



# Annual Report 2024

**TWL HOLDINGS BERHAD**

[Registration Number: 199401039944 (325631-v)]

# 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.

## 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.

# MISSION

## CULTIVATE LONG-TERM VALUE

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

## 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.

# TABLE OF CONTENTS

## 01 OVERVIEW

Corporate Information	3
On Going Project	5
Upcoming Affordable Housing Project	7
Future Project	10
Plantation & Timber	13
Batching Plant	14
Corporate Structure	15
Financial Highlights	16

## 02 LEADERSHIP

Executive Chairman's Statement	17
Directors' Profile	19
Key Personnel Management Team	24

## 03 PERSPECTIVES

Management Discussion & Analysis	25
Awards & Accolades	34
Sustainability Report	35
Statement of Directors' Responsibilities	59

## 04 GOVERNANCE

Statement on Corporate Governance	60
Audit Committee Report	73
Additional Compliance Information	76

## 05 FINANCIAL STATEMENTS

Directors' Report	80
Statement by Directors	86
Statutory Declaration	86
Independent Auditors' Report	87
Statements of Financial Position	91
Statements of Profit or Loss and Other Comprehensive Income	93
Statements of Changes In Equity	94
Statements of Cash Flows	97
Notes to the Financial Statements	100

## 06 ADDITIONAL INFORMATION

List of Properties of the Group	161
Shareholdings Analysis	162
Analysis of Warrant Holdings	165
Analysis of Rculs Holders Holdings	167
Notice of 28th Annual General Meeting	169
Statement Accompanying Notice of 28th Annual General Meeting	171
28th Annual General Meeting Administrative Details	173
Proxy Form	

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Dato' Tan Wei Lian

*Executive Chairman*

### Tan Lee Chin

*Managing Director*

### S Nagaraju A/L Sinniah

*Independent Non-Executive Director*

### Rithauddin Hussein

### Jamalattiff bin Jamaluddin

*Independent Non-Executive Director  
(appointed on 21.11.2023)*

### Chua Eng Chin

*Non-Independent Non-Executive  
Director*

### Datin Sek Chian Nee

*Executive Director  
(resigned on 28.08.2024)*

### Low Boon Chin

*Independent Non-Executive Director  
(resigned on 27.08.2024)*

### Dato' Zainol Abidin Bin Mohamed

*Independent Non-Executive Director  
(resigned on 19.07.2024)*

## AUDIT COMMITTEE

### S Nagaraju A/L Sinniah (Chairman)

*(Independent Non-Executive Director)*

### Chua Eng Chin

*(Non-Independent Non-Executive  
Director)*

### Rithauddin Hussein Jamalattiff bin Jamaluddin

*(Independent Non-Executive Director)  
(appointed on 28.08.2024)*

### Low Boon Chin

*(Independent Non-Executive Director)  
(resigned on 27.08.2024)*

## EMPLOYEE SHARE OPTION SCHEME ("ESOS") COMMITTEE

### S Nagaraju A/L Sinniah (Chairman)

*(Independent Non-Executive Director)*

### Rithauddin Hussein Jamalattiff bin Jamaluddin

*(Independent Non-Executive Director)  
(appointed on 28.08.2024)*

### Tan Lee Chin

*(Managing Director)*

### Low Boon Chin

*(Independent Non-Executive Director)  
(resigned on 27.08.2024)*

## NOMINATION COMMITTEE

### S Nagaraju A/L Sinniah (Chairman)

*(Independent Non-Executive Director)*

### Chua Eng Chin

*(Non-Independent Non-Executive  
Director)*

### Rithauddin Hussein Jamalattiff bin Jamaluddin

*(Independent Non-Executive Director)  
(appointed on 28.08.2024)*

### Low Boon Chin

*(Independent Non-Executive Director)  
(resigned on 27.08.2024)*

## REMUNERATION COMMITTEE

### S Nagaraju A/L Sinniah (Chairman)

*(Independent Non-Executive Director)*

### Chua Eng Chin

*(Non-Independent Non-Executive  
Director)*

### Rithauddin Hussein Jamalattiff bin Jamaluddin

*(Independent Non-Executive Director)  
(appointed on 28.08.2024)*

### Low Boon Chin

*(Independent Non-Executive Director)  
(resigned 27.08.2024)*

## RISK MANAGEMENT COMMITTEE

### S Nagaraju A/L Sinniah (Chairman)

*(Independent Non-Executive Director)*

### Tan Lee Chin

*(Managing Director)*

### Rithauddin Hussein Jamalattiff bin Jamaluddin

*(Independent Non-Executive Director)  
(appointed on 28.08.2024)*

### Low Boon Chin

*(Independent Non-Executive Director)  
(resigned 27.08.2024)*

## SECRETARY

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

*(MAICSA7009923)*

## REGISTRAR

### Bina Management (M) Sdn Bhd

197901005880 (50164-V)

Lot10, The Highway Centre,  
Jalan 51/205,

46050 Petaling Jaya, Selangor.

Tel No : 03-7784 3922

Fax No : 03-7784 1988

## AUDITORS

UHY Malaysia (AF1411)

(formerly known as UHY)

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

Ambank (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

Unit No. T3-13A-20,

Level 13A, Menara 3, 3 Towers,

No.296, Jalan Ampang,

50450 Kuala Lumpur.

Tel No : 03-2733 0038

Fax No : 03-2733 0037



## ON GOING PROJECT

### TELARIS ALAM IMPIAN

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

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



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

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



## ON GOING PROJECT

### PANGSAPURI HARMONI TWL TAMAN PINGGIRAN USJ

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

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

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





## UPCOMING AFFORDABLE HOUSING PROJECTS



### TWL ALAM IMPIAN, SHAH ALAM

#### Taman Alam Impian, Shah Alam

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

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

## UPCOMING AFFORDABLE HOUSING PROJECTS



### PANGSAPURI GEMILANG TWL

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

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

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



## UPCOMING AFFORDABLE HOUSING PROJECTS

### RESIDENSI SEMARAK MADANI, PUTRA HEIGHTS

#### PUTRA HEIGHTS

The Group's next affordable housing initiative is in Putra Heights, featuring the development of 1,401 units on freehold land covering 8.75 acres in Putra Heights, Selangor.

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

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



## UPCOMING AFFORDABLE HOUSING PROJECTS

### SUNGAI BULOH

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

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



### FUTURE PROJECTS

#### 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.





## FUTURE PROJECTS

### THE ASTER RESIDENCE - CHERAS

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

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

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





## FUTURE PROJECTS

### BANGSAR SOUTH LUXURY CONDOMINIUM PROJECT

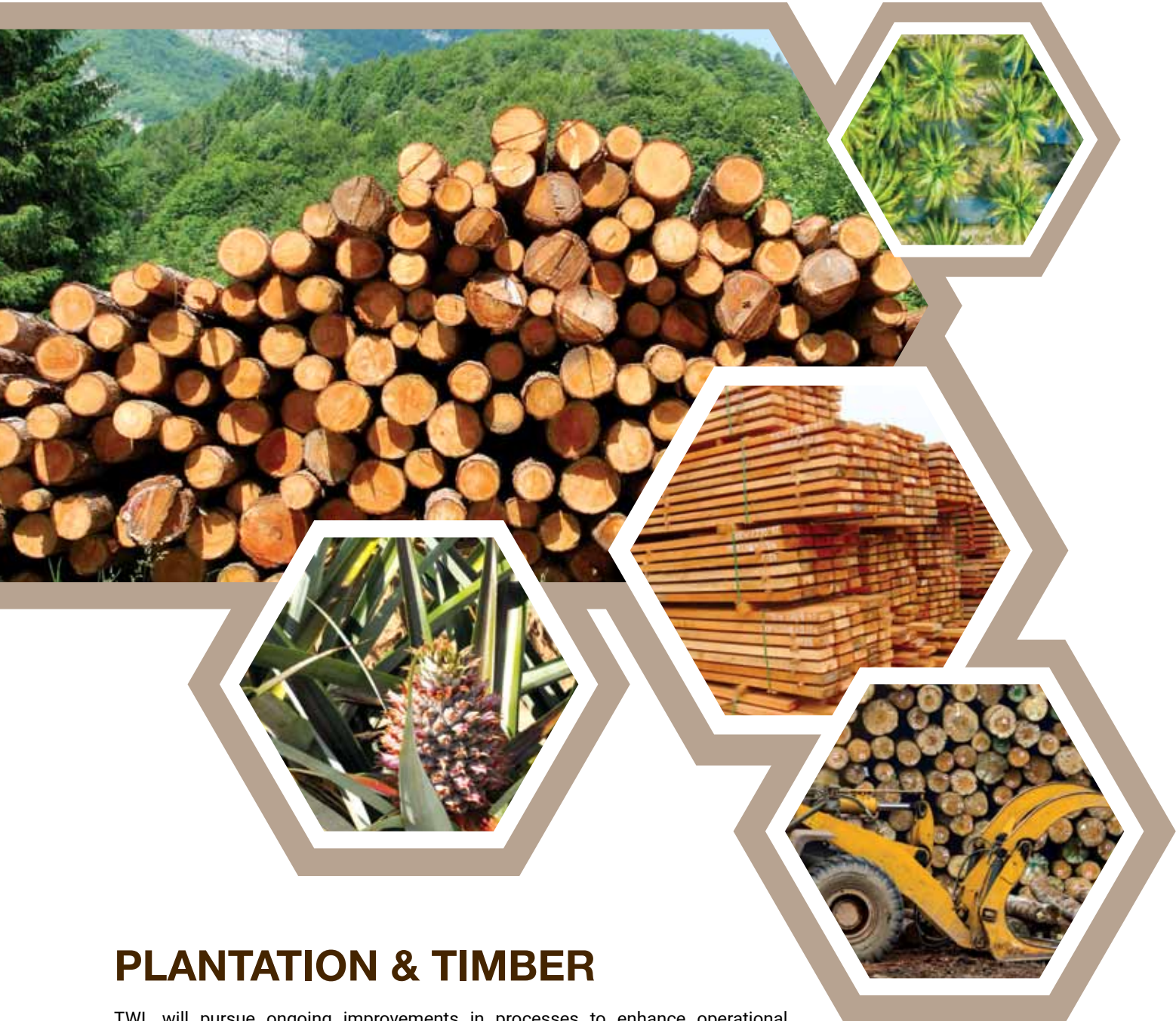
**The Bangsar South Luxury Condominium Project** embodies a contemporary lifestyle concept, located on approximately 2 acres of prime freehold land in the rapidly growing satellite town of Bangsar South, Kuala Lumpur. This luxurious condominium development features two blocks with a total of 206 units,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

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

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



## PLANTATION & TIMBER



## PLANTATION & TIMBER

TWL will pursue ongoing improvements in processes to enhance operational efficiency, productivity, and product quality, aiming to reduce overall costs and boost profit margins in the manufacturing sector. The Group plans to streamline its timber log trading activities by exploring timber concessions that can generate profits and present opportunities for further growth.

The Group will also continue its rationalization efforts in manufacturing and log trading activities to streamline operations, effectively navigating the challenging operating environment and minimizing potential adverse impacts.



# BATCHING PLANT

## BATCHING PLANT

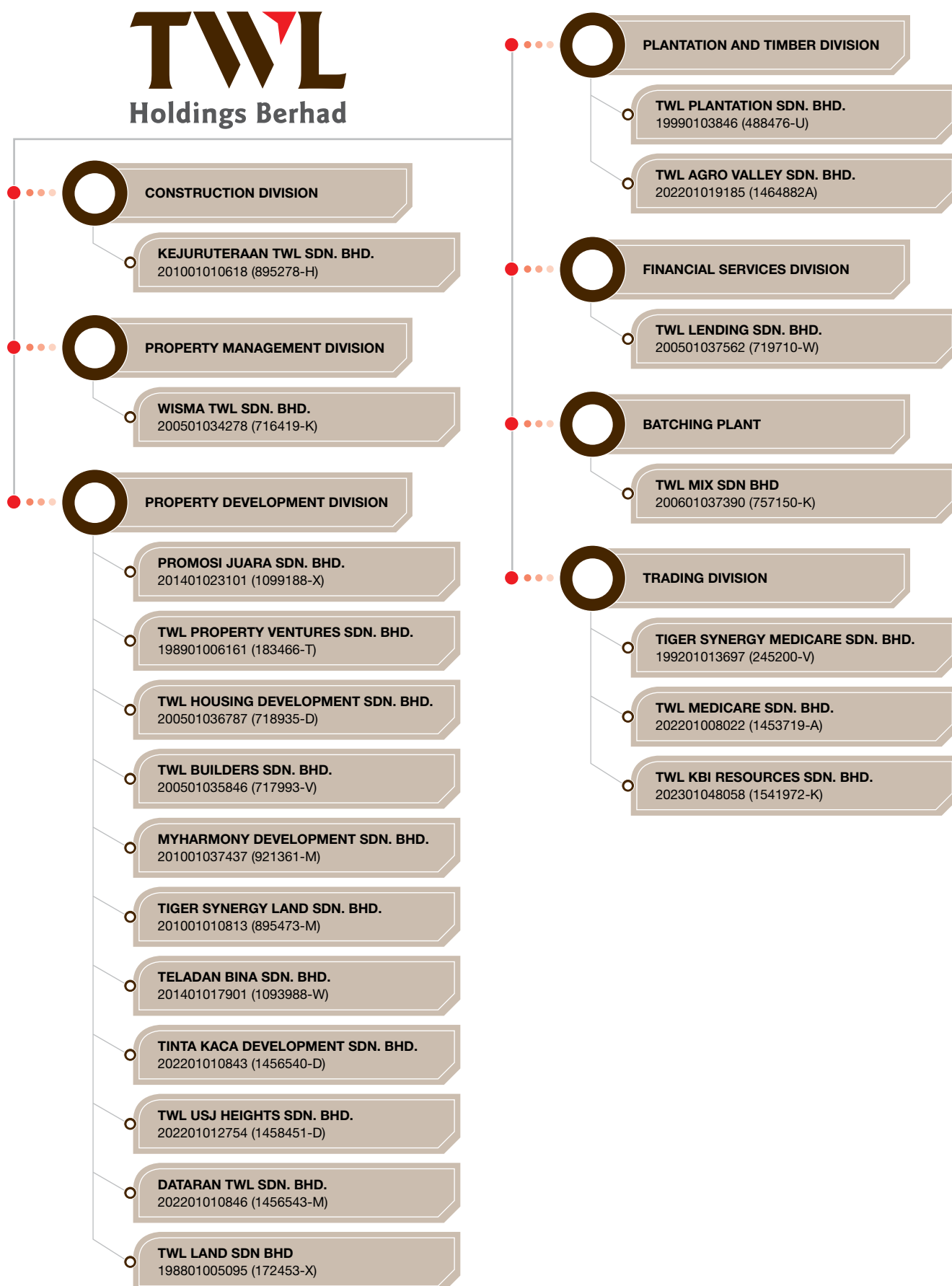
The Group has established its own concrete-mixing batching plant situated in Alam Impian, Shah Alam. This facility is designed to produce and supply innovative, highly technical, and customized concrete mixes along with other concrete-related products for both internal and external clients. It features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

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





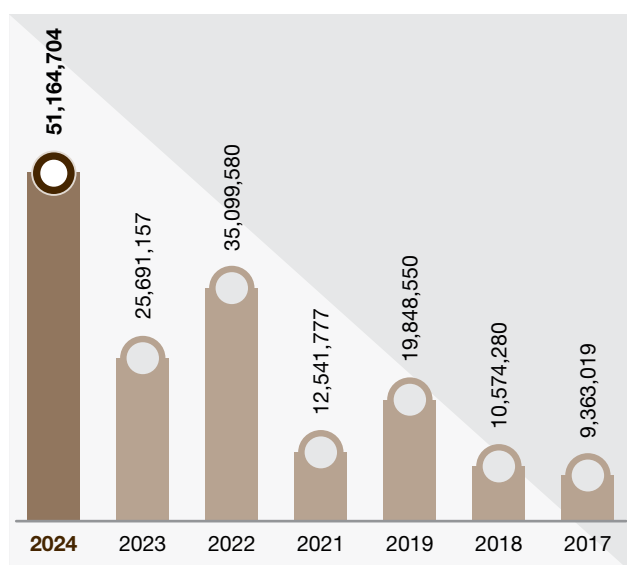
# CORPORATE STRUCTURE



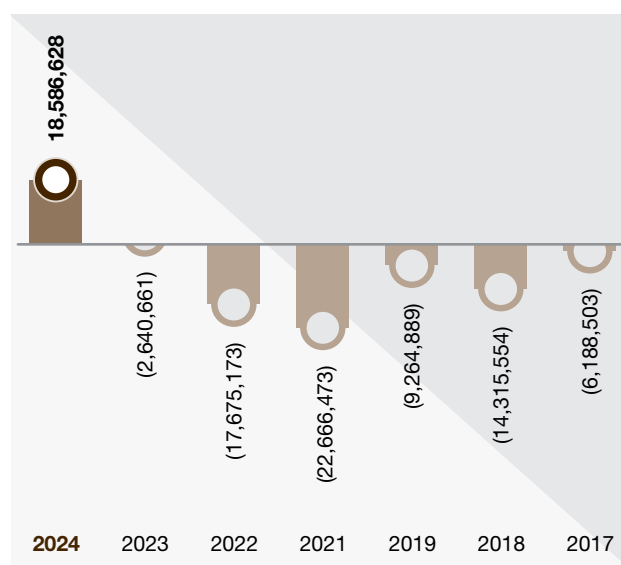
# FINANCIAL HIGHLIGHTS

RM/Year	2024 (12 months)	2023 (12 months)	2022 (18 months)	2021 (18 months)	2019 (12 months)	2018 (12 months)	2017 (12 months)
Turnover	<b>51,164,704</b>	25,691,157	35,099,580	12,541,777	19,848,550	10,574,280	9,363,019
Profit/(Loss) before taxation	<b>18,586,628</b>	(2,640,661)	(17,675,173)	(22,666,473)	(9,264,889)	(14,315,554)	(6,188,503)
Profit/(Loss) after taxation	<b>7,292,236</b>	(3,129,555)	(17,716,177)	(22,614,442)	(9,303,815)	(13,894,219)	(6,100,528)
Net Assets	<b>486,556,824</b>	453,126,735	378,136,117	282,305,920	296,809,589	215,641,811	213,546,416

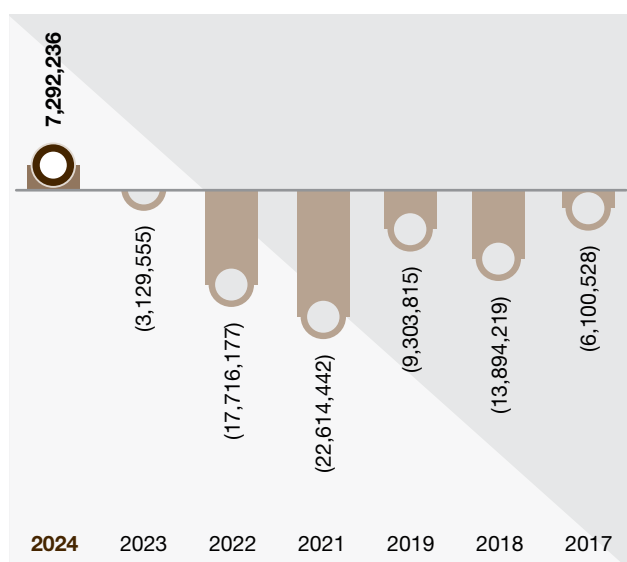
## TURNOVER (RM)



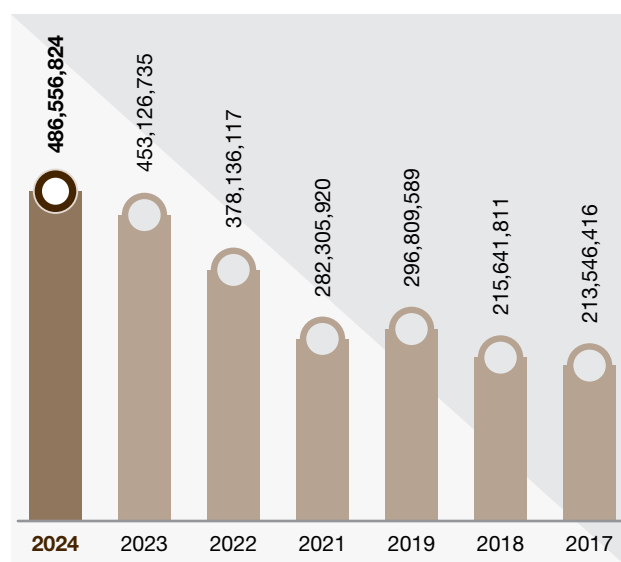
## PROFIT/(LOSS) BEFORE TAXATION (RM)



## PROFIT/(LOSS) AFTER TAXATION (RM)



## NET ASSETS (RM)





# EXECUTIVE CHAIRMAN'S STATEMENT

## **DEAR SHAREHOLDERS,**

On behalf of the Board of TWL Holdings Berhad (“Company” or the “Group”), it is my privilege to present to you the Annual Report and Audited Financial Statements, encompassing our journey, achievements, and strategic outlook for the financial year ended 30 June 2024 (“FYE 2024”).

This report encapsulates the essence of our corporate journey, remarkable growth trajectories, and unparalleled adaptability in the face of evolving market dynamics.

**DATO' TAN WEI LIAN**  
Executive Chairman

## **FYE 2024 SUMMARY**

In FYE 2024, the global economy continued to be mired by prevailing conflicts such as the Russia-Ukraine situation, the tension in the Middle East, and the ongoing trade sanctions between the US and the PRC.

Nevertheless, the FYE 2024 marked a noticeable improvement for the Group, driven by its steadfast “culture of innovation” and added value to our core development business. The Group strategically ventured into developing more affordable houses by implementing careful cost-saving measures wherever possible across its operation so that it can continue to maintain financial prudence while enhancing productivity and operational efficiencies.

This is in line with the Group’s commitments to create a “lean and mean” organization that is agile, efficient, and capable of adapting swiftly to market changes while consistently delivering high-quality products to the customers.

The Group continued its positive performance for the FYE 2024 and has achieved a noteworthy outcome, recording a gross profit of RM25.2 million for the 12 months from 1 July 2023 to 30 June 2024.

## **OPERATIONAL STRATEGIES AND BUSINESS EXPANSION**

Our strategic focus remains steadfast on expanding revenue streams and optimizing operational efficiency. In pursuit of operational excellence, we have adopted several cost control measures, including efficient cash procurement to reduce material and operating costs. These strategies are crucial in overcoming the challenging operating environment and strengthening our organizational capabilities.



## EXECUTIVE CHAIRMAN'S STATEMENT

### SIGNIFICANT BUSINESS DEVELOPMENT

For the FYE 2024, the Group has demonstrated remarkable growth in its affordable housing development projects, showcasing an unprecedented expansion in both scale and sophistication, surpassing industry benchmarks and solidifying its position as a leading force in the sector with landmark achievements that include:

- The Pangsapuri Harmoni TWL project is an affordable housing project comprised of 715 affordable housing units on freehold lands with a total area of 5.49 acres in Taman Pinggiran USJ. The Group launched the project during FYE 2023, it received an overwhelming response with a 100% take-up rate with a long waiting list of prospective buyers.
- The Pangsapuri Gemilang TWL project is an affordable housing project comprising 746 affordable housing units and 14 units of 2 & 3 storey shop-lots on freehold lands with a total area of 6.19 acres in Taman Pinggiran USJ is currently pending approvals from the relevant authorities, setting the stage for a grand launch.
- The highly anticipated TWL Alam Impian, Shah Alam project is the development of 1000 units of affordable housing units on freehold lands with a total area of 11.9 acres in Shah Alam, and Residensi Semarak Madani, Putra Heights project is the development of 1,401 affordable housing units, on freehold land with the total area of 8.75 acres in Putra Heights is currently pending State Authorities' approval.

With the significant growth of the housing development projects, the company's profit margin has soared to new heights, reflecting the dynamic expansion of our housing development portfolio and solidifying our financial prowess in the market.

### MARKET OUTLOOK AND FUTURE PROSPECTS

Looking ahead, the Group will continue to leverage strategies and its development business strengths to move forward cautiously. We will continue to tap into our unique capabilities, drive sharing of best practices and industry knowledge between business segments and geographical locations, and enhance our capabilities as property developers. Nevertheless, we will intensify our emphasis by focusing on affordability, quality, and effective cost management.

### APPRECIATION

With heartfelt appreciation, we bid farewell to our esteemed Board members, Dato Zainol Abidin bin Mohamed, Mr. Low Boon Chin, and Datin Sek Chian Nee who have made immeasurable contributions to the effectiveness of the Board in steering the Group's strategic direction. On behalf of the Board and the management of the Company, we extend our sincere best wishes to them.

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

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

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

## DIRECTORS' PROFILE



### DATO TAN WEI LIAN

Executive Chairman

Age	Gender	Nationality
56	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. However, 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 2024.

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 609,201,091 ordinary shares and an indirect shareholding of 893,041,488 ordinary shares as of 18.10.2024.



### TAN LEE CHIN ("SHIRLEY")

Managing Director

Age	Gender	Nationality
55	Female	Malaysian

**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 at the Golden Bull 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 2024. 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 and an indirect shareholding of 1,494,810,904 ordinary shares as of 18th October 2024.

## DIRECTOR'S PROFILE



### CHUA ENG CHIN

Non-Independent  
Non-Executive Director

Age	Gender	Nationality
65	Male	Malaysian

**Chua Eng Chin** was appointed as the Independent Non-Executive Director of TWL on 15 December 2006. However, on 7 December 2017, he has been re-designated as the Non-Independent Non-Executive Director. Currently, Mr. Chua is a member of the Audit Committee, Remuneration Committee as well as Nomination Committee of TWL Group. Mr. Chua is a qualified Chartered Accountant since 1984. He is a registered Fellow Member of the Association of Chartered Accountants (United Kingdom) and the Malaysian Institute of Accountants (MIA). He has extensive experience in auditing and consultancy. He held various key positions with some established companies, i.e. as an internal auditor of Lion Group and Berjaya Group. He also has served as Senior Accountant in Berjaya Textiles Berhad and Senior Manager in Malpac Holdings Berhad. He is also a Commissioned Dealer Representative with PM Securities Sdn. Bhd. Currently, he was appointed as an Independent and Non-Executive Director of Nexgram Holdings Berhad.

Mr Chua has attended five (5) Board of Directors' meetings and five (5) Audit Committee meeting during the financial year ended 30 June 2024. He does not have any family relationship with any director and/or major shareholder nor any conflict of interest with the TWL Group. He also has not been convicted of any offence over the past five years.



### S NAGARAJU A/L SINNIAH

Independent  
Non-Executive Director

Age	Gender	Nationality
55	Male	Malaysian

**S Nagaraju A/L Sinniah** was appointed to the Board of the Company on 08 December 2021 as the Independent Non-Executive Director of TWL. Mr. Nagaraju is Chairman of the Audit Committee, Employee Share Option Scheme ("ESOS") Committee, Nomination Committee, Risk Management Committee and Remuneration Committee of TWL Group.

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 the year 1994 to 1999, he served as a Senior Executive in Research Analyst and Product Development with Malaysian Derivative Exchanged (formerly known as Malaysian Monetary Exchange and Commodity & Monetary Exchange). In year 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 has attended five (5) Board of Director's meeting and five (5) Audit Committee meeting during the financial year ended 30 June 2024. 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.



## DIRECTOR'S PROFILE



### ENCIK RITHAUDDIN HUSSEIN JAMALATIFF BIN JAMALUDDIN

Independent Non-Executive Director  
(Appointed on 21.11.2023)

Age	Gender	Nationality
59	Male	Malaysian

**Encik Rithauddin Hussein Jamalattiff Bin Jamaluddin ("Encik Rithauddin")** was appointed to the Board of the Company as the Independent Non-Executive Director on 21 November 2023. Encik Rithauddin is a member of Audit Committee, ESOS Committee, Remuneration Committee, Nomination Committee as well as 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. Currently, Encik Rithauddin is an Independent Non-Executive Director of XL Holdings Berhad.

Encik Rithauddin has attended (2) Board of Director's Meeting during the financial year ended 30 June 2024. 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.

## KEY PERSONNEL MANAGEMENT TEAM

### KELVIN CHIA CHIN LIANG

Senior Finance Manager

Age	52
Gender	Male
Nationality	Malaysian

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

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

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

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

### BAK WING SON

Tax and Accounts Manager

Age	33
Gender	Male
Nationality	Malaysian

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

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

Mr. Bak does not hold directorship in any public companies

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



# MANAGEMENT DISCUSSION AND ANALYSIS

## ***Dear Valued Shareholders,***

FY 2024 proved to be an eventful year for the Malaysian economy, which recorded a yearly Gross Domestic Product (“GDP”) growth rate of 3.7% for the calendar year 2024. On the other hand, the GDP growth rate (year-on-year) for Q1 of the calendar year 2024 was at 4.2% amid a backdrop of global economic uncertainty, inflation, foreign exchange market and geopolitical factors. All of these had notable spillover impacts on the domestic property sector, particularly with regards to inflationary pressure on construction costs and skilled labour shortages.

Nevertheless, the property market in Malaysia remained resilient and continued its growing momentum in 2023 and early 2024 with positive trends in various aspects. The overall Malaysia residential sector also showed a growth rate of 3.0% and 7.1% in volume and value, while registering a decrease in the overhang units for completed residential properties. The residential sub-sector remained the largest property market segment in terms of number of transactions and total transacted value. Market demand was primarily driven by first-time homeowners.

As part of the government initiatives, the full stamp duty exemption for first-time home-buyers and increased residential properties stamp duty from 50% to 75% provided significant support to home purchasers. Besides, the OPR that remained stable at 3.0% for most of the year boosted confidence in the property market which saw increase interest in home purchases and consequently, loan processing and approvals, as a whole.

Having weathered the extraordinarily challenging environment of the past two years, the Group is on a solid recovery path. This is further emphasised by the launch of our new property development, Pangsapuri Harmoni TWL, it received overwhelming response with a 100% take-up rate with a long waiting list of prospective buyers.

The Group is planning to roll out the new property launch for the projects in Pangsapuri Gemilang TWL, USJ, Residensi Semarak Madani TWL, Putra Heights, and The Aster Residence, Cheras projects in the coming financial year, boasts an estimated gross development value (“GDV”) of approximately RM1.2 billion. We are bullish about the prospects of these new development, given its prime location, competitive pricing, and well-thought-out features. The roll out of the new property launch is set to amplify near-term earnings further and enhance future prospects.

In our pledge to shareholders, we actively seek opportunities to capitalize on the property sector’s ongoing recovery. Our focus is on developments catered to the mass market segment, providing attractively priced properties that address the country’s affordability concerns.

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

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

I am pleased to present to you the annual report for the financial year ending 30 June 2024 (“FY2024”). As we look back on the past year, we recognized a transformed landscape marked by both challenges and opportunities. The group addresses the challenges by offering improved products that appeal to market demand, affordability and customer preferences as well as leveraging on strong stakeholder relationships, such as with bankers to help home-buyers securing financing.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS OVERVIEW

**The Property Development segment has continued to deliver an encouraging performance underpinned by new property launches in FY2024.**

In FY2024, the trend in property type preferences shifted towards more competitive affordable residential offerings. This shift is largely due to weakened purchasing power among Malaysian, driven by the backdrop of rising inflation. Additionally, there has been an increase in demand for transit-oriented development properties. These properties, located in urban areas and connected to public transportation, have become highly attractive to buyers due to their convenience and accessibility.

Notably, Pangsapuri Harmoni TWL, Pangsapuri Gemilang TWL, Residensi Semarak Madani TWL were launched and will be launched in FY2024 exemplify this trend. These developments are strategically situated near commercial centers and transportation hubs, such as LRT and MRT stations. This prime location significantly enhances their appeal to potential buyers, who value the ease of access to public transportation and the amenities offered by nearby commercial centers.

The property development segment is supported by an in-house construction arm, business segments of trading and production on concrete-mix to enhance the delivery system with respect to efficiency of time and cost efficiency.

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

### INTEGRATING ESG FOR BUSINESS AND OPERATIONAL SUSTAINABILITY

In FY2024, the Group continued to focus on driving business performance, it leveraged on sustainability strategies centred on environment, social and governance ("ESG") performance towards mitigating risks and strengthening its business model.

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

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

These initiatives reflect TWL's commitment to advancing sustainability across all facets of our business, ensuring that we contribute positively to the environment and society while achieving our business objectives and delivering values.

Among the notable ESH highlights in FY2024 were the clutch of sustainability related awards secured. These included the Malaysia Outstanding ESG Impact Corporate Excellence Award 2022 and Sustainable Development Excellence Award 2024.

Developing sustainable communities has always been a key philosophy of the Group to create thriving and vibrant communities throughout positive impacts. During FY2024, the Group contributed to various schools, state and private run charities as well as non-governmental organizations.



## MANAGEMENT DISCUSSION AND ANALYSIS

### PERFORMANCE REVIEW

#### Revenue

In FY2024, the Group recorded a revenue of RM51.16 million, an increment of RM25.47 million for the twelve (12) months period as compared to RM25.69 million in FY2023. The increase in revenue for the financial year rose by 99.14% year-on-year with the largest contribution derived from the Property Development and Construction segment of the launching of Pangsapuri Harmoni TWL.

For FY2024, the Group recorded a Profit before tax of RM18.59 million compared to loss before tax of RM2.64 million in FY2023, an increment of RM21.23 million or 804.2.%. The adjusted profit after tax of RM7.29 million compared to the previous financial year, a loss of RM3.13 million.

#### Total Assets

TWL's balance sheet remains healthy. Total assets increased by RM44.02 million to RM528.57 million from RM484.55 million in the last financial year. Total cash, fixed deposit accumulated to RM98.51 million at balance sheet date.

#### Share Capital

During the financial year, the Company increased its issued and paid-up share capital from RM368.37 million comprising 4,182,826,142 ordinary shares to RM426.91million comprising 5,750,957,867 ordinary shares through the following:

- (a) Issuance of 59,777,000 new ordinary shares pursuant to the rights issue with warrants at an exercise price of RM0.04 per share;
- (b) Issuance of 296,842,605 new ordinary shares pursuant to the rights issue with warrants at an exercise price of RM0.03 per share; and
- (c) Issuance of 1,211,512,120 new ordinary shares pursuant to the Redeemable Convertible Unsecured Loan Notes ("RCULS") at conversion price of RM0.03 per share.

#### Total Liabilities

The Group's total liabilities increased from RM31.42 million to RM42.02 million during the financial year. The increase is mainly due to the provision of tax payable of RM11.46 million. The Group's total borrowings decrease from RM16.60 million to RM13.53 million in the financial year. The Group's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements. Gearing ratio is not applicable as the cash and cash equivalent of the Group is sufficient to settle the outstanding debt.

### DEVELOPMENT PROJECTS

The Group's property development segment will continue to optimize its existing land-bank, develop sustainable products that integrate all facets of urban lifestyle (connectivity, entertainment, conveniences, retail, etc) and offer a wide range of products to capture a larger demographic of buyers.

Primarily, the focus remains on owner-occupier comprising first time homebuyer from the expanding middle-income segment as well as upgrades. Our portfolios of offerings will cater to families, young couples and single adults, among others. As we bring new products to market, the Group shall continue to focus on monetizing its existing inventory. Amidst rising costs, the Group will continue to focus on ensuring cost effectiveness to sustain its profit margins. This includes reassessing not just present business operations but also in assessing supply chains to identify cost efficiency opportunities.

## MANAGEMENT DISCUSSION AND ANALYSIS

### DEVELOPMENT PROJECTS (CONT'D)

The efforts undertaken by the Group throughout the FY2024 to build up its land-bank as well as its strong financial position put TWL in a good position to ride on the recovery of the property market, especially for the affordable and mid-market segment in good locations. With the economy reopening, the growing demand for affordable housing is evident. Emphasis will be on the affordable and mid-market segments in chosen locales.

During FY2024, the Group has the following on-going projects:-

#### Telaris Alam Impian

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

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

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

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

#### Affordable Housing Project

##### TWL Alam Impian, Shah Alam

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

##### Pangsapuri Harmoni TWL

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

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

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### DEVELOPMENT PROJECTS (CONT'D)

#### Affordable Housing Project (Cont'd)

##### Pangsapuri Harmoni TWL (Cont'd)

The Group has launched the project during FY2023. It received overwhelming response with a 100% take-up rate with a long waiting list of prospective buyers.

##### Pangsapuri Gemilang TWL

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

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

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

##### Residensi Semarak Madani, Putra Heights

Another affordable housing project to be undertaken by the Group is Residensi Semarak Madani, Putra Heights and is the development of 1,401 units affordable housing units on freehold land with the total area of 8.75 acres in Putra Heights, Selangor.

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

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

##### Sungai Buloh

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

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



## MANAGEMENT DISCUSSION AND ANALYSIS

### DEVELOPMENT PROJECTS (CONT'D)

#### Affordable Housing Project (Cont'd)

##### The Aster Residence-Cheras

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

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

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

##### Bukit Serdang Project

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

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

##### Bangsar South Development

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

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

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

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

##### Seri Kembangan Project

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

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### CUSTOMER SERVICE STRATEGIES

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

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

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

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

### CHALLENGES AND KEY RISKS

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

As TWL strives to meet the burgeoning demand for affordable housing, it must stay alert to challenges stemming from market shifts, political instability, economic volatility, and regulatory adjustments. Moreover, our unwavering dedication to top-tier property development and client satisfaction mandates continual vigilance against project delays, liquidity issues, and potential reputation risks.

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

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### CHALLENGES AND KEY RISKS (CONT'D)

Key Risks	Findings	Mitigation
(5) Project Delay Risk	Delays in project completion can increase costs, incurred liquidated damages compensation and erode customer confidence	Implement robust project management practices, maintain a buffer in project timelines for unforeseen delays, and maintain transparent communication with stakeholders
(6) Political Risk	<p>Although the labour shortage situation has shown improvement post-Covid 19, it is still unable to fully meet construction demands.</p> <p>The repercussions of this situation extend to the timely delivery of affordable, high-quality homes, further exacerbating the challenges faced by the construction industry</p>	<p>Comprehensive evaluation process in contract tendering ensuring contractor's reliability and ability, as well as stringent assessment of contractor's track records, especially in terms of labour availability.</p> <p>All projects are closely monitored via weekly operation meetings and fortnightly consultant meetings to ensure that a sufficient number of workers are being deployed to advance construction progress while maintaining the desired quality standards.</p>

### FUTURE PROSPECTS

Malaysian economy is expected to maintain healthy growth in 2024, with the growth rate projected to expand by up to 5.0% on the back of a stable macroeconomic outlook, improved employment rate, resilient domestic demand and higher investment.

Against the backdrop of improving income and employment conditions, increased demand for housing, in particular affordable housing, the Malaysian property sector is expected to remain forthcoming. This is especially so in urban areas where economic growth is concentrated with more infrastructure and job opportunities, thereby benefiting the group property development segment.

With the Overnight Policy Rate remaining at 3.0%, a positive outlook for the property sector, though we also remain cautious of external factors such as inflation prices and global market condition. Accordingly, we observe an overall mix of optimism and caution, driven by improved economic conditions amid affordability concerns.

To address the housing affordability issue, we are looking forward to the Malaysian Government placing more emphasis on job creation and income growth opportunities. This will be backed by the continuous implementation of policies that favour the affordability of prospective homebuyers, especially first-time homebuyers, under Budget 2024.

A significant segment of Malaysia's residential property market is shaped by young demographic profile. The challenges stemming from lack of home ownership amongst the younger population will continue to drive demand for affordable residential properties in 2024/2025.

TWL will launch its affordable residential properties in 2024/2025 with an estimated gross development value ("GDV") of approximately RM1.2 billion. Our strategic focus remains in these market segments, whilst emphasizing on innovative and lifestyle living to appeal to the discerning home-buyers. Our value proposition revolves around fostering "comfortable living space" through "affordable building". Balancing affordability and livability are at the heart of our approach.

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



## MANAGEMENT DISCUSSION AND ANALYSIS

### FUTURE PROSPECTS (CONT'D)

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

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

Moving forward, the Group endeavors to practice good governance and operational excellence to ensure sustainability in the economic, environment and social aspects. The Group will continue to be innovative in its marketing strategies and prudent in its financial policies to ensure sustainable growth in earnings for the Group. We will continue to strive for success, ensuring that our core value of “Trust, Integrity, Gratitude, Excellence and Respect” remain distinctly visible.

**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 REPORT

## OVERVIEW OF TWL HOLDINGS BERHAD

The Company's core businesses are in the property development and construction, plantation & timber, batching plant and medical healthcare industries. In accordance with the director's vision and confidence in future business opportunities, the Company had charted a course for gradual future expansion.

## OUR SUSTAINABILITY JOURNEY

Sustainability is core to our business decision-making and activities, as we seek to create long term positive impacts on human and globally. As such, we strive to embed EESG consideration in our business management and daily operations. We also review our sustainability approach from time to time to ensure that our strategy remains relevant to current trends in order to mitigate risk and identify opportunities.

### Economic

- Sustainable, Innovative, & Quality Development
- Innovation & Technology
- Production Quality & Responsibility
- Land Bank

### Environmental

- Climate Change & Emissions
- Waste Management & Recycling
- Resources Consumption
- BioDiversity
- Water Consumption

## FRAMEWORKS APPLIED



### 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

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

### Social

- Talent Retention & Development
- Occupational Health & Safety
- Labour Practices & Human Rights
- Diversity & Equal Opportunity
- Community & Development

### Governance

- Anti-Corruption & Corporate Governance
- Regulatory Compliance
- Data Privacy & Security



## SUSTAINABILITY REPORT

# SCOPE & MATERIALS BOUNDARY

The following frameworks and guidelines were reference in the preparation of SR 01 JULY 2023-SR 30 JUNE 2024:

- Global Reporting Initiative (GRI) Standards 2021
- Bursa Malaysia's Sustainability Reporting Guide 3rd Edition
- United Nations Sustainability Development Goals (UN SDGs)

TWL Holdings Berhad (TWL) was incorporated on 2nd December 1994. This report incorporated all TWL's core businesses including property development and construction , plantation & timber, batching plant and medical health care industries.

TWL remains aware of possible emerging EESG impacts from its value chain that are significant, and therefore the Group remains committed to cascading its sustainability commitment, practices and culture to its extended business partners, suppliers and contractors. In the future, TWL intends to report its value chain partners' EESG sustainability highlights.

## SUSTAINABILITY REPORT

# ABOUT THIS REPORT

### REPORT QUALITY & DATA

Report content and quality remain guided by GRI principles as well as emerging trends and opportunities within TWL's operating environment. SR 01 JULY 2023-30 JUNE 2024 data was internally source, verified and validated by the respective business divisions and information owners. Moving forward, TWL remains diligent in continually improving its data collection and analysis processes to enhance data accuracy and quality as well as bolster disclosures.

### REPORTING PERIOD

Our reporting period is from 1 July 2023 to 30 June 2024 ("FY2024"), unless specifies otherwise. SR 01 JULY 2023-SR 30 JUNE 2024 portrays one year statistical data for most disclosures, where applicable, to establish meaningful trend lines that allow readers to better understand the identification of base data for future comparative performance.

### LIMITATIONS

The Group remains aware of certain data collection challenges persisting for some indicators, and TWL is continuously working internally to implement stronger data tracking and gathering for enhanced reporting moving forward.

### ASSURANCE STATEMENT

The data has been internally confirmed by senior management and the respective data owners. As part of our commitment to transparency and accountability, we plan to explore the possibility of obtaining external verification in future reports.

### FORWARD LOOKING STATEMENTS

SR 01 JULY 2023-30 JUNE 2024 covers forward looking statements on targets, future plans, operations and performance of the Group based on reasonable assumptions on current business activities. In light of the inherent uncertainties and external factors that may influence TWL's business operations, readers are advised to approach statements with an understanding that data presented may vary slightly. We encourage a balanced perspective in interpreting these insights.

### REPORT FEEDBACK

TWL is always open to driving ongoing engagement with its valued stakeholders. The Group welcomes any feedback, suggestions and concerns to facilitate continual improvement at TWL.

## SUSTAINABILITY REPORT

# MESSAGE FROM THE FOUNDER AND GROUP MANAGING DIRECTOR

Dear Valued Stakeholders

I am honored to present TWL Holdings Berhad's inaugural "Sustainability Report" for the fiscal year ended 30 June 2024.

As we emerge from the global challenges posed by the COVID-19 pandemic, we are poised to redefine progress and navigate the transition on our property development projects, starting with the launch of Pangsapuri Harmoni TWL ( RSKU) at Taman Pinggiran USJ in September 2023.

Affordable housing represents a vital aspect of social responsibility, focusing on delivering housing solutions for lower-income communities. These initiatives are designed to enhance living conditions, foster social equity, and improve overall community well-being. They demonstrate a company's dedication to tackling essential social challenges and making a positive impact on society.

By prioritizing affordable housing, companies not only address immediate housing needs but also contribute to long-term societal benefits. These projects serve as a foundation for healthier communities, where residents can thrive in safe and supportive environments. Furthermore, they play a crucial role in reducing disparities among different socioeconomic groups, thereby promoting inclusivity and fairness. Ultimately, the commitment to affordable housing reflects a company's broader mission to engage in responsible practices that uplift communities and drive sustainable development

Investing in affordable housing can stimulate local economies by creating job opportunities during the construction phase and providing stable living conditions for workers. This, in turn, supports local businesses and fosters economic growth within the community. Moreover, affordable housing initiatives can lead to increased community engagement, as residents are more likely to participate in local activities and contribute to the social fabric of their neighborhoods. By creating a sense of belonging and stability, these projects help build resilient communities that can better withstand economic and social challenges.

In summary, the commitment to affordable housing is not just a reflection of a company's social responsibility; it is an essential strategy for promoting sustainable development, enhancing community well-being, and ensuring that all individuals have access to safe, comfortable and environmental living space.

***"TOGETHER IF WE PUT OUR MINDS TO IT, NOTHING IS IMPOSSIBLE"***



## SUSTAINABILITY REPORT

# CURRENT PROJECT



## OVER VIEW OF TWL HOLDINGS BERHAD

### Our Achievement

2022

Awarded Malaysia Outstanding "ESG (Environment, Social and Governance) impact Corporate Excellence Award" who have advanced and accelerated the adoption of the ESG in recognition for our corporate efforts in diversity and inclusion.

2018

Awarded Le Fonti the Excellence of the Year for Innovation & Leadership Real Estate, Malaysia.

Le Fonti award are held each year in multiple locations and criteria for selection is based on carefully evaluated by Le Fonti's editorial staff from around the world.

2017

Awarded the Asia Pacific Property (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.

## SUSTAINABILITY REPORT

# OUR SUSTAINABILITY JOURNEY

## SUSTAINABILITY HIGHLIGHTS

Sustainability is our main focus in pursuit to build homes and communities. We began our sustainability journey and adopted a holistic approach that enables us to strategically integrate sustainability goals into business practices and respond to changes. Our goal is to create value for all stakeholders and generate long-lasting positive impact for people and planet.

We are pleased to report that since Pangsapuri Harmoni TWL, we had begun to collect our actual data according to our adopted framework as practical baseline for our sustainability initiative implementation and review. In this report, the baseline data were presented and will be used against the goals and target that we shall set forth effective 2025/2026.

We are pleased to report that we implemented various initiatives that created Economic, Environmental, Social and Governance (EESG) impacts in the year under review. Our Sustainability Highlights provide an overview of the key impacts that we have made across the four sustainability themes.

### Economic

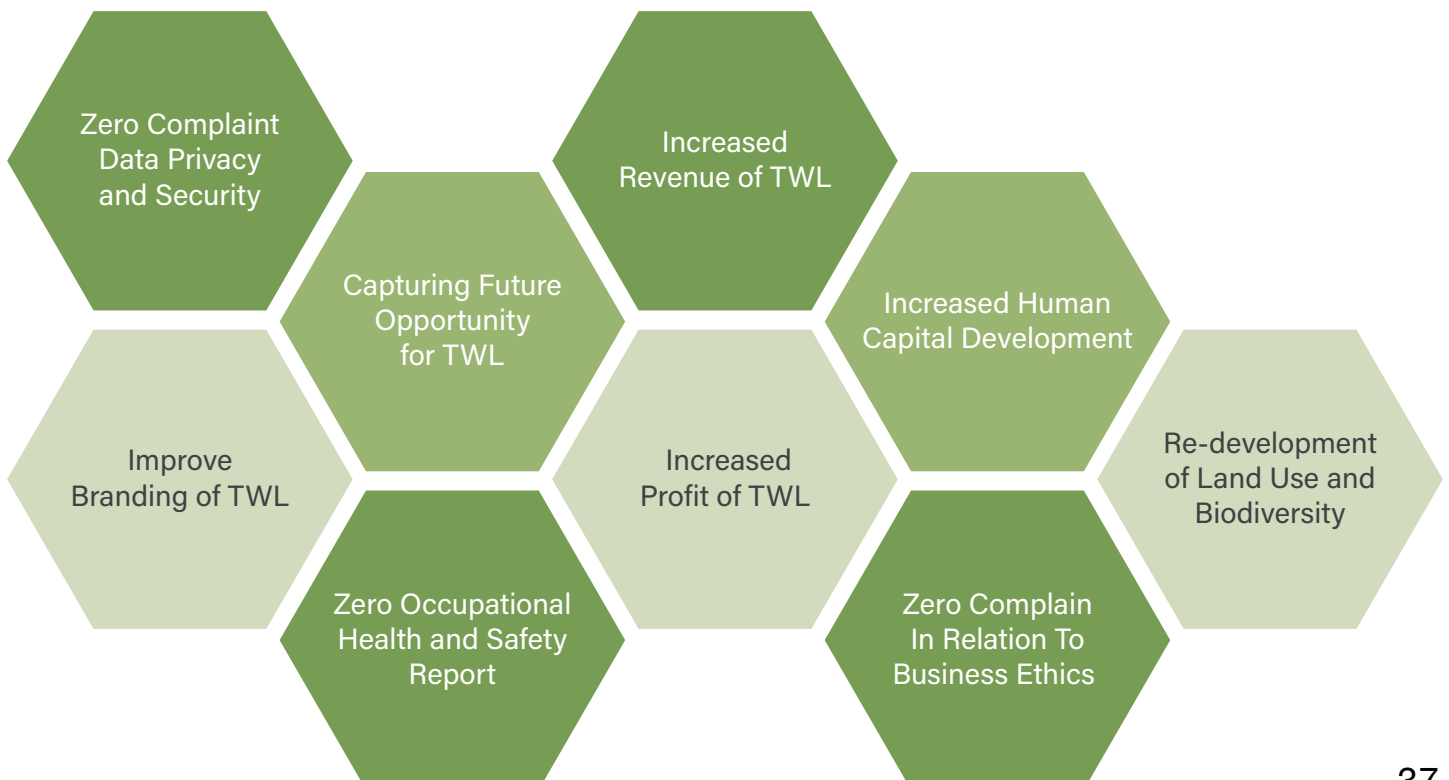
Sustainable Innovative and Quality Development

### Environmental

Best practices in Environmental Management

### Social

Positive Sustained Community and Social impacts



## SUSTAINABILITY REPORT

# SUSTAINABILITY FRAMEWORK

Sustainability is one of our main focus to our business decision-making and activities, as we seek to create long-term positive impacts on the people and the planet. As such, we strive to embed EESG considerations in our business management and daily operations. We are committed to review our sustainability approach from time to time to ensure that our strategy remains relevant to current trends in order to mitigate risks and identify opportunities.

In 2023, we bolstered our sustainability approach with a new Sustainability Framework and enhanced our Sustainability Governance to include sustainability oversight at the Board level. The Sustainability Committee was established to look into TWL strategic direction, and oversees sustainability performance and risks. The new sustainability approach will pave the way for the Group to prepare and respond to changes in the market and stakeholder expectations. This includes enabling organisation be ready to implement a circular economy as part of the Group's overall sustainability plan and ensuring compliance with regulatory requirements.



### 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:

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

### Sustainability Governance

TWL oversight of sustainability practices as led by its governance structure

### Economic

Sustainable, Innovative & Quality Development

- Economic Performance

### Environmental

Best Practices in Environmental Management

- Environment
- Effective Use

### Social

Positive, Sustained Community and Social Impacts

- Occupational Health & Safety
- Customer Satisfaction
- Community & Social impacts

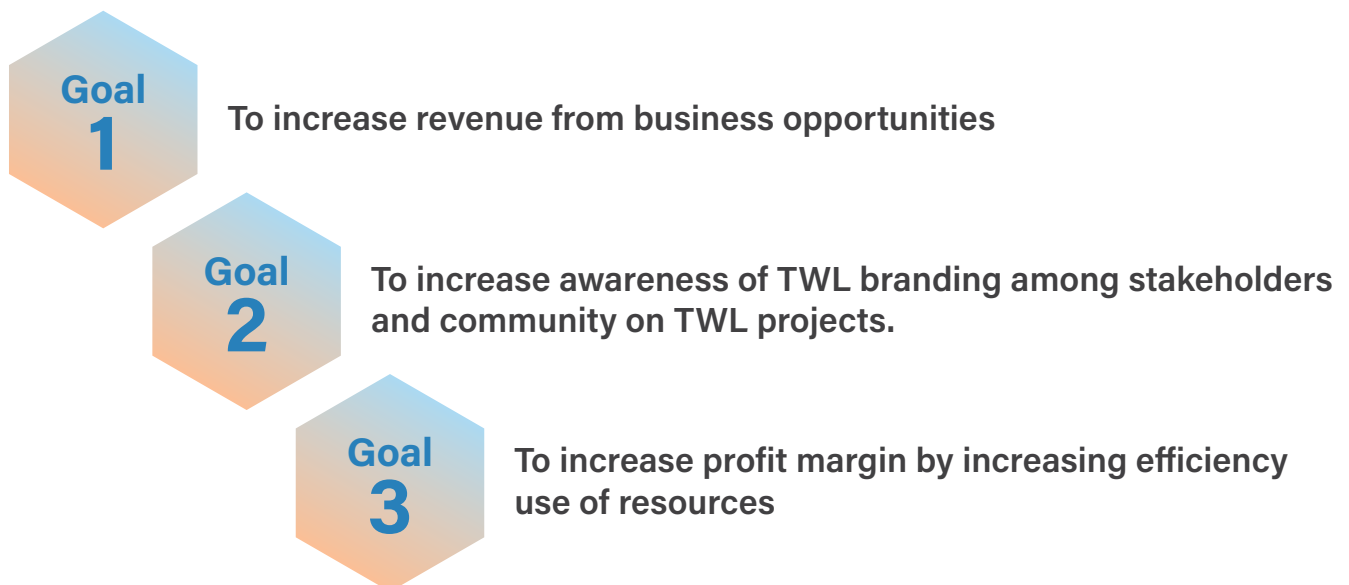


## SUSTAINABILITY REPORT

# OUR ENVIRONMENT, SOCIAL AND GOVERNANCE (ESSG) ASPIRATIONS

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

### ECONOMIC Sustainable, Innovative and Efficiency Development



### MATERIAL MATTER

#### Economic Performance

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

#### Innovation

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

### TARGETS

### TARGETS

## SUSTAINABILITY REPORT

### Environmental

Practical Solution in Environmental Management

#### Goal 1

Increase efficiency of raw materials and resource

#### Goal 2

Reduce/Avoid the impact of efficiency of greenhouse gases ("GHG") emissions towards addressing climate change

#### Goal 3

Replace and restore terrestrial ecosystems, and halt biodiversity loss

### SOCIAL

Positive Community and Social Impacts

#### Goal 1

Improve health and safety for workers, employees and other stakeholders across TWL business operations

#### Goal 2

Develop knowledge and skill of employees and stakeholders across TWL business operation to meet future requirement.

#### Goal 3

To engage in corporate social responsibility that is meaningful to stakeholders of TWL business operation.

### MATERIAL MATTER

#### Environment

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

#### Emission

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

### MATTER

#### Occupational Health

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

#### Internal Customer

##### Satisfaction

- Staff training and development
- Staff benefits and rewards

#### Customer Satisfaction

- Monitor satisfaction rate from house buyers

#### Community and

##### Social Impacts

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

## SUSTAINABILITY REPORT

# MATERIALITY ASSESSMENT FOR TWL HOLDINGS

### MATERIALITY ASSESSMENT IDENTIFYING MATERIAL ASPECTS

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



SDG	Icon	Material Aspects
11 Sustainable Cities and communities		Access to Basic Services
11 Sustainable Cities and communities		Resilience
11 Sustainable Cities and communities		Human Rights
11 Sustainable Cities and communities		Access to Basic Services
12. Responsible Consumption and Production		Branding of TWL
12. Responsible Consumption and Production		ESG Integration (Financial)
12. Responsible Consumption and Production		Environmental and Social Impact of Products And Services
12. Responsible Consumption and Production		Raw Material Use
13 Climate Action		Emission, Effluents & Waste
13 Climate Action		Carbon - Own Operations
15 Life on Land		Land Use and Biodiversity
15 Life on Land		Land Use and Biodiversity (Supply Chain)
16 Peace, Justice and Strong Institutions		Product Governance
16 Peace, Justice and Strong Institutions		Corporate Governance
16 Peace, Justice and Strong Institutions		Stakeholder Governance
16 Peace, Justice and Strong Institutions		Business Ethics
16 Peace, Justice and Strong Institutions		Data Privacy and Security



## SUSTAINABILITY REPORT

17 Partnerships for the goals		Carbon – Products and Services
17 Partnerships for the goals		Human Rights (Supply Chain)
17 Partnerships for the goals		Support from Public
3 Good Health and Well-being		Occupational Health and Safety
5 Gender Equality		Human Capital
6 Clean water and sanitation		Water Use – Own Operation
6 Clean water and sanitation		Water Use – Supply chain
8 Decent Work and Economic Growth		Revenue of TWL
8 Decent Work and Economic Growth		Profit of TWL
8 Decent Work and Economic Growth		Future Opportunity for TWL

### STAKEHOLDERS INTERACTION IDENTIFYING STAKEHOLDERS

Starting with a broad list of potential stakeholders TWL, identified four key internal and external stakeholder groups that are directly able to influence decision making, and that should be engaged in the materiality assessment. These stakeholders groups are shown in Table 1 below:

INTERNAL	EXTERNAL
INVESTORS	KEY SUPPLIERS
EMPLOYEES	VENDORS
	CUSTOMERS

### STAKEHOLDERS ENGAGEMENT STRATEGIES

TWL had initiated the process of categorizing and defining groups according to stakeholders' level of influence on the business and their interest in the material aspects considered in the assessment.

Additionally, because the level of access and time required to engage diverse stakeholder group varies, TWL developed a catered strategy for communicating with each group, summarized in the Table 2 below. A survey was carried out to all TWL employees, key customers, suppliers and vendors.

	STAKEHOLDER GROUP	LEVEL OF INFLUENCE	LEVEL OF INTEREST	ENGAGEMENT STRATEGY INTERVIEW SURVEY	
INTERNAL	INVESTORS	HIGH	HIGH	X	X
	EMPLOYEES	MODERATE	MODERATE		X
EXTERNAL	SUPPLIERS	HIGH	HIGH		X
	VENDORS	MODERATE	MODERATE		X
	CUSTOMERS	LOW	LOW		X

# SUSTAINABILITY REPORT

## SUMMARY OF FINDINGS

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

PILLAR	MATERIAL ASPECTS	SCORE
INVESTORS	Revenue of TWL	4.14
	Branding of TWL	4.38
	Profit of TWL	4.24
	Access to Basic Services	3.52
	ESG Integration (Financial)	4.00
	Resilience	3.57
	Future Opportunity for TWL	4.38
ENVIRONMENT	Environmental and Social Impact of Products And Services	3.81
	Water Use – Own Operation	3.67
	Water Use – Supply chain	3.60
	Emission, Effluents & Waste	3.41
	Land Use and Biodiversity	4.05
	Land Use and Biodiversity (Supply Chain)	4.00
	Raw Material Use	3.86
	Carbon - Own Operations	3.62
	Carbon – Products and Services	3.52
SOCIAL	Human Rights	4.33
	Human Rights (Supply Chain)	4.10
	Human Capital	4.10
	Support from Public	3.48
	Community Relations	4.00
GOVERNANCE	Product Governance	3.48
	Corporate Governance	3.90
	Stakeholder Governance	3.95
	Occupational Health and Safety	4.14
	Business Ethics	4.10
	Data Privacy and Security	4.48

## SUSTAINABILITY REPORT

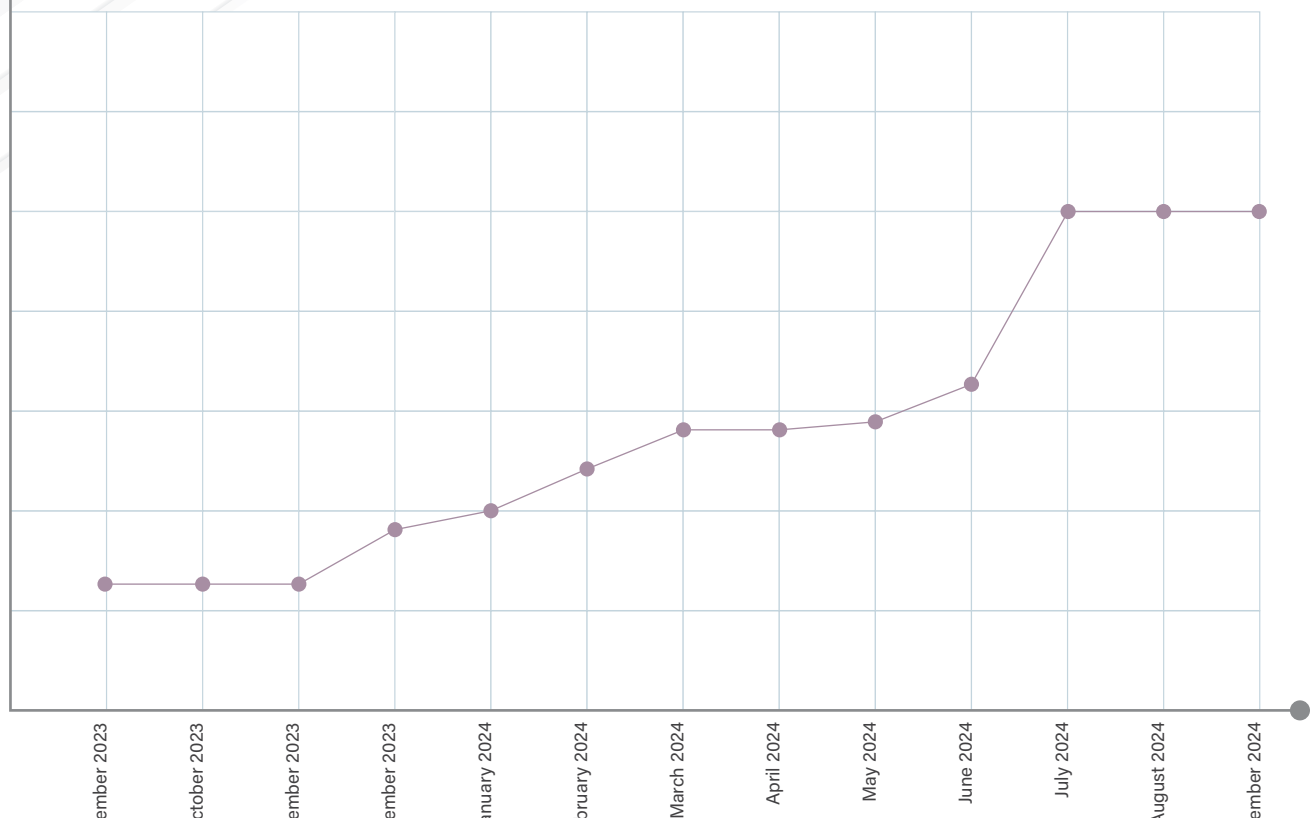
# ECONOMY

The current Malaysian economy is highly robust, thus Malaysians in general enjoy a relatively affluent lifestyle. It is timely, for TWL to proceed in the development of our projects.

Since the start of the Pangsapuri Harmoni TWL, TWL has created more employment opportunities. Below table show employment opportunities derived from the existing project. There have been initially 13 employment opportunities for the project and gradually increased to 50 as at the time of this report is being prepared. There were total 369 employment opportunities delivered with an average of 28.39 employment being retained through our business activities accumulating **RM2,472,245.25** contribution to national household income.

HEAD  
COUNT

### New Employment Opportunities Generated



## SUSTAINABILITY REPORT

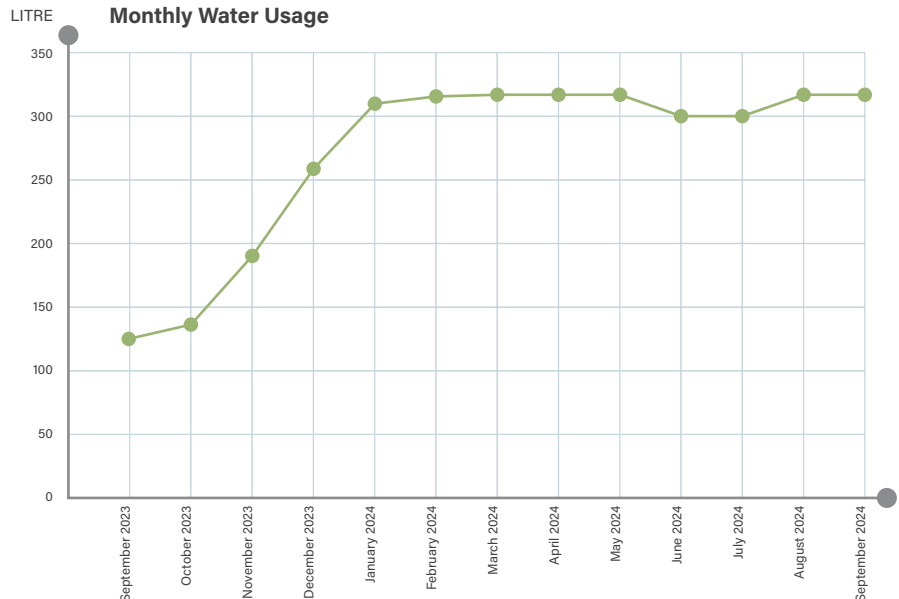
# ENVIRONMENTAL

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

TWL collected data from all offices on the water usage that will be used as based line for future comparative analysis.

- Increase in water usage from November 2023 due to the start of Pangsapuri Harmoni TWL project.
- Average water usage is **275.12 litre per month**.
- Total water usage for financial year 2024 is **3576.56 litre**.

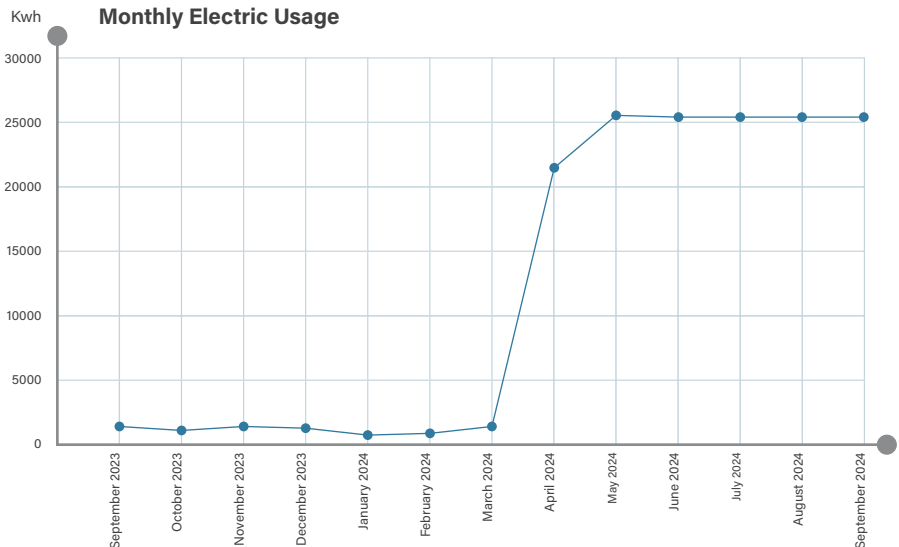
**Monthly Water Usage**



TWL collected data from all offices on the electric usage that will be used as based line for future comparative analysis.

- Increase in electric usage from March 2024 due to the start of Pangsapuri Harmoni TWL project.
- Average electric usage is **12737.32054 Kwh per month**.
- Total water usage for financial year 2024 is **165585.167 Kwh**.

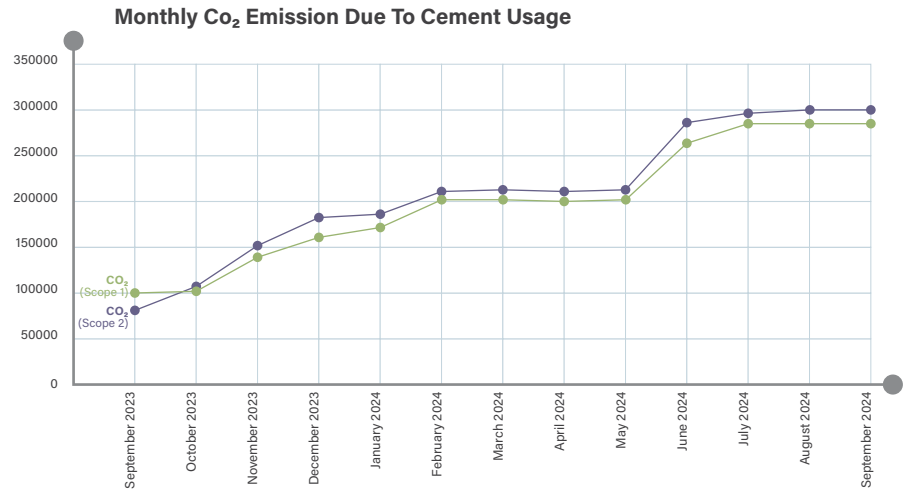
**Monthly Electric Usage**





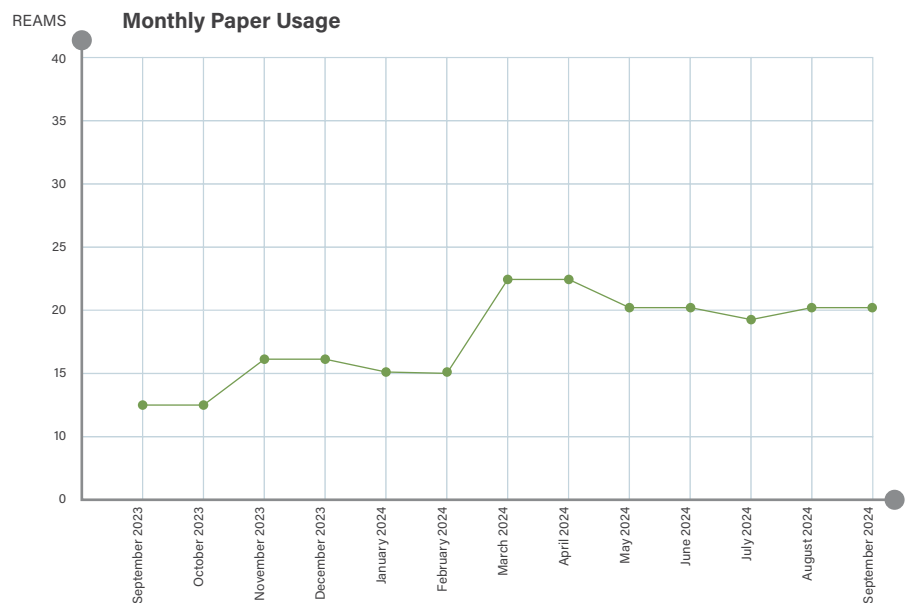
## SUSTAINABILITY REPORT

TWL Mix Sdn Bhd produces ready mix products for the purpose of construction and development. We started gathering production data from this production division with aim of tabulating corresponding Scope 1 & Scope 2 CO<sub>2</sub> emission data.



TWL monitors usage of paper to minimise usage of paper as part of our effort to preserve the environment.

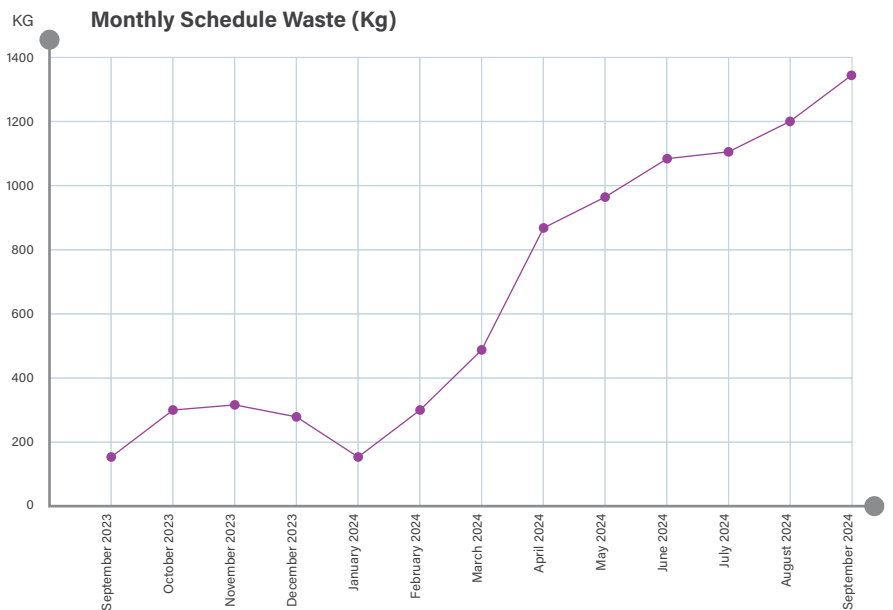
- It is inevitable that paper usage increases from March 2024, as our project Harmoni progress at a steady pace.
- TWL encourages double sided use of paper to optimise usage.
- Paper that had been used both side, are reuse



## SUSTAINABILITY REPORT

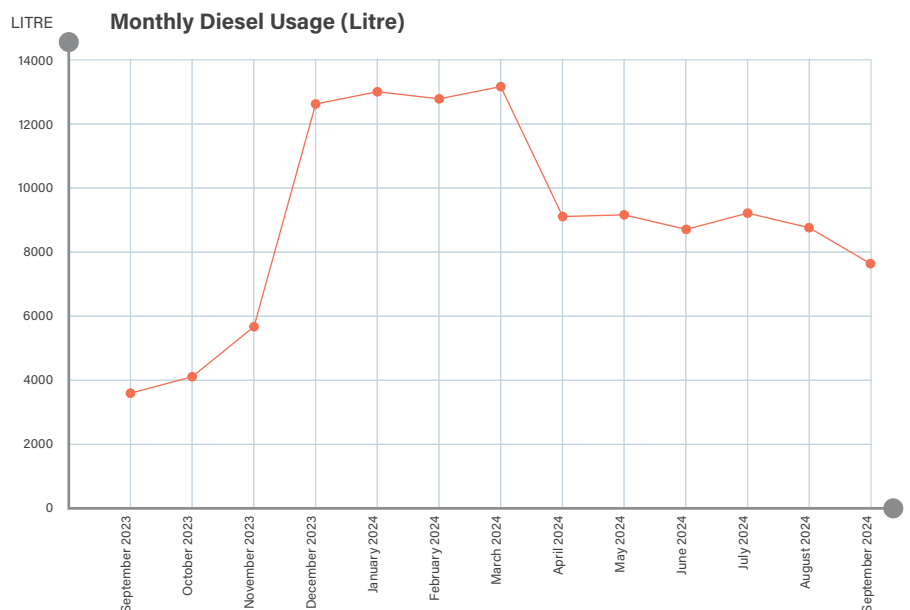
TWL collected data from all sites on the Schedule waste that was disposed during the reporting period as based line for future comparative analysis.

- There was a surge increase in the month October 2023 and March 2024 due to the start of Pangsapuri Harmoni TWL project
- Average of schedule waste is 660.46 Kg per month
- Total schedule waste for financial year 2024 is 8,586 Kg



TWL Collected data from all vehicles own by the Group on Diesel consumption during the reporting period as based line for future comparative analysis.

- All machines and vehicles were using diesel
- Average usage of diesel is **9,095.692 litre per month**
- Total usage of diesel for financial year 2024 is **118,244 litre**
- Usage of diesel show drastic drop after obtaining electric supply from TNB in the delivery of Project Pangsapuri Harmoni TWL



## SUSTAINABILITY REPORT

# SOCIAL

### Human Capital Development

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

### TWL'S Societal Impact

As a socially responsible developer, TWL is in constant pursuit of building sustainable communities in places it operates. Through active communication and engagement, TWL fully comprehends communities' needs and strengthens relationships with its partners. The Group leverages its network and resources to create multifaceted, positive impacts through volunteer work, community services, donations and sponsorships.

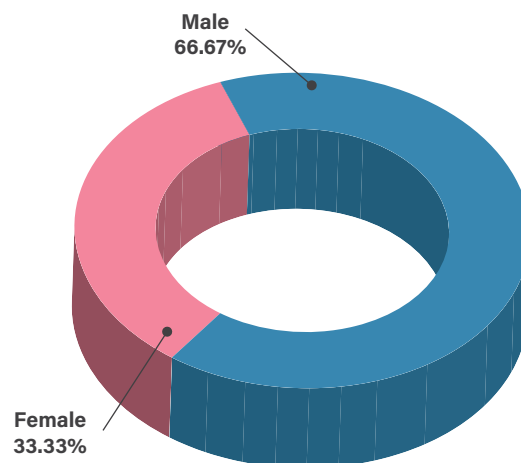
TWL's primary vehicle for engaging with the communities is through charitable organisations that help those in need throughout the communities. Within a broad range of TWL's community engagements, the Group focus on the education of today's youth and providing financial and practical support to targeted local and communities, through donation, sponsorship, and voluntary activities. Through our philanthropic contributions, TWL continue to champion various efforts deserving support. This involved various organizations and charitable bodies that truly deserve it. The Group believes that in giving back is when we truly received. The Group has contributed and donated to the following charitable organisations, association and schools:-

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

### Learning and Development

Training and Development is one of the means available to management to ensure that employees on whom the organization depends have the necessary knowledge, skills and attitudes to perform their jobs and help to achieve organizational goals.

Training must be conducted for all levels of employees and be given equal opportunities for learning and development.



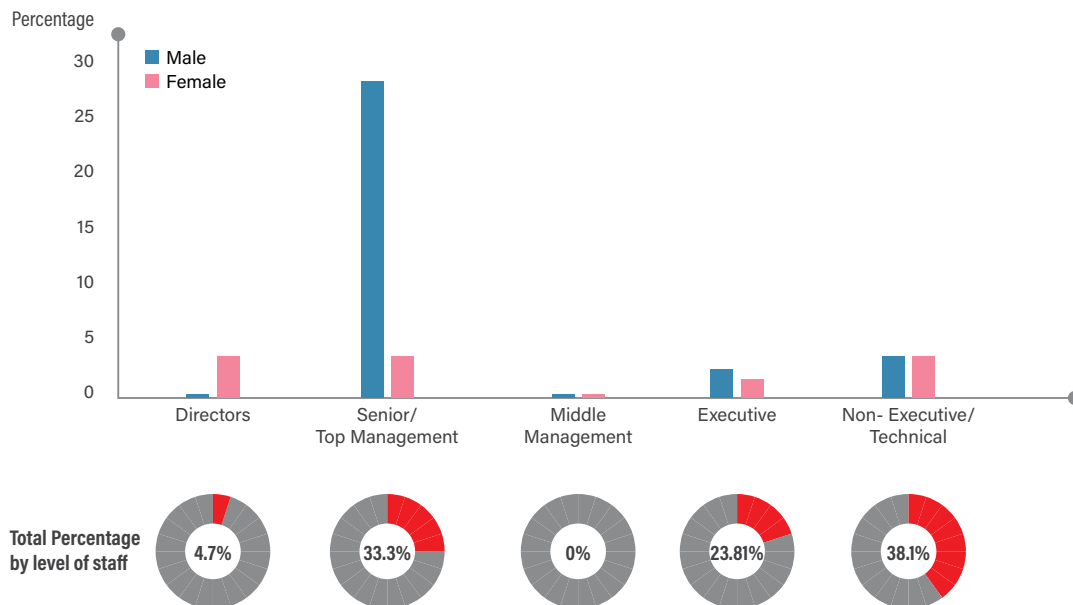
### Staff Profile By Age

All TWL employees are permanent comprise of technical and non-technical positions at all levels. Its the Group policy to promote capable and deserving staff to higher levels as career pathing within the organisation.

TWL is proud of our dynamic and diverse workforce, with 38.09% of employees serving in top management and director roles, showcasing the strength of leadership within the company. A solid 61.91% of our employees are executives and below, contributing to a well-balanced and collaborative organizational structure.

TWL is dedicated to fostering a gender-diverse environment, with 33.33% of the team being female, actively contributing to our success. TWL Holding is continuously evolving, and gender equality remains a key focus as we strive for greater balance and representation throughout the organization.

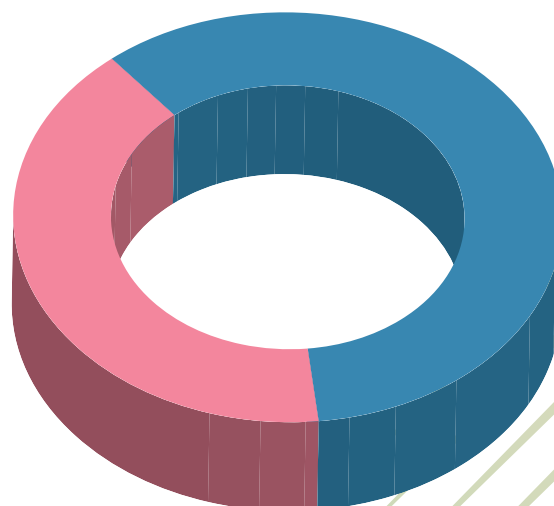
## SUSTAINABILITY REPORT



### TRAINING

Since the beginning of the delivery of Project Pangsapuri Harmoni TWL, trainings has been arranged to begun sustainability initiative as well as other functions that implements as the delivery of the project begun. The senior management team has attended training related to sustainability to begin planning and implementation of sustainability initiatives. Training for project compliance has begun and TWL is committed to begin implementation training in FY 2025/2026. Moving forward, TWL plan to organize key implementation trainings for all staff to ensure zero bribery, corruptions, accidents and near missed

Staff Attended





## SUSTAINABILITY REPORT

# GOVERNANCE

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

1.0

### Anti-Bribery and Corruption Policy Statement

In upholding our values and high ethical standards, TWL is committed to implement Anti-Bribery and Corruption Policy to avoid practices of bribery and corruption of all forms in the company's daily activities.

2.0

### Governance and Compliance Trainings

In view that the Pangsapuri Harmoni TWL project has just commenced, TWL is currently reviewing the various relevant training programs that are required to be implemented, training budget to be allocated accordingly.

TWL is committed to ensure all employees comply all applicable data privacy laws and regulations. Adequate system and procedures are in place in protecting and securing all personal data owned by TWL. Employees shall not use or disclose or process any personal data without prior written consent from TWL.

3.0

### Confidentiality and Intellectual Property

Employees shall treat all information provided or obtained from their course of dealing with TWL as confidential, sensitive and proprietary information. Unless specifically authorized by TWL or otherwise required under law, employees shall not disclose or communicate any information to unauthorised third parties, the public and/ or the media.

4.0

### Supply Chain Management

The supply of materials may come from local and international vendors, diversified background. TWL welcome vendors from diversified background. Selection criteria adopted by TWL in regarding to the provision of goods and services vendors:

- 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 environment aspect.
- Commit to the protection of environment, including prevention of pollution such as air, water etc.

TWL is committed to give first priority to local vendor using Malaysia ringgit as business transaction currency and international vendor using Malaysia ringgit as transaction Currency. To-date, majority of TWL vendors are local vendors using Malaysian ringgit.

## 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 30th June 2024, 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 2024 (“**FYE 2024**”).

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 2024: -

- (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 2024 (“**CG Report**”) of the Company which is available on the website of Bursa at [www.bursamalaysia.com](http://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 2024. The Board is satisfied that the Company has substantially complied with the MCCG throughout the FYE 2024 save for the exceptions which are fully described in the CG Report.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

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

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

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

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

## STATEMENT OF CORPORATE GOVERNANCE

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

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

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

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

The Board has also delegated the daily management of the Group's affairs to the Executive Chairman, Managing Director ("MD") and Executive Director ("ED"). The Executive Chairman, MD, ED 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 2024, 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
Datin Sek Chian Nee (resigned on 28.08.2024)	5/5 meetings
Low Boon Chin (resigned on 27.08.2024)	5/5 meetings
Chua Eng Chin	5/5 meetings
S Nagaraju A/L Sinniah	5/5 meetings
Rithauddin Hussein Jamalattiff bin Jamaluddin	2/2 meetings
Dato' Zainol Abidin bin Mohamed (resigned on 19.07.2024)	0/3 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.



## STATEMENT OF CORPORATE GOVERNANCE

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

In order to advise 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.

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 COMMITTEES 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 whistleblowing 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 eight (8) Directors, out of which, one (1) Executive Chairman, one (1) Managing Director, one (1) Executive Director, one (1) Non-Independent Non-Executive Director and four (4) 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 Board's 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 four (4) Independent Non-Executive Directors. The presence of the four (4) 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
Datin Sek Chian Nee	1) Overview of Directors' Duties 2) Construction Procurement and Contract Administration 3) Tendering Process and Contract Management 4) Managing people in Construction Industry 5) "Perkembangan Undang-Undang Pemburuan"
Tan Lee Chin	1) Overview of Directors' Duties 2) Green Financing Funding Green Projects through the Islamic Capital Market 3) Roads to leadership. Practical Strategies for Building a Diverse and Equitable Workplace
Chua Eng Chin	1) Anti Money Laundering – Risk & Vulnerabilities in Capital Markets
S Nagaraju A/L Sinniah	1) Overview of Directors' Duties
Low Boon Chin	1) Focus Group Discussion to Review Order of the minimum wage 2) Entrepreneurs Action Committee meeting for Negeri Sembilan
Dato' Zainol Abidin bin Mohamad	1) Overview of Directors' Duties
Rithauddin Hussein Jamalattiff	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 Independent Director subject to shareholder's approval.

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.

### 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 two (2) Independent Non-Executive Directors and one (1) Non-Independent Non- Executive Director. The members of the Nomination Committee are as follows:-

Chairman	:	<b>S Nagaraju A/L Sinniah</b> (Independent Non-Executive Director)
Members	:	<b>Chua Eng Chin</b> (Non-Independent Non-Executive Director)
		<b>Rithauddin Hussein Jamalattiff bin Jamaluddin</b> (Independent Non-Executive Director)

As per Practice 5.8 of the MCGG, 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)

#### INTENDED OUTCOME 5: STAKEHOLDERS ARE ABLE TO FORM AN OPINION ON THE OVERALL EFFECTIVENESS OF THE BOARD AND INDIVIDUAL DIRECTORS (CONT'D)

##### Nomination Committee (Cont'd)

The Nomination Committee met once during the financial year ended 30 June 2024 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 2024, the main activities carried by the Nomination Committee include the following:-

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

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

##### Remuneration Committee

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

Chairman	:	<b>S Nagaraju A/L Sinniah</b> (Independent Non-Executive Director)
Members	:	<b>Chua Eng Chin</b> (Non-Independent Non-Executive Director)
		<b>Rithauddin Hussein Jamalattiff bin Jamaluddin</b> (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 2024 are as follows:

	Salary, Fee & Allowance (RM)	Other Emoluments (RM)	Bonus (RM)	Benefit in kind (RM)	Total (RM)
<b>Company</b>					
<b>Executive Directors</b>					
Dato Tan Wei Lian	–	–	–	–	–
Datin Sek Chian Nee (resigned on 28.08.2024)	–	–	–	–	–
Tan Lee Chin	–	–	–	–	–
<b>Independent Directors</b>					
Dato Zainol Abidin bin Mohamed (resigned on 19.07.2024)	9,000	–	–	–	9,000
Low Boon Chin (resigned on 27.08.2024)	10,000	–	–	–	10,000
Datin Sulizah Binti A Salam (resigned on 26.09.2023)	18,000	–	–	–	18,000
S Nagaraju A/L Sinniah	4,000	–	–	–	4,000
<b>Non-Independent Directors</b>					
Chua Eng Chin	10,000	–	–	–	10,000

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 2024 are as follows:

	Salary, Fee & Allowance (RM)	Other Emoluments (RM)	Bonus (RM)	Benefit in kind (RM)	Total (RM)
<b>Group</b>					
<b>Executive Directors</b>					
Dato Tan Wei Lian	–	–	–	–	–
Datin Sek Chian Nee (resigned on 28.08.2024)	337,158	–	–	–	337,158
Tan Lee Chin	405,600	–	–	–	405,600

## STATEMENT OF CORPORATE GOVERNANCE

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

The remuneration of the key Senior Management of the Company disclosed below is on an aggregate basis as the Board is of the view that it is not in the best interest to disclose the Senior Management's various remunerations on name basis due to the confidentiality and sensitivity concerns. Details of Directors' remuneration paid or payable to all Directors of the Company and the Group and categorized into appropriate components for FYE 2024 are as follows: (Cont'd)

	Salary, Fee & Allowance (RM)	Other Emoluments (RM)	Bonus (RM)	Benefit in kind (RM)	Total (RM)
<b>Group (Cont'd)</b>					
<b>Independent Directors</b>					
Dato Zainol Abidin bin Mohamed (resigned on 19.07.2024)	9,000	–	–	–	9,000
Low Boon Chin (resigned on 27.08.2024)	10,000	–	–	–	10,000
Datin Sulizah Binti A Salam (resigned on 26.09.2023)	18,000	–	–	–	18,000
S Nagaraju A/L Sinniah	4,000	–	–	–	4,000
<b>Non-Independent Directors</b>					
Chua Eng Chin	10,000	–	–	–	10,000
<b>Other key management Personnel</b>					
Salaries, wages and others	462,026	–	–	–	462,026
Defined contribution plan	–	46,508	–	–	46,508

### 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 are Independent Non-Executive Directors except Chua Eng Chin is non-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 2024. The members of the Audit Committee and their attendance are as follows:

(i)	Low Boon Chin (Independent Non-Executive Director) (resigned on 27.08.2024)	5 of 5 meetings
(ii)	S. Nagaraju A/L Sinniah (Chairman/Independent Non-Executive Director)	5 of 5 Meetings
(iii)	Chua Eng Chin (Non-Independent Non-Executive Director)	5 of 5 Meetings
(iv)	Rithauddin Hussein Jamalattiff bin Jamaluddin (appointed on 28.08.2024)	0 of 0 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.

## STATEMENT OF CORPORATE GOVERNANCE

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

#### Audit Committee (Cont'd)

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. Chua Eng Chin is a qualified Chartered Accountant since 1984 and a registered member of the Malaysian Institute of Accountants (MIA) and registered Fellow Member of the Association of Chartered Accountants (United Kingdom).

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 2024 is set out in pages 58 to 60 of this Annual Report.

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

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 2024, 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.

## STATEMENT OF CORPORATE GOVERNANCE

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

#### 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 Jamalattiff bin Jamaluddin (appointed on 28.08.2024)	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:

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 2024.



## 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 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.

The external auditors have reviewed this Statement for inclusion in the financial year ended 30 June 2023 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 aspect, based on the risk management and internal control system of 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 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.

#### 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.

## STATEMENT OF CORPORATE GOVERNANCE

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

All the resolutions passed by the shareholders at the previous AGM held on 19 December 2023 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, Meesrs Shareworks Sdn Bhd to conduct the polling process and Mr Leonard Lim Weng Leong as Independent Scrutineers to verify the poll results.

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

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

# AUDIT COMMITTEE REPORT

The Audit Committee with delegated oversight responsibilities assists the Board in ensuring that the paramount interest of the shareholders and other stakeholders of the Group are well protected. With this, the Board of Directors of TWL Holdings Berhad ("TWL") is pleased to present the report of the Audit Committee Report and its work for the financial year ended 30 June 2024.

## MEMBERS AND MEETINGS

The Audit Committee ("AC") of the Company comprises four (4) members, all of whom are Independent Non-Executive Directors except Chua Eng Chin is non-independent non-executive director. The Audit Committee is chaired by Mr. Low Boon Chin, the Independent Non-Executive Director of the Company.

The Audit Committee held five (5) meetings during the financial year ended 30 June 2024. The members of the Audit Committee and their attendance are as follows:

(i)	Low Boon Chin (Chairman/Independent Non-Executive Director)(resigned on 27.08.2024)	5 of 5 meetings
(ii)	S.Nagaraju A/L Sinniah (Independent Non-Executive Director)	5 of 5 Meetings
(iii)	Chua Eng Chin (Non-Independent Non-Executive Director)	5 of 5 Meetings
(iv)	Rithauddin Hussein Jamalattiff bin Jamaluddin (Appointed on 28.08.2024)	0 of 0 Meetings

## SUMMARY OF WORK DURING THE FINANCIAL YEAR

For the financial year ended 30 June 2024, 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 2024; and significant issues and concerns arising from the audit.
- Reviewed the annual report and audited financial statements for the financial year ended 30 June 2024 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 2024.
- Held a private session with the external auditors without the presence of Executive Directors and Management.
- Reviewed with the internal auditors on significant issues and concerns arising from the audit; and assessing the internal auditor's findings and the management's responses thereto and thereafter, making the necessary recommendations to the Board of Directors.
- Evaluated the performance of the external auditors and made recommendation to the Board on their re-appointment and remuneration.
- Reviewed the Statement on Risk Management & Internal Control for inclusion in the Company's Annual Report.



## AUDIT COMMITTEE REPORT

### INTERNAL AUDIT FUNCTION

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

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

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

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

During the financial year, 4 reports were presented to the Audit Committee focusing on and others activities as below:

(i) Project Department

- Rules, policies, procedure and guidelines on management of project.
- Financing for Project.
- Existing framework and available documentations to assess its organizational governance, adequacy and comparability with project management.
- Resource Management.
- Information Management.
- Document/Record Management System.
- Integration and management of risk.
- Effectiveness of monitoring and reporting mechanism setup within the project management framework.
- Project and Quality Assurance.
- Information Management.

## AUDIT COMMITTEE REPORT

### INTERNAL AUDIT FUNCTION (CONT'D)

(ii) Human Resource Department

- Human Resource Planning.
- Hiring and On-Boarding.
- Safety and security.
- Job Descriptions.
- Compliances to Employment Act 1955
- HR Department Organization.
- Training and Development.
- Termination Process and Exit Interviews.
- Forms Review.
- Performance Evaluation Processes.

(iii) Accounts Department

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

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

The total cost incurred for the internal audit function of the Group in respect of the financial year ended 30 June 2024 amounted to RM3,400.

# ADDITIONAL COMPLIANCE INFORMATION

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

## STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

### Proposed Right Issue With Warrants

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

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

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended Time frame for Utilisation
Funding for existing property development projects	30,000	30,000	–	Within 36 months
Repayment of borrowings	11,171	5,653	5,518	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	38,541	5,518	

### 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:-

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

## ADDITIONAL COMPLIANCE INFORMATION

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

#### Proposed Private Placement (Cont'd)

The listing and quotation of 771,036,000 Placement Shares had been completed on 15 April 2022. The details of utilisation of proceeds from the Private Placement were as follows:

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended Time frame for Utilisation
Funding for construction of the Project	39,519	421	39.098	Within 24 months
Expenses for the Acquisition and the proposals	940	940	–	Immediate
Total	40,459	1,361	39.098	

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

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

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

Purpose	Actual proceeds raised RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended timeframe for utilisation
Purchase Consideration for the Acquisitions	28,643	4,814	23,829	within 36 months
Funding for the Projects	22,450	15,967	6,483	within 36 months
Estimated expenses for the Right Issue	1,195	1,195	0	immediate
	52,288	21,976	30,312	

## ADDITIONAL COMPLIANCE INFORMATION

### OPTIONS OVER ORDINARY SHARES

Employees' Share Option Scheme ("ESOS")

- (a) The total number of options granted, and outstanding options under the ESOS as at 30 June 2024 are set out in the table below:

Description	Number of Options as at 30 June 2024 Total
(a) Granted during the financial year	0
(b) Exercised during the financial year	0
(c) Cancelled during the financial year	0
(d) Outstanding options exercisable during the financial year	0

- (b) The total number of options granted to the Directors and Senior Management, and outstanding options under the ESOS as at 30 June 2024 are set out in the table below:

Description	Directors	Senior Management
(a) Granted during the financial year	0	0
(b) Exercised during the financial year	0	0
(c) Cancelled during the financial year	0	0
(d) Outstanding options exercisable during the financial year	0	0

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

	Since commencement up to 30 June 2024
(a) Aggregate maximum allocation applicable to directors and senior management	70%
(b) Actual percentage granted	57.23%

### AUDIT AND NON-AUDIT FEES

During the financial year ended 30 June 2024, 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	RM320,500	RM140,000
Non-audit fee	RM5,000	RM5,000

### MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

During the financial year ended 30 June 2024, there is no material contracts entered into by the Company and/or its subsidiaries involving directors and major shareholders.



## 05 FINANCIAL STATEMENTS

Directors' Report	72
Statement by Directors	78
Statutory Declaration	78
Independent Auditors' Report	79
Statements of Financial Position	83
Statements Of Profit Or Loss And Other Comprehensive Income	85
Statements Of Changes In Equity	86
Statements Of Cash Flows	89
Notes To The Financial Statements	92



# 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 2024.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiary companies are disclosed in Note 7.

## FINANCIAL RESULTS

	Group RM	Company RM
Profit/(Loss) for the financial year attributable to:		
Owners of the Company	7,295,728	(11,948,473)
Non-controlling interests	(3,492)	–
	<hr/> 7,292,236	<hr/> (11,948,473)

## 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 RM368,370,703 comprising 4,182,826,143 ordinary shares to RM426,912,675 comprising 5,750,957,868 ordinary shares through the following:

- Issuance of 59,777,000 new ordinary shares pursuant to the rights issue with warrants D at an exercise price of RM0.04 per share;
- Issuance of 296,842,605 new ordinary shares pursuant to the rights issue with warrants E at an exercise price of RM0.03 per share; and
- Issuance of 1,211,512,120 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.

## DIRECTORS' REPORT

### OPTIONS GRANTED OVER UNISSUED SHARES

At the Extraordinary General Meeting held on 29 May 2014, the Company's shareholders approved the establishment of an Employee Share Option Scheme ("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. On 29 September 2021, TWL's existing ESOS is terminated in accordance to the By-Laws governing the ESOS in view that the Board of Directors does not intend to grant any further options under the existing 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 and other terms of the ESOS are disclosed in the Note 28.

### WARRANTS

#### Warrants D

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

As at 30 June 2024, the total number of Warrants D that remain unexercised were 797,169,709.

#### Warrants E

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

As at 30 June 2024, the total number of Warrants E that remain unexercised were 226,041,402.

### REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS")

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

As at 30 June 2024, the total number of RCULS that remain unexercised were 1,330,759,491.

### 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\*

Chua Eng Chin

S. Nagaraju A/L Sinniah

Datin Sulizah Binti A.Salam

Rithaiddin Hussein Jamalattiff Bin Jamaluddin

Dato' Syed Abdul Aziz Bin Syed Hassan

Dato' Zainol Abidin Bin Mohamed

Low Boon Chin

Datin Sek Chian Nee

(resigned on 26.9.2023)

(appointed on 21.11.2023)

(resigned on 19.12.2023)

(appointed on 27.10.2023, resigned on 19.7.2024)

(resigned on 27.8.2024)

(resigned on 28.8.2024)

## 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

(appointed on 4.12.2023)

(appointed on 4.12.2023)

(appointed on 22.1.2024)

*\* 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:

	At 1.7.2023	Number of ordinary shares		At 30.6.2024
		Bought	Sold	
<b>Interests in the Company:</b>				
<b>Direct Interests</b>				
Dato' Tan Wei Lian	427,573,203	152,305,913	(17,724,000)	562,155,116
Datin Sek Chian Nee	198,605,650	135,155,863	(92,267,000)	241,494,513
Tan Lee Chin	7,431,675	–	–	7,431,675
<b>Indirect Interests</b>				
Dato' Tan Wei Lian <sup>#</sup>	901,677,825	255,655,863	(460,135,000)	697,198,688
Datin Sek Chian Nee <sup>#</sup>	1,130,645,378	272,805,913	(385,592,000)	1,017,859,291
Tan Lee Chin <sup>#</sup>	1,321,819,353	407,961,776	(477,859,000)	1,251,922,129
	At 1.7.2023	Number of warrants D		At 30.6.2024
		Bought	Converted	
<b>Interests in the Company:</b>				
<b>Direct Interests</b>				
Dato' Tan Wei Lian	199,304,044	–	(197,560,425)	1,743,619
Datin Sek Chian Nee	24,622,650	–	(24,535,650)	87,000
<b>Indirect Interests</b>				
Dato' Tan Wei Lian <sup>#</sup>	24,622,650	–	(24,535,650)	87,000
Datin Sek Chian Nee <sup>#</sup>	199,304,044	–	(197,560,425)	1,743,619

## 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 warrants E				
	At 1.7.2023	Bought	Sold	Converted	At 30.6.2024
Interests in the Company:					
Direct Interests					
Dato' Tan Wei Lian	8,648,485	1,376,100	–	(9,824,685)	199,900
Datin Sek Chian Nee	32,979,320	–	(10,170,020)	(22,809,300)	–
Indirect Interests					
Dato' Tan Wei Lian#	32,979,320	–	(10,170,020)	(22,809,300)	–
Datin Sek Chian Nee#	8,648,485	1,376,100	-	(9,824,685)	199,900
	Number of RCULS				
	At 1.7.2023	Bought	Sold	Converted	At 30.6.2024
Interests in the Company:					
Direct Interests					
Dato' Tan Wei Lian	43,242,428	112,276,800	–	(152,434,228)	3,085,000
Datin Sek Chian Nee	164,896,600	–	(121,317,300)	(35,929,600)	7,649,700
Indirect Interests					
Dato' Tan Wei Lian#	164,896,600	–	(121,317,300)	(35,929,600)	7,649,700
Datin Sek Chian Nee#	43,242,428	112,276,800	–	(152,434,228)	3,085,000

<sup>#</sup> Deemed interests by virtue of shares held by spouse and closed family member pursuant to Section 59(11)(c) of the Companies Act 2016.

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

### DIRECTORS' BENEFITS

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



## DIRECTORS' REPORT

### DIRECTORS' BENEFITS (CONT'D)

The details of the directors' remuneration for the financial year ended 30 June 2024 are set out below:

	Group RM	Company RM
Directors' remuneration:		
Fees and allowance	51,000	51,000
Salaries and other emoluments	730,758	–
Defined contribution plans	36,000	–
	817,758	51,000

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.

### 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.

## DIRECTORS' REPORT

### OTHER STATUTORY INFORMATION (CONT'D)

(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.

### AUDITORS

The Auditors, Messrs. UHY Malaysia (formerly known as UHY), 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 2024 are as follow:

	Group RM	Company RM
Auditors' remuneration:		
- Statutory audits		
UHY Malaysia	249,000	140,000
Other auditors	71,500	–
	320,500	140,000
- Non-statutory audits		
UHY Malaysia	5,000	5,000
	325,500	145,000

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 25 October 2024.

**DATO' TAN WEI LIAN**

KUALA LUMPUR

**TAN LEE CHIN**

# 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 2024 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 25 October 2024.

---

**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 25 October 2024 )

---

**DATO' TAN WEI LIAN**

Before me,

---

**COMMISSIONER FOR OATHS**

# INDEPENDENT AUDITORS' REPORT

To The Members of TWL Holdings Berhad [Registration No.: 199401039944 (325631-V)] (Incorporated in Malaysia)

## 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 2024 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 83 to 152.

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 2024, 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.

## INDEPENDENT AUDITORS' REPORT

### Key Audit Matters (Cont'd)

Key Audit Matters	How we addressed the key audit matters
<p><b>Valuation of land held for property development and property development costs</b></p> <p>As at 30 June 2024, the Group recognised land held for property development and property development costs total amounting to RM343,127,833 as disclosed in Note 5(a) and Note 5(b) to the financial statements, in which represented 65% of the Group's total assets. The cost of inventories mainly comprising of land costs, development expenditure capitalised and entitlement to land owners pursuant to joint venture agreements to jointly develop land.</p> <p>We focused on this area mainly due to following:</p> <p>(a) material account balances and large number of individual parcels of land and their related development expenditure incurred;</p> <p>(b) management has considered the costs yet to be incurred to complete the development project before comparing to the net realisable value; and</p> <p>(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. light of the latest economic condition and future market outlook.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> <li>obtained list of inventories to identify the locations of land held by the Group and conducted site visit on sampling basis;</li> <li>inspected land titles for land held by the Group;</li> <li>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;</li> <li>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</li> <li>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.</li> </ul>

### 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.



## INDEPENDENT AUDITORS' REPORT

### 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.

### 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

## INDEPENDENT AUDITORS' REPORT

### Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

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

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

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

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

### 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

Firm Number: AF 1411  
Chartered Accountants

#### ANG KAI SING

Approved Number: 03605/10/2025 J  
Chartered Accountant

KUALA LUMPUR  
25 October 2024

# STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2024

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Property, plant and equipment	4	2,040,264	1,961,094	69,803	96,984
Inventories	5	278,188,591	254,627,805	–	–
Right-of-use assets	6	1,322,177	266,535	–	–
Investments in subsidiary companies	7	–	–	20,353,559	19,443,959
Goodwill on consolidation	8	–	–	–	–
Trade receivables	9	5,897,094	1,755,000	–	–
Other receivables	10	35,265,073	–	–	–
Amount due from subsidiary companies	11	–	–	499,895,686	433,025,702
Deferred tax assets	12	3,144,159	2,477,539	1,129,374	2,477,539
		325,857,358	261,087,973	521,448,422	455,044,184
<b>Current Assets</b>					
Inventories	5	65,035,909	53,061,992	–	–
Contract assets	13	12,112,101	–	–	–
Trade receivables	9	26,703,184	13,943,605	–	–
Other receivables	10	356,109	59,832,117	–	–
Fixed deposits with financial institutions	14	921,500	25,314,383	31,000	25,031,000
Cash and bank balances		97,586,623	71,309,014	19,293	21,141,686
		202,715,426	223,461,111	50,293	46,172,686
<b>Total Assets</b>		<b>528,572,784</b>	<b>484,549,084</b>	<b>521,498,715</b>	<b>501,216,870</b>
<b>EQUITY</b>					
Share capital	15	426,912,675	368,370,703	426,912,675	368,370,703
Reserves	16	55,205,582	58,810,105	62,095,431	84,944,155
RCULS - Equity	17	4,434,498	25,943,266	4,434,498	25,943,266
Equity attributable to owners of the parent		486,552,755	453,124,074	493,442,604	479,258,124
Non-controlling interests		4,069	2,661	–	–
<b>Total Equity</b>		<b>486,556,824</b>	<b>453,126,735</b>	<b>493,442,604</b>	<b>479,258,124</b>

## STATEMENTS OF FINANCIAL POSITION

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
<b>LIABILITIES</b>					
<b>Non-Current Liabilities</b>					
RCULS - Liabilities	17	1,765,512	9,089,597	1,765,512	9,089,597
Lease liabilities	18	770,371	247,594	–	–
Borrowings	19	9,952,923	13,460,821	–	4,380,000
		12,488,806	22,798,012	1,765,512	13,469,597
<b>Current Liabilities</b>					
RCULS - Liabilities	17	2,940,214	1,233,482	2,940,214	1,233,482
Lease liabilities	18	358,198	214,204	–	–
Borrowings	19	3,576,945	3,141,606	1,734,900	1,620,000
Trade payables	20	5,709,180	945,000	–	–
Other payables	21	2,563,368	2,175,385	451,574	548,646
Amount due to Directors	22	532,216	366,101	120,897	121,782
Amount due to subsidiary companies	10	–	–	9,582,393	4,965,239
Tax payable		13,847,033	548,559	11,460,621	–
		29,527,154	8,624,337	26,290,599	8,489,149
<b>Total Liabilities</b>		42,015,960	31,422,349	28,056,111	21,958,746
<b>Total Equity and Liabilities</b>		528,572,784	484,549,084	521,498,715	501,216,870

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 2024

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
Revenue	23	51,164,704	25,691,157	–	–
Cost of sales		(25,958,734)	(17,301,289)	–	–
<b>Gross profit</b>		25,205,970	8,389,868	–	–
Other income		799,937	1,301,896	2,218,071	6,032,286
Net loss on impairment of financial instruments		–	–	(398,550)	–
Administrative expenses		(5,678,326)	(6,462,166)	(1,607,287)	(5,092,778)
ESOS expenses		–	(4,897,089)	–	(4,897,089)
Finance costs	24	(1,740,953)	(973,170)	(700,086)	(221,846)
<b>Profit/(Loss) before tax</b>	25	18,586,628	(2,640,661)	(487,852)	(4,179,427)
Taxation	26	(11,294,392)	(488,894)	(11,460,621)	–
<b>Profit/(Loss) for the financial year, representing total comprehensive income/ (loss) for the financial year</b>		7,292,236	(3,129,555)	(11,948,473)	(4,179,427)
<b>Profit/(Loss) for the financial year attributable to:</b>					
Owners of the parent		7,295,728	(3,127,316)	(11,948,473)	(4,179,427)
Non-controlling interests		(3,492)	(2,239)	–	–
		7,292,236	(3,129,555)	(11,948,473)	(4,179,427)
<b>Total comprehensive income/ (loss) for the financial year attributable to:</b>					
Owners of the parent		7,295,728	(3,127,316)	(11,948,473)	(4,179,427)
Non-controlling interests		(3,492)	(2,239)	–	–
		7,292,236	(3,129,555)	(11,948,473)	(4,179,427)
<b>Earnings/(Loss) per share</b>					
- Basic (sen)	27	0.14	(0.08)		
- Diluted (sen)	27	0.14	(0.07)		

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



# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

	Note	Attributable to Owners of the Parent					Non-Controlling Interests RM	Total Equity RM
		Share Capital RM	Non-Distributable RCULS - Equity RM	Warrant Reserve RM	Distributable Retained Earnings RM	Total RM		
<b>Group</b>								
<b>At 1 July 2023</b>		368,370,703	25,943,266	30,475,392	28,334,713	453,124,074	2,661	453,126,735
Profit/(Loss) for the financial year, representing total comprehensive income/(loss) for the financial year		-	-	-	7,295,728	7,295,728	(3,492)	7,292,236
<b>Transactions with owners:</b>								
Issuance of shares pursuant to:								
- Conversion of RCULS	15,17	36,345,363	(21,508,768)	-	-	14,836,595	-	14,836,595
- Exercise of warrants	15,16(a)	22,196,609	-	(10,900,251)	-	11,296,358	-	11,296,358
Acquisition of subsidiary companies	7(a)	-	-	-	-	-	4,900	4,900
<b>Total transactions with owners</b>		58,541,972	(21,508,768)	(10,900,251)	-	26,132,953	4,900	26,137,853
<b>At 30 June 2024</b>		426,912,675	4,434,498	19,575,141	35,630,441	486,552,755	4,069	486,556,824

# STATEMENTS OF CHANGES IN EQUITY

Attributable to Owners of the Parent									
Note	Share Capital RM	Non-Distributable			Distributable		Non-Controlling Interests RM	Total RM	Total Equity RM
		RCULS - Equity RM	Warrant Reserve RM	ESOS Reserve RM	Retained Earnings RM				
Group At 1 July 2022	319,808,393	-	16,522,195	10,338,600	31,462,029	378,131,217	4,900	378,136,117	
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	-	-	(3,127,316)	(3,127,316)	(2,239)	(3,129,555)	
Transactions with owners: Issuance of shares	319,808,393	-	16,522,195	10,338,600	28,334,713	375,003,901	2,661	375,006,562	
pursuant to:									
15 - Exercise of ESOS	34,172,595	-	-	(15,235,689)	-	18,936,906	-	18,936,906	
15, 17 - Conversion of RCULS	940,404	(744,354)	-	-	-	196,050	-	196,050	
15, 16(a) - Exercise of warrants	13,449,311	-	(3,667,994)	-	-	9,781,317	-	9,781,317	
Issuance of ESOS	-	-	-	4,897,089	-	4,897,089	-	4,897,089	
16(a), 17 Issuance of RCULS	-	26,687,620	17,621,191	-	-	44,308,811	-	44,308,811	
Acquisition of subsidiary companies	-	-	-	-	-	-	29,757	29,757	
Changes in non-controlling interests	-	-	-	-	-	-	(29,757)	(29,757)	
Total transactions with owners	48,562,310	25,943,266	13,953,197	(10,338,600)	-	78,120,173	-	78,120,173	
At 30 June 2023	368,370,703	25,943,266	30,475,392	-	28,334,713	453,124,074	2,661	453,126,735	

# STATEMENTS OF CHANGES IN EQUITY

	Note	Attributable to Owners of the Parent					Total Equity RM
		Non-Distributable			Distributable		
		Share Capital RM	RCULS - Equity RM	Warrant Reserve RM	Retained Earnings RM		
<b>Company</b>							
<b>At 1 July 2023</b>		368,370,703	25,943,266	30,475,392	54,468,763	479,258,124	
Loss for the financial year, representing total comprehensive loss for the financial year		-	-	-	(11,948,473)	(11,948,473)	
<b>Transactions with owners:</b>							
Issuance of shares pursuant to:							
- Conversion of RCULS	15,17	36,345,363	(21,508,768)	-	-	14,836,595	
- Exercise of warrants	15,16(a)	22,196,609	-	(10,900,251)	-	11,296,358	
<b>Total transactions with owners</b>		58,541,972	(21,508,768)	(10,900,251)	-	26,132,953	
<b>At 30 June 2024</b>		426,912,675	4,434,498	19,575,141	42,520,290	493,442,604	

	Note	Attributable to Owners of the Parent					Total Equity RM
		Non-Distributable			Distributable		
		Share Capital RM	RCULS - Equity RM	Warrant Reserve RM	ESOS Reserve RM	Retained Earnings RM	
<b>Company</b>							
<b>At 1 July 2022</b>		319,808,393	-	16,522,195	10,338,600	58,648,190	405,317,378
Loss for the financial year, representing total comprehensive loss for the financial year		-	-	-	-	(4,179,427)	(4,179,427)
<b>Transactions with owners:</b>							
Issuance of shares pursuant to:							
- Exercise of ESOS	15	34,172,595	-	-	(15,235,689)	-	18,936,906
- Conversion of RCULS	15,17	940,404	(744,354)	-	-	-	196,050
- Exercise of warrants	15,16(a)	13,449,311	-	(3,667,994)	-	-	9,781,317
Issuance of ESOS		-	-	-	4,897,089	-	4,897,089
Issuance of RCULS	16(a),17	-	26,687,620	17,621,191	-	-	44,308,811
<b>Total transactions with owners</b>		48,562,310	25,943,266	13,953,197	(10,338,600)	-	78,120,173
<b>At 30 June 2023</b>		368,370,703	25,943,266	30,475,392	-	54,468,763	479,258,124

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

# STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Cash Flows From</b>				
<b>Operating Activities</b>				
Profit/(Loss) before tax	18,586,628	(2,640,661)	(487,852)	(4,179,427)
Adjustments for:				
Amortisation of right-of-use assets	220,824	133,990	–	–
Bad debts recovered	(1,500)	–	–	–
Depreciation of property, plant and equipment	755,024	696,429	27,181	27,182
(Gain)/Loss on disposal of:				
- Property, plant and equipment	(17,500)	–	–	–
- Subsidiary company	7(d) –	(471,099)	–	501,398
- Other investments	–	579,262	–	579,262
Gain on bargain purchase	–	(72,652)	–	–
Impairment loss on:				
- Amount due from subsidiary companies	–	–	398,550	–
- Investments in subsidiary companies	–	–	95,500	–
Interest expenses	1,740,953	973,170	700,086	221,846
Interest income	(453,119)	(200,858)	(420,071)	(192,286)
Receivables written off	–	–	–	2,340,704
Share-based payment	–	4,897,089	–	4,897,089
Operating profit before working capital changes	20,831,310	3,894,670	313,394	4,195,768
Changes in working capital:				
Inventories	(35,534,703)	(33,921,320)	–	–
Contract assets	(12,112,101)	–	–	–
Trade receivables	(16,900,173)	(1,733,581)	–	–
Other receivables	24,215,835	(4,845,242)	–	15,000
Trade payables	4,764,180	(1,695,712)	–	–
Other payables	387,983	(29,708,831)	(97,072)	103,154
Amount due from/(to) subsidiary companies	–	–	(62,656,480)	(92,521,296)
	(35,178,979)	(71,904,686)	(62,753,552)	(92,403,142)
Cash used in operations	(14,347,669)	(68,010,016)	(62,440,158)	(88,207,374)
Interest received	453,119	200,858	420,071	192,286
Interest paid	(1,531,309)	(380,798)	(490,442)	(221,846)
Tax paid	(10,703)	(52,661)	–	–
	(1,088,893)	(232,601)	(70,371)	(29,560)
Net cash used in operating activities	(15,436,562)	(68,242,617)	(62,510,529)	(88,236,934)

## STATEMENTS OF CASH FLOWS

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
<b>Cash Flows From</b>					
<b>Investing Activities</b>					
Acquisition of subsidiary companies, net of cash acquired	7(a)	–	4,373	–	(40)
Additional investments in subsidiary companies	7(c)	–	–	–	(10)
Disposal of a subsidiary company, net of cash disposed	7(d)	–	(2,172)	–	–
Purchase of additional shares in subsidiary companies	7(b)	–	–	(1,000,000)	(4,500,000)
Purchase of property, plant and equipment	4	(846,694)	(51,790)	–	–
Proceeds from disposal of a subsidiary company	7(d)	–	–	–	500
Proceeds from disposal of other investments		–	6,191,234	–	6,191,234
Proceeds from disposal of property, plant and equipment		30,000	–	–	–
Net changes of fixed deposits		(607,117)	31,991,783	–	26,998,000
Net cash (used in)/from investing activities		(1,423,811)	38,133,428	(1,000,000)	28,689,684
<b>Cash Flows From</b>					
<b>Financing Activities</b>					
Net changes in amount due to Directors	30	166,115	(23,672)	(885)	(24,930)
RCULS coupon payment	17	(1,024,411)	–	(1,024,411)	–
Repayment of lease liabilities	30	(609,695)	(333,406)	–	–
Repayment of term loans	30	(7,740,941)	(935,720)	(4,433,482)	–
Proceeds from term loans	30	4,500,000	6,000,000	–	6,000,000
Proceeds from exercise of ESOS	15	–	18,936,906	–	18,936,906
Proceeds from issuance of RCULS	17	–	52,288,401	–	52,288,401
Proceeds from conversion of RCULS		11,550,556	62,000	11,550,556	62,000
Proceeds from exercise of warrants	15	11,296,358	9,781,317	11,296,358	9,781,317
Net cash from financing activities		18,137,982	85,775,826	17,388,136	87,043,694
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>1,277,609</b>	<b>55,666,637</b>	<b>(46,122,393)</b>	<b>27,496,444</b>
<b>Cash and cash equivalents at the beginning of the financial year</b>		<b>96,338,014</b>	<b>40,671,377</b>	<b>46,170,686</b>	<b>18,674,242</b>
<b>Cash and cash equivalents at the end of the financial year</b>		<b>97,615,623</b>	<b>96,338,014</b>	<b>48,293</b>	<b>46,170,686</b>



## STATEMENTS OF CASH FLOWS

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
<b>Cash and cash equivalents at the end of the financial year comprise:</b>					
Fixed deposits with financial institutions		921,500	25,314,383	31,000	25,031,000
Cash and bank balances		97,586,623	71,309,014	19,293	21,141,686
		98,508,123	96,623,397	50,293	46,172,686
Less: Fixed deposits pledged with licensed banks	14	(890,500)	(283,383)	–	–
Less: Fixed deposits with licensed banks with maturity more than three months	14	(2,000)	(2,000)	(2,000)	(2,000)
		97,615,623	96,338,014	48,293	46,170,686

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

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2024

## 1. CORPORATE INFORMATION

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

The registered office and the principal place of business of the Company is located at Unit No. T3-13A-20, 3 Towers, Menara 3, No. 296, Jalan Ampang, 50450 Kuala Lumpur, Wilayah Persekutuan.

The principal activity of the Company is investment holding. The principal activities of its subsidiary companies are disclosed in Note 7.

## 2. BASIS OF PREPARATION

### (a) Statement of compliance

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

The financial statements of the Group and of the Company have been prepared under the historical cost convention, unless otherwise indicated in the material accounting policies below.

### Adoption of new and amended standards

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

MFRS 17	Insurance Contracts
Amendments to MFRS 17	Insurance Contracts
Amendments to MFRS 101 and MFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to MFRS 108	Definition of Accounting Estimates
Amendments to MFRS 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to MFRS 17	Initial Application of MFRS 17 and MFRS 9 - Comparative Information
Amendments to MFRS 112	International Tax Reform - Pillar Two Model Rules

The adoption of the new and amendments to MFRSs did not have any significant impact on the financial statements of the Group and of the Company, except for:

### Amendments to MFRS 101 and MFRS Practice Statement 2 - Disclosure of Accounting Policies

The Group and the Company have adopted the amendments to MFRS 101 *Presentation of Financial Statements* and MFRS Practice Statement 2 *Materiality Practice Statement* for the first time in the current financial year. The amendments change the requirements in MFRS 101 *Presentation of Financial Statements* with regard to disclosure of accounting policies. The amendments replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. BASIS OF PREPARATION (CONT'D)

#### (a) Statement of compliance (Cont'd)

##### Adoption of new and amended standards (Cont'd)

The adoption of the new and amendments to MFRSs did not have any significant impact on the financial statements of the Group and of the Company, except for: (Cont'd)

##### Amendments to MFRS 101 and MFRS Practice Statement 2 - Disclosure of Accounting Policies (Cont'd)

Amendments to MFRS 101 *Presentation of Financial Statements* are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

The amendments have no effect on the measurement, recognition or presentation of any items in the Group's and the Company's financial statements but affect the disclosure of accounting policies.

##### 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 the Company:

		Effective dates for financial periods beginning on or after
Amendments to MFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 101	Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 107 and MFRS 7	Supplier Finance Arrangements	1 January 2024
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 1, MFRS 7, MFRS 9, MFRS 10 and MFRS 107	Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further noticed

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

The initial application of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the financial statements of the Group and of the Company.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. BASIS OF PREPARATION (CONT'D)

#### (b) Functional and presentation currency

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

#### (c) Use of estimates and judgements

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

#### Judgements

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

##### Satisfaction of performance obligations in relation to contracts with customers

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

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 option - Group as lessee

The Group determines 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 has several lease contracts that include extension options. The Group applies 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 reassesses 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 includes 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 reviews its investments in subsidiary companies when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows.

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

##### Inventories valuation

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

##### Determination of transaction prices

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

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



## 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)

##### 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 13.

##### 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 12.

## 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)

##### Employee share options

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also require determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. Details of assumptions made in respect of the share-based payment scheme are disclosed in Note 28.

##### 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 2024, the Group has tax payable of RM13,847,033 (2023: RM548,559) and the Company has tax payable of RM11,460,621 (2023: RM Nil).

##### Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group 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 estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

### 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.

## NOTES TO THE FINANCIAL STATEMENTS

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

#### (a) Basis of consolidation (Cont'd)

##### (i) Subsidiary companies (Cont'd)

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.

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.

## NOTES TO THE FINANCIAL STATEMENTS

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

#### (a) Basis of consolidation (Cont'd)

##### (iii) Disposal of subsidiary companies

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

##### (iv) Goodwill on consolidation

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

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

#### (b) Property, plant and equipment

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

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

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

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

#### (c) Leases

##### 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%

## NOTES TO THE FINANCIAL STATEMENTS

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

#### (c) Leases (Cont'd)

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.

#### (d) Financial assets

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

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

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

##### (i) Financial assets at amortised cost

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

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

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

##### (ii) Financial assets at fair value through other comprehensive income ("FVOCI")

###### Debt instruments

A debt security is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

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

## NOTES TO THE FINANCIAL STATEMENTS

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

#### (d) Financial assets (Cont'd)

- (ii) Financial assets at fair value through other comprehensive income ("FVOCI") (Cont'd)

##### Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group and the Company may irrevocably elect to present subsequent changes in fair value in OCI on an investment-by-investment basis.

Financial assets categorised as FVOCI are subsequently measured at fair value, with unrealised gains and losses recognised directly in OCI and accumulated under fair value reserve in equity. For debt instruments, when the investment is derecognised or determined to be impaired, the cumulative gain or loss previously recorded in equity is reclassified to the profit or loss. For equity instruments, the gains or losses are never reclassified to profit or loss.

The Group and the Company have not designated any financial assets at FVOCI.

- (iii) Financial assets at fair value through profit or loss

All financial assets not classified as measured at amortised cost or 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.

The Group and the Company have not designated any financial assets at FVTPL.

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

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

#### (e) Financial liabilities

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

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

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.



## NOTES TO THE FINANCIAL STATEMENTS

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

#### (f) Financial guarantee contracts

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

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

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

#### (g) Offsetting of financial instruments

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

#### (h) Inventories

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

##### (i) Land held for property development

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

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

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

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

##### (ii) Property under development and completed property

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

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)

#### (h) 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.

#### (i) Contract assets and contract liabilities

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

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

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

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

#### (j) Impairment of financial assets

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

ECLs are recognised in two stages. 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, other receivables and inter-company balances, 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)

#### (k) Provisions

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

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

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

#### Warranties

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

#### (l) Warrants

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

#### (m) Compound financial instruments

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

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

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)

#### (n) Employee benefits

Share-based Payment 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 is recognised as an expense in the profit or loss over the vesting periods of the grant with a corresponding increase in equity.

For options granted to the employees of the subsidiary companies, the fair value of the options granted is recognised as cost of investment in the subsidiary companies over the vesting period with a corresponding adjustment to equity in the Company's financial statements.

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 vested. At the end of each reporting date, the Group revises its estimates of the number of share options that are expected to be vested. 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 share option reserve is transferred to retained earnings.

#### (o) 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.

## NOTES TO THE FINANCIAL STATEMENTS

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

#### (o) Revenue and other income recognition (Cont'd)

##### *Revenue from contracts with customers (Cont'd)*

##### (i) Revenue from property development (Cont'd)

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 collect the considerations to which it will be entitled to in exchange for the properties sold.

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

##### (ii) Sale of goods

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

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

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 within 30 days. At the point of sale, a refund liability and a corresponding adjustment to revenue are recognised for those product expected to be returned. At the same time, it has a right to recover the product when customers exercise their right of return, so consequently recognises a right to returned goods asset and a corresponding adjustment to the cost of inventories recognised in profit or loss. The Group does not have such contract terms with its customers on right of return.

##### (iii) Rendering of services

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

## NOTES TO THE FINANCIAL STATEMENTS

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

#### (o) Revenue and other income recognition (Cont'd)

##### 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.

#### (p) Statements of cash flows

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

### 4. PROPERTY, PLANT AND EQUIPMENT

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



## NOTES TO THE FINANCIAL STATEMENTS

### 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
<b>2023</b>						
<b>Cost</b>						
At 1 July 2022	201,313	215,635	566,519	6,635,674	110,002	7,729,143
Additions	–	27,690	–	–	24,100	51,790
At 30 June 2023	201,313	243,325	566,519	6,635,674	134,102	7,780,933
<b>Accumulated depreciation</b>						
At 1 July 2022	47,337	145,118	170,656	4,709,414	50,885	5,123,410
Charge for the financial year	4,026	23,083	85,304	574,807	9,209	696,429
At 30 June 2023	51,363	168,201	255,960	5,284,221	60,094	5,819,839
<b>Carrying amount</b>						
At 30 June 2023	149,950	75,124	310,559	1,351,453	74,008	1,961,094

Company	Furniture, fittings and equipment RM	Renovations RM	Total RM
<b>2024</b>			
<b>Cost</b>			
At 1 July 2023/30 June 2024	199,318	110,002	309,320
<b>Accumulated depreciation</b>			
At 1 July 2023	153,677	58,659	212,336
Charge for the financial year	19,407	7,774	27,181
At 30 June 2024	173,084	66,433	239,517
<b>Carrying amount</b>			
At 30 June 2024	26,234	43,569	69,803
<b>2023</b>			
<b>Cost</b>			
At 1 July 2022/30 June 2023	199,318	110,002	309,320
<b>Accumulated depreciation</b>			
At 1 July 2022	134,269	50,885	185,154
Charge for the financial year	19,408	7,774	27,182
At 30 June 2023	153,677	58,659	212,336
<b>Carrying amount</b>			
At 30 June 2023	45,641	51,343	96,984

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

## NOTES TO THE FINANCIAL STATEMENTS

### 5. INVENTORIES

	Note	2024 RM	Group 2023 RM
<b>Non-current</b>			
Land held for property development and property development costs	(a)	278,188,591	254,627,805
<b>Current</b>			
Land held for property development and property development costs	(b)	64,939,242	53,061,992
Raw materials		96,667	–
		65,035,909	53,061,992
		343,224,500	307,689,797

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

Non-Current	Note	Freehold land RM	Development cost RM	Total RM
<b>Group 2024 Cost</b>				
At 1 July 2023		77,464,515	177,972,839	255,437,354
Additions		168,000	1,926	169,926
Reclassifications from current portion	5(b)	11,695,670	11,695,190	23,390,860
At 30 June 2024		89,328,185	189,669,955	278,998,140
<b>Accumulated impairment loss</b>				
At 1 July 2023/30 June 2024		–	809,549	809,549
<b>Carrying amount</b>				
At 30 June 2024		89,328,185	188,860,406	278,188,591
<b>2023 Cost</b>				
At 1 July 2022		37,142,315	188,879,983	226,022,298
Additions		40,000,000	92,856	40,092,856
Acquisition of subsidiary companies	7(a)	322,200	–	322,200
Reclassifications to other receivables	10(b)	–	(11,000,000)	(11,000,000)
At 30 June 2023		77,464,515	177,972,839	255,437,354
<b>Accumulated impairment loss</b>				
At 1 July 2022/ 30 June 2023		–	809,549	809,549
<b>Carrying amount</b>				
At 30 June 2023		77,464,515	177,163,290	254,627,805

## NOTES TO THE FINANCIAL STATEMENTS

### 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 are freehold land of RM20,049,341 (2023: RM8,353,671) are pledged as securities for borrowings as disclosed in Note 19.
- (ii) Included in the Group's land held for property development and property development costs are entitlement paid to third parties amounting RM94,609,165 (2023: 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
<b>Group 2024 Cost</b>				
At 1 July 2023		22,319,670	30,742,322	53,061,992
Costs incurred during the financial year		2,681,906	51,887,976	54,569,882
Costs recognised in profit or loss during the financial year		–	(19,301,772)	(19,301,772)
Reclassifications to non-current portion	5(a)	(11,695,670)	(11,695,190)	(23,390,860)
At 30 June 2024		13,305,906	51,633,336	64,939,242
<b>2023 Cost</b>				
At 1 July 2022		11,695,670	6,646,456	18,342,126
Costs incurred during the financial year		–	5,175,271	5,175,271
Acquisition of subsidiary companies	7(a)	10,624,000	18,920,595	29,544,595
At 30 June 2023		22,319,670	30,742,322	53,061,992

Included in the Group's land held for property development are freehold land of RM10,415,906 (2023: RM22,079,670) are pledged as securities for borrowings as disclosed in Note 19.

## NOTES TO THE FINANCIAL STATEMENTS

### 6. RIGHT-OF-USE ASSETS

Group	Office buildings RM	Motor vehicles RM	Plant and machinery RM	Total RM
<b>2024</b>				
<b>Cost</b>				
At 1 July 2023	285,526	2,225,078	–	2,510,604
Additions	–	163,466	1,113,000	1,276,466
At 30 June 2024	285,526	2,388,544	1,113,000	3,787,070
<b>Accumulated amortisation</b>				
At 1 July 2023	18,995	2,225,074	–	2,244,069
Charge for the financial year	142,761	21,796	56,267	220,824
At 30 June 2024	161,756	2,246,870	56,267	2,464,893
<b>Carrying amount</b>				
At 30 June 2024	123,770	141,674	1,056,733	1,322,177
<b>2023</b>				
<b>Cost</b>				
At 1 July 2022	574,972	2,225,078	–	2,800,050
Additions	285,526	–	–	285,526
Expiration of lease agreement	(574,972)	–	–	(574,972)
At 30 June 2023	285,526	2,225,078	–	2,510,604
<b>Accumulated amortisation</b>				
At 1 July 2022	459,977	2,225,074	–	2,685,051
Charge for the financial year	133,990	–	–	133,990
Expiration of lease agreement	(574,972)	–	–	(574,972)
At 30 June 2023	18,995	2,225,074	–	2,244,069
<b>Carrying amount</b>				
At 30 June 2023	266,531	4	–	266,535

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

	Group	
	2024 RM	2023 RM
Motor vehicles	141,674	4
Plant and machinery	1,056,733	–
	1,198,407	4

Leased motor vehicles and plant and machinery of the Group are pledged as securities for the related lease liabilities as disclosed in Note 18.

## NOTES TO THE FINANCIAL STATEMENTS

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

(b) Acquisition of right-of-use assets

The aggregate cost for the right-of-use assets of the Group acquired under lease financing are as follows:

	<b>Group</b>	
	<b>2024 RM</b>	<b>2023 RM</b>
Cost of right-of-use assets acquired	1,276,466	285,526
Less: Lease financing	(1,276,466)	(285,526)
	–	–

### 7. INVESTMENTS IN SUBSIDIARY COMPANIES

	<b>Company</b>	
	<b>2024 RM</b>	<b>2023 RM</b>
Unquoted shares at cost	32,942,379	31,937,279
Less: Accumulated impairment losses	(12,588,820)	(12,493,320)
	20,353,559	19,443,959

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

	<b>Company</b>	
	<b>2024 RM</b>	<b>2023 RM</b>
At 1 July	12,493,320	12,493,320
Impairment loss recognised	95,500	–
At 30 June	12,588,820	12,493,320

The Company conducted a review of the recoverable amounts of its investments in certain subsidiary companies of which its carrying amount of investments exceeded tangible net assets of the respective subsidiary companies at the reporting date.

The review gave rise to the recognition of an impairment loss of investments in certain subsidiary companies of RM95,500 (2023: RM Nil) based on recoverable amounts of RM1,071,672 (2023: RM Nil). The impairment loss was recognised in 'administrative expenses' in statements of profit or loss and other comprehensive income. The recoverable amounts are determined based on the respective subsidiary companies' carrying amount of the net assets.

## NOTES TO THE FINANCIAL STATEMENTS

### 7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

Details of the subsidiary companies are as follows:

Name of company	Place of business/ Country of incorporation	Equity interest		Principal activities
		2024	2023	
		%	%	
<b>Direct holding:</b>				
TWL Property Ventures Sdn. Bhd. ("TPV") *	Malaysia	100	100	Plantation and general trading.
Tiger Synergy Medicare Sdn. Bhd. ("TMSB")	Malaysia	100	100	Wholesale of pharmaceutical and medical goods.
TWL Land Sdn. Bhd. ("TL")	Malaysia	100	100	Manufacturing, trading of wood-based products, property development, construction and project consultancy.
TWL Plantation Sdn. Bhd. ("TP")	Malaysia	100	100	Business of manufacturing, sales, buy, packing or repacking, trading, purchase, take on lease otherwise acquire, hold and work any lands and plantations producing oil palm, cocoa, coconut and rubber trees.
TWL Lending Sdn. Bhd. ("TLSB") *	Malaysia	100	100	Licensed money lending.
Wisma TWL Sdn. Bhd. ("WT") *	Malaysia	100	100	Investment holding and property investment.
TWL Builders Sdn. Bhd. ("TB") *	Malaysia	100	100	Property development.
TWL Mix Sdn. Bhd. ("TM") *	Malaysia	100	100	Timber concession and batching plant.
TWL Housing Development Sdn. Bhd. ("TWLHD") *	Malaysia	100	100	Property development and construction.
Myharmony Development Sdn. Bhd. ("MHD")	Malaysia	100	100	Investment holding, property developer and construction.
Teladan Bina Sdn. Bhd. ("TBSB")	Malaysia	100	100	Property and housing developers, property investment and investment shares.
Kejuruteraan TWL Sdn. Bhd. ("KT") *	Malaysia	100	100	Property development and construction.
Promosi Juara Sdn. Bhd. ("PJSB")	Malaysia	100	100	Property and housing developers, property investment and investment shares.
TWL Medicare Sdn. Bhd. ("TMSB") #	Malaysia	51	51	Investment holding.
TWL Agro Valley Sdn. Bhd. ("TAV") #	Malaysia	100	100	Manufacturing, trading of wood- based products and carry out agricultural activities.



## NOTES TO THE FINANCIAL STATEMENTS

### 7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Equity interest		Principal activities
		2024	2023	
		%	%	
<b>Direct holding: (Cont'd)</b>				
TWL Care Vista Sdn. Bhd. (Formerly known as Tatra TWL Medicare Sdn. Bhd.) ("TTM") #	Malaysia	50	50	Trading and services in healthcare.
Tinta Kaca Development Sdn. Bhd. ("TKD") *	Malaysia	100	100	Development of building projects for own operation.
TWL USJ Heights Sdn. Bhd. (Formerly known as Tinta Heights Development Sdn. Bhd.) ("THD") *	Malaysia	100	100	Development of building projects for own operation.
Dataran TWL Sdn. Bhd. (Formerly known as Alma Land Development Sdn. Bhd.) ("ALD") *	Malaysia	100	100	Development of building projects for own operation.
TWL KBI Resources Sdn. Bhd. ("KBI") #	Malaysia	51	-	Property development, construction and services.
<b>Indirect holding:</b>				
<b>Held through TSMSB:</b>				
Tiger Synergy Land Sdn. Bhd. ("TSL")	Malaysia	100	100	Property development and construction.
<b>Held through TMSB:</b>				
TWL Care Vista Sdn. Bhd. (Formerly known as Tatra TWL Medicare Sdn. Bhd.) ("TTM") #	Malaysia	50	50	Trading and services in healthcare.

\* Subsidiary companies not audited by UHY

# Subsidiary companies under audit exemption

## NOTES TO THE FINANCIAL STATEMENTS

### 7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

#### (a) Acquisition of subsidiary companies

##### During the financial year

On 4 December 2023, the Company subscribed 5,100 ordinary shares in total consideration of RM5,100 representing 51% of the total issued and paid-up capital of KBI.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

	<b>2024 RM</b>
<u>Fair value of identifiable assets acquired</u>	
Amount due from holding company	5,100
Other receivables	4,900
<hr/>	
Total identifiable assets	10,000
<hr/>	
<u>Business combination</u>	
Fair value of consideration transferred	5,100
Non-controlling interests, based on their proportionate interests in the recognised amounts of the assets of the acquiree	4,900
Fair value of identifiable assets	(10,000)
<hr/>	
	–
<hr/>	

##### In the previous financial year

- (i) On 7 February 2023, the Company acquired 50 ordinary shares in total cash consideration of RM10 representing 50% of the total issued and paid-up capital of TTM.
- (ii) On 9 June 2023, the Company acquired 2,500 ordinary shares in total cash consideration of RM10 representing 100% of the total issued and paid-up capital of TKD.
- (iii) On 9 June 2023, the Company acquired 2,500 ordinary shares in total cash consideration of RM10 representing 100% of the total issued and paid-up capital of THD.
- (iv) On 9 June 2023, the Company acquired 70,000 ordinary shares in total cash consideration of RM10 representing 70% of the total issued and paid-up capital of ALD.

## NOTES TO THE FINANCIAL STATEMENTS

### 7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

#### (a) Acquisition of subsidiary companies (Cont'd)

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

	<b>2023 RM</b>
<u>Fair value of identifiable assets acquired and liabilities assumed</u>	
Inventories	29,866,795
Other receivables	500
Amount due from holding company	100
Cash and bank balances	4,413
Amount due to related companies	(29,729,359)
Amount due to holding company	(40,000)
<b>Total identifiable assets and liabilities</b>	<b>102,449</b>
<u>Net cash inflows arising from acquisition of subsidiary companies</u>	
Purchase consideration settled in cash	40
Less: Cash and bank balances of subsidiary companies acquired	(4,413)
<b>Net cash inflows arising from acquisition of subsidiary companies</b>	<b>(4,373)</b>
<u>Business combination</u>	
Fair value of consideration transferred	40
Non-controlling interests, based on their proportionate interests in the recognised amounts of the assets and liabilities of the acquirees	29,757
Fair value of identifiable assets and liabilities	(102,449)
<b>Gain on bargain purchase</b>	<b>(72,652)</b>

#### (b) Changes in ownership interest

##### During the financial year

On 6 July 2023, the Company subscribed additional 1,000,000 ordinary shares out of 1,000,000 new ordinary shares in TKD for a total cash consideration of RM1,000,000. The Group's equity interest in TKD has no change after the subscription of additional new ordinary shares.

##### In the previous financial year

On 15 July 2022, the Company had subscribed 4,500,000 ordinary shares in total cash consideration of RM4,500,000 representing 100% of the total issued and paid-up capital of TP.

## NOTES TO THE FINANCIAL STATEMENTS

### 7. INVESTMENTS IN SUBSIDIARY COMPANIES (CONT'D)

#### (c) Acquisition of non-controlling interests

##### In the previous financial year

On 13 June 2023, the Company acquired additional 30,000 ordinary shares in total cash consideration of RM10 representing 30% of the total issued and paid-up capital of ALD. The Group's effective equity interest in ALD had change from 70% to 100%.

The effect of changes in the equity interest in ALD that is attributable to owners of the Company:

	<b>2023 RM</b>
Carrying amount of non-controlling interests acquired	29,757
Consideration paid to non-controlling interests	(10)
	<hr/> 29,747 <hr/>

#### (d) Disposal of a subsidiary company

##### In the previous financial year

On 16 June 2023, the Company disposed 100% equity interest in TWL Commodity Sdn. Bhd. ("TC") with cash consideration of RM500.

The effect of the disposal of TC on the financial position of the Group on the date of disposal was as follow:

	<b>2023 RM</b>
Cash and bank balances	2,672
Other payables	(5,000)
Tax payable	(468,271)
Total net liabilities disposed	(470,599)
Gain on disposal	471,099
Proceeds from disposal	500
Less: Cash and bank balances disposed	(2,672)
Net cash outflow from disposal	<hr/> (2,172) <hr/>

## NOTES TO THE FINANCIAL STATEMENTS

### 8. GOODWILL ON CONSOLIDATION

	2024 RM	Group 2023 RM
<b>Cost</b>		
At 1 July/30 June	2,498	2,498
<b>Accumulated impairment</b>		
At 1 July/30 June	2,498	2,498
<b>Carrying amount</b>		
At 30 June	–	–

### 9. TRADE RECEIVABLES

	Note	2024 RM	Group 2023 RM
<b>Non-current</b>			
<b>Trade receivables</b>			
- Interest bearing	(a)	5,897,094	1,755,000
<b>Current</b>			
Trade receivables			
- Interest bearing	(a)	2,180,344	1,245,000
- Non-interest bearing	(b)	18,988,612	21,676,712
Amount due from related parties			
- Non-interest bearing	(b)	14,512,335	–
Less: Accumulated impairment losses		(8,978,107)	(8,978,107)
		26,703,184	13,943,605
		32,600,278	15,698,605

(a) Trade receivables represent hire purchase receivables and interest bearing ranged at 3% to 11% (2023: 11%) per annum, and are generally due within 2 to 15 years (2023: 2 years) from the agreement dates.

(b) Trade receivables are non-interest bearing and are generally on 60 to 90 days (2023: 60 to 90 days) term. They are recognised at their original invoice amounts which represent their fair value on initial recognition.

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

	2024 RM	Group 2023 RM
At 1 July/30 June	8,978,107	8,978,107

## NOTES TO THE FINANCIAL STATEMENTS

### 10. OTHER RECEIVABLES

			Group
	Note	2024 RM	2023 RM
<b>Non-current</b>			
Prepayments	(a)	35,265,073	–
<b>Current</b>			
Other receivables	(b)	107,288	11,024,500
Deposits	(c)	215,518	100,950
Prepayments	(a),(d)	33,303	48,706,667
		356,109	59,832,117
		35,621,182	59,832,117

- (a) Included in non-current prepayments of the Group are turnkey advances amounted to RM35,265,073 (2023: current prepayments of the Group RM35,265,073) paid to a contractor for construction projects pursuant to the turnkey agreements. The prepayments are to be recouped through the interim payment certificate in which the cumulative total certified value of the contractor's work executed (including the amount certified for materials on site) reaches 75% of the total contract value of the contract work.
- (b) In the previous financial year, included in the other receivables of the Group amounting to RM11,000,000 in relation to mutual termination of Joint Venture Agreement and Memorandum of Understanding with Harapan Handal Sdn. Bhd., Credence Property Management Sdn. Bhd. and LJ Development Sdn. Bhd. which shall be refunded to the Group free of interest within three months from the date of termination.
- (c) Included in the deposits of the Group is RM100,000 (2023: RM Nil) paid for the acquisition of property, plant and equipment. The related commitments have been disclosed in Note 31 to the financial statements.
- (d) In the previous financial year, included in the current prepayments of the Group amounting to RM13,441,594 in relation to the assignment of the legal rights to extract timber and logs from Timber Concession Area with Farmetrix Sdn. Bhd. and Hatta Mineral Sdn. Bhd. to the Group.

### 11. AMOUNT DUE FROM/(TO) SUBSIDIARY COMPANIES

			Company
	Note	2024 RM	2023 RM
<b>Amount due from subsidiary companies</b>			
<b>Non-current</b>			
Non-trade related	(a)	500,294,236	433,025,702
Less: Accumulated impairment losses		(398,550)	–
		499,895,686	433,025,702
<b>Amount due to subsidiary companies</b>			
<b>Current</b>			
Non-trade related	(b)	9,582,393	4,965,239



## NOTES TO THE FINANCIAL STATEMENTS

### 11. AMOUNT DUE FROM/(TO) SUBSIDIARY COMPANIES (CONT'D)

- (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:

	<b>Company</b>	
	<b>2024 RM</b>	<b>2023 RM</b>
At 1 July	–	–
Impairment loss recognised	398,550	–
At 30 June	398,550	–

### 12. DEFERRED TAX ASSETS

	<b>Group</b>		<b>Company</b>	
	<b>2024 RM</b>	<b>2023 RM</b>	<b>2024 RM</b>	<b>2023 RM</b>
At 1 July	2,477,539	–	2,477,539	–
Recognised in profit or loss	2,014,785	–	–	–
Recognised directly in equity	(1,348,165)	2,477,539	(1,348,165)	2,477,539
At 30 June	3,144,159	2,477,539	1,129,374	2,477,539

The net deferred tax liabilities and assets shown on the statements of financial position after appropriate offsetting are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2024 RM</b>	<b>2023 RM</b>	<b>2024 RM</b>	<b>2023 RM</b>
Deferred tax liabilities	1,583	1,862	1,583	1,602
Deferred tax assets	(3,145,742)	(2,479,401)	(1,130,957)	(2,479,141)
	(3,144,159)	(2,477,539)	(1,129,374)	(2,477,539)

## NOTES TO THE FINANCIAL STATEMENTS

### 12. DEFERRED TAX ASSETS (CONT'D)

The components and movements of deferred tax liabilities and assets prior to offsetting are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Deferred tax liabilities</b>				
<b>Accelerated capital allowances</b>				
At 1 July	1,862	4,118	1,602	1,597
Recognised in profit or loss	(19)	(2,256)	(19)	5
Over provision in prior years	(260)	–	–	–
At 30 June	1,583	1,862	1,583	1,602
<b>Deferred tax assets</b>				
	<b>Unabsorbed capital allowances RM</b>	<b>RCULS RM</b>	<b>Property development costs RM</b>	<b>Total RM</b>
<b>Group</b>				
<b>2024</b>				
At 1 July	(1,862)	(2,477,539)	–	(2,479,401)
Recognised in profit or loss	19	–	(2,014,785)	(2,014,766)
Recognised directly in equity	–	1,348,165	–	1,348,165
Over provision in prior years	260	–	–	260
At 30 June	(1,583)	(1,129,374)	(2,014,785)	(3,145,742)
<b>2023</b>				
At 1 July	(4,118)	–	–	(4,118)
Recognised in profit or loss	2,256	–	–	2,256
Recognised directly in equity	–	(2,477,539)	–	(2,477,539)
At 30 June	(1,862)	(2,477,539)	–	(2,479,401)
<b>Company</b>				
<b>2024</b>				
At 1 July		(1,602)	(2,477,539)	(2,479,141)
Recognised in profit or loss		19	–	19
Recognised directly in equity		–	1,348,165	1,348,165
At 30 June		(1,583)	(1,129,374)	(1,130,957)

## NOTES TO THE FINANCIAL STATEMENTS

### 12. DEFERRED TAX ASSETS (CONT'D)

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

Deferred tax assets	Unabsorbed capital allowances RM	RCULS RM	Total RM
<b>Company</b>			
<b>2023</b>			
At 1 July	(1,597)	–	(1,597)
Recognised in profit or loss	(5)	–	(5)
Recognised directly in equity	–	(2,477,539)	(2,477,539)
At 30 June	(1,602)	(2,477,539)	(2,479,141)

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

	<b>Group</b>		<b>Company</b>	
	<b>2024 RM</b>	<b>2023 RM</b>	<b>2024 RM</b>	<b>2023 RM</b>
Unutilised tax losses	9,046,367	13,567,647	6,924,750	6,957,864
Unabsorbed capital allowances	1,509,429	1,674,654	4,153	3,199
	10,555,796	15,242,301	6,928,903	6,961,063

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 losses.

### 13. CONTRACT ASSETS

	<b>2024 RM</b>	<b>Group 2023 RM</b>
<u>Property development activities</u>		
At 1 July	–	–
Property development revenue recognised during the financial year	24,037,101	–
Less: Billings during the financial year	(11,925,000)	–
At 30 June	12,112,101	–
Presented as:		
Contract assets	12,112,101	–

The contract assets primarily relate to the Group's rights to consideration for work performed but not yet billed at the reporting date for its property development activities. The contract assets will be transferred to trade receivables when the rights become unconditional.

## NOTES TO THE FINANCIAL STATEMENTS

### 14. FIXED DEPOSITS WITH FINANCIAL INSTITUTIONS

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Fixed deposits placed with financial institutions:				
- Due within 3 months	29,000	25,029,000	29,000	25,029,000
- Due more than 3 months	2,000	2,000	2,000	2,000
- Pledged with licensed banks	890,500	283,383	–	–
	921,500	25,314,383	31,000	25,031,000

Fixed deposits of the Group and of the Company earn interest at rates ranging from 2.30% to 4.00% (2023: 1.75% to 3.09%) per annum and 2.55% to 2.60% (2023: 1.75% to 2.45%) per annum respectively, with maturity period ranging from 1 to 12 months (2023: 1 to 12 months) and 3 to 12 months (2023: 3 to 12 months) respectively.

The fixed deposits with licensed banks of the Group amounted to RM890,500 (2023: RM283,383) are pledged as securities for bank borrowings granted to subsidiary companies as disclosed in Note 19.

### 15. SHARE CAPITAL

	Group and Company			
	Number of Shares		Amount	
	2024 Units	2023 Units	2024 RM	2023 RM
<b>Ordinary shares issued and fully paid:</b>				
At 1 July	4,182,826,142	3,550,156,217	368,370,703	319,808,393
Issuance of shares				
- Conversion of RCULS	1,211,512,120	31,346,800	36,345,363	940,404
- Exercise of ESOS	–	356,790,200	–	34,172,595
- Exercise of Warrant D	59,777,000	244,532,925	3,287,735	13,449,311
- Exercise of Warrant E	296,842,605	–	18,908,874	–
At 30 June	5,750,957,867	4,182,826,142	426,912,675	368,370,703

During the financial year, the Company increased its issued and paid-up share capital from RM368,370,703 comprising 4,182,826,143 ordinary shares to RM426,912,675 comprising 5,750,957,868 ordinary shares through the following:

- Issuance of 59,777,000 new ordinary shares pursuant to the rights issue with warrants D at an exercise price of RM0.04 per share;
- Issuance of 296,842,605 new ordinary shares pursuant to the rights issue with warrants E at an exercise price of RM0.03 per share; and
- Issuance of 1,211,512,120 new ordinary shares pursuant to the Redeemable Convertible Unsecured Loan Stocks ("RCULS") at conversion price of RM0.03 per share.

## NOTES TO THE FINANCIAL STATEMENTS

### 15. SHARE CAPITAL (CONT'D)

In the previous financial year, the Company increased its issued and paid-up share capital from RM319,808,393 comprising 3,550,156,218 ordinary shares to RM368,370,703 comprising 4,182,826,143 ordinary shares through the following:

- (a) Issuance of 42,000,000 new ordinary shares pursuant to the exercise of ESOS at an exercise price of RM0.0486 per share;
- (b) Issuance of 138,000,000 new ordinary shares pursuant to the exercise of ESOS at an exercise price of RM0.084 per share;
- (c) Issuance of 176,790,200 new ordinary shares pursuant to the exercise of ESOS at an exercise price of RM0.03 per share;
- (d) Issuance of 244,532,925 new ordinary shares pursuant to the rights issue with warrants D at an exercise price of RM0.04 per share; and
- (e) Issuance of 31,346,800 new ordinary shares pursuant to the RCULS at conversion price of RM0.03 per share.

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

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

### 16. RESERVES

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
<b>Non-distributable</b>					
Warrant reserve	(a)	19,575,141	30,475,392	19,575,141	30,475,392
<b>Distributable</b>					
Retained earnings		35,630,441	28,334,713	42,520,290	54,468,763
		55,205,582	58,810,105	62,095,431	84,944,155

#### (a) Warrant reserve

	Group and Company	
	2024 RM	2023 RM
At 1 July	30,475,392	16,522,195
Add: RCULS with Warrants	–	17,621,191
Less: Exercised Warrants	(10,900,251)	(3,667,994)
At 30 June	19,575,141	30,475,392

## NOTES TO THE FINANCIAL STATEMENTS

### 16. RESERVES (CONT'D)

#### (a) Warrant reserve (Cont'd)

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 new Warrants E pursuant to the renounceable rights issue of up to 522,884,007 new ordinary shares in the Company ("TWL Shares" or "Shares") ("Rights Shares") at an issue price of RM0.03 per Rights Share together with up to 522,884,007 free detachable warrants in the company ("Warrants E") on the basis of 10 RCULS together with 2 free Warrants E for every 10 existing Shares held by the entitled shareholders of the Company.

The Warrants are valid for exercise for a period of 3 years from its issue date and will expire on 14 June 2026. During this period, each Warrant entitles the registered holder to subscribe for 1 new ordinary share in the Company at any time on or after 15 June 2023 to 14 June 2026, at an exercise price of RM0.03 per Warrant. Any Warrants not exercised by its expiry date will lapse thereafter and cease to be valid for all purpose.

As at 30 June 2024, the total number of Warrants E that remain unexercised were 226,041,402 (2023: 522,884,007).

##### 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.

As at 30 June 2024, the total number of Warrants D that remain unexercised were 797,169,709 (2023: 856,946,709).

### 17. RCULS

	<b>Group and Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM</b>	<b>RM</b>
RCULS - Equity portion	4,434,498	25,943,266
RCULS - Liability portion		
Non-current	1,765,512	9,089,597
Current	2,940,214	1,233,482
	4,705,726	10,323,079
	9,140,224	36,266,345



## NOTES TO THE FINANCIAL STATEMENTS

### 17. RCULS (CONT'D)

On 15 June 2023, the Renounceable Rights Issue of up to RM111,279,632 in nominal value of 5-Year 5% RCULS of 5,563,981,607 RCULS at 100% of its nominal value of RM0.02 each together with up to 1,112,796,321 free detachable warrants in the Company ("Warrants E") on the basis of 10 RCULS together with 2 free warrants E for every 10 existing ordinary shares subscribed has been completed following the listings and quotation on the Main Market of Bursa Securities.

The salient features of the RCULS are as follows:

- (a) The coupon rate for the RCULS is 5% per annum, payable semi-annually in arrears starting 6 months from the issue date;
- (b) All RCULS holders have the right to convert, at any time during the Conversion Period, such amount of RCULS held into new ordinary shares at the Conversion Price of RM0.03 in the following manner:
  - (i) by surrendering the RCULS with an aggregate nominal value of the RCULS equivalent to the Conversion Price, subject to a minimum of 3 RCULS for every 2 new ordinary shares; and/or
  - (ii) by paying the difference between the aggregate nominal value of RCULS surrendered and the Conversion Price, if any, in cash, for every 1 new ordinary share
- (c) The new ordinary shares to be issued upon conversion of the RCULS will, upon allotment and issue, rank equally in all respects with the then existing ordinary shares, except that they shall not be entitled to any dividends, rights, allotments and any other distributions of which the entitlement date is before the date of allotment of the new ordinary shares;
- (d) The RCULS holder is entitled to exercise the right of conversion from date of issuance up to 14 June 2028 ("Maturity Date");
- (e) The RCULS is redeemable via cash at 100% of its nominal value, in whole or in part, at any time during the tenure of the RCULS at the sole and absolute discretion of the Company subject to the Company giving a written notice to the RCULS holders of at least 30 days prior to intended redemption date ("Early Redemption"). Any redemption of the RCULS shall not prejudice the rights of the RCULS holders whose RCULS were so redeemed to receive any accrued but unpaid coupon up to the date of redemption where the accrued but unpaid coupon shall be calculated based on a semi-annual basis and shall accrue from day to day based on a 365 days calendar year. For the avoidance of doubt, the RCULS holders shall have no rights to request the Company to redeem any RCULS throughout the tenure. All RCULS which have been redeemed shall be cancelled and cannot be resold;
- (f) All the outstanding RCULS which have not been earlier converted or redeemed on the Maturity Date shall be automatically converted into new ordinary shares at the Conversion Price on the Maturity Date ("Automatic Conversion"). In the event of an Automatic Conversion, the RCULS holders shall be deemed to have submitted a valid conversion notice on the Maturity Date for the purpose of converting such outstanding RCULS into fully paid new ordinary shares. Any fractional new ordinary shares arising from the Automatic Conversion shall be disregarded and be dealt with by the Board as it may deem fit and expedient and in the best interest of our Company. Coupon on the RCULS outstanding as at the Maturity Date shall upon the automatic conversion of the RCULS on the Maturity Date remain payable by the Company notwithstanding the conversion as at the Maturity Date. Subject to the Company giving a written notice to the RCULS holders of at least 30 days prior to the Maturity Date, the Company may redeem the outstanding RCULS (if not earlier converted) via cash at 100% of its nominal value, in whole or in part, on the Maturity Date. During such notice period but not later than the 8th Market Day before the Maturity Date, the RCULS holders shall be entitled to exercise their conversion rights.

## NOTES TO THE FINANCIAL STATEMENTS

### 17. RCULS (CONT'D)

	Equity component RM	Group and Company Liability component RM	Total RM
<b>2024</b>			
As at 1 July 2023	25,943,266	10,323,079	36,266,345
Conversion of RCULS to share capital #	(20,160,603)	(4,634,204)	(24,794,807)
RCULS coupon payment	–	(1,024,411)	(1,024,411)
Interest expense on RCULS	–	41,262	41,262
Deferred tax effect			
- on conversion	(1,348,165)	–	(1,348,165)
As at 30 June 2024	4,434,498	4,705,726	9,140,224
<b>2023</b>			
As at 1 July 2022	–	–	–
Proceeds from issuance of RCULS	41,790,875	10,499,461	52,290,336
Transaction costs	(1,935)	–	(1,935)
Net proceeds	41,788,940	10,499,461	52,288,401
Amount ascribed to issuance of Warrants	(17,621,191)	–	(17,621,191)
Conversion of RCULS to share capital #	(702,022)	(176,382)	(878,404)
Deferred tax effect			
- on issuance	2,519,871	–	2,519,871
- on conversion	(42,332)	–	(42,332)
As at 30 June 2023	25,943,266	10,323,079	36,266,345

# During the financial year, 1,211,512,120 (2023: 31,346,800) new ordinary shares amounting to RM36,345,363 (2023: RM940,404) were issued resulting from the conversion of 1,239,740,366 (2023: 43,920,200) units of RCULS at the conversion price of RM0.03 each.

As at 30 June 2024, 1,330,759,491 (2023: 2,570,499,857) RCULS remained unconverted.

### 18. LEASE LIABILITIES

	2024 RM	Group 2023 RM
At 1 July	461,798	509,678
Additions	1,276,466	285,526
Accretion of interests (Note 24)	71,301	16,605
Payments of interest expense	(71,301)	(16,605)
Payments of principal	(609,695)	(333,406)
At 30 June	1,128,569	461,798
Presented as:		
Non-current	770,371	247,594
Current	358,198	214,204
	1,128,569	461,798

## NOTES TO THE FINANCIAL STATEMENTS

### 18. LEASE LIABILITIES (CONT'D)

The maturity analysis of lease liabilities of the Group at the end of the reporting period:

	2024 RM	Group 2023 RM
Within one year	398,432	232,963
Later than one year and not later than five years	905,232	265,640
	1,303,664	498,603
Less: Future finance charges	(175,095)	(36,805)
Present value of lease liabilities	1,128,569	461,798

The Group 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 2024, included in the lease liabilities of the Group amounting to RM1,005,114 (2023: RM199,041) 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 for the lease liabilities of the reporting date ranging from 2.62% to 8.67% (2023: 2.38% to 5.83%) per annum.

### 19. BORROWINGS

	2024 RM	Group 2023 RM	Company 2024 RM	Company 2023 RM
<b>Secured</b>				
Term loans	13,529,868	16,602,427	1,734,900	6,000,000
<b>Non-current</b>				
Term loans	9,952,923	13,460,821	–	4,380,000
<b>Current</b>				
Term loans	3,576,945	3,141,606	1,734,900	1,620,000
	13,529,868	16,602,427	1,734,900	6,000,000

The term loans of the Group and of the Company are secured by the following:

- (i) legal charge over the Group's land held for property development as disclosed in Notes 5(a) and 5(b);
- (ii) charge on fixed deposits with licensed banks of the Group as disclosed in Note 14;
- (iii) jointly and severally guaranteed by certain Directors of the Company; and
- (iv) corporate guarantee by the Company and certain subsidiary companies.

## NOTES TO THE FINANCIAL STATEMENTS

### 19. BORROWINGS (CONT'D)

The interest rates of the Group and of the Company for the above facilities as at reporting date are as follows:

	Group		Company	
	2024 %	2023 %	2024 %	2023 %
Term loans	7.70 - 11	5.99 - 11	11	11

Maturity of bank borrowings is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Within one year	3,576,945	3,141,606	1,734,900	1,620,000
Later than one year and not later than five years	3,270,953	8,382,829	–	4,380,000
Later than five years	6,681,970	5,077,992	–	–
	13,529,868	16,602,427	1,734,900	6,000,000

### 20. TRADE PAYABLES

The normal trade credit terms granted to the Group range from 60 to 90 days (2023: 60 to 90 days).

### 21. OTHER PAYABLES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Other payables				
- Third parties	666,966	574,601	61,974	38,228
- A company in which a Director of the Company has substantial financial interest	234,900	318,632	–	–
Deposits	505,500	–	–	–
Accruals	1,156,002	1,282,152	389,600	510,418
	2,563,368	2,175,385	451,574	548,646

The amount due to a company in which a Director of the Company has substantial financial interest is unsecured, interest free and is repayable on demand.

### 22. 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

### 23. REVENUE

	2024 RM	Group 2023 RM
Revenue from contracts with customers:		
- Sale of goods	3,835,100	10,807,026
- Property development	24,037,101	–
- Rendering of services	22,936,605	14,884,131
	50,808,806	25,691,157
Revenue from other sources:		
- Interest income	355,898	–
	51,164,704	25,691,157
<b>Geographical market:</b>		
Malaysia	51,164,704	25,691,157
<b>Timing of revenue recognition:</b>		
At a point in time	3,835,100	10,807,026
Over time	46,973,706	14,884,131
Total revenue from contracts with customers	50,808,806	25,691,157

### 24. FINANCE COSTS

	2024 RM	Group 2023 RM	Company 2024 RM	2023 RM
<b>Interest expenses on:</b>				
Lease liabilities	71,301	16,605	–	–
RCULS	41,262	–	41,262	–
Term loans	1,628,390	956,565	658,824	221,846
	1,740,953	973,170	700,086	221,846

## NOTES TO THE FINANCIAL STATEMENTS

### 25. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax is derived after charging/(crediting):

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Auditors' remuneration:				
- Statutory audits				
- UHY Malaysia	249,000	249,000	140,000	140,000
- Other auditors	71,500	53,500	–	–
- Non-statutory audits				
- UHY Malaysia	5,000	5,000	5,000	5,000
Amortisation of right-of-use assets	220,824	133,990	–	–
Bad debts recovered	(1,500)	–	–	–
Depreciation of property, plant and equipment	755,024	696,429	27,181	27,182
(Gain)/Loss on disposal of:				
- Property, plant and equipment	(17,500)	–	–	–
- Subsidiary company	–	(471,099)	–	501,398
- Other investments	–	579,262	–	579,262
Gain on bargain purchase	–	(72,652)	–	–
Impairment loss on non-financial assets:				
- Investments in subsidiary companies	–	–	95,500	–
Interest expenses	1,740,953	973,170	700,086	221,846
Interest income	(453,119)	(200,858)	(420,071)	(192,286)
Lease expenses relating to short term leases	261,858	–	–	–
Management fees	–	–	(1,798,000)	(5,840,000)
Net loss on impairment of financial instruments:				
- Impairment loss on:				
- Amount due from subsidiary companies	–	–	398,550	–
	–	–	398,550	–
Non-executive Directors remuneration:				
- Fees and allowance	51,000	96,000	51,000	96,000
Pre-operating expenses	3,088	–	–	–
Receivables written off	–	–	–	2,340,704
Rental income	(321,384)	–	–	–



## NOTES TO THE FINANCIAL STATEMENTS

### 26. TAXATION

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Tax expenses recognised in profit or loss</b>				
Current tax				
- Current tax provision	1,837,124	20,429	–	–
- Under provision in prior years	11,472,053	468,465	11,460,621	–
	13,309,177	488,894	11,460,621	–
Deferred tax				
- Origination and reversal of temporary differences	(2,014,785)	–	–	–
	11,294,392	488,894	11,460,621	–

Malaysian income tax is calculated at the statutory tax rate of 24% (2023: 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	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) before tax	18,586,628	(2,640,661)	(487,852)	(4,179,427)
At Malaysian statutory tax rate of 24% (2023: 24%)	4,460,791	(633,759)	(117,084)	(1,003,062)
Expenses not deductible for tax purposes	84,718	131,682	149,244	571,655
Income not subject to tax	(36,665)	–	–	–
Utilisation of previously unrecognised deferred tax assets	(4,841,273)	(280,092)	(32,160)	–
Deferred tax assets not recognised	154,768	802,598	–	431,407
	(177,661)	20,429	–	–
Under provision of income tax expenses in prior years	11,472,053	468,465	11,460,621	–
	11,294,392	488,894	11,460,621	–

## NOTES TO THE FINANCIAL STATEMENTS

### 26. 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	
	2024 RM	2023 RM	2024 RM	2023 RM
Unutilised tax losses	37,693,195	56,531,863	28,853,124	28,991,102
Unabsorbed capital allowances	6,295,883	6,984,400	23,902	20,004
	43,989,078	63,516,263	28,877,026	29,011,106

Pursuant to Section 8 of the Finance Act 2021 (Act 833), the amendments to Section 44(5F) of Income Tax Act 1967, the time limit of the carried forward unutilised tax losses has been extended to maximum of 10 consecutive years of assessment. This amendment is deemed to have effect from the year of assessment 2019 and subsequent years of assessment.

Any unutilised business losses brought forward from year of assessment 2018 can be carried forward for another 10 consecutive years of assessment (i.e. from year of assessments 2019 to 2028).

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Unutilised tax losses to be carried forward until:				
- Year of assessment 2028	5,600,341	6,310,225	1,545,149	1,683,127
- Year of assessment 2029	4,002,887	5,302,167	3,649,128	3,649,128
- Year of assessment 2030	2,898,876	12,171,021	2,062,613	2,062,613
- Year of assessment 2031	2,092,805	8,397,863	848,790	848,790
- Year of assessment 2032	21,113,925	22,199,641	20,160,914	20,160,914
- Year of assessment 2033	1,206,148	2,150,946	586,530	586,530
- Year of assessment 2034	778,213	—	—	—
	37,693,195	56,531,863	28,853,124	28,991,102

## NOTES TO THE FINANCIAL STATEMENTS

### 27. EARNINGS/(LOSS) PER SHARE

#### (a) Basic earnings/(loss) per share

The basic earnings/(loss) per share are calculated based on the consolidated profit/(loss) 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:

	2024 RM	Group 2023 RM
Profit/(Loss) attributable to owners of the parent for basic earnings/(loss)	7,295,728	(3,127,316)
Weighted average number of ordinary shares in issue		
Issued ordinary shares at 1 July	4,182,826,142	3,550,156,217
Effect of ordinary shares issued during the financial year	888,460,746	351,570,917
Weighted average number of ordinary shares at 30 June	5,071,286,888	3,901,727,134
Basic earnings/(loss) per share (in sen)	0.14	(0.08)

#### (b) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share are calculated based on the adjusted consolidated profit/(loss) 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:

	2024 RM	Group 2023 RM
Profit/(Loss) attributable to owners of the parent (diluted)	7,295,728	(3,127,316)
Weighted average number of ordinary shares used in the calculation of basic earnings/(loss) per share	5,071,286,888	3,901,727,134
Effect of warrants D on issue	–	115,803,609
Effect of warrants E on issue	9,041,656	183,716,002
Effect of RCULS on issue	35,486,920	602,099,065
Weighted average number of ordinary shares at 30 June (diluted)	5,115,815,464	4,803,345,810
Diluted earnings/(loss) per share (in sen)	0.14	(0.07)

## NOTES TO THE FINANCIAL STATEMENTS

### 28. ESOS

At the Extraordinary General Meeting held on 29 May 2014, 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. On 29 September 2021, TWL's existing ESOS is terminated in accordance to the By-Laws governing the ESOS in view that the Board of Directors does not intend to grant any further options under the existing 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
  - (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.

## NOTES TO THE FINANCIAL STATEMENTS

### 28. ESOS (CONT'D)

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

Date of offer	Exercise price	Number of options over ordinary shares				At 30.06.2023
		At 01.07.2022	Granted	Exercised	Cancelled	
<b>2023</b>						
06.01.2022	RM0.049	42,000,000	–	(42,000,000)	–	–
29.04.2022	RM0.084	138,000,000	–	(138,000,000)	–	–
03.11.2022	RM0.030	–	176,790,296	(176,790,200)	(96)	–

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:

	<b>2023</b>
Fair value at grant date (RM)	0.03 - 0.063
Weighted average share price at grant date (RM)	0.058
Weighted average volatility (%)	98.77
Expected weighted average option life (years)	5.0
Risk-free interest rate (%)	3.69

The expected life of the share options is based on historical data, has been adjusted according to management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting the market conditions attached to the option), and behavioural considerations. The expected volatility is based on the historical share price volatility over the past 3 years, adjusted for unusual or extraordinary volatility arising from certain economic or business occurrences which is not reflective of its long-term average level. While the expected volatility is assumed to be indicative of future trends, it may not necessarily be the actual outcome. No other features of the option grant were incorporated into the measurement of fair value.

### 29. STAFF COSTS

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Salaries, wages and other emoluments	2,280,796	1,946,526	84,000	191,000
Defined contribution plan	159,363	117,568	–	–
Share-based payment	–	4,897,089	–	4,897,089
	2,440,159	6,961,183	84,000	5,088,089

## NOTES TO THE FINANCIAL STATEMENTS

### 29. STAFF COSTS (CONT'D)

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	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Executive Directors</b>				
Salaries and other emoluments	730,758	657,138	–	–
Defined contribution plan	36,000	14,400	–	–
Share-based payment	–	2,993,075	–	2,993,075
	766,758	3,664,613	–	2,993,075

### 30. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	At 1 July RM	Additions (Note 18) RM	Financing cash flows (i) RM	Interest payable RM	At 30 June RM
<b>2024</b>					
<b>Group</b>					
<b>Financial liabilities</b>					
Lease liabilities	461,798	1,276,466	(609,695)	–	1,128,569
Term loans	16,602,427	–	(3,240,941)	168,382	13,529,868
Amount due to Directors	366,101	–	166,115	–	532,216
	17,430,326	1,276,466	(3,684,521)	168,382	15,190,653
<b>Company</b>					
<b>Financial liabilities</b>					
Term loans	6,000,000	–	(4,433,482)	168,382	1,734,900
Amount due to Directors	121,782	–	(885)	–	120,897
	6,121,782	–	(4,434,367)	168,382	1,855,797
<b>2023</b>					
<b>Group</b>					
<b>Financial liabilities</b>					
Lease liabilities	509,678	285,526	(333,406)	–	461,798
Term loans	10,945,775	–	5,064,280	592,372	16,602,427
Amount due to Directors	389,773	–	(23,672)	–	366,101
	11,845,226	285,526	4,707,202	592,372	17,430,326
<b>Company</b>					
<b>Financial liabilities</b>					
Term loans	–	–	6,000,000	–	6,000,000
Amount due to Directors	146,712	–	(24,930)	–	121,782
	146,712	–	5,975,070	–	6,121,782

(i) The financing cash flows include the net amount of proceeds from or repayments of lease liabilities, term loans and amount due to Directors in the statements of cash flows.



## NOTES TO THE FINANCIAL STATEMENTS

### 31. CAPITAL COMMITMENTS

	2024 RM	Group 2023 RM
Authorised and contracted for:		
- Freehold land	31,619,800	34,438,000
Authorised but not contracted for:		
- Property, plant and equipment	430,000	–
	32,049,800	34,438,000

### 32. RELATED PARTY DISCLOSURES

#### (a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group, having authority and responsibility for planning, directing and controlling the activities of the Group entities directly or indirectly.

#### (b) Significant related party transactions

Related party transactions have been entered into the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Group and of the Company are as follows:

	2024 RM	2023 RM
<b>Group</b>		
<b>Transactions with companies in which Directors of the Company have substantial financial interest</b>		
- Lease expenses on office	80,892	80,892
- Rendering of services	14,521,335	–
<b>Transactions with Directors and their close family members</b>		
- Sales of completed units	–	450,000
- Lease expenses on office	46,494	46,494
<b>Company</b>		
<b>Transactions with subsidiary companies</b>		
- Management fee income	1,798,000	5,840,000

## NOTES TO THE FINANCIAL STATEMENTS

### 32. 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	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Executive Directors</b>				
Salaries and other emoluments	730,758	657,138	–	–
Defined contribution plan	36,000	14,400	–	–
Share-based payment	–	2,993,075	–	2,993,075
	766,758	3,664,613	–	2,993,075
<b>Non-executive Directors</b>				
Fees and allowance	51,000	96,000	51,000	96,000
<b>Other key management personnel</b>				
Salaries and other emoluments	462,027	332,674	–	–
Defined contribution plan	46,508	35,711	–	–
	508,535	368,385	–	–

### 33. OPERATING SEGMENTS

Segment information is primarily presented in respect of the Group's business segment which is based on the Group's management and internal reporting structure.

Trading	:	Wholesale of pharmaceutical and medical goods
Property development and construction	:	Development of residential and commercial properties
Batching plant	:	Production and sale of concrete mix and other concrete
Plantation and timber services	:	Provision of site clearance, earthwork, and labour services of land area
Others	:	Property investment, trading of plywood, building materials and general trading, money landing services and investment holding

Segment revenue, results and assets include items directly attributable to a segment and those where a reasonable basis of allocation exists. Inter-segment revenues are eliminated on consolidation.

Segment profit is used to measure performances as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities operate within these industries.

The total of segment assets is measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by the Group's Executive Chairman. Segment total assets are used to measure the return of assets of each segment.

The total of segment liabilities is measured based on all liabilities of a segment, as included in the internal management reports that are reviewed by the Group's Executive Chairman.

# NOTES TO THE FINANCIAL STATEMENTS

## 33. OPERATING SEGMENTS (CONT'D)

### (a) Business segment

2024	Trading RM	Property Development and Construction RM	Batching Plant RM	Plantation and Timber RM	Others RM	Elimination RM	Consolidated RM
<b>REVENUE</b>							
Total revenue	260,000	84,602,781	1,104,800	3,575,100	355,898	(38,733,875)	51,164,704
<b>RESULTS</b>							
Profit/(Loss) from operations	7,270	28,681,249	(681,553)	57,475	164,026	(7,900,886)	20,327,581
Finance costs							(1,740,953)
Taxation							(11,294,392)
Profit for the financial year							7,292,236
<b>OTHER INFORMATION</b>							
Segment assets	1,101	534,713,070	2,665,311	5,025,364	532,483,322	(546,315,384)	528,572,784
Segment liabilities	407,160	518,431,393	11,464,852	687,948	33,034,078	(522,009,471)	42,015,960
Capital expenditure	-	1,647,560	46,500	-	10,600	-	2,123,160
Depreciation and amortisation	-	183,554	640,854	119,968	31,472	-	975,848

## NOTES TO THE FINANCIAL STATEMENTS

### 33. OPERATING SEGMENTS (CONT'D)

#### (a) Business segment (Cont'd)

2023	Trading RM	Property Development and Construction RM	Batching Plant RM	Plantation and Timber RM	Others RM	Elimination RM	Consolidated RM
<b>REVENUE</b>							
Total revenue	4,957,200	14,884,131	–	5,399,826	450,000	–	25,691,157
<b>RESULTS</b>							
Profit/(Loss) from operations	443,649	196,648	(1,143,271)	(49,343)	(2,192,671)	1,077,497	(1,667,491)
Finance costs							(973,170)
Taxation							(488,894)
Loss for the financial year							(3,129,555)
<b>OTHER INFORMATION</b>							
Segment assets	1,050,693	410,903,686	1,681,901	19,012,711	507,308,792	(455,408,699)	484,549,084
Segment liabilities	1,464,022	400,485,758	9,799,889	35,672,406	22,464,860	(438,464,586)	31,422,349
Capital expenditure	–	97,377	–	239,939	–	–	337,316
Depreciation and amortisation	–	63,960	619,536	115,715	31,208	–	830,419

## NOTES TO THE FINANCIAL STATEMENTS

### 33. OPERATING SEGMENTS (CONT'D)

#### (b) Information about major customers

The following are the major customers individually accounting for 10% or more of the Group's revenue for current financial year and prior financial year:

	2024 RM	Group 2023 RM
Customer A	3,575,100	5,323,800
Customer B	160,000	2,699,200
Customer C	2,500,000	8,534,270
Customer D	1,900,000	6,349,861
Customer E	14,012,335	–
	22,147,435	22,907,131

### 34. FINANCIAL INSTRUMENTS

#### (a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 3 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised.

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

Group	2024 RM	Group 2023 RM	Company 2024 RM	2023 RM
<b>At Amortised Cost</b>				
<b>Financial Assets</b>				
Trade receivables	32,600,278	15,698,605	–	–
Other receivables (excluded prepayments)	322,806	11,125,450	–	–
Amount due from subsidiary companies	–	–	499,895,686	433,025,702
Fixed deposits with financial institutions	921,500	25,314,383	31,000	25,031,000
Cash and bank balances	97,586,623	71,309,014	19,293	21,141,686
	131,431,207	123,447,452	499,945,979	479,198,388
<b>Financial Liabilities</b>				
Trade payables	5,709,180	945,000	–	–
Other payables	2,563,368	2,175,385	451,574	548,646
Amount due to Directors	532,216	366,101	120,897	121,782
Amount due to subsidiary companies	–	–	9,582,393	4,965,239
Lease liabilities	1,128,569	461,798	–	–
Borrowings	13,529,868	16,602,427	1,734,900	6,000,000
	23,463,201	20,550,711	11,889,764	11,635,667

## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity and interest rate. 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 and other receivables. The Company's exposure to credit risk arises principally from 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

##### *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. Majority of the trade receivables are from trading activities.

At each reporting date, the Group assesses whether any of the trade receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables 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 that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous financial period.

##### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables are represented by the carrying amounts in the statements of financial position.

##### *Concentration of credit risk*

As at the end of the financial year, the Group has 4 (2023: 3) major customers and accounted for approximately 69% (2023: 78%) of the trade receivables outstanding.

##### *Recognition and measurement of impairment loss*

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within credit terms. The Group's debt recovery process is that when invoices exceeded the credit terms, the Group will start to initiate a structured debt recovery process which is monitored by sales team.



## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management (Cont'd)

##### (i) Credit risk (Cont'd)

##### Trade receivables (Cont'd)

##### Recognition and measurement of impairment loss (Cont'd)

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
<b>Group</b>			
<b>2024</b>			
Neither past due nor impaired	8,077,438	–	8,077,438
<i>Past due not impaired:</i>			
Less than 30 days	24,485,065	–	24,485,065
More than 90 days	37,775	–	37,775
	32,600,278	–	32,600,278
<b>Credit impaired:</b>			
Individual impaired	8,978,107	(8,978,107)	–
	41,578,385	(8,978,107)	32,600,278
<b>2023</b>			
Neither past due nor impaired	9,373,800	–	9,373,800
<i>Past due not impaired:</i>			
31 to 60 days	6,287,030	–	6,287,030
More than 90 days	37,775	–	37,775
	15,698,605	–	15,698,605
<b>Credit impaired:</b>			
Individual impaired	8,978,107	(8,978,107)	–
	24,676,712	(8,978,107)	15,698,605

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group.

As at 30 June 2024, trade receivables of RM24,522,840 (2023: RM6,324,805) 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 RM8,978,107 (2023: RM8,978,107) related to customers that are in financial difficulties, have defaulted on payments and/or have disputed on the billings. These balances are expected to be recovered through the debts recovery process.

## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management (Cont'd)

##### (i) Credit risk (Cont'd)

##### Trade receivables (Cont'd)

##### *Recognition and measurement of impairment loss (Cont'd)*

The movement in the allowance for impairment losses in respect of trade receivables of the Group during the financial year are as follows:

	<b>Credit impaired RM</b>
<b>Group 2024</b>	
At 1 July/30 June	8,978,107
<b>2023</b>	
At 1 July/30 June	8,978,107

##### Cash and cash equivalents

##### *Risk management objectives, policies and processes for managing the risk*

The cash and cash equivalents are held with banks and financial institutions. The Group and the Company have a credit policy in place to control credit risk by deposit with banks and financial institutions with good credit rating.

##### *Exposure to credit risk, credit quality and collateral*

At the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amount in the statements of financial position.

##### *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 the Group and the Company's management reporting procedures and action will be taken for long outstanding debts.

##### *Exposure to credit risk, credit quality and collateral*

At the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amount in the statements of financial position.

## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management (Cont'd)

##### (i) Credit risk (Cont'd)

##### **Other receivables (Cont'd)**

*Risk management objectives, policies and processes for managing the risk*

*Recognition and measurement of impairment loss*

Other receivables 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.

##### **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 RM11,794,968 (2023: RM10,602,426), 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 indicators that any going concern from them. The Company is 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 indicators 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.

## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management (Cont'd)

##### (ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's and the Company's funding requirements and liquidity risk is managed with the objective of meeting business obligations on a timely basis. The Group and the Company finance its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

	On demand or within 1 year RM	1 to 5 years RM	After 5 years RM	Total contractual cash flows RM	Total carrying amount RM
<b>Group</b>					
<b>2024</b>					
<u>Non-derivative</u>					
<u>financial liabilities</u>					
Trade payables	5,709,180	—	—	5,709,180	5,709,180
Other payables	2,563,368	—	—	2,563,368	2,563,368
Amount due to Directors	532,216	—	—	532,216	532,216
Lease liabilities	398,432	905,232	—	1,303,664	1,128,569
Borrowings	4,052,846	7,934,191	6,480,292	18,467,329	13,529,868
	13,256,042	8,839,423	6,480,292	28,575,757	23,463,201
<b>2023</b>					
<u>Non-derivative</u>					
<u>financial liabilities</u>					
Trade payables	945,000	—	—	945,000	945,000
Other payables	2,175,385	—	—	2,175,385	2,175,385
Amount due to Directors	366,101	—	—	366,101	366,101
Lease liabilities	232,963	265,640	—	498,603	461,798
Borrowings	3,852,622	11,232,518	7,519,899	22,605,039	16,602,427
	7,572,071	11,498,158	7,519,899	26,590,128	20,550,711

## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management (Cont'd)

##### (ii) Liquidity risk (Cont'd)

	On demand or within 1 year RM	Total 1 to 5 years RM	Total contractual cash flows RM	carrying amount RM
<b>Company</b>				
<b>2024</b>				
<u>Non-derivative financial liabilities</u>				
Other payables	451,574	–	451,574	451,574
Amount due to Directors	120,897	–	120,897	120,897
Amount due to subsidiary companies	9,582,393	–	9,582,393	9,582,393
Borrowings	1,819,682	–	1,819,682	1,734,900
Financial guarantee*	11,794,968	–	11,794,968	–
	23,769,514	–	23,769,514	11,889,764
<b>2023</b>				
<u>Non-derivative financial liabilities</u>				
Other payables	548,646	–	548,646	548,646
Amount due to Directors	121,782	–	121,782	121,782
Amount due to subsidiary companies	4,965,239	–	4,965,239	4,965,239
Borrowings	2,221,966	4,681,950	6,903,916	6,000,000
Financial guarantee*	10,602,426	–	10,602,426	–
	18,460,059	4,681,950	23,142,009	11,635,667

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

##### (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.

## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management (Cont'd)

##### (ii) Liquidity risk (Cont'd)

##### (a) Interest rate risk (Cont'd)

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	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Fixed rate instruments</b>				
<b>Financial assets</b>				
Fixed deposits with financial institutions	921,500	25,314,383	31,000	25,031,000
<b>Financial liabilities</b>				
Lease liabilities	1,128,569	461,798	–	–
<b>Floating rate instruments</b>				
<b>Financial liabilities</b>				
Term loans	13,529,868	16,602,427	1,734,900	6,000,000

#### 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. 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 and the Company profit/(loss) before tax by RM135,299 (2023: RM166,024) and RM17,349 (2023: RM60,000) respectively, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

#### (c) Fair value of financial instruments

The carrying amounts of short term receivables and payables, cash and cash equivalents and short term borrowings approximate their fair value due to the relatively short term nature of these financial instruments and insignificant impact of discounting.

The carrying amounts of the long term borrowings at the reporting date reasonably approximate their fair values.

It was not practicable to estimate the fair value of investment in unquoted equity due to the lack of comparable quoted prices in an active market and the fair value cannot be reliably measured.

## NOTES TO THE FINANCIAL STATEMENTS

### 34. FINANCIAL INSTRUMENTS (CONT'D)

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

##### (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.

### 35. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.



## NOTES TO THE FINANCIAL STATEMENTS

### 35. 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	
	2024 RM	2023 RM	2024 RM	2023 RM
Total loans and borrowings	14,658,437	17,064,225	1,734,900	6,000,000
Less: Deposits, bank and cash balances	(98,508,123)	(96,623,397)	(50,293)	(46,172,686)
Net debts	(83,849,686)	(79,559,172)	1,684,607	(40,172,686)
Total equity	486,552,755	453,124,074	493,442,604	479,258,124
Gearing ratio	N/A	N/A	0.003	N/A

N/A - Gearing ratio not applicable as the cash and cash equivalents of the Group and of the Company is sufficient to settle the outstanding debts.

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

### 36. MATERIAL LITIGATION

Tinta EN10 Development Sdn. Bhd. ("the Plaintiff") vs TWL Holdings Berhad and 14 others ("Defendants") - Kuala Lumpur High Court, Suit No.: WA-22NCC-635-09/2023

On 06 September 2023, the Company had received a Writ of Summons and Statement of Claim both dated 29 August 2023 vide Suit No.: WA-22NCVC-485-08/2023 ("the Suit") issued by the Kuala Lumpur High Court ("Court") from Tinta EN10 Development Sdn. Bhd. ("the Plaintiff"), claiming for, among others, a declaration that the Company is in breach of three (3) Consultancy Agreements by failing to pay the Plaintiff the balance 90% Consultancy Fees under the 3 Consultancy Agreements of RM3,503,250.00.

In relation to the above, the Plaintiff is seeking the following reliefs, among others:

- A declaration that the Company in breach of the 3 Consultancy Agreements by failing to pay the Plaintiff the Balance 90% Consultancy Fees under the 3 Consultancy Agreements of RM3,503,250.00;
- A declaration pursuant to Section 540 of the Companies Act 2016 that the Defendants are liable to pay the sum of RM3,503,250.00 to the Plaintiff is hereby imposed on the Defendants jointly and severally;
- Alternatively, a declaration that the Defendants have directly and/or indirectly induced, procured and/or facilitated the breach of the 3 Consultancy Agreements;
- An order that the Defendants do, jointly and severally, pay the Balance 90% Consultancy Fees of RM3,503,250.00 to the Plaintiff forthwith;
- Interest at the rate of 5% per annum on the sum of RM3,503,250.00 until the date of full realization;
- An order that the Company, whether by itself and/or its subsidiaries, their directors, officers, representatives, employees, servants and/or agents or any of them in combination or otherwise, howsoever, is prohibited from utilizing, 2 dealing and/or disposing of any revenue generated, assets, resources and goodwill obtained from the Plaintiff through the 3 Consultancy Agreements until the Balance 90% Consultancy Fees and any interest accrued thereon are fully paid to the Plaintiff;
- Costs; and
- Such further or other relief that this Honourable Court deems fit and proper.

## NOTES TO THE FINANCIAL STATEMENTS

### 36. MATERIAL LITIGATION (CONT'D)

The case was transferred to Kuala Lumpur High Court (Commercial Division) and the new case number for the Suit is WA-22NCC-635-09/2023.

Thereafter, the 1st - 9th Defendants filed an application for Striking Out of the Suit on 27 November 2023, whilst the 10th - 12th Defendants and 13th - 15th Defendants filed their respective applications for Striking Out of the Suit on 29 November 2023 and 28 November 2023 respectively.

On 21 March 2024, the solicitors for all the Defendants informed the Court that they wish to withdraw the Striking Out Application.

On 3 May 2024, the solicitors for the Plaintiff informed the Court that the parties are in the final stages of negotiating the terms of the settlement agreement and the agreement to be signed by the parties in the forthcoming weeks.

On 29 July 2024, solicitors for the Plaintiff informed the Court that the parties had successfully reached an agreement to resolve the dispute and have signed a settlement agreement and that the Plaintiff will withdraw the Suit without liberty to file afresh and with no order as to costs.

### 37. 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 25 October 2024.

## LIST OF PROPERTIES OF THE GROUP

Location	Description of Property	Tenure	Approximate Age of Building	Land/Build Up Area	Net Book Value (RM)	Date of Acquisition ("A")/Revaluation ("R")
Lot 2136 GM 645 & Lot 2135 GM 439 Mukim Petaling, Daerah Petaling, Selangor	Vacant Development Land	Freehold	N/A	2.97 acres	11,695,636	31 January 2011 (A)
PT 1336-PT 1362, Pekan Kuang, Mukim Rawang Selangor	Vacant Development Land	Freehold	NA	5.5 acres	28,788,644	17 April 2015 (A)
GM 267 Lot 562, Mukim Petaling, Daerah Petaling Selangor	Vacant Development Land	Freehold	N/A	1.875 acres	7,166,746	22 March 2011 (A)
Lot 738 GM 549, Geran Mukim Cheras Batu 2 1/2, Jalan Cheras, K. Lumpur	Vacant Development Land	Freehold	NA	0.8094 hectare	23,390,860	06 April 2016 (A)
Geran 5486, Lot No. 1866 and Geran 4602, Lot No. 1867, Tempat Sungei Kandis Mukim Klang, Daerah Klang, Selangor	Vacant Development Land	Freehold	NA	3.6674 hectares	35,391,799	29 June 2023 (A)
HSM 55825, PT 148792 Tempat Sungei Kandis Mukim Klang, Daerah Klang, Selangor	Vacant Development Land	Freehold	NA	1.1685 hectares	12,679,923	29 June 2023 (A)

# SHAREHOLDINGS ANALYSIS

By Size Of Shareholdings As At 16 Oct 2024

Issued Share Capital	:	6,188,196,997
Ordinary Shares Class of shares	:	Ordinary shares
Voting Rights	:	One vote per ordinary share

## DISTRIBUTIONS OF SHAREHOLDINGS

Size of shareholdings	No. of Holders		No. of Shares		%	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less Than 100	487	8	21,667	274	0.00	0.00
100–1,000	1,211	9	567,924	6,100	0.01	0.00
1,001–10,000	1,781	20	9,173,289	93,250	0.15	0.00
10,001–100,000	2,817	19	125,749,939	798,860	2.03	0.01
100,001 and below 5%	1,462	25	4,550,340,694	183,559,200	73.53	2.97
5% and above	3	0	1,317,885,800	0	21.30	0.00
Total	7,761	81	6,003,739,313	184,457,684	97.02	2.98

## SUBSTANTIAL SHAREHOLDERS

SHAREHOLDERS	SHAREHOLDINGS	%
KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TWL CAPITAL BERHAD	525,757,100	8.50
KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LOW SWEE FOONG	412,128,700	6.66
AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD - PLEDGED SECURITIES ACCOUNT FOR LEONG KIM FONG	380,000,000	6.14

## DIRECTORS' SHAREHOLDINGS

Name of shareholdings	Nationality/ Incorporated in	Direct Interest	%	Indirect Interest	%
Dato' Tan Wei Lian	Malaysian	567,692,091	9.174	731,105,625	11.815
Tan Lee Chin	Malaysian	7,431,675	0.120	1,291,366,041	20.868
S. Nagaraju A/L Sinniah	Malaysian	–	–	–	–
Chua Eng Chin	Malaysian	–	–	–	–
Rithauddin Hussein Jamalattiff Bin Jamaluddin	Malaysian	–	–	–	–

## SHAREHOLDINGS ANALYSIS

### LIST OF TOP 30 LARGEST SHAREHOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1.	KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TWL CAPITAL BERHAD	525,757,100	8.50
2.	KENANGA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR LOW SWEE FOONG	412,128,700	6.66
3.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD - PLEDGED SECURITIES ACCOUNT FOR LEONG KIM FONG	380,000,000	6.14
4.	RHB NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	209,827,975	3.39
5.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG (MY1989)	153,885,000	2.49
6.	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE	150,264,863	2.43
7.	CITIGROUP NOMINEES (ASING) SDN BHD - EXEMPT AN FOR CITIBANK NEW YORK	137,500,000	2.22
8.	TA NOMINEES (TEMPATAN) SDN BHD - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	130,531,141	2.11
9.	LOW HON LAI	125,000,000	2.02
10.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOK CHEE YUN @ KOK CHEE YAN (MY0971)	112,550,000	1.82
11.	KALIBER CEMERLANG SDN BHD	102,500,000	1.66
12.	S.MANIARASAN A/L SINNIH	100,920,000	1.63
13.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GAN BOON TIAN	100,000,000	1.62
14.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GAN BOON TIAN (MY4428)	100,000,000	1.62
15.	WONG KOK YIEW	100,000,000	1.62
16.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOK TUCK SENG (T CHERAS-CL)	97,670,100	1.58
17.	BIMSEC NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN (MGNM43007)	77,095,000	1.25
18.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GOH BOON SOO @ GOH YANG ENG	70,000,000	1.13
19.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN (MF00512)	70,000,000	1.13
20.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE (MF00513)	70,000,000	1.13
21.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR WAI CHOO (T.MUTIARA-CL)	66,900,000	1.08
22.	TA NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR HOO CHUN MOI	66,440,000	1.07
23.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH CHEN FOONG (MY1718)	64,723,300	1.05

## SHAREHOLDINGS ANALYSIS

### LIST OF TOP 30 LARGEST SHAREHOLDERS (CONT'D)

NO	SHAREHOLDERS	SHAREHOLDINGS	%
24.	TAN SAY CHEONG	63,868,650	1.03
25.	AMSEC NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR SHIA CHEE FONG	61,300,000	0.99
26.	IFAST NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN WEI LIAN	60,452,000	0.98
27.	AFFIN HWANG NOMINEES. (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR ER KA YONG	60,011,100	0.97
28.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP	60,000,000	0.97
29.	KOH KIN LIP	58,068,400	0.94
30.	MAK HON LEONG	51,300,000	0.83
<b>TOTAL</b>		<b>3,838,693,329</b>	<b>62.03</b>

# ANALYSIS OF WARRANT HOLDINGS

By Size Of Shareholdings As At 16 Oct 2024

## ANALYSIS BY SIZE OF WARRANT HOLDINGS 2023/2026 ("WARRANT E") AS AT 16 OCTOBER 2024 AS PER THE RECORDS OF DEPOSITORS

Total number of issued warrants	:	522,884,007
Exercise Price of Warrants	:	RM0.03
Expiry Date of Warrants	:	14 June 2024
No. of Warrant Holders	:	421

## DISTRIBUTION OF WARRANT HOLDINGS AS AT 16 OCTOBER 2024

Size of shareholdings	No. of Warrant E Holders		Warrant Holdings		%	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less Than 100	17	0	749	0	0.00	0.00
100-1,000	37	1	15,914	400	0.01	0.00
1,001-10,000	133	0	731,252	0	0.33	0.00
10,001-100,000	143	3	5,864,453	64,472	2.67	0.03
100,001 and below 5%	81	1	98,709,300	169,700	44.91	0.08
5% and above	5	0	114,240,262	0	51.98	0.00
Total	416	5	219,561,930	234,572	99.89	0.11

## LIST OF TOP 30 LARGEST WARRANTHOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOK CHEE YUN @ KOK CHEE YAN (MY0971)	28,300,000	12.88
2.	KOK JIA ZHENG	26,106,242	11.88
3.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR WAI CHOO (T.MUTIARA-CL)	24,200,000	11.01
4.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOK TUCK SENG (T CHERAS-CL)	23,634,020	10.75
5.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP (8058900)	12,000,000	5.46
6.	TI LIAN KER	10,000,000	4.55
7.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR RICKOH CORPORATION SDN BHD (MY0507)	9,989,900	4.55
8.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP (MY0502)	8,400,000	3.82
9.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG (MY1989)	8,000,000	3.64



## ANALYSIS OF WARRANT HOLDINGS

### LIST OF TOP 30 LARGEST WARRANTHOLDERS (CONT'D)

NO	SHAREHOLDERS	SHAREHOLDINGS	%
10.	KOH KIN LIP	6,422,480	2.92
11.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GOH BOON SOO @ GOH YANG ENG	5,000,000	2.27
12.	CHAN KWAI MENG	4,839,000	2.20
13.	GOH BOON SOO @ GOH YANG ENG	4,732,100	2.15
14.	LEE ZHOU YI	2,800,000	1.27
15.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TWL CAPITAL BERHAD	2,760,000	1.26
16.	MOOMOO NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR ONG SAU PIN	2,000,000	0.91
17.	TI LIAN MENG	2,000,000	0.91
18.	CHEONG YOK KAW	1,999,900	0.91
19.	POSPAFADE A/P S SUPPIAH	1,650,000	0.75
20.	TA NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR DATA PELITA SDN BHD	1,610,000	0.73
21.	MOHAMED SHAFIAN WONG BIN ABDULLAH	1,500,000	0.68
22.	YONG SIEW NGEE	1,420,000	0.65
23.	LEE ZHOU YI	1,340,000	0.61
24.	EE WEI LENG	1,000,000	0.45
25.	SARASWATHY A/P MOHAN	1,000,000	0.45
26.	YAP PAU MIN	1,000,000	0.45
27.	CHIN SIA LAI	800,000	0.36
28.	GEOFFREY LIM FUNG KEONG	800,000	0.36
29.	TAN KHEAK GEAI	800,000	0.36
30.	TAN YAN SING	800,000	0.36
<b>TOTAL</b>		<b>196,903,642</b>	<b>89.58</b>

# ANALYSIS OF RCULS HOLDERS HOLDINGS

By Size Of Shareholdings As At 16 Oct 2024

## ANALYSIS BY SIZE OF REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS") HOLDINGS 2023/2028 AS AT 16 OCTOBER 2024 AS PER THE RECORDS OF DEPOSITORS

Total number of issued	:	2,614,420,057
Conversion Price of RCULS	:	RM0.03
Expiry Date of RCULS	:	14 June 2028
No. of RCULS Holders	:	440

## DISTRIBUTION OF RCULS HOLDERS HOLDINGS AS AT 16 OCTOBER 2024

Size of shareholdings	No. of RCULS Holders		RCULS Holdings		%	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less Than 100	8	0	290	0	0.00	0.00
100-1,000	26	0	12,243	0	0.00	0.00
1,001-10,000	57	1	332,217	2,000	0.03	0.00
10,001-100,000	168	2	7,864,942	122,360	0.66	0.01
100,001 and below 5%	172	1	578,307,224	200,000	48.70	0.02
5% and above	5	0	600,765,313	0	50.59	0.00
Total	436	4	1,187,282,229	324,360	99.97	0.03

## DIRECTORS' INTEREST IN RCULS AS AT 16 OCTOBER 2024

No	Name of Directors	Direct Interest	%	Indirect Interest	%
1	Dato' Tan Wei Lian	3,465,000	0.29	7,649,700	0.64
2	Tan Lee Chin	—	—	11,114,700	0.94
3	S. Nagaraju A/L Sinniah	—	—	—	—
4	Chua Eng Chin	—	—	—	—
5	Rithauddin Hussein Jamalattiff Bin Jamaluddin	—	—	—	—
6	S. Nagaraju A/L Sinniah	—	—	—	—

## LIST OF TOP 30 LARGEST RCULS HOLDERS

NO	SHAREHOLDERS	SHAREHOLDINGS	%
1.	KOK JIA ZHENG	153,385,213	12.92
2.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOK CHEE YUN @ KOK CHEE YAN (MY0971)	141,000,000	11.87
3.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOK TUCK SENG (T CHERAS-CL)	118,170,100	9.95
4.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR GOH BOON SOO @ GOH YANG ENG	117,910,000	9.93
5.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR WAI CHOO (T.MUTIARA-CL)	70,300,000	5.92

## ANALYSIS OF RCULS HOLDERS HOLDINGS

### LIST OF TOP 30 LARGEST RCULS HOLDERS (CONT'D)

NO	SHAREHOLDERS	SHAREHOLDINGS	%
6.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP (8058900)	51,902,400	4.37
7.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR RICKOH CORPORATION SDN BHD (MY0507)	50,000,000	4.21
8.	LOW HON LAI	50,000,000	4.21
9.	TI LIAN KER	50,000,000	4.21
10.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH KIN LIP (MY0502)	42,000,000	3.54
11.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN KIM HEUNG (MY1989)	40,000,000	3.37
12.	GOH BOON SOO @ GOH YANG ENG	39,605,000	3.33
13.	GEOFFREY LIM FUNG KEONG	29,300,000	2.47
14.	KOH KIN LIP	26,000,000	2.19
15.	LEE ZHOU YI	14,500,000	1.22
16.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KOH CHEN FOONG (MY1718)	10,000,000	0.84
17.	TI LIAN MENG	10,000,000	0.84
18.	MAK HON LEONG	9,195,800	0.77
19.	SIOW CHEE MING	8,528,600	0.72
20.	LIEW AH ONN	8,500,000	0.72
21.	POSPAFADE A/P S SUPPIAH	8,250,000	0.69
22.	CHAN KWAI MENG	8,200,000	0.69
23.	TA NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR DATA PELITA SDN BHD	7,855,000	0.66
24.	TA NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR SEK CHIAN NEE	7,649,700	0.64
25.	HLIB NOMINEES (TEMPATAN) SDN. BHD, - PLEDGED SECURITIES ACCOUNT FOR TOH POEY GEE (CCTS)	7,211,400	0.61
26.	SARASWATHY A/P MOHAN	5,000,000	0.42
27.	TA NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR LIEW AH ONN	4,478,500	0.38
28.	VIVEKANANDA A/L SUBRAMANIAM	4,000,000	0.34
29.	TAMILSELVI A/P SUPPIAH	3,100,000	0.26
30.	SAKUNTALA A/P S SUPPIAH	3,000,000	0.25
<b>TOTAL</b>		<b>1,099,041,713</b>	<b>92.54</b>

# NOTICE OF 28TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 28th Annual General Meeting (“**AGM**”) of TWL Holdings Berhad (“**TWL**” or the “**Company**”) will be conducted on a fully virtual basis via Securities Services e-Portal Online Meeting Platform hosted virtually at <https://sshsb.net.my/> on Thursday, 19th December 2024 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

- |  |  |
|--|--|
| <p><b>1. Laying of the audited financial statements and the reports of the directors and auditors</b><br/>To lay and receive the Audited Financial Statements for the financial year ended 30th June 2024 together with the Reports of the Directors and Auditors thereon.</p>   | <p><b>For compliance only,<br/>no voting required.</b></p> |
| <p><b>2. Election of Director</b><br/>THAT re-election of the Managing Director, Tan Lee Chin, who retires in accordance with Article 95 of the Constitution of the Company, be hereby approved.</p>   | <p><b>Ordinary Resolution 1</b></p>                        |
| <p><b>3. Election of Director</b><br/>THAT re-election of the Independent Non-Executive Director, Rithaaddin Hussein Jamalattiff bin Jamaluddin, who retires in accordance with Article 101 of the Constitution of the Company, be hereby approved.</p>  | <p><b>Ordinary Resolution 2</b></p>                        |
| <p><b>4. Appointment of auditors</b><br/><b>THAT</b> the appointment of Messrs UHY, 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 2025 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.</p> | <p><b>Ordinary Resolution 3</b></p>                        |

### SPECIAL BUSINESS

- |   |                                     |
|---|-------------------------------------|
| <p><b>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</b><br/>THAT approval be given for the payment of Directors' meeting allowance of up to RM150,000.00 (2022 : RM150,000.00) for the period from this AGM until the next AGM to be held in year 2025 and be payable after the meeting in arrears.</p>  | <p><b>Ordinary Resolution 4</b></p> |
| <p><b>6. Allotment of shares or grant of rights and waiver of pre-emptive rights with the Company approval pursuant to Sections 75, 76 and 85 of the Companies Act 2016 respectively</b><br/>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 (“<b>General Allotment</b>”).</p> | <p><b>Ordinary Resolution 5</b></p> |

THAT approval be hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act, 2016 read together with Article 60 of the Constitution of the Company arising from any issuance of new shares pursuant to the General Allotment.

## NOTICE OF 28TH ANNUAL GENERAL MEETING

By Order of the Board  
**TWL HOLDINGS BERHAD**

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

Kuala Lumpur  
Dated : 15.11.2024

### Notes

1. *The AGM of the Company will be held as a fully virtual meeting through live streaming and online remote voting using facilities provided by the Company's Poll Administrator, namely Securities Services e-Portal via <https://sshsb.net.my/>. Please refer to the Administrative Guide for AGM for the procedures to register, participate and vote remotely through the facilities.*
2. *An online meeting platform can be recognised as the main venue of the meeting pursuant to Section 327 of Companies Act 2016 and in line with the Securities Commission Malaysia's Guidance Note if the online platform is located in Malaysia. As such, the convening of the AGM will be joined by members, the Chairman of the meeting, Board of Directors and other relevant parties via <https://sshsb.net.my/>.*
3. *Pursuant to the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and authorised representatives ("Participants") shall communicate with the main venue of the Meeting via real-time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication..*
4. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 December 2024 ("General Meeting Record of Depositors") shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote via the facilities.*
5. *A member entitled to attend and vote via the facilities is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote via the facilities shall have the same rights as the member to speak at the meeting.*
6. *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.*
7. *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.*
8. *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.*
9. *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.*
10. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, as authorised by its Board or under its common seal or under the hand of an officer or attorney of the corporation duly authorised pursuant and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company situated at T3-13A-20, Level 13A, Menara 3, 3 Towers, 296, Jalan Ampang, 50450 Kuala Lumpur or such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding this meeting or adjourned meeting at which the person named in the instrument proposes to vote.*
11. *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 28TH 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
Tan Lee Chin (Managing Director)	Page 18
Rithauddin Hussein Jamalattiff bin Jamaluddin (Independent Non-Executive Director)	Page 20

Details of directors' attendance at Board Meetings are set out in the Statement of Overview on Corporate Governance on Page 53 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 28TH ANNUAL GENERAL MEETING

### 5. SPECIAL BUSINESS – ORDINARY RESOLUTION 4 (CONT'D)

Remuneration of Directors - Article 103 (Cont'd)

*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 27th Annual General Meeting of the Company held on 19th December 2023 (hereinafter referred to as the "Previous Mandate").

The Company also seeks for waiver of the pre-emptive rights pursuant to Section 85(1) of the Companies Act, 2016 read together with Article 60 of the Constitution of the Company.

Pursuant to Section 85(1) of the Companies Act, 2016 read together with Article 60 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company.

Section 85(1) of the Companies Act, 2016 provides as follows:-

*Section 85. Pre-emptive rights to new shares*

85(1) "Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Article 60 of the Constitution of the Company provides as follows:-

*Article 60. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities as aforesaid which (by reason of the ratio which the new shares or securities bear to share or securities held by person entitled to an offer of new shares or securities), cannot, in the opinion of the Directors, be conveniently offered in the manner herein provided.*

This Proposed Resolution 5 which is an Ordinary Resolution, if passed, will grant a renewed general mandate which will provide flexibility for the Company and will empower the directors to issue new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the purpose of funding current and/or future investment projects, working capital, and/or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed ordinary resolution, if passed, will further exclude your pre-emptive rights over all new shares in the Company to be issued pursuant to Proposed Resolution 5.



# ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE 28th ANNUAL GENERAL MEETING ("AGM") OF TWL HOLDINGS BERHAD

<b>Meeting Day &amp; Date</b>	:	Thursday, 19th December 2024
<b>Time</b>	:	11:00 a.m.
<b>Meeting Platform</b>	:	<a href="https://sshsb.net.my/">https://sshsb.net.my/</a>
<b>Platform for Communication</b>	:	Shareholders may submit questions to the Board of Directors (" <b>Board</b> ") prior to the AGM to <a href="mailto:eservices@sshsb.com.my">eservices@sshsb.com.my</a> not less than forty-eight (48) hours before the time set for holding the meeting or to use the Question and Answer (" <b>Q&amp;A</b> ") Platform to transmit questions to the Board via Remote Participation and Voting (" <b>RPV</b> ") Platform during live streaming.
<b>Online Meeting Platform</b>	:	Fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting (" <b>RPV</b> ") facilities via <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> hosted by Securities Services e-Portal in Malaysia (Domain registration number with MYNIC : D4A004360)

## Virtual Meeting

In view of the evolution of air-borne infectious disease and as part of safety measures, the 28th Annual General Meeting ("**AGM**") will be held on a fully virtual basis through live streaming and online remote voting by using RPV facilities.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the Meeting as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

All Shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Authorised Representatives, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the AGM will have to register to attend remotely by using the RPV Facility, the details of which is set out below.

## RPV Facility

1. The AGM will be conducted on a fully virtual basis through live streaming and online remote voting. Should you wish to attend the AGM, you are required to register yourself using the RPV Facility in accordance with the instructions as set out under paragraph 3 below.

With the RPV Facility, you may exercise your rights as a Shareholder to participate including to pose questions (in the form of real-time submission of typed texts) to the Board of the Company and vote remotely at the AGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV Facility to participate and vote remotely at the AGM. Please refer to the details as set out under RPV Facility for information. If an Individual Shareholder is unable to participate in the online AGM, he/she is encouraged to appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. **Corporate Shareholders** (through appointed Authorised Representatives) are also strongly advised to participate and vote remotely at the AGM using the RPV Platform. Corporate Members who wish to participate and vote remotely at the AGM must contact the poll administrator, SS E Solutions Sdn. Bhd. ("**SSE**") with the details set out below for assistance and will be required to provide the following documents to the Company no later than 17 December 2024 at 11:00 a.m.
  - a. Certificate of appointment of its Authorised Representative under Section 333(5) of Companies Act 2016 or Form of Proxy under the seal of the corporation;
  - b. Copy of the Authorised Representative's or proxy's identity card (MyKad) (front and back) / Passport; and
  - c. Authorised Representative's or proxy's email address and mobile phone numbers.

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE 28th ANNUAL GENERAL MEETING (“AGM”) OF TWL HOLDINGS BERHAD

### RPV Facility (Cont’d)

3. If a Corporate Member (through Authorised Representative(s) or appointed proxy(ies)) is unable to attend the AGM, the Corporate Member is encouraged to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
4. In respect of **Nominee Company Members**, the beneficiaries of the shares under a Nominee Company’s CDS account are also strongly advised to participate and vote remotely at the AGM using RPV Facility. Nominee Company Members who wish to participate and vote remotely at the AGM can request its Nominee Company to appoint him / her as a proxy to participate and vote remotely at the AGM. Nominee Company must contact the poll administrator, SSE with the details set out below for assistance and will be required to provide the following documents to the Company no later than 17 December 2024 at 11:00 a.m.
  - a. Form of Proxy under the seal of the Nominee Company;
  - b. Copy of the proxy’s identification card (front and back) / Passport; and
  - c. Proxy’s email address and mobile phone numbers.

If a Nominee Company Member is unable to attend the AGM, he/she is encouraged to request its Nominee Company to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

5. The procedures for the RPV in respect of the live streaming and remote voting at the AGM is as follows:

Procedures		Action
<b>Before the AGM</b>		
(i)	Register as a user	<ul style="list-style-type: none"> <li>If you have already registered an account at the website, you are not required to register again.</li> <li>Access website <a href="https://sshsb.net.my/">https://sshsb.net.my/</a></li> <li>Click “<b>Login</b>” and click “<b>Register</b>” to sign up as a user. The registration will be open from <b>11:00 a.m. on 15 November 2024</b> and closes at <b>11:00 a.m. on 17 December 2024</b>.</li> <li>Complete the registration process and upload softcopy of your identification card (front and back) or Passport for foreign shareholders.</li> <li>Read and agree to the terms &amp; condition and thereafter submit your request.</li> <li>Upon submission, kindly wait for a notification email that will be sent within one <b>(1) working day</b>.</li> <li>Log in to e-Portal and verify your user account within seven (7) days of the notification email.</li> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>12 December 2024</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>17 December 2024</b>.</li> <li>If your registration is rejected, you can contact <b>SSE</b> or the Company for clarifications or to appeal.</li> </ul>

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE 28th ANNUAL GENERAL MEETING (“AGM”) OF TWL HOLDINGS BERHAD

### RPV Facility (Cont’d)

Procedures		Action
<b>Before the AGM</b>		
(ii)	Login to <a href="https://sshsb.net.my/">https://sshsb.net.my/</a>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the AGM at any time from <b>10:30 a.m.</b> i.e. <b>30 minutes</b> before the commencement of the AGM on <b>19<sup>th</sup> December 2024 at 11:00 a.m.</b></li> </ul>
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the “<b>virtual Meeting</b>” from main menu.</li> <li>Look for “TWL Holdings Berhad” under Company Name and “28th AGM on 19 December 2024 at 11:00 a.m. – Live Stream Meeting” under Event and click “&gt;” to join the AGM.</li> <li>If you have any question for the Chairperson/ Board, you may use the text box to transmit your question. The Chairperson/Board will try to respond to all questions submitted by remote participants during the AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>If you are logged in to the e-Portal and already accessing the Live Stream Meeting, click “Proceed to Vote” under the live stream player.</li> </ul> <p style="text-align: center;">OR</p> <ul style="list-style-type: none"> <li>If you are not logged in yet, log in to <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> with your registered User ID (email address) and password.</li> <li>Look for “TWL Holdings Berhad” under Company Name and “28th AGM on 19 December 2024 at 11:00 a.m. – Remote Voting” under Event and click “&gt;” to remotely cast and submit your votes online for the resolutions tabled at the AGM.</li> <li>Cast your votes by clicking on the radio buttons against each resolution and review your casted votes before submitting them.</li> <li>Upon casting your votes, you will be re-directed automatically to the Live Stream Meeting for the poll result announcement.</li> </ul>
(v)	End of the Remote Participation	<ul style="list-style-type: none"> <li>The live streaming of the meeting will end upon the announcement by the Chairman on the closure of the AGM.</li> </ul>

### Proxy

If a member is unable to attend the AGM, he/she may appoint a proxy or the Chairperson of the meeting as his/ her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please note that if an individual member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV Facility, the individual member shall proceed to contact SSE or the Company with the details set out below to revoke the appointment of his/her proxy no later than 17<sup>th</sup> December 2024 at 11:00 a.m.

### Poll Voting

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed SSE as Poll Administrator to conduct the poll by way of electronic means and Leonard Lim Weng Leong as Scrutineer to verify the poll results.

The Scrutineer will verify and announce the poll results followed by the Chairperson’s declaration whether the resolution is duly passed.

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE 28th ANNUAL GENERAL MEETING (“AGM”) OF TWL HOLDINGS BERHAD

### **Pre-Meeting submission of question to the Board**

To administer the proceedings of the AGM in orderly manner, shareholders may before the AGM, submit questions to the Board to [twl@twlholdings.com.my](mailto:twl@twlholdings.com.my) not less than forty-eight (48) hours before the time set for holding the meeting. The Board will endeavour to address the questions received at the AGM.

### **No Recording or Photography**

Strictly **NO recording** or **photography** of the proceedings of the AGM is allowed.

### **No Door Gifts or e-vouchers**

There will be **NO DISTRIBUTION** of door gifts or e-vouchers.

### **Digital Copies of AGM Documents**

We further inform that the following items are now available at <http://www.twlholdings.com.my/> and Bursa Malaysia Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

1. Annual Report 2024
2. Proxy Form
3. Administrative Guide

### **Enquiry**

Please contact the officers at our general line (Tel: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8.30 a.m. to 12.15 p.m. and from 1.15 p.m. to 5.30 p.m. except on public holiday. Alternatively, you may email us at [eservices@sshbs.com.my](mailto:eservices@sshbs.com.my):

#### **SS E Solutions Sdn. Bhd.**

Level 7, Menara Milenium,  
Jalan Damanlela,  
Pusat Bandar Damansara,  
Damansara Heights,  
50490 Kuala Lumpur,  
Malaysia.

Telephone Number	:	+603 2084 9000
Fax Number	:	+603 2094 9940 / +603 2095 0292
Email	:	<a href="mailto:eservices@sshbs.com.my">eservices@sshbs.com.my</a>

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

CDS Account No.	
No. of Shares held	

I/We, .....  
(Full name in block.)

NRIC 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 conducted on a fully virtual basis via Securities Services e-Portal Online Meeting Platform hosted virtually at <https://sshsb.net.my/> on Thursday, 19th December 2024 at 11:00 a.m. or any adjournment thereof, and to vote as indicated below:-

No	Resolutions	Agenda	For	Against
1.	Laying of audited financial statements for year ended 30.06.2024.	(No voting)	N/A	N/A
2.	To re-elect Tan Lee Chin, Managing Director.	(Resolution 1)		
3.	To re-elect Rithauddin Hussein Jamalattiff bin Jamaluddin, Independent Non-Executive Director.	(Resolution 2)		
4.	To appoint Messrs UHY as the auditors.	(Resolution 3)		
	<b>Special Business</b>			
5.	To approve the payment of Directors' meeting allowance.	(Resolution 4)		
6.	Authority to allot shares with waiver of statutory pre-emptive rights.	(Resolution 5)		

Please indicate with an 'X' in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific direction, your proxy may vote or abstain as he thinks fit.

Signed this .....

Signature\*  
Member

\* Manner of execution:-

- If you are an individual member, please sign where indicated.
- 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.
- 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:
  - at least two (2) Directors or authorised officers, of whom one shall be a director; or
  - any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:-

- The AGM of the Company will be held as a fully virtual meeting through live streaming and online remote voting using facilities provided by the Company's Poll Administrator, namely Securities Services e-Portal via <https://sshsb.net.my/>. Please refer to the Administrative guide for AGM for the procedures to register, participate and vote remotely through the facilities.
- An online meeting platform can be recognised as the main venue of the meeting pursuant to Section 327 of Companies Act 2016 and in line with the Securities Commission Malaysia's Guidance Note if the online platform is located in Malaysia. As such, the convening of the AGM will be joined by members, the Chairman of the meeting, Board of Directors and other relevant parties via <https://sshsb.net.my/>.
- In accordance with the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and authorised representatives ("Participants") shall communicate with the main venue of the Meeting via real-time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 December 2024 ("General Meeting Record of Depositors") shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote via the facilities.



Notes:- (Cont'd)

5. A member entitled to attend and vote via the facilities is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote via the facilities shall have the same rights as the member to speak at the meeting.
6. 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.
7. 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.
8. 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.
9. 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 pursuant to Section 333(5) of the Companies Act 2016 or in accordance with Article 68 of the Constitution of the Company.
10. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, authorised by its Board pursuant to Section 333 of the Companies Act 2016 or under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company at T3-13A-20, Level 13A, Menara 3, 3 Towers, 296, Jalan Ampang, 50450 Kuala Lumpur or such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding this meeting or adjourned meeting at which the person named in the instrument proposes to vote.
11. All resolutions are to be voted by way of poll in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

1st Fold Here

AFFIX  
STAMP

**TWL HOLDINGS BERHAD**  
19940103944 (325631-V)

T3-13A-20, Level 13A  
Menara 3, 3 Towers  
No. 296 Jalan Ampang  
50450 Kuala Lumpur

2nd Fold Here

Fold This Flap For Sealing





## **TWL HOLDINGS BERHAD**

[Registration Number: 199401039944 (325631-v)]

T3-13A-20, Level 13A,  
Menara 3, 3 Towers,  
Jalan Ampang,  
50450 Kuala Lumpur.

Tel: 03-2733 0038

Fax: 03-2733 0037

Email: [twl@twlholdings.com.my](mailto:twl@twlholdings.com.my)

**[www.twlholdings.com.my](http://www.twlholdings.com.my)**

