance reports that provide the Board and the Management with comprehensive information on financial and key business indicators.

This Statement on Risk Management and Internal Control has been reviewed by the external auditors, provides an overview of the risk position and state of internal controls within the Group.

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

BOARD'S STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

Risk Management Committee (Cont'd)

The external auditors have reviewed this Statement for inclusion in the financial year ended 30 June 2025 Annual Report, and reported to the Board that nothing has come to their attention that causes them to believe that the Statement is not prepared, in all material aspects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers; nor is the statement factually inaccurate. The Board has received assurance from the Executive Chairman and Managing Director that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

The Board and the RMC confirms that the risk management and internal control system has been in place for the period under review and up to the date of approval of this statement for inclusion in the annual report, is adequate and effective to provide reasonable assurance in safeguarding shareholders' investment and the Group's asset. There was no major internal control weakness identified that may result in any material loss or uncertainties that would require disclosure in this annual report. Notwithstanding this, reviews of all control procedures will be continuously improved and enhancement of the existing system of risk management and internal controls will be made, taking into consideration the changing business environment.

The Board and RMC acknowledge its responsibility for maintaining a sound system of internal controls and for reviewing its adequacy and integrity in order to safeguard shareholders' investments and the assets of the Group. Notwithstanding that, due to the limitation that are inherent in any system of internal control, the group's internal control system is designed to manage rather than abolish the risk of failure to achieve Group's business objective. Therefore, the system can only able to provide reasonable but not absolute assurance against material misstatement or loss.

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

INTENDED OUTCOME 11: THERE IS CONTINUOUS COMMUNICATION BETWEEN THE COMPANY AND STAKEHOLDERS TO FACILITATE MUTUAL UNDERSTANDING OF EACH OTHER'S OBJECTIVES AND EXPECTATIONS

The Company strives to maintain an open and transparent channel of communication with its shareholders, institutional investors, analysts and the public at large with the objective of providing as clear and complete picture of the Group's performance and financial position as possible. The provision of timely information is important to the shareholders and investors for informed decision making. Whilst the Company endeavors to provide as much information as possible to its shareholders, it is mindful of the legal and regulatory framework governing the release of material and price- sensitive information.

The Company's corporate website at https://twlholdings.com.my serves as a key communication channel for shareholders, investor, members of the public and other stakeholders to obtain up-to-date information on the corporate profile, corporate structure, core business of the group, financial results, major strategic developments and other matters affecting stakeholders' interest. The Company announces its quarterly and full year results within the mandatory period. The financial statements and, where necessary other materials presented at the Company's general meetings, including all the relevant material information, are disseminated and publicly released via Bursa LINK on timely basis to ensure effective dissemination of information relating to the Group.

STATEMENT OF CORPORATE GOVERNANCE

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONT'D)

INTENDED OUTCOME 12: SHAREHOLDERS ARE ABLE TO PARTICIPATE, ENGAGE THE BOARD AND SENIOR MANAGEMENT EFFECTIVELY AND MAKE INFORMED VOTING DECISIONS AT GENERAL MEETINGS

The Company's AGM remains the principal forum for dialogue with private and institutional shareholders and aims to ensure that the AGM provides an important opportunity for effective communication and constructive feedback from the shareholders. At each AGM, the Board presents the progress and performance of the Company's businesses and shareholders are encouraged to participate in the proceedings and question and answer session and thereafter to vote on all resolutions. The External Auditors also present to provide professional and independent clarification on issues and concerns raised by the shareholders in connection with the Audited Financial Statements.

The Chairman as well as the Managing Directors will respond to shareholders' questions at the AGM. The Executive Directors and other Directors present will also respond when required. The Notice and agenda of AGM together with Form of Proxy are given to shareholders at least twenty-eight (28) days before the AGM, which gives sufficient time to prepare themselves to attend the AGM personally or to appoint a proxy to attend and vote on their behalf. Each item of the special business included in the Notice of AGM is accompanied by an explanatory statement on the proposed resolution to facilitate the full understanding and evaluation of issues involved.

All the resolutions passed by the shareholders at the previous AGM held on 19 December 2024 were voted by way of electronic polling (e-polling) in accordance with the Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities. The shareholders were briefed on the e-polling voting procedures by the appointed Poll Administrator, SS E Solutions Sdn Bhd to conduct the polling process and Mr Leonard Lim Weng Leong as Independent Scrutineers to verify the poll results.

The poll results of the AGM with details on the number of votes cast for and against for each resolution and the respective percentage were announced on the same day to Bursa Securities. The minutes of the AGM was also made available on the Company's website after it has been confirmed and signed by the Chairman of the AGM.

The Company has explored the use of technology to facilitate the voting in absentia and/or remote shareholders' participation at general meetings, taking into consideration the number of shareholders, the accuracy and stability of such technologies, applicable laws and regulations and the cost and resources required vis-à- vis the benefits. Moving forward, the Company has planned to conduct the coming AGM via virtual meeting where the shareholders can participate the AGM remotely without physically present at the venue of the AGM.

AUDIT COMMITTEE REPORT

The Audit Committee with delegated oversight responsibilities assists the Board in ensuring that the paramount interest of the shareholders and other stakeholders of the Group are well protected. With this, the Board of Directors of TWL Holdings Berhad ("TWL") is pleased to present the report of the Audit Committee Report and its work for the financial year ended 30 June 2025.

MEMBERS AND MEETINGS

The Audit Committee ("AC") of the Company comprises three (3) members. The Audit Committee is chaired by Mr. S.Nagaraju A/L Sinniah, the Independent Non-Executive Director of the Company.

The Audit Committee held five (5) meetings during the financial year ended 30 June 2025. The members of the Audit Committee and their attendance are as follows:

(i)	S.Nagaraju A/L Sinniah (Chairman/Independent Non-Executive Director)	5 of 5 meetings
(ii)	Rithauddin Hussein Jamalatiff bin Jamaluddin (Independent Non-Executive Director)	5 of 5 Meetings
(iii)	Leonard Lim Weng Leong (Independent Non-Executive Director)(Appointed on 11.06.2025)	0 of 5 Meetings
(iv)	Chua Eng Chin (Non-Independent Non-Executive Director)(Resigned on 10.03.2025)	3 of 5 Meetings

SUMMARY OF WORK DURING THE FINANCIAL YEAR

For the financial year ended 30 June 2025, the Audit Committee members had worked closely with the external auditors, internal auditors and management to monitor, oversee, review and evaluate the effectiveness and adequacy of the Group's risk management and internal control, financial management and reporting.

The Committee had in the discharge of its duties, carried out the following:

- Reviewed with the external auditors on the scope of work and audit plan of the Company and of the Group for the financial year ended 30 June 2025; and significant issues and concerns arising from the audit.

- Reviewed the annual report and audited financial statements for the financial year ended 30 June 2025 prior to tabling to the Board for approval.

- Reviewed the unaudited quarterly financial results of the Group prior to the Board of Directors' approval with particular focus on the compliance with accounting standards and regulatory requirements; and the Group's accounting policies and practices.

- Reviewed the Audit Planning Memorandum of the external auditors in respect of the audit for the financial statements of the Company and the Group for the financial year ended 30 June 2025.

- Held a private session with the external auditors without the presence of Executive Directors and Management.

- Reviewed with the internal auditors on significant issues and concerns arising from the audit; and assessing the internal auditor's findings and the management's responses thereto and thereafter, making the necessary recommendations to the Board of Directors.

- Evaluated the performance of the external auditors and made recommendation to the Board on their re-appointment and remuneration.

- Reviewed the Statement on Risk Management & Internal Control for inclusion in the Company's Annual Report.

AUDIT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION

The Group has recognized that an internal audit function is essential in ensuring the effectiveness of the Group's systems of internal control and is an integral part of the risk management process. The Company has established an internal audit function which is independent of the activities in audit. The Company ensures that its internal audit function reports directly to the Audit Committee.

The internal audit function is carried out by independent party to assist the Board in the review and appraisal of the internal control system within the Group. The internal audit function adopts a risk- based approach and prepares its audit strategy and plan based on the undated risk profiles of the major business units of the Group. The follow-up work on previous internal audit findings would carry out by the internal audit function on the implementation of corrective actions by Management. The Audit Committee considers reports from the internal audit function and comments from Management before making recommendations to the Board to strengthen the internal control and governance systems.

During the financial year, various of internal audit reviews on the appropriateness of the instituted controls and evaluation of the acceptable levels of principal risk exposures were conducted in relation to the Group's operations and information systems as follows:

- Reliability of financial and operational information;
- Effectiveness and efficiency of operations;
- Safeguarding of assets; and
- Compliance with policies, procedures, laws & regulations and contracts.

During the financial year, 3 reports were presented to the Audit Committee focusing on and others activities as below:

(i) Legal Department

- The organizational structure, rules, policies, procedures and guidelines on management of legal issues and risks.
- Appointment of external counsel
- Security of documents.
- Cost Controls
- Awareness of Legal & Regulatory Risks.
- Safekeeping practices of legal departments.
- Contract approval process.
- Legal Programs conducts for other departments
- Communication process.
- Departmental Meetings.
- Document retention policy

AUDIT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION (CONT'D)

(ii) Purchasing Department

- Department policies and procedure.
- Request a purchase walk-through from the member in department.
- Review on data processed.
- Identify various type of purchasing transactions against set policies and procdures.
- Risk involved in purchasing.

(iii) Accounts Department

- Department policies and procedure.
- Procedure related to process of Creditors.
- Procedure related to process of Debtors.
- Procedure related to process of Assets.
- Review on other data processed.
- Identify various type of transactions against the set policies and procedures.
- Risk involved in accounting.

At the conclusion of the various audits, weaknesses together with the recommended corrective actions were highlighted to the management. There were no material losses incurred during the current financial year as a result of the weaknesses in the internal control systems and management is proactive in strengthening the internal control environment. Follow-up audit reviews were conducted to ensure that corrective actions are being implemented accordingly. The Audit Committee then deliberates on the internal audit reports to ensure recommendations from the reports are duly acted by management.

The total cost incurred for the internal audit function of the Group in respect of the financial year ended 30 June 2025 amounted to RM5,800.

ADDITIONAL COMPLIANCE INFORMATION

The information set out below is disclosed in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"):

STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

Proposed Right Issue With Warrants

On 13 January 2021, TWL Holdings Berhad ("TWL") announced to undertake the renounceable rights issue of up to 1,137,789,807 new ordinary shares in the Company ("TWL shares" or "Shares")("Right Shares") together with up to 1,137,789,807 free detachable warrants in the Company ("Warrants D") on the basis of 3 Rights Shares together with 3 free Warrants D for every 4 existing Shares held by entitled shareholders of the Company on an entitlement date to be determined ("Proposed Rights Issue with Warrants")

The Company had announced on 11 October 2021 that the Rights Issue with Warrants has been completed following the listing and quotation of 1,101,479,634 Rights Shares and 1,101,479,634 Warrants D on the Main Market of Bursa Securities. The details of utilisation of proceeds from the Right Issue were as follows:

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended Time frame for Utilisation
Funding for existing property development projects	30,000	30,000	_	Within 36 months
Repayment of borrowings	11,171	6,497	4,674	Within 6 months
Working capital	2,067	2,067	–	Within 24 months
Expenses for the Rights Issue with Warrants	821	821	–	Immediate
Total	44,059	39,385	4,674	

Proposed Private Placement

On 10 January, the Board of Directors of TWL announced that TWL had entered into a shares sale agreement with Afandi Bin Amir ("Afandi"), Mohammad Ramadhan Bin Othman ("Ramadhan") and Rising Applause Sdn Bhd ("Rising Applause") (collectively referred to as the "Vendors") for the proposed acquisition of 100% equity in Pembinaan Qaiser Sdn Bhd ("Qaiser") for a total purchase consideration of RM35.0 million ("Purchase Consideration") to be satisfy partly via cash and partly issuance of new ordinary shares in TWL. On 27 January 2022, the Board of Directors of TWL announced that the Company proposed to undertake the following proposal:-

a) Issuance of 555,555,556 Consideration Shares to the Vendors to satisfy part of the Purchase Consideration for the Acquisition ("Proposed Issuance") and

b) Private placement of up to 771,036,000 new TWL Shares ("Placement Shares"), representing 30% of the existing total number of issued Shares, to independent third-party investor to be identified later and at an issue price to be determined later ("Proposed Private Placement") to raise funds mainly to fund the construction of a high rise apartment complex building comprising 1,066 units of 3-bedroom apartments, multi-level car park podium and a podium floor of residence facilities as well as other ancillary works. ("Project").

The Company had announced on 03 June 2025 for the Proposed Variations of Utilisation of Proceeds. The resolutions set out in the Notice of the Extraordinary General Meeting ("EGM") dated 19.05.2025 were duly passed for the proposed variations of utilisation of proceeds.

ADDITIONAL COMPLIANCE INFORMATION

STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS (CONT'D)

Proposed Private Placement (Cont'd)

The utilization of proceeds from the private placement as follows:

Purpose	Revised Utilisation	Actual Utilisation	Balance Unutilised
	RM'000	RM'000	RM'000
Funding of the project-EN11 project	10,000	–	10,000
Funding of the project-Kapar project	29,098	–	29,098
	39,098	–	39,098

Proposed Redeemable Convertible Unsecured Loan Stocks ("RCULS") with Warrants.

On 16 August 2022, TWL Holdings Berhad ("TWL") announced to undertake a renounceable rights issue of up to RM120.199 million nominal value of 4,006,633,348 5-year 5% redeemable convertible unsecured loan stocks in the Company ("RCULS") at 100% of its nominal value of RM0.03 each together with up to 1,144,752,385 free detachable warrants in the Company ("Warrants E") on the basis of 7 RCULS together with 2 Warrants E for every 10 existing ordinary shares in the Company held by the entitled shareholders of the Company on an entitlement date to be determined and announced later.

The Company had announced on 20 June 2023 that the Rights Issue with Warrants has been completed following the listing and quotation of 2,614,420,057 RCULS and 522,884,007 Warrants E on the Main Market of Bursa Securities. The details of utilisation of proceeds from the Right Issue were as follows:

Purpose	Actual proceeds raised RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended timeframe for utilisation
Purchase Consideration for the Acquisitions	28,643	14,802	13,841	within 36 months
Funding for the Projects	22,450	22,450	0	within 36 months
Estimated expenses for the Right Issue	1,195	1,195	0	immediate
	52,288	38,447	13,841	

OPTIONS OVER ORDINARY SHARES

Employees' Share Option Scheme ("ESOS")

At an Extraordinary General Meeting held on 06 December 2021, the Company's shareholders approved the established of an ESOS for eligible Directors and employees of the Group.

The ESOS is administered by the ESOS committee which is appointed by the Board of Directors, in accordance with the By-Laws of the ESOS. The ESOS shall be in force for a period of five (5) years commencing from 05 January 2022.

ADDITIONAL COMPLIANCE INFORMATION

OPTIONS OVER ORDINARY SHARES (CONT'D)

Employees' Share Option Scheme ("ESOS") (Cont'd)

(a) The total number of options granted, and outstanding options under the ESOS as at 30 June 2025 are set out in the table below:

Description	Number of Options as at 30 June 2025 Total
(a) Granted during the financial year	0
(b) Exercised during the financial year	0
(c) Cancelled during the financial year	0
(d) Outstanding options exercisable during the financial year	0

(b) The total number of options granted to the Directors and Senior Management, and outstanding options under the ESOS as at 30 June 2025 are set out in the table below:

	Number of Options as at 30 June 2025	
Description	Directors	Senior Management
(a) Granted during the financial year	0	0
(b) Exercised during the financial year	0	0
(c) Cancelled during the financial year	0	0
(d) Outstanding options exercisable during the financial year	0	0

(c) Percentage of options granted to Directors and Senior Management under the ESOS are as follows:

	Since commencement up to 30 June 2025
(a) Aggregate maximum allocation applicable to directors and senior management	70%
(b) Actual percentage granted	57.23%

AUDIT AND NON-AUDIT FEES

During the financial year ended 30 June 2025, the total audit and non-audit fees incurred for services rendered to the Company and the Group by the external auditors are as follows:

	The Group	Company
Audit fees	RM370,500	RM160,000
Non-audit fee	RM5,000	RM5,000

ADDITIONAL COMPLIANCE INFORMATION

MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

On 13th January 2025, the Company entered into Share Sale Agreement with TWL Capital Berhad for the acquisition of 4,001,500 ordinary shares of TWL Avenue (Kapar) Sdn Bhd formerly known as Tinta Land Sdn Bhd representing 40.005%for a consideration of RM8.5 million.Save for the Share Sale Agreement disclosed above, there was no other material contract entered by the Company and/or its subsidiaries during the financial year.

05 FINANCIAL STATEMENTS

DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 June 2025.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiary companies are property development and construction, investment holding and property investment, plantation and agriculture, manufacturing and processing, trading and wholesale (including healthcare and pharmaceuticals), and licensed money lending.

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

FINANCIAL RESULTS

	Group RM	Company RM
Profit/(Loss) for the financial year attributable to:		
Owners of the Company	36,558,569	(1,009,647)
Non-controlling interests	(459,125)	–
	36,099,444	(1,009,647)

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

There were no dividends proposed, declared or paid by the Company since the end of the previous financial year. The Board of Directors does not recommend any dividend in respect of the current financial year.

ISSUE OF SHARES

During the financial year, the Company increased its issued and paid-up share capital from RM417,916,233 comprising 5,750,957,867 ordinary shares to RM441,317,416 comprising 6,257,733,797 ordinary shares through the following:

(a) Issuance of 298,920,962 new ordinary shares pursuant to the rights issue with Warrants D at an exercise price of RM0.04 per share;

(b) Issuance of 57,720,900 new ordinary shares pursuant to the rights issue with Warrants E at an exercise price of RM0.03 per share; and

(c) Issuance of 150,134,068 new ordinary shares pursuant to the Redeemable Convertible Unsecured Loan Stocks ("RCULS") at conversion price of RM0.03 per share.

The new ordinary shares issued during the financial year shall rank pari passu in all respects with the existing ordinary shares of the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year.

DIRECTORS' REPORT

WARRANTS

Warrants D

The warrants were constituted under the Deed Poll dated 29 July 2021 as disclosed in Note 16(a) to the financial statements.

The warrants have been expired and removed from the official list of Bursa Malaysia Securities Berhad on 7 October 2024 with total of 498,248,747 remain unexercised.

Warrants E

The warrants were constituted under the Deed Poll dated 19 May 2023 as disclosed in Note 16(a) to the financial statements.

As at 30 June 2025, the total number of Warrants E that remain unexercised were 168,320,502.

REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS")

The RCULS were constituted under the Deed Poll dated 19 June 2023 as disclosed in Note 17 to the financial statements.

As at 30 June 2025, the total number of RCULS that remain unexercised were 1,168,702,739.

DIRECTORS

The Directors in office during the financial year and during the period from the end of financial year to the date of this report are:

Dato' Tan Wei Lian*	
Tan Lee Chin*	
S. Nagaraju A/L Sinniah	
Rithauddin Hussein Jamalatiff Bin Jamaluddin	
Leonard Lim Weng Leong	(appointed on 11.6.2025)
Dato' Zainol Abidin Bin Mohamed	(resigned on 19.7.2024)
Low Boon Chin	(resigned on 27.8.2024)
Datin Sek Chian Nee	(resigned on 28.8.2024)
Chua Eng Chin	(resigned on 10.3.2025)

The Directors who held office in the subsidiary companies (excluding Directors who are also Directors of the Company) during the financial year up to the date of this report:

Datin Sek Chian Nee	
Tan Kah Hong	
Ahmad Zahir Bin Makhtar	
Nasir Zihni Bin Yusoff	
Elaine Tan Yi Ying	
Anesemuthy @ Ganesmoorthy	(appointed on 7.7.2025)

* *Director of the Company and of its subsidiary companies*

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 is deemed incorporated herein by such reference to the financial statements of the respective subsidiary companies and made a part hereof.

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN SHARES

The interests and deemed interests in the shares, options over shares and warrants of the Company and of its related corporations (other than wholly-owned subsidiary companies) of those who were Directors at financial year end (including their spouses or children) according to the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			
	At 1.7.2024	**Bought**	**Sold**	**At 30.6.2025**
Interests in the Company:				
Direct Interests				
Dato' Tan Wei Lian	562,155,116	277,187,031	(56,692,300)	782,649,847
Datin Sek Chian Nee	241,494,513	216,418,400	(88,232,556)	369,680,357
Tan Lee Chin	7,431,675	–	–	7,431,675
Indirect Interests				
Dato' Tan Wei Lian#	689,767,013	376,834,300	(129,018,356)	937,582,957
Datin Sek Chian Nee#	1,010,427,616	437,602,931	(97,478,100)	1,350,552,447

	Number of Warrants D				
	At 1.7.2024	**Bought**	**Expired**	**Converted**	**At 30.6.2025**
Interests in the Company:					
Direct Interests					
Dato' Tan Wei Lian	1,743,619	155,996,956	–	(157,740,575)	–
Datin Sek Chian Nee	87,000	–	(87,000)	–	–
Indirect Interests					
Dato' Tan Wei Lian#	87,000	–	(87,000)	–	–
Datin Sek Chian Nee#	1,743,619	155,996,956	–	(157,740,575)	–

	Number of Warrants E			
	At 1.7.2024	**Bought**	**Converted**	**At 30.6.2025**
Interests in the Company:				
Direct Interests				
Dato' Tan Wei Lian	199,900	9,214,900	–	9,414,800
Datin Sek Chian Nee	–	1,832,000	–	1,832,000
Indirect Interests				
Dato' Tan Wei Lian#	–	1,832,000	–	1,832,000
Datin Sek Chian Nee#	199,900	9,214,900	–	9,414,800

	Number of RCULS			
	At 1.7.2024	**Bought**	**Converted**	**At 30.6.2025**
Interests in the Company:				
Direct Interests				
Dato' Tan Wei Lian	3,085,000	3,684,800	–	6,769,800
Datin Sek Chian Nee	7,649,700	–	(7,649,700)	–

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN SHARES (CONT'D)

The interests and deemed interests in the shares, options over shares and warrants of the Company and of its related corporations (other than wholly-owned subsidiary companies) of those who were Directors at financial year end (including their spouses or children) according to the Register of Directors' Shareholdings are as follows: (Cont'd)

	Number of RCULS			
	At 1.7.2024	**Bought**	**Converted**	**At 30.6.2025**
Interests in the Company: (Cont'd)				
Indirect Interests				
Dato' Tan Wei Lian[#]	7,649,700	–	(7,649,700)	–
Datin Sek Chian Nee[#]	3,085,000	3,684,800	–	6,769,800

[#] *Deemed interests by virtue of shares held by spouse pursuant to Section 59(11)(c) of the Companies Act 2016.*

None of the other Directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by the directors as shown below) by reason of a contract made by the Company or a related corporation with the 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, other than certain Directors who have significant financial interests in companies which traded with certain companies in the Group in the ordinary course of business as disclosed in Note 32(b) to the financial statements.

The details of the directors' remuneration for the financial year ended 30 June 2025 are set out below:

	Group RM	**Company RM**
Directors' remuneration:		
Fees and allowance	12,000	12,000
Salaries and other emoluments	1,495,600	–
Defined contribution plans	30,000	–
	1,537,600	12,000

Neither during nor at the end of the financial year, was the Group or the Company a party to any arrangement whose object was to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INDEMNITY AND INSURANCE COSTS

No indemnity was given to or insurance effected for any Directors, officers and auditors of the Company in accordance with Section 289 of the Companies Act 2016.

DIRECTORS' REPORT

OTHER STATUTORY INFORMATION

(a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:

(i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that adequate allowance had been made for doubtful debts and there were no bad debts to be written off; and

(ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.

(b) At the date of this report, the Directors are not aware of any circumstances:

(i) which would render it necessary to write off any bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or

(ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or

(iii) 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; or

(iv) 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.

(c) 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 or of the Company which has arisen since the end of the financial year.

(d) In the opinion of the Directors:

(i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;

(ii) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

(iii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

SUBSIDIARY COMPANIES

The details of the subsidiary companies are disclosed in Note 7 to the financial statements.

SUBSEQUENT EVENTS

The details of the subsequent events are disclosed in Note 37 to the financial statements.

DIRECTORS' REPORT

AUDITORS

The auditors, UHY Malaysia PLT, have expressed their willingness to continue in office.

UHY Malaysia PLT (LLP0041391-LCA & AF 1411) was registered on 19 December 2024 and with effect from that date, UHY Malaysia (Formerly known as UHY) (AF 1411), a conventional partnership was converted to a limited liability partnership.

The auditors' remuneration of the Group and of the Company for the financial year ended 30 June 2025 are as follows:

	Group RM	**Company RM**
Auditors' remuneration:		
- Statutory audits		
UHY Malaysia PLT	269,000	160,000
Other auditors	101,500	–
	370,500	160,000
- Non-statutory audits		
UHY Malaysia PLT	5,000	5,000
	375,500	165,000

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 27 October 2025.

DATO' TAN WEI LIAN

TAN LEE CHIN

KUALA LUMPUR

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2025 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 27 October 2025.

DATO' TAN WEI LIAN

TAN LEE CHIN

KUALA LUMPUR

STATUTORY DECLARATION

PURSUANT TO SECTION 251(1) OF THE COMPANIES ACT 2016

I, Dato' Tan Wei Lian, NRIC No.: 681028-05-5561, being the Director primarily responsible for the financial management of TWL Holdings Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provision of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the)
abovenamed at Kuala Lumpur in the)
Federal Territory on 27 October 2025)

DATO' TAN WEI LIAN

Before me,

COMMISSIONER FOR OATHS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TWL HOLDINGS BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of TWL Holdings Berhad, which comprise the statements of financial position as at 30 June 2025 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 material accounting policy information, as set out on pages 88 to 160.

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 30 June 2025, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International 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 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 financial 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.

Key Audit Matters	How we addressed the key audit matters
Valuation of land held for property development and property development costs As at 30 June 2025, the Group recognised land held for property development and property development costs total amounting to RM454,443,855 as disclosed in Note 5(a) and Note 5(b) to the financial statements, in which represented 65% of the Group's total assets. The cost of inventories mainly comprising of land costs, development expenditure capitalised and entitlement to land owners pursuant to joint venture agreements to jointly develop land.	Our audit procedures include the following: • obtained list of inventories to identify the locations of land held by the Group and conducted site visit on sampling basis; • inspected land titles for land held by the Group; • assessed the management's judgements on the profitability of the project with reference to the project budgets. Besides that, we assessed the management's assumptions in estimating the costs to completion for each project and assessed the budgeted costs to supporting evidence;

INDEPENDENT AUDITORS' REPORT

Key Audit Matters	How we addressed the key audit matters
Valuation of land held for property development and property development costs (Cont'd) We focused on this area mainly due to following: (a) material account balances and large number of individual parcels of land and their related development expenditure incurred; (b) management has considered the costs yet to be incurred to complete the development project before comparing to the net realisable value; and (c) management assessed the net realisable value based on estimates derived from recent transacted prices or revised selling prices in light of the latest economic condition and future market outlook.	Our audit procedures include the following: (Cont'd) • verified the actual costs incurred during the financial year to supporting documentation such as contractor claim certificates, invoices from vendors and evaluated joint venture agreements and entitlement paid to land owners based on sample basis; and • compared the carrying amounts of the land held for property development and development units (including costs yet to be incurred for property development costs), on a sample basis, to the recent transacted prices of comparable land and development units in similar or nearby locations, and adjusted for the size of the land and development units.

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 information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

INDEPENDENT AUDITORS' REPORT

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.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes 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 most significance in the audit of the financial statements of the Group and of the Company for the current financial 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiary companies of which we have not acted as auditors, are disclosed in Note 7 to the financial statements.

INDEPENDENT AUDITORS' REPORT

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 purposes. We do not assume responsibility to any other person for the content of this report.

UHY Malaysia PLT
202406000040 (LLP0041391-LCA) & AF 1411
Chartered Accountants

ANG KAI SING
Approved Number: 03605/10/2027 J
Chartered Accountant

KUALA LUMPUR
27 October 2025

STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2025

		Group		Company	
		2025	2024	2025	2024
	Note	RM	RM	RM	RM
ASSETS					
Non-Current Assets					
Property, plant and equipment	4	2,432,606	2,040,264	202,463	69,803
Inventories	5	365,725,697	278,188,591	–	–
Right-of-use assets	6	3,528,477	1,322,177	539,774	–
Investments in subsidiary companies	7	–	–	39,168,641	20,353,559
Goodwill on consolidation	8	–	–	–	–
Trade receivables	9	13,027,484	5,897,094	–	–
Other receivables	10	21,265,073	35,265,073	–	–
Amount due from subsidiary companies	11	–	–	438,114,470	499,895,686
Deferred tax assets	12	–	3,144,159	739,246	1,129,374
		405,979,337	325,857,358	478,764,594	521,448,422
Current Assets					
Inventories	5	88,775,004	65,035,909	–	–
Contract assets	13	52,116,600	12,112,101	–	–
Trade receivables	9	4,843,493	26,703,184	–	–
Other receivables	10	76,036,004	356,109	52,919,946	–
Fixed deposits with financial institutions	14	951,934	921,500	31,000	31,000
Cash and bank balances		67,313,365	97,586,623	110,966	19,293
		290,036,400	202,715,426	53,061,912	50,293
Total Assets		696,015,737	528,572,784	531,826,506	521,498,715
EQUITY					
Share capital	15	441,317,416	417,916,233	441,317,416	417,916,233
Reserves	16	85,335,143	55,205,582	54,656,776	62,095,431
RCULS - Equity	17	11,514,718	13,430,940	11,514,718	13,430,940
Equity attributable to owners of the parent		538,167,277	486,552,755	507,488,910	493,442,604
Non-controlling interests		34,882,265	4,069	–	–
Total Equity		573,049,542	486,556,824	507,488,910	493,442,604

STATEMENTS OF FINANCIAL POSITION

	Note	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
LIABILITIES					
Non-Current Liabilities					
RCULS - Liabilities	17	1,651,008	1,765,512	1,651,008	1,765,512
Lease liabilities	18	2,070,491	770,371	340,802	–
Borrowings	19	23,252,881	9,952,923	–	–
Deferred tax liabilities	12	17,859,411	–	–	–
		44,833,791	12,488,806	1,991,810	1,765,512
Current Liabilities					
RCULS - Liabilities	17	1,429,185	2,940,214	1,429,185	2,940,214
Lease liabilities	18	915,166	358,198	208,167	–
Borrowings	19	46,866,498	3,576,945	–	1,734,900
Trade payables	20	5,708,066	5,709,180	–	–
Other payables	21	4,595,693	2,563,368	555,542	451,574
Amount due to Directors	22	526,916	532,216	120,897	120,897
Amount due to subsidiary companies	11	–	–	9,493,421	9,582,393
Tax payable		18,090,880	13,847,033	10,538,574	11,460,621
		78,132,404	29,527,154	22,345,786	26,290,599
Total Liabilities		122,966,195	42,015,960	24,337,596	28,056,111
Total Equity and Liabilities		696,015,737	528,572,784	531,826,506	521,498,715

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

		Group		Company	
		2025	**2024**	**2025**	**2024**
	Note	**RM**	**RM**	**RM**	**RM**
Revenue	23	100,056,661	51,164,704	–	–
Cost of sales		(64,796,579)	(25,958,734)	–	–
Gross profit		35,260,082	25,205,970	–	–
Other income		21,882,416	799,937	246,372	2,218,071
Net loss on impairment of financial instruments		(43,432)	–	(13,469)	(398,550)
Administrative expenses		(11,060,576)	(5,678,326)	(954,789)	(1,607,287)
Finance costs	24	(4,019,783)	(1,740,953)	(209,808)	(700,086)
Profit/(Loss) before tax	25	42,018,707	18,586,628	(931,694)	(487,852)
Taxation	26	(5,919,263)	(11,294,392)	(77,953)	(11,460,621)
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) for the financial year		36,099,444	7,292,236	(1,009,647)	(11,948,473)
Profit/(Loss) for the financial year attributable to:					
Owners of the parent		36,558,569	7,295,728	(1,009,647)	(11,948,473)
Non-controlling interests		(459,125)	(3,492)	–	–
		36,099,444	7,292,236	(1,009,647)	(11,948,473)
Total comprehensive income/(loss) for the financial year attributable to:					
Owners of the parent		36,558,569	7,295,728	(1,009,647)	(11,948,473)
Non-controlling interests		(459,125)	(3,492)	–	–
		36,099,444	7,292,236	(1,009,647)	(11,948,473)
Earnings per share					
- Basic (sen)	27	0.59	0.14		
- Diluted (sen)	27	0.59	0.14		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

		Attributable to Owners of the Parent						
		Non-Distributable			Distributable			
	Note	Share Capital RM	RCULS - Equity RM	Warrant Reserve RM	Retained Earnings RM	Total RM	Non-Controlling Interests RM	Total Equity RM
Group								
At 1 July 2024		417,916,233	13,430,940	19,575,141	35,630,441	486,552,755	4,069	486,556,824
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) for the financial year		–	–	–	36,558,569	36,558,569	(459,125)	36,099,444
		417,916,233	13,430,940	19,575,141	72,189,010	523,111,324	(455,056)	522,656,268
Transactions with owners:								
Issuance of shares pursuant to:								
- Conversion of RCULS	15,17	3,283,709	(1,916,222)	–	–	1,367,487	–	1,367,487
- Exercise of warrants	15,16(a)	20,117,474	–	(6,429,008)	–	13,688,466	–	13,688,466
Expiry of unexercised Warrants D	16(a)	–	–	(7,473,731)	7,473,731	–	–	–
Acquisition of subsidiary companies	7(a)	–	–	–	–	–	35,337,321	35,337,321
Total transactions with owners		23,401,183	(1,916,222)	(13,902,739)	7,473,731	15,055,953	35,337,321	50,393,274
At 30 June 2025		441,317,416	11,514,718	5,672,402	79,662,741	538,167,277	34,882,265	573,049,542

STATEMENTS OF CHANGES IN EQUITY

	Note	Attributable to Owners of the Parent						
		Non-Distributable			Distributable			
	Note	Share Capital RM	RCULS - Equity RM	Warrant Reserve RM	Retained Earnings RM	Total RM	Non-Controlling Interests RM	Total Equity RM
Group								
At 1 July 2023		368,074,680	26,239,289	30,475,392	28,334,713	453,124,074	2,661	453,126,735
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) for the financial year		–	–	–	7,295,728	7,295,728	(3,492)	7,292,236
		368,074,680	26,239,289	30,475,392	35,630,441	460,419,802	(831)	460,418,971
Transactions with owners:								
Issuance of shares pursuant to								
- Conversion of RCULS	15,17	27,644,944	(12,808,349)	–	–	14,836,595	–	14,836,595
- Exercise of warrants	15,16(a)	22,196,609	–	(10,900,251)	–	11,296,358	–	11,296,358
Acquisition of subsidiary companies	7(a)	–	–	–	–	–	4,900	4,900
Total transactions with owners		49,841,553	(12,808,349)	(10,900,251)	–	26,132,953	4,900	26,137,853
At 30 June 2024		417,916,233	13,430,940	19,575,141	35,630,441	486,552,755	4,069	486,556,824

STATEMENTS OF CHANGES IN EQUITY

		Attributable to Owners of the Parent				
		Non-Distributable			Distributable	
	Note	Share Capital RM	RCULS - Equity RM	Warrant Reserve RM	Retained Earnings RM	Total Equity RM
Company						
At 1 July 2024		417,916,233	13,430,940	19,575,141	42,520,290	493,442,604
Loss for the financial year, representing total comprehensive loss for the financial year		–	–	–	(1,009,647)	(1,009,647)
Transactions with owners:						
Issuance of shares pursuant to:						
- Conversion of RCULS	15,17	3,283,709	(1,916,222)	–	–	1,367,487
- Exercise of warrants	15,16(a)	20,117,474	–	(6,429,008)	–	13,688,466
Expiry of unexercised Warrants D	16(a)	–	–	(7,473,731)	7,473,731	–
Total transactions with owners		23,401,183	(1,916,222)	(13,902,739)	7,473,731	15,055,953
At 30 June 2025		441,317,416	11,514,718	5,672,402	48,984,374	507,488,910
Company						
At 1 July 2023		368,074,680	26,239,289	30,475,392	54,468,763	479,258,124
Loss for the financial year, representing total comprehensive loss for the financial year		–	–	–	(11,948,473)	(11,948,473)
Transactions with owners:						
Issuance of shares pursuant to:						
- Conversion of RCULS	15,17	27,644,944	(12,808,349)	–	–	14,836,595
- Exercise of warrants	15,16(a)	22,196,609	–	(10,900,251)	–	11,296,358
Total transactions with owners		49,841,553	(12,808,349)	(10,900,251)	–	26,132,953
At 30 June 2024		417,916,233	13,430,940	19,575,141	42,520,290	493,442,604

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Cash Flows From Operating Activities					
Profit/(Loss) before tax		42,018,707	18,586,628	(931,694)	(487,852)
Adjustments for:					
Amortisation of right-of-use assets		675,047	220,824	107,955	–
Bad debts recovered		–	(1,500)	–	–
Depreciation of property, plant and equipment		686,417	755,024	18,327	27,181
Gain on bargain purchase arising from acquisition of subsidiary companies		(21,199,607)	–	–	–
Gain on disposal of property, plant and equipment		–	(17,500)	–	-
Gain on modification of lease terms		(2,640)	–	–	–
Impairment loss on:					
- Amount due from subsidiary companies		–	–	13,469	398,550
- Investments in subsidiary companies		–	–	12,472	95,500
- Trade receivables		43,432	–	–	–
Interest expenses		4,019,783	1,740,953	209,808	700,086
Interest income		(658,898)	(453,119)	(6,372)	(420,071)
Property, plant and equipment written off		8	–	8	–
Operating profit/(loss) before working capital changes		25,582,249	20,831,310	(576,027)	313,394
Changes in working capital:					
Inventories		(2,676,201)	(35,534,703)	–	–
Contract assets		(40,004,499)	(12,112,101)	–	–
Trade receivables		14,685,869	(16,900,173)	–	–
Other receivables		(58,070,431)	24,215,835	(52,919,946)	–
Trade payables		(1,114)	4,764,180	–	–
Other payables		1,878,425	387,983	103,968	(97,072)
Amount due from/(to) subsidiary companies		–	–	58,681,275	(62,656,480)
		(84,187,951)	(35,178,979)	5,865,297	(62,753,552)
Cash (used in)/generated from operations		(58,605,702)	(14,347,669)	5,289,270	(62,440,158)
Interest received		658,898	453,119	6,372	420,071
Interest paid		(4,179,172)	(1,531,309)	(369,197)	(490,442)
Tax paid		(1,002,265)	(10,703)	(1,000,000)	–
		(4,522,539)	(1,088,893)	(1,362,825)	(70,371)
Net cash (used in)/from operating activities		(63,128,241)	(15,436,562)	3,926,445	(62,510,529)

STATEMENTS OF CASH FLOWS

	Note	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Cash Flows From Investing Activities					
Acquisition of subsidiary companies, net of cash acquired	7(a)	(15,578,345)	–	(15,580,054)	–
Purchase of additional shares in subsidiary companies	7(b)	–	–	(250,000)	(1,000,000)
Purchase of property, plant and equipment	4	(1,078,767)	(846,694)	(150,995)	–
Purchase of right-of-use assets	6(b)	(265,328)	–	–	–
Proceeds from disposal of property, plant and equipment		–	30,000	–	–
Net changes of fixed deposits		(30,434)	(607,117)	–	–
Net cash used in investing activities		(16,952,874)	(1,423,811)	(15,981,049)	(1,000,000)
Cash Flows From Financing Activities					
Net changes in amount due to Directors	29	(5,300)	166,115	–	(885)
RCULS coupon payment	17	(1,251,316)	(1,024,411)	(1,251,316)	(1,024,411)
Repayment of lease liabilities	29	(756,291)	(609,695)	(98,760)	–
Repayment of borrowings	29	(13,780,486)	(7,740,941)	(1,455,000)	(4,433,482)
Proceeds from borrowings	29	50,649,897	4,500,000	–	–
Proceeds from conversion of RCULS		1,262,887	11,550,556	1,262,887	11,550,556
Proceeds from exercise of warrants	15	13,688,466	11,296,358	13,688,466	11,296,358
Net cash from financing activities		49,807,857	18,137,982	12,146,277	17,388,136
Net (decrease)/increase in cash and cash equivalents		(30,273,258)	1,277,609	91,673	(46,122,393)
Cash and cash equivalents at the beginning of the financial year		97,615,623	96,338,014	48,293	46,170,686
Cash and cash equivalents at the end of the financial year		67,342,365	97,615,623	139,966	48,293
Cash and cash equivalents at the end of the financial year comprise:					
Fixed deposits with financial institutions		951,934	921,500	31,000	31,000
Cash and bank balances		67,313,365	97,586,623	110,966	19,293
		68,265,299	98,508,123	141,966	50,293
Less: Fixed deposits pledged with licensed banks	14	(920,934)	(890,500)	–	–
Less: Fixed deposits placed with licensed banks with maturity more than three months	14	(2,000)	(2,000)	(2,000)	(2,000)
		67,342,365	97,615,623	139,966	48,293

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

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2025

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad.

The registered office and the principal place of business of the Company is located at Unit No. T3-13A-20, 3 Towers, Menara 3, No. 296, Jalan Ampang, 50450 Kuala Lumpur, Wilayah Persekutuan. With effect from 3 February 2025, the Company's registered office and principal place of business have been relocated to 4th Floor, Wisma TWL, 19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

The principal activity of the Company is investment holding. The principal activities of its subsidiary companies are disclosed in Note 7 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

2. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") 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 convention, unless otherwise indicated in the material accounting policies below.

Adoption of new and amended standards

During the financial year, the Group and the Company have adopted the following amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for current financial year:

Amendments to MFRS 16	Lease Liability in a Sale and Leaseback
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current
Amendments to MFRS 101	Non-current Liabilities with Covenants
Amendments to MFRS 107 and MFRS 7	Supplier Finance Arrangements

The adoption of the amendments to MFRSs did not have any significant impact on the financial statements of the Group and of the Company.

Standards issued but not yet effective

The Group and the Company have not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group and for the Company:

		Effective dates for financial periods beginning on or after
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 1, MFRS 7, MFRS 9, MFRS 10 and MFRS 107	Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026

2. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

The Group and the Company have not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group and for the Company: (Cont'd)

		Effective dates for financial periods beginning on or after
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further noticed

The Group and the Company intend to adopt the above new and amendments to MFRSs when they become effective.

The initial application of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the financial statements of the Group and of the Company, except as disclosed below:

MFRS 18 *Presentation and Disclosure in Financial Statements*

MFRS 18 will replace MFRS 101 *Presentation of Financial Statements*. It preserves the majority requirements of MFRS 101 while introducing additional requirements. In addition, narrow-scope amendments have been made to MFRS 107 *Statement of Cash Flows* and some requirements of MFRS 101 have been moved to MFRS 108 *Basis of Preparation of Financial Statements*.

MFRS 18 additional requirements are as follows:

(i) Statement of Profit or Loss and Other Comprehensive Income

MFRS 18 introduces newly defined "operating profit or loss" and "profit or loss before financing and income tax" subtotal which are to be presented in the statement of profit or loss, while the net profit or loss remains unchanged.

Statement of profit or loss to be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

(ii) Statement of Cash Flows

The standard modifies the starting point for calculating cash flows from operations using the indirect method, shifting from "profit or loss" to "operating profit or loss". It also provides guidance on classification of interest and dividend in statement of cash flows.

(iii) New disclosures of expenses by nature

Entities are required to present expenses in the operating category by nature, function or a mix of both. MFRS 18 includes guidance for entities to assess and determine which approach is most appropriate based on the facts and circumstances.

NOTES TO THE FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

The initial application of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the financial statements of the Group and of the Company, except as disclosed below: (Cont'd)

MFRS 18 *Presentation and Disclosure in Financial Statements* *(Cont'd)*

MFRS 18 additional requirements are as follows: (Cont'd)

(iv) Management-defined Performance Measures (MPMs)

The standard requires disclosure of explanations of the entity's company-specific measures that are related to the statement of profit or loss, referred to MPMs. MPMs are required to be reconciled to the most similar specified subtotal in MFRS Accounting Standards.

(v) Enhanced Guidance on Aggregation and Disaggregation

MFRS 18 provides enhanced guidance on grouping items based on shared characteristics and requires disaggregation when items have dissimilar characteristics or when such disaggregation is material.

The potential impact of the new standard on the financial statements of the Group and of the Company have yet to be assessed.

(b) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM and has been rounded to the nearest RM except when otherwise stated.

(c) Use of estimates and judgements

The preparation of the Group's and of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the 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.

Judgements

The following are the judgements made by management in the process of applying the Group's and the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements:

Satisfaction of performance obligations in relation to contracts with customers

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method for recognising revenue. This assessment was made based on the terms and conditions of the contracts, and the provisions of relevant laws and regulations.

NOTES TO THE FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONT'D)

(c) Use of estimates and judgements (Cont'd)

Judgements (Cont'd)

The following are the judgements made by management in the process of applying the Group's and the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements: (Cont'd)

Satisfaction of performance obligations in relation to contracts with customers (Cont'd)

The Group recognises revenue over time in the following circumstances:

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
(b) the Group does not create an asset with an alternative use to the Group and has an enforceable right to payment for performance completed to date; and
(c) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point of time, the Group assesses each contract with customers to determine when the performance obligation of the Group under the contract is satisfied.

Determining the lease term of contracts with renewal options - Group and Company as lessee

The Group and the Company 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.

The Group and the Company have several lease contracts that include extension options. The Group and the Company apply judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group and 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 (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group and the Company include the renewal period as part of the lease term for leases of office buildings with non-cancellable period included as part of the lease term as these are reasonably certain to be exercised because there will be a significant negative effect on operation if a replacement asset is not readily available.

Key sources of estimation uncertainty

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

Useful lives of property, plant and equipment and right-of-use ("ROU") assets

The Group and the Company regularly review the estimated useful lives of property, plant and equipment and ROU assets based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment and ROU assets would increase the recorded depreciation/amortisation and decrease the value of property, plant and equipment and ROU assets.

The carrying amounts at the reporting date for the property, plant and equipment and ROU assets are disclosed in Notes 4 and 6.

2. BASIS OF PREPARATION (CONT'D)

(c) Use of estimates and judgements (Cont'd)

Key sources of estimation uncertainty (Cont'd)

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below: (Cont'd)

Impairment of investments in subsidiary companies

The Company assessed whether there were any indicators of impairment in its investments in subsidiary companies during the financial year. In performing this assessment, management considered the financial position and performance of the subsidiary companies, as well as the broader economic and operating environment.

For subsidiary companies where the recoverable amount could be reliably estimated based on net asset positions, impairment reviews were conducted by reference to the Company's share of net assets, which approximates fair value less costs of disposal.

For subsidiary companies where indicators of impairment were identified, recoverable amounts were determined using value-in-use calculations. This approach involved estimating future cash flows and applying an appropriate discount rate to determine the present value of those cash flows. Significant judgement was required in making these estimates, including assumptions related to growth rates, margins, and discount rates.

The carrying amount at the reporting date for investments in subsidiary companies is disclosed in Note 7.

Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of recent transacted sales of the similar or comparable properties within the vicinity. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's products, the Group might be required to reduce the value of its inventories. Details of inventories are disclosed in Note 5.

Determination of transaction prices

The Group is required to determine the transaction price in respect of each of its contracts with customers. In making such judgement the Group assesses the impact of any variable consideration in the contract due to discounts or penalties, the existence of any significant financing component and any non-cash consideration in the contract.

There is no estimation required in determining the transaction price, as revenue from sale of goods or services are based on invoiced values. Discounts are not considered as they are not only given in rare circumstances.

Revenue from property development contracts

Revenue is recognised when the control of the asset is transferred to the customers and, depending on the terms of the contract and the applicable laws governing the contract control of the asset may transfer over time or at a point in time.

If control of the asset transfers over time, the Group recognises property development revenue and costs over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation at the reporting date. This is measure based on the proportion of property development costs incurred for work performed up to end of the reporting period as a percentage of the estimated total property development costs of the contract.

2. BASIS OF PREPARATION (CONT'D)

(c) Use of estimates and judgements (Cont'd)

Key sources of estimation uncertainty (Cont'd)

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below: (Cont'd)

<u>Revenue from property development contracts</u> (Cont'd)

Significant judgements are used to estimate these total property development costs to complete the contracts. In making these estimates, management relies on past experience, the work of specialists and a continuous monitoring mechanism.

The carrying amounts of assets and liabilities of the Group arising from property development activities are disclosed in Notes 5 and 13.

<u>Deferred tax assets</u>

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses, unabsorbed capital allowances and other deductible temporary differences can be utilised. 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.

The carrying value of recognised and unrecognised deferred tax assets are disclosed in Note 12.

<u>Income taxes</u>

Judgement is involved in determining the 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 and the Company recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. As at 30 June 2025, the Group has tax payable of RM18,090,880 (2024: RM13,847,033) and the Company has tax payable of RM10,538,574 (2024: RM11,460,621).

<u>Discount rate used in leases</u>

Where the interest rate implicit in the lease cannot be readily determined, the Group and the Company use the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group and the Company would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group and the Company estimate the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

<u>Contingent liabilities</u>

Determination of the treatment of contingent liabilities is based on management's view of the expected outcome of the contingencies after consulting legal counsel for litigation cases and internal and external experts to the Group and the Company for matters in the ordinary course of business. Details of contingent liabilities are disclosed in Note 31.

NOTES TO THE FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONT'D)

(c) Use of estimates and judgements (Cont'd)

Key sources of estimation uncertainty (Cont'd)

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below: (Cont'd)

Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the Note 34(c) regarding financial assets and liabilities. In applying the valuation techniques management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by the Group and the Company, unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiary companies

Subsidiary companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary company is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed in profit or loss as incurred.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured at its acquisition-date fair value and the resulting gain or loss is recognised in profit or loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(a) Basis of consolidation (Cont'd)

(i) Subsidiary companies (Cont'd)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date, if known, would have affected the amounts recognised at that date.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of MFRS 9 *Financial Instruments* is measured at fair value with the changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised losses are eliminated only if there is no indication of impairment. Where necessary, accounting policies of subsidiary companies have been changed to ensure consistency with the policies adopted by the Group.

In the Company's separate financial statements, investments in subsidiary companies are stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

(ii) Changes in ownership interests in subsidiary companies without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary company is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iii) Disposal of subsidiary companies

If the Group loses control of a subsidiary company, the assets and liabilities of the subsidiary company, including any goodwill, and non-controlling interests are derecognised at their carrying value on the date that control is lost. Any remaining investment in the entity is recognised at fair value. The difference between the fair value of consideration received and the amounts derecognised and the remaining fair value of the investment is recognised as a gain or loss on disposal in profit or loss. Any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

(iv) Goodwill on consolidation

The excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary company acquired (i.e. a bargain purchase), the gain is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(a) Basis of consolidation (Cont'd)

(iv) Goodwill on consolidation (Cont'd)

Following the initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired.

(b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised in the profit or loss on a straight-line basis to write off the cost of each asset to its residual value over its estimated useful lives.

Property, plant and equipment are depreciated based on the estimated annual depreciation rates of the assets as follows:

Buildings	2%
Furniture, fittings and equipment	10% - 20%
Motor vehicles	20%
Plant and machinery	10% - 20%
Renovations	10%

(c) Leases

<u>As lessee</u>

The ROU asset under cost model is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated annual depreciation rates of the ROU assets are determined on the same basis as those of property, plant and equipment as follows:

Office buildings	Over the remaining lease period
Motor vehicles	20%
Plant and machinery	10%

The ROU assets are subject to impairment.

Lease payments associated with short term leases and leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less and do not contain a purchase option. Low value assets are those assets valued at less than RM20,000 each when purchased new.

(d) Financial assets

Financial assets are recognised in the statements of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument.

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

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(d) Financial assets (Cont'd)

The Group and the Company determine the classification of their financial assets at initial recognition, and the categories include amount due from subsidiary companies, trade and other receivables, fixed deposits with financial institutions and cash and bank balances.

(i) Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective 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.

Financial assets at amortised cost are subsequently measured using the effective interest ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

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

All financial assets not classified as measured at amortised cost or fair value through other comprehensive income ("FVOCI"), as described above, are measured at FVTPL. This includes derivative financial assets (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument). On initial recognition, the Group and the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets categorised as FVTPL are subsequently measured at their fair value with gains or losses recognised in the profit or loss.

All financial assets, except for those measured at FVTPL and equity investments measured at FVOCI, are subject to impairment.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received for financial instrument is recognised in profit or loss.

(e) Financial liabilities

Financial liabilities are recognised when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments. All financial liabilities are recognised initially at fair value plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(e) Financial liabilities (Cont'd)

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

(f) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs when the guaranteed debtor fails to make payment when due.

Financial guarantee contracts are recognised initially as financial liabilities at fair value, net of transaction costs. Subsequently, the liability is measured at the higher of:

- the amount of the loss allowance; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15 *Revenue from Contracts with Customers.*

(g) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value.

(i) Land held for property development

Land held for property development consists of purchase price of land, professional fees, stamp duties, commissions, conversion fees, other relevant levies and direct development cost incurred in preparing the land for development.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale. If net realisable value cannot be determined reliably, these inventories will be stated at the lower of cost or fair value less costs to sale. Fair value is the amount the inventory can be sold in an arm's length transaction.

Land held for property development for which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle, is classified as non-current asset.

Land held for property development is transferred to property development costs under current assets when development activities have commenced and are expected to be completed within the normal operating cycle.

(ii) Property under development and completed property

Property under development consists of the cost of land and all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities, including common costs such as the cost of constructing mandatory infrastructure, amenities and affordable houses (net of estimated approved selling prices) and other related costs. The asset is subsequently recognised as an expenses in profit or loss when and as the control of the asset is transferred to the customer.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(h) Inventories (Cont'd)

(ii) Property under development and completed property (Cont'd)

Properties development costs attributable to unsold properties, upon completion, are transferred to completed properties held for sale.

The cost of completed properties includes costs of land and related development cost or its purchase costs and incidental cost of acquisition. Cost is determined on a specific identification basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable selling expenses.

(iii) Other inventories

Cost of raw materials comprise cost of purchase and other costs incurred in bringing it to their present location and condition are determined on a first-in-first-out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(i) Contract assets and contract liabilities

Contract asset is the right to consideration for goods or services transferred to the customers. The Group's contract asset is the excess of revenue recognised over the billings to-date and deposits or advances received from customers.

Where there is objective evidence of impairment, the amount of impairment losses is determined by comparing the contract asset's carrying amount and the present value of estimated future cash flows to be generated by the contract asset.

Contract asset is reclassified to trade receivables at the point at which invoices have been billed to customers.

Contract liability is the obligation to transfer goods or services to customers for which the Group has received the consideration or has billed the customers. The Group's contract liability is the excess of the billings to-date over the revenue recognised. Contract liabilities are recognised as revenue when the Group performs its obligation under the contracts.

(j) Impairment of financial assets

The Group and the Company recognise an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months ("a 12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default ("a lifetime ECL").

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(j) Impairment of financial assets (Cont'd)

For trade receivables, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have performed their assessment based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. In making this assessment, the Group also takes into consideration that it would maintain its name as the registered owner of the properties until full settlement is made by the purchasers or the purchasers' end-financiers.

(k) Provisions

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

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

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. The expense relating to any provision is presented in the statements of profit or loss and other comprehensive income net of any reimbursement.

Warranties

Provisions for the expected cost of warranty obligations are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

(l) Warrants

Warrants are classified as equity instruments and its value is allocated based on the Trinomial option pricing model upon issuance. The issuance of the ordinary shares upon exercise of warrants is treated as new subscription of ordinary shares for the consideration equivalent to the exercise price of the warrants. The proceeds received net of any directly attributable transaction costs are credited to share capital when the warrants are exercised.

(m) Compound financial instruments

A compound financial instrument is a non-derivative financial instrument that contains both a liability and an equity component. Compound financial instruments issued by the Group comprise convertible notes that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(m) Compound financial instruments (Cont'd)

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

(n) Revenue and other income recognition

Revenue from contracts with customers

Revenue is recognised when the Group satisfied a performance obligation ("PO") by transferring a promised good or services to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

The Group recognises revenue from the following major sources:

(i) Revenue from property development

The Group recognises revenue from property development over time when control over the property has been transferred to the customers. The properties have no alternative use to the Group due to contractual restriction and the Group has an enforceable right to payment for performance completed to date. Revenue from property development is measured at the fixed transaction price agreed under the sales and purchase agreement.

Revenue is recognised over the period of the contract using input method (or cost-to-cost method) to measure the progress towards complete satisfaction of the performance obligations under the sale and purchase agreement, i.e. based on the proportion of property development costs incurred for work performed up to the end of the reporting period as a percentage of the estimated total costs of development of the contract.

The Group becomes entitled to invoice customers for construction of promised properties based on achieving a series of performance-related milestones (i.e. progress billing). The Group will previously has recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the progress billing exceeds the revenue recognised to date, the Group recognises a contract liability for the difference. There is not considered to be a significant financing component in contracts with customers as the period between the recognition of revenue and the progress billing is always less than one year.

Revenue from sales of completed properties is recognised at a point in time, being when the control of the properties has been passed to the purchasers. And, it is probable that the Group will collects the considerations to which it will be entitled to in exchange for the properties sold.

The Group provides warranties for general repairs of defects as required by law. These assurance-type warranties are accounted for under MFRS 137 Provision, Contingent Liabilities and Contingent Assets, please refer to accounting policy on warranty provisions in Note 3(k) to the financial statements.

(ii) Sale of goods

The Group trading of timbers and gloves. Revenue from sale of goods is recognised at the point in time upon control of the products has transferred, being the products are delivered to the customer.

Following delivery of the goods to the customers, the customers have full discretion over the goods, and bears the risks of obsolescence and loss in relation to the goods.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(n) Revenue and other income recognition (Cont'd)

Revenue from contracts with customers (Cont'd)

The Group recognises revenue from the following major sources: (Cont'd)

(ii) Sale of goods (Cont'd)

Revenue is recognised based on the price specified in the contract net of the rebates, discounts and taxes. Under the standard contract terms, customers have a right of return in accordance with the agreed contractual terms. At the point of sale, a refund liability and a corresponding adjustment to revenue are recognised for those product expected to be returned. At the same time, it has a right to recover the product when customers exercise their right of return, so consequently recognises a right to returned goods asset and a corresponding adjustment to the cost of inventories recognised in profit or loss. The Group does not have such contract terms with its customers on right of return.

(iii) Rendering of services

Revenue from rendering of services represents provision of site clearance, earthwork and labour services of land area as well as renovation services provided by the Group. The provision of services are recognised in the reporting period in which the services are rendered, which simultaneously received and consumes the benefits provided by the Group, and the Group has a present right to payment for the services.

Revenue from other sources

(i) Interest income

Interest income is recognised on accruals basis using the effective interest method.

(ii) Management fee

Management fee is recognised on accrual basis when services are rendered.

(iii) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(o) Contingencies

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

(p) Statements of cash flows

The Group and the Company adopt the indirect method in the preparation of the statements of cash flows. Cash and cash equivalents comprise cash and bank balances and fixed deposits placed with licensed banks that are readily convertible into cash with insignificant risk of changes in value against which fixed deposits pledged with licensed banks and fixed deposits placed with licensed banks with maturity more than three months, if any, are deducted.

4. PROPERTY, PLANT AND EQUIPMENT

	Buildings RM	Furniture, fittings and equipment RM	Motor vehicles RM	Plant and machinery RM	Renovations RM	Total RM
Group						
2025						
Cost						
At 1 July 2024	201,313	355,889	707,069	7,168,674	134,682	8,567,627
Additions	–	156,601	87,000	810,640	24,526	1,078,767
Written off	–	(34,715)	–	–	(32,263)	(66,978)
At 30 June 2025	201,313	477,775	794,069	7,979,314	126,945	9,579,416
Accumulated depreciation						
At 1 July 2024	55,389	198,739	361,753	5,841,146	70,336	6,527,363
Charge for the financial year	4,026	26,382	125,015	519,777	11,217	686,417
Written off	–	(34,707)	–	–	(32,263)	(66,970)
At 30 June 2025	59,415	190,414	486,768	6,360,923	49,290	7,146,810
Carrying amount						
At 30 June 2025	141,898	287,361	307,301	1,618,391	77,655	2,432,606

NOTES TO THE FINANCIAL STATEMENTS

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

	Buildings RM	Furniture, fittings and equipment RM	Motor vehicles RM	Plant and machinery RM	Renovations RM	Total RM
Group						
2024						
Cost						
At 1 July 2023	201,313	243,325	566,519	6,635,674	134,102	7,780,933
Additions	–	112,564	140,550	593,000	580	846,694
Disposals	–	–	–	(60,000)	–	(60,000)
At 30 June 2024	201,313	355,889	707,069	7,168,674	134,682	8,567,627
Accumulated depreciation						
At 1 July 2023	51,363	168,201	255,960	5,284,221	60,094	5,819,839
Charge for the financial year	4,026	30,538	105,793	604,425	10,242	755,024
Disposals	–	–	–	(47,500)	–	(47,500)
At 30 June 2024	55,389	198,739	361,753	5,841,146	70,336	6,527,363
Carrying amount						
At 30 June 2024	145,924	157,150	345,316	1,327,528	64,346	2,040,264

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

	Furniture, fittings and equipment RM	Renovations RM	Total RM
Company			
2025			
Cost			
At 1 July 2024	199,318	110,002	309,320
Additions	126,469	24,526	150,995
Written off	(34,715)	(32,263)	(66,978)
At 30 June 2025	291,072	102,265	393,337
Accumulated depreciation			
At 1 July 2024	173,084	66,433	239,517
Charge for the financial year	9,578	8,749	18,327
Written off	(34,707)	(32,263)	(66,970)
At 30 June 2025	147,955	42,919	190,874
Carrying amount			
At 30 June 2025	143,117	59,346	202,463
2024			
Cost			
At 1 July 2023/30 June 2024	199,318	110,002	309,320
Accumulated depreciation			
At 1 July 2023	153,677	58,659	212,336
Charge for the financial year	19,407	7,774	27,181
At 30 June 2024	173,084	66,433	239,517
Carrying amount			
At 30 June 2024	26,234	43,569	69,803

The aggregate costs for the property, plant and equipment of the Group and of the Company acquired under cash payments.

5. INVENTORIES

	Note	Group 2025 RM	Group 2024 RM
Non-current			
Land held for property development and property development costs	(a)	365,725,697	278,188,591

NOTES TO THE FINANCIAL STATEMENTS

5. INVENTORIES (CONT'D)

	Note	Group 2025 RM	Group 2024 RM
Current			
Land held for property development and property development costs	(b)	88,718,158	64,939,242
Raw materials		56,846	96,667
		88,775,004	65,035,909
		454,500,701	343,224,500

(a) Land held for property development and property development costs - Non-current

	Note	Freehold land RM	Development cost RM	Total RM
Non-current				
Group				
2025				
Cost				
At 1 July 2024		89,328,185	189,669,955	278,998,140
Acquisition through business combination	7(a)	62,691,438	10,659,933	73,351,371
Costs incurred during the financial year		–	14,185,735	14,185,735
At 30 June 2025		152,019,623	214,515,623	366,535,246
Accumulated impairment loss				
At 1 July 2024/ 30 June 2025		–	809,549	809,549
Carrying amount				
At 30 June 2025		152,019,623	213,706,074	365,725,697
2024				
Cost				
At 1 July 2023		77,464,515	177,972,839	255,437,354
Additions		168,000	1,926	169,926
Reclassifications from current portion	5(b)	11,695,670	11,695,190	23,390,860
At 30 June 2024		89,328,185	189,669,955	278,998,140
Accumulated impairment loss				
At 1 July 2023/ 30 June 2024		–	809,549	809,549
Carrying amount				
At 30 June 2024		89,328,185	188,860,406	278,188,591

5. INVENTORIES (CONT'D)

(i) Included in the Group's land held for property development and property development costs are freehold land and development cost of RM36,749,341 (2024: RM20,049,341) are pledged as securities for borrowings as disclosed in Note 19.

(ii) Included in the Group's land held for property development and property development costs are entitlement paid to third parties amounting RM94,609,165 (2024: RM94,609,165) pursuant to the memorandum of understanding and joint venture agreement with respective land owners for the right to jointly develop the land.

(b) Land held for property development and property development costs - Current

	Note	Freehold land RM	Development cost RM	Total RM
Current				
Group				
2025				
Cost				
At 1 July 2024		13,305,906	51,633,336	64,939,242
Acquisition through business combination	7(a)	30,393,110	4,855,519	35,248,629
Costs incurred during the financial year		9,567,404	43,759,462	53,326,866
Costs recognised in profit or loss during the financial year		–	(64,796,579)	(64,796,579)
At 30 June 2025		53,266,420	35,451,738	88,718,158
2024				
Cost				
At 1 July 2023		22,319,670	30,742,322	53,061,992
Costs incurred during the financial year		2,681,906	51,887,976	54,569,882
Costs recognised in profit or loss during the financial year		–	(19,301,772)	(19,301,772)
Reclassifications to non-current portion	5(a)	(11,695,670)	(11,695,190)	(23,390,860)
At 30 June 2024		13,305,906	51,633,336	64,939,242

Included in the Group's land held for property development and property development costs are freehold land and development cost of RM80,210,751 (2024: RM10,415,906) are pledged as securities for borrowings as disclosed in Note 19.

NOTES TO THE FINANCIAL STATEMENTS

6. RIGHT-OF-USE ASSETS

	Office buildings RM	Motor vehicles RM	Plant and machinery RM	Total RM
Group				
2025				
Cost				
At 1 July 2024	285,526	2,388,544	1,113,000	3,787,070
Additions	1,425,005	1,146,328	370,000	2,941,333
Modification of lease terms	(239,939)	–	–	(239,939)
At 30 June 2025	1,470,592	3,534,872	1,483,000	6,488,464
Accumulated amortisation				
At 1 July 2024	161,756	2,246,870	56,267	2,464,893
Charge for the financial year	301,461	225,286	148,300	675,047
Modification of lease terms	(179,953)	–	–	(179,953)
At 30 June 2025	283,264	2,472,156	204,567	2,959,987
Carrying amount				
At 30 June 2025	1,187,328	1,062,716	1,278,433	3,528,477
2024				
Cost				
At 1 July 2023	285,526	2,225,078	–	2,510,604
Additions	–	163,466	1,113,000	1,276,466
At 30 June 2024	285,526	2,388,544	1,113,000	3,787,070
Accumulated amortisation				
At 1 July 2023	18,995	2,225,074	–	2,244,069
Charge for the financial year	142,761	21,796	56,267	220,824
At 30 June 2024	161,756	2,246,870	56,267	2,464,893
Carrying amount				
At 30 June 2024	123,770	141,674	1,056,733	1,322,177

NOTES TO THE FINANCIAL STATEMENTS

6. RIGHT-OF-USE ASSETS (CONT'D)

	Office buildings RM
Company	
2025	
Cost	
At 1 July 2024	–
Additions	647,729
At 30 June 2025	647,729
Accumulated amortisation	
At 1 July 2024	–
Charge for the financial year	107,955
At 30 June 2025	107,955
Carrying amount	
At 30 June 2025	539,774

(a) The net carrying amount of right-of-use assets of the Group acquired under lease arrangement are as follows:

	Group	
	2025 RM	**2024 RM**
Motor vehicles	1,062,716	141,674
Plant and machinery	1,278,433	1,056,733
	2,341,149	1,198,407

Leased motor vehicles and plant and machinery of the Group are pledged as securities for the related lease liabilities as disclosed in Note 18.

(b) Acquisition of right-of-use assets

The aggregate cost for the right-of-use assets of the Group and of the Company acquired under lease financing are as follows:

	Group		Company	
	2025 RM	**2024 RM**	**2025 RM**	**2024 RM**
Cost of right-of-use assets acquired	2,941,333	1,276,466	647,729	–
Less: Lease financing	(2,676,005)	(1,276,466)	(647,729)	–
	265,328	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

6. RIGHT-OF-USE ASSETS (CONT'D)

(c) The Group and the Company lease several office buildings with lease terms of 3 years (2024: 2 years). These leases include options to extend the agreements upon expiry, subject to mutual agreement with the lessors.

Management has assessed these options on a lease-by-lease basis. The extension periods have been included in the lease term where it is reasonably certain that the extension options will be exercised. Accordingly, the related lease liabilities and right-of-use assets have been measured based on the lease terms including such optional periods as appropriate.

7. INVESTMENTS IN SUBSIDIARY COMPANIES

	Company	
	2025 RM	2024 RM
Unquoted shares at cost	51,769,933	32,942,379
Less: Accumulated impairment losses	(12,601,292)	(12,588,820)
	39,168,641	20,353,559

The movements in the allowance for impairment losses of investments in subsidiary companies are as follows:

	Company	
	2025 RM	2024 RM
At 1 July	12,588,820	12,493,320
Impairment loss recognised	12,472	95,500
At 30 June	12,601,292	12,588,820

During the financial year, the Company reassessed the recoverable amount of its investment in certain subsidiary companies. Based on the respective subsidiary companies' audited financial position, which reflected aggregate net tangible assets of RM1,053,796 (2024: RM1,071,672), management determined that the carrying amount of the investments exceeded their recoverable amounts.

As a result, the Company recognised an impairment loss of RM12,472 (2024: RM95,500). The impairment loss was recognised under 'administrative expenses' in statements of profit or loss and other comprehensive income.

Details of the subsidiary companies are as follows:

Name of company	Place of business/ Country of incorporation	Equity interest 2025 %	Equity interest 2024 %	Principal activities
Direct holding:				
MHB Ventures Sdn. Bhd. (Formerly known as TWL Property Ventures Sdn. Bhd.) ("TPV")*	Malaysia	100	100	Plantation and general trading.

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Equity interest 2025	2024	Principal activities
		%	%	
Direct holding: (Cont'd)				
Tiger Synergy Medicare Sdn. Bhd. ("TSMSB")	Malaysia	100	100	Wholesale of pharmaceutical and medical goods.
TWL Land Sdn. Bhd. ("TL")	Malaysia	100	100	Manufacturing, trading of wood-based products, property development, construction and project consultancy.
TWL Plantation Sdn. Bhd. ("TP")	Malaysia	100	100	Business of manufacturing, sales, buy, packing or repacking, trading, purchase, take on lease otherwise acquire, hold and work any lands and plantations producing oil palm, cocoa, coconut and rubber trees.
TWL Lending Sdn. Bhd. ("TLSB") *	Malaysia	100	100	Licensed money lending.
Wisma TWL Sdn. Bhd. ("WT") *	Malaysia	100	100	Investment holding and property investment.
TWL Builders Sdn. Bhd. ("TB") *	Malaysia	100	100	Property development.
TWL Mix Sdn. Bhd. ("TM") *	Malaysia	100	100	Timber concession and batching plant.
TWL Housing Development Sdn. Bhd. ("TWLHD") *	Malaysia	100	100	Property development and construction.
Myharmony Development Sdn. Bhd. ("MHD")	Malaysia	100	100	Investment holding, property developer and construction.
Teladan Bina Sdn. Bhd. ("TBSB")	Malaysia	100	100	Property and housing developers, property investment and investment shares.
Kejuruteraan TWL Sdn. Bhd. ("KT") *	Malaysia	100	100	Property development and construction.
Promosi Juara Sdn. Bhd. ("PJSB")	Malaysia	100	100	Property and housing developers, property investment and investment shares.
TWL Medicare Sdn. Bhd. ("TMSB") *	Malaysia	51	51	Investment holding.
TWL Agro Valley Sdn. Bhd. ("TAV") *	Malaysia	100	100	Manufacturing, trading of wood-based products and carry out agricultural activities.
TWL Care Vista Sdn. Bhd. ("TTM") *	Malaysia	50	50	Trading and services in healthcare.
Tinta Kaca Development Sdn. Bhd. ("TKD") *	Malaysia	100	100	Development of building projects for own operation.
TWL USJ Heights Sdn. Bhd. ("THD") *	Malaysia	100	100	Development of building projects for own operation.
Dataran TWL Sdn. Bhd. ("ALD") *	Malaysia	100	100	Development of building projects for own operation.

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Equity interest 2025	2024	Principal activities
		%	%	
Direct holding: (Cont'd)				
TWL KBI Resources Sdn. Bhd. ("KBI") *	Malaysia	51	51	Property development, construction and services.
TWL Avenue (Kapar) Sdn. Bhd. (Formerly known as Tinta Land Sdn. Bhd.) ("TAK") *	Malaysia	51	–	Development, construction, land acquisition and consultancy in related activities.
Indirect holding:				
Held through TSMSB:				
Tiger Synergy Land Sdn. Bhd. ("TSL")	Malaysia	100	100	Property development and construction.
Held through TMSB:				
TWL Care Vista Sdn. Bhd.	Malaysia	50	50	Trading and services in healthcare.

* *Subsidiary companies not audited by UHY Malaysia PLT*

(a) Acquisition of subsidiary companies

<u>During the financial year</u>

During the financial year, the Company acquired 51% equity interest in TAK, thereby obtaining control over the subsidiary. The acquisitions were completed through acquisition of 1,000,250 ordinary shares (10% equity interest) on 7 February 2025 for a total consideration of RM6,000,000 and 4,001,500 ordinary shares (40% equity interest) on 11 March 2025 for a total consideration of RM8,500,000. Subsequently, on 19 March 2025, the Company exercised its Call Option to acquire an additional 100,000 ordinary shares (1% equity interest) for a total consideration of RM1,080,054.

Accordingly, the Company's total shareholding in TAK increased to 5,101,750 ordinary shares, representing 51% of the issued share capital, for an aggregate total consideration of RM15,580,054.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

	2025 RM
<u>Fair value of identifiable assets acquired and liabilities assumed</u>	
Inventories	108,600,000
Other receivables	3,609,464
Cash and bank balances	1,709
Borrowings	(20,000,000)
Deferred tax liabilities	(19,940,292)
Other payables	(153,899)
Total identifiable assets and liabilities	72,116,982

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

(a) Acquisition of subsidiary companies (Cont'd)

During the financial year (Cont'd)

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date: (Cont'd)

	2025 RM
Net cash outflows arising from acquisition of subsidiary companies	
Purchase consideration settled in cash	(15,580,054)
Cash and cash equivalents acquired	1,709
Net cash outflows arising from acquisition of subsidiary companies	(15,578,345)
Business combination	
Fair value of consideration transferred	15,580,054
Non-controlling interests, based on their propotionate interests in the recognised amounts of the assets and liabilities of the acquiree	35,337,321
Fair value of identifiable assets acquired and liabilities assumed	(72,116,982)
Gain on bargain purchase arising from acquisition of subsidiary companies	(21,199,607)

In the previous financial year

On 4 December 2023, the Company subscribed 5,100 ordinary shares in total consideration of RM5,100 representing 51% of the total issued and paid-up capital of KBI.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

	2024 RM
Fair value of identifiable assets acquired	
Amount due from holding company	5,100
Other receivables	4,900
Total identifiable assets	10,000
Business combination	
Fair value of consideration transferred	5,100
Non-controlling interests, based on their proportionate interests in the recognised amounts of the assets of the acquiree	4,900
Fair value of identifiable assets	(10,000)
	–

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

(b) Changes in ownership interest

During the financial year

(i) On 9 September 2024, the Company subscribed additional 2,997,500 ordinary shares out of 2,997,500 new ordinary shares in THD for RM2,997,500 by set off against amount due from THD to the Company. The Group's equity interest in THD has no change after the subscription of additional new ordinary shares.

(ii) On 28 May 2025, the Company subscribed additional 250,000 ordinary shares out of 250,000 new ordinary shares in TM for a total cash consideration of RM250,000. The Group's equity interest in TM has no change after the subscription of additional new ordinary shares.

In the previous financial year

On 6 July 2023, the Company subscribed additional 1,000,000 ordinary shares out of 1,000,000 new ordinary shares in TKD for a total cash consideration of RM1,000,000. The Group's equity interest in TKD has no change after the subscription of additional new ordinary shares.

8. GOODWILL ON CONSOLIDATION

	Group	
	2025 RM	2024 RM
Cost		
At 1 July/30 June	2,498	2,498
Accumulated impairment losses		
At 1 July/30 June	2,498	2,498
Carrying amount		
At 30 June	–	–

9. TRADE RECEIVABLES

		Group	
	Note	2025 RM	2024 RM
Non-current			
Trade receivables			
- Interest bearing	(a)	13,027,484	5,897,094

NOTES TO THE FINANCIAL STATEMENTS

9. TRADE RECEIVABLES (CONT'D)

	Note	Group 2025 RM	Group 2024 RM
Current			
Trade receivables			
- Interest bearing	(a)	997,464	2,180,344
- Non-interest bearing	(b)	12,867,568	18,988,612
Amount due from related parties			
- Non-interest bearing	(b)	–	14,512,335
Less: Accumulated impairment losses		(9,021,539)	(8,978,107)
		4,843,493	26,703,184
		17,870,977	32,600,278

(a) Trade receivables represent hire purchase receivables and interest bearing at 3% (2024: 3% to 11%) per annum, and are generally due within 15 years (2024: 2 to 15 years) from the agreement dates.

(b) Trade receivables and amount due from related parties are non-interest bearing and are generally on 60 to 90 days (2024: 60 to 90 days) term. They are recognised at their original invoice amounts which represent their fair value on initial recognition.

The movements in the allowance for impairment losses of trade receivables are as follows:

	Group 2025 RM	Group 2024 RM
At 1 July	8,978,107	8,978,107
Impairment loss recognised	43,432	–
At 30 June	9,021,539	8,978,107

10. OTHER RECEIVABLES

	Note	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Non-current					
At amortised cost					
Prepayments	(a)	21,265,073	35,265,073	–	–
Current					
At FVTPL					
Other receivables	(b)	52,919,946	–	52,919,946	–

NOTES TO THE FINANCIAL STATEMENTS

10. OTHER RECEIVABLES (CONT'D)

		Group		Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
Current (Cont'd)					
At amortised cost					
Other receivables		4,259,546	107,288	–	–
Deposits	(c)	321,408	215,518	–	–
Prepayments		18,535,104	33,303	–	–
		76,036,004	356,109	52,919,946	–
		97,301,077	35,621,182	52,919,946	–

(a) Included in non-current prepayments of the Group are turnkey advances amounted to RM21,265,073 (2024: RM35,265,073) and current prepayments of the Group are turnkey advances amounted to RM14,000,000 (2024: RM Nil) paid to a contractor for construction projects pursuant to the turnkey agreements. The prepayments are to be recouped through the interim payment certificate in which the cumulative total certified value of the contractor's work executed (including the amount certified for materials on site) reaches 75% of the total contract value of the contract work.

(b) Included in other receivables of the Group and of the Company is an amount of RM52,919,946 (2024: RM Nil) representing an Advance Sum to Data Pelita Sdn. Bhd. ("DPSB") pursuant to a Call Option Agreement entered into on 10 December 2024. The agreement grants the Company an exclusive right to acquire the remaining 4,999,750 ordinary shares (representing 50% equity interest) in TWL Avenue (Kapar) Sdn. Bhd. (Formerly known as Tinta Land Sdn. Bhd.) ("TAK") from DPSB at a fixed exercise price of RM54,000,000 within 60 months from the Unconditional Date. The Advance Sum will be set off against the exercise price upon exercise of the option and is refundable if the call option is not exercised or the agreement is terminated.

The Advance Sum represents the consideration paid for a call option and has been classified as a financial asset measured at fair value through profit or loss ("FVTPL") in accordance with MFRS 9 *Financial Instruments*, as its contractual cash flows are not solely payments of principal and interest. Until such repayment or completion of the acquisition, all dividends declared in respect of the Option Shares shall accrue to the Company.

The fair value of the call option as at 30 June 2025 was assessed by an independent professional valuer on 13 October 2025 using asset-based approach (Adjusted Net Asset Method) which incorporates a Discounted Cash Flow method for land held for property development and a Market Comparison method for land held for future development. The key unobservable inputs include projected cash flows of TAK, a discount rate of 7.87% and expected growth and project assumptions derived from TAK's approved development plans. The fair value measurement is therefore classified as Level 3 in the fair value hierarchy under MFRS 13 *Fair Value Measurement*.

No fair value gain or loss was recognised during the financial year as the fair value approximated the carrying amount. Management has assessed that the carrying amount is recoverable based on the validity of the option and the underlying valuation support.

As at 30 June 2025, a total of 4,899,750 ordinary shares remain unexercised under the Call Option Agreement.

(c) In the previous financial year, included in the deposits of the Group is RM100,000 paid for the acquisition of property, plant and equipment. The related commitments have been disclosed in Note 30 to the financial statements.

11. AMOUNT DUE FROM/(TO) SUBSIDIARY COMPANIES

	Note	Company 2025 RM	Company 2024 RM
Amount due from subsidiary companies			
Non-current			
Non-trade related	(a)	438,526,489	500,294,236
Less: Accumulated impairment losses		(412,019)	(398,550)
		438,114,470	499,895,686
Amount due to subsidiary companies			
Current			
Non-trade related	(b)	9,493,421	9,582,393

(a) The amount due from subsidiary companies are unsecured, interest free and are unlikely to be realised within twelve months after the end of the reporting period.

(b) The amount due to subsidiary companies are unsecured, interest free and are repayable on demand.

The movements in the allowance for impairment losses of amount due from subsidiary companies are as follows:

	Company 2025 RM	Company 2024 RM
At 1 July	398,550	–
Impairment loss recognised	13,469	398,550
At 30 June	412,019	398,550

12. DEFERRED TAX ASSETS/(LIABILITIES)

	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
At 1 July	3,144,159	2,477,539	1,129,374	2,477,539
Acquisition through business combination (Note 7(a))	(19,940,292)	–	–	–
Recognised in profit or loss	(673,150)	2,014,785	–	–
Recognised directly in equity	(390,128)	(1,348,165)	(390,128)	(1,348,165)
At 30 June	(17,859,411)	3,144,159	739,246	1,129,374

NOTES TO THE FINANCIAL STATEMENTS

12. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

The components and movements of deferred tax assets/(liabilities) are as follows:

	Unabsorbed capital allowances RM	RCULS RM	Property development costs RM	Property, plant and equipment RM	Total RM
Deferred tax assets/ (liabilities)					
Group					
2025					
At 1 July	1,583	1,129,374	2,014,785	(1,583)	3,144,159
Acquisition through business combination	–	–	(19,940,292)	–	(19,940,292)
Recognised in profit or loss	8,129	–	(673,150)	(8,129)	(673,150)
Recognised directly in equity	–	(390,128)	–	–	(390,128)
At 30 June	9,712	739,246	(18,598,657)	(9,712)	(17,859,411)
Deferred tax assets/ (liabilities)					
Group					
2024					
At 1 July	1,862	2,477,539	–	(1,862)	2,477,539
Recognised in profit or loss	(19)	–	2,014,785	19	2,014,785
Over provision in prior years	(260)	–	–	260	–
Recognised directly in equity	–	(1,348,165)	–	–	(1,348,165)
At 30 June	1,583	1,129,374	2,014,785	(1,583)	3,144,159

	Unabsorbed capital allowances RM	RCULS RM	Property, plant and equipment RM	Total RM
Company				
2025				
At 1 July	1,583	1,129,374	(1,583)	1,129,374
Recognised in profit or loss	8,129	–	(8,129)	–
Recognised directly in equity	–	(390,128)	–	(390,128)
At 30 June	9,712	739,246	(9,712)	739,246
2024				
At 1 July	1,602	2,477,539	(1,602)	2,477,539
Recognised in profit or loss	(19)	–	19	–
Recognised directly in equity	–	(1,348,165)	–	(1,348,165)
At 30 June	1,583	1,129,374	(1,583)	1,129,374

12. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

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

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Unutilised tax losses	9,633,865	8,877,707	7,167,438	6,957,864
Unabsorbed capital allowances	1,879,527	1,875,848	7,831	4,153
Other deductible temporary differences	–	836	–	–
	11,513,392	10,754,391	7,175,269	6,962,017

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiary companies that have a recent history of losses.

13. CONTRACT ASSETS

	Group	
	2025 RM	2024 RM
<u>Property development activities</u>		
At 1 July	12,112,101	–
Property development revenue recognised during the financial year	99,591,999	24,037,101
Less: Billings during the financial year	(59,587,500)	(11,925,000)
At 30 June	52,116,600	12,112,101
Presented as:		
Contract assets	52,116,600	12,112,101

The contract assets primarily relate to the Group's rights to consideration for work performed but not yet billed at the reporting date for its property development activities. The contract assets will be transferred to trade receivables when the rights become unconditional.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) at the reporting date are as follows:

	Group	
	2025 RM	2024 RM
Revenue recognised over time:		
- Within one year time	38,496,720	65,650,177
- Later than one year and not later than five years	9,624,180	82,062,721
	48,120,900	147,712,898

NOTES TO THE FINANCIAL STATEMENTS

14. FIXED DEPOSITS WITH FINANCIAL INSTITUTIONS

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Fixed deposits placed with financial institutions:				
- Due within 3 months	29,000	29,000	29,000	29,000
- Due more than 3 months	2,000	2,000	2,000	2,000
- Pledged with licensed banks	920,934	890,500	–	–
	951,934	921,500	31,000	31,000

Fixed deposits of the Group and of the Company earn interest at rates ranging from 2.05% to 2.50% (2024: 2.30% to 4.00%) per annum and 2.05% to 2.15% (2024: 2.55% to 2.60%) per annum respectively, with maturity period ranging from 1 to 12 months (2024: 1 to 12 months) and 3 to 12 months (2024: 3 to 12 months) respectively.

The fixed deposits with licensed banks of the Group amounted to RM920,934 (2024: RM890,500) are pledged as securities for borrowings granted to subsidiary companies as disclosed in Note 19.

15. SHARE CAPITAL

	Group and Company			
	Number of Shares		Amount	
	2025 Units	2024 Units	2025 RM	2024 RM
Ordinary shares issued and fully paid:				
At 1 July	5,750,957,867	4,182,826,142	417,916,233	368,074,680
Issuance of shares				
- Conversion of RCULS	150,134,068	1,211,512,120	3,283,709	27,644,944
- Exercise of Warrants D	298,920,962	59,777,000	16,440,653	3,287,735
- Exercise of Warrants E	57,720,900	296,842,605	3,676,821	18,908,874
At 30 June	6,257,733,797	5,750,957,867	441,317,416	417,916,233

During the financial year, the Company increased its issued and paid-up share capital from RM417,916,233 comprising 5,750,957,867 ordinary shares to RM441,317,416 comprising 6,257,733,797 ordinary shares through the following:

(a) Issuance of 298,920,962 new ordinary shares pursuant to the rights issue with Warrants D at an exercise price of RM0.04 per share;

(b) Issuance of 57,720,900 new ordinary shares pursuant to the rights issue with Warrants E at an exercise price of RM0.03 per share; and

(c) Issuance of 150,134,068 new ordinary shares pursuant to the Redeemable Convertible Unsecured Loan Stocks (“RCULS”) at conversion price of RM0.03 per share.

15. SHARE CAPITAL (CONT'D)

In the previous financial year, the Company increased its issued and paid-up share capital from RM368,074,680 comprising 4,182,826,142 ordinary shares to RM417,916,233 comprising 5,750,957,867 ordinary shares through the following:

(a) Issuance of 59,777,000 new ordinary shares pursuant to the rights issue with Warrants D at an exercise price of RM0.04 per share;

(b) Issuance of 296,842,605 new ordinary shares pursuant to the rights issue with Warrants E at an exercise price of RM0.03 per share; and

(c) Issuance of 1,211,512,120 new ordinary shares pursuant to the RCULS at conversion price of RM0.03 per share.

The new ordinary shares issued during the financial year shall rank pari passu in all respects with the existing ordinary shares of the Company.

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

16. RESERVES

		Group		Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
Non-distributable					
Warrant reserve	(a)	5,672,402	19,575,141	5,672,402	19,575,141
Distributable					
Retained earnings		79,662,741	35,630,441	48,984,374	42,520,290
		85,335,143	55,205,582	54,656,776	62,095,431

(a) Warrant reserve

	Group and Company	
	2025 RM	2024 RM
At 1 July	19,575,141	30,475,392
Less: Exercised Warrants	(6,429,008)	(10,900,251)
Less: Expiry of unexercised Warrants D	(7,473,731)	–
At 30 June	5,672,402	19,575,141

The warrants reserve arose from the proceeds from issuance of warrants. Warrant reserve is transferred to share capital upon the exercise of warrants and the warrant reserve in relation to the unexercised warrants at the expiry date of the warrants period will be transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS

16. RESERVES (CONT'D)

Warrants E

On 15 June 2023, the Company allotted and issued 522,884,007 new Warrants E pursuant to the renounceable rights issue of up to 522,884,007 new ordinary shares in the Company ("TWL Shares" or "Shares") ("Rights Shares") at an issue price of RM0.03 per Rights Share together with up to 522,884,007 free detachable warrants in the Company ("Warrants E") on the basis of 10 RCULS together with 2 free Warrants E for every 10 existing Shares held by the entitled shareholders of the Company.

The Warrants are valid for exercise for a period of 3 years from its issue date and will expire on 14 June 2026. During this period, each Warrant entitles the registered holder to subscribe for 1 new ordinary share in the Company at any time on or after 15 June 2023 to 14 June 2026, at an exercise price of RM0.03 per Warrant. Any Warrants not exercised by its expiry date will lapse thereafter and cease to be valid for all purpose.

As at 30 June 2025, the total number of Warrants E that remain unexercised were 168,320,502 (2024: 226,041,402).

Warrants D

On 25 August 2021, the Company allotted and issued 1,101,479,634 new Warrants D pursuant to the renounceable rights issue of up to 1,101,479,634 new ordinary shares in the Company ("TWL Shares" or "Shares") ("Rights Shares") at an issue price of RM0.04 per Rights Share together with up to 1,101,479,634 free detachable warrants in the Company ("Warrants D") on the basis of 3 Rights Shares together with 3 free Warrants D for every 4 existing Shares held by the entitled shareholders of the Company.

The Warrants are valid for exercise for a period of 3 years from its issue date and will expire on 24 August 2024. During this period, each Warrant entitles the registered holder to subscribe for 1 new ordinary share in the Company at any time on or after 25 August 2021 to 24 August 2024, at an exercise price of RM0.04 per Warrant. Any Warrants not exercised by its expiry date will lapse thereafter and cease to be valid for all purpose.

The warrants have been expired and removed from the official list of Bursa Malaysia Securities Berhad on 7 October 2024 with total of 498,248,747 remain unexercised.

17. RCULS

	Group and Company	
	2025	**2024**
	RM	**RM**
RCULS - Equity portion	11,514,718	13,430,940
RCULS - Liability portion		
Non-current	1,651,008	1,765,512
Current	1,429,185	2,940,214
	3,080,193	4,705,726
	14,594,911	18,136,666

17. RCULS (CONT'D)

On 15 June 2023, the Renounceable Rights Issue of up to RM111,279,632 in nominal value of 5-Year 5% RCULS of 5,563,981,607 RCULS at 100% of its nominal value of RM0.02 each together with up to 1,112,796,321 free detachable warrants in the Company ("Warrants E") on the basis of 10 RCULS together with 2 free warrants E for every 10 existing ordinary shares subscribed has been completed following the listings and quotation on the Main Market of Bursa Securities.

The salient features of the RCULS are as follows:

(a) The coupon rate for the RCULS is 5% per annum, payable semi-annually in arrears starting 6 months from the issue date;

(b) All RCULS holders have the right to convert, at any time during the Conversion Period, such amount of RCULS held into new ordinary shares at the Conversion Price of RM0.03 in the following manner:

   (i) by surrendering the RCULS with an aggregate nominal value of the RCULS equivalent to the Conversion Price, subject to a minimum of 3 RCULS for every 2 new ordinary shares; and/or

   (ii) by paying the difference between the aggregate nominal value of RCULS surrendered and the Conversion Price, if any, in cash, for every 1 new ordinary share;

(c) The new ordinary shares to be issued upon conversion of the RCULS will, upon allotment and issue, rank equally in all respects with the then existing ordinary shares, except that they shall not be entitled to any dividends, rights, allotments and any other distributions of which the entitlement date is before the date of allotment of the new ordinary shares;

(d) The RCULS holder is entitled to exercise the right of conversion from date of issuance up to 14 June 2028 ("Maturity Date");

(e) The RCULS is redeemable via cash at 100% of its nominal value, in whole or in part, at any time during the tenure of the RCULS at the sole and absolute discretion of the Company subject to the Company giving a written notice to the RCULS holders of at least 30 days prior to intended redemption date ("Early Redemption"). Any redemption of the RCULS shall not prejudice the rights of the RCULS holders whose RCULS were so redeemed to receive any accrued but unpaid coupon up to the date of redemption where the accrued but unpaid coupon shall be calculated based on a semi-annual basis and shall accrue from day to day based on a 365 days calendar year. For the avoidance of doubt, the RCULS holders shall have no rights to request the Company to redeem any RCULS throughout the tenure. All RCULS which have been redeemed shall be cancelled and cannot be resold;

(f) All the outstanding RCULS which have not been earlier converted or redeemed on the Maturity Date shall be automatically converted into new ordinary shares at the Conversion Price on the Maturity Date ("Automatic Conversion"). In the event of an Automatic Conversion, the RCULS holders shall be deemed to have submitted a valid conversion notice on the Maturity Date for the purpose of converting such outstanding RCULS into fully paid new ordinary shares. Any fractional new ordinary shares arising from the Automatic Conversion shall be disregarded and be dealt with by the Board as it may deem fit and expedient and in the best interest of our Company. Coupon on the RCULS outstanding as at the Maturity Date shall upon the automatic conversion of the RCULS on the Maturity Date remain payable by the Company notwithstanding the conversion as at the Maturity Date. Subject to the Company giving a written notice to the RCULS holders of at least 30 days prior to the Maturity Date, the Company may redeem the outstanding RCULS (if not earlier converted) via cash at 100% of its nominal value, in whole or in part, on the Maturity Date. During such notice period but not later than the 8th Market Day before the Maturity Date, the RCULS holders shall be entitled to exercise their conversion rights.

NOTES TO THE FINANCIAL STATEMENTS

17. RCULS (CONT'D)

	Group and Company		
	Equity component RM	Liability component RM	Total RM
2025			
As at 1 July 2024	13,430,940	4,705,726	18,136,666
Conversion of RCULS to share capital #	(1,526,094)	(494,728)	(2,020,822)
RCULS coupon payment	–	(1,251,316)	(1,251,316)
Interest expense on RCULS	–	120,511	120,511
Deferred tax effect on conversion	(390,128)	–	(390,128)
As at 30 June 2025	11,514,718	3,080,193	14,594,911
2024			
As at 1 July 2023	26,239,289	10,323,079	36,562,368
Conversion of RCULS to share capital #	(11,460,184)	(4,634,204)	(16,094,388)
RCULS coupon payment	–	(1,024,411)	(1,024,411)
Interest expense on RCULS	–	41,262	41,262
Deferred tax effect on conversion	(1,348,165)	–	(1,348,165)
As at 30 June 2024	13,430,940	4,705,726	18,136,666

\# During the financial year, 150,134,068 (2024: 1,211,512,120) new ordinary shares amounting to RM4,504,022 (2024: RM36,345,363) were issued resulting from the conversion of 162,056,752 (2024: 1,239,740,366) units of RCULS at the conversion price of RM0.03 each.

As at 30 June 2025, 1,168,702,739 (2024: 1,330,759,491) RCULS remained unconverted.

18. LEASE LIABILITIES

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
At 1 July	1,128,569	461,798	–	–
Additions	2,676,005	1,276,466	647,729	–
Accretion of interests (Note 24)	188,509	71,301	21,240	–
Modification of lease terms	(62,626)	–	–	–
Payments of interest expense	(188,509)	(71,301)	(21,240)	–
Payments of principal	(756,291)	(609,695)	(98,760)	–
At 30 June	2,985,657	1,128,569	548,969	–
Presented as:				
Non-current	2,070,491	770,371	340,802	–
Current	915,166	358,198	208,167	–
	2,985,657	1,128,569	548,969	–

NOTES TO THE FINANCIAL STATEMENTS

18. LEASE LIABILITIES (CONT'D)

The maturity analysis of lease liabilities of the Group and of the Company at the end of the reporting period:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Within one year	1,127,096	398,432	240,000	–
Later than one year and not later than five years	2,214,607	905,232	360,000	–
	3,341,703	1,303,664	600,000	–
Less: Future finance charges	(356,046)	(175,095)	(51,031)	–
Present value of lease liabilities	2,985,657	1,128,569	548,969	–

The Group and the Company leases various office buildings, motor vehicles and plant and machinery. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

As at 30 June 2025, included in the lease liabilities of the Group amounting to RM1,781,900 (2024: RM1,005,114) is under hire purchase arrangement and is secured by a charge over the leased assets as disclosed in Note 6. The interest rates of the Group and of the Company for the lease liabilities of the reporting date ranging from 2.62% to 8.67% (2024: 2.62% to 8.67%) per annum and 7% (2024: Nil) per annum respectively.

19. BORROWINGS

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Secured				
Term loans	43,076,793	13,529,868	–	1,734,900
Bridging loans	27,042,586	–	–	–
	70,119,379	13,529,868	–	1,734,900
Non-current				
Term loans	21,543,627	9,952,923	–	–
Bridging loans	1,709,254	–	–	–
	23,252,881	9,952,923	–	–
Current				
Term loans	21,533,166	3,576,945	–	1,734,900
Bridging loans	25,333,332	–	–	–
	46,866,498	3,576,945	–	1,734,900
	70,119,379	13,529,868	–	1,734,900

NOTES TO THE FINANCIAL STATEMENTS

19. BORROWINGS (CONT'D)

The borrowings of the Group and of the Company are secured by the following:

(i) legal charge over the Group's land held for property development and property development costs as disclosed in Notes 5(a) and 5(b);

(ii) charge on fixed deposits with licensed banks of the Group as disclosed in Note 14;

(iii) jointly and severally guaranteed by certain Directors of the Company;

(iv) corporate guarantee by the Company and certain subsidiary companies;

(v) Business Loan Level Term Assurance ("BLLTA") for the sum insured RM500,000 to cover the life of a Director with the Bank's appointed insurer with Bank endorsed as assignee/mortgagee/loss payee; and

(vi) keyman insurance policy with insurance premium of not less than RM5,000,000 taken up under the name of a director with insurer and assigned to the Bank.

The interest rates of the Group and of the Company for the above facilities as at reporting date are as follows:

	Group		Company	
	2025 %	2024 %	2025 %	2024 %
Term loans	6.67 - 12	7.70 - 11	–	11
Bridging loans	7.67	–	–	–

Maturity of borrowings is as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Within one year	46,866,498	3,576,945	–	1,734,900
Later than one year and not later than five years	18,478,072	3,270,953	–	–
Later than five years	4,774,809	6,681,970	–	–
	70,119,379	13,529,868	–	1,734,900

20. TRADE PAYABLES

The normal trade credit terms granted to the Group is 90 days (2024: 60 to 90 days).

21. OTHER PAYABLES

		Group		Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
Other payables					
- Third parties		884,692	666,966	83,742	61,974
- Amount due to companies in which certain Directors of the Company have substantial financial interest	(a)	379,042	234,900	120,000	–
- Amount due to a Director of subsidiary companies	(a)	15,892	–	–	–
Deposits	(b)	2,166,343	505,500	–	–
Accruals		1,149,724	1,156,002	351,800	389,600
		4,595,693	2,563,368	555,542	451,574

(a) The amount due to companies in which certain Directors of the Company have substantial financial interest and amount due to a Director of subsidiary companies are unsecured, interest free and are repayable on demand.

(b) Included in deposits is an amount of RM1,687,544 (2024: RM Nil) representing deposits received from prospective house buyers for a future property development project. These deposits are refundable upon request or will be applied towards the purchase consideration upon the commencement of the related project.

22. AMOUNT DUE TO DIRECTORS

The amount due to Directors are non-trade in nature, unsecured, interest free and are repayable on demand.

23. REVENUE

	Group	
	2025 RM	2024 RM
Revenue from contracts with customers:		
- Sale of goods	–	3,835,100
- Property development	99,591,999	24,037,101
- Rendering of services	–	22,936,605
	99,591,999	50,808,806
Revenue from other sources:		
- Interest income	464,662	355,898
	100,056,661	51,164,704

NOTES TO THE FINANCIAL STATEMENTS

23. REVENUE (CONT'D)

	Group 2025 RM	Group 2024 RM
Geographical market:		
Malaysia	100,056,661	51,164,704
Timing of revenue recognition:		
At a point in time	–	3,835,100
Over time	99,591,999	46,973,706
Total revenue from contracts with customers	99,591,999	50,808,806

24. FINANCE COSTS

	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Interest expenses on:				
Lease liabilities	188,509	71,301	21,240	–
RCULS	120,511	41,262	120,511	41,262
Borrowings	3,710,763	1,628,390	68,057	658,824
	4,019,783	1,740,953	209,808	700,086

25. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax is derived after charging/(crediting) amongst other, the following items:

	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Auditors' remuneration:				
- Statutory audits				
- UHY Malaysia PLT	269,000	249,000	160,000	140,000
- Other auditors	101,500	71,500	–	–
- Non-statutory audits				
- UHY Malaysia PLT	5,000	5,000	5,000	5,000
Amortisation of right-of-use assets	675,047	220,824	107,955	–
Bad debts recovered	–	(1,500)	–	–
Depreciation of property, plant and equipment	686,417	755,024	18,327	27,181
Gain on disposal of property, plant and equipment	–	(17,500)	–	–
Gain on modification of lease terms	(2,640)	–	–	–
Gain on bargain purchase arising from acquisition of subsidiary companies	(21,199,607)	–	–	–

25. PROFIT/(LOSS) BEFORE TAX (CONT'D)

Profit/(Loss) before tax is derived after charging/(crediting) amongst other, the following items: (Cont'd)

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Impairment loss on non-financial assets:				
- Investments in subsidiary companies	–	–	12,472	95,500
Interest expenses	4,019,783	1,740,953	209,808	700,086
Interest income	(658,898)	(453,119)	(6,372)	(420,071)
Lease expenses relating to short term leases	656,727	261,858	–	–
Management fee	–	–	(240,000)	(1,798,000)
Net loss on impairment of financial instruments:				
- Impairment loss on:				
- Amount due from subsidiary companies	–	–	13,469	398,550
- Trade receivables	43,432	–	–	–
	43,432	–	13,469	398,550
Non-executive Directors remuneration:				
- Fees and allowance	12,000	51,000	12,000	51,000
Pre-operating expenses	–	3,088	–	–
Property, plant and equipment written off	8	–	8	–
Rental income	(24,000)	(321,384)	–	–

26. TAXATION

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Tax expenses recognised in profit or loss				
Current tax				
- Current tax provision	5,178,856	1,837,124	–	–
- Under provision in prior years	67,257	11,472,053	77,953	11,460,621
	5,246,113	13,309,177	77,953	11,460,621
Deferred tax				
- Origination and reversal of temporary differences	673,150	(2,014,785)	–	–
	5,919,263	11,294,392	77,953	11,460,621

Malaysian income tax is calculated at the statutory tax rate of 24% (2024: 24%) of the estimated assessable profits for the financial year.

26. TAXATION (CONT'D)

A reconciliation of income tax expenses applicable to profit/(loss) before tax at the statutory tax rate to income tax expenses at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Profit/(Loss) before tax	42,018,707	18,586,628	(931,694)	(487,852)
At Malaysian statutory tax rate of 24% (2024: 24%)	10,084,490	4,460,791	(223,607)	(117,084)
Expenses not deductible for tax purposes	122,532	84,718	10,355	149,244
Income not subject to tax	(5,114,017)	(36,665)	–	–
Utilisation of previously unrecognised deferred tax assets	(67,459)	(4,841,273)	–	(32,160)
Deferred tax assets not recognised	826,460	154,768	213,252	–
	5,852,006	(177,661)	–	–
Under provision of income tax expenses in prior years	67,257	11,472,053	77,953	11,460,621
	5,919,263	11,294,392	77,953	11,460,621

The Group and the Company have the following estimated unutilised tax losses and unabsorbed capital allowances available for carry forward to offset against future taxable profits. The said amounts are subject to approval by the tax authorities.

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Unabsorbed capital allowances	7,871,828	7,822,631	73,097	23,902
Unutilised tax losses to be carried forward until:				
- Year of assessment 2028	4,862,273	4,908,354	1,683,127	1,683,127
- Year of assessment 2029	3,999,765	4,002,887	3,649,128	3,649,128
- Year of assessment 2030	2,893,181	2,898,876	2,062,613	2,062,613
- Year of assessment 2031	2,089,054	2,093,528	848,790	848,790
- Year of assessment 2032	21,106,835	21,113,925	20,160,914	20,160,914
- Year of assessment 2033	1,414,139	1,574,529	586,530	586,530
- Year of assessment 2034	344,117	398,346	–	–
- Year of assessment 2035	3,431,740	–	873,223	–
	48,012,932	44,813,076	29,937,422	29,015,004

Under current tax legislation, unutilised tax losses can be carried forward for up to 10 consecutive years of assessment from the year the losses were first incurred.

In contrast, unabsorbed capital allowances may be carried forward indefinitely, provided there is no substantial change in the shareholding and business of the relevant entity, as stipulated under the Income Tax Act 1967.

27. EARNINGS PER SHARE

(a) Basic earnings per share

The basic earnings per share are calculated based on the consolidated profit for the financial year attributable to owners of the parent and the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2025	**2024**
	RM	**RM**
Profit attributable to owners of the parent for basic earnings	36,558,569	7,295,728
Weighted average number of ordinary shares in issue		
Issued ordinary shares at 1 July	5,750,957,867	4,182,826,142
Effect of ordinary shares issued during the financial year	408,452,827	888,460,746
Weighted average number of ordinary shares at 30 June	6,159,410,694	5,071,286,888
Basic earnings per share (in sen)	0.59	0.14

(b) Diluted earnings per share

Diluted earnings per share are calculated based on the adjusted consolidated profit for the financial year attributable to the owners of the parent and the weighted average number of ordinary shares in issue during the financial year have been adjusted for the dilutive effects of all potential ordinary shares as follows:

	Group	
	2025	**2024**
	RM	**RM**
Profit attributable to owners of the parent (diluted)	36,558,569	7,295,728
Weighted average number of ordinary shares used in the calculation of basic earnings per share	6,159,410,694	5,071,286,888
Effect of Warrants E on issue	–	9,041,656
Effect of RCULS on issue	–	35,486,920
Weighted average number of ordinary shares at 30 June (diluted)	6,159,410,694	5,115,815,464
Diluted earnings per share (in sen)	0.59	0.14

The Group has no dilution in their earnings per ordinary share as the exercise price of the 947,455,661 potential ordinary shares exceeds the average market price of ordinary shares during the financial year, the options do not have any dilutive effect on the weighted average number of ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS

28. STAFF COSTS

	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Salaries, wages and other emoluments	3,946,106	2,280,796	12,000	84,000
Defined contribution plans	210,721	159,363	–	–
	4,156,827	2,440,159	12,000	84,000

Included in staff costs is aggregate amount of remuneration received and receivable by the Executive Directors of the Company and of the subsidiary companies during the financial year as below:

	Group 2025 RM	Group 2024 RM	Company 2025 RM	Company 2024 RM
Executive Directors				
Salaries and other emoluments	1,495,600	730,758	–	–
Defined contribution plans	30,000	36,000	–	–
	1,525,600	766,758	–	–

29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the liabilities of the Group and of the Company arising from financing activities:

	At 1 July RM	Additions (Note 18) RM	Financing cash flows (i) RM	Acquisition through business combination (Note 7(a)) RM	Modification of lease terms (Note 18) RM	Interest payable RM	At 30 June RM
2025							
Group							
Financial liabilities							
Lease liabilities	1,128,569	2,676,005	(756,291)	–	(62,626)	–	2,985,657
Borrowings	13,529,868	–	36,869,411	20,000,000	–	(279,900)	70,119,379
Amount due to Directors	532,216	–	(5,300)	–	–	–	526,916
	15,190,653	2,676,005	36,107,820	20,000,000	(62,626)	(279,900)	73,631,952
Company							
Financial liabilities							
Lease liabilities	–	647,729	(98,760)	–	–	–	548,969
Borrowings	1,734,900	–	(1,455,000)	–	–	(279,900)	–
Amount due to Directors	120,897	–	–	–	–	–	120,897
	1,855,797	647,729	(1,553,760)	–	–	(279,900)	669,866

NOTES TO THE FINANCIAL STATEMENTS

29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONT'D)

The table below details changes in the liabilities of the Group and of the Company arising from financing activities: (Cont'd)

	At 1 July RM	Additions (Note 18) RM	Financing cash flows (i) RM	Interest payable RM	At 30 June RM
2024					
Group					
Financial liabilities					
Lease liabilities	461,798	1,276,466	(609,695)	–	1,128,569
Borrowings	16,602,427	–	(3,240,941)	168,382	13,529,868
Amount due to Directors	366,101	–	166,115	–	532,216
	17,430,326	1,276,466	(3,684,521)	168,382	15,190,653
Company					
Financial liabilities					
Borrowings	6,000,000	–	(4,433,482)	168,382	1,734,900
Amount due to Directors	121,782	–	(885)	–	120,897
	6,121,782	–	(4,434,367)	168,382	1,855,797

(i) *The financing cash flows include the net amount of proceeds from or repayments of lease liabilities, borrowings and amount due to Directors in the statements of cash flows.*

30. CAPITAL COMMITMENTS

	Group	
	2025 RM	2024 RM
Authorised and contracted for:		
- Freehold land	22,509,800	31,619,800
Authorised but not contracted for:		
- Property, plant and equipment	–	430,000
	22,509,800	32,049,800

31. CONTINGENCIES

Material Litigations

During the financial year, the Company received notices of assessment from the Inland Revenue Board of Malaysia ("IRB") for the years of assessment 2017, 2018, 2019, 2021, 2022 and 2023 amounting in aggregate to RM36,025,774.46, which are currently under dispute.

A sum of RM11,460,621, being a tax impose by the IRB in May 2024 has been recognised in the financial statements. The remaining balance of RM24,565,153 represents the disputed and unrecognised portion, which is treated as a contingent liability pending the outcome of the judicial review and appeal proceedings, as further disclosed in Note 36(b).

Based on the advice of the Company's legal counsel, the Directors are of the view that the Company has reasonable prospects of success in both the Judicial Review Application and before the Special Commissioners of Income Tax. Accordingly, no provision has been made in the financial statements for the disputed assessments.

32. RELATED PARTY DISCLOSURES

(a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group, having authority and responsibility for planning, directing and controlling the activities of the Group entities directly or indirectly.

NOTES TO THE FINANCIAL STATEMENTS

32. RELATED PARTY DISCLOSURES (CONT'D)

(b) Significant related party transactions

Related party transactions have been entered into the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Group and of the Company are as follows:

	2025 RM	2024 RM
Group		
Transactions with companies in which certain Directors of the Company have substantial financial interest		
- Lease expenses on office	256,445	80,892
- Rendering of services	–	14,521,335
Transactions with Directors and their close family members		
- Lease expenses on office	23,246	46,494
Company		
Transactions with subsidiary companies		
- Management fee income	240,000	1,798,000
Transactions with companies in which certain Directors of the Company have substantial financial interest		
- Lease expenses on office	120,000	–

(c) Compensation of key management personnel

Remuneration of Directors and other members of key management are as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Executive Directors				
Salaries and other emoluments	1,495,600	730,758	–	–
Defined contribution plans	30,000	36,000	–	–
	1,525,600	766,758	–	–
Non-executive Directors				
Fees and allowance	12,000	51,000	12,000	51,000
Other key management personnel				
Salaries and other emoluments	695,671	462,027	–	–
Defined contribution plans	76,162	46,508	–	–
	771,833	508,535	–	–

NOTES TO THE FINANCIAL STATEMENTS

33. OPERATING SEGMENTS

Segment information is primarily presented in respect of the Group's business segment which is based on the Group's management and internal reporting structure.

Trading	:	Wholesale of pharmaceutical and medical goods
Property development and construction	:	Development of residential and commercial properties
Batching plant	:	Production and sale of concrete mix and other concrete
Plantation and timber services	:	Provision of site clearance, earthwork, and labour services of land area
Others	:	Property investment, trading of plywood, building materials and general trading, money lending services and investment holding

Segment revenue, results and assets include items directly attributable to a segment and those where a reasonable basis of allocation exists. Inter-segment revenues are eliminated on consolidation.

Segment profit is used to measure performances as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities operate within these industries.

The total of segment assets is measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by the Group's Executive Chairman. Segment total assets are used to measure the return of assets of each segment.

The total of segment liabilities is measured based on all liabilities of a segment, as included in the internal management reports that are reviewed by the Group's Executive Chairman.

NOTES TO THE FINANCIAL STATEMENTS

33. OPERATING SEGMENTS (CONT'D)

(a) Business segment

	Trading RM	Property Development and Construction RM	Batching Plant RM	Plantation and Timber RM	Others RM	Elimination RM	Consolidated RM
2025							
REVENUE							
Total revenue	–	144,484,957	6,263,749	–	464,663	(51,156,708)	100,056,661
RESULTS							
(Loss)/Profit from operations	(15,640)	22,668,298	230,184	(130,752)	(743,943)	24,030,343	46,038,490
Finance costs							(4,019,783)
Taxation							(5,919,263)
Profit for the financial year							36,099,444
OTHER INFORMATION							
Segment assets	786	553,632,994	3,422,444	4,820,678	548,889,908	(414,751,073)	696,015,737
Segment liabilities	422,485	511,682,121	11,749,149	606,180	35,425,709	(436,919,449)	122,966,195
Capital expenditure	–	2,645,284	317,000	–	1,057,816	–	4,020,100
Depreciation and amortisation	–	604,081	522,848	59,985	174,550	–	1,361,464

33. OPERATING SEGMENTS (CONT'D)

(a) Business segment (Cont'd)

	Trading RM	Property Development and Construction RM	Batching Plant RM	Plantation and Timber RM	Others RM	Elimination RM	Consolidated RM
2024							
REVENUE							
Total revenue	260,000	84,602,781	1,104,800	3,575,100	355,898	(38,733,875)	51,164,704
RESULTS							
Profit/(Loss) from operations	7,270	28,681,249	(681,553)	57,475	164,026	(7,900,886)	20,327,581
Finance costs							(1,740,953)
Taxation							(11,294,392)
Profit for the financial year							7,292,236
OTHER INFORMATION							
Segment assets	1,101	534,713,070	2,665,311	5,025,364	532,483,322	(546,315,384)	528,572,784
Segment liabilities	407,160	518,431,393	11,464,852	687,948	33,034,078	(522,009,471)	42,015,960
Capital expenditure	–	1,647,560	465,000	-	10,600	–	2,123,160
Depreciation and amortisation	–	183,554	640,854	119,968	31,472	–	975,848

NOTES TO THE FINANCIAL STATEMENTS

33. OPERATING SEGMENTS (CONT'D)

(b) Information about major customers

The following are the major customers individually accounting for 10% or more of the Group's revenue for current financial year and prior financial year:

	Group 2025 RM	Group 2024 RM
Customer A	–	14,012,335

34. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 3 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and 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		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
At Amortised Cost				
Financial Assets				
Trade receivables	17,870,977	32,600,278	–	–
Other receivables (excluded prepayments)	4,580,954	322,806	–	–
Amount due from subsidiary companies	–	–	438,114,470	499,895,686
Fixed deposits with financial institutions	951,934	921,500	31,000	31,000
Cash and bank balances	67,313,365	97,586,623	110,966	19,293
	90,717,230	131,431,207	438,256,436	499,945,979
Financial Liabilities				
Trade payables	5,708,066	5,709,180	–	–
Other payables	4,595,693	2,563,368	555,542	451,574
Amount due to Directors	526,916	532,216	120,897	120,897
Amount due to subsidiary companies	–	–	9,493,421	9,582,393
Lease liabilities	2,985,657	1,128,569	548,969	–
Borrowings	70,119,379	13,529,868	–	1,734,900
	83,935,711	23,463,201	10,718,829	11,889,764
At FVTPL				
Financial Assets				
Other receivables (excluded prepayments)	52,919,946	–	52,919,946	–

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity and interest rate risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

(i) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers, contract assets and other receivables. The Company's exposure to credit risk arises principally from other receivables, loans and advances to subsidiary companies and financial guarantees given to banks for credit facilities granted to subsidiary companies. There are no significant changes as compared to prior periods.

Trade receivables and contract assets

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis via the Group's management reporting procedures and action will be taken for long overdue debts. In respect of trade receivables arising from the sale of development properties, the Group mitigates its credit risk by maintaining its name as the registered owner of the development properties until full settlement by the purchasers or the purchasers' end-financiers. For receivables arising from money lending operations, the Group has a credit policy in place for its credit valuation, including evaluation of repayment capacity, collateral adequacy and credit history. The Group also conducts regular monitoring of loan performance, arrears trends and concentration risk to ensure timely identification and management of deteriorating exposures.

At each reporting date, the Group assesses whether any of the trade receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired trade receivables and contract assets are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables and contract assets that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous financial period.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables and contract assets are represented by the carrying amounts in the statements of financial position.

The Group do not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risk associated with hire purchase receivables is mitigated because they are secured over the properties of customers.

NOTES TO THE FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

Trade receivables and contract assets (Cont'd)

Concentration of credit risk

As at the end of the financial year, the Group had no significant concentration of credit risk, with its exposure spread over a large number of customers, whereas in the previous financial year, 4 major customers accounted for approximately 69% of the trade receivables outstanding.

Recognition and measurement of impairment loss

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within credit terms. The Group's debt recovery process is that when invoices exceeded the credit terms, the Group will start to initiate a structured debt recovery process which is monitored by sales team.

The following table provides information about the exposure to credit risk and ECLs for trade receivables as at reporting year of the Group.

	Gross amount RM	Loss allowance RM	Net amount RM
Group			
2025			
Neither past due nor impaired	13,981,516	–	13,981,516
Past due not impaired:			
Less than 30 days	3,851,686	–	3,851,686
More than 90 days	37,775	–	37,775
	3,889,461	–	3,889,461
	17,870,977	–	17,870,977
Credit impaired:			
Individual impaired	9,021,539	(9,021,539)	–
	26,892,516	(9,021,539)	17,870,977
2024			
Neither past due nor impaired	8,077,438	–	8,077,438
Past due not impaired:			
Less than 30 days	24,485,065	–	24,485,065
More than 90 days	37,775	–	37,775
	24,522,840	–	24,522,840
	32,600,278	–	32,600,278
Credit impaired:			
Individual impaired	8,978,107	(8,978,107)	–
	41,578,385	(8,978,107)	32,600,278

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

Trade receivables and contract assets (Cont'd)

Recognition and measurement of impairment loss (Cont'd)

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group.

As at 30 June 2025, trade receivables of RM3,889,461 (2024: RM24,522,840) were past due but not impaired. These relate to a number of independent customers from whom there is no recent history of default.

The trade receivables of the Group that are individually assessed to be impaired amounting to RM9,021,539 (2024: RM8,978,107) related to customers that are in financial difficulties, have defaulted on payments and/or have disputed on the billings. These balances are expected to be recovered through the debts recovery process.

The movements in the allowance for impairment losses in respect of trade receivables of the Group during the financial year are as follows:

	Credit impaired RM
Group	
2025	
At 1 July	8,978,107
Impairment loss recognised	43,432
At 30 June	9,021,539
2024	
At 1 July/30 June	8,978,107

Cash and cash equivalents

Risk management objectives, policies and processes for managing the risk

The cash and cash equivalents are held with banks and financial institutions. The Group and the Company have a credit policy in place to control credit risk by deposit with banks and financial institutions with good credit rating.

Exposure to credit risk, credit quality and collateral

At the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amount in the statements of financial position.

NOTES TO THE FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

Cash and cash equivalents (Cont'd)

Recognition and measurement of impairment loss

These banks and financial institutions have low credit risks. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

Other receivables

Risk management objectives, policies and processes for managing the risk

Credit risks on other receivables are mainly arising from receivables from third parties. The Group and the Company manage the credit risk on an ongoing basis via management reporting procedures and action will be taken for long outstanding debts.

Exposure to credit risk, credit quality and collateral

At the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amount in the statements of financial position.

Recognition and measurement of impairment loss

Included within other receivables is an amount of RM52,919,946 (2024: RM Nil) classified as a financial asset measured at fair value through profit or loss ("FVTPL") arising from the Call Option Agreement disclosed in Note 10(b). As this balance is measured at fair value, no expected credit loss assessment is required under MFRS 9 Financial Instruments. The credit risk associated with this balance is reflected in its fair value measurement, which incorporates the recoverability of the advance and the underlying equity value of the subsidiary company.

For other receivables measured at amortised cost, the balances generally have low credit risk, and the Group and the Company are of the view that the loss allowance is not material and hence not provided for.

Financial guarantees

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to subsidiary companies. The Company monitors the ability of the subsidiary companies to service its loans and borrowings on an individual basis.

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk for the financial guarantees of the Company in this respect is RM50,119,379 (2024: RM11,794,968), representing the outstanding credit facilities to the subsidiary companies at the end of the reporting period.

Recognition and measurement of impairment loss

There is no history of default from subsidiary companies and there are no indicates that any going concern from them. The Company are of the view that loss allowance is not material and hence, it is not provided for.

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

Inter-company loans and advances

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured loans and advances to subsidiary companies. The Company monitors the ability of the subsidiary companies to repay the loans and advances on an individual basis.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

Recognition and measurement of impairment loss

Generally, the Company considers loans and advances to subsidiary companies have low credit risk because there is no indicates that any going concern from subsidiary companies. Consequently, the Company is of the view that the loss allowance is not material and hence, it is not provided for.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's and the Company's funding requirements and liquidity risk is managed with the objective of meeting business obligations on a timely basis. The Group and the Company finance its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

	On demand or within 1 year RM	1 to 5 years RM	After 5 years RM	Total contractual cash flows RM	Total carrying amount RM
Group					
2025					
Non-derivative financial liabilities					
Trade payables	5,708,066	–	–	5,708,066	5,708,066
Other payables	4,595,693	–	–	4,595,693	4,595,693
Amount due to Directors	526,916	–	–	526,916	526,916
Lease liabilities	1,127,096	2,214,607	–	3,341,703	2,985,657
Borrowings	48,059,128	20,449,765	6,907,477	75,416,370	70,119,379
	60,016,899	22,664,372	6,907,477	89,588,748	83,935,711

NOTES TO THE FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(ii) Liquidity risk (Cont'd)

	On demand or within 1 year RM	1 to 5 years RM	After 5 years RM	Total contractual cash flows RM	Total carrying amount RM
Group (Cont'd)					
2024					
Non-derivative financial liabilities					
Trade payables	5,709,180	–	–	5,709,180	5,709,180
Other payables	2,563,368	–	–	2,563,368	2,563,368
Amount due to Directors	532,216	–	–	532,216	532,216
Lease liabilities	398,432	905,232	–	1,303,664	1,128,569
Borrowings	4,052,846	7,934,191	6,480,292	18,467,329	13,529,868
	13,256,042	8,839,423	6,480,292	28,575,757	23,463,201

	On demand or within 1 year RM	1 to 5 years RM	Total contractual cash flows RM	Total carrying amount RM
Company				
2025				
Non-derivative financial liabilities				
Other payables	555,542	–	555,542	555,542
Amount due to Directors	120,897	–	120,897	120,897
Amount due to subsidiary companies	9,493,421	–	9,493,421	9,493,421
Lease liabilities	240,000	360,000	600,000	548,969
Financial guarantee*	50,119,379	–	50,119,379	–
	60,529,239	360,000	60,889,239	10,718,829
2024				
Non-derivative financial liabilities				
Other payables	451,574	–	451,574	451,574
Amount due to Directors	120,897	–	120,897	120,897
Amount due to subsidiary companies	9,582,393	–	9,582,393	9,582,393
Borrowings	1,819,682	–	1,819,682	1,734,900
Financial guarantee*	11,794,968	–	11,794,968	–
	23,769,514	–	23,769,514	11,889,764

* Based on the maximum amount that can be called for under the financial guarantee contract.

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Market risk

(a) Interest rate risk

The Group's and the Company's fixed rate deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's and the Company's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The Group and the Company manage the interest rate risk of its deposits with licensed financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The Group and the Company manage its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group and the Company constantly monitor its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group and the Company do not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

The interest rate profile of the Group's and of the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2025 RM	**2024 RM**	**2025 RM**	**2024 RM**
<u>**Fixed rate instruments**</u>				
Financial assets				
Fixed deposits with financial institutions	951,934	921,500	31,000	31,000
Financial liabilities				
Lease liabilities	2,985,657	1,128,569	548,969	–
<u>**Floating rate instruments**</u>				
Financial liabilities				
Term loans	43,076,793	13,529,868	–	1,734,900
Bridging loans	27,042,586	–	–	–
	70,119,379	13,529,868	–	1,734,900

Interest rate risk sensitivity analysis

<u>Fair value sensitivity analysis for fixed rate instruments</u>

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in market interest rates at the end of the reporting period would not affect profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Market risk (Cont'd)

(a) Interest rate risk (Cont'd)

Interest rate risk sensitivity analysis (Cont'd)

Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the Group's and the Company's profit/(loss) before tax by RM701,194 (2024: RM135,299) and RM Nil (2024: RM17,349) respectively, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

(c) Fair value of financial instruments

The carrying amounts of short term receivables and payables, cash and cash equivalents and short term borrowings approximate their fair value due to the relatively short term nature of these financial instruments and insignificant impact of discounting.

The carrying amounts of the long term borrowings at the reporting date reasonably approximate their fair values.

It was not practicable to estimate the fair value of investment in unquoted equity due to the lack of comparable quoted prices in an active market and the fair value cannot be reliably measured.

The table below analyses financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with their fair values and carrying amounts shown in the statements of financial position.

	Fair value of financial instruments carried at fair value Level 3 RM	Total fair value RM	Carrying amount RM
2025			
Group and Company			
Financial assets			
Other receivables	52,919,946	52,919,946	52,919,946

(i) Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

There were no transfers between levels during current and previous financial year.

34. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value of financial instruments (Cont'd)

(ii) Level 1 fair value

Level 1 fair value is derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

(iii) Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Non-derivative financial instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

(iv) Level 3 fair value

Level 3 fair values for the financial assets and liabilities are estimated using unobservable inputs.

35. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital using a gearing ratio. The Group's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements. The gearing ratios at end of the reporting period are as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Total borrowings	73,105,036	14,658,437	548,969	1,734,900
Less: Deposits, bank and cash balances	(68,265,299)	(98,508,123)	(141,966)	(50,293)
Net debts	4,839,737	(83,849,686)	407,003	1,684,607
Total equity	573,049,542	486,556,824	507,488,910	493,442,604
Gearing ratio	0.008	N/A	0.001	0.003

N/A - Gearing ratio not applicable as the cash and cash equivalents of the Group and of the Company is sufficient to settle the outstanding debts.

There were no changes in the Group's approach to capital management during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS

(a) Tinta EN10 Development Sdn. Bhd. (“the Plaintiff”) vs TWL Holdings Berhad and 14 others (“Defendants”) - Kuala Lumpur High Court, Suit No.: WA-22NCC-635-09/2023

On 06 September 2023, the Company had received a Writ of Summons and Statement of Claim both dated 29 August 2023 vide Suit No.: WA-22NCVC-485-08/2023 (“the Suit”) issued by the Kuala Lumpur High Court (“Court”) from Tinta EN10 Development Sdn. Bhd. (“the Plaintiff”), claiming for, among others, a declaration that the Company is in breach of three (3) Consultancy Agreements by failing to pay the Plaintiff the balance 90% Consultancy Fees under the 3 Consultancy Agreements of RM3,503,250.00.

In relation to the above, the Plaintiff is seeking the following reliefs, among others:

- A declaration that the Company in breach of the 3 Consultancy Agreements by failing to pay the Plaintiff the Balance 90% Consultancy Fees under the 3 Consultancy Agreements of RM3,503,250.00;
- A declaration pursuant to Section 540 of the Companies Act 2016 that the Defendants are liable to pay the sum of RM3,503,250.00 to the Plaintiff is hereby imposed on the Defendants jointly and severally;
- Alternatively, a declaration that the Defendants have directly and/or indirectly induced, procured and/or facilitated the breach of the 3 Consultancy Agreements;
- An order that the Defendants do, jointly and severally, pay the Balance 90% Consultancy Fees of RM3,503,250.00 to the Plaintiff forthwith;
- Interest at the rate of 5% per annum on the sum of RM3,503,250.00 until the date of full realization;
- An order that the Company, whether by itself and/or its subsidiaries, their directors, officers, representatives, employees, servants and/or agents or any of them in combination or otherwise, howsoever, is prohibited from utilizing, 2 dealing and/or disposing of any revenue generated, assets, resources and goodwill obtained from the Plaintiff through the 3 Consultancy Agreements until the Balance 90% Consultancy Fees and any interest accrued thereon are fully paid to the Plaintiff;
- Costs; and
- Such further or other relief that this Honourable Court deems fit and proper.

(a) Tinta EN10 Development Sdn. Bhd. (“the Plaintiff”) vs TWL Holdings Berhad and 14 others (“Defendants”) - Kuala Lumpur High Court, Suit No.: WA-22NCC-635-09/2023 (Cont’d)

The case was transferred to Kuala Lumpur High Court (Commercial Division) and the new case number for the Suit is WA-22NCC-635-09/2023.

Thereafter, the 1st - 9th Defendants filed an application for Striking Out of the Suit on 27 November 2023, whilst the 10th - 12th Defendants and 13th - 15th Defendants filed their respective applications for Striking Out of the Suit on 29 November 2023 and 28 November 2023 respectively.

On 21 March 2024, the solicitors for all the Defendants informed the Court that they wish to withdraw the Striking Out Application.

On 3 May 2024, the solicitors for the Plaintiff informed the Court that the parties are in the final stages of negotiating the terms of the settlement agreement and the agreement to be signed by the parties in the forthcoming weeks.

On 29 July 2024, solicitors for the Plaintiff informed the Court that the parties had successfully reached an agreement to resolve the dispute and have signed a settlement agreement and that the Plaintiff will withdraw the Suit without liberty to file afresh and with no order as to costs.

36. MATERIAL LITIGATIONS (CONT'D)

(b) Judicial Review and Appeal Against Tax Assessments by the Inland Revenue Board of Malaysia ("IRB") - Kuala Lumpur High Court, Suit No.: WA-25-453-12/2024

During the financial year, the Inland Revenue Board of Malaysia ("IRB") issued six (6) notices of assessment to the Company for the years of assessment 2017, 2018, 2019, 2021, 2022 and 2023 ("Assessments"), amounting to RM36,025,774.46. The Assessments comprise deemed interest income imposed on the Company, non-deductibility of expenses relating to the employee share option scheme, and the corresponding penalties.

The Company has appealed and challenged the Assessments and initiated the following actions:

(a) filed a Judicial Review application ("JR Application") at the Kuala Lumpur High Court against the Assessments issued by the IRB, disputing the deemed interest income and penalties imposed; and

(b) filed Form Q with the Special Commissioners of Income Tax ("SCIT") to appeal against the Assessments relating to deemed interest income, non-deductibility of the employee share option scheme and penalties imposed.

On 22 January 2025, the Court granted an interim stay order, effectively staying the Assessments until disposal of the JR Application. The hearing for leave to commence the Judicial Review is fixed on 11 November 2025, while the appeal before the SCIT remains under dispute resolution procedures and the Form Q have not yet been forwarded to SCIT.

As at 30 June 2025, the Company has recognised a provision of RM11,460,621, representing the amount considered to be reasonably estimable and probable based on current developments. The remaining balance of the Assessments is disclosed as a contingent liability in Note 31, given the ongoing legal proceedings and the Company's strong technical grounds to contest the Assessments.

(c) TWL Plantation Sdn. Bhd. ("TP") against Mohan s/o Ramakrishnan [Trading as Ramakrishnan & Associates] (the "Judgement Debtor")

A wholly-owned subsidiary company, TWL Plantation Sdn. Bhd., had initiated legal proceedings against Mohan s/o Ramakrishnan (trading as Ramakrishnan & Associates) for the outstanding sum of RM348,979.45 arising from professional services rendered.

The Shah Alam High Court had previously granted a Summary Judgment in favour of TP. Subsequently, the Judgement Debtor filed an appeal to the Court of Appeal under Appeal No. B-02(IM)(NCVC)-996-08/2020 (Summary Judgment) and B-02(IM)(NCVC)-998-08/2020 (Mareva Injunction), both of which were dismissed.

Following the dismissal, TP has proceeded to commence Bankruptcy Proceedings against the Judgement Debtor to recover the outstanding judgment sum on 11 July 2025. As at the date of this report, the proceedings are ongoing, and management, based on advice from the legal counsel, is confident of a favourable outcome.

(d) TWL Holdings Berhad (the "Plaintiff") against Mohamad Shohor Bin Mahamud & Wan Abd Halim Bin Abd Majid (the "Defendants")

TWL Holdings Berhad commenced a lawsuit against Mohamad Shohor Bin Mahamud and Wan Abd Halim Bin Abd Majid in the Magistrate Court of Kuala Lumpur for the recovery of RM64,000, being amounts due under a Memorandum of Agreement ("MOA") dated 9 May 2023. On 18 July 2025, the Court granted Summary Judgment in favour of the Plaintiff, ordering the Defendants to jointly and/or severally pay the principal sum of RM64,000, together with interest at 5% per annum from the MOA termination date, 1 December 2023 until full settlement and costs of RM1,500.

NOTES TO THE FINANCIAL STATEMENTS

37. SUBSEQUENT EVENTS

(i) On 1 July 2025, the Company offered a total of 258,000,000 ordinary share options under its Employees' Share Option Scheme ("ESOS"), which was approved by shareholders at the Extraordinary General Meeting held on 6 December 2021. The options were offered at an exercise price of RM0.027 per share, when the market price of the Company's shares was RM0.030, and include 192,000,000 options granted to Dato' Tan Wei Lian, the Executive Chairman. The share options vest immediately and the offer occurred subsequent to the financial year end. Accordingly, the event has no financial impact on the financial statements for the financial year ended 30 June 2025.

(ii) On 3 July 2025, the Company subscribed additional 1,900,000 ordinary shares out of 1,900,000 new ordinary shares in Dataran TWL Sdn. Bhd. for a total cash consideration of RM1,900,000. The Group's equity interest in Dataran TWL Sdn. Bhd. has no change after the subscription of additional new ordinary shares.

(iii) On 4 July 2025, the Company disposed its 100% equity interest in MHB Ventures Sdn. Bhd. (Formerly known as TWL Property Ventures Sdn. Bhd.) for cash consideration of RM1,000.

38. DATE OF AUTHORISATION FOR ISSUE

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 27 October 2025.

LIST OF PROPERTIES OF THE GROUP

Location	Description of Property	Tenure	Approxima Age of Building	Land/ Build Up Area	Net Book Value RM)	Date of Acqusition ("A")/ Revaluation ("R")
Lot 2136 GM 645 & Lot 2135 GM 439 Mukim Petaling, Daerah Petaling, Selangor	Vacant Development Land	Freehold	N/A	2.97 acres	11,695,636	31 January 2011 (A)
PT 1336-PT 1362, Pekan Kuang, Mukim Rawang Selangor	Vacant Development Land	Freehold	NA	5.5 acres	28,788,644	17 April 2015 (A)
GM 267 Lot 562, Mukim Petaling, Daerah Petaling Selangor	Vacant Development Land	Freehold	N/A	1.875 acres	7,166,746	22 March 2011 (A)
Lot 738 GM 549, Geran Mukim Cheras Batu 2 1/2, Jalan Cheras, K. Lumpur	Vacant Development Land	Freehold	NA	0.8094 hectare	23,390,860	06 April 2016 (A)
Geran 5486, Lot No. 1866 and Geran 4602, Lot No. 1867, Tempat Sungei Kandis Mukim Klang, Daerah Klang, Selangor	Vacant Development Land	Freehold	NA	3.6674 hectares	35,391,799	29 June 2023 (A)
HSM 55825, PT 148792 Tempat Sungei Kandis Mukim Klang, Daerah Klang, Selangor	Vacant Development Land	Freehold	NA	1.1685 hectares	12,679,923	29 June 2023 (A)
PT 46702, PT 46703 & PT87982 Mukim Kapar, Daerah Klang, Negeri Selangor	Vacant Development Land	Freehold	NA	30.2485 hectares	47,531,156	09 May 2024 (A)

SHAREHOLDINGS ANALYSIS
BY SIZE OF SHAREHOLDINGS AS AT 13 OCT 2025

Issued Share Capital	:	6,543,700,397
Ordinary Shares Class of shares	:	
Voting Rights	:	

DISTRIBUTIONS OF SHAREHOLDINGS

	No. of Holders		No. of Shares		%	
Size of shareholdings	**Malaysian**	**Foreign**	**Malaysian**	**Foreign**	**Malaysian**	**Foreign**
Less Than 100	495	7	21,991	224	0.00	0.00
100–1,000	1,290	10	591,540	6,550	0.01	0.00
1,001–10,000	1,756	14	8,931,664	55,300	0.14	0.00
10,001–100,000	2,652	20	116,818,125	755,560	1.79	0.01
100,001and below 5%	1,331	19	5,346,061,943	19,623,500	81.70	0.30
5% and above	2	0	1,050,834,000	0	16.06	0.00
Total	7,526	70	6,523,259,263	20,441,134	99.69	0.31

SUBSTANTIAL SHAREHOLDERS

SHAREHOLDERS	SHAREHOLDINGS	%
KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TWL CAPITAL BERHAD	529,601,300	8.09
KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LOW SWEE FOONG	521,232,700	7.97

DIRECTORS’ SHAREHOLDINGS

No.	Name of shareholdings	No.of Shares Held Through Own Name	No.of Shares Held Through Nominees	Total Shareholdings	%
1.	Dato' Tan Wei Lian	68,504,100	655,671,947	724,176,047	11.07
2.	Tan Lee Chin	7,431,675	–	7,431,675	0.11
3.	Rithauddin Hussein Jamalatiff Bin Jamaluddin	–	–	–	–
4.	Leonard Lim Weng Leong	–	–	–	–
5.	S. Nagaraju A/L Sinniah	–	–	–	–
Total		**75,935,775**	**655,671,947**	**731,607,722**	**11.18**

SHAREHOLDINGS ANALYSIS

LIST OF TOP 30 LARGEST SHAREHOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1.	KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TWL CAPITAL BERHAD	529,601,300	8.09
2.	KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LOW SWEE FOONG	521,232,700	7.97
3.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD - PLEDGED SECURITIES ACCOUNT FOR LEONG KIM FONG	320,000,000	4.89
4.	KOK CHEE HONG	220,220,000	3.37
5.	RHB NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	197,827,975	3.02
6.	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE	168,280,273	2.57
7.	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	163,877,661	2.50
8.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG	146,385,000	2.24
9.	PUBLIC NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR KOH POH SENG	131,500,000	2.01
10.	TASEC NOMINEES (TEMPATAN) SDN BHD - TA FIRST CREDIT SDN BHD FOR SEK CHIAN NEE	119,700,000	1.83
11.	APEX NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	113,336,411	1.73
12.	TASEC NOMINEES (TEMPATAN) SDN BHD - TA FIRST CREDIT SDN BHD FOR TAN WEI LIAN	110,000,000	1.68
13.	KALIBER CEMERLANG SDN BHD	102,500,000	1.57
14.	S.MANIARASAN A/L SINNIAH	100,920,000	1.54
15.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GAN BOON TIAN	100,000,000	1.53
16.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GAN BOON TIAN	100,000,000	1.53
17.	LOW HON LAI	100,000,000	1.53
18.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	99,500,000	1.52
19.	M & A NOMINEE (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR CHEW HUN SENG	93,000,000	1.42
20.	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR DATA PELITA SDN BHD	86,915,800	1.33
21.	KOK JIA ZHENG	80,885,113	1.24
22.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE	72,652,850	1.11
23.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	70,000,000	1.07
24.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE	69,949,434	1.07

SHAREHOLDINGS ANALYSIS

LIST OF TOP 30 LARGEST SHAREHOLDERS (CONT'D)

NO	SHAREHOLDERS	SHAREHOLDINGS	%
25.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR WAI CHOO	66,900,000	1.02
26.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR RICKOH CORPORATION SDN BHD	65,000,000	0.99
27.	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR NG AH CHAI	65,000,000	0.99
28.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH CHEN FOONG	64,723,300	0.99
29.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR NG WAI YUAN	62,000,000	0.95
30.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR ER KA YONG	60,011,100	0.92
	TOTAL	**4,201,918,917**	**64.21**

ANALYSIS OF WARRANT HOLDINGS

BY SIZE OF SHAREHOLDINGS AS AT 13 OCT 2025

ANALYSIS BY SIZE OF WARRANT HOLDINGS 2023/2026 ("WARRANTS E") AS AT 13 OCTOBER 2025 AS PER THE RECORD OF DEPOSITOR

Total number of issued warrants	:	168,320,502
Exercise Price of Warrants	:	
Expiry Date of Warrants	:	
No. of Warrant Holders	:	409

DISTRIBUTION OF WARRANT HOLDINGS AS AT 13 OCTOBER 2025

	No. of Holders		No. of Shares		%	
Size of shareholdings	**Malaysian**	**Foreign**	**Malaysian**	**Foreign**	**Malaysian**	**Foreign**
Less Than 100	17	0	749	0	0.00	0.00
100–1,000	39	2	16,854	560	0.01	0.00
1,001–10,000	134	0	733,252	0	0.44	0.00
10,001–100,000	136	3	5,409,653	64,472	3.21	0.04
100,001and below 5%	74	0	78,171,042	0	46.44	0.00
5% and above	4	0	83,923,920	0	49.86	0.00
Total	404	5	168,255,470	65,032	99.96	0.04

DIRECTORS' WARRANTHOLDINGS

No.	Name of shareholdings	No.of Warrants Held Through Own Name	No.of Warrants Held Through Nominees	Total Warrant Holdings	%
1.	Dato' Tan Wei Lian	9,414,800	–	9,414,800	5.59
2.	Tan Lee Chin	–	–	–	–
3.	Rithauddin Hussein Jamalatiff Bin Jamaluddin	–	–	–	–
4.	Leonard Lim Weng Leong	–	–	–	–
5.	S. Nagaraju A/L Sinniah	–	–	–	–
Total		**9,414,800**	**–**	**9,414,800**	**5.59**

ANALYSIS OF WARRANT HOLDINGS

LIST OF TOP 30 LARGEST WARRANTHOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1.	KOK CHEE HONG	51,934,020	30.85
2.	ALLIANCE GROUP NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	12,000,000	7.13
3.	TI LIAN KER	10,000,000	5.94
4.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR RICKOH CORPORATION SDN BHD	9,989,900	5.94
5.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	8,400,000	4.99
6.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG	8,000,000	4.75
7.	KOH KIN LIP	6,422,480	3.82
8.	CHAN KWAI MENG	4,839,000	2.87
9.	DATA PELITA SDN BHD	4,567,100	2.71
10.	TAN WEI LIAN	4,360,000	2.59
11.	TAN WEI LIAN	3,914,800	2.33
12.	LEE ZHOU YI	2,798,800	1.66
13.	MOOMOO NOMINEES (TEMPATAN) - PLEDGED SECURITIES ACCOUNT FOR ONG SAU PIN	2,000,000	1.19
14.	TI LIAN MENG	2,000,000	1.19
15.	SEK CHIAN NEE	1,832,000	1.09
16.	POSPAVADE A/P S SUPPIAH	1,650,000	0.98
17.	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR DATA PELITA SDN BHD	1,610,000	0.96
18.	KOK JIA ZHENG	1,590,242	0.94
19.	TAN WEI LIAN	1,140,000	0.68
20.	LEE ZHOU YI	1,040,000	0.62
21.	EE WEI LENG	1,000,000	0.59
22.	SARASWATHY A/P MOHAN	1,000,000	0.59
23.	YONG SIEW NGEE	920,000	0.55
24.	TWL CAPITAL BERHAD	833,000	0.49
25.	CHIN SIA LAI	800,000	0.48
26.	GEOFFREY LIM FUNG KEONG	800,000	0.48
27.	TAN KHEAK GEAI	800,000	0.48
28.	TAN YAN SING	800,000	0.48
29.	VIVEKANANDA A/L SUBRAMANIAM	800,000	0.48
30.	QUEK WEE SENG	700,000	0.42
	TOTAL	**148,541,342**	**88.25**

ANALYSIS OF RCULS HOLDERS HOLDINGS

BY SIZE OF SHAREHOLDINGS AS AT 13 OCT 2025

ANALYSIS OF SIZE OF REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS") HOLDINGS 2023/2028 AS AT 13 OCTOBER 2025 AS PER THE RECORD OF DEPOSITER.

Total number of issued	:	1,168,302,839
Conversion Price of RCULS	:	
Expiry Date of RCULS	:	
No. of RCULS Holders	:	400

DISTRIBUTION OF RCULS HOLDERS HOLDINGS AS AT 13 OCTOBER 2025

	No. of Holders		No. of RCULS		%	
Size of shareholdings	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less Than 100	9	0	340	0	0.00	0.00
100-1,000	23	1	10,443	800	0.00	0.00
1,001-10,000	53	1	313,767	2,000	0.03	0.00
10,001-100,000	150	2	7,114,217	122,360	0.61	0.01
100,001 and below 5%	156	1	559,773,599	200,000	47.91	0.02
5% and above	4	0	600,765,313	0	51.42	0.00
Total	395	5	1,167,977,679	325,160	99.97	0.03

DIRECTORS' INTEREST IN RCULS AS AT 13 OCTOBER 2025

No.	Name of shareholdings	No.of RCULS Held Through Own Name	No.of RCULS Held Through Nominees	Total RCULS Holdings	%
1.	Dato' Tan Wei Lian	4,969,800	1,800,000	6,769,800	0.58
2.	Tan Lee Chin	–	–	–	–
3.	Rithauddin Hussein Jamalatiff Bin Jamaluddin	–	–	–	–
4.	Leonard Lim Weng Leong	–	–	–	–
5.	S. Nagaraju A/L Sinniah	–	–	–	–
Total		**4,969,800**	**1,800,000**	**6,769,800**	**0.58**

ANALYSIS OF RCULS HOLDERS HOLDINGS

LIST OF TOP 30 LARGEST RCULS HOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1.	KOK CHEE HONG	259,170,100	22.18
2.	KOK JIA ZHENG	153,385,213	13.13
3.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD - PLEDGED SECURITIES ACCOUNT FOR GOH BOON SOO @ GOH YANG ENG	117,910,000	10.09
4.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR WAI CHOO	70,300,000	6.02
5.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	51,902,400	4.44
6.	TI LIAN KER	50,450,000	4.32
7.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR RICKOH CORPORATION SDN BHD	50,000,000	4.28
8.	LOW HON LAI	50,000,000	4.28
9.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	42,000,000	3.59
10.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG	40,000,000	3.42
11.	GOH BOON SOO @ GOH YANG ENG	39,605,000	3.39
12.	KINGSLEY LIM FUNG WANG	30,650,000	2.62
13.	KOH KIN LIP	26,000,000	2.23
14.	LEE ZHOU YI	12,200,050	1.04
15.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH CHEN FOONG	10,000,000	0.86
16.	TI LIAN MENG	10,000,000	0.86
17.	MAK HON LEONG	9,195,800	0.79
18.	HLIB NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TOH POEY GEE	9,111,800	0.78
19.	SIOW CHEE MING	8,585,400	0.73
20.	LIEW AH ONN	8,500,000	0.73
21.	POSPAVADE A/P S SUPPIAH	8,250,000	0.71
22.	CHAN KWAI MENG	8,200,000	0.70
23.	SARASWATHY A/P MOHAN	5,000,000	0.43
24.	TA NOMINEES (TEMPATAN) SDN BHD	4,478,500	0.38
25.	VIVEKANANDA A/L SUBRAMANIAM	4,000,000	0.34
26.	TAMILSELVI A/P SUPPIAH	3,100,000	0.27
27.	SAKUNTALA A/P S SUPPIAH	3,000,000	0.26
28.	TAN HUNG CHEW SDN BHD	3,000,000	0.26
29.	TAN WEI LIAN	2,824,900	0.24
30.	YAP KOW CHAI	2,547,100	0.22
	TOTAL	**1,093,366,263**	**93.59**

NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting ("**AGM**") of TWL Holdings Berhad ("**TWL**" or the "**Company**") will be held at 8th Floor, Wisma TWL, No. 19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Wednesday, 10th December 2025 at 2:00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions.

AGENDA

ORDINARY BUSINESS

1. **Laying of the audited financial statements and the reports of the directors and auditors** — **For compliance only, no voting required.**
   To lay and receive the Audited Financial Statements for the financial year ended 30th June 2025 together with the Reports of the Directors and Auditors thereon.

2. **Election of Director** — **Ordinary Resolution 1**
   THAT re-election of the Independent Non-Executive Director, S Nagaraju a/l Sinniah, who retires in accordance with Article 95 of the Constitution of the Company, be hereby approved.

3. **Election of Director** — **Ordinary Resolution 2**
   THAT re-election of the Independent Non-Executive Director, Leonard Lim Weng Leong, who retires in accordance with Article 101 of the Constitution of the Company, be hereby approved.

4. **Appointment of auditors** — **Ordinary Resolution 3**
   THAT the appointment of Messrs UHY Malaysia PLT, Chartered Accountants, as the auditors in accordance with Article 146 of the Company's Constitution and pursuant to Section 271(4)(a) of the Companies Act 2016 for the ensuing financial year ending 30 June 2026 be confirmed and that the directors be authorised to fix the remuneration of the auditors pursuant to Section 274(1)(a) of the Companies Act 2016 be hereby approved.

SPECIAL BUSINESS

5. **Approval for directors' meeting allowance in accordance with Article 103 and 104 respectively of the Constitution and pursuant to Section 230(1)(a) of the Companies Act 2016** — **Ordinary Resolution 4**
   THAT approval be given for the payment of Directors' meeting allowance of up to RM150,000.00 (2024 : RM150,000.00) for the period from this AGM until the next AGM to be held in year 2026 and be payable after the meeting in arrears.

6. **Allotment of shares or grant of rights approval pursuant to Sections 75 and 76 of the Companies Act 2016 respectively** — **Ordinary Resolution 5**
   THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject to the approval of all relevant authorities being obtained, the directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting ("**General Allotment**").

NOTICE OF 29th ANNUAL GENERAL MEETING

By Order of the Board
TWL HOLDINGS BERHAD

Company Secretary
HENG CHIANG POOH FCIS (CS)(CGP)
MAICSA 7009923

Kuala Lumpur Dated : 07.11.2025

Notes

1. *Only a depositor whose name appears in the Record of Depositors on 2th December 2025 ("General Meeting Record of Depositors") shall be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.*

2. *A member is entitled to attend and vote or to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote shall have the same rights as the member to speak at the meeting.*

3. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings 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 for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

5. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

6. *If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 86 of the Constitution of the Company or pursuant to Section 333(5) of the Companies Act 2016.*

7. *If you were unable to attend and vote in person at the AGM, you may appoint a proxy or proxies to vote on your behalf. If you wish to do so, you must complete the Proxy Form in accordance with the instruction thereon and deposit the same at the registered office of TWL Holdings Berhad at 4th Floor, Wisma TWL, No.19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in such instrument proposes to vote.*

8. *Alternatively, you may deposit your Form of Proxy by electronic means through the Company's email at twl@twlholdings.com.my, also not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in such instrument proposes to vote. The lodgment of the Proxy Form will not preclude you from attending and voting in person at the EGM should be subsequently decide to do so.*

9. *All resolutions are to be voted by way of poll in accordance with Main Market Listing Requirements of Bursa Malaysia Securities Berhad.*

STATEMENT ACCOMPANYING NOTICE OF 29th ANNUAL GENERAL MEETING

1. VOTING BY WAY OF POLL

In accordance with paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice shall be put to vote by way of poll.

2. ORDINARY BUSINESS – AGENDA 1

Agenda 1 is meant for compliance purposes only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the members for the audited financial statements and reports thereon. Hence, Agenda 1 is just for the Directors to lay the audited financial statements and reports thereon before the members at the annual general meeting and shall not be put forward for voting.

3. ORDINARY BUSINESS – ORDINARY RESOLUTION 1 & 2 RESPECTIVELY

The particulars of the retiring directors who are standing for re-election are set out in the relevant pages of the Annual Report as follows.

Name of Directors	Director's profile
S Nagaraju a/l Sinniah (Independent Non-Executive Director)	Page 18
Leonard Lim Weng Leong (Independent Non-Executive Director)	Page 19

Details of directors' attendance at Board Meetings are set out in the Statement of Overview on Corporate Governance on Page 58 of the Annual Report.

4. ORDINARY BUSINESS – ORDINARY RESOLUTION 3

Pursuant to Section 273(b) of the Companies Act 2016, an auditor shall cease to hold office at the conclusion of the annual general meeting next following his appointment, unless the auditor is re-appointed.

STATEMENT ACCOMPANYING NOTICE OF 29th ANNUAL GENERAL MEETING

5. SPECIAL BUSINESS – ORDINARY RESOLUTION 4

This authorisation by the general meeting would enable the payment of directors' remuneration in accordance with Article 103 and 104 respectively of the Constitution of the Company as follows.

Remuneration of Directors - Article 103

Article 103. *The fees of the Directors and any benefits payable to the Directors shall be subject to annual approval of the Members at a general meeting. Unless otherwise directed by the resolution by which it is voted, any such fees shall be divided among the Directors in such proportions and manner as the Directors may agree or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:*

(I) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover;

(II) Salaries payable to executive Directors may not include a commission on or percentage of turnover;

(III) any fee paid to an alternate Director shall be as such as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

Article 104. *The Directors shall also be reimbursed such travelling, hotel and other expenses properly and reasonably incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company as the Directors may determine.*

6. SPECIAL BUSINESS – ORDINARY RESOLUTION 5

The proposed Ordinary Resolution 5 is to seek a new general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the above Meeting, to allot and issue ordinary shares of not more than ten per centum (10%) for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The Company had been granted a general mandate by its shareholders at the fully virtual 28th Annual General Meeting of the Company held on 19th December 2024 (hereinafter referred to as the "Previous Mandate").

This Proposed Resolution 5 which is an Ordinary Resolution, if passed, will grant a renewed general mandate which will provide flexibility for the Company and will empower the directors to issue new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the purpose of funding current and / or future investment projects, working capital, and / or strategic development of the Group. 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.

ADMINISTRATIVE GUIDE FOR THE TWENTY-NINTH
ANNUAL GENERAL MEETING (29TH AGM")

Date : Wednesday, 10 December 2025
Time : 2.00 p.m.
Venue : 8th Floor, Wisma TWL, No. 19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan, Kuala Lumpur.

The Company places paramount importance on the well-being and safety of all stakeholders including shareholders, proxies, Directors, staff and other attendees.

a) Conduct of AGM

(i) Registration will commence at 1:00 p.m. and the registration counter will be closed when the meeting commences.
(ii) Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
(iii) Registration must be done in person. No person is allowed to register on behalf of another even with the NRIC or passport of another person.
(iv) The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

b) Recording/Photography

By participating in this 29th AGM, you agree that no part of the Meeting proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means without prior written consent of the Company. The Company reserves the right to take appropriate legal actions against any person who violates this rule.

c) Appointment of Proxy(ies)

The appointment of proxy may be made in hard copy form or by electronic means in the following manner and must be deposited at the TWL Holdings Berhad registered office at 4th Floor, Wisma TWL, No.19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less forty-eight (48) hours before the time convening the 29th AGM, otherwise the Proxy Form shall be treated as invalid.

d) Poll Voting

Pursuant to Paragraph 8.31A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 29th AGM of our Company shall be put to vote by way of a poll. Our Company has appointed Propoll Solutions Sdn Bhd as the Poll Administrator to conduct the poll voting and Symphony Corporate Services Sdn. Bhd. as the Independent Scrutineer to verify the poll results.

e) Results of the Voting

The results of the voting for all resolutions will be announced at the 29th AGM and released to Bursa Malaysia Securities Berhad, which can be viewed from its website.

f) No Door Gift

There will be no distribution of door gift or e-vouchers at the 29th AGM.

Enquiry

If you have any enquiries on the above, please contact the Propoll Solutions Sdn Bhd during office hours on Mondays to Fridays from 9.00 a.m. to 5.00 p.m. (except on public holidays):

Propoll Solutions Sdn. Bhd
S-4-04, The Gamuda Biz Suites,
Jalan Anggerik Vanilla 31/99,
Kota Kemuning, 40460 Shah Alam
Selangor Darul Ehsan
Telephone Number : +6010-526 5490
Fax Number : +603-5131 9134
Email : propollsolution@gmail.com

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TWL HOLDINGS BERHAD
[Registration No. 199401039944 (325631-V)]
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.	
No. of Shares held	

I/We, ...
(Full name in block.)

NRIC No./ Passport No. / Registration No. ....

Tel. No.: .... Email address ....

of ....
(Address)

being a member of TWL Holdings Berhad, hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address Contact Number & Email Address			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address Contact Number & Email Address			

or failing him, the Chairperson of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at 8th Floor, Wisma TWL, No. 19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan, Kuala Lumpur on 10 December at 2:00 p.m., and to vote as indicated below:-

No	Resolutions	Agenda	For	Against
1.	Laying of audited financial statements for year ended 30.06.2025.	**(No voting)**	**N/A**	**N/A**
2.	To re-elect S Nagaraju a/l Sinniah (Independent Non-Executive Director)	**(Resolution 1)**		
3.	To re-elect Leonard Lim Weng Leong (Independent Non-Executive Director)	**(Resolution 2)**		
4.	To appoint UHY Malaysia PLT as the auditors.	**(Resolution 3)**		
	Special Business			
5.	To approve the payment of Directors' meeting allowance.	**(Resolution 4)**		
6.	Authority to allot shares.	**(Resolution 5)**		

Please indicate with an 'X' in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific direction, your proxy may vote or abstain as he thinks fit.

Signed this ....

Signature*
Member

* Manner of execution:-

(a). If you are an individual member, please sign where indicated.
(b). If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
(c). If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
(i) at least two (2) Directors or authorised officers, of whom one shall be a director; or
(ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:-

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 2nd December 2025 ("General Meeting Record of Depositors") shall be entitled to attend and speak at the EGMs.*
2. *A member entitled to attend and vote or to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote shall have the same rights as the member to speak at the meeting.*
3. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings 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 for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
5. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

6. If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its authorised representative at any meeting under Section 333(5) of the Companies Act 2016 or in accordance with Article 68 of the Constitution of the Company.

7. If you were unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to vote on your behalf. If you wish to do so, you must complete the Proxy Form in accordance with the instruction thereon and deposit the same at the registered office of TWL Holdings Berhad at 4th Floor, Wisma TWL, No.19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in such instrument proposes to vote.

8. Alternatively, you may deposit your Form of Proxy by electronic means through the Company's email at twl@twlholdings.com.my, also not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in such instrument proposes to vote. The lodgment of the Proxy Form will not preclude you from attending and voting in person at the EGM should be subsequently decide to do so.

9. All resolutions are to be voted by way of poll in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

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AFFIX
STAMP

TWL HOLDINGS BERHAD 199401039944 (325631-V)
4th Floor, Wisma TWL, No.19, Jalan Melaka,
50100 Kuala Lumpur,
Wilayah Persekutuan Kuala Lumpur.

2nd Fold Here

Fold This Flap For Sealing

TWL Holdings Berhad *Registration No.: 199401039944 (325631-V)*
T3-13A-20, 3 Towers, Menara 3, No. 296, Jalan Ampang, 50450 Kuala Lumpur, Malaysia
T : *+603 2733 0038* ***F :*** *+603 2733 0037* ***E :*** *twl@twlholdings.com.my*

www.twlholdings.com.my