

TWL
Holdings Berhad
Registration No.:
199401039944 (325631-V)

ANNUAL REPORT
2026

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

Executive Chairman
DATO' TAN WEI LIAN

Managing Director
TAN LEE CHIN

Independent Non-Executive Director
S NAGARAJU A/L SINNIAH

Independent Non-Executive Director
RITHAUDDIN HUSSEIN JAMALATIFF BIN JAMALUDDIN

Independent Non-Executive Director
LEONARD LIM WENG LEONG

AUDIT COMMITTEE

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

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

Leonard Lim Weng Leong
(Independent Non-Executive Director)

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)

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

Leonard Lim Weng Leong
(Independent Non-Executive Director)

REMUNERATION COMMITTEE

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

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

Leonard Lim Weng Leong
(Independent Non-Executive Director)

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

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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
GROUNDBREAKING CEREMONY & OFFICIAL LAUNCH

























ON GOING PROJECT

TWL BUSINESS PARK, KAPAR

TWL Business Park, Kapar is a new flagship mixed development project of TWL Group, comprising of 5,000 high-rise residential units,160 units of 2-storey shop offices, F&B drive through restaurant,12 blocks of Semi-D commercial buildings, 1 block of 3-star hotel and Billion Hypermarket. This new mixed development offers convenience and nearby industrial areas,with richlands 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 convenience 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 the North Klang Straits Bypass gives a direct road link to Northpoint in Port Klang 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 convenience. The upcoming ECRL is set to boost connectivity to the East Coast of the Malay Peninsula and create more investment & business opportunities.







ON GOING PROJECT



PANGSAPURI HARMONI TWL

Pangsapuri Harmoni TWL marks the Group's first affordable housing development, representing an important milestone in it's efforts to broaden homeownership opportunities, situated in Taman Pinggiran USJ, the proposed development comprises 715 residential units on approximately 5.49 acres of freehold land.

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

This affordable housing project is strategically located near the growth areas of USJ, Subang Jaya. 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 PROJECT







PANGSAPURI GEMILANG TWL

Pangsapuri Gemilang TWL forms part of the Group's affordable housing portfolio 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 kilometres northwest of MBSJ and about 23 kilometres 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, Subang Jaya. 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.



UPCOMING PROJECT









RESIDENSI PUTRA, PUTRA HEIGHTS

The Group is undertaking **Residensi Putra,** a mid-range integrated residential and commercial development in Putra Heights, Selangor. Sitting on 8.75 acres of freehold land, the development comprises 1,337 units of residential accommodation and 25 units of 2-Storey shop offices. It is positioned to serve homebuyers seeking quality, comfortable and convenient living in an established township.

The project perspective highlights a striking contemporary development, featuring elegant high-rise residential towers complemented by vibrant commercial shop lots, sophisticated architectural detailing and lush landscaped greenery. A grand entrance with dedicated security facilities further enhances the developments appeal, creating a modern and welcoming environment that brings together comfortable residential living and everyday commercial convenience.

The development is located approximately 11 kilometres south-west of Majlis Bandaraya Subang Jaya (MBSJ) and about 31 kilometres south-west of Kuala Lumpur City Centre. It is approximately 3 kilometres from the ELITE Expressway Putra Heights Interchange, which connects to major highways including ELITE, KESAS, NKVE and the Federal Highway. Road access is also available via Lebuhraya Damansara-Puchong (LDP) and the New Pantai Expressway (NPE). The Putra Heights LRT station (SP31/KJ37) is about a 5-minute drive away.

Residensi Putra is strategically located near the growth areas of Putra Heights, with notable commercial developments in the vicinity including Giant Hypermarket Putra Heights and Putra Point Commercial Centre. The surrounding area comprises residential and commercial premises, with education institutions, medical centres, shopping outlets and other public amenities readily available.

UPCOMING PROJECT



BUKIT JALIL RESIDENCE

The **Bukit Jalil Residence** is a mixed-use development sited on approximately 4.29 acres of freehold land comprising 1,200 residential units across two (2) towers, complemented by commercial retail spaces.

From a project perspective, the development features a distinctive twin tower architectural concept with contemporary facade design, creating a modern and refined visual identity.The buildings are contemplated by landscaped surroundings, open green spaces and prominent arrival entrance, contributing to a welcoming and visually appealing residential environment.The overall design seeks to balance modern urban living with greener and more comfortable setting, creating a sense of community while providing residents with convenient access to supporting retail spaces.

It is strategically located with convenient access to major highways, including the Bukit Jalil Highway, Maju Expressway, Kuala Lumpur-Seremban Highway, KESAS Highway and Sungai Besi Expressway.The development is also approximately 5 minutes drive to the MRT Serdang Raya Utara station, providing connectivity to surrounding areas.

The Bukit Jalil Residence is strategically located near a range of established amenities, including Kingsgate International School, Pavilion Bukit Jalil , MRANTI Park (formerly known as Technology Park Malaysia (TPM), Bukit Jalil National Stadium and Bukit Jalil Sports School.The proximity to educational, commercial, recreational and sporting facilities enhances the convenience, connectivity and lifestyle appeal of the development, making it well-positioned to cater to the needs of modern households and the surrounding community.

UPCOMING PROJECT









TWL HERITAGE MALL

The Group is developing TWL Heritage Mall, a 4-storey commercial development comprising 6 adjoining shop lots and 21 retail units, with a total net lettable area of approximately 29,486 sq. ft. It is located along Jalan Tuanku Abdul Rahman, Chow Kit, Kuala Lumpur, the development is envisioned as a vibrant urban destination bringing together retail, dining, lifestyle and community experiences. It's planned offerings include dedicated retail spaces, an event space, and a food hall occupying an entire floor.

The project perspective showcases a contemporary commercial development featuring distinctive architectural detailing, expansive glass façades and prominent retail frontages. The design incorporates a range of commercial spaces with illuminated shopfronts, outdoor dining areas, landscaped greenery and pedestrian-friendly walkways, creating an inviting environment for visitors. The multi-level layout, complemented by escalators and lifts, reflects the development' s focus on accessibility and convenience, while the diverse retail, dining and lifestyle offerings aim to establish TWL Heritage Mall as a vibrant urban destination.

Strategically positioned opposite Chow Kit Market, the development benefits from prominent street-facing shopfronts and established pedestrian activity.The development is approximately 300 metres from the Chow Kit Monorail station, with two LRT lines nearby, providing convenient connectivity to surrounding areas.Its location also offers access to nearby destinations, including Sheraton Imperial Hotel, Hotel Stripes and Quill City Mall, enhancing its accessibility to local residents, city visitors and commuters.

FUTURE PROJECT

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.

The proposed development is situated along Lorong Pantai Prima, southwest of Bangsar South, approximately 8 kilometres from Kuala Lumpur City Centre and 2 kilometres distance from Mid Valley Megamall and KL Eco City. Nearby destinations such as Nexus, The Sphere and KL Gateway Mall offer a variety of retail, dining and lifestyle options, while the surrounding established urban area is supported by corporate office buildings, retail centres, primary and secondary schools, and public amenities, offering future residents convenient access to everyday essentials.

The site is also approximately a 300-metre walk from Universiti LRT Station, providing future residents with convenient access to the wider rail network, employment hubs and key destinations across the Klang Valley.







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 hypermarkets such as Giant, Lotus, and Econsave.

FUTURE PROJECT

ALAM IMPIAN RESIDENCE, SHAH ALAM

The Group is planning Alam Impian Residence, a proposed residential development comprising 1,000 units on approximately 11.9 acres of freehold land in Shah Alam. The project forms part of the Group's future development pipeline, broadening its residential offerings within the Klang Valley.

Envisioned to combine practical layouts, comfort and everyday convenience, the development aims to cater to homebuyers seeking a home within a community-oriented environment. Its planning approach will focus on functional living spaces that accommodate the needs of individuals and growing families.

Located in the arts-inspired township of Alam Impian, the proposed project will draw on the surrounding area's emphasis on community living and distinctive township character. This setting complements the Group's vision of creating welcoming residential spaces that support a sense of belonging and long-term liveability.

Connectivity is supported by the Federal Highway, Lebuhraya Kemuning – Shah Alam (LKSA) and KESAS, facilitating travel to surrounding townships, commercial districts and employment centres across the Klang Valley.







FUTURE PROJECT

SUNGAI BULOH PROJECT

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

The Sungai Buloh 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.





CONCRETE BATCHING PLANT

CONCRETE BATCHING PLANT OPERATIONS

The Group operates a concrete batching plant at its development site to support the production and supply of concrete for internal construction requirements and external customers. The facility produces concrete mixes tailored to project specifications, supporting the coordination of material supply and construction activities.

The plant's mobile configuration allows it to be dismantled and relocated to other project sites as operational needs evolve. This flexibility supports the deployment of production resources across the Group's developments and facilitates concrete supply closer to the point of use.

The facility incorporates a dust collection system and noise-reduction features to help manage the environmental impact of its operations. These measures support responsible site management alongside the Group's ongoing construction activities.

Through its batching plant operations, the Group aims to strengthen control over concrete supply, support construction scheduling and improve coordination between production and project delivery.



CORPORATE STRUCTURE

TWL Holdings Berhad
Registration No.: 199401039944 (325631-V)

CONSTRUCTION DIVISION

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

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

TWL LAND SDN BHD
198801005095 (172453-X)

PLANTATION AND TIMBER DIVISION

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

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

FINANCIAL SERVICES DIVISION

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

BATCHING PLANT

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

TRADING DIVISION

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

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

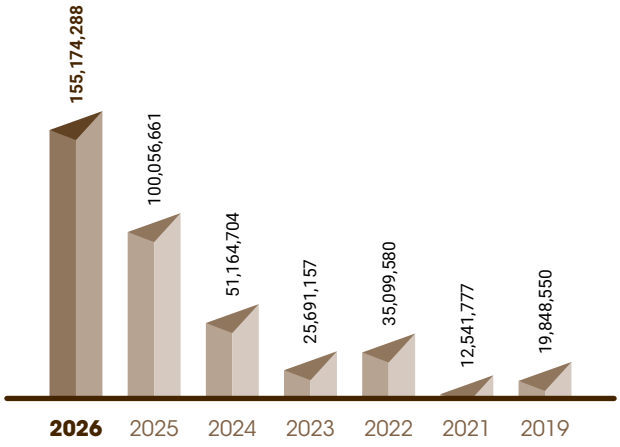
TWL CARE VISTA SDN. BHD.
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TWL RESOURCES SDN. BHD.
202301048058 (1541972-K)

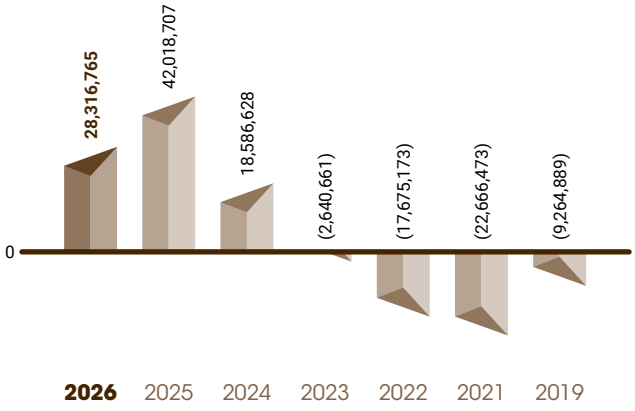
FINANCIAL HIGHLIGHTS

RM/Year	2026 (12 months)	2025 (12 months)	2024 (12 months)	2023 (12 months)	2022 (18 months)	2021 (18 months)	2019 (12 months)
Turnover	**155,174,288**	100,056,661	51,164,704	25,691,157	35,099,580	12,541,777	19,848,550
Profit/(Loss) before taxation	**28,316,765**	42,018,707	18,586,628	(2,640,661)	(17,675,173)	(22,666,473)	(9,264,889)
Profit/(Loss) after taxation	**24,188,993**	36,099,444	7,292,236	(3,129,555)	(17,716,177)	(22,614,442)	(9,303,815)
Net Assets	**613,040,750**	573,049,542	486,556,824	453,126,735	378,136,117	282,305,920	296,809,589

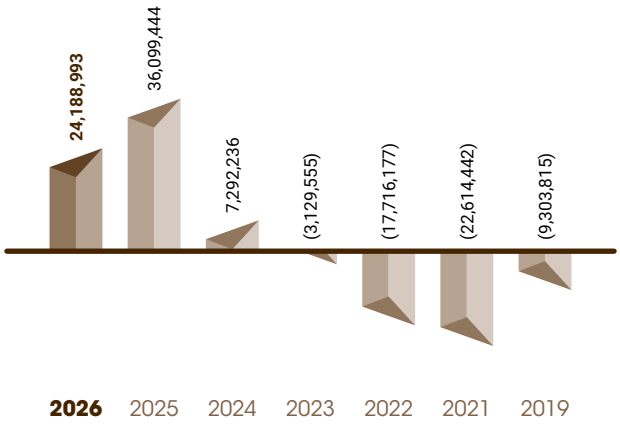
TURNOVER
(RM)



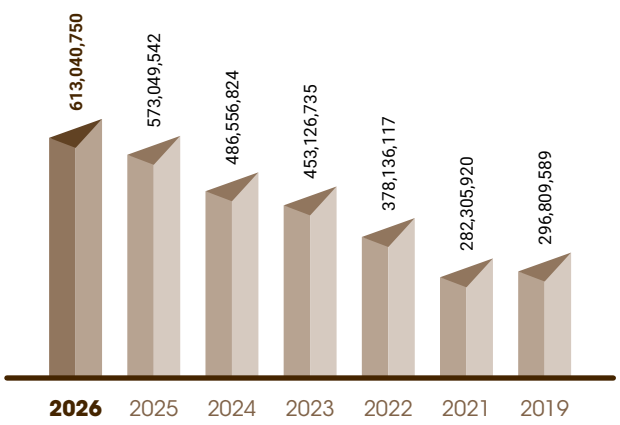
PROFIT/(LOSS) BEFORE TAXATION
(RM)



PROFIT/(LOSS) BEFORE TAXATION
(RM)



NET ASSETS
(RM)



EXECUTIVE CHAIRMAN'S STATEMENT



Dear Valued Shareholders,

On behalf of the Board of Directors of TWL Holdings Berhad ("**TWL**" or "**the Group**"), it is my pleasure to present the Annual Report and Audited Financial Statements of the Group for the financial year ended 30 June 2026 ("**FYE 2026**").

DATO' TAN WEI LIAN
Executive Chairman
TWL Holdings Berhad

The financial year under review represents another important chapter in TWL's journey towards building a stronger, more resilient and future-ready organisation. Against a backdrop of global economic uncertainty, geopolitical tensions and evolving market dynamics, we remained steadfast in our commitment to advancing our development portfolio, strengthening our operational foundations and positioning the Group for sustainable long-term growth.

At TWL, we believe that enduring success is not defined solely by financial performance, but also by our ability to anticipate change, respond decisively to emerging opportunities and create meaningful value for our shareholders, customers and the communities we serve.

Our vision extends beyond developing properties. We aspire to create thriving communities, enhance the quality of living and contribute positively to Malaysia's economic and social development.

BUILDING MOMENTUM THROUGH OUR STRATEGIC DEVELOPMENT PORTFOLIO

The global operating environment during FYE 2026 continued to be characterised by significant uncertainties. Geopolitical developments, shifting international trade policies, including United States tariff measures, tensions in the Middle East, volatile energy prices and persistent construction cost pressures presented challenges to businesses across multiple sectors.

These external developments have reinforced the importance of financial discipline, operational agility and prudent risk management, particularly within the property development and construction industries.

Despite these challenges, TWL maintained its strategic focus and continued to advance its property development activities, particularly within the affordable housing and integrated development segments.

The Group recorded a gross profit of RM43.44 million for FYE 2026, reflecting its ongoing business activities amid a demanding operating environment.

Our approach remains anchored in three fundamental priorities: disciplined execution, responsible capital management and the development of commercially viable projects that respond to genuine market demand.

We recognise that sustainable growth requires more than an ambitious development pipeline. It demands the ability to translate strategic plans into tangible results through effective project management, stringent cost controls, quality assurance and sound corporate governance.

These principles will continue to guide the Group as we strengthen our foundations and pursue the next phase of our development journey.

NAVIGATING CHALLENGES WITH RESILIENCE AND PURPOSE

Property development remains a central pillar of TWL's business strategy, with affordable housing and integrated developments providing opportunities to support the Group's long-term growth ambitions.

Our development philosophy is founded on a clear conviction: quality housing should be accessible, thoughtfully designed and capable of creating lasting value for homeowners and communities.

During FYE 2026, we continued to make progress across our development portfolio, supported by encouraging market interest in projects that combine affordability, accessibility and practical living environments.

Pangsapuri Harmoni TWL

Comprising 715 residential housing units on 5.49 acres of freehold land, Pangsapuri Harmoni TWL has achieved full take-up and is currently at the completion stage.

The strong market acceptance of this development reinforces our confidence in the underlying demand for well-positioned affordable housing and validates our focus on delivering homes that address the needs of the market.

EXECUTIVE CHAIRMAN'S STATEMENT

Pangsapuri Gemilang TWL

Building on this momentum, Pangsapuri Gemilang TWL represents another addition to the Group's affordable housing portfolio. Situated on 6.19 acres of freehold land, the development comprises 746 residential units and 14 two- and three-storey shop offices.

The development has attracted overwhelmingly positive interest from prospective purchasers, reflecting sustained demand for affordable residential properties supported by complementary commercial amenities.

This integrated approach is consistent with our objective of creating practical and connected living environments that serve both residents and surrounding communities.

TWL Business Park – Kapar, Klang

TWL Business Park, Kapar represents a significant component of the Group's development plans.

Spanning across 74.74 acres of freehold land, the integrated development encompasses a planned mix of 5,000 high-rise residential units, 160 two-storey shop offices, 12 blocks of semi-detached commercial buildings, a three-star hotel and a hypermarket.

Designed to bring together residential, commercial and lifestyle components, the development reflects the Group's vision of establishing a vibrant, self-sustaining township that caters to the needs of residents, businesses and the wider community.

Phase 1 of TWL Business Park Kapar has recorded an encouraging take-up rate, reflecting positive market reception towards the development. Following this achievement, the Group is preparing for the launch of Phase 2, which will further expand the township's commercial offerings and contribute to the progressive realisation of its overall master plan.

Upcoming Project Pipeline – Residensi Putra, Putra Heights, Bukit Jalil Residence, and TWL Heritage Mall

Looking ahead, the Group is progressing with several planned developments across the Klang Valley, including Residensi Putra in Putra Heights, Bukit Jalil Residence and TWL Heritage Mall in Kuala Lumpur.

Residensi Putra, situated on approximately 8.75 acres of freehold land, is planned to comprise 1,337 residential units and 25 two-storey shop offices. Bukit Jalil Residence is a proposed mixed-use development spanning approximately 4.29 acres of freehold land, featuring 1,200 residential units across two towers with complementary retail spaces.

Meanwhile, TWL Heritage Mall is a proposed four-storey commercial development in Chow Kit, Kuala Lumpur, comprising six adjoining shoplots and 21 retail units, with a total net lettable area of approximately 29,486 sq. ft. Collectively, these developments are expected to diversify the Group's property offerings, expand its market reach and contribute to future growth, subject to prevailing market conditions and commercial feasibility.

OUR STRATEGIC DIRECTION: FROM DEVELOPMENT TO LONG-TERM VALUE CREATION

As we look towards the future, our ambition is to position TWL as a more competitive, financially resilient and forward-looking property development group.

We recognise that the property industry is undergoing structural changes, driven by evolving consumer expectations, urbanisation, affordability considerations, technological advancement and increasing emphasis on environmental sustainability.

To remain relevant and competitive, we must continue to evolve.

Our strategy is therefore centred on strengthening our core development capabilities, enhancing operational efficiency and pursuing opportunities that are aligned with the Group's resources, expertise and long-term objectives.

We will continue to prioritise developments with identifiable market demand, commercially sustainable business models and the potential to deliver enduring value.

At the same time, we remain mindful of the importance of balancing growth ambitions with prudent financial management.

Our objective is not growth for its own sake, but disciplined and purposeful expansion that strengthens the Group's financial position, enhances shareholder value and builds a sustainable foundation for future generations.

Through strategic planning, responsible execution and continuous improvement, we aim to progressively unlock the potential of our development portfolio and strategic landbank.

EMBEDDING SUSTAINABILITY INTO OUR GROWTH JOURNEY

At TWL, sustainability is not merely a corporate obligation. It is an essential consideration in how we build our business, develop our properties and fulfil our responsibilities to society.

As a property developer, we recognise that our decisions have lasting implications for the built environment, local communities and future generations.

We are therefore committed to progressively integrating environmental, social and governance ("ESG") considerations into our business practices and development planning.

From an environmental perspective, we recognise the importance of resource efficiency, responsible construction practices and environmentally conscious development approaches.

From a social perspective, our commitment to affordable housing reflects our belief that access to quality homes plays an important role in promoting social inclusion, family well-being and community stability.

We also recognise that strong governance is fundamental to maintaining investor confidence and safeguarding the long-term interests of our stakeholders.

EXECUTIVE CHAIRMAN'S STATEMENT

The Board remains committed to promoting accountability, transparency, ethical business conduct and effective oversight throughout the organisation.

As sustainability expectations continue to evolve, we will progressively strengthen our ESG practices in a manner that is practical, measurable and aligned with the Group's operational capabilities and long-term strategic priorities.

We believe that sustainable development is ultimately about creating places where communities can flourish, businesses can prosper and future generations can thrive.

MARKET OUTLOOK AND THE ROAD AHEAD

As we enter the next financial year, the Malaysian property sector is expected to remain influenced by prevailing economic conditions, financing accessibility, construction costs, regulatory developments and changing buyer preferences.

Nevertheless, we believe that affordable housing and well-planned integrated developments will continue to offer opportunities, particularly in locations supported by population growth, accessibility and established infrastructure.

TWL intends to remain focused on progressing its existing projects, securing the necessary approvals for proposed developments and evaluating new opportunities that complement our strategic direction.

We will continue to exercise discipline in capital allocation, closely monitor development costs and maintain a measured approach towards business expansion.

Importantly, we recognise that confidence must be earned through consistent delivery.

Our immediate priorities will therefore include strengthening project execution, maintaining product quality, enhancing operational effectiveness and building stronger relationships with our customers, business partners and other stakeholders.

While the external environment may present uncertainties, our long-term direction remains clear.

We are building TWL not simply for the opportunities of today, but for the possibilities of tomorrow.

With a strategic development portfolio, established industry experience and a commitment to continuous improvement, we believe the Group is positioned to pursue its next phase of growth with determination, discipline and a clear sense of purpose.

CREATING MEANINGFUL VALUE FOR OUR STAKEHOLDERS

We believe that a successful organisation must create value beyond its financial statements.

For our homeowners, our responsibility is to deliver quality, affordable and functional living environments that support their aspirations for a better future.

For business owners and commercial occupants, we seek to provide strategically located premises that facilitate entrepreneurship, economic activity and commercial growth.

For our employees, we aspire to cultivate a culture of professionalism, accountability, continuous learning and shared achievement.

For our business partners, contractors and consultants, we remain committed to fostering productive and enduring relationships founded on mutual respect, integrity and excellence in execution.

For our shareholders, our responsibility is to safeguard their interests through prudent stewardship, responsible business decisions and the pursuit of sustainable long-term returns.

We firmly believe that when the interests of our stakeholders are thoughtfully balanced, we create the foundation for a stronger and more enduring organisation.

APPRECIATION AND CLOSING REMARKS

On behalf of the Board of Directors, I wish to express my sincere appreciation to our management team and employees for their dedication, perseverance and continued commitment throughout the financial year.

Their contributions remain integral to our ability to navigate challenges, advance our development activities and pursue our strategic objectives.

I would also like to extend my gratitude to our customers, business associates, contractors, consultants, financial institutions, regulatory authorities and the communities in which we operate for their continued confidence, cooperation and support.

To my fellow Board members, thank you for your guidance, stewardship and commitment to the Group's long-term success.

Most importantly, to our valued shareholders, I extend my heartfelt appreciation for your unwavering trust and confidence in TWL Holdings Berhad.

We recognise the responsibility that comes with your continued support, and we remain committed to managing the Group with integrity, foresight and financial discipline.

As we move forward, we do so with renewed determination, guided by a clear vision and a steadfast belief in the opportunities that lie ahead.

Our journey is one of progress, resilience and purposeful transformation. Together, we aspire to build a stronger TWL — a Group that delivers quality developments, enriches communities and creates enduring value for generations to come.

Thank you.

DATO' TAN WEI LIAN
Executive Chairman
TWL Holdings Berhad

DIRECTORS' PROFILE



DATO TAN WEI LIAN

Executive Chairman

Age	Gender	Nationality
58	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 2026.

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 721,951,747 ordinary shares and an indirect shareholding of 913,727,057 ordinary shares as of 12 October 2026.



TAN LEE CHIN ("SHIRLEY")

Managing Director

Age	Gender	Nationality
57	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 2026. 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 12 October 2026.

DIRECTORS' PROFILE



S NAGARAJU A/L SINNIAH

Independent Non-Executive Director

Age	Gender	Nationality
57	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 2026. Mr. S Nagaraju was appointed as the Chairman of the Audit Committee, Employee Share Option Scheme ("ESOS") Committee, Nomination Committee, Remuneration Committee and Risk Management Committee

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.



RITHAUDDIN HUSSEIN JAMALATIFF BIN JAMALUDDIN

Independent Non-Executive Director

Age	Gender	Nationality
61	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 2026. Currently, he is a member of the Audit Committee, Employee Share Option Scheme ("ESOS") Committee, Nomination Committee and Risk Management 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.

DIRECTORS' PROFILE



LEONARD LIM WENG LEONG

Independent Non-Executive Director

Age	Gender	Nationality
52	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. He has attended five (5) Board of Directors Meeting during the financial year ended 30 June 2026.

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

JANE TAN YI LING

Business Development Director

Ms Jane Tan Yi Ling is the Director of Business Development of TWL Holdings Berhad. She is responsible for identifying and evaluating new business opportunities, supporting the Group's strategic growth initiatives, and cultivating relationships with key stakeholders and business partners.

She holds a Bachelor of Finance and Investment (Honours) from Tunku Abdul Rahman University of Management and Technology (TAR UMT). With her background in finance, investment and business development, she contributes to the Group's business planning, project evaluation and expansion strategies, with a focus on creating sustainable long-term value for the Group.

Ms Jane Tan does not hold any directorship in any other public-listed company. She is the daughter of Dato' Tan Wei Lian, the Executive Chairman of TWL Holdings Berhad.

She 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.

Age
29

Gender
Female

Nationality
Malaysian

ELAINE TAN YI YING

Purchasing Director

Ms Elaine Tan Yi Ying is the Purchasing Director of TWL Holdings Berhad. She holds a Bachelor of Finance and Investment (Honours) from Tunku Abdul Rahman University of Management and Technology (TAR UMT).

She is responsible for overseeing the Group's procurement and purchasing activities, including sourcing and evaluating suppliers, obtaining and negotiating quotations, managing purchase orders and procurement documentation, and coordinating with suppliers and internal departments to ensure the timely and cost-effective procurement of goods and services.

She is also responsible for monitoring supplier performance, negotiating commercial terms, managing purchasing costs and supporting the Group's procurement processes to ensure that purchases are made in accordance with the Company's requirements, procedures and business objectives.

Ms Elaine Tan does not hold directorship in any public companies.

She is the daughter of Dato' Tan Wei Lian, the Executive Chairman of TWL Holdings Berhad. She 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.

Age
30

Gender
Female

Nationality
Malaysian

KEY PERSONNEL MANAGEMENT TEAM

KELVIN CHIA CHIN LIANG

Senior Finance Manager

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.

Age
54

Gender
Male

Nationality
Malaysian

BAK WING SON

Tax and Accounts Manager

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.

Age
35

Gender
Male

Nationality
Malaysian

MANAGEMENT DISCUSSION AND ANALYSIS

A Year of Growth, Resilience and Strategic Progress

The financial year ended 30 June 2026 ("FY2026") marked an important period of progress for TWL Holdings Berhad ("TWL" or "the Group"). The Group continued to strengthen its property development and construction-related activities while advancing a broad development pipeline across strategic locations in Selangor and the Klang Valley.

Revenue increased 55.08% to RM155.17 million from RM100.06 million in FY2025. Profit before tax ("PBT") was RM28.32 million, while profit for the financial year was RM24.19 million. The year-on-year comparison was materially affected by the one-off bargain purchase gain of RM21.20 million recognised in FY2025. FY2026 also included RM5.58 million of share-based payment expense arising from the Employee Share Option Scheme and higher finance costs of RM6.48 million.

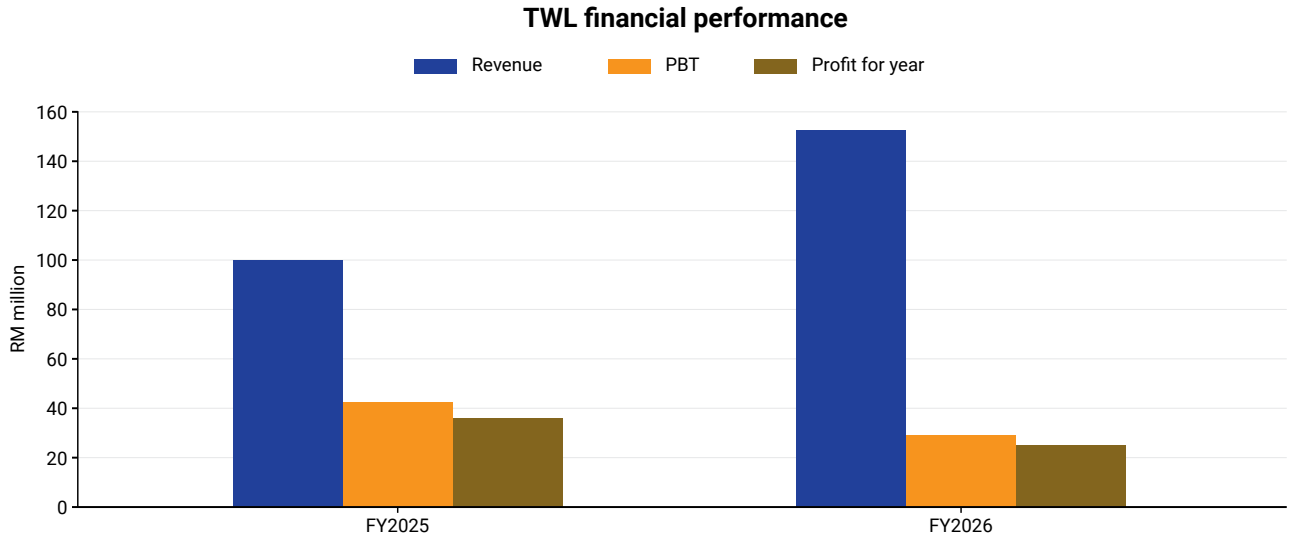


Figure 1: Selected financial performance, FY2025–FY2026. Source: TWL FY2026 financial results.

BUSINESS OVERVIEW

TWL is principally engaged in property development and construction-related activities, complemented by batching plant, plantation, trading and investment holding activities. Property Development and Construction remains the Group's core business and principal earnings contributor.

During FY2026, the Property Development and Construction segment generated external revenue of RM147.53 million and a segment result of RM30.93 million, compared with RM99.32 million and RM22.67 million respectively in FY2025.

The Group's development portfolio covers affordable housing, mass-market residential, condominium and commercial opportunities. Management's approach is to balance market demand, project viability, funding requirements, construction readiness and expected returns when determining project sequencing and deployment of capital.

PERFORMANCE OVERVIEW

Revenue and earnings

The Group's revenue increased by approximately 55.08%, supported primarily by Property Development and Construction activities. Gross profit increased 23.2% to RM43.44 million from RM35.26 million, although gross profit margin moderated as the revenue mix and project cost profile evolved.

Reported PBT declined from RM42.02 million to RM28.32 million. Management considers the comparison in the context of the RM21.20 million non-recurring bargain purchase gain recognised in FY2025. The Group's continuing operating activities remained supported by higher development revenue and improved performance in several operating segments.

MANAGEMENT DISCUSSION AND ANALYSIS

PERFORMANCE OVERVIEW (CONT'D)

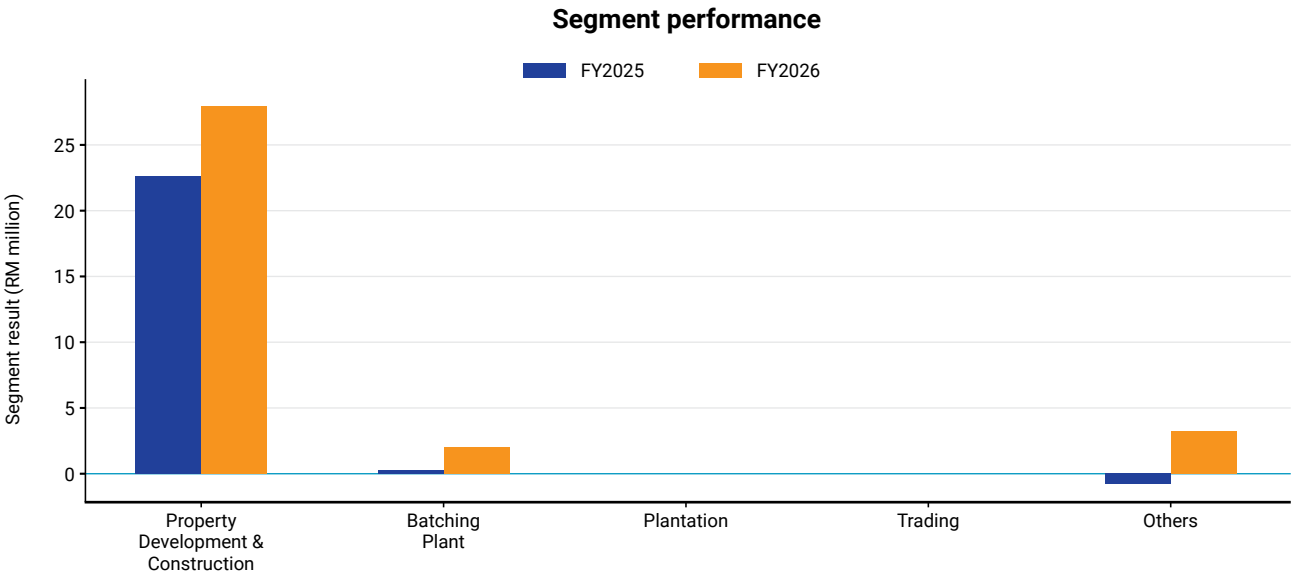


Figure 2: Segment performance, FY2025–FY2026. Segment results are based on the Group's reported segment information.

SEGMENT PERFORMANCE

Property Development and Construction

The Property Development and Construction segment remained the principal contributor, recording external revenue of RM147.53 million and a segment result of RM30.93 million million. Management continues to focus on project execution, construction progress, cost management and timely delivery.

Batching Plant

The Batching Plant segment recorded a segment result of RM1.99 million compared with RM0.23 million in FY2025. The improvement reflected better operating performance, including improved margins and lower administrative costs.

Plantation

The Plantation segment recorded a marginal loss of RM0.06 million, improving from a loss of RM0.13 million previously. Management will continue to monitor its performance and resource requirements.

Trading

The Trading segment recorded a marginal loss of RM0.02 million, broadly unchanged from FY2025. Management will maintain cost discipline and assess the commercial viability of the segment.

Others

The Other segment, comprising investment holding and dormant companies, recorded a profit of RM2.95 million compared with a loss of RM0.74 million in FY2025, mainly supported by lower administrative costs and management fees.

FINANCIAL POSITION, CAPITAL MANAGEMENT AND LIQUIDITY

Total assets increased to RM806.47 million as at 30 June 2026 from RM696.02 million. Total equity increased to RM613.04 million from RM573.05 million, while total liabilities increased to RM193.45 million from RM122.97 million.

Borrowings increased to approximately RM133.12 million from RM70.12 million as the Group funded ongoing development and operational requirements. Management recognises that capital discipline, liquidity and project cash-flow management are critical to the successful execution of the development pipeline.

FINANCIAL POSITION, CAPITAL MANAGEMENT AND LIQUIDITY (CONT'D)

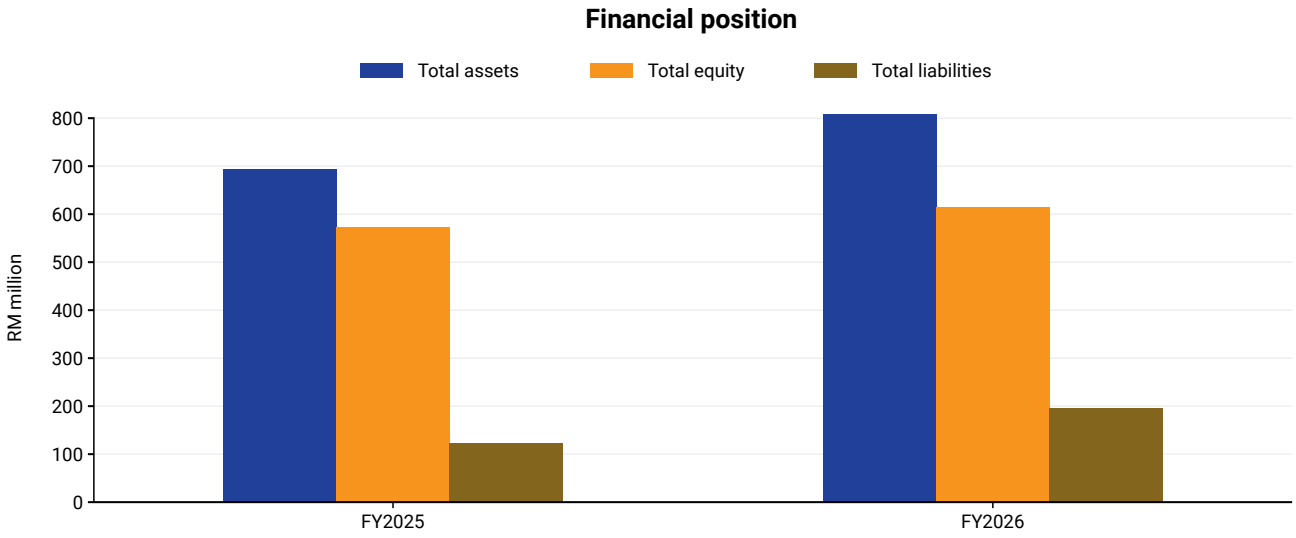


Figure 3: Financial position at 30 June. Source: TWL FY2026 financial results.

Net cash used in operating activities improved materially to RM60.47 million from RM63.13 million in FY2025. Net cash from investing activities was RM0.60 million, including approximately RM0.42 million of capital expenditure on property, plant and equipment. Financing activities generated RM71.06 million, and the Group ended FY2026 with cash and bank balances of RM78.53 million.

DEVELOPMENT PIPELINE

The Group's development pipeline provides an important platform for future revenue generation. The portfolio spans residential, affordable housing and commercial opportunities across key locations in Selangor and the Klang Valley.

Development	Land / scale	Key components
Bukit Jalil Residence	4.29 acres	2 towers; 1200 condominium units
Bukit Serdang	2.97 acres	2 towers; 300 condominium units
Alam Impian Residence, Shah Alam	11.9 acres	1,000 affordable housing units
Aster Residence, Cheras	3.126 acres	2 towers; 259 condominium units
Bangsar South	~2 acres	206 luxury condominium units
Sungai Buloh	5.5 acres	571 affordable housing units
TWL Business Park, Kapar	Masterplan	5,000 residential units; 160 two-storey shop offices; F&B drive-through; 12 blocks semi-D commercial; 3 star hotel; Billion Hypermarket
Pangsapuri Gemilang TWL	6.19 acres	746 affordable housing units; 14 shoplots
Residensi Putra, Putra Heights	8.75 acres	1,337 residential housing units; 25 shop offices
Pangsapuri Harmoni TWL	5.49 acres	715 affordable housing units
TWL Heritage Mall	6 adjoining shop lots	Commercial retail centre

Management will continue to prioritise projects selectively, taking into consideration market demand, affordability, approvals, construction readiness, funding requirements, project economics and expected returns. The Group will also continue to evaluate opportunities to optimise the timing and sequencing of developments.

MANAGEMENT DISCUSSION AND ANALYSIS

ESG, BUSINESS AND OPERATIONAL SUSTAINABILITY

TWL recognises that sustainable business performance extends beyond financial returns. As a property-focused group, the Group's sustainability priorities are closely connected to responsible land and resource use, construction practices, occupational safety, quality, customer wellbeing, community considerations and effective governance.

Environmental and resource efficiency

The Group will continue to explore opportunities to improve resource efficiency throughout the development lifecycle, including prudent management of construction materials, energy, water and other resources. Given the increasingly volatile cost and supply environment, resource efficiency also supports operational resilience and cost discipline.

Social and people

The safety and wellbeing of employees, contractors, consultants and other project stakeholders remain important priorities. The Group will continue to emphasise safe working practices, appropriate supervision and awareness of occupational health and safety requirements. Human capital development, accountability, teamwork and continuous learning will remain important to project execution.

Governance and business integrity

Strong governance, transparency and accountability remain fundamental to sustainable growth. The Group will continue to maintain appropriate internal controls, risk management and governance processes, together with prudent capital allocation and compliance with applicable laws and regulatory requirements.

CUSTOMER SERVICE AND CUSTOMER VALUE

Customer satisfaction is an important component of sustainable value creation. The Group's customer strategy is centred on delivering developments that respond to market needs while maintaining appropriate standards of quality, functionality and value.

Management will continue to strengthen customer engagement throughout the property sales, construction, handover and after-sales journey. This includes timely communication on project progress, responsiveness to feedback and appropriate attention to customer concerns. The objective is to build trust, improve customer experience and strengthen long-term brand value.

GLOBAL GEOPOLITICAL UNCERTAINTY AND OPERATING ENVIRONMENT

FY2026 and the period thereafter have been characterised by heightened global geopolitical uncertainty. The escalation of the US–Iran and broader Middle East conflict has disrupted energy markets and maritime logistics, with implications for oil prices, freight rates, marine insurance and the availability and cost of certain imported inputs.

For a property development and construction group, these developments may translate into higher or more volatile costs for fuel, transportation, construction materials and other project inputs. They may also affect subcontractor pricing, delivery lead times and project scheduling. The Group is therefore approaching procurement, project costing and cash-flow planning with greater sensitivity to commodity-price and logistics volatility.

The Group will continue to monitor geopolitical developments closely, maintain appropriate procurement discipline, engage suppliers and contractors proactively, and review project budgets and contingencies where necessary. Management's objective is to preserve project viability and margins while avoiding unnecessary acceleration of commitments during periods of heightened uncertainty.

The Group does not presently quantify the financial impact of the conflict separately from its normal cost base in the FY2026 financial results. Accordingly, the discussion above should be regarded as a principal external risk and management consideration rather than a quantified attribution of FY2026 cost increases to the conflict.

MANAGEMENT DISCUSSION AND ANALYSIS

MALAYSIA ECONOMIC OUTLOOK AND GOVERNMENT SUPPORT FOR PROPERTY DEVELOPMENT

The Group remains cautiously optimistic on the Malaysian economic and property market outlook. Malaysia's economy expanded by 5.7% in the first half of 2026, while Bank Negara Malaysia indicated that the strength of domestic demand, stable labour market conditions and ongoing investment activity are expected to support growth, with full-year 2026 growth projected to be around 5%. At the same time, the outlook remains subject to external risks, including prolonged geopolitical tensions and elevated global commodity prices.

Budget 2027, tabled on 9 October 2026 proposes further measures to facilitate first-home ownership. For eligible first residential homes priced up to RM500,000, a full stamp duty exemption is proposed on loan agreements and instruments of transfer. For eligible first homes priced above RM500,000 and up to RM750,000, the first RM500,000 would be fully exempt, with a 50% exemption on the balance. The proposals cover sale and purchase agreements executed from 1 January 2027 to 31 December 2030.

Budget 2027 also provides for up to RM20 billion in housing financing guarantees under the Skim Jaminan Kredit Perumahan (SJKP), intended to assist approximately 80,000 first-time homebuyers, particularly self-employed individuals without fixed incomes. Nearly RM1 billion is allocated to housing initiatives including Rumah Mesra Rakyat and Program Residensi Rakyat. These measures may support eligible purchasers and reinforce the Government's affordable housing agenda.

The broader economic environment also remains exposed to external cost pressures. Bank Negara Malaysia has highlighted that developments in the Middle East may contribute to higher and more volatile global commodity prices and supply-chain costs. For the Group, this may affect construction materials, fuel, transportation, insurance and subcontractor costs. Management will continue to incorporate appropriate contingencies into project planning, strengthen procurement discipline and monitor project economics to protect margins and preserve financial resilience.

Looking ahead, Budget 2027 projects Malaysia's economic growth within a range of 4.2% to 5.2% in 2027. The Government's housing measures, together with continued domestic investment, provide a potentially supportive environment for the Group's medium-term development strategy. At the same time, construction input costs, financing conditions, competitive supply and project cash-flow requirements warrant continued vigilance. Management will maintain selective capital allocation, prudent procurement and disciplined execution.

Sources: Bank Negara Malaysia; Ministry of Finance Malaysia/NAPIC, 1H 2026 Property Market Report; Ministry of Finance, Fifth MADANI Budget 2027 Speech, 9 October 2026 (https://www.mof.gov.my/portal/en/news/speech/speech-the-fifth-madani-budget-2027). Budget 2027 tax proposals remain subject to implementation and eligibility requirements.

CHALLENGES AND KEY RISKS

Property market and demand

Property demand may be affected by household affordability, interest rates, consumer confidence, economic growth and market supply. The Group will continue to align product offerings and project sequencing with prevailing market conditions.

Construction costs and supply chain

Volatility in material, labour, fuel, logistics and subcontractor costs can affect project margins and completion timelines. Geopolitical disruption may amplify these risks. Management will continue to use procurement discipline, supplier engagement, project monitoring and cost controls to mitigate the impact.

Funding and liquidity

The Group's development pipeline requires substantial working capital and funding. Higher borrowings reinforce the importance of maintaining adequate liquidity, managing debt obligations prudently and matching financing commitments to project cash flows.

Project execution

Project delivery depends on approvals, contractor performance, construction progress, cost management, labour availability and market conditions. Strong project monitoring and execution discipline remain essential.

Regulatory, legal and tax

The property development and construction industry is subject to extensive planning, environmental, safety and statutory requirements. The Group also continues to monitor the legal and tax matters disclosed in its financial statements and will take appropriate steps to protect its interests.

Reputation and customer

The Group's reputation is closely linked to project quality, timely delivery and customer responsiveness. Effective communication, quality management and customer engagement therefore remain key risk mitigants.

MANAGEMENT DISCUSSION AND ANALYSIS

FUTURE PROSPECTS

Management remains cautiously optimistic about the Group's medium- to long-term prospects. Malaysia's domestic demand, ongoing investment activity and continued development of multi-year projects provide a relatively resilient backdrop, although the external environment remains subject to geopolitical and commodity-price risks.

The Group's diversified development pipeline, including affordable housing, residential and commercial projects, provides opportunities for future revenue generation. Management will remain selective in deploying capital and will prioritise projects that demonstrate appropriate demand, viability, funding visibility and risk-adjusted returns.

The Group's near- to medium-term priorities are to accelerate disciplined project execution, strengthen cash-flow conversion, manage borrowings prudently, protect project margins, enhance customer experience and progressively embed ESG considerations into project and operational decision-making.

MANAGEMENT PRIORITIES

Priority	Management focus
Project execution	Deliver existing developments with discipline on cost, quality, timing and approvals.
Cash-flow and capital discipline	Improve working-capital conversion and align funding with project cash flows.
Earnings quality	Strengthen recurring operating performance and reduce dependence on non-recurring gains.
Customer and stakeholder value	Enhance communication, responsiveness, quality and stakeholder relationships.
Sustainable growth	Integrate economic, environmental, social and governance considerations into decisions and operations.

MANAGING DIRECTOR'S PERSPECTIVE

"FY2026 was a year of meaningful progress for TWL. We achieved a significant increase in revenue, supported principally by our Property Development and Construction activities, while continuing to advance our development pipeline across key locations.

"We are equally conscious that the global operating environment has become more uncertain. The US–Iran conflict and wider geopolitical tensions have contributed to volatility in energy, freight, insurance and commodity markets. For a property development group, these pressures can affect material costs, logistics and project execution. Our response is to remain disciplined in procurement, project costing, cash-flow management and capital allocation.

"Our development pipeline remains an important source of future opportunity, spanning affordable housing, residential and commercial developments. We will continue to progress these projects selectively, guided by market demand, project viability, funding capacity and expected returns.

"We also recognise that sustainable growth must create value responsibly. We will continue to strengthen our approach to safety, resource efficiency, customer service, governance and stakeholder engagement as we develop our business.

"Our objective is clear: to build a more resilient and disciplined TWL, capable of navigating external uncertainties while delivering sustainable long-term value to our shareholders, customers, employees, business partners and communities.

"On behalf of the Board and Management, I thank all our stakeholders for their continued confidence and support. We look forward to building on the progress achieved and pursuing the next phase of **TWL's growth with discipline, resilience and purpose**."

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.

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.

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.



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 STATEMENT

ABOUT THIS SUSTAINABILITY STATEMENT

Purpose

This Sustainability Statement (the "Statement") presents the economic, environmental, social and governance ("EESG") performance of TWL Holdings Berhad and its subsidiaries ("TWL" or the "Group") for the financial year ended 30 June 2026. It reflects the Group's ongoing commitment to transparent sustainability reporting as a Main Market listed issuer ("Bursa Malaysia"), and forms part of the Group's Annual Report.

Scope and boundary

TWL Holdings Berhad was incorporated on 2 December 1994. This Statement covers the Group's core business activities, namely property development and construction, and batching plant operations. The reporting period is 1 July 2025 to 30 June 2026 ("FY2026"), consistent with the Group's financial year.

For the financial year under review, the operational data disclosed in this Statement is drawn from the Group's three active development sites and its batching plant operations:

- EN10 (Pangsapuri Harmoni TWL) – Lot 77716, Jalan Subang MAS. Status: under construction.
- EN11 (Pangsapuri Gemilang TWL) – Lot 92871 (PT35900), Jalan Pinggiran USJ 1, Taman Pinggiran USJ, Mukim Damansara. Status: under construction.
- TWL Business Park Kapar – PT46703 (Lot 52222) and part of Lot PT46702 (Lot 52221), Mukim Kapar, Daerah Klang, Selangor Darul Ehsan. Status: under construction.

TWL recognises the EESG impacts arising across its value chain and remains committed to cascading its sustainability commitments, practices and culture to its business partners, suppliers and contractors. The Group intends to incorporate the sustainability performance of its value chain partners progressively into future reporting cycles.

Reporting approach and forward direction

TWL sits within Group 2 of Malaysia's National Sustainability Reporting Framework ("NSRF"), together with other Main Market listed issuers of a similar profile (Securities Commission Malaysia, 2024). Group 2 issuers are expected to apply the IFRS Sustainability Disclosure Standards (IFRS S1 and IFRS S2) from financial years ending on or after 31 December 2026 (Bursa Malaysia Securities Berhad, 2024a, 2024b; International Sustainability Standards Board, 2023a, 2023b).

With a financial year ending 30 June, TWL's own transition to IFRS S1 and IFRS S2-aligned reporting will take effect for the financial year ending 30 June 2027. Ahead of that transition, the Group has used this reporting cycle to take a further step of its own accord: aligning its sustainability reporting period fully with its financial year, so that readers can view the Group's sustainability and financial performance over exactly the same twelve months. This Statement builds on the set of sustainability matters and indicators the Group has developed over its two preceding reporting cycles, continues to be guided by the principles of the Global Reporting Initiative (GRI) (Global Reporting Initiative, n.d.), and maps the Group's material aspects to the United Nations Sustainable Development Goals (United Nations, 2015).

As part of aligning its sustainability reporting with its financial year, the Group has updated the FY2025 period from 1 September 2024 to 31 August 2025 to 1 July 2024 to 30 June 2025, matching the Annual Report for that financial year. FY2025 figures presented throughout this Statement reflect this aligned basis, giving readers a consistent view of the Group's sustainability performance alongside its financial results.

Data sources and verification

Data presented in this Statement has been internally sourced, compiled and validated by the respective business divisions, site engineers and information owners, and reviewed by senior management. Quantitative indicators have been extracted from the Group's submission on the Bursa Malaysia Centralised Sustainability Intelligence ("CSI") Platform (Bursa Malaysia Berhad, 2025). A summary of the Group's data and performance targets is set out later in this Statement.

SUSTAINABILITY STATEMENT

ABOUT THIS SUSTAINABILITY STATEMENT (CONT'D)

Forward-looking statements

This Statement contains forward-looking statements relating to the Group's plans, targets, operations and anticipated performance. These statements are based on assumptions that management considers reasonable in light of current business activities. Given the uncertainties inherent in the Group's operating environment, actual outcomes may differ from those anticipated, and readers are encouraged to interpret such statements with a balanced perspective.

Feedback

TWL values continuous engagement with its stakeholders and welcomes feedback, suggestions and concerns that support the ongoing improvement of its sustainability performance and disclosures.

CLIMATE-RELATED DISCLOSURES

TWL recognises that climate change may affect its property development and construction activities, and that those activities contribute to greenhouse gas emissions. This section sets out how the Group governs, plans for and manages climate-related matters, and reports its emissions and energy use for FY2026. It follows the four-part structure of governance, strategy, risk management, and metrics and targets used in IFRS S2 Climate-related Disclosures, prepared with reference to that standard ahead of the Group's transition to IFRS S1 and IFRS S2-aligned reporting for the financial year ending 30 June 2027.

Governance

Climate-related matters are governed within the Group's broader sustainability governance structure described under "governance structure" on page 38. The Board of Directors holds overall oversight of climate-related risks and opportunities, consistent with its oversight of the Group's wider sustainability strategy and performance.

Day-to-day management of climate-related matters is carried out by the relevant department heads and project management teams within their respective operations. Senior Management monitors the implementation and performance of the Group's climate-related initiatives, and the Group engages an external sustainability consultant to assist in consolidating environmental data and preparing its sustainability disclosures, including this Statement.

The Group will consider the scope of internal and external review of its climate-related disclosures further as its reporting in this area matures.

Strategy: climate-related risks and opportunities

The Group has identified physical climate-related risks relevant to its principal business of property development and construction, most notably heavy rainfall, storms, flash floods and extreme heat, assessed as having a moderate impact on the Group's operations. These conditions may result in temporary work stoppages, supply chain disruption, reduced site productivity, worker safety concerns, damage to materials and equipment, and additional rectification costs. Over the longer term, more frequent extreme weather events may also affect the condition, maintenance requirements and value of properties in exposed locations.

Transition-related risks identified by the Group include increasing regulatory requirements, changes in market demand, less favourable financing terms, technological developments and evolving stakeholder expectations, also assessed as having a moderate impact. These factors may increase compliance and development costs, and affect the financing, marketability and reputation of the Group's developments over the medium to long term.

The Group sees opportunities in incorporating site assessments, weather-responsive work scheduling, site safety measures, energy-efficient features, climate-resilient design, improved drainage and environmentally responsible construction practices into its developments, to enhance operational efficiency and the long-term value of its projects. A number of these measures are already embedded in the Group's developments: Rainwater Harvesting Systems (SPAH) at all construction sites (see "Water" on page 42), and, at EN11, permeable paving, native landscaping and green buffers to manage surface water runoff (see "Affordable homeownership: EN10 and EN11" on page 55).

SUSTAINABILITY STATEMENT

CLIMATE-RELATED DISCLOSURES (CONT'D)

Looking ahead, the Group also sees an opportunity in applying circular economy principles more broadly across its operations, particularly in its approach to procurement. As part of this, the Group intends to give higher priority in its vendor selection process to suppliers that demonstrate circular economy practices, such as the use of recycled or reclaimed materials, reduced material wastage and responsible end-of-life management, building on the Group's existing preference for local suppliers described under "Support for local suppliers" on page 41.

The Group considers the short term to be one to two years (financial years ending 2027 and 2028), the medium term to be three to five years (financial years ending 2029 to 2031), and the long term to be more than five years (financial year ending 2032 onward). These horizons reflect the periods over which the Group considers climate-related risks and opportunities may reasonably influence its business operations, financial performance and long-term prospects.

Weather conditions, particularly heavy rainfall and extreme heat, are already considered in the Group's project design and construction planning, with project teams adjusting work schedules, site drainage, safety measures and material storage arrangements where necessary. This awareness has also been shaped by the planning and development approval process itself: before construction could begin at EN10, EN11 and TWL Business Park Kapar, each project was reviewed by the relevant local authorities and technical agencies against site-specific environmental considerations, including drainage capacity and flood mitigation, as a condition of approval. This regulatory review has given the Group a working, site-level understanding of the physical risks and opportunities relevant to each of its developments. This is also reflected in the Group's insurance arrangements. The Contractors' All Risks policies covering all three of the Group's active sites name storm, cyclone, flood, inundation and landslide among the insured perils, combined with earthquake, volcanism and tsunami under a single limit of indemnity for each policy. At TWL Business Park Kapar, flood, inundation and water damage carry a distinctly higher deductible than other insured perils, reflecting the site's assessed exposure to that risk. EN10's policy was also extended by one year during the reporting period, with an additional premium charged, illustrating the kind of cost that can arise from schedule adjustments during construction. Taken together, these arrangements represent a real, quantified financial measure of the Group's exposure to weather-related physical risk and construction schedule adjustment across all three of its active sites. The Group intends to build on this foundation by assessing the effect of climate-related factors on its procurement practices and budgets, and undertaking a more formal climate-related scenario analysis, as its climate-related reporting matures.

Risk management

The Group identifies and ranks climate- and weather-related risks through site assessments, project monitoring, departmental feedback and consultation with relevant technical consultants on a monthly basis. Identified risks are evaluated based on their likelihood, potential operational and financial impact, time horizon and the effectiveness of existing controls, with risks assessed as having a higher likelihood or impact prioritised for mitigation and monitoring by management.

Physical climate-related risks are managed through project planning, engineering and site-management measures, including site assessments, adequate drainage and water-conveyance systems, detention facilities where required, periodic drain maintenance, erosion and sediment controls, weather-responsive work scheduling, and regular monitoring of site conditions, with project teams coordinating with contractors and consultants to respond to adverse weather and minimise operational disruption. Transition-related risks are managed by monitoring regulatory and market developments, complying with applicable requirements, engaging relevant professional consultants, assessing new technologies before adoption, and incorporating commercially viable energy-efficient features where appropriate.

Climate- and weather-related risks are considered as part of the Group's wider project planning and risk management processes. Project managers and relevant department heads monitor these risks on an ongoing basis through site inspections, project progress meetings and feedback from contractors and consultants, with significant matters reported to Senior Management and, where material, escalated to the Board. For new developments, relevant weather, flood and site conditions are considered during the feasibility, due diligence, design and approval stages.

Metrics and targets

The Group's Scope 1, Scope 2 and Scope 3 emissions, and its electricity consumption, for FY2024 to FY2026 are set out in "Emissions and energy" starting on page 44. The Group's FY2026 emissions boundary reflects diesel consumed by machinery, plant and equipment (Scope 1), purchased electricity (Scope 2), and purchased raw and construction materials, scheduled waste and employee commuting (Scope 3). The raw materials used at the Group's batching plants are reported under Scope 3 from FY2026; further detail on the emission factors and methodology applied, and on the resulting change from FY2025, is set out in "Emissions and energy" starting on page 44.

CLIMATE-RELATED DISCLOSURES (CONT'D)

Metrics and targets (Cont'd)

In addition to these figures, management tracks a number of further indicators relevant to climate-related performance, including usage of principal construction materials, and the Group's physical flood-risk exposure across its active sites.

Consistent with the Group's approach described under "Implications for target setting" on page 37, the Group is building the data and baseline needed to set quantified, Group-specific climate-related and energy-related targets, and will report them, together with any related commitment to lenders, customers or the authorities, once set. In the meantime, the Group has adopted the following climate-related targets, aligned with Malaysia's national policy framework:

- to support the objectives of the National Energy Transition Roadmap (NETR);
- to achieve net-zero greenhouse gas emissions by 2050; and
- to contribute to the national goal of reducing the carbon intensity of gross domestic product (GDP) by 45% by 2030 compared with 2005 levels.

Quantified interim milestones and a Group-level emissions pathway towards these targets will be set and reported once the Group's baseline is stable (see "Implications for target setting" on page 37).

EXPANSION OF THE REPORTING SCOPE: FROM ONE PROJECT TO THREE

The most significant change to the basis of preparation for FY2026 is the expansion of the Group's reporting boundary from one active project to three.

Position in FY2025

TWL's sustainability journey began early. The Group published its first Sustainability Report for the financial year ended 30 June 2024, at a time when EN10 construction activity was already under way, as reflected in the Group's workforce mobilisation during that period, while EN11 and TWL Business Park Kapar had yet to enter the construction stage. That first report focused on Group-wide office water and electricity consumption, laying the foundation for the broader set of sustainability matters the Group reports on today.

For FY2025, the Group's quantitative operational sustainability disclosures primarily covered EN10 and its batching plant operations. EN11 and TWL Business Park Kapar remained at the planning and pre-construction stages during the reporting period. As physical construction works had not commenced at these developments, they were excluded from the scope of construction-related operational consumption data reported for the year.

Position in FY2026

During the financial year under review, both EN11 and TWL Business Park Kapar commenced construction. All three projects — EN10, EN11 and TWL Business Park Kapar — were under construction during FY2026, and all three are included within the reporting boundary of this Statement.

Project	Description of land	Status in FY2025	Status in FY2026
EN10	Lot 77716, Jalan Subang MAS	Under construction; included in reporting boundary	Under construction; included
EN11	Lot 92871 (PT35900), Jalan Pinggiran USJ 1, Taman Pinggiran USJ, Mukim Damansara	Planning stage; outside quantitative boundary	Under construction; newly included
TWL Business Park Kapar	PT46703 (Lot 52222) and part of Lot PT46702 (Lot 52221), Mukim Kapar, Daerah Klang, Selangor Darul Ehsan	Planning stage; outside quantitative boundary	Under construction; laying foundation

Table 1: Active development projects and their inclusion in the sustainability reporting boundary.

SUSTAINABILITY STATEMENT

EXPANSION OF THE REPORTING SCOPE: FROM ONE PROJECT TO THREE (CONT'D)

Effect on the Group's sustainability indicators

The commencement of two additional construction sites has increased the Group's operational footprint across substantially every consumption-based indicator. The increases recorded in FY2026 are driven principally by:

- Cement consumption — three concurrent construction sites have materially increased demand on the Group's batching plant operations and on cement procured from external suppliers, the single largest material input into the Group's construction activity.
- Diesel consumption — a larger and more widely distributed fleet of machinery, plant and site equipment is in operation across three sites rather than one.
- Travelling and logistics — the delivery of materials and equipment to three geographically separate sites in Subang, USJ and Kapar, together with staff vehicle use between sites, has increased vehicle movement and associated fuel use.
- Construction materials — steel, aggregate, formwork and other materials are consumed across three active sites, increasing both procurement volumes and construction waste arisings.
- Water consumption — site works, curing, dust suppression and worker amenities at three sites have increased total water withdrawal.
- Workforce and safety exposure — a larger workforce, including outsourced site workers across three locations, increases total exposure hours and consequently affects health and safety indicators such as the lost time incident rate.

These increases reflect the expansion of the Group's construction activities and the progression of its development pipeline, including the commencement of works at EN11 and TWL Business Park Kapar. Absolute consumption figures should therefore be considered alongside changes in the scale and stage of operations when assessing environmental performance. The Group is working to establish appropriate intensity-based indicators to support a more meaningful assessment of resource efficiency as its operations expand.

Construction phase progression across the three projects

In addition to the increase in the number of active sites, the stage of construction reached at each project during FY2026 is a significant factor behind the scale of the increase in the Group's environmental indicators, and needs to be read together with the change in project count described above.

During the FY2025 reporting period, EN10 was at the early phases of its construction cycle. Site activity, plant and equipment usage, and the associated consumption of cement, diesel and other materials were correspondingly limited in the earlier months of that period, as the project was still being mobilised.

However, in FY2026, EN10 was in major, full-scale construction throughout the entire twelve months, rather than only in its later months. At the same time, EN11 progressed from its planning stage into a full construction cycle, and TWL Business Park Kapar commenced site works and was at its initial foundation-laying stage during the period.

The combined effect of one project in full-scale construction for the whole year, a second project entering full construction, and a third project beginning foundation works, is materially different from the position in FY2025, when only one project was active and that project was still in its early stages for part of the year. This combination — rather than the increase in project count alone — is the principal reason for the scale of the increase in the Group's energy use, materials consumption and waste generation recorded in FY2026.

DATA READINESS, BASELINES AND TARGET SETTING

Extending emissions data coverage across the value chain

TWL is engaging its vendors on a consistent basis to expand the carbon-related data available for the materials and services they supply, building towards a fuller picture of emissions across the value chain.

SUSTAINABILITY STATEMENT

DATA READINESS, BASELINES AND TARGET SETTING (CONT'D)

Extending emissions data coverage across the value chain (Cont'd)

Systematic sustainability data collection was introduced by the Group only in the preceding reporting cycle, with processes, forms and responsibilities initially designed around a single active project. With two further sites commencing construction during FY2026, the Group extended those processes to its second and third project sites over the course of the year, and has completed the collection and internal verification of its other FY2026 sustainability indicators, including community investment, which was finalised later in the reporting cycle as the Group's community programmes for the year concluded. Vendor-supplied carbon data is the area the Group is now prioritising, with vendor engagement under way to bring this into future reporting cycles.

What this means for readers of this Statement

Figures disclosed for FY2026 are those that have been compiled and internally verified as at the date of this Statement.

The Group is engaging vendors on an ongoing basis to expand the carbon data available across its value chain.

The scope of the data has widened from one project to three, reflecting the growth of the Group's operations; FY2026 figures accordingly reflect a broader reporting boundary than FY2025.

Implications for the baseline

The Group is strengthening its data collection and internal reporting processes across all three projects to establish a consistent baseline for setting relevant and measurable targets for these indicators. This approach supports reliable target-setting as the Group's project operations expand from one active development to three.

The FY2025 Statement (TWL Holdings Berhad, 2025) described the data gathered in that year as a starting point for future performance measurement, on the basis of the parameters then applicable: one active construction project, a single set of site processes, and a reporting period running from September to August. Those parameters have since changed: the operational boundary has expanded from one project to three, and the reporting period has been realigned to the financial year. A reference point built on the earlier parameters cannot be applied without adjustment to a Group that is three times larger in operational terms and reporting over a different twelve-month window.

The Group's earlier FY2024 data (TWL Holdings Berhad, 2024) — Group-wide office water and electricity consumption — reflects the starting point of the Group's data collection, from before its environmental processes expanded to cover site-level activity. EN10 construction was already under way for at least part of FY2024, based on the Group's workforce records for that year, and the Group has since broadened its data collection to combine site and office indicators from FY2025 onward. The FY2024 figures are accordingly presented in this Statement as historical context, marking how far the Group's data collection has come.

The Group anticipates being able to establish a stable baseline once its operating parameters — particularly the number and construction stage of its active projects — have remained consistent across a full reporting cycle. The FY2025 and FY2026 figures are retained and disclosed for context in the interim, but neither should be read as an established baseline.

Implications for target setting

A credible quantitative target requires a stable baseline and a reasonable understanding of the underlying drivers of the indicator. Of the Group's indicators, occupational health and safety is the area where the Group has enough consistency in its underlying data to set a meaningful target: the Group targets a lost time incident rate of zero, and continues to target zero work-related fatalities for FY2027. In addition, the Group has adopted the climate-related targets under "Metrics and targets" on pages 34 to 35, aligned with Malaysia's national policy framework, with quantified Group-specific milestones to follow once its emissions baseline is stable.

For the Group's other indicators — including workforce diversity, employee turnover, training hours, anti-corruption training coverage, the proportion of spending on local suppliers, complaint-based indicators, water consumption, waste generation, and community investment — the Group is focused on strengthening its data collection and internal reporting processes across all three projects, so that meaningful numerical targets can be set for these indicators with confidence once a consistent baseline is in place. This reflects the early stage of the Group's data collection following the expansion of its operations from one project to three, rather than a lack of ambition.

SUSTAINABILITY STATEMENT

SUSTAINABILITY GOVERNANCE

Sustainability is central to the Group's business decision-making and daily operations. TWL is committed to integrating EESG considerations into its management processes and operational practices, and reviews its approach regularly to ensure that its strategy remains relevant as trends, regulation and stakeholder expectations evolve.

Governance structure

The Board of Directors holds ultimate oversight of the Group's sustainability strategy, performance and risks. The Sustainability Committee, established in 2023 as part of the Group's enhanced governance structure, is responsible for setting the strategic direction of the Group's sustainability agenda, monitoring performance against the Group's commitments, and reporting to the Board.

Operational responsibility for implementing sustainability initiatives and for collecting and validating sustainability data rests with the respective business divisions, project teams and site management, supported by the Group's finance, human resources and administrative functions.

The Group manages its material sustainability matters under its Anti-Bribery and Corruption Policy, Employment Policy, Health and Safety Policy, Data Privacy Policy and Purchasing Policy.

Sustainability framework

The Group's sustainability framework is organised around four pillars — Economic, Environmental, Social and Governance. Each pillar carries defined aspirations and material matters, which are mapped to the United Nations Sustainable Development Goals (United Nations, 2015).

Guided by our mission and vision, the Group is committed to delivering high-quality products to its customers while progressively embedding sustainable practices across its operations.

VISION

To deliver high-quality residential and commercial projects that compare favourably with leading global developers, built on a commitment to quality, integrity and value creation for all customers, while assuring shareholders of sustainable returns on their investment.

MISSION

To create value and make a meaningful difference through our products, achieving total customer satisfaction; to become a respected and diversified Group committed to the continuous enhancement of its core business; and to build a strong, trusted brand.

Pillar	Aspiration	Principal material matters
Economic	Sustainable, innovative and efficient development	Economic performance; innovation; branding; resilience; future opportunity
Environmental	Efficient use of resources, reduced emissions and protection of ecosystems	Resource and raw material use; water; emissions, effluents and waste; carbon; land use and biodiversity
Social	Positive and sustained community and social impact	Occupational health and safety; human capital; human rights; customer satisfaction; community relations
Governance	Ethical conduct, transparency and accountability	Corporate governance; business ethics and anti-corruption; product governance; stakeholder governance; data privacy and security

Table 2: The Group's sustainability framework.

SUSTAINABILITY GOVERNANCE (CONT'D)

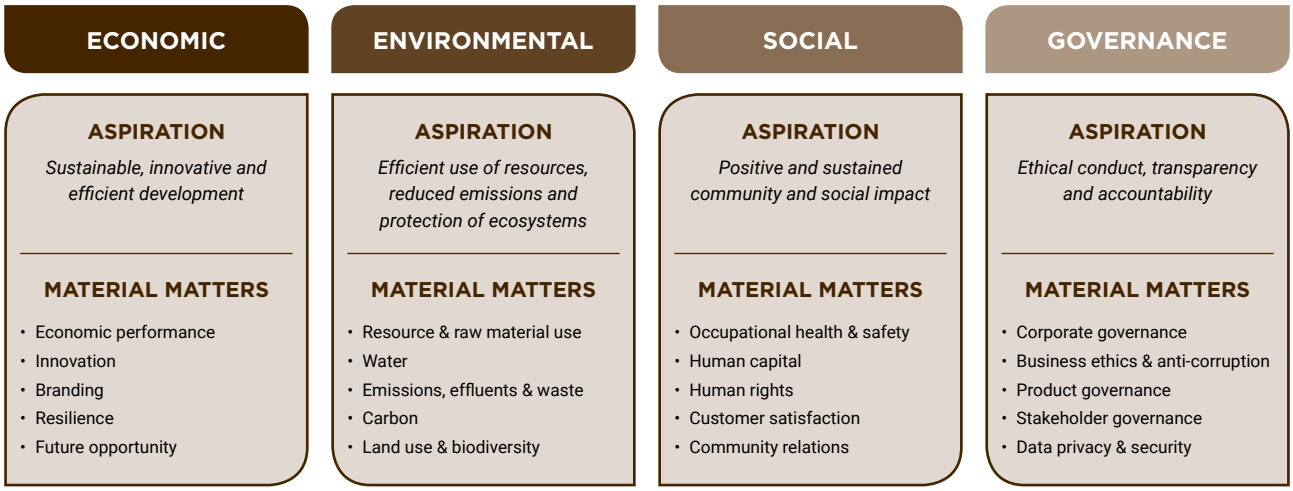


Figure 1: The Group's four sustainability pillars, aspirations and principal material matters.

In line with the conclusions of the FY2025 materiality assessment, Governance has been maintained as a distinct fourth pillar of the framework, reflecting both the priority attached to it by stakeholders and its alignment with regulatory expectations and international reporting standards.

MATERIALITY

The Group has conducted a comprehensive materiality assessment in each of its two most recent reporting cycles, covering both the financial year ended 30 June 2024 ("FY2024") and the financial year ended 30 June 2025 ("FY2025"). Each assessment applied a mixed-methods approach, combining a quantitative survey of stakeholders with qualitative stakeholder feedback, and evaluated each material aspect on two dimensions: importance to stakeholders and impact on the business. A sustainability matter is treated as material where it reflects the Group's significant economic, environmental or social impacts, or substantively influences the assessments and decisions of stakeholders (Bursa Malaysia Securities Berhad, 2024c).

The findings of the FY2024 and FY2025 assessments were substantially consistent with one another, with the same aspects consistently identified among the highest priorities for stakeholders and for the business. This consistency across two independent survey cycles is itself a further reason supporting the Group's decision to maintain the same materiality position for FY2026, described below.

The survey was administered online and distributed across the Group's stakeholder ecosystem, with responses received from customers, employees, suppliers, agents, bankers, directors, the corporate secretary and legal advisers. The process was overseen by a Director of the Company.

Review for FY2026

For the financial year under review, management reviewed the material aspects identified in the FY2024 and FY2025 assessments against the Group's current operating environment, the expansion of its development pipeline, stakeholder feedback received during the year, and evolving regulatory expectations.

A key consideration in that review was whether the commencement of construction at EN11 and TWL Business Park Kapar had materially changed the Group's stakeholder base, since a significant shift in the composition of stakeholders would ordinarily warrant a fresh materiality exercise. Management's assessment is that no significant change has occurred. The purchaser and vendor population associated with each new project builds up gradually rather than all at once: a project's purchaser base only begins to form once the first purchaser has signed a Sale and Purchase Agreement for a unit, and its vendor base builds up correspondingly as works are awarded. As EN11 and TWL Business Park Kapar have only just commenced, the number of purchasers and vendors newly brought into the Group's stakeholder ecosystem during the reporting period remains limited, and the overall profile of the Group's stakeholders — the mix of customers, employees, suppliers, agents, bankers, directors and advisers surveyed in the FY2025 assessment — has not shifted materially as a result.

SUSTAINABILITY STATEMENT

MATERIALITY (CONT'D)

Review for FY2026 (Cont'd)

Management concluded that the material aspects identified in the FY2025 assessment remain valid and appropriate for FY2026. No material aspect has been added, removed or reprioritised. The materiality position disclosed in the FY2025 Sustainability Statement (TWL Holdings Berhad, 2025) is accordingly maintained for this reporting cycle.

The Group will revisit the assessment through a further stakeholder survey in a future reporting cycle, and in any event will review it whenever there is a significant change in the Group's business, operating environment or stakeholder expectations.

Material aspects carried forward

The aspects assessed as carrying the highest importance to stakeholders were business ethics, corporate governance, occupational health and safety, product governance, and emissions, effluents and waste management, including carbon across the supply chain. From the perspective of impact on the business, the highest-ranked aspects were business ethics, corporate governance, branding of the Company, data privacy and security, and stakeholder governance.

The strong overlap between the two sets confirms that ethical conduct and governance structures sit at the centre of the Group's material issues, with occupational health and safety and environmental performance following closely. This alignment has shaped the Group's areas of focus during FY2026, and is reflected in the initiatives described in the sections that follow.

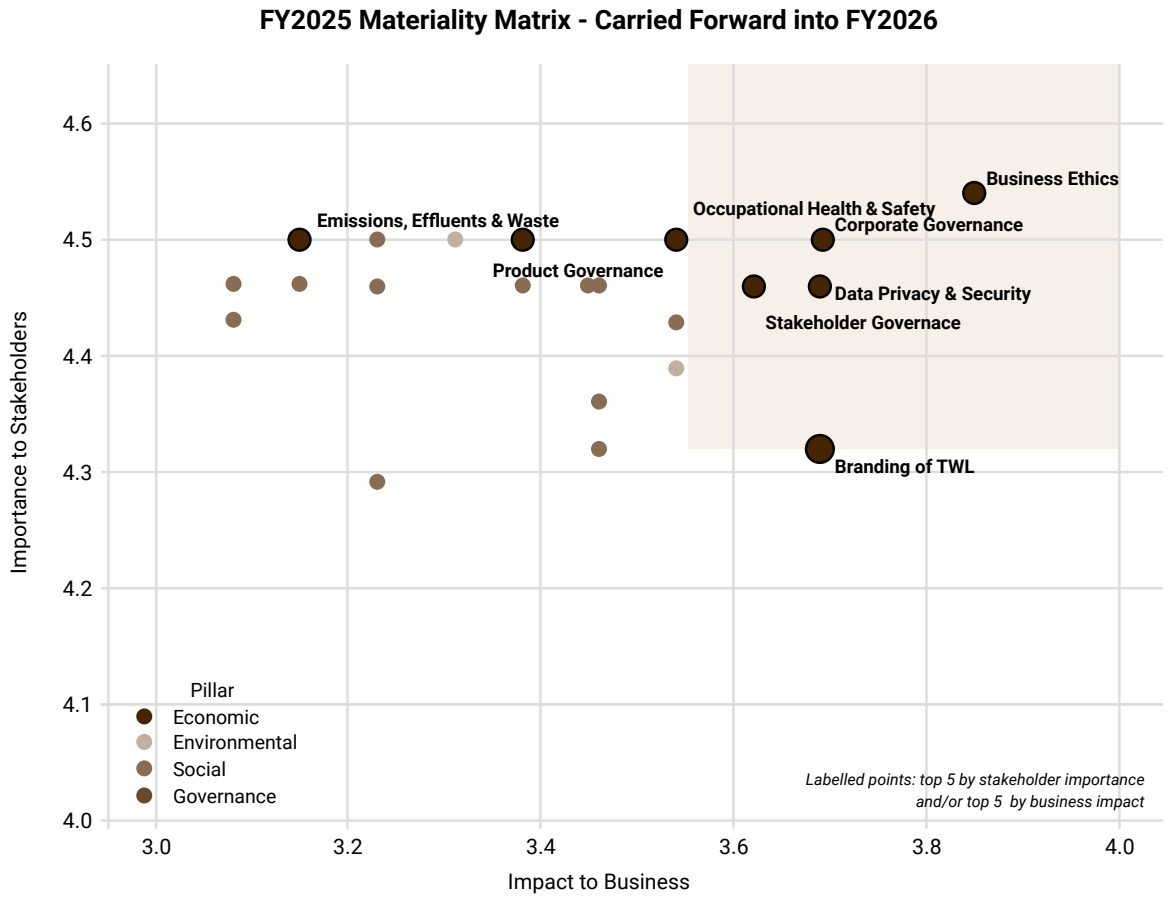


Figure 2: FY2025 materiality matrix, plotting importance to stakeholders against impact to business for the Group's material aspects, carried forward into FY2026.

SUSTAINABILITY STATEMENT

ECONOMIC PERFORMANCE

The Group's economic aspiration is to pursue sustainable, innovative and efficient development that generates value for shareholders while contributing to the wider economy.

Generation of employment

The commencement of construction at EN11 and TWL Business Park Kapar during FY2026 has expanded the Group's requirement for site labour, professional services and supplier capacity. Employment creation is both an outcome of business expansion and a driver of future growth: it increases the Group's productive capacity to deliver its projects, distributes income into households and local communities, and strengthens the Group's social licence to operate.

The workforce diversity and headcount data presented elsewhere in this Statement relates to full-time staff directly employed by the Group. This is only part of the employment the Group's projects generate in practice: site labour is engaged through partnering contractors rather than employed directly, and this outsourced workforce is not captured in the Group's own headcount figures, although these workers are covered by the Group's health and safety arrangements at each site. Taken together, the Group's projects have generated substantially more work opportunities than its direct headcount alone reflects, as set out below.

Reporting Year	Total Work Opportunities Generated
2023/2024	369
2024/2025	2,028
2025/2026	2,580

Table 3: Total work opportunities generated across the Group's development projects, including outsourced site labour engaged through partnering contractors, 2023/2024 to 2025/2026. The 2023/2024 figure is drawn from the Group's monthly site workforce records for that year (September 2023 to August 2024, the earliest period for which records are available). The 2024/2025 figure has been restated to the Group's realigned reporting period (1 July 2024 to 30 June 2025) by removing the workforce recorded for July and August 2025 and adding the workforce recorded for July and August 2024.

Support for local suppliers

The Group gives first priority to local vendors and to transactions denominated in Malaysian ringgit. The proportion of procurement spending directed to local suppliers increased marginally in FY2026 compared with FY2025, notwithstanding the wider supplier base drawn upon across three concurrent project sites. Directing procurement spending locally retains economic value within the Malaysian economy, shortens supply chains and reduces transport-related emissions.

Indicator	FY2024	FY2025	FY2026
Proportion of spending on local suppliers	100%	99.95%	100%

Table 4: Proportion of spending on local suppliers, FY2024 to FY2026. The FY2024 figure reflects the Group's own account that all vendors that year were local vendors transacting in Malaysian ringgit (TWL Holdings Berhad, 2024).

Further detail on the Group's economic indicators is set out in the prescribed table of data and performance targets appended to this Statement.

SUSTAINABILITY STATEMENT

ENVIRONMENTAL PERFORMANCE

TWL is committed to increasing the efficiency with which it uses resources drawn from the environment, and to reducing the environmental impact of its construction and batching plant operations. The Group's environmental performance in FY2026 must be read against the expansion of its operational boundary from one construction site to three.

Water

At TWL Holdings Berhad, we recognise the essential role of water in both our operations and the environment. Our commitment to water stewardship drives us to enhance efficiency and reduce wastage. While our water demand has grown, we remain committed to responsible consumption through conservation efforts and continuous monitoring, in order to optimise usage while minimising environmental impact.

The Group's earliest recorded water data dates to FY2024, when it tracked Group-wide office water consumption, averaging approximately 0.28 cubic metres (m^3) per month (TWL Holdings Berhad, 2024). EN10 construction activity was already under way for at least part of FY2024, based on the Group's workforce records for that year. The Group has since expanded its data collection to combine site and office water consumption from FY2025 onward, giving a fuller picture of water use across its active projects.

Total water consumption increased in FY2026 relative to FY2025. The figures for both years combine office and site-level water use; the increase reflects concurrent site works at three locations, with water required for concrete production and curing, dust suppression, site cleaning and worker amenities.

Water withdrawal by source (m^3)	FY2024	FY2025	FY2026
Surface water from rivers, lakes and natural ponds	0	0	0
Groundwater from wells and boreholes	0	0	0
Used quarry water collected in the quarry	0	0	0
Municipal potable water	3.58 (office only)	6,416.37 (combined site and office)	9,791.00 (combined site and office)
External wastewater	0	0	0
Harvested rainwater	0	0	0
Seawater or water extracted from the ocean	0	0	0
Total	**3.58 (office only)**	**6,416.37 (combined site and office)**	**9,791.00 (combined site and office)**

Table 5: Water withdrawal by source (m^3), FY2024 to FY2026. FY2024 measured office consumption only; from FY2025 the Group's data collection combines site and office water use across its active projects. Volumes are reported in cubic metres (1 megalitre = 1,000 m^3); the prescribed table of data appended to this Statement reports the same volumes in litres and megalitres.

Water effluent discharge source (m^3)	FY2024	FY2025	FY2026
Ocean	0	0	0
Surface water	0	0	0
Subsurface / well	0	0	0
Off-site water treatment	3.58 (office only)	6,416.37 (combined site and office)	9,791.00 (combined site and office)
Beneficial / other use	0	0	0
Total	**3.58 (office only)**	**6,416.37 (combined site and office)**	**9,791.00 (combined site and office)**

Table 5 (continued): Water effluent discharge by destination (m^3), FY2024 to FY2026. The Group does not separately meter effluent; discharge is taken as equal to the volume of water withdrawn.

ENVIRONMENTAL PERFORMANCE (CONT'D)

Water (Cont'd)

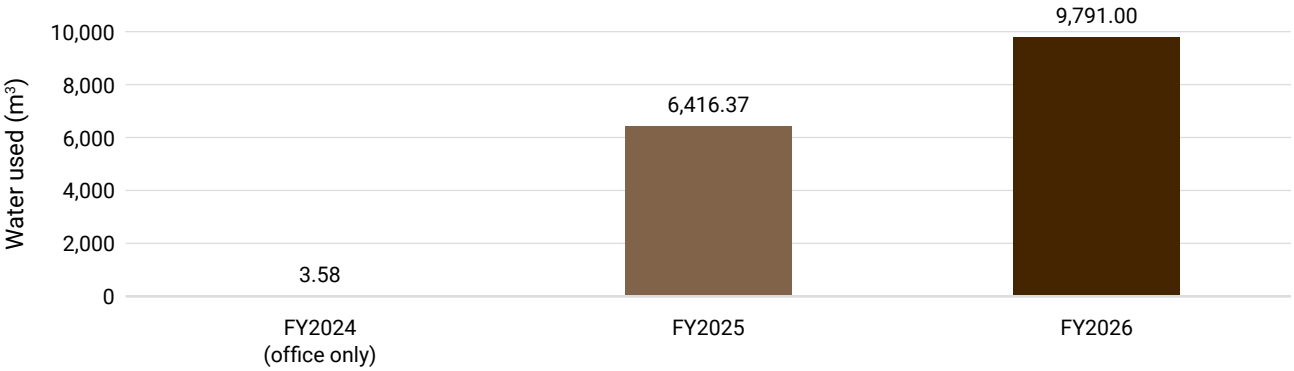


Figure 3: Total volume of water used, FY2024 to FY2026 (m³).

The Group operates Rainwater Harvesting Systems (Sistem Pungutan Air Hujan, "SPAH") at all of its construction sites, capturing rainwater for non-potable uses such as dust suppression and general site cleaning, and recycles wash-down water at its batching plant operations, reducing the Group's reliance on treated water supply at site level. As rainfall patterns become less predictable under a changing climate, these systems also give the Group's sites a measure of resilience against water supply disruption, alongside their everyday resource efficiency benefit. Harvested rainwater volumes were not metered in prior years and are therefore reported as 0 in Table 5. The Group intends to install meters at its sites in FY2027 so that harvested volumes can be measured and disclosed in the next reporting cycle, and plans to take action to trace rainwater collection and use across its projects.

Our operations are not in water stress areas, as most of our properties are located in urban areas.

Waste

TWL Holdings Berhad recognises that effective waste management is crucial for long-term business resilience and for reducing environmental impact. The Group remains committed to responsible resource use through efficiency measures, conservation efforts and continuous monitoring, in order to reduce resource usage and minimise environmental impact. The Group also prioritises pollution prevention by managing resources responsibly and reducing waste generation and disposal.

The Group's earliest recorded waste data also dates to FY2024, when it tracked construction and general waste disposed across its sites, totalling approximately 8,586 kg (8.59 metric tonnes) for the year (TWL Holdings Berhad, 2024), reflecting the batching plant's commercial operations during that period. No waste diversion measures were recorded for the waste reported in FY2024.

Total waste generated increased significantly in FY2026 relative to FY2025. The increase reflects both the addition of two further active construction sites and the more advanced stage of construction reached at the Group's original site during the period.

Indicator	FY2024	FY2025	FY2026
Total waste generated	8.59 metric tonnes*	8.91 metric tonnes	22.94 metric tonnes
Total waste diverted from disposal (waste recycled)	0 metric tonnes	0.10 metric tonnes	0 metric tonnes
Total waste directed to disposal (non-recycled waste)	8.59 metric tonnes	8.91 metric tonnes	22.94 metric tonnes
Total hazardous waste generated	Not available	Not available	Not available

*Table 6: Waste generated, diverted and directed to disposal, FY2024 to FY2026. *The FY2024 figure covers construction and general waste as recorded in that year's report, a narrower scope than total waste generated as reported from FY2025 onward, when the Group broadened its waste tracking. Waste diversion practices at site level were introduced from FY2025; all waste generated in FY2024 was directed to disposal.*

SUSTAINABILITY STATEMENT

ENVIRONMENTAL PERFORMANCE (CONT'D)

Waste (Cont'd)

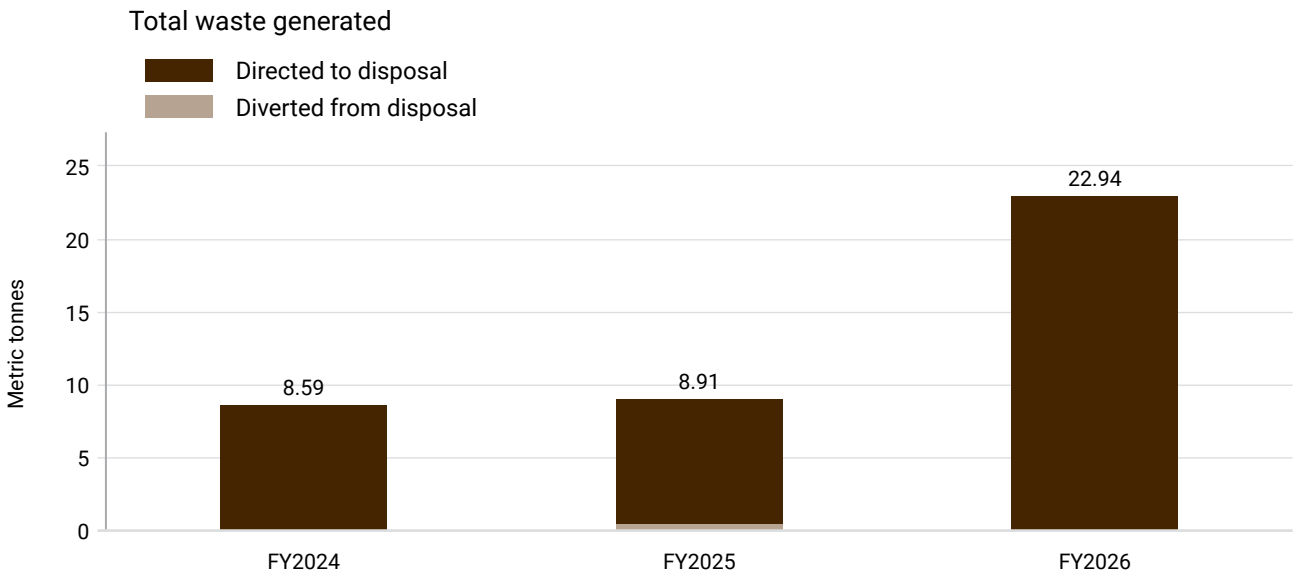


Figure 4: Total waste generated, FY2024 to FY2026, split between waste directed to disposal and waste diverted from disposal (metric tonnes).

The proportion of waste diverted from disposal remains very small relative to total waste generated in both FY2025 and FY2026. Improving this proportion is an area the Group has identified for attention, and segregation arrangements at site level are being reviewed with the Group's waste contractors with a view to increasing recovery of recyclable materials such as metal, timber formwork and packaging.

Waste continues to be handled and disposed of through licensed contractors in accordance with the Environmental Quality Act 1974 and its subsidiary regulations.

There were no incidents of environmental non-compliance and no fines for environmental non-compliance during the reporting period (FY2026).

Emissions and energy

TWL Holdings Berhad is committed to minimising its carbon footprint across all of its construction sites and facilities. The Group aims to incorporate sound business strategies and green practices through various measures, with emphasis on the commitments below, and recognises climate change and greenhouse gas emissions as a risk to be addressed.

- Climate change: address climate change through proactive identification of risks and opportunities, and implement strategies and initiatives that mitigate associated risks, support climate action, avoid emissions and contribute to global climate goals.
- Energy and emissions management: improve energy efficiency, reduce greenhouse gas emissions and adopt cleaner energy sources to minimise the Group's carbon footprint, while continuously exploring innovative solutions to improve its energy performance.

The Group's earliest energy data also dates to FY2024, when it tracked Group-wide office electricity consumption, averaging approximately 12,737 kWh per month (TWL Holdings Berhad, 2024). This figure measured office use only. EN10 construction activity was already under way for at least part of FY2024, and the Group's batching plant was separately operating commercially during that period, producing concrete for external clients. The Group has since expanded its sustainability data collection to combine site, batching plant and office energy use, described below.

ENVIRONMENTAL PERFORMANCE (CONT'D)

Emissions and energy (Cont'd)

Indicator	FY2024	FY2025	FY2026
Energy Consumption ('000 kWh)	165.585 (office electricity only)	275.315	339.445

Table 7: Total electricity consumption, FY2024 to FY2026 (location-based method). The FY2024 figure covers office electricity only; FY2025 and FY2026 cover combined site and office electricity use across the Group's active projects, reflecting the Group's expanded data collection.

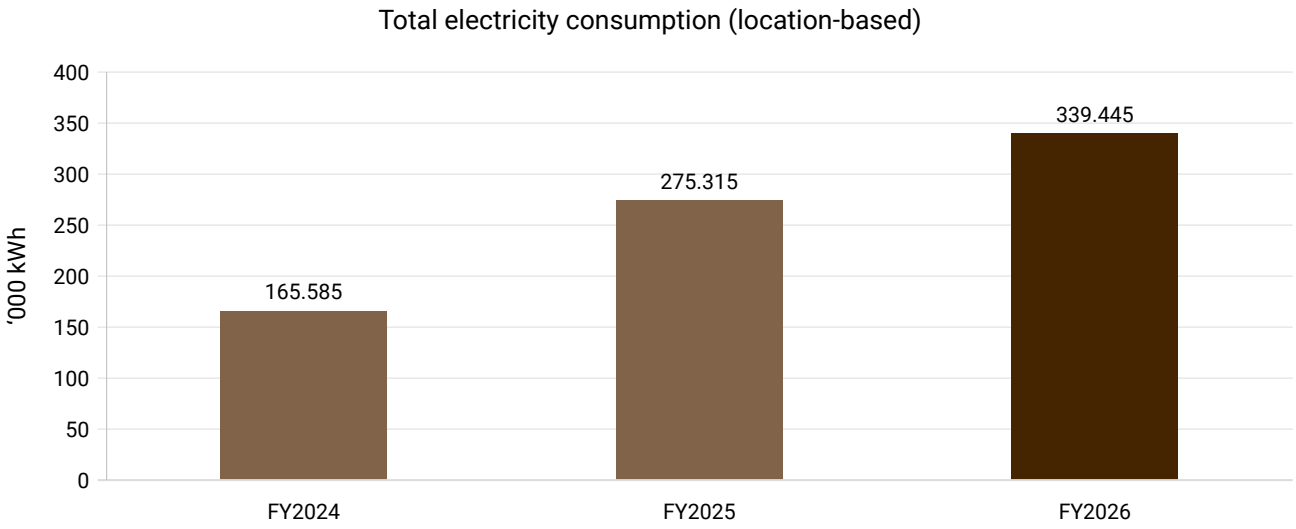


Figure 5: Total electricity consumption, FY2024 to FY2026 ('000 kWh, location-based method).

Beyond electricity, the Group has compiled diesel purchase records for EN10, EN11 and its batching plant generators for FY2026, totalling 241,313 litres, equivalent to approximately 2,586.875 ('000 kWh) using standard gross calorific value conversion factors. Combined with the Group's electricity consumption, this gives a total energy figure of approximately 2,926.320 ('000 kWh) for FY2026.

Indicator	FY2026
Diesel purchased for EN10	166,011.0 litres
Diesel purchased for EN11	69,465.0 litres
Diesel purchased for the batching plant (generators)	5,837.0 litres
Estimated energy equivalent (diesel) ('000 kWh)	2,586.875
Total electricity consumption ('000 kWh)	339.445
Total energy consumption (electricity and diesel) ('000 kWh)	2,926.320

Table 8: Total energy consumption, FY2026, combining electricity and diesel purchased for EN10, EN11 and the Group's batching plant. FY2025 comparative data is not available, as itemised diesel purchase records were not obtained for that period.

SUSTAINABILITY STATEMENT

ENVIRONMENTAL PERFORMANCE (CONT'D)

Emissions and energy (Cont'd)

The Group's electricity-related footprint and associated emissions arise from three categories of activity. Direct emissions (Scope 1) arise from diesel consumed by machinery, plant, equipment and site logistics across the Group's three project sites and its batching plant operations, including diesel used in mixing concrete. From FY2026, Scope 1 is limited to diesel; the raw materials used to make concrete are reported under Scope 3 (see below). Indirect emissions from purchased electricity (Scope 2) arise from the Group's offices, common areas of completed developments within its reporting boundary, and electrically powered equipment at its project sites and batching plants. Electricity is purchased from Tenaga Nasional Berhad ("TNB"). The Group calculates its Scope 2 emissions using the location-based method, applying the relevant grid electricity emission factors. Scope 1 and Scope 2 calculations use the applicable emission factor references available through the Bursa Malaysia CSI Platform.

Value chain emissions (Scope 3) arise principally from the raw and construction materials purchased by the Group from external vendors (GHG Protocol Category 1, purchased goods and services), namely cement, aggregate, sand, steel, hardwood timber and pipes. Scope 3 also includes scheduled waste generated in operations (Category 5) and fuel consumed in employee commuting by vehicle (Category 7). For construction materials, the Group applies the embodied carbon factors published by the Construction Industry Development Board Malaysia (CIDB, 2022), expressed in tCO2e per tonne of material.

The Group's Scope 3 boundary currently covers purchased materials (Category 1), scheduled waste (Category 5) and employee commuting (Category 7). The Group will extend this boundary to the other categories set out in the GHG Protocol's Corporate Value Chain (Scope 3) Standard, including the downstream categories, which the Group will begin assessing as operational data from occupied units becomes available.

The Group reports quantified emissions for Scope 1, Scope 2 and the Scope 3 sources within its current reporting boundary. Reported Scope 1 emissions decreased by approximately 93.7% in FY2026 compared with FY2025, from 15,179.66 to 950.47 tCO_2e. This decrease results from a change in methodology, described below, under which the raw materials used in concrete are reported under Scope 3; it does not reflect a reduction in fuel use or operational activity. Reported Scope 2 emissions increased by approximately 23% over the same period, reflecting electricity consumption across the expanded construction footprint and batching plant operations. Changes in the scale and stage of operations, and the change in methodology, should therefore be considered when interpreting year-on-year emissions.

The Group first calculated Scope 3 emissions in FY2025 based on purchased cement. In FY2026, Scope 3 coverage expanded to all raw materials used in concrete production at the batching plants, together with steel, hardwood timber and pipes (Category 1), scheduled waste (Category 5) and employee commuting (Category 7), giving total Scope 3 emissions of 74,440.82 tCO_2e. This broader coverage, together with the reclassification of the batching plants' raw materials from Scope 1, is the principal contributor to the more than threefold increase in reported Scope 3 emissions compared with FY2025. Other purchased materials are not yet included, as the available procurement specifications could not be reliably matched to appropriate emission factors. The Group is strengthening its processes for linking procurement records to relevant emission factor sources, with the aim of progressively extending coverage to additional materials in future reporting cycles.

Change in the basis of Scope 1 and Scope 3 reporting in FY2026. In FY2025, the Group's batching plant was treated as a source of direct emissions, and the emissions of the concrete it produced, based on the cement and other constituents used, were reported within Scope 1. During FY2026 the Group reviewed how its batching plants operate and concluded that the plants mix raw materials purchased from external vendors. The carbon embedded in those materials is incurred by the vendors who produce and supply them, and is therefore an indirect emission in the Group's value chain. Accordingly, with effect from FY2026:

- Scope 1 covers diesel consumption only, including diesel used by machinery in the mixing of concrete. FY2026 Scope 1 emissions are 950.47 tCO2e.
- The raw materials used to make concrete are reported under Scope 3, Category 1 (purchased goods and services), alongside other purchased materials, because the CO2e is carried out by the vendor. Concrete itself is no longer calculated as a separate emission source. FY2026 Scope 3 emissions are 74,440.82 tCO2e.
- Scope 2 is unchanged in basis. FY2026 Scope 2 emissions are 251.19 tCO2e (location-based).

ENVIRONMENTAL PERFORMANCE (CONT'D)

Emissions and energy (Cont'd)

For FY2024, the Group has calculated Scope 1 and Scope 2 emissions retrospectively from the underlying activity data recorded in its inaugural Sustainability Report (TWL Holdings Berhad, 2024). Scope 1 emissions were calculated by applying an emission factor of 0.91 tCO2e per metric tonne to the Group's total cement usage that year of 5,921.38 metric tonnes, comprising the two categories of cement usage recorded in that report (3,068.07 and 2,853.31 metric tonnes respectively). Scope 2 emissions were calculated by applying a location-based grid emission factor of 0.760 kgCO2e per kWh to the Group's total electricity consumption that year of 165,585.17 kWh. Scope 3 emissions were not calculated for FY2024, as the necessary underlying data was not recorded in that reporting cycle.

Indicator	FY2024	FY2025	FY2026
Scope 1 emissions (tCO2e)	5,388.45	15,179.66	950.47
Scope 2 emissions (tCO2e, location-based)	125.84	203.73	251.19
Scope 3 emissions (tCO2e)	Data not collected	21,841.52	74,440.82

Table 9: Scope 1, Scope 2 and Scope 3 emissions, FY2024 to FY2026. FY2026 Scope 1 comprises diesel only, following the reclassification of concrete raw materials to Scope 3; FY2024 and FY2025 figures were calculated on the basis applied in those years. FY2024 Scope 1 and Scope 2 figures have been calculated retrospectively from activity data recorded in the Group's inaugural Sustainability Report; Scope 3 was not calculated that year. The FY2025 Scope 3 figure covers cement only; the FY2026 figure covers the materials, waste and commuting described above. Scope 1 and Scope 3 should be read accordingly.

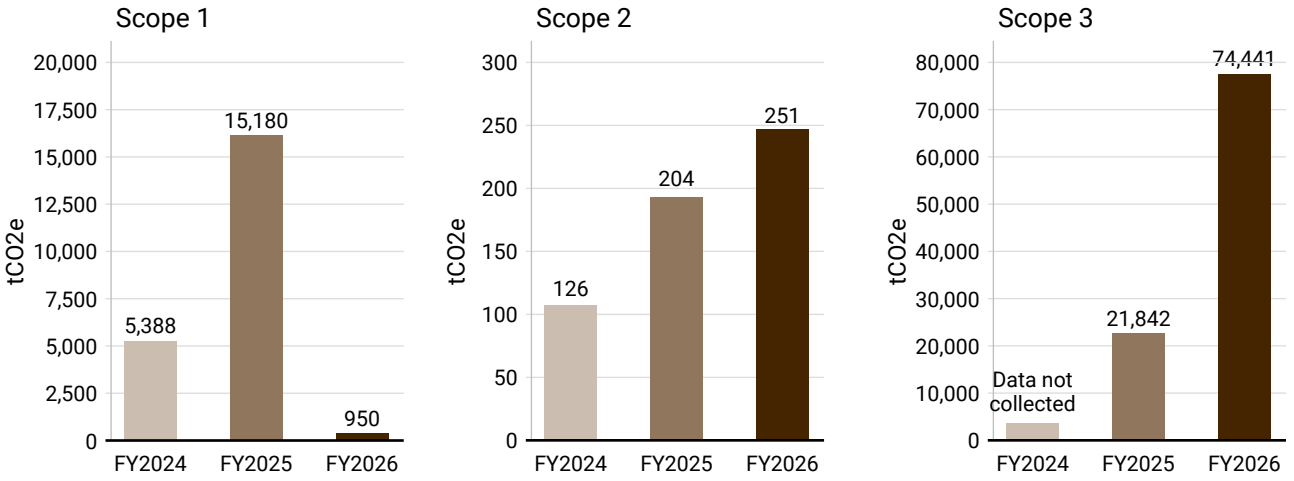


Figure 6: Scope 1, Scope 2 and Scope 3 emissions (tCO2e), FY2024 to FY2026.

The Group's usage of principal construction materials is disclosed below. These materials are reported as Scope 3 emissions.

Material usage (tonnes)	FY2024	FY2025	FY2026
Cement	Not available	Not available	7,924.78
Aggregate	Not available	Not available	25,177.70
Sand	Not available	Not available	30,179.14
Steel	Not available	Not available	33,171.50
Hardwood timber	Not available	Not available	100.46
Pipes and fittings	Not available	Not available	29.99

Table 9A: Usage of principal construction materials, FY2026 (tonnes). Cement, aggregate and sand are the raw materials mixed into concrete at the Group's batching plants. Usage of individual materials was not compiled on this basis for FY2024 and FY2025, and concrete tonnage is no longer reported because concrete is no longer calculated as an emission source. Steel was not tracked before FY2026. Hardwood timber and pipes are the quantities matched to emission factors.

SUSTAINABILITY STATEMENT

ENVIRONMENTAL PERFORMANCE (CONT'D)

Emissions and energy (Cont'd)

Scope 3 emissions from steel, by project, are set out in Table 9B.

Project	Steel emissions (tCO2e)	Share of steel emissions	Share of total Scope 3
EN10 (Pangsapuri Harmoni TWL)	61,919.15	92.68%	83.18%
EN11 (Pangsapuri Gemilang TWL)	3,933.59	5.89%	5.28%
TWL Business Park Kapar	958.81	1.43%	1.29%
Total steel	**66,811.53**	**100.00%**	**89.75%**

Table 9B: Scope 3 emissions from steel by project, FY2026 (tCO2e).

The Group is working towards a formal, stable baseline for its energy and emissions data as the activities captured within scope mature — most recently with the reclassification of the batching plants' raw materials from Scope 1 to Scope 3 — and as vendor carbon data engagement progresses. The Group intends to develop a full energy and emissions inventory once its reporting boundary has stabilised and vendor data has been obtained, ahead of its transition to ISSB-aligned reporting under IFRS S2.

Environmental compliance

The Group aims to maintain zero monetary fines for non-compliance with environmental laws and regulations. Environmental requirements are embedded in the Group's vendor selection criteria, which require vendors to comply with federal, state and municipal laws, to meet industrial standards and limits for environmental and social impacts, and to commit to the prevention of pollution.

Energy efficiency through bioclimatic design

For TWL, energy efficiency is treated as a design principle established at the point of conception, rather than a late-stage technical adjustment. The Group designs its developments to make better use of natural daylight, reduce dependence on artificial lighting, and improve the interaction between the built form and the surrounding environment.

This approach is implemented through four layers:

- Design — buildings are designed with generous window openings and layouts that admit natural daylight into key occupied spaces, reducing daytime reliance on artificial lighting.
- Environmental control — window placement is combined with shading strategies and façade design so that daylight is admitted while heat gain is moderated, an important balance in Malaysia's tropical climate; a rainwater collection system supplies non-potable uses for common areas and shared green spaces.
- Future-proofing — selected developments incorporate smart home systems that allow residents to manage electricity usage through mobile applications, and common areas make use of solar-powered LED lighting.
- Construction — bulk cement used in the Group's own concrete production is stored in on-site silos rather than delivered in bags, reducing dust emissions, material spillage and packaging waste at each site. A separate rainwater collection system at the construction site itself forms a closed-loop supplement for site requirements, mitigating environmental strain on local water bodies by reducing the project's reliance on external water sources by up to 60%.

This initiative is embedded across the Group's governance structure: the Board, through the Sustainability Committee and its broader risk management processes, provides strategic oversight; management maintains ESG priorities through reporting lines and performance tracking; and at the operational level, technical teams, contractors, suppliers and engineers are aligned through site coordination, technical planning, compliance processes and training.

Looking ahead, the Group intends to scale this approach across its development pipeline as part of its broader ambition to deliver a larger volume of affordable housing, while continuing to refine its bioclimatic design standards.

Percentage of the Group's total property portfolio certified to a recognised building management standard: 0%.

ENVIRONMENTAL PERFORMANCE (CONT'D)

Sustainable construction innovation: on-site mobile concrete batching

TWL has introduced on-site, mobile concrete batching plants to its operations, shifting away from the conventional centralised ready-mix concrete supply model — where materials are produced off-site and transported to project locations — towards decentralised, on-demand production at the point of use. The first development to feature this was Pangsapuri Harmoni TWL, the Group's EN10 project. The model has since been extended to EN11 (Pangsapuri Gemilang TWL) and TWL Business Park Kapar, as those projects commenced construction.

Producing concrete on demand, rather than transporting ready-mixed concrete over distance, reduces truck movements and associated fuel consumption, and gives site teams closer control over batch quality, timing and material utilisation. The plants incorporate dust collection systems, automated controls and noise mitigation features to limit their impact on surrounding communities. Their modular design also allows them to be dismantled and redeployed across project sites, reducing the need for permanent infrastructure at any single location.

This initiative reflects TWL's broader approach of embedding resource efficiency directly into its construction methodology, rather than treating sustainability measures as separate from its core operations.

Further detail on the Group's environmental indicators, including water and waste figures, is set out in the prescribed table of data and performance targets appended to this Statement.

SOCIAL PERFORMANCE

Occupational health and safety

Board-level oversight of occupational safety and health rests with the Board, consisting of the Managing Director and the Executive Director.

The health and safety of everyone working on the Group's sites is a material matter for the Group and was identified by stakeholders as one of their highest priorities.

Work-related fatalities were one in FY2025 and none in FY2026, and the FY2025 incident was investigated with corrective measures implemented across the Group's sites. The lost time incident rate was 3.07 in FY2026, compared with 1.30 in FY2025, reflecting the expansion of construction activity from one site to three, and represented 10 days lost due to work-related injury during the year. The number of employees trained on health and safety standards rose from none in FY2025 to 25 in FY2026. Following the FY2025 incident, the Group conducted rapid refresher training for all site workers and carried out an internal audit of site safety.

Occupational Health and Safety Information	FY2024	FY2025	FY2026	Target (FY2027)
Number of working hours (Employee)	49,200	75,088	82,992	—
Number of working hours (Contractor)	82,475	453,258	576,630	—
Number of fatalities as a result of work-related injury (Contractor / employees)	Not available	1	0	0
Number of fatalities as a result of work-related ill health (Contractor / employees)	Not available	0	0	0
Lost time incident rate (LTIR) (Contractor / employees)	Not available	1.30	3.07	0
Number of days lost due to work-related injury (Contractor / employees)	Not available	Not available	10	—
Number of employees trained on health and safety standards (Contractor / employees)	0	0	25	—

Table 10: Occupational health and safety information, FY2024 to FY2026. EN10 construction activity was already under way for at least part of FY2024. The lost time incident rate is supported by the number of days lost due to work-related injury in FY2026; FY2025 days-lost data and a separate count of recordable injuries are planned as the Group broadens its safety data collection in future reporting cycles.

SUSTAINABILITY STATEMENT

SOCIAL PERFORMANCE (CONT'D)

Occupational health and safety (Cont'd)

Standard working hours are Monday to Friday, 9am to 5pm for employees, and Monday to Saturday, 8am to 5pm for site workers.

Beyond the training hours recorded for its directly employed staff by category (see "Training hours recorded" on page 57), the Group also delivers broader safety-focused training to all workers at its sites, including those engaged through partnering contractors. Total safety training hours delivered across all site workers were not available for FY2024, and increased from 1,059 hours in FY2025 to 6,766 hours in FY2026, reflecting the Group's ongoing effort to strengthen safety awareness among everyone working at its sites.

Indicator	FY2024	FY2025	FY2026
Total safety training hours across all site workers	Not available	1,059	6,766
Average training hours per employee	0	0	0.40

Table 11: Total safety training hours delivered across all site workers, including those engaged through partnering contractors, FY2024 to FY2026. Average training hours per employee is the total hours of formal training recorded for employees (Table 21) divided by full-time headcount including directors (FY2026: 17 hours ÷ 42 = 0.40 hours).

The Group is reinforcing site-level safety supervision, induction and toolbox arrangements across all three projects.

None of the Group's sites (0%) is currently certified to ISO 14001 (environmental management) or ISO 45001 (occupational health and safety management), or to an equivalent standard.

Workforce diversity

The Group's employment policies and talent management approach are designed to provide fair opportunity across gender, age and salary levels.

The Group's earliest recorded workforce diversity data dates to FY2024, when it reported the following headcount by category and gender (TWL Holdings Berhad, 2024):

Category	Male	Female
Directors	4	1
Senior / top management	6	1
Middle management	–	–
Executive	3	2
Non-executive / technical	4	4
General staff	–	–
Total (25 headcount)	**17 (68%)**	**8 (32%)**

Table 12: Workforce headcount by category and gender, FY2024.

SOCIAL PERFORMANCE (CONT'D)

Workforce diversity (Cont'd)

The Group's FY2024 categories (Directors, Senior/Top Management, Middle Management, Executive, Non-Executive/ Technical, General Staff) are consolidated into the four-category structure used from FY2025 onward (Management, Executive, Non-Executive/Technical Staff, General Workers), with Senior/Top Management and Middle Management combined into "Management"; Directors are shown separately in Table 12. On that consolidated basis, male and female composition by category compares as follows:

Category	Gender	FY2024	FY2025	FY2026
Management	Male	85.71%	83.33%	71.43%
Management	Female	14.29%	16.67%	28.57%
Executive	Male	60.00%	40.00%	60.00%
Executive	Female	40.00%	60.00%	40.00%
Non-executive / technical	Male	50.00%	75.00%	20.00%
Non-executive / technical	Female	50.00%	25.00%	80.00%
General workers	Male	0%	8.33%	0%
General workers	Female	0%	91.67%	100.00%

Table 13: Male and female composition (%) by employee category, FY2024 to FY2026 (FY2024 consolidated as described above). Percentages for all years are calculated as a share of each employee category's own headcount, in line with the Bursa Sustainability Reporting Guide's prescribed methodology, and sum to 100% within each category. The Group had no general workers in FY2024.

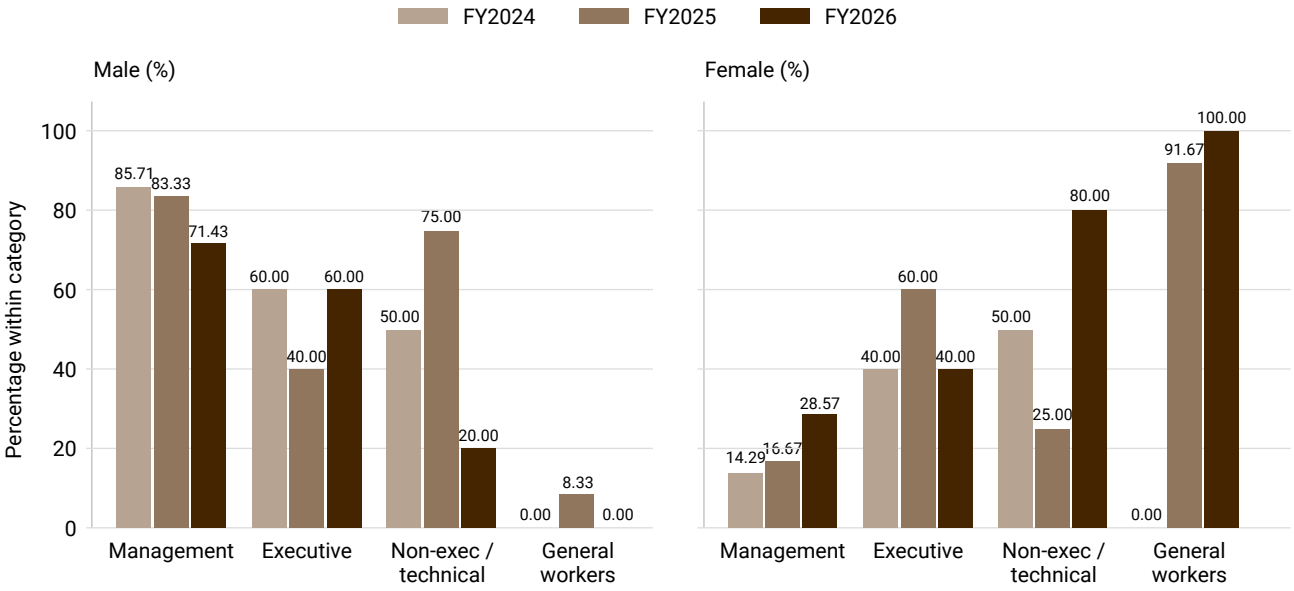


Figure 7: Male and female composition (%) by employee category, FY2024 to FY2026.

SOCIAL PERFORMANCE (CONT'D)

Workforce diversity (Cont'd)

Age group composition by employee category, on the same consolidated basis, compares as follows:

Category	Age Group	FY2024	FY2025	FY2026
Management	Under 30	14.28%	8.34%	19.04%
Management	Between 30 and 50	42.86%	58.33%	42.86%
Management	Above 50	42.86%	33.33%	38.10%
Executive	Under 30	0%	20.00%	0%
Executive	Between 30 and 50	80.00%	60.00%	80.00%
Executive	Above 50	20.00%	20.00%	20.00%
Non-executive / technical	Under 30	37.50%	0%	30.00%
Non-executive / technical	Between 30 and 50	37.50%	75.00%	60.00%
Non-executive / technical	Above 50	25.00%	25.00%	10.00%
General workers	Under 30	0%	25.00%	0%
General workers	Between 30 and 50	0%	66.67%	0%
General workers	Above 50	0%	8.33%	100.00%

Table 14: Employee age group composition (%) by employee category, FY2024 to FY2026. Percentages for all years are calculated as a share of each employee category's own headcount, in line with the Bursa Sustainability Reporting Guide's prescribed methodology, and sum to 100% within each category. The Group had no general workers in FY2024.

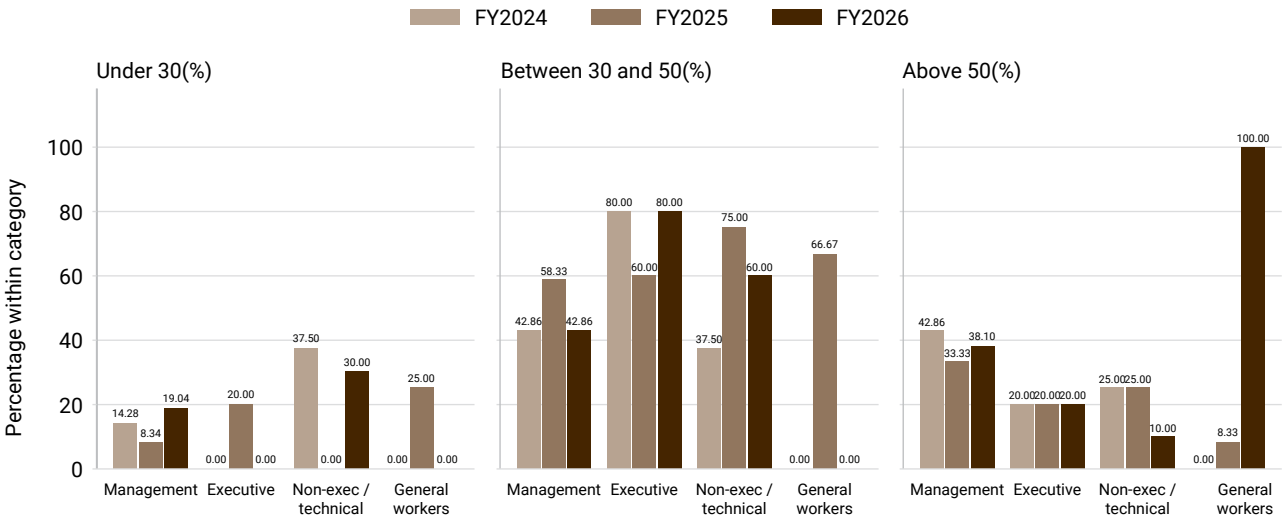


Figure 8: Age group composition (%) by employee category, FY2024 to FY2026.

SOCIAL PERFORMANCE (CONT'D)

Workforce diversity (Cont'd)

Percentage of staff with disability: 0%.

Board composition by gender and age compares as follows:

Directors	FY2024	FY2025	FY2026
Male	80.00%	80.00%	80.00%
Female	20.00%	20.00%	20.00%
Under 30	0%	0%	0%
Between 30 and 50	0%	0%	20.00%
Above 50	100%	100.00%	80.00%

Table 15: Board composition by gender and age, FY2024 to FY2026.

Directors' gender composition has remained constant across all three years at 80% male and 20% female, the only category directly comparable without consolidation. Board age composition remained unchanged between FY2024 and FY2025, and shifted in FY2026 when the proportion of directors between 30 and 50 increased relative to those above 50.

During FY2026, female representation increased within the management category and within the non-executive and technical staff category, relative to FY2025. The Group recognises that male representation remains higher at senior levels and continues to work on creating pathways for women into senior and leadership roles.

The Group continues to hire across age brackets in order to support intergenerational collaboration and knowledge transfer, and to maintain transparency in salary distribution.

Labour practices and human rights

Oversight of human rights matters and policies rests with the Board, consisting of the Managing Director and the Executive Director.

The Group is committed to upholding fair labour practices and complying with all applicable labour laws and the conventions of the International Labour Organization (ILO). In particular, the Group:

- eliminates child labour and forced labour;
- provides fair remuneration, benefits and working hours consistent with legal and industry standards, taking into account experience, qualifications, and technical and soft skills, and ensuring equal pay for equal work regardless of gender, race and culture;
- supports freedom of association and the right to collective bargaining in accordance with local laws;
- provides safe and healthy working environments aligned with its Health, Safety & Security Policy;
- promotes continual improvement in occupational health, safety and well-being performance across its workplaces and project sites;
- eliminates excessive working hours by upholding and promoting fair labour practices beyond compliance with local laws; and
- pays all employees above minimum wage requirements to provide a living wage, and continuously evaluates its remuneration and benefits packages against industry standards to maintain competitiveness.

No substantiated complaints concerning human rights violations were recorded during the reporting period. The Group requires its vendors and partnering contractors to comply with all applicable industrial standards and limits set for environmental and social impacts, including health, safety and environmental aspects. The Group monitors employee turnover by category as an indicator of employee engagement and of the effectiveness of its retention efforts.

SUSTAINABILITY STATEMENT

SOCIAL PERFORMANCE (CONT'D)

Labour practices and human rights (Cont'd)

Indicator	FY2024	FY2025	FY2026
Percentage of employees that are contractors or temporary staff	0%	0%	0%
Number of substantiated complaints concerning human rights violations	0	0	0

Table 16: Contractor/temporary staff proportion and human rights complaints, FY2024 to FY2026.

Category	FY2024	FY2025	FY2026
Management	1	3	3
Executive	7	1	2
Non-executive / technical staff	4	1	8
General workers	0	8	0

Table 17: Employee turnover by category (number of employees), FY2024 to FY2026.

Turnover was highest among executives in FY2024 and among general workers in FY2025, and has since moderated for both categories. In FY2026, the highest turnover was among non-executive / technical staff. The Group monitors these movements by category rather than in aggregate, since the drivers and retention response differ by role.

Community and social responsibility

TWL believes that giving back to society uplifts communities and enriches lives. The Group focuses its community effort on youth education and local support, through donations, sponsorships and partnerships with charitable organisations. Organisations supported by the Group have included 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, and The Federation of Hokkien Associations of Malaysia. In FY2026, this support was extended to Sekolah Jenis Kebangsaan (Cina) Pei Hua, a newly supported beneficiary.

The Group also gives back to society through the facilities it provides at its developments. TWL has installed a public bus station at all of its projects, giving residents and the surrounding community convenient and affordable access to public transport, easing reliance on private vehicles, and supporting more connected and inclusive neighbourhoods.

The total amount invested in the community decreased significantly in FY2026 compared with FY2025, while the total number of beneficiaries reached increased significantly over the same period. This reflects a shift in the Group's community programmes towards initiatives with broader reach relative to spend, rather than a reduction in the Group's overall commitment to community investment.

Indicator	FY2024	FY2025	FY2026
Total amount invested in the community (external beneficiaries)	0%	MYR 126,000.00	MYR 60,000.00
Total number of beneficiaries of community investment	0	10	3,203

Table 18: Community investment amount and beneficiaries reached, FY2025 to FY2026. Not available in FY2024.

SOCIAL PERFORMANCE (CONT'D)

Affordable homeownership: EN10 and EN11

Between them, EN10 (Pangsapuri Harmoni TWL, 715 units) and EN11 (Pangsapuri Gemilang TWL, 746 units) will deliver 1,461 residential units to the market, positioned within the affordable housing segment.

This offering responds to a well-documented affordability gap in the Malaysian property market, where national median house prices have outpaced median household income growth, leaving a significant share of households unable to comfortably afford homeownership through the conventional market alone. The Malaysian Government has responded with a series of national initiatives, including the 13th Malaysia Plan's target of one million affordable homes and the MADANI Housing Reform Agenda's target of 500,000 affordable homes by 2030, delivered in part through programmes such as PR1MA and state-level schemes including Rumah Selangorku. TWL's development pipeline sits within this national direction, contributing private-sector supply toward a public policy priority.

Beyond price alone, TWL designs these developments with attention to the everyday lived experience of residents. Both projects incorporate the Group's bioclimatic design approach — natural daylighting, shading and rainwater harvesting — bringing lower utility costs and improved indoor comfort within reach of buyers who might not otherwise have access to such features at this price point. Shared facilities and communal green spaces are intended to support everyday social interaction among residents, an important consideration in higher-density affordable housing.

EN10 further incorporates universal design and accessibility features to cater for residents and visitors with special accessibility needs. These include dedicated OKU (Orang Kurang Upaya) parking bays, ramp access to buildings, tactile dotted paving for guidance, and OKU-accessible toilets and units. The development also applies Crime Prevention Through Environmental Design ("CPTED") principles, including well-lit pedestrian walkways, perimeter fencing and controlled access points, in support of resident safety and security.

At EN11, the Group has incorporated permeable paving within the podium to manage surface water runoff, together with native, low-maintenance landscaping and green buffers around the property perimeter, supporting on-site water management and biodiversity within a dense residential setting.

The broader societal case for affordable housing is well established in research on housing and social outcomes. Secure, affordable housing gives households greater financial capacity to spend on health, education and other essentials, and is associated with better educational outcomes for children through greater residential stability. It also supports workforce stability by allowing residents to live closer to employment centres, reducing commuting burden, and contributes to local economic activity both during construction, through employment and demand for materials and services, and after completion, through the spending power of a stable resident population. For many first-time buyers, homeownership through developments such as EN10 and EN11 also represents a foundational step toward long-term financial security.

Supporting industrial communities: TWL Business Park Kapar

The TWL Business Park Kapar was developed as a shop-office and hypermarket precinct serving the established industrial area of Kapar, in the Klang district of Selangor.

Kapar's own development history illustrates the broader economic shift under way in the area. Historically dominated by oil palm plantations, Kapar has, over the past decade, become one of the more significant industrial hubs within the Klang Valley, driven by improved highway connectivity — including the West Coast Expressway, which serves Kapar directly through its own interchange, alongside the New Klang Valley Expressway and roads linking Jalan Kapar and Jalan Meru — and the establishment of multiple industrial parks in the vicinity.

That industrial growth creates a corresponding need for everyday commercial infrastructure that did not previously exist at the same scale. A shop-office and hypermarket precinct gives the area's industrial workforce and surrounding residents convenient access to groceries, food and beverage outlets, banking and other daily services, without a lengthy commute to Klang town or further afield. It also creates a platform for local small and medium enterprises to establish a retail presence close to a working population, generating employment and business activity beyond the industrial sites themselves.

TWL regards TWL Business Park Kapar as an early step in the area's broader transformation from a primarily industrial and agricultural locale into a more complete, mixed-use township. The Group's next planned phase for the area is an affordable housing development intended to accommodate approximately 5,000 families, extending the same affordable homeownership approach applied at EN10 and EN11 to a workforce that has, until now, largely had to commute into Kapar rather than live within it. Taken together, the commercial and planned residential phases are intended to support Kapar's continued development from a rural, plantation-based economy into an urban township capable of sustaining both its industrial base and the people who work within it.

Further detail on the Group's social indicators, including workforce diversity, safety and turnover figures, is set out in the prescribed table of data and performance targets appended to this Statement.

SUSTAINABILITY STATEMENT

HUMAN CAPITAL DEVELOPMENT AND STAFF WELFARE

Human capital is a material matter for the Group. The Group's objective is to provide employees at all levels with the opportunity to equip themselves with the knowledge, skills and attributes required to be fully effective in their current roles and to prepare them for future responsibilities in support of the Group's plans.

Allocation of funds to human capital development

A significant development during FY2026 is that the Group has begun allocating dedicated funding to the development of its human capital. Prior to this reporting period, training activity was concentrated on operational and site-based requirements, principally machinery handling, health and safety and firefighting, delivered in response to the needs of the Group's single active project.

During the financial year under review, the Group established a budget for structured staff development and commenced the delivery of formal training programmes for selected employees. This represents a shift from training delivered reactively in response to operational necessity, towards planned investment in the capability of the Group's people.

Programmes commenced during FY2026

The programmes commenced during the reporting period were directed at areas of governance and compliance that the FY2026 materiality assessment identified as being of the highest priority to both stakeholders and the business:

Programme	Participants in FY2026	Purpose
Anti-bribery and corruption training	Key management and administrative staff	To embed the requirements of the Malaysian Anti-Corruption Commission Act 2009 (Act 694), including corporate liability under Section 17A, and the Group's Anti-Bribery and Corruption Policy, into day-to-day decision-making
Personal data protection training	Key management and administrative staff	To build compliance with the Personal Data Protection Act 2010 and the Group's obligations in the handling, storage and processing of personal data

Table 19: Human capital development programmes commenced during FY2026.

The decision to begin with key management and administrative staff was deliberate. These are the employees who exercise procurement, contracting, approval and record-keeping responsibilities, and who therefore carry the greatest exposure to bribery, corruption and data protection risk. Establishing the standard at that level first allows it to be cascaded consistently through the organisation.

Anti-corruption training is the one programme for which the Group can trace a three-year history. In FY2024, the Group's inaugural Sustainability Report recorded no staff attendance for anti-corruption training in any category (TWL Holdings Berhad, 2024); that year, the Group's training effort was instead directed at other programmes, including sustainability standards and practices for managers, which reached selected senior and top management staff. No anti-corruption training was recorded again in FY2025. The effect of the programme launched in FY2026 is accordingly visible for the first time this cycle:

Category	FY2024	FY2025	FY2026
Management	No attendance recorded	0%	52.38%
Executive	No attendance recorded	0%	60.00%
Non-executive / technical staff	No attendance recorded	0%	50.00%
General workers	No attendance recorded	0%	0%

Table 20: Employees who have received training on anti-corruption, by category, FY2024 to FY2026. FY2024 is reported as attendance (a headcount of staff attending each programme); FY2025 and FY2026 are reported as the percentage of each employee category's own headcount trained, in line with the Bursa Sustainability Reporting Guide's prescribed methodology.

SUSTAINABILITY STATEMENT

HUMAN CAPITAL DEVELOPMENT AND STAFF WELFARE

Expansion of scope

The Group regards FY2026 as the first stage of a broader programme rather than a completed exercise. During the current financial year, the Group intends to extend anti-bribery and personal data protection training to a wider group of employees, moving beyond key management and administrative staff towards coverage across the organisation.

Beyond compliance training, the Group intends to broaden the scope of its human capital investment as part of its wider commitment to staff development and welfare. Areas under consideration include technical and professional competency development for project and site personnel, supervisory and leadership development for staff with management responsibility, and continued investment in occupational health and safety capability across the three project sites.

The Group also recognises that staff development sits alongside staff welfare as a single commitment. Internal customer satisfaction — encompassing staff training and development, and staff benefits and rewards — is one of the material matters within the Group's social pillar, and the Group intends to continue strengthening both dimensions.

Training hours recorded

Formal training hours recorded by employee category during FY2026 increased compared with FY2025 and FY2024, reflecting the structured programmes commenced during the period. The Group notes that the recorded hours do not capture the full extent of on-the-job instruction and site-based briefing delivered across its operations, and is working to improve the completeness and consistency of training hour records across all three sites.

Category	FY2024	FY2025	FY2026
Management	0	0	9
Executive	0	0	3
Non-executive / technical staff	0	0	5
General workers	0	0	0

Table 21: Total hours of training by employee category, FY2024 to FY2026.

Further detail on the Group's human capital indicators is set out in the prescribed table of data and performance targets appended to this Statement.

GOVERNANCE AND BUSINESS CONDUCT

Anti-bribery and corruption

Board-level oversight of the anti-corruption policy (including anti-bribery and other forms of corruption), ESG risk and the code of conduct rests with the Board, consisting of the Managing Director and the Executive Director.

Other forms of corruption considered relevant to the Group's business include fraud, money laundering, embezzlement or misappropriation of assets, conflicts of interest and abuse of position, and collusion or kickbacks in procurement and tendering. The Group's Anti-Bribery and Corruption Policy and its corruption risk assessment address these alongside bribery.

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 in the jurisdictions in which the Group operates. The Group expects all employees to share that commitment and to adopt high ethical standards in their conduct.

The Group maintains an Anti-Bribery and Corruption Policy which sets out its position that bribery and corruption in all forms are prohibited in the Company's daily activities.

No confirmed incidents of corruption were recorded during the reporting period. The Group commenced anti-bribery and corruption training for key management and administrative staff during FY2026, and will extend that training to a wider group of employees.

GOVERNANCE AND BUSINESS CONDUCT (CONT'D)

Anti-bribery and corruption (Cont'd)

No formal assessment of the Group's operations for corruption-related risks had been conducted as at the end of FY2025, and this stood at 0%. During FY2026, the Group conducted a structured corruption risk assessment covering its property development project lifecycle, from land acquisition through to project completion and handover, assessing each stage against a defined set of corruption typologies with corresponding mitigation strategies and residual risk ratings. Benchmarked against the fuller range of processes relevant to a group of TWL's profile, this assessment is estimated to cover approximately 41.7% of the Group's operations. The Group intends to extend this assessment to its batching plant operations and its corporate support functions in future reporting cycles.

Data privacy and security

The Group is committed to ensuring that all employees comply with applicable data privacy laws and regulations. Systems and procedures are maintained to protect and secure personal data held by the Group, and employees are not permitted to use, disclose or process personal data without prior written consent from the Group.

No substantiated complaints concerning breaches of customer privacy or losses of customer data were recorded during the reporting period. Personal data protection training was commenced for key management and administrative staff during FY2026.

Confidentiality and intellectual property

Employees are required to treat all information provided or obtained in the course of their dealings with the Group as confidential, sensitive and proprietary. Unless specifically authorised by the Group or required by law, employees are not permitted to disclose or communicate such information to unauthorised third parties, the public or the media.

Supply chain management

The Group sources materials from both local and international vendors and welcomes vendors from diverse backgrounds. The criteria applied in selecting vendors for the provision of goods and services require vendors to:

- comply with regulatory requirements, including federal, state and municipal laws and statutes;
- comply with all industrial standards and limits set for environmental and social impacts, including health, safety and environmental aspects; and
- commit to the protection of the environment, including the prevention of pollution of air, water and other media.

The Group continues to give first priority to local vendors transacting in Malaysian ringgit.

With three active construction sites, the Group's supplier base has expanded during the reporting period. The Group intends to strengthen the sustainability dimension of its vendor assessment process, including the screening of new vendors against environmental and social criteria at the point of onboarding.

Further detail on the Group's governance indicators is set out in the prescribed table of data and performance targets appended to this Statement.

ASSURANCE

The Sustainability Statement for FY2026 has been subjected to internal review by the Internal Auditor of TWL Holdings Berhad.

The internal review covered the sustainability data and disclosures presented in this Statement, including the indicators reported on the Bursa Malaysia Centralised Sustainability Intelligence Platform. All data has been internally sourced and confirmed by senior management, site engineers and the respective data owners, and reviewed by the Internal Auditor.

Continuous improvement

The Group is strengthening its internal systems and processes to support more comprehensive data tracking and reporting in future disclosures, building on the expansion of its reporting boundary from one project to three and the realignment of its reporting period during FY2026.

ONGOING PRIORITIES

The Group continues to focus on the following areas:

1. Completing the consolidation of FY2026 sustainability data across all three project sites, to build a stable baseline for future performance measurement.
2. Progressing preparations for reporting aligned with IFRS S1 and IFRS S2 under the National Sustainability Reporting Framework, including climate-related governance, strategy, risk management and metrics.
3. Extending anti-bribery and corruption training and personal data protection training beyond key management and administrative staff to a wider group of employees, and broadening human capital investment into technical, supervisory and leadership development.
4. Extending the Group's corruption risk assessment from its property development project lifecycle to its batching plant operations and corporate support functions.
5. Reducing the lost time incident rate through reinforced site-level safety supervision, induction and monitoring across all three projects, while maintaining zero work-related fatalities.
6. Improving the proportion of waste diverted from disposal through strengthened segregation and recovery arrangements at site level.

This Sustainability Statement was approved by the Board of Directors of TWL Holdings Berhad.

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TWL HOLDINGS BERHAD

BMLR Transition Period

Date & Time: 2026-10-22_21:45:40

Main Market | Group 2 | FYE 30/06/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Community/Society	Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	126,000.00	60000	—	Internal
Community/Society	Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	10	3203	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: Management: Under 30	Percentage	8.34	19.04	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee : Management: Between 30-50	Percentage	58.33	42.86	—	Internal
Diversity	Bursa C3(a) PercentaCa-tegoryge of employees by gender and age group, for each Age Group by Employee Category: Management: Above 50	Percentage	33.33	38.10	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: Executive: Under 30	Percentage	20.00	0.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: Executive: Between 30-50	Percentage	60.00	80.00	—	Internal

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: Executive: Above 50	Percentage	20.00	20.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: Non-Executive/Technical Staff: Under 30	Percentage	0.00	30.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: Non-Executive/Technical Staff: Between 30-50	Percentage	75.00	60.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: Non-Executive/Technical Staff: Above 50	Percentage	25.00	10.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: General Workers: Under 30	Percentage	25.00	0.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: General Workers: Between 30-50	Percentage	66.67	0.00	—	Internal

TWL HOLDINGS BERHAD

BMLR Transition Period

Date & Time: 2026-10-22_21:45:40

Main Market | Group 2 | FYE 30/06/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Age Group by Employee Category: General Workers: Above 50	Percentage	8.33	100.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: Management: Male	Percentage	83.33	71.43	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: Management: Female	Percentage	16.67	28.57	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: Executive: Male	Percentage	40.00	60.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: Executive: Female	Percentage	60.00	40.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: Non-Executive/Technical Staff: Male	Percentage	75.00	20.00	—	Internal

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: Non-Executive/Technical Staff: Female	Percentage	25.00	80.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: General Workers: Male	Percentage	8.33	0.00	—	Internal
Diversity	Bursa C3(a) Percentage of employees by gender and age group, for each Gender Group by Employee Category: General Workers: Female	Percentage	91.67	100.00	—	Internal
Diversity	Bursa C3(b) Percentage of Directors by Gender and Age Group: Male	Percentage	80.00	80.00	—	Internal
Diversity	Bursa C3(b) Percentage of Directors by Gender and Age Group: Female	Percentage	20.00	20.00	—	Internal
Diversity	Bursa C3(b) Percentage of Directors by Gender and Age Group: Under 30	Percentage	0.00	0.00	—	Internal
Diversity	Bursa C3(b) Percentage of Directors by Gender and Age Group: Between 30-50	Percentage	0.00	20.00	—	Internal
Diversity	Bursa C3(b) Percentage of Directors by Gender and Age Group: Above 50	Percentage	100.00	80.00	—	Internal
Health and safety	Bursa C5(a) Number of work-related fatalities	Number	1	0	0	Internal

TWL HOLDINGS BERHAD

BMLR Transition Period

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Main Market | Group 2 | FYE 30/06/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Health and safety	Bursa C5(b) Lost time incident rate ("LTIR")	Rate	1.30	3.07	0	Internal
Health and safety	Bursa C5(c) Number of employees trained on health and safety standards	Number	0	25	0	Internal
Labour practices and standards	Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0	0	—	Internal
Labour practices and standards	Bursa C6(c) Total number of employee turnover by employee category: Management	Number	3	3	—	Internal
Labour practices and standards	Bursa C6(c) Total number of employee turnover by employee category: Executive	Number	1	2	—	Internal
Labour practices and standards	Bursa C6(c) Total number of employee turnover by employee category: Non-Executive/Technical Staff	Number	1	8	—	Internal
Labour practices and standards	Bursa C6(c) Total number of employee turnover by employee category: General Workers	Number	8	0	—	Internal
Labour practices and standards	Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0	0	—	Internal
Labour practices and standards	Bursa C6(a) Total hours of training by employee category: Management	Hours	0	9	—	Internal
Labour practices and standards	Bursa C6(a) Total hours of training by employee category: Executive	Hours	0	3	—	Internal

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Labour practices and standards	Bursa C6(a) Total hours of training by employee category: Non-Executive/Technical Staff	Hours	0	5	—	Internal
Labour practices and standards	Bursa C6(a) Total hours of training by employee category: General Workers	Hours	0	0	—	Internal
Supply chain management	Bursa C7(a) Proportion of spending on local suppliers	Percentage	99.95	100	—	Internal
Data privacy and security	Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	—	Internal
Anti-corruption	Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category: Management	Percentage	0	52.38	—	Internal
Anti-corruption	Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category: Executive	Percentage	0	60.00	—	Internal
Anti-corruption	Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category: Non-Executive/Technical Staff	Percentage	0	50.00	—	Internal
Anti-corruption	Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category: General Workers	Percentage	0	0.00	—	Internal

TWL HOLDINGS BERHAD

BMLR Transition Period

Date & Time: 2026-10-22_21:45:40

Main Market | Group 2 | FYE 30/06/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Anti-corruption	Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0	41.7	—	Internal
Anti-corruption	Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0	—	Internal
Waste management	Bursa C10(a) Total waste generated	Metric tonnes	8.91	22.94	—	Internal
Waste management	Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	0.10	0	—	Internal
Waste management	Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	8.91	22.94	—	Internal
Water	Bursa C9(a) Total volume of water used	Mega Litres	6.416367	9.791	—	Internal
Energy	Bursa C4(a) Total energy consumption	MWh	275.315	339.445	—	Internal
Emissions management	Bursa C11(a) Scope 1 emissions in tonnes of CO2e	Metric tonnes	15179.66	950.47	—	Internal
Emissions management	Bursa C11(b) Scope 2 emissions in tonnes of CO2e	Metric tonnes	203.73	251.19	—	Internal
Emissions management	Bursa C11(c) Scope 3 emissions in tonnes of CO2e	Metric tonnes	21841.52	74440.82	—	Internal

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 2026, 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 2026 ("**FYE 2026**").

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 2026: -

(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 2026 ("**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 2026. The Board is satisfied that the Company has substantially complied with the MCCG throughout the FYE 2026 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;
(d) Employee Share Option Scheme ("ESOS") Committee, and
(e) Risk Management 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 2026, 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
S Nagaraju a/l Sinniah	5/5 meetings
Rithauddin Hussein Jamalatiff bin Jamaluddin	5/5 meetings
Leonard Lim Weng Leong	5/5 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.

STATEMENT OF CORPORATE GOVERNANCE

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 2) Leading for Impact (LIP)
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 4) Leading for Impact (LIP) 5) Harvard Business School "Lead the Future"
S Nagaraju A/L Sinniah	1) Overview of Directors' Duties 2) Leading for Impact (LIP)
Rithauddin Hussein Jamalatiff	1) Overview of Directors' Duties 2) Leading for Impact (LIP)
Leonard Lim Weng Leong	1) Overview of Directors' Duties 2) Leading for Impact (LIP)

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 2026 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 2026, 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 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 2026 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)*

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.

STATEMENT OF CORPORATE GOVERNANCE

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

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 2026 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	–	–	–	–	–
Tan Lee Chin	–	–	–	–	–
Independent Directors					
Leonard Lim Weng Leong	3,000	–	–	–	3,000
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 2026 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
Independent Directors					
Leonard Lim Weng Leong	3,000	–	–	–	3,000
Rithauddin Hussien Jamalatiff Bin Jamaluddin	12,000	–	–	–	12,000
S. Nagaraju A/L Sinniah	–	–	–	–	–
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 2026. 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)	5 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 2026 is set out in pages 80 and 81of 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 2026, 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
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 2026.

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 2026 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 10 December 2025 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 Symphony Corporate Services Sdn Bhd 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.

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 2026.

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 2026. 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)	5 of 5 Meetings

SUMMARY OF WORK DURING THE FINANCIAL YEAR

For the financial year ended 30 June 2026, 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 2026; and significant issues and concerns arising from the audit.
- Reviewed the annual report and audited financial statements for the financial year ended 30 June 2026 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 2026.
- 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.

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.

AUDIT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION (CONT'D)

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
- The department's standard operating procedures
- Security of documents
- Cost Controls
- KIV System
- Document Management System
- 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

(ii) Human Resource Department
- Organization and Structure
- HR Department Organization
- Human Resources Planning
- Hiring and On-boarding
- Benefits and Compensation
- PerformanceEvaluation Processes
- Training and Development
- Safety and Security
- Termination Process and Exit Interviews
- Job Descriptions
- Forms Review
- Personal File Review
- Compliances to Employment Act 1955

(iii) Purchasing Department
- Department policies and procedure including conflict of interest or morality policies
- Request a purchase walk-through from the member in the department
- Review on data processed
- Identify various type of purchasing transactions against set policies and procedures
- Risk involved in purchasing

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 2026 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 Unutilised RM'000	Actual Utilisation RM'000	Balance Utilisation 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	11,171	–	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	44,059	–	

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 RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000
Funding of the project-EN11 project	10,000	7,000	3,000
Funding of the project-Kapar project	29,098	24,098	5,000
	39,098	31,098	8,000

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	28,643	–	within 36 months
Funding for the Projects	22,450	22,450	–	within 36 months
Estimated expenses for the Right Issue	1,195	1,195	–	immediate
	52,288	52,288	–	

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 2026 are set out in the table below:

	Description	Number of Options as at 30 June 2026 Total
(a)	Granted during the financial year	367,700,000
(b)	Exercised during the financial year	285,700,000
(c)	Cancelled during the financial year	82,000,000
(d)	Outstanding options exercisable during the financial year	–

(b) The total number of options granted to the Directors and Senior Management, and outstanding options under the ESOS as at 30 June 2026 are set out in the table below:

	Description	Number of Options as at 30 June 2026 Directors	Senior Management
(a)	Granted during the financial year	192,000,000	175,700,000
(b)	Exercised during the financial year	110,000,000	175,700,000
(c)	Cancelled during the financial year	82,000,000	–
(d)	Outstanding options exercisable during the financial year	–	–

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

		Since commencement up to 30 June 2026
(a)	Aggregate maximum allocation applicable to directors and senior management	70%
(b)	Actual percentage granted	62.67%

AUDIT AND NON-AUDIT FEES

During the financial year ended 30 June 2026, 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	489,020	195,000
Non-audit fee	5,000	5,000

ADDITIONAL COMPLIANCE INFORMATION

MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

During the financial year ended 30 June 2026, there is no material contracts entered into by the Company and/or its subsidiaries involving directors and major shareholders

RECURRENT RELATED PARTY TRANSACTIONS ("RRPTS")

The shareholders of the Company approved the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on 22 June 2026.

The recurrent related party transactions of the Group conducted pursuant to the shareholders' mandate during the financial year ended 30 June 2026 are as follows :-

Transacting Parties	Interested Related Parties	Nature of Transactions	Aggregate Value RM'000
Dataran TWL Sdn Bhd and TWL Capital Berhad	Dato Tan Wei Lian	Condition Contract Agreement	187,300

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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 2026.

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 for the financial year attributable to:		
Owners of the Company	19,707,027	2,894,927
Non-controlling interests	4,481,966	–
	24,188,993	2,894,927

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 RM441,317,416 comprising 6,257,733,797 ordinary shares to RM460,850,745 comprising 6,657,033,439 ordinary shares through the following:

(a) Issuance of 97,741,042 new ordinary shares pursuant to the exercise of Warrants E at an exercise price of RM0.03 per share;

(b) Issuance of 15,858,600 new ordinary shares pursuant to the Redeemable Convertible Unsecured Loan Stocks ("RCULS") at conversion price of RM0.03 per share;

(c) Issuance of 176,000,000 new ordinary shares pursuant to the exercise of Employees' Share Options Scheme ("ESOS") at an exercise price of RM0.027 per share; and

(d) Issuance of 109,700,000 new ordinary shares pursuant to the exercise of ESOS at an exercise price of RM0.025 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.

DIRECTORS' REPORT

OPTIONS GRANTED OVER UNISSUED SHARES

At the Extraordinary General Meeting held on 6 December 2021, the Company's shareholders approved the establishment of an ESOS of not more than 15% of the issued share capital of the Company at any point of time throughout the duration of the ESOS to 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 5 January 2022.

The salient features and other terms of the ESOS are disclosed in the Note 29.

As at 30 June 2026, the options offered to take up unissued ordinary shares and the exercise prices are as follows:

			Number of options over ordinary shares			
Date of offer	**Exercise price**	**At 1.7.2025**	**Granted**	**Exercised**	**Cancelled**	**At 30.6.2026**
1.7.2025	RM0.027	–	258,000,000	(176,000,000)	(82,000,000)	–
11.7.2025	RM0.025	–	109,700,000	(109,700,000)	–	–

WARRANTS

Warrants E

The warrants were constituted under the Deed Poll dated 19 May 2023 as disclosed in Note 17(a) to the financial statements.

The warrants expired and were removed from the official list of Bursa Malaysia Securities Berhad on 15 June 2026 with total of 70,579,460 unexercised.

REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS")

The RCULS were constituted under the Deed Poll dated 19 June 2023 as disclosed in Note 18 to the financial statements.

As at 30 June 2026, the total number of RCULS that remain unexercised were 1,144,914,839.

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

DIRECTORS' REPORT

DIRECTORS (CONT'D)

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

* *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' 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 1.7.2025	Bought	Sold	At 30.6.2026
Interests in the Company:				
Direct Interests				
Dato' Tan Wei Lian	782,649,847	267,807,600	(333,478,500)	716,978,947
Tan Lee Chin	7,431,675	–	–	7,431,675
Indirect Interests				
Dato' Tan Wei Lian#	937,582,957	446,837,400	(420,103,300)	964,317,057

	Number of Warrants E			
	At 1.7.2025	Bought	Converted	At 30.6.2026
Interests in the Company:				
Direct Interests				
Dato' Tan Wei Lian	9,414,800	–	(9,414,800)	–
Indirect Interests				
Dato' Tan Wei Lian#	1,832,000	–	(1,832,000)	–

	Number of RCULS			
	At 1.7.2025	Bought	Converted	At 30.6.2026
Interests in the Company:				
Direct Interests				
Dato' Tan Wei Lian	6,769,800	–	–	6,769,800

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 ESOS			
	At 1.7.2025	Granted	Exercised	Cancelled	At 30.6.2026
Interests in the Company:					
Direct Interests					
Dato' Tan Wei Lian	–	192,000,000	(110,000,000)	(82,000,000)	–

\# *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 34(c) to the financial statements.

The details of the directors' remuneration for the financial year ended 30 June 2026 are set out below:

	Group RM	Company RM
Directors' remuneration:		
Fees and allowance	15,000	15,000
Salaries and other emoluments	1,245,600	–
Share-based payment	3,556,500	2,214,000
	4,817,100	2,229,000

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.

SIGNIFICANT EVENTS

The details of the significant events are disclosed in Note 39 to the financial statements.

DIRECTORS' REPORT

SUBSEQUENT EVENTS

The details of the subsequent events are disclosed in Note 40 to the financial statements.

AUDITORS

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

The auditors' remuneration of the Group and of the Company for the financial year ended 30 June 2026 are as follows:

	Group RM	Company RM
Auditors' remuneration:		
- Statutory audits		
UHY Malaysia PLT	304,000	195,000
Other auditors	185,020	–
	489,020	195,000
- Non-statutory audits		
UHY Malaysia PLT	5,000	5,000
	494,020	200,000

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 19 October 2026.

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 2026 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 19 October 2026.

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 19 October 2026)

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 2026 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 98 to 187.

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 2026, 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 2026, the Group recognised land held for property development and property development costs total amounting to RM415,704,436 as disclosed in Note 5(a) and Note 5(b) to the financial statements, in which represented 52% 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.

INDEPENDENT AUDITORS' REPORT

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.

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
19 October 2026

STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2026

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
ASSETS					
Non-Current Assets					
Property, plant and equipment	4	28,149,979	2,432,606	239,339	202,463
Inventories	5	342,716,040	365,725,697	–	–
Right-of-use assets	6	3,673,644	3,528,477	323,865	539,774
Investments in subsidiary companies	7	–	–	67,053,805	39,168,641
Investment in an associate	8	42,000,000	–	–	–
Goodwill on consolidation	9	–	–	–	–
Trade receivables	10	14,001,937	13,027,484	–	–
Other receivables	11	35,200,000	21,265,073	–	–
Amount due from subsidiary companies	12	–	–	423,413,154	438,114,470
Deferred tax assets	13	–	–	495,620	739,246
		465,741,600	405,979,337	491,525,783	478,764,594
Current Assets					
Inventories	5	73,184,311	88,775,004	–	–
Contract assets	14	69,735,853	52,116,600	–	–
Trade receivables	10	45,539,752	4,843,493	–	–
Other receivables	11	73,750,976	76,036,004	52,920,946	52,919,946
Fixed deposits with financial institutions	15	2,000	951,934	2,000	31,000
Cash and bank balances		78,531,606	67,313,365	94,127	110,966
		340,744,498	290,036,400	53,017,073	53,061,912
Total Assets		806,486,098	696,015,737	544,542,856	531,826,506
EQUITY					
Share capital	16	460,850,745	441,317,416	460,850,745	441,317,416
Reserves	17	101,739,321	85,335,143	54,257,830	54,656,776
RCULS - Equity	18	11,087,277	11,514,718	11,087,277	11,514,718
Equity attributable to owners of the parent		573,677,343	538,167,277	526,195,852	507,488,910
Non-controlling interests		39,363,407	34,882,265	–	–
Total Equity		613,040,750	573,049,542	526,195,852	507,488,910

STATEMENTS OF FINANCIAL POSITION

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
LIABILITIES					
Non-Current Liabilities					
RCULS - Liabilities	18	777,308	1,651,008	777,308	1,651,008
Lease liabilities	19	1,675,997	2,070,491	117,588	340,802
Borrowings	20	116,274,405	23,252,881	–	–
Deferred tax liabilities	13	15,835,758	17,859,411	–	–
		134,563,468	44,833,791	894,896	1,991,810
Current Liabilities					
RCULS - Liabilities	18	1,287,775	1,429,185	1,287,775	1,429,185
Lease liabilities	19	1,123,666	915,166	223,215	208,167
Borrowings	20	16,847,641	46,866,498	–	–
Trade payables	21	7,780,131	5,708,066	–	–
Other payables	22	7,097,602	4,595,693	624,787	555,542
Amount due to Directors	23	490,456	526,916	121,922	120,897
Amount due to subsidiary companies	12	–	–	4,651,275	9,493,421
Tax payable		24,254,609	18,090,880	10,543,134	10,538,574
		58,881,880	78,132,404	17,452,108	22,345,786
Total Liabilities		193,445,348	122,966,195	18,347,004	24,337,596
Total Equity and Liabilities		806,486,098	696,015,737	544,542,856	531,826,506

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 2026

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
Revenue	24	155,174,288	100,056,661	–	–
Cost of sales		(111,730,847)	(64,796,579)	–	–
Gross profit		43,443,441	35,260,082	–	–
Other income		8,382,479	21,882,416	14,590,911	246,372
Net loss on impairment of financial instruments		(194,191)	(43,432)	(252,887)	(13,469)
Administrative expenses		(11,257,278)	(11,060,576)	(5,630,573)	(954,789)
ESOS expenses		(5,580,070)	–	(5,580,070)	–
Finance costs	25	(6,477,616)	(4,019,783)	(227,894)	(209,808)
Profit/(Loss) before tax	26	28,316,765	42,018,707	2,899,487	(931,694)
Taxation	27	(4,127,772)	(5,919,263)	(4,560)	(77,953)
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) for the financial year		24,188,993	36,099,444	2,894,927	(1,009,647)
Profit/(Loss) for the financial year attributable to:					
Owners of the parent		19,707,027	36,558,569	2,894,927	(1,009,647)
Non-controlling interests		4,481,966	(459,125)	–	–
		24,188,993	36,099,444	2,894,927	(1,009,647)
Total comprehensive income/(loss) for the financial year attributable to:					
Owners of the parent		19,707,027	36,558,569	2,894,927	(1,009,647)
Non-controlling interests		4,481,966	(459,125)	–	–
		24,188,993	36,099,444	2,894,927	(1,009,647)
Earnings per share					
- Basic (sen)	28	0.30	0.59		
- Diluted (sen)	28	0.27	0.53		

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

	Note	Attributable to Owners of the Parent					Non-Controlling Interests RM	Total Equity RM
		Non-Distributable			Distributable			
		Share Capital RM	RCULS - Equity RM	Warrant Reserve RM	Retained Earnings RM	Total RM		
Group								
At 1 July 2025		441,317,416	11,514,718	5,672,402	79,662,741	538,167,277	34,882,265	573,049,542
Profit for the financial year, representing total comprehensive income for the financial year		–	–	–	19,707,027	19,707,027	4,481,966	24,188,993
		441,317,416	11,514,718	5,672,402	99,369,768	557,874,304	39,364,231	597,238,535
Transactions with owners:								
Changes in equity interest of subsidiaries	7	–	–	–	(8,976)	(8,976)	(824)	(9,800)
Issuance of shares pursuant to:								
- Conversion of RCULS	16,18	232,655	(427,441)	–	–	(194,786)	–	(194,786)
- Exercise of ESOS	16	13,074,570	–	–	–	13,074,570	–	13,074,570
- Exercise of warrants	17(a)	6,226,104	–	(3,293,873)	–	2,932,231	–	2,932,231
Expiry of unexercised Warrants E		–	–	(2,378,529)	2,378,529	–	–	–
		19,533,329	(427,441)	(5,672,402)	2,378,529	15,812,015	–	15,812,015
Total transactions with owners		19,533,329	(427,441)	(5,672,402)	2,369,553	15,803,039	(824)	15,802,215
At 30 June 2026		460,850,745	11,087,277	-	101,739,321	573,677,343	39,363,407	613,040,750

STATEMENTS OF CHANGES IN EQUITY

	Note	Attributable to Owners of the Parent						
		Non-Distributable			Distributable			
		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	16,18	3,283,709	(1,916,222)	–	–	1,367,487	–	1,367,487
- Exercise of warrants	17(a)	20,117,474	–	(6,429,008)	–	13,688,466	–	13,688,466
Expiry of unexercised Warrants D		–	–	(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

	Note	Attributable to Owners of the Parent				
		Non-Distributable			Distributable	
		Share Capital RM	RCULS - Equity RM	Warrant Reserve RM	Retained Earnings RM	Total Equity RM
Company						
At 1 July 2025		441,317,416	11,514,718	5,672,402	48,984,374	507,488,910
Profit for the financial year, representing total comprehensive income for the financial year		–	–	–	2,894,927	2,894,927
Transactions with owners:						
Issuance of shares pursuant to:						
- Conversion of RCULS	16,18	232,655	(427,441)	–	–	(194,786)
- Exercise of ESOS	16	13,074,570	–	–	–	13,074,570
- Exercise of warrants	17(a)	6,226,104	–	(3,293,873)	–	2,932,231
Expiry of unexercised Warrants E	17(a)	–	–	(2,378,529)	2,378,529	–
Total transactions with owners		19,533,329	(427,441)	(5,672,402)	2,378,529	15,812,015
At 30 June 2026		460,850,745	11,087,277	–	54,257,830	526,195,852
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	16,18	3,283,709	(1,916,222)	–	–	1,367,487
- Exercise of warrants	16,17(a)	20,117,474	–	(6,429,008)	–	13,688,466
Expiry of unexercised Warrants D	17(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

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

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
Cash Flows From Operating Activities					
Profit/(Loss) before tax		28,316,765	42,018,707	2,899,487	(931,694)
Adjustments for:					
Amortisation of right-of-use assets		889,246	675,047	215,909	107,955
Depreciation of property, plant and equipment		583,681	686,417	30,936	18,327
Gain on bargain purchase arising from acquisition of subsidiary companies		–	(21,199,607)	–	–
Gain on disposal of a subsidiary company		(8,193,713)	–	(1,000)	–
Gain on disposal of property, plant and equipment		(87,624)	–	–	–
Impairment loss on:					
- Amount due from subsidiary companies		–	–	252,887	13,469
- Investments in subsidiary companies		–	–	14,636	12,472
- Trade receivables		196,906	43,432	–	–
Interest expenses		6,477,616	4,019,783	227,894	209,808
Interest income		(58,686)	(658,898)	(1,847)	(6,372)
Loss/(Gain) on modification of lease terms		45,587	(2,640)	–	–
Property, plant and equipment written off		–	8	–	8
Reversal of impairment losses on trade receivables		(2,715)	–	–	–
Share-based payments		5,580,070	–	5,580,070	–
Operating profit/(loss) before working capital changes		33,747,133	25,582,249	9,218,972	(576,027)
Changes in working capital:					
Inventories	5(d)	(64,599,650)	(2,676,201)	–	–
Contract assets		(17,619,253)	(40,004,499)	–	–
Trade receivables		(41,864,903)	14,685,869	–	–
Other receivables		23,550,101	(58,070,431)	(1,000)	(52,919,946)
Trade payables		2,072,065	(1,114)	–	–
Other payables		10,692,869	1,878,425	69,245	103,968
Amount due (to)/from subsidiary companies		–	–	(18,283,717)	58,681,275
		(87,768,771)	(84,187,951)	(18,215,472)	5,865,297
Cash (used in)/generated from operations		(54,021,638)	(58,605,702)	(8,996,500)	5,289,270
Interest received		58,686	658,898	1,847	6,372
Interest paid		(6,281,555)	(4,179,172)	(31,833)	(369,197)
Tax paid		(228,030)	(1,002,265)	–	(1,000,000)
		(6,450,899)	(4,522,539)	(29,986)	(1,362,825)
Net cash (used in)/from operating activities		(60,472,537)	(63,128,241)	(9,026,486)	3,926,445

STATEMENTS OF CASH FLOWS

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 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)
Purchase of property, plant and equipment	4	(312,510)	(1,078,767)	(67,812)	(150,995)
Purchase of right-of-use assets	6(b)	(108,000)	(265,328)	–	–
Proceeds from disposal of property, plant and equipment		98,000	–	–	–
Proceeds from disposal of subsidiary, net of cash		–	–	1,000	–
Net changes of fixed deposits		920,934	(30,434)	–	–
Net cash from/(used in) investing activities		598,424	(16,952,874)	(66,812)	(15,981,049)
Cash Flows From Financing Activities					
Net changes in amount due to Directors	31	(46,260)	(5,300)	(8,775)	–
RCULS coupon payment	18	(1,162,788)	(1,251,316)	(1,162,788)	(1,251,316)
Repayment of lease liabilities	31	(1,157,994)	(756,291)	(208,166)	(98,760)
Repayment of borrowings	31	(39,824,158)	(13,780,486)	–	(1,455,000)
Proceeds from borrowings	31	102,826,825	50,649,897	–	–
Proceeds from disposal of subsidiary company, net of cash		541	–	–	–
Proceeds from conversion of RCULS		457	1,262,887	457	1,262,887
Proceeds from exercise of warrants	16	2,932,231	13,688,466	2,932,231	13,688,466
Proceeds from exercise of ESOS	16	7,494,500	–	7,494,500	–
Net cash from financing activities		71,063,354	49,807,857	9,047,459	12,146,277

STATEMENTS OF CASH FLOWS

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
Net increase/(decrease) in cash and cash equivalents		11,189,241	(30,273,258)	(45,839)	91,673
Cash and cash equivalents at the beginning 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		78,531,606	67,342,365	94,127	139,966
Cash and cash equivalents at the end of the financial year comprise:					
Fixed deposits with financial institutions		2,000	951,934	2,000	31,000
Cash and bank balances		78,531,606	67,313,365	94,127	110,966
		78,533,606	68,265,299	96,127	141,966
Less: Fixed deposits pledged with licensed banks	15	–	(920,934)	–	–
Less: Fixed deposits placed with licensed banks with maturity more than three months	15	(2,000)	(2,000)	(2,000)	(2,000)
		78,531,606	67,342,365	94,127	139,966

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

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2026

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 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 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 121	Lack of Exchangeability

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 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature - dependent Electricity	1 January 2026
Amendments to MFRSs	Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027

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 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
Amendments to MFRS 121	Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to MFRS 128	Amendments to the Fair Value Option for Investments in Associates and Joint Venture	1 January 2027
MFRS 20	Regulatory Assets and Regulatory Liabilities	1 January 2029
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 Group and the Company will apply MFRS 18 for the financial year ending 30 June 2028, with retrospective restatement of the comparative information for the financial year ending 30 June 2027. MFRS 18 will not affect the recognition or measurement of items in the financial statements, but is expected to change the presentation of the statement of profit or loss and other comprehensive income, including the classification of income and expenses into the operating, investing and financing categories, and to require additional disclosures. The Group and the Company are in the process of assessing the detailed impact of MFRS 18 on the financial statements.

(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.

NOTES TO THE FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONT'D)

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

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONT'D)

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

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.

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.

Provision of expected credit loss of loan receivables

The determination of expected credit losses ("ECL") on loan receivables requires significant judgement and estimation in assessing whether credit risk has increased significantly since initial recognition and in estimating the amounts and timing of expected recoveries. In making this assessment, the Group considers borrowers' repayment history and financial circumstances, contractual payment arrears, subsequent collections and reasonable and supportable forward-looking information.

The loan receivables are renovation loans granted to purchasers of the Group's development properties and are secured against the respective property units. As the development has yet to obtain its Certificate of Completion and Compliance, the strata titles will be retained by the developer until the loans are fully repaid. The measurement of ECL takes into account the likelihood of default and the amounts and timing of expected cash shortfalls, including expected recoveries from the property units held as security.

The carrying amounts of loan receivables and the related loss allowances are disclosed in Note 10.

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 measurement of call option

The Advance Sum paid for the call option held by the Group and the Company is classified as a financial asset at fair value through profit or loss and categorised within Level 3 of the fair value hierarchy. Its fair value is determined by reference to the fair value of the 49% equity interest in TAK, using the adjusted net asset method, which incorporates discounted cash flows of TAK's proposed developments. The valuation involves significant estimates of projected development cash flows, discount rates and the timing of development approvals for Phase 2 and Phase 3. Changes in these assumptions could materially affect the fair value and the resulting gain or loss recognised in profit or loss. Further details are disclosed in Notes 11(d) and 36(c).

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 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.

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 14.

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)

Deferred tax assets

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 13.

Income taxes

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 2026, the Group has tax payable of RM24,254,609 (2025: RM18,090,880) and the Company has tax payable of RM10,543,134 (2025: RM10,538,574).

Discount rate used in leases

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.

Contingent liabilities

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 33.

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 36(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.

NOTES TO THE FINANCIAL STATEMENTS

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.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(a) Basis of consolidation (Cont'd)

(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.

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) Investments in associates

An associate is an entity over which the Group has significant influence, but not control or joint control, over its financial and operating policies.

Investments in associates are accounted for using the equity method. On acquisition, any excess of the cost of investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is included in the carrying amount of the investment. The Group does not recognise further losses once its share of losses equals its interest in the associate, unless it has incurred obligations on behalf of the associate.

Where the associate's financial year end differs from that of the Group, management financial statements of the associate made up to 30 June are used. Adjustments are made to align the associate's accounting policies with those of the Group.

The entire carrying amount of the investment is tested for impairment in accordance with MFRS 136 as a single asset whenever there is an indication of impairment.

(c) 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. Freehold land are not depreciated.

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%

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(d) Leases

As lessee

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.

(e) 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(e) Financial assets (Cont'd)

(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.

(f) 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.

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.

(g) 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*.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(h) 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.

(i) 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(i) Inventories (Cont'd)

(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.

(j) 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.

(k) 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").

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.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(l) 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.

(m) 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.

(n) 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the assets, which are assets that necessarily take a substantial period of time to get ready for theirs intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group incurred in connection with the borrowing of funds.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

(p) Employee benefits

(i) Short term employee benefits

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

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

(ii) Defined contribution plans

As required by law, companies in Malaysia contribute to the state pension scheme, the Employee Provident Fund ("EPF"). Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group and the Company has no further payment obligations.

(iii) Share-based payments transactions

Equity-settled Share-based Payment Transaction

The Group operates an equity-settled, share-based compensation plan for the employees of the Group. Employee services received in exchange for the grant of the share options are recognised as an expense in profit or loss over the vesting periods of the grant with a corresponding increase in equity.

The total amount to be expensed over the vesting period is determined by reference to the fair value of the share options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to be vest. At the end of each reporting date, the Group revises its estimates of the number of share options that are expected to be vest. It recognises the impact of the revision of original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital when the options are exercised. When options are not exercised and lapsed, the related amounts in equity is transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(q) 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(l) to the financial statements.

(ii) Sale of goods

The Group trading of building materials. 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(q) 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)

(iii) Rendering of services

Revenue from rendering of services represents provision of site clearance, earthwork, professional 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.

(r) 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.

(s) 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

Group	Freehold land and buildings RM	Furniture, fittings and equipment RM	Motor vehicles RM	Plant and machinery RM	Renovations RM	Total RM
2026						
Cost						
At 1 July 2025	201,313	477,775	794,069	7,979,314	126,945	9,579,416
Additions	26,000,000	146,478	25,000	124,820	16,212	26,312,510
Disposals	–	–	–	(585,000)	–	(585,000)
Disposal of subsidiary company	–	–	(3,600)	–	–	(3,600)
At 30 June 2026	26,201,313	624,253	815,469	7,519,134	143,157	35,303,326
Accumulated depreciation						
At 1 July 2025	59,415	190,414	486,768	6,360,923	49,290	7,146,810
Charge for the financial year	4,026	44,307	131,761	390,486	13,101	583,681
Disposals	–	–	–	(574,624)	–	(574,624)
Disposal of subsidiary company	–	–	(2,520)	–	–	(2,520)
At 30 June 2026	63,441	234,721	616,009	6,176,785	62,391	7,153,347
Carrying amount						
At 30 June 2026	26,137,872	389,532	199,460	1,342,349	80,766	28,149,979

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

Group	Buildings RM	Furniture, fittings and equipment RM	Motor vehicles RM	Plant and machinery RM	Renovations RM	Total RM
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
Disposals	–	(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
Disposals	–	(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)

Company	Furniture, fittings and equipment RM	Renovations RM	Total RM
2026			
Cost			
At 1 July 2025	291,072	102,265	393,337
Additions	51,600	16,212	67,812
At 30 June 2026	342,672	118,477	461,149
Accumulated depreciation			
At 1 July 2025	147,955	42,919	190,874
Charge for the financial year	20,304	10,632	30,936
At 30 June 2026	168,259	53,551	221,810
Carrying amount			
At 30 June 2026	174,413	64,926	239,339
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

The aggregate costs for the property, plant and equipment of the Group through debt novation and cash payments are as follows:

	Group	
	2026 RM	2025 RM
Cost of property, plant and equipment acquired	26,312,510	1,078,767
Less: Debt novation (Note 39(b))	(26,000,000)	–
Cash payments	312,510	1,078,767

NOTES TO THE FINANCIAL STATEMENTS

5. INVENTORIES

	Note	Group 2026 RM	2025 RM
Non-current			
Land held for property development and property development costs	(a)	342,716,040	365,725,697
Current			
Land held for property development and property development costs	(b)	72,988,396	88,718,158
Raw materials		195,915	56,846
		73,184,311	88,775,004
		415,900,351	454,500,701

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

Non-current	Note	Freehold land RM	Development cost RM	Total RM
Group				
2026				
Cost				
At 1 July 2025		152,019,623	214,515,623	366,535,246
Costs incurred during the financial year		41,453,343	57,119,205	98,572,548
Derecognition upon termination of joint venture agreement	5(c)	–	(121,582,205)	(121,582,205)
At 30 June 2026		193,472,966	150,052,623	343,525,589
Accumulated impairment loss				
At 1 July 2025/ 30 June 2026		–	809,549	809,549
Carrying amount				
At 30 June 2026		193,472,966	149,243,074	342,716,040
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

5. INVENTORIES (CONT'D)

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

(i) Included in the Group's land held for property development and property development costs are freehold land and development cost of RM68,875,166 (2025: RM36,749,341) are pledged as securities for borrowings as disclosed in Note 20.

(ii) Included in the Group's land held for property development and property development costs are entitlement paid to third parties amounting RM16,000,000 (2025: 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

Current	Note	Freehold land RM	Development cost RM	Total RM
Group				
2026				
Cost				
At 1 July 2025		53,266,420	35,451,738	88,718,158
Costs incurred during the financial year		4,070,107	86,263,719	90,333,826
Costs recognised in profit or loss during financial year		(10,629,000)	(95,434,588)	(106,063,588)
At 30 June 2026		46,707,527	26,280,869	72,988,396
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
Cost 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

Included in the Group's land held for property development and property development costs are freehold land and development cost of RM19,645,229 (2025: RM80,210,751) are pledged as securities for borrowings as disclosed in Note 20.

(c) On 29 June 2026, a wholly-owned subsidiary, TWL Builders Sdn. Bhd. ("TB") entered into a mutual termination agreement with Pentas Irama Sdn. Bhd., Elitprop Sdn. Bhd. and Greatprop Development Sdn. Bhd. to terminate the joint venture agreements dated 9 January 2013, 17 January 2013 and 12 June 2014, respectively, relating to residential and/or commercial development projects. The parties mutually agreed to terminate the joint venture agreements following the expiry of the extended completion dates, as no development plans or revised plans had been put forward. The parties considered the termination to be in their respective best interests. Under the termination arrangement, the property development costs incurred by TB are to be refunded. Further details are disclosed in Note 39(b) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

5. INVENTORIES (CONT'D)

(d) Reconciliation of movements in inventories excluding non-cash transactions

	Note	2026 RM	2025 RM
At 1 July		454,500,701	343,224,500
Increase in operating cash flows, excluding the non-cash settlements below		64,599,650	2,676,201
Acquisition of subsidiary company, net of cash	7(a)	–	108,600,000
Non-cash settlements through debt novation:	39(b)		
Acquisition of freehold land and building		(26,000,000)	–
Acquisition of an associate		(42,000,000)	–
Prepayment for a turnkey project		(35,200,000)	–
At 30 June		415,900,351	454,500,701

6. RIGHT-OF-USE ASSETS

Group	Office buildings RM	Motor vehicles RM	Plant and machinery RM	Total RM
2026				
Cost				
At 1 July 2025	1,470,592	3,534,872	1,483,000	6,488,464
Additions	–	–	1,080,000	1,080,000
Modification of lease agreement	(45,587)	–	–	(45,587)
At 30 June 2026	1,425,005	3,534,872	2,563,000	7,522,877
Accumulated amortisation				
At 1 July 2025	283,264	2,472,156	204,567	2,959,987
Charge for the financial year	429,238	261,958	198,050	889,246
At 30 June 2026	712,502	2,734,114	402,617	3,849,233
Carrying amount				
At 30 June 2026	712,503	800,758	2,160,383	3,673,644

NOTES TO THE FINANCIAL STATEMENTS

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

Group	Office buildings RM	Motor vehicles RM	Plant and machinery RM	Total RM
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

Company	Office buildings RM
2026	
Cost	
At 1 July 2025/30 June 2026	647,729
Accumulated amortisation	
At 1 July 2025	107,955
Charge for the financial year	215,909
At 30 June 2026	323,864
Carrying amount	
At 30 June 2026	323,865
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

NOTES TO THE FINANCIAL STATEMENTS

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

(a) The net carrying amount of right-of-use assets of the Group acquired under lease arrangement are as follows:

	Group	
	2026 RM	2025 RM
Motor vehicles	800,758	1,062,716
Plant and machinery	1,130,133	1,278,433
	1,930,891	2,341,149

Leased motor vehicles and plant and machinery of the Group are pledged as securities for the related lease liabilities as disclosed in Note 19.

(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	
	2026 RM	2025 RM	2026 RM	2025 RM
Cost of right-of-use assets acquired	1,080,000	2,941,333	–	647,729
Less: Lease financing	(972,000)	(2,676,005)	–	(647,729)
	108,000	265,328	–	–

(c) The Group and the Company lease several office buildings with lease terms of 2 years (2025: 3 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	
	2026 RM	2025 RM
Unquoted shares at cost	77,627,764	51,769,933
Less: Accumulated impairment losses	(10,573,959)	(12,601,292)
	67,053,805	39,168,641

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

The movements in the allowance for impairment losses of investments in subsidiary companies are as follows:

	Company	
	2026 RM	2025 RM
At 1 July	12,601,292	12,588,820
Impairment loss recognised	14,636	12,472
Disposal of a subsidiary company	(2,041,969)	–
At 30 June	10,573,959	12,601,292

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 RM2,043,809 (2025: RM1,053,796), management determined that the carrying amount of the investments exceeded their recoverable amounts.

As a result, the Company recognised an impairment loss of RM14,636 (2025: RM12,472). 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	Effective equity interest 2026 %	Effective equity interest 2025 %	Principal activities
Direct holding:				
MHB Ventures Sdn.Bhd. (Formerly known as TWL Property Ventures Sdn. Bhd.)	Malaysia	–	100	Plantation and general trading.
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.

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	Effective equity interest 2026 %	Effective equity interest 2025 %	Principal activities
Direct holding: (Cont'd)				
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 Onetrade Sdn. Bhd. (Formerly known as TWL Medicare Sdn. Bhd. ("TOSB") *	Malaysia	100	51	Investment holding and trading of building materials.
TWL Agro Valley Sdn. Bhd. ("TAV")*	Malaysia	100	100	Manufacturing, trading of wood-based products and carry out agricultural activities.
Tinta Kaca Development Sdn. Bhd. ("TKD") *	Malaysia	100	100	Development of building projects for own operation.
TWL USJ Heights Sdn. Bhd. ("TUH")*	Malaysia	100	100	Development of building projects for own operation.
Dataran TWL Sdn.Bhd. ("DT") *	Malaysia	100	100	Development of building projects for own operation.
TWL Resources Sdn. Bhd. (Formerly known as TWL KBI Resources Sdn. Bhd. ("TR") *	Malaysia	100	51	Property development, construction and services.
TWL Avenue (Kapar) Sdn. Bhd. ("TAK")*	Malaysia	51	51	Development, construction, land acquisition and consultancy in related activities.
Indirect holding: Subsidiary company of TSMSB:				
Tiger Synergy Land Sdn. Bhd. ("TSL")	Malaysia	100	100	Property development and construction.
Joint shareholding by the Company and TOSB				
TWL Care Vista Sdn. Bhd. ("TTM") *	Malaysia	100	74.5	Trading and services in healthcare.

* *Subsidiary companies not audited by UHY Malaysia PLT*

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

(a) Acquisition of subsidiary companies

In the previous financial year

In the previous 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
Fair value of identifiable assets acquired	
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	72,116,982

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)

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

(b) Changes in ownership interest

During the financial year

(i) On 3 July 2025, the Company subscribed additional 1,900,000 ordinary shares out of 1,900,000 new ordinary shares in DT for RM1,900,000 by set off against amount due from DT to the Company. The Group's equity interest in DT has no change after the subscription of additional new ordinary shares.

(ii) On 14 July 2025, the Company acquired additional 49% equity interest in TOSB for a total purchase consideration of RM4,900, increasing its ownership interest from 51% to 100%.

(iii) On 8 October 2025, the Company acquired additional 49% equity interest in TR for a total purchase consideration of RM4,900, increasing its ownership interest from 51% to 100%.

(iv) On 26 March 2026, the Company subscribed additional 25,000,000 ordinary shares out of 25,000,000 new ordinary shares in KT for RM25,000,000 by set off against amount due from KT to the Company. The Group's equity interest in KT has no change after the subscription of additional new ordinary shares.

(v) On 27 April 2026, the Company subscribed additional 990,000 ordinary shares out of 990,000 new ordinary shares in TR for RM990,000 by set off against amount due from TR to the Company. The Group's equity interest in TR has no change after the subscription of additional new ordinary shares.

In the previous 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.

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

(c) Disposal of a subsidiary company

During the financial year

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.

The effect of the disposal of subsidiary company on the financial position of the Group as at the date of disposal was as follows:

	RM
Property, plant and equipment	1,080
Cash and bank balances	459
Other payables	(8,190,960)
Tax payable	(3,292)
Total net liabilities disposed	(8,192,713)
Gain on disposal of subsidiary company	8,193,713
Proceeds from disposal	1,000
Less: Cash and bank balances disposed	(459)
Net cash inflows from disposal	541

(d) Material partly-owned subsidiary companies

Set out below are the Group's subsidiary companies that have material non-controlling interest:

Name of Company	Proportion of ownership interests and voting rights held by non-controlling interests		Profit/(Loss) allocated to non-controlling interests		Accumulated non-controlling interest	
	2026 %	2025 %	2026 RM	2025 RM	2026 RM	2025 RM
TAK	49	49	4,481,990	(455,904)	39,363,407	34,881,417
Individually immaterial subsidiary companies with non-controlling interests					–	848
Total non-controlling interests					39,363,407	34,882,265

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

(d) Material partly-owned subsidiary companies (Cont'd)

Summarised financial information for each subsidiary company that has non-controlling interests that are material to the Group is set out below. The summarised financial information below represents amounts before inter-company eliminations.

(i) Summarised statements of financial position

	TAK	
	2026 RM	2025 RM
Total assets	121,382,256	53,217,747
Total liabilities	(101,493,838)	(45,175,439)
Net assets	19,888,418	8,042,308
Fair value adjustments arising on acquisition, net of deferred tax	60,445,066	63,144,257
Net assets including fair value adjustments	80,333,484	71,186,565
Non-controlling interest (49%)	39,363,407	34,881,417

(ii) Summarised statements of profit or loss and other comprehensive income

	TAK	
	2026 RM	2025 RM
Revenue	50,528,169	–
Profit/(Loss) before tax	15,073,334	(930,417)
Taxation	(3,227,224)	–
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) for the financial year	11,846,110	(930,417)
Fair value adjustments charged to cost of sales, net of deffered tax	(2,699,191)	–
Profit/(Loss) including fair value adjustments	9,146,919	(930,417)
Profit/(Loss) allocated to non-controlling interests	4,481,990	(455,904)

The 2025 figures represent TAK's results for the full financial year. The loss allocated to non-controlling interests in 2025 relates only to the period from the acquisition date to 30 June 2025.

NOTES TO THE FINANCIAL STATEMENTS

7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

(d) Material partly-owned subsidiary companies (Cont'd)

Summarised financial information for each subsidiary company that has non-controlling interests that are material to the Group is set out below. The summarised financial information below represents amounts before inter-company eliminations. (Cont'd)

(iii) Summarised statements of cash flows

	TAK	
	2026 RM	2025 RM
Net cash (used in)/generated from operating activities	(31,527,705)	1,413,087
Net cash used in investing activities	(55,200)	–
Net cash generated from financing activities	31,623,493	–
Net increase in cash and cash equivalents	40,588	1,413,087

No dividends were paid to the non-controlling interests of TAK during the financial year (2025: Nil).

8. INVESTMENT IN AN ASSOCIATE

	Group	
	2026 RM	2025 RM
Unquoted shares, at cost	42,000,000	–

Details of the associate is as follows:

Name of Company	Place of business/ Country of incorporation	Equity interest 2026 %	Equity interest 2025 %	Principal activities
Fairise Odyssey (M) Sdn. Bhd. ("FO") *	Malaysia	45	–	Investment in properties

* Associate company not audited by UHY Malaysia PLT

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENT IN AN ASSOCIATE (CONT'D)

Summarised financial information of the associate, based on its management financial statements as at 30 June 2026 (FO has a financial year end of 31 December), is set out below:

	Group 2026 RM
Non-current assets	5,000
Current assets	9,152,261
Current liabilities	7,174,137
Revenue	–
Loss for the financial year	(1,026)

The Group has not recognised its share of the loss of FO for the period from the acquisition date to the reporting date, as the amount was assessed to be immaterial to the Group's financial statements. The interest in the associate was acquired shortly before the end of the financial year.

(a) Acquisition of an associate

During the financial year

On 18 June 2026, TWL Builders Sdn. Bhd., a wholly-owned subsidiary of the Company, acquired 45% equity interest in FO for a total purchase consideration of RM42,000,000. The consideration was settled by way of set-off against the amount refundable to TWL Builders Sdn. Bhd. arising from the termination of the joint venture agreements, pursuant to the debt novation arrangement as disclosed in Note 39 (b) to the financial statements. This is a non-cash transaction as disclosed in Note 5(d).

9. GOODWILL ON CONSOLIDATION

	Group	
	2026 RM	2025 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	–	–

NOTES TO THE FINANCIAL STATEMENTS

10. TRADE RECEIVABLES

	Note	Group 2026 RM	2025 RM
Non-current			
Loan receivables	(a)	14,001,937	13,027,484
Current			
Loan receivables	(a)	1,387,515	997,464
Less: Accumulated impairment losses		(229,201)	(43,432)
		1,158,314	954,032
Trade receivables	(b)	44,389,860	12,867,568
Less: Accumulated impairment losses		(8,422)	(8,978,107)
		44,381,438	3,889,461
		45,539,752	4,843,493
		59,541,689	17,870,977

(a) Loan receivables represent renovation loans granted by a subsidiary, a licensed moneylender, to purchaser of the Group's development properties. The loan bear interest at 3% (2025: 3%) per annum, are repayable over 15 years (2025: 15 years) and are secured against the purchasers' property units, the strata titles of which will be retained by the developer until full settlement of the loans.

(b) Trade Receivables

Trade receivables are non-interest bearing and are generally is 90 days (2025: 90 days) term. There are recognised at their original invoice amounts which represent their fair value on initial recognition.

Sale of properties-in-progress - Residential Properties

The settlement term for purchasers of properties-in-progress is 30 working days (2025: 30 working days). The trade receivables are non-interest bearing and are recognised at their original invoice amounts which represent their fair values at initial recognition.

Sale of properties-in-progress - Commercial Properties

The settlement term for purchasers of properties-in-progress is 14 working days (2025: Nil). The trade receivables are non-interest bearing and are recognised at their original invoice amounts which represent their fair values at initial recognition.

NOTES TO THE FINANCIAL STATEMENTS

10. TRADE RECEIVABLES (CONT'D)

The movements in the allowance for impairment losses of trade receivables are as follows:

	Group	
	2026 RM	2025 RM
At 1 July	9,021,539	8,978,107
Impairment loss recognised	196,906	43,432
Impairment loss reversed	(2,715)	–
Disposal of a subsidiary company	(8,978,107)	–
At 30 June	237,623	9,021,539

11. OTHER RECEIVABLES

	Note	Group		Company	
		2026 RM	2025 RM	2026 RM	2025 RM
Non-current					
Prepayments	(a)	35,200,000	21,265,073	–	–
Current					
Other receivables	(b)	10,058,629	4,259,546	–	–
Deposits	(c)	10,520,748	321,408	1,000	–
Prepayments	(a)	251,653	18,535,104	–	–
At FVTPL					
Other receivables	(d)	52,919,946	52,919,946	52,919,946	52,919,946
		73,750,976	76,036,004	52,920,946	52,919,946
		108,950,976	97,301,077	52,920,946	52,919,946

NOTES TO THE FINANCIAL STATEMENTS

11. OTHER RECEIVABLES (CONT'D)

(a) Included in non-current prepayments of the Group are turnkey advances amounted to RM35,200,000 (2025: RM21,265,073) and current prepayments of the Group are turnkey advances amounted to RM Nil (2025: RM14,000,000) 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.

The turnkey advances paid during the current financial year were made pursuant to a new turnkey agreement, further details of which are disclosed in Note 39 (b) to the financial statements, whereas the comparative amounts arose under a separate turnkey agreement.

(b) Included in other receivables of the Group is a security sum of RM8,000,000 (2025: RM Nil) paid to Data Pelita Sdn. Bhd. ("DPSB") pursuant to a Call Option Agreement entered into on 2 September 2025 between DPSB and TWL Plantation Sdn. Bhd. ("TP"), a wholly-owned subsidiary of the Company.

The agreement grants TP an exclusive right to acquire two parcels of leasehold land held under PN 31936 (Lot 4517) and PN 31937 (Lot 4518) Mukim Titian Bintangor, Daerah Rembau, Negeri Sembilan, measuring approximately 19.41 hectares and 11.07 hectares respectively, for a total exercise price of RM8,000,000. The option is exercisable within 12 months from the Unconditional Date.

The security sum will be applied against the exercise price upon exercise of the call option and is refundable to TP if the option is not exercised or the agreement is terminated in accordance with its terms.

As at 30 June 2026, the call option had not been exercised. Subsequent to the financial year end but before the date of this report, TP entered into a supplementary agreement with DPSB to revise the exercise price. Further details are disclosed in Note 40(c) to the financial statements.

(c) Included in deposits of the Group is an amount of RM5,241,260 (2025: RM Nil) being deposits paid for the acquisition of property, plant and equipment as disclosed in Note 39(a) to the financial statements. The related commitments have been disclosed in Note 32 to the financial statements.

(d) Included in other receivables of the Group and of the Company is an amount of RM52,919,946 (2025: RM52,919,946) 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 4,999,750 ordinary shares (representing approximately 49% equity interest) in TWL Avenue (Kapar) Sdn. Bhd. ("TAK") from DPSB at a fixed exercise price of RM54,000,000 within 60 months from the Unconditional Date. On 19 March 2025, the Company exercised the option in respect of 100,000 ordinary shares (representing 1% equity interest). The remaining 4,899,750 ordinary shares (representing approximately 49% equity interest) remain exercisable. 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 2026 was assessed by an independent professional valuer on 9 October 2026 using asset-based approach (Adjusted Net Asset Method) which incorporates a Discounted Cash Flow method for the proposed development of TAK. The change from the market comparison method to the discounted cash flow method for the land held for future development during the financial year was because development plans for the land have been established, so its value is better reflected through the projected development cash flows. The key unobservable inputs include projected cash flows of TAK, a discount rate of 6.04% for Phase 1 Development and 13.94% for Phase 2 Development and Phase 3 Development 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*.

NOTES TO THE FINANCIAL STATEMENTS

11. OTHER RECEIVABLES (CONT'D)

(d) In the previous financial year, the fair value of the call option 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 2026, a total of 4,899,750 ordinary shares remain unexercised under the Call Option Agreement.

12. AMOUNT DUE FROM/(TO) SUBSIDIARY COMPANIES

	Note	Company 2026 RM	Company 2025 RM
Amount due from subsidiary companies			
Non-current			
Non-trade related	(a)	424,078,060	438,526,489
Less: Accumulated impairment losses		(664,906)	(412,019)
		423,413,154	438,114,470
Amount due to subsidiary companies			
Current			
Non-trade related	(b)	4,651,275	9,493,421

(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 2026 RM	Company 2025 RM
At 1 July	412,019	398,550
Impairment loss recognised	252,887	13,469
At 30 June	664,906	412,019

NOTES TO THE FINANCIAL STATEMENTS

13. DEFERRED TAX ASSETS/(LIABILITIES)

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
At 1 July	(17,859,411)	3,144,159	739,246	1,129,374
Acquisition through business combination (Note 7(a))	–	(19,940,292)	–	–
Recognised in profit or loss	2,267,279	(673,150)	–	–
Recognised directly in equity	(243,626)	(390,128)	(243,626)	(390,128)
At 30 June	(15,835,758)	(17,859,411)	495,620	739,246

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					
2026					
At 1 July	9,712	739,246	(18,598,657)	(9,712)	(17,859,411)
Recognised in profit or loss	14,696	–	2,267,279	(14,696)	2,267,279
Recognised directly in equity	–	(243,626)	–	–	(243,626)
At 30 June	24,408	495,620	(16,331,378)	(24,408)	(15,835,758)
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)

NOTES TO THE FINANCIAL STATEMENTS

13. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

The components and movements of deferred tax assets/(liabilities) are as follows: (Cont'd)

	Unabsorbed allowances RM	RCULS RM	Property, capital plant and equipment RM	Total RM
Deferred tax assets/ (liabilities)				
Company				
2026				
At 1 July	9,712	739,246	(9,712)	739,246
Recognised in profit or loss	14,696	–	(14,696)	–
Recognised directly in equity	–	(243,626)	–	(243,626)
At 30 June	24,408	495,620	(24,408)	495,620
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

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

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
Unutilised tax losses	8,667,362	9,528,937	6,349,011	7,117,264
Unabsorbed capital allowances	1,637,845	1,702,408	–	8,491
Other deductible temporary differences	(90,496)	(115,093)	41,358	28,221
	10,214,711	11,116,252	6,390,369	7,153,976

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.

NOTES TO THE FINANCIAL STATEMENTS

14. CONTRACT ASSETS

	Note	Group 2026 RM	2025 RM
Property development activities			
At 1 July		52,116,600	12,112,101
Property development revenue recognised during the financial year	24	148,471,419	99,591,999
Less: Billings during the financial year		(130,852,166)	(59,587,500)
At 30 June		69,735,853	52,116,600
Presented as:			
Contract assets		69,735,853	52,116,600

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 2026 RM	2025 RM
Revenue recognised over time:		
- Within one year time	183,379,223	38,496,720
- Later than one year and not later than five years	187,207,011	9,624,180
	370,586,234	48,120,900

15. FIXED DEPOSITS WITH FINANCIAL INSTITUTIONS

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
Fixed deposits placed with financial institutions:				
- Due within 3 months	–	29,000	–	29,000
- Due more than 3 months	2,000	2,000	2,000	2,000
- Pledged with licensed banks	–	920,934	–	–
	2,000	951,934	2,000	31,000

Fixed deposits of the Group and of the Company earn interest at rates ranging from 1.80% (2025: 2.05% to 2.50%) per annum and 1.80% (2025: 2.05% to 2.15%) per annum respectively, with maturity period of 3 months (2025: 1 to 12 months) and 3 months (2025: 3 to 12 months) respectively.

In the previous financial year, the fixed deposits with licensed banks of the Group amounted to RM920,934 are pledged as securities for borrowings granted to subsidiary companies as disclosed in Note 20.

NOTES TO THE FINANCIAL STATEMENTS

16. SHARE CAPITAL

	Group and Company			
	Number of Shares		Amount	
	2026 Units	2025 Units	2026 RM	2025 RM
Ordinary shares issued and fully paid:				
At 1 July	6,257,733,797	5,750,957,867	441,317,416	417,916,233
Issuance of shares				
- Conversion of RCULS	15,858,600	150,134,068	232,655	3,283,709
- Exercise of ESOS	285,700,000	–	13,074,570	–
- Exercise of Warrants D	–	298,920,962	–	16,440,653
- Exercise of Warrants E	97,741,042	57,720,900	6,226,104	3,676,821
At 30 June	6,657,033,439	6,257,733,797	460,850,745	441,317,416

During the financial year, the Company increased its issued and paid-up share capital from RM441,317,416 comprising 6,257,733,797 ordinary shares to RM460,850,745 comprising 6,657,033,439 ordinary shares through the following:

(a) Issuance of 97,741,042 new ordinary shares pursuant to exercise of Warrants E at an exercise price of RM0.03 per share;

(b) Issuance of 15,858,600 new ordinary shares pursuant to the Redeemable Convertible Unsecured Loan Stocks ("RCULS") at conversion price of RM0.03 per share;

(c) Issuance of 176,000,000 new ordinary shares pursuant to the exercise of Employees' Share Options Scheme ("ESOS") at an exercise price of RM0.027 per share; and

(d) Issuance of 109,700,000 new ordinary shares pursuant to the exercise of ESOS at an exercise price of RM0.025 per share.

In the previous 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

17. RESERVES

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
Non-distributable					
Warrant reserve	(a)	–	5,672,402	–	5,672,402
Distributable					
Retained earnings		101,739,321	79,662,741	54,257,830	48,984,374
		101,739,321	85,335,143	54,257,830	54,656,776

(a) Warrant reserve

	Group and Company 2026 RM	Group and Company 2025 RM
At 1 July	5,672,402	19,575,141
Less: Exercised Warrants	(3,293,873)	(6,429,008)
Less: Expiry of unexercised Warrants D	–	(7,473,731)
Less: Expiry of unexercised Warrants E	(2,378,529)	–
At 30 June	–	5,672,402

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.

Warrants E

On 15 June 2023, the Company allotted and issued 522,884,007 free detachable Warrants E pursuant to the renounceable rights issue of 2,614,420,057 5-Year 5% RCULS at 100% of its nominal value of RM0.02 each, on the basis of 10 RCULS together with 2 free Warrants E for every 10 existing ordinary 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.

The warrants expired and were removed from the official list of Bursa Malaysia Securities Berhad on 15 June 2026 with total of 70,579,460 unexercised.

NOTES TO THE FINANCIAL STATEMENTS

17. RESERVES (CONT'D)

(a) Warrant reserve (Cont'd)

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.

18. RCULS

	Group and Company	
	2026	2025
	RM	RM
RCULS - Equity portion	11,087,277	11,514,718
RCULS - Liability portion		
Non-current	777,308	1,651,008
Current	1,287,775	1,429,185
	2,065,083	3,080,193
	13,152,360	14,594,911

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, with 2,614,420,057 RCULS with a nominal value of RM52,288,401 and 522,884,007 Warrants E issued.

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;

NOTES TO THE FINANCIAL STATEMENTS

18. RCULS (CONT'D)

The salient features of the RCULS are as follows: (Cont'd)

(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

18. RCULS (CONT'D)

	Group and Company		
	Equity component RM	Liability component RM	Total RM
2026			
As at 1 July 2025	11,514,718	3,080,193	14,594,911
Conversion of RCULS to share capital #	(183,815)	(48,383)	(232,198)
RCULS coupon payment	–	(1,162,788)	(1,162,788)
Interest expense on RCULS	–	196,061	196,061
Deferred tax effect on conversion	(243,626)	–	(243,626)
As at 30 June 2026	11,087,277	2,065,083	13,152,360
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

During the financial year, 15,858,600 (2025: 150,134,068) new ordinary shares amounting to RM475,758 (2025: RM4,504,022) were issued resulting from the conversion of 23,787,900 (2025: 162,056,752) units of RCULS at the conversion price of RM0.03 each.

As at 30 June 2026, 1,144,914,839 (2025: 1,168,702,739) RCULS remained unconverted.

19. LEASE LIABILITIES

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
At 1 July	2,985,657	1,128,569	548,969	–
Additions	972,000	2,676,005	–	647,729
Accretion of interests (Note 25)	232,161	188,509	31,833	21,240
Modification of lease terms	–	(62,626)	–	–
Payments of interest expense	(232,161)	(188,509)	(31,833)	(21,240)
Payments of principal	(1,157,994)	(756,291)	(208,166)	(98,760)
At 30 June	2,799,663	2,985,657	340,803	548,969
Presented as:				
Non-current	1,675,997	2,070,491	117,588	340,802
Current	1,123,666	915,166	223,215	208,167
	2,799,663	2,985,657	340,803	548,969

NOTES TO THE FINANCIAL STATEMENTS

19. 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	
	2026 RM	2025 RM	2026 RM	2025 RM
Within one year	1,283,878	1,127,096	240,000	240,000
Later than one year and not later than five years	1,732,474	2,214,607	120,000	360,000
Later than five years	71,651	–	–	–
	3,088,003	3,341,703	360,000	600,000
Less: Future finance charges	(288,340)	(356,046)	(19,197)	(51,031)
Present value of lease liabilities	2,799,663	2,985,657	340,803	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 2026, included in the lease liabilities of the Group amounting to RM2,049,897 (2025: RM1,781,900) 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 8.92% (2025: 2.62% to 8.67%) per annum and 7% (2025: 7%) per annum respectively.

20. BORROWINGS

	Group	
	2026 RM	2025 RM
Secured		
Term loans	79,109,899	43,076,793
Bridging loans	54,012,147	27,042,586
	133,122,046	70,119,379
Non-current		
Term loans	73,813,012	21,543,627
Bridging loans	42,461,393	1,709,254
	116,274,405	23,252,881
Current		
Term loans	5,296,887	21,533,166
Bridging loans	11,550,754	25,333,332
	16,847,641	46,866,498
	133,122,046	70,119,379

NOTES TO THE FINANCIAL STATEMENTS

20. BORROWINGS (CONT'D)

The borrowings of the Group 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 15;

(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 for the above facilities as at reporting date are as follows:

	Group	
	2026	2025
	%	%
Term loans	5.50 - 7.67	6.67 - 12.00
Bridging loans	7.42 - 12.00	7.67

Maturity of borrowings is as follows:

	Group	
	2026	2025
	RM	RM
Within one year	16,847,641	46,866,498
Later than one year and not later than five years	101,955,361	18,478,072
Later than five years	14,319,044	4,774,809
	133,122,046	70,119,379

21. TRADE PAYABLES

The normal trade credit terms granted to the Group is 90 days (2025: 90 days).

NOTES TO THE FINANCIAL STATEMENTS

22. OTHER PAYABLES

	Note	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
Other payables					
- Third parties		548,573	884,692	49,487	83,742
- Amount due to companies in which certain Directors of the Company have substantial financial interest	(a)	905,821	379,042	360,000	120,000
- Amount due to a Director of subsidiary companies	(a)	–	15,892	–	–
Deposits	(b)	3,871,973	2,166,343	–	–
Accruals		1,771,235	1,149,724	215,300	351,800
		7,097,602	4,595,693	624,787	555,542

(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 RM3,390,673 (2025: RM1,687,544) 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.

23. AMOUNT DUE TO DIRECTORS

The amount due to Directors are non-trade in nature, unsecured, interest free and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

24. REVENUE

	Note	Group 2026 RM	Group 2025 RM
Revenue from contracts with customers:			
- Property development	14	148,471,419	99,591,999
- Rendering of services		6,200,000	–
		154,671,419	99,591,999
Revenue from other sources:			
- Interest income		502,869	464,662
		155,174,288	100,056,661
Geographical market:			
Malaysia		155,174,288	100,056,661
Timing of revenue recognition:			
Over time		154,671,419	99,591,999

25. FINANCE COSTS

	Group 2026 RM	Group 2025 RM	Company 2026 RM	Company 2025 RM
Interest expenses on:				
Lease liabilities	232,161	188,509	31,833	21,240
RCULS	196,061	120,511	196,061	120,511
Borrowings	6,043,157	3,710,763	–	68,057
Others	6,237	–	–	–
	6,477,616	4,019,783	227,894	209,808

NOTES TO THE FINANCIAL STATEMENTS

26. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax is derived after charging/(crediting) amongst other, the following items:

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
Auditors' remuneration:				
- Statutory audits				
- UHY Malaysia PLT	304,000	269,000	195,000	160,000
- Other auditors	185,020	101,500	–	–
- Over provision in prior years	(2,000)	–	–	–
- Non-statutory audits				
- UHY Malaysia PLT	5,000	5,000	5,000	5,000
Amortisation of right-of-use assets	889,246	675,047	215,909	107,955
Depreciation of property, plant and equipment	583,681	686,417	30,936	18,327
ESOS expenses	5,580,070	–	5,580,070	–
Gain on disposal of subsidiary company	(8,193,713)	–	(1,000)	–
Gain on disposal of property, plant and equipment	(87,624)	–	–	–
Gain on bargain purchase arising from acquisition of subsidiary companies	–	(21,199,607)	–	–
Impairment loss on non-financial assets:				
- Investments in subsidiary companies	–	–	14,636	12,472
Interest income	(58,686)	(658,898)	(1,847)	(6,372)
Lease expenses relating to short term leases	–	656,727	–	–
Loss/(Gain) on modification of lease terms	45,587	(2,640)	–	–
Management fee	–	–	(14,588,064)	(240,000)
Net loss on impairment of financial instruments:				
- Impairment loss on:				
- Amount due from subsidiary companies	–	–	252,887	13,469
- Trade receivables	196,906	43,432	–	–
Non-executive Directors remuneration:				
- Fees and allowance	15,000	12,000	15,000	12,000
- Over provision in prior years	(158,000)	–	(158,000)	–
Property, plant and equipment written off	–	8	–	8
Rental income	–	(24,000)	–	–
Reversal of impairment losses on trade receivables	(2,715)	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

27. TAXATION

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
Tax expenses recognised in profit or loss				
Current tax				
- Current tax provision	6,429,486	5,178,856	4,560	–
- (Over)/Under provision in prior years	(34,435)	67,257	–	77,953
	6,395,051	5,246,113	4,560	77,953
Deferred tax				
- Origination and reversal of temporary differences	(2,267,279)	673,150	–	–
	4,127,772	5,919,263	4,560	77,953

Malaysian income tax is calculated at the statutory tax rate of 24% (2025: 24%) of the estimated assessable profits for the financial year.

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	
	2026 RM	2025 RM	2026 RM	2025 RM
Profit/(Loss) before tax	28,316,765	42,018,707	2,899,487	(931,694)
At Malaysian statutory tax rate of 24% (2025: 24%)	6,796,024	10,084,490	695,877	(223,607)
Expenses not deductible for tax purposes	236,676	122,532	72,290	10,355
Income not subject to tax	(1,968,952)	(5,114,017)	–	–
Utilisation of previously unrecognised deferred tax assets	(1,530,999)	(67,459)	(763,607)	–
Deferred tax assets not recognised	629,458	826,460	–	213,252
	4,162,207	5,852,006	4,560	–
(Over)/Under provision of income tax expenses in prior years	(34,435)	67,257	–	77,953
	4,127,772	5,919,263	4,560	77,953

NOTES TO THE FINANCIAL STATEMENTS

27. TAXATION (CONT'D)

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	
	2026 RM	2025 RM	2026 RM	2025 RM
Unabsorbed capital allowances	6,926,054	7,133,836	101,700	75,846
Unutilised tax losses to be carried forward until:				
- Year of assessment 2028	2,666,558	4,349,685	–	1,683,127
- Year of assessment 2029	2,475,815	3,993,741	2,131,202	3,649,128
- Year of assessment 2030	2,889,445	2,889,445	2,062,613	2,062,613
- Year of assessment 2031	1,452,175	1,452,175	848,790	848,790
- Year of assessment 2032	21,100,675	21,100,675	20,160,914	20,160,914
- Year of assessment 2033	1,538,472	1,556,674	586,530	586,530
- Year of assessment 2034	158,461	374,260	–	–
- Year of assessment 2035	1,124,623	3,987,250	664,165	664,165
- Year of assessment 2036	2,707,784	–	–	–
	43,040,062	46,837,741	26,555,914	29,731,113

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.

28. 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	
	2026 RM	2025 RM
Profit attributable to owners of the parent for basic earnings	19,707,027	36,558,569
Weighted average number of ordinary shares in issue		
Issued ordinary shares at 1 July	6,257,733,797	5,750,957,867
Effect of ordinary shares issued during the financial year	323,606,907	408,452,827
Weighted average number of ordinary shares at 30 June	6,581,340,704	6,159,410,694
Basic earnings per share (in sen)	0.30	0.59

NOTES TO THE FINANCIAL STATEMENTS

28. EARNINGS PER SHARE (CONT'D)

(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	
	2026 RM	2025 RM
Profit attributable to owners of the parent (diluted)	19,856,033	36,650,157
Weighted average number of ordinary shares used in the calculation of basic earnings per share	6,581,340,704	6,159,410,694
Effect of RCULS on issue	771,863,228	804,658,919
Weighted average number of ordinary shares at 30 June (diluted)	7,353,203,932	6,964,069,613
Diluted earnings per share (in sen)	0.27	0.53

The comparative diluted earnings per share has been restated to include the effect of the RCULS.

The Warrants E and ESOS options do not have any dilutive effect on the earnings per ordinary share as their exercise price exceed the average market price of ordinary shares during the financial year.

29. ESOS

At the Extraordinary General Meeting held on 6 December 2021, the Company's shareholders approved the establishment of an ESOS of not more than 15% of the issued share capital of the Company at any point of time throughout the duration of the ESOS to 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 5 January 2022.

The salient features of the ESOS are, inter alia, as follows:

(i) In respect of an Employee, the Employee must fulfil the following criteria as at the Date of Offer:

(a) He/she is at least eighteen (18) years of age and he/she is not an undischarged bankrupt or subject to any bankruptcy proceedings;

(b) He/she is employed on the Date of Offer:

(i) On a full-time basis and is on the payroll of any company in the Group and his/her employment has been confirmed by any company in the Group on the Date of Offer; or

(ii) Under an employment contract for a fixed duration and has been in the employment of any company in the Group for such period as may be determined by the ESOS Committee; and

NOTES TO THE FINANCIAL STATEMENTS

29. ESOS (CONT'D)

The salient features of the ESOS are, inter alia, as follows: (Cont'd)

(i) In respect of an Employee, the Employee must fulfil the following criteria as at the Date of Offer: (Cont'd)

(c) Such Employee falls within any other eligibility criteria that may be determined by the ESOS Committee from time to time at its sole discretion, whose decision shall be final and binding.

(ii) in respect of an Eligible Director, the Eligible Director must fulfil the following criteria as at the Date of Offer:

(a) He/she is at least eighteen (18) years of age and he/she is not an undischarged bankrupt or subject to any bankruptcy proceedings;

(b) He/she has been appointed as a Director of any company within the Group which is not dormant; and

(c) Such Director fulfils any other criteria as may be determined by the ESOS Committee from time to time at its sole discretion, whose decision shall be final and binding.

(iii) The maximum number of new Shares to be allotted and issued pursuant to the exercise of the Options that may be granted under the Scheme shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares) of the Company at any one time throughout the duration of the ESOS.

(iv) The ESOS shall be in force for a period of 5 years from 5 January 2022 provided always that on or before the expiry thereof, the Board shall have the absolute discretion, without the approval of the Company's shareholders in a general meeting, to extend the duration of the Scheme (as the Board may deem fit) for up to a further 5 years provided that the Company shall serve appropriate notices on each Grantee and/or make the necessary announcements to Bursa Securities.

(v) The Option Price of each new Share comprised in any Option shall be determined by the Board upon recommendation of the ESOS Committee and fixed based on the 5-day volume weighted average market price of the Shares immediately preceding the Date of Offer, with a discount of not more than ten percent (10%).

(vi) An Option granted to an Eligible Person under the Scheme is exercisable by the Eligible Person in full or in part as the Eligible Person may be entitled under the Option at any time during the Option Period. There will be no restriction to the Eligible Person on the percentage of Options exercisable during the Option Period. Any partial exercise of an Option shall not preclude the Eligible Person from exercising the Option in respect of the balance of the Shares comprised in the Option.

Movement in the number of share options and the weighted average exercise price are as follows:

			Number of options over ordinary shares			
Date of offer	**Exercise price**	**At 1.7.2025**	**Granted**	**Exercised**	**Cancelled**	**At 30.6.2026**
1.7.2025	RM0.027	–	258,000,000	(176,000,000)	(82,000,000)	–
11.7.2025	RM0.025	–	109,700,000	(109,700,000)	–	–

NOTES TO THE FINANCIAL STATEMENTS

29. ESOS (CONT'D)

The fair value of services received in return for share options granted during the financial year is based on the fair value of share options granted, estimated by the management using Black-Scholes-Merton model, taking into account the terms and conditions upon which the options were granted. The weighted average fair value of share options measured at grant date and the assumptions are as follows:

	Grant 1	Grant 2
Weighted average share price at exercise	RM0.0198	RM0.0191
Share price at grant date	RM0.0264	RM0.0253
Exercise price	RM0.0270	RM0.0250
Expected life	1.5 years	1.5 years
Risk-free interest rate	3.180%	3.140%
Volatility	186.416%	188.067%

30. STAFF COSTS

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
Salaries, wages and other emoluments	5,274,062	3,946,106	3,991,807	12,000
Defined contribution plans	291,663	210,721	288,536	–
Social security contributions	35,512	–	35,067	–
Share-based payment	5,580,070	–	5,580,070	–
	11,181,307	4,156,827	9,895,480	12,000

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		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
Executive Directors				
Salaries and other emoluments	1,245,600	1,495,600	–	–
Defined contribution plans	–	30,000	–	–
Share-based payment	3,556,500	–	2,214,000	–
	4,802,100	1,525,600	2,214,000	–

31. 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:

			Non-cash changes				
	At 1 July RM	Financing cash flows (i) RM	New lease (Note 19) RM	Interest expense (Note 18) RM	Conversion of RCULS (Note 18) RM	Changes in ownership interests of subsidiary RM	At 30 June RM
2026							
Group							
Financial liabilities							
Lease liabilities	2,985,657	(1,157,994)	972,000	–	–	–	2,799,663
Borrowings	70,119,379	63,002,667	–	–	–	–	133,122,046
Amount due to Directors	526,916	(46,260)	–	–	–	9,800	490,456
RCULS - Liability component	3,080,193	(1,162,788)	–	196,061	(48,383)	–	2,065,083
	76,712,145	60,635,625	972,000	196,061	(48,383)	9,800	138,477,248
Company							
Financial liabilities							
Lease liabilities	548,969	(208,166)	–	–	–	–	340,803
Amount due to Directors	120,897	(8,775)	–	–	–	9,800	121,922
RCULS - Liability component	3,080,193	(1,162,788)	–	196,061	(48,383)	–	2,065,083
	3,750,059	(1,379,729)	–	196,061	(48,383)	9,800	2,527,808

31. 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)

				Non-cash changes					
	At 1 July RM	Financing cash flows (i) RM	New lease (Note 19) RM	Interest payable RM	Acquisition through business combination (Note 7(a)) RM	Modification of lease terms (Note 19) RM	Interest expense (Note 18) RM	Conversion of RCULS (Note 18) RM	At 30 June RM
2025									
Group									
Financial liabilities									
Lease liabilities	1,128,569	(756,291)	2,676,005	–	–	(62,626)	–	–	2,985,657
Term loans	13,529,868	36,869,411	–	(279,900)	20,000,000	–	–	–	70,119,379
Amount due to Directors	532,216	(5,300)	–	–	–	–	–	–	526,916
RCULS - Liability component	4,705,726	(1,251,316)	–	–	–	–	120,511	(494,728)	3,080,193
	19,896,379	34,856,504	2,676,005	(279,900)	20,000,000	(62,626)	120,511	(494,728)	76,712,145
Company									
Financial liabilities									
Lease liabilities	–	(98,760)	647,729	–	–	–	–	–	548,969
Borrowings	1,734,900	(1,455,000)	–	(279,900)	–	–	–	–	–
Amount due to Directors	120,897	–	–	–	–	–	–	–	120,897
RCULS - Liability component	4,705,726	(1,251,316)	–	–	–	–	120,511	(494,728)	3,080,193
	6,561,523	(2,805,076)	647,729	(279,900)	–	–	120,511	(494,728)	3,750,059

(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.

NOTES TO THE FINANCIAL STATEMENTS

32. CAPITAL COMMITMENTS

	Group	
	2026 RM	2025 RM
Authorised and contracted for:		
- Freehold land	–	22,509,800
- Property, plant and equipment	9,158,740	–
- Property development expenditure under a turnkey construction agreement	152,100,000	–
	161,258,740	22,509,800

33. CONTINGENCIES

Material Litigations

(a) On 29 October 2024, 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, 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 38(a).

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 the Special Commissioners of Income Tax. Accordingly, no further provision has been made in the financial statements for the disputed assessments.

(b) During the financial year, Gather Properties Sdn. Bhd. ("the Plaintiff") commenced legal proceedings against Tinta Kaca Development Sdn. Bhd. ("TKD"), a wholly-owned subsidiary, claiming RM3,584,500 for marketing agency services rendered.

The Plaintiff was appointed pursuant to a Letter of Award dated 13 September 2023 as the exclusive marketing agent for Block A only for a period of 6 months with various condition precedent attached to it. TKD disputes the claim on the grounds that the Plaintiff failed to fulfil those conditions, as further disclosed in Note 38(e).

Based on the advice of the Group's legal counsel, the Directors are of the view that TKD has reasonable prospects of successfully defending the claim. As at the date of this report, the proceedings remain ongoing, and the Plaintiff has yet to provide all supporting documents for its claim. Consequently, the outcome of the proceedings and the amount and timing of any potential outflow of economic benefits remain uncertain. No provision has been recognised in the financial statements for the financial year ended 30 June 2026.

NOTES TO THE FINANCIAL STATEMENTS

34. 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.

(b) Significant related party transactions

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.

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:

	2026 RM	2025 RM
Group		
Transactions with companies in which certain Directors of the Company have substantial financial interest		
- Sales	6,250,000	–
- Lease expenses on office	336,000	256,445
Transactions with Directors and their close family members		
- Acquisition of freehold land and building	26,000,000	–
- Lease expenses on office	–	23,246
- Property development expenditure under a turnkey construction agreement	35,200,000	–
Company		
Transactions with subsidiary companies		
- Management fee income	14,588,064	240,000
Transactions with companies in which certain Directors of the Company have substantial financial interest		
- Lease expenses on office	240,000	120,000

NOTES TO THE FINANCIAL STATEMENTS

34. RELATED PARTY DISCLOSURES (CONT'D)

(c) Compensation of key management personnel

Remuneration of Directors and other members of key management are as follows:

	Group		Company	
	2026 RM	2025 RM	2026 RM	2025 RM
Executive Directors				
Salaries and other emoluments	1,245,600	1,495,600	–	–
Defined contribution plans	–	30,000	–	–
Share-based payment	3,556,500	–	2,214,000	–
	4,802,100	1,525,600	2,214,000	–
Non-executive Directors				
Fees and allowance				
- Current year	15,000	12,000	15,000	12,000
- Over provision in prior years	(158,000)	–	(158,000)	–
	(143,000)	12,000	(143,000)	12,000
Other key management personnel				
Salaries and other emoluments	695,671	695,671	–	–
Defined contribution plans	76,162	76,162	–	–
	771,833	771,833	–	–

NOTES TO THE FINANCIAL STATEMENTS

35. 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 and provision of land-related consultancy
Batching plant	:	Production and sale of concrete mix and other concrete
Plantation and timber services	:	Provision of site clearance, earthwork, professional 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.

35. 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
2026							
REVENUE							
Total revenue	-	241,998,304	7,139,241	–	502,869	(94,466,126)	155,174,288
RESULTS							
(Loss)/Profit from operations	(19,965)	30,929,967	1,987,896	(63,717)	2,946,958	(986,758)	34,794,381
Finance costs							(6,477,616)
Taxation							(4,127,772)
Profit for the financial year							24,188,993
OTHER INFORMATION							
Segment assets	1,484	658,955,874	4,253,786	16,000,751	568,154,843	(440,880,640)	806,486,098
Segment liabilities	443,148	571,306,471	11,060,632	11,849,970	35,214,663	(436,429,536)	193,445,348
Capital expenditure	–	27,042,878	281,820	–	67,812	–	27,392,510
Depreciation and amortisation	–	755,806	378,826	–	338,295	–	1,472,927

35. 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
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

NOTES TO THE FINANCIAL STATEMENTS

36. 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	
	2026 RM	2025 RM	2026 RM	2025 RM
At Amortised Cost				
Financial Assets				
Trade receivables	59,541,689	17,870,977	–	–
Other receivables (excluded prepayments)	20,579,377	4,580,954	1,000	-
Amount due from subsidiary companies	–	–	423,413,154	438,114,470
Fixed deposits with financial institutions	2,000	951,934	2,000	31,000
Cash and bank balances	78,531,606	67,313,365	94,127	110,966
	158,654,672	90,717,230	423,510,281	438,256,436
Financial Liabilities				
Trade payables	7,780,131	5,708,066	–	–
Other payables	7,097,602	4,595,693	624,787	555,542
Amount due to Directors	490,456	526,916	121,922	120,897
Amount due to subsidiary companies	–	–	4,651,275	9,493,421
Lease liabilities	2,799,663	2,985,657	340,803	548,969
Borrowings	133,122,046	70,119,379	–	–
RCULS - Liabilities	2,065,083	3,080,193	2,065,083	3,080,193
	153,354,981	87,015,904	7,803,870	13,799,022
At FVTPL				
Financial Assets				
Other receivables (excluded prepayments)	52,919,946	52,919,946	52,919,946	52,919,946

NOTES TO THE FINANCIAL STATEMENTS

36. 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 year.

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.

Concentration of credit risk

The Group's major concentration of credit risk related to the amount owing by 3 customers (2025: 4 customers) which constituted approximately 19% (2025: 69%) of its trade receivables as at the end of reporting date.

NOTES TO THE FINANCIAL STATEMENTS

36. 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

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			
2026			
Neither past due nor impaired	30,385,338	–	30,385,338
Past due not impaired:			
Less than 30 days	10,526,580	–	10,526,580
31 - 60 days	2,591,200	–	2,591,200
More than 90 days	16,038,571	–	16,038,571
	29,156,351	–	29,156,351
	59,541,689	–	59,541,689
Credit impaired:			
Individual impaired	237,623	(237,623)	–
	59,779,312	(237,623)	59,541,689
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

NOTES TO THE FINANCIAL STATEMENTS

36. 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 2026, trade receivables of RM29,156,351 (2025: RM3,889,461) 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 RM237,623 (2025: RM9,021,539) 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	
2026	
At 1 July	9,021,539
Impairment loss recognised	196,906
Impairment loss reversed	(2,715)
Disposal of a subsidiary company	(8,978,107)
At 30 June	237,623
2025	
At 1 July	8,978,107
Impairment loss recognised	43,432
At 30 June	9,021,539

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.

36. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

Cash and cash equivalents (Cont'd)

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

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 monitoring and 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.

Concentration of credit risk

As at 30 June 2026, the Group's other receivables include amounts of RM60,919,946 (2025: RM52,919,946) due from Data Pelita Sdn. Bhd. under the call option agreements disclosed in Notes 11(b) and 11(d), representing a significant concentration of credit risk. The Group mitigates this risk through the contractual right of set-off against the exercise price upon exercise of the respective call options. The Company's corresponding amount is RM52,919,946 (2025: RM52,919,946).

Recognition and measurement of impairment loss

Included within other receivables is an amount of RM52,919,946 (2025: RM52,919,946) classified as a financial asset measured at fair value through profit or loss ("FVTPL") arising from the Call Option Agreement disclosed in Note 11(d). 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.

NOTES TO THE FINANCIAL STATEMENTS

36. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

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 RM113,907,739 (2025: RM50,119,379), 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.

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.

36. 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					
2026					
Non-derivative financial liabilities					
Trade payables	7,780,131	–	–	7,780,131	7,780,131
Other payables	7,097,602	–	–	7,097,602	7,097,602
Amount due to Directors	490,456	–	–	490,456	490,456
Lease liabilities	1,283,878	1,732,474	71,651	3,088,003	2,799,663
Borrowings	25,689,196	120,311,234	17,044,150	163,044,580	133,122,046
RCULS - Liabilities	1,716,246	1,144,164	–	2,860,410	2,065,083
	44,057,509	123,187,872	17,115,801	184,361,182	153,354,981
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
RCULS - Liabilities	1,754,359	2,339,145	–	4,093,504	3,080,193
	61,771,258	25,003,517	6,907,477	93,682,252	87,015,904

36. 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	Total contractual cash flows RM	Total carrying amount RM
Company				
2026				
Non-derivative financial liabilities				
Other payables	624,787	–	624,787	624,787
Amount due to Directors	121,922	–	121,922	121,922
Amount due to subsidiary companies	4,651,275	–	4,651,275	4,651,275
Lease liabilities	240,000	120,000	360,000	340,803
RCULS - Liabilities	1,716,246	1,144,164	2,860,410	2,065,083
Financial guarantee*	113,907,739	–	113,907,739	–
	121,261,969	1,264,164	122,526,133	7,803,870
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
RCULS - Liabilities	1,754,359	2,339,145	4,093,504	3,080,193
Financial guarantee*	50,119,379	–	50,119,379	–
	62,283,598	2,699,145	64,982,743	13,799,022

* *Based on the maximum amount that can be called for under the financial guarantee contract.*

NOTES TO THE FINANCIAL STATEMENTS

36. 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	
	2026 RM	2025 RM	2026 RM	2025 RM
Fixed rate instruments				
Financial assets				
Fixed deposits with financial institutions	2,000	951,934	2,000	31,000
Financial liabilities				
Lease liabilities	2,799,663	2,985,657	340,803	548,969
Floating rate instruments				
Financial liabilities				
Term loans	79,109,899	43,076,793	–	–
Bridging loans	54,012,147	27,042,586	–	–
	133,122,046	70,119,379	–	–

NOTES TO THE FINANCIAL STATEMENTS

36. 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

Fair value sensitivity analysis for fixed rate instruments

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.

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 profit/(loss) before tax by RM1,331,220 (2025: RM701,194), 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.

36. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value of financial instruments (Cont'd)

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				Fair value of financial instruments not carried at fair value				Total fair value	Carrying amount
	Level 1 RM	Level 2 RM	Level 3 RM	Total RM	Level 1 RM	Level 2 RM	Level 3 RM	Total RM	RM	RM
Group										
2026										
Financial assets										
Trade receivables	–	–	–	–	–	–	15,160,251	15,160,251	15,160,251	15,160,251
Other receivables	–	–	52,919,946	52,919,946	–	–	–	–	52,919,946	52,919,946
2025										
Financial assets										
Trade receivables	–	–	–	–	–	–	13,981,516	13,981,516	13,981,516	13,981,516
Other receivables	–	–	52,919,946	52,919,946	–	–	–	–	52,919,946	52,919,946
Company										
2026										
Financial assets										
Other receivables	–	–	52,919,946	52,919,946	–	–	–	–	52,919,946	52,919,946
2025										
Financial assets										
Other receivables	–	–	52,919,946	52,919,946	–	–	–	–	52,919,946	52,919,946

The fair value of the other receivables at FVTPL is determined by reference to the fair value of the 49% equity interest in TAK, as disclosed in Note 11(d). The significant unobservable inputs are the projected development cash flows and the discount rates. An increase in the discount rates would result in a decrease in the fair value, and vice versa. As the Advance Sum is refundable if the call option is not exercised, a reasonably possible change in these inputs is not expected to result in a fair value significantly lower than its carrying amount, subject to the credit risk of DPSB.

NOTES TO THE FINANCIAL STATEMENTS

36. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value of financial instruments (Cont'd)

The following table shows a reconciliation from the opening balance to the closing balance for Level 3 fair value:

	Group and Company	
	2026	2025
	RM	RM
At 1 July	52,919,946	–
Addition	–	52,919,946
At 30 June	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.

(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.

37. 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.

NOTES TO THE FINANCIAL STATEMENTS

37. CAPITAL MANAGEMENT (CONT'D)

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	
	2026 RM	2025 RM	2026 RM	2025 RM
Total borrowings	135,921,709	73,105,036	340,803	548,969
Less: Deposits, bank and cash balances	(78,533,606)	(68,265,299)	(96,127)	(141,966)
Net debts	57,388,103	4,839,737	244,676	407,003
Total equity	613,040,750	573,049,542	526,195,852	507,488,910
Gearing ratio	0.094	0.008	0.000	0.001

There were no changes in the Group's approach to capital management during the financial year.

38. MATERIAL LITIGATIONS

(a) 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

On 29 October 2024, 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 Company submitted Form Q, which have been forwarded to the SCIT. The next case management is scheduled on 12 January 2027 to update the SCIT on the status of JR Application. The hearing for leave to commence the Judicial Review is fixed on 20 October 2026.

The Company recognised a provision of RM11,460,621 in financial year 2024 based on its assessment of the facts and circumstances prevailing at that time. The provision remained unchanged as at 30 June 2026. The remaining balance of the Assessments is disclosed as a contingent liability in Note 33, given the ongoing legal proceedings and the Company's strong technical grounds to contest the Assessments.

NOTES TO THE FINANCIAL STATEMENTS

38. MATERIAL LITIGATIONS (CONT'D)

(b) 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. ("TP"), 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.

On 9 January 2026, the Judgement Debtor commenced proceeding vide Suit No: WA-22NCVC-10-01/2026, inter alia, seeking various declarative relief that he does not owe TP any sums. The Judgement Debtor claim for declarative relief has no legal basis and is being challenged. As at the date of this report, the matter is still pending.

(c) 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.

(d) Perunding PAC Sdn. Bhd. (the "Plaintiff") against Tinta Kaca Development Sdn. Bhd. (the "Defendant" or "TKD")

The Plantiff commenced a claim vide Suit No: WA-A52-59-03/2025 against TKD, for RM203,904 in respect of mechanical electrical engineering consultancy services.

TKD disputes the claim on the grounds that, among other matters, the Plaintiff allegedly failed to obtain the necessary prior approval from the relevant authority and comply with the Uniform Building By-Laws in relation to the location of the wet riser at the project.

As a result of the non-compliance, TKD incurred substantial losses in obtaining the necessary approval and demolishing and reconstructing the wet riser. Accordingly, TKD has filed a Defence and Counterclaim for RM1,000,000.

As at the date of this report, both parties are seeking an amicable resolution. The exchange of supporting documents remains ongoing, and the Plaintiff has yet to provide all documents supporting its claim.

NOTES TO THE FINANCIAL STATEMENTS

38. MATERIAL LITIGATIONS (CONT'D)

(e) Gather Properties Sdn. Bhd. (the "Plaintiff") against Tinta Kaca Development Sdn. Bhd. (the "Defendant" or "TKD")

The Plaintiff commenced a claim vide Suit No: WA-22NCC-134-02/2026 against TKD for services rendered as marketing agents for a total sum of RM3,584,500.

The claim is disputed, *inter alia*, as the Plaintiff was appointed pursuant to a Letter of Award dated 13 September 2023 as the exclusive marketing agents of Block A only for a period of 6 months with various condition precedent attached to it.

TKD maintains that the Plaintiff failed to fulfil the conditions precedent within the stipulated contractual period. Previous attempts by TKD to renegotiate the terms following the expiry of that period were unsuccessful. Accordingly, TKD has filed a Defence, and the proceedings remain ongoing.

As at the date of this report, both parties are seeking an amicable resolution. The exchange of supporting documents remains ongoing, and the Plaintiff has yet to provide all documents supporting its claim.

(f) Recast Resources (the "Plaintiffs") against Kejuruteraan TWL Sdn. Bhd. (the "Defendant" or "KT")

The Plaintiff commenced legal proceedings against KT under Suit No. WA-A52C-71-11/2025, claiming RM137,411.91 pursuant to a Letter of Award dated 11 March 2024 for the supply of manpower.

KT disputes the claim on grounds including delays in the provision of manpower and immigration and safety issues relating to the personnel supplied, which allegedly resulted in losses and fines imposed on KT by the relevant authorities. KT also disputes the amount claimed, as it does not reflect certain payments already made.

Accordingly, KT has filed a Defence and pleaded a set-off.

As at the date of this report, both parties are seeking an amicable resolution. The exchange of supporting documents remains ongoing, and the Plaintiff has yet to provide all documents supporting its claim.

39. SIGNIFICANT EVENT

(a) On 21 November 2025, a wholly-owned subsidiary, TWL Resources Sdn. Bhd. ("TR"), entered into a sale and purchase agreement with Loke Wan Yat Realty Sdn. Bhd. ("Vendor") to acquire six adjoining two-storey pre-war shoplots for a total purchase consideration of RM14,400,000. As at the financial year-end, TR had paid deposits totalling RM5,241,260. The remaining purchase consideration was settled in full subsequent to the financial year-end and before the date of this report.

The Vendor granted a Power of Attorney to TR on 21 November 2025. As at the date of this report, management considers the acquisition completed as all conditions precedent have been fulfilled and the purchase consideration has been fully settled. However, the property titles have yet to be transferred to TR.

NOTES TO THE FINANCIAL STATEMENTS

39. SIGNIFICANT EVENT (CONT'D)

(b) On 29 June 2026, a wholly-owned subsidiary, TWL Builders Sdn Bhd ("TB"), entered into a termination agreement with Pentas Irama Sdn. Bhd. ("PISB"), Elitprop Sdn. Bhd. ("ESB"), and Greatprop Development Sdn. Bhd. ("GDSB"), to terminate the Joint Venture Agreements dated 9 January 2013, 17 January 2013 and 12 June 2014, respectively. For the development of residential and commercial projects on land held under GM1388 (Lot 1887), GM 231 (Lot 1889) and GM 1927 (Lot 1888) Klang, Selangor, respectively.

Under the termination arrangement, the total amount refundable to TB was RM121,582,205, comprising approximately RM95.61 million in consideration paid for land entitlement attributable to the three joint venture parties and RM25.97 million in development costs incurred by TB.

The refundable amount was partially settled through cash refunds totalling RM16,582,205 and debt novation arrangements totalling RM103,200,000. Under these arrangements, Lam Boon Ling assumed the repayment obligations of PISB, ESB and GDSB amounting to RM103,200,000, as detailed in the table below.

	RM
Total refundable amount	121,582,205
Less: Cash refund received	(16,582,205)
	105,000,000
Less: Settlement through debt novation	
Acquisition of freehold land and building (Note 4)	(26,000,000)
Acquisition of an associate - Fairise Odyssey (M) Sdn. Bhd. (Note 8)	(42,000,000)
Prepayment for a turnkey project (Note 11(a))	(35,200,000)
Remaining balance	1,800,000

As at the date of this report, the remaining balance of RM1,800,000 had been received in full.

40. SUBSEQUENT EVENT

(a) On 15 July 2026, KT ("Defendant") was served with a claim by Doka Formworks Malaysia Sdn Bhd ("Plaintiff") under Suit No: WA-B52NCVC-335-07/2026 for a total sum of RM913,352.36 in respect of goods and services delivered pursuant to a proposal accepted on 23 April 2025.

The claim is disputed as, among others, there are the following issues pursuant to the said contract:
(1) the actual date of commencement of utilisation of formworks;
(2) the actual utilisation period of the formworks;
(3) whether the quantity of the alleged damaged, lost and/or refurbished formworks/goods as billed have been agreed between parties as stipulated in the contract;
(4) delay in the delivery of the formworks where time is of the essence;
(5) penalties for late deliveries and compensation; and
(6) whether the Defendant was entitled to some discount pursuant to the said contract.

Accordingly, KT has filed a Defence and Counterclaim, inter alia claiming a sum of RM3,220,000 in damages for late delivery.

As at the date of this report, both parties are seeking an amicable resolution. The exchange of supporting documents remains ongoing, and the Plaintiff has yet to provide all documents supporting its claim.

NOTES TO THE FINANCIAL STATEMENTS

40. SUBSEQUENT EVENT (CONT'D)

(b) On 4 September 2026, KT was served with a claim by Maxim Resources Sdn. Bhd. ("Plaintiff") under Suit No: WA-A52NCC-4551-09/2026 for RM197,814.91 in respect of goods sold and delivered between May and Sept 2025.

KT filed a Memorandum of Appearance on 14 September 2026. The deadline for filing its Defence was 29 September 2026.

(c) On 14 September 2026, TP, entered into a supplementary agreement with Data Pelita Sdn. Bhd. ("DPSB") to revise the exercise price from RM8,000,000 to RM6,800,000. Under the supplementary agreement, DPSB was required to refund RM1,200,000 to TP. All other terms and conditions of the original Call Option Agreement remain unchanged.

On 9 October 2026, TP and DPSB agreed, by way of an extension letter, to extend the Unconditional Date under the Call Option Agreement by a further year.

As at the date of this report, TP had received the refund of RM1,200,000.

41. COMPARATIVE INFORMATIVE

The comparative diluted earnings per share for the financial year ended 30 June 2025 has been restated from 0.59 sen to 0.53 sen to include the dilutive effect of the RCULS, which was previously excluded, in accordance with MFRS 133 Earnings per Share. The restatement has no effect on the Group's profit, basic earnings per share, financial position or cash flows.

42. 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 19 October 2026.

DISCLOSURE OF FINANCIAL DATA FOR SHARIAH SCREENING

Pursuant to Paragraph 9.25A of Main Market Listing Requirements, below are the financial data that are relevant for purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia. These include financial data on Shariah non-permissible income arising from the Group's business activities and interest based financial position

(A) Group Total Income and Total Assets

	Group	
	2026 (RM)	**2025 (RM)**
Total Income		
Revenue	154,671,149	99,591,999
Interest Income	502,869	464,662
Total	155,174,288	100,056,661
Total Asset	**806,486,098**	**696,015,737**

(B) Business Activties

Shariah Non-Compliant Activities		
Interest Income	502,869	464,662
Total	502,869	464,662

(C) Component of Financial Position

(i) Cash Component

Islamic Accounts/Instruments		
Cash at bank (exclude cash in hand)	20,650,847	–
Deposit with licensed bank	–	296,848
Total	20,650,847	296,848
Conventional Accounts/Instruments		
Cash at bank (exclude cash in hand)	55,295,171	66,650,287
Cash held under Conventional Housing Development Accounts	2,585,588	663,078
Deposit with licensed bank	2,000	655,086
Total	57,882,759	67,968,451

(ii) Debt Component

Conventional Borrowing		
Current		
Bank borrowings	16,847,641	46,866,498
Hire purchase payables	491,073	1,855,332
Non-Current		
Bank borrowings	116,274,405	23,252,881
Hire purchase payables	258,693	–
Total	133,871,812	71,974,711

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	35,425,332	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)
Lot No 92355 Mukim Damansara, Daerah Petaling Negeri Selangor	Vacant Development Land	Freehold	NA	3.544 hectare	39,942,783	4 August 2022 (A)
Lot 118247 & 118248, Mukim Petaling Tempat Kuyow, Mukim Petaling, Daerah Petaling, Negeri Selangor	Vacant Development Land	Freehold	NA	0.9694 hectare	26,840,221	3 October 2025 (A)

SHAREHOLDINGS ANALYSIS

BY SIZE OF SHAREHOLDINGS AS AT 12 OCT 2026

Issued Share Capital :
Ordinary Shares Class of shares :
Voting Rights :

DISTRIBUTIONS OF SHAREHOLDINGS

Size of shareholdings	No. of Holders		No. of Shares		%	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less Than 100	514	9	22,821	275	0.00	0.00
100–1,000	1,357	12	611,065	6,950	0.01	0.00
1,001–10,000	1,691	15	8,569,564	58,800	0.13	0.00
10,001–100,000	2,460	17	108,025,360	623,010	1.62	0.01
100,001and below 5%	1,226	16	5,536,728,694	13,093,700	83.00	0.20
5% and above	2	0	1,002,805,000	0	15.03	0.00
Total	7,250	69	6,656,762,504	13,782,735	99.79	0.21

SUBSTANTIAL SHAREHOLDERS

SHAREHOLDERS	SHAREHOLDINGS	%
KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LOW SWEE FOONG	516,232,700	7.74
KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TWL CAPITAL BERHAD	486,572,300	7.29

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	4,975,800	716,975,947	721,951,747	10.82
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		**12,407,475**	**716,975,947**	**729,383,422**	**10.93**

SHAREHOLDINGS ANALYSIS

LIST OF TOP 30 LARGEST SHAREHOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1.	KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LOW SWEE FOONG	516,232,700	7.74
2.	KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TWL CAPITAL BERHAD	486,572,300	7.29
3	KOK CHEE HONG	220,220,000	3.30
4	RHB NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	197,827,975	2.97
5	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE	181,101,273	2.71
6	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	175,181,661	2.63
7	KALIBER CEMERLANG SDN BHD	172,000,000	2.58
8	NG WAI YUAN	168,332,000	2.52
9	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR GAN BOON TIAN	160,000,000	2.40
10	PUBLIC NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR KOH POH SENG	156,500,000	2.35
11	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG	146,385,000	2.19
12	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR LEONG KIM FONG	120,000,000	1.80
13	TASEC NOMINEES (TEMPATAN) SDN BHD - TA FIRST CREDIT SDN BHD FOR SEK CHIAN NEE	119,700,000	1.79
14	M & A NOMINEE (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR CHEW HUN SENG	118,000,000	1.77
15	APEX NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	113,336,411	1.70
16	TASEC NOMINEES (TEMPATAN) SDN BHD - TA FIRST CREDIT SDN BHD FOR TAN WEI LIAN	110,000,000	1.65
17	KALIBER CEMERLANG SDN BHD	102,500,000	1.54
18	S.MANIARASAN A/L SINNIAH	100,920,000	1.51
19	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GAN BOON TIAN	100,000,000	1.50
20	LOW HON LAI	100,000,000	1.50
21	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	99,500,000	1.49
22	TA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DATA PELITA SDN BHD	86,915,800	1.30
23	TA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOW SWEE FOONG	82,386,859	1.24
24	KOK JIA ZHENG	77,703,113	1.16

SHAREHOLDINGS ANALYSIS

LIST OF TOP 30 LARGEST SHAREHOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
25	M & A NOMINEE (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LEE PEI MEI	75,500,000	1.13
26	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	70,000,000	1.05
27	TEE MENG FEE	70,000,000	1.05
28	CGS INTERNATIONAL NOMINEES PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE	69,949,434	1.05
29	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR WAI CHOO	66,900,000	1.00
30	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR RICKOH CORPORATION SDN BHD	65,000,000	0.97
	TOTAL	**4,328,664,526**	**64.89**

ANALYSIS OF RCULS HOLDERS HOLDINGS

BY SIZE OF SHAREHOLDINGS AS AT 12 OCT 2026

ANALYSIS OF SIZE OF REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS") HOLDINGS 2023/2028 AS AT 12 OCTOBER 2026 AS PER THE RECORD OF DEPOSITER.

Total number of issued	:
Conversion Price of RCULS	:
Expiry Date of RCULS	:
No. of RCULS Holders	:

DISTRIBUTION OF RCULS HOLDERS HOLDINGS AS AT 12 OCTOBER 2026

Size of shareholdings	No. of Holders		No. of RCULS		%	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less Than 100	10	0	390	0	0.00	0.00
100-1,000	26	1	12,243	800	0.00	0.00
1,001-10,000	52	1	308,767	2,000	0.03	0.00
10,001-100,000	138	2	6,462,417	122,360	0.57	0.01
100,001 and below 5%	139	1	524,740,749	200,000	46.66	0.02
5% and above	4	0	592,855,313	0	52.71	0.00
Total	369	5	1,124,379,879	325,160	99.97	0.03

DIRECTORS' INTEREST IN RCULS AS AT 12 OCTOBER 2026

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	–	1,800,000	1,800,000	0.16
2.	Tan Lee Chin	–	–	–	–
3.	Rithauddin Hussein Jamalatiff Bin Jamaluddin	–	–	–	–
4.	Leonard Lim Weng Leong	–	–	–	–
5.	S. Nagaraju A/L Sinniah	–	–	–	–
Total		**–**	**1,800,000**	**1,800,000**	**0.16**

ANALYSIS OF RCULS HOLDERS HOLDINGS

LIST OF TOP 30 LARGEST RCULS HOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1	KOK CHEE HONG	259,170,100	23.04
2	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOK JIA ZHENG	153,385,213	13.64
3	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GOH BOON SOO @ GOH YANG ENG1	110,000,000	9.78
4	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR WAI CHOO	70,300,000	6.25
5	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	51,902,400	4.61
6	TI LIAN KER	51,127,700	4.55
7	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR RICKOH CORPORATION SDN BHD	50,000,000	4.45
8	LOW HON LAI	50,000,000	4.45
9	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	42,000,000	3.73
10	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG	40,000,000	3.56
11	GOH BOON SOO @ GOH YANG ENG	35,000,000	3.11
12	KINGSLEY LIM FUNG WANG	30,650,000	2.73
13	KOH KIN LIP	26,000,000	2.31
14	LEE ZHOU YI	12,200,050	1.08
15	HLIB NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TOH POEY GEE	11,794,400	1.05
16	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH CHEN FOONG	10,000,000	0.89
17	TI LIAN MENG	10,000,000	0.89
18	MAK HON LEONG	9,195,800	0.82
19	SIOW CHEE MING	8,585,400	0.76
20	CHAN KWAI MENG	6,100,000	0.54
21	LIEW AH ONN	5,500,000	0.49
22	SARASWATHY A/P MOHAN	5,000,000	0.44
23	VIVEKANANDA A/L SUBRAMANIAM	4,000,000	0.36
24	TAN HUNG CHEW SDN BHD	3,000,000	0.27
25	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LIEW AH ONN	2,478,500	0.22
26	OOI PHUAY GIM	2,379,700	0.21
27	TOK SOON HING	2,320,000	0.21
28	WONG PIANG YOONG	2,300,000	0.20
29	CHAN LAI LING	2,100,000	0.19
30	LIM KIM LEONG	2,000,000	0.18
	TOTAL	**1,068,489,263**	**95.00**

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE IS HERE BY GIVEN THAT the 30th 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 Tuesday, 08th December 2026 at 11:00 a.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**
   To lay and receive the Audited Financial Statements for the financial year ended 30th June 2026 together with the Reports of the Directors and Auditors thereon — **For compliance only, no voting required.**

2. **Election of Director**
   THAT re-election of the Executive Chairman, Dato' Tan Wei Lian, who retires in accordance with Article 95 of the Constitution of the Company, be hereby approved. — **Ordinary Resolution 1**

3. **Election of Director**
   THAT re-election of the Managing Director, Tan Lee Chin, who retires in accordance with Article 101 of the Constitution of the Company, be hereby approved. — **Ordinary Resolution 2**

4. **Appointment of auditors**
   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 2027 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. — **Ordinary Resolution 3**

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**
   THAT approval be given for the payment of Directors' meeting allowance of up to RM150,000.00 (2025 : RM150,000.00) for the period from this AGM until the next AGM to be held in year 2027 and be payable after the meeting in arrears. — **Ordinary Resolution 4**

6. **Allotment of shares or grant of rights approval pursuant to Sections 75 and 76 of the Companies Act 2016 respectively**
   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**"). — **Ordinary Resolution 5**

NOTICE OF 30TH ANNUAL GENERAL MEETING

7. Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 6

THAT approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for the day-to-day operations as set out in 2.3 Part A of the Circular to Shareholders dated 6 November 2026 which are of a revenue or trading nature and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 2016 ("Act"), the Company's Constitution and all other applicable laws, guidelines, rules and regulations.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until: -

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or

(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

8. Mandate for renewal of share buy back authority

Ordinary Resolution 7

THAT subject to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company **PROVIDED THAT**:-

(a) the aggregate number of shares in the Company ("TWL Shares") which may be purchased and/or held by the Company shall not exceed ten percentum (10%) of the total number of issued shares of the Company at any point of time, subject to a restriction that the share capital of the Company does not fall below the applicable minimum share capital requirements of the Main Market Listing Requirements of Bursa Securities;

(b) the maximum funds to be allocated by the Company for the purpose of purchasing the TWL Shares shall not exceed the Company's retained profits at any point of time;

NOTICE OF 30TH ANNUAL GENERAL MEETING

(c) the authority conferred by this resolution will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until: -

(i) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by Ordinary Resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or

(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or

(iii) revoked or varied by Ordinary Resolution passed by the shareholders of the Company in a general meeting, whichever occurs first; and

(d) upon completion of the purchase(s) of the TWL Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the TWL Shares so purchased or to retain the TWL Shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act), or to retain part of the TWL Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of the TWL Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.

By Order of the Board
TWL HOLDINGS BERHAD

Company Secretary
HENG CHIANG POOH FCIS (CS) (CGP)
MAICSA 7009923

Kuala Lumpur

Dated : 06.11.2026

Notes

1. *Only a depositor whose name appears in the Record of Depositors on 30.11.2026 ("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.*

NOTICE OF 30TH ANNUAL GENERAL MEETING

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 situated at 4th Floor, Wisma TWL, No.19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (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 forty-eight (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 AGM 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 30TH 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
Dato' Tan Wei Lian (Executive Chairman)	Page 20
Tan Lee Chin (Managing Director)	Page 20

Details of directors' attendance at Board Meetings are set out in the Statement of Corporate Governance on page 69 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.

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.

STATEMENT ACCOMPANYING NOTICE OF 30TH ANNUAL GENERAL MEETING

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 29th Annual General Meeting of the Company held on 10th December 2025 (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 ten percentum (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.

7. SPECIAL BUSINESS – ORDINARY RESOLUTION 6

The Ordinary Resolution 6, if passed, will give mandate to the Group to enter into recurrent related party transactions of a revenue or trading nature, details of which are set out in Section 2.3, Part A of the Circular/Statement to Shareholders dated 06 November 2026. This mandate shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Further information on the Proposed RRPT Mandate is set out in Circular/Statement to Shareholders dated 06 November 2026.

8. SPECIAL BUSINESS – ORDINARY RESOLUTION 7

The Ordinary Resolution 7, if passed, will provide a renewed mandate for the Company to purchase its own ordinary shares up to ten percent (10%) of the total number of issued shares of the Company and shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Further information on the Proposed Share Buy Back Authority is set out in Circular/Statement to Shareholders dated 5th June 2026.

ADMINISTRATIVE GUIDE FOR THE THIRTIETH

ANNUAL GENERAL MEETING (30TH AGM")

Date : Tuesday, 08 December 2026
Time : 11.00 a.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 10:00 a.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 30th 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 30th 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 30th 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 30th 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 30th 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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PROXY FORM

CDS Account No.	
No. of Shares held	

TWL HOLDINGS BERHAD
[Registration No. 199401039944 (325631-V)]
(Incorporated in Malaysia)

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 Tuesday, 08th December 2026 at 11:00 a.m., and to vote as indicated below:-

No	Resolutions	Agenda	For	Against
1.	Laying of audited financial statements for the year ended 30.06.2026.	**(No voting)**	**N/A**	**N/A**
2.	To re-elect Dato' Tan Wei Lian (Executive Chairman)	**(Resolution 1)**		
3.	To re-elect Tan Lee Chin (Managing Director)	**(Resolution 2)**		
4.	To appoint Messrs 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)**		
7.	Mandate for Recurring Related Parties Transactions	**(Resolution 6)**		
8.	Mandate for share buy back	**(Resolution 7)**		

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 30th November 2026("General Meeting Record of Depositors") shall be entitled to attend and speak at the AGMs.*
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 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 AGM 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)
1st - 4th Floor Wisma TWL, No. 19, Jalan Melaka, 50100 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
T : +603 2733 0038 **F :** +603 2733 0037 **E :** twl@twlholdings.com.my

www.twlholdings.com.my