

TALAM TRANSFORM BERHAD

(Incorporated in Malaysia)
192001000012 (1120-H)

Constructing Success Strengthening Futures



2025

Annual Report

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100th Annual General Meeting

Date
Tuesday,
23 September 2025

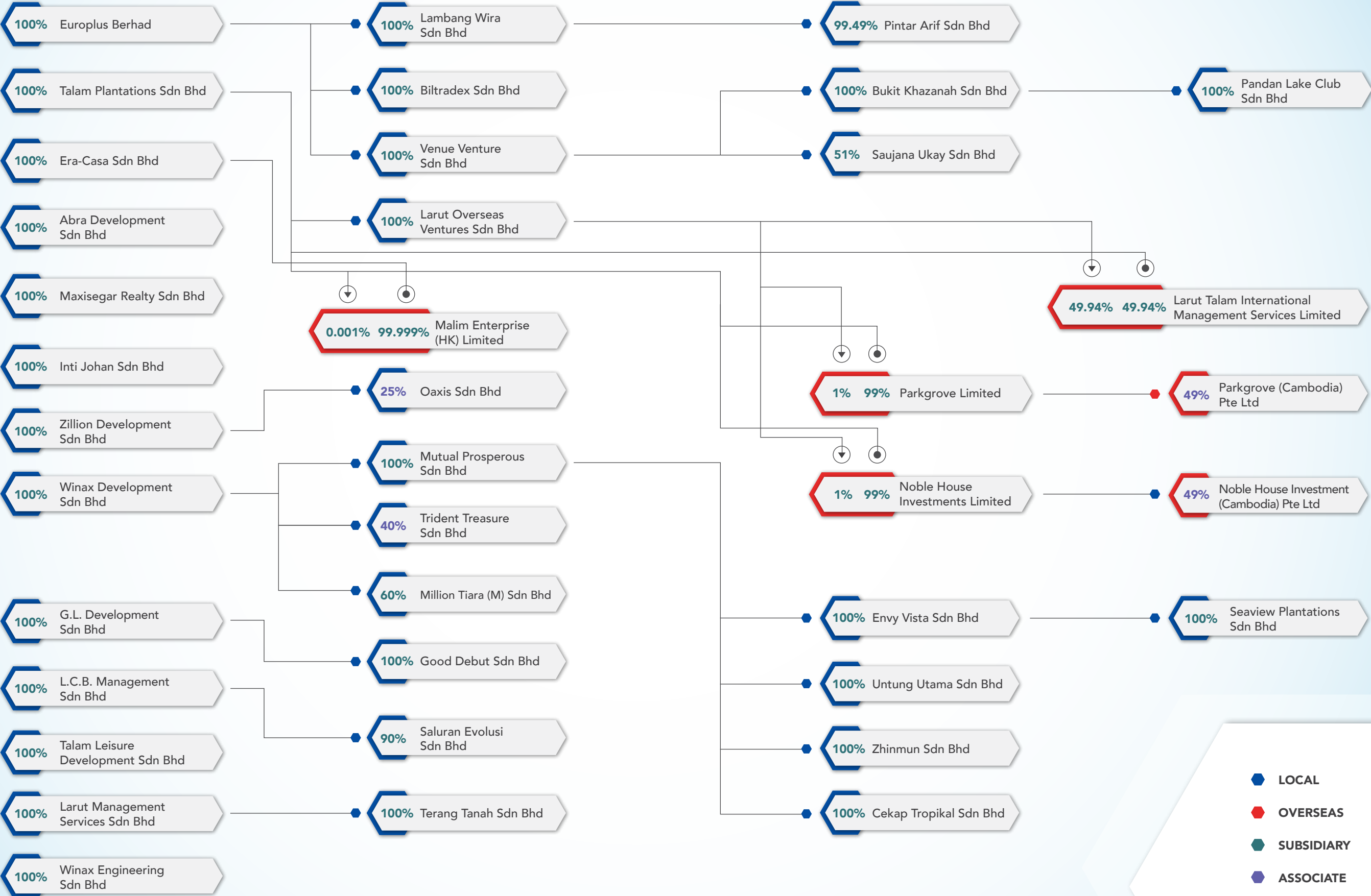
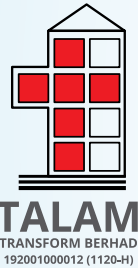
Time
11.30 a.m.

Venue
D'RAKSH Golden Ballroom
Lot 1.01, Level 1 Menara Maxisegar
Jalan Pandan Indah 4/2
Pandan Indah
55100 Kuala Lumpur

Corporate

Structure

(3 July 2025)



Corporate Information

BOARD OF DIRECTORS

Dato' Abdul Hamid Bin Mustapha
Chairman
Independent Non-Executive Director

Puan Sri Datin Thong Nyok Choo
Non-Independent Non-Executive Director

Chua Kim Lan
Executive Director

Chan Tet Eu
Executive Director

Tai Keat Chai
Independent Non-Executive Director

Ling Chee Min
Independent Non-Executive Director

Chan Siu Ching Candice
Alternate Director to Mr Chan Tet Eu

AUDIT COMMITTEE

Tai Keat Chai
Chairman
Member of the Malaysian Institute of Accountants

Dato' Abdul Hamid Bin Mustapha
Member

Ling Chee Min
Member

NOMINATION AND REMUNERATION COMMITTEE

Ling Chee Min
Chairman

Dato' Abdul Hamid Bin Mustapha
Member

Tai Keat Chai
Member

COMPANY SECRETARY

Soo Kah Pik (MIA 8102)
SSM Practicing Certificate No.
201908004099

PRINCIPAL BANKER

Malayan Banking Berhad

REGISTERED OFFICE

Unit 17.02, Level 17, Menara Maxisegar
Jalan Pandan Indah 4/2
Pandan Indah
55100 Kuala Lumpur
Tel No. : +603-42962000
Fax No. : +603-42977220
Email : ttbgroup@ttransform.com.my
Website: www.ttransform.com.my

SHARE REGISTRAR

Securities Services (Holdings)
Sdn Bhd
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Tel No. : +603-20849000
Fax No. : +603-20949940 /
+603-20950292
Email : info@sshsb.com.my

AUDITORS

Baker Tilly Monteiro Heng PLT
(AF 0117)
201906000600 (LLP0019411-LCA)
Chartered Accountants
Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Tel No.: +603-22971000
Fax No.: +603-22829980

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia
Securities Berhad

Stock Code : 2259
Stock Name : TALAMT

Profile of Directors



DATO' ABDUL HAMID BIN MUSTAPHA

Chairman/Independent Non-Executive Director

Age	Nationality	Gender

Dato' Abdul Hamid Bin Mustapha aged 79, male, Malaysian, Chairman/Independent Non-Executive Director, joined the Board of Talam Transform Berhad ("the Company") on 30 May 2023. He is a member of the Audit Committee and Nomination and Remuneration Committee of the Company.

Dato' Abdul Hamid graduated with a Bachelor of Arts degree from the University of Malaya in 1971. He has served in the Royal Malaysian Police Force in various capacities since 1971 until his retirement as the Commissioner of Police, Director of Public & Internal Security in 2002. He was appointed as a member of the Police Force Commission in Malaysia from May 2003 to May 2005.

He was the former Chairman of WCE Holdings Berhad and has also sat on the Board of Edaran Berhad as an Independent Non-Executive Director until his retirement on 31 May 2023.



PUAN SRI DATIN THONG NYOK CHOO

Non-Independent Non-Executive Director

Age	Nationality	Gender

Puan Sri Datin Thong Nyok Choo, aged 80, female, Malaysian, is a Non-Independent Non-Executive Director of the Company. She was appointed to the Board of Directors of the Company on 25 July 2024.

Puan Sri Datin Thong graduated with a Bachelor of Arts (Hons) degree from University of Malaya in 1971. She has served as General Manager with Pembangunan Brisdale Sdn Bhd ("PB"), a property development company, from 1984 to 1989 and was appointed a Director of PB in March 1992 prior to her resignation.

She was formerly the President/Chief Executive of the Company from 21 December 1990 to 8 February 2002. She was also appointed as a Non-Independent Non-Executive Director of Kumpulan Europlus Berhad (now known as WCE Holdings Berhad) on 1 March 2001 and due to her desire to retire from active business management, she resigned on 1 April 2012.




Her son, Mr Chan Tet Eu is an Executive Director and Major Shareholder of the Company. Her daughter, Ms Chan Siu Wei is a Major Shareholder of the Company.

Profile of Directors



CHUA KIM LAN

Executive Director

		
Age	Nationality	Gender




Chua Kim Lan, aged 61, female, Malaysian, Executive Director, joined the Company on 1 October 2007.

Ms Chua Kim Lan graduated from Tunku Abdul Rahman University of Management and Technology in Building Technology in 1984 and holds a Master of Business Administration from Honolulu University, Hawaii in 2000. She was previously attached to Brisdale (M) Sdn Bhd for 5 years from 1984 to 1989 and the Company for 1 year prior to joining Europlus Berhad as a Quantity Surveyor in 1991. She was transferred back to the Company subsequent to the merger exercise in 2003 and was formerly the Deputy President of the Company before her appointment to the Board.



CHAN TET EU

Executive Director

		
Age	Nationality	Gender

Chan Tet Eu, aged 40, male, Malaysian, Executive Director, joined the Board of the Company on 24 July 2014. He was formerly a Non-Independent Non-Executive Director prior to his re-designation as Executive Director (Business Development) on 1 May 2019.

Mr Chan Tet Eu holds a Bachelor of Arts and Media (with Hons) from Lim Kok Wing University and a Certificate of Excellence in mechanical engineering and a Diploma in accounting.

Mr Chan worked in a media outlet and production house, prior to joining a property development company.



His mother, Puan Sri Datin Thong Nyok Choo is a Director and Major Shareholder of the Company. His sister, Ms Chan Siu Wei is a Major Shareholder of the Company.

Profile of Directors



TAI KEAT CHAI

Independent Non-Executive Director

		
Age	Nationality	Gender

Tai Keat Chai, aged 70, male, Malaysian, is an Independent Non-Executive Director of the Company. He was appointed to the Board of Directors of the Company on 30 May 2023. He is the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Company.

He passed the examinations of The Institute of Chartered Accountants in England and Wales in 1976 and is a member of the Malaysian Institute of Accountants.

Mr Tai Keat Chai began his career with KPMG in London for a year and later in 1978, he joined PricewaterhouseCoopers (PwC Malaysia) in Kuala Lumpur for 3 years, auditing the accounts of a wide range of companies, both big and small/medium. In 1981, he joined Alliance Investment Bank Berhad and worked all his way up for 7 years to become a Senior Manager in Corporate Finance department by providing advisory services to companies ranging from capital market exercises (IPOs), fund raising exercises (rights issues) and merger and acquisition activities.

Thereafter, he spent a year in PwC Consulting Sdn Bhd as a Manager by providing management consultancy services to companies before joining Berjaya Group Berhad as a General Manager of Investment to evaluate potential investment proposals. He was subsequently seconded to SJ Securities Sdn Bhd as General Manager where he was involved in its revival from suspension of stockbroking operations.

In 1991, he was an Executive Director of A.A. Anthony Securities Sdn Bhd for 6 years prior to him selling off his equity interest to a listed company. Subsequent thereto, he worked as a dealers representative in Kenanga Investment Bank Berhad. Currently, he is a Director of Fiscal Corporate Services Sdn Bhd. He sits on the Board of Marine & General Berhad, MIDF Amanah Asset Management Berhad and HSS Engineers Berhad. He was an Independent Non-Executive Director of Rex Industry Berhad from 5 March 2015 to 31 March 2024 and Microlink Solutions Berhad from 28 August 2013 to 29 May 2024.



LING CHEE MIN

Independent Non-Executive Director

		
Age	Nationality	Gender

Ling Chee Min, aged 67, male, Malaysian, is an Independent Non-Executive Director of the Company. He was appointed to the Board of Directors of the Company on 30 May 2023. He is the Chairman of the Nomination and Remuneration Committee, and a member of the Audit Committee of the Company.

Mr Ling is an accountant by profession and graduated with the Association of Chartered Certified Accountants (ACCA) from the United Kingdom. He is a fellow member of the ACCA, a member of the Malaysian Institute of Accountants (MIA) and a member of the Chartered Tax Institute of Malaysia (CTIM).

Mr Ling Chee Min started his career in 1978 as Audit Semi-Senior with a firm of Chartered Accountants in London. In 1983, he joined an audit firm in Kuala Lumpur as Audit Senior and moved on to Aetna Universal Insurance Berhad as Accounts Supervisor in 1985.


Thereafter, he joined Fraser & Neave (M) Sdn Bhd as Internal Auditor for 2 years. He was with TA Enterprise Berhad as Financial Controller from 1991 to 1996. He then joined 2 stockbroking companies in Malaysia as Remisier for 4 years. He is currently in public practice as an audit partner in TC & Associates PLT, Chartered Accountants and also since the year 2000, in his own firm, CM Ling & Co.. He is also an Independent Non-Executive Director of Grand Central Enterprises Bhd and Artroniq Berhad.

Profile of Directors



CHAN SIU CHING CANDICE

Alternate Director to Mr Chan Tet Eu

		
Age	Nationality	Gender

Chan Siu Ching Candice, aged 29, female, Malaysian, is an Alternate Director to Mr Chan Tet Eu, an Executive Director of Company. She was appointed to the Board of Directors of the Company on 25 July 2024.

Ms Candice Chan graduated with a Bachelor of Business in Accounting, Victoria University, Melbourne, Australia in 2017. She began her career in 2018 as an audit associate at two audit firms before joining the Company in 2020. She was initially placed in the sales and marketing department for one year, she then transitioned to the business development and planning department where she currently oversees project feasibility analysis and assisting the Executive Director in day-to-day operational management.

She is the youngest daughter of Puan Sri Datin Thong Nyok Choo who is a Director and Major Shareholder of the Company. Her brother, Mr Chan Tet Eu is an Executive Director and Major Shareholder of the Company. Her sister, Ms Chan Siu Wei is a Major Shareholder of the Company.

Notes:

1. Save as disclosed, none of the Directors have:



Any directorships in other public companies and listed issuers;



Any family relationship with any directors and/or major shareholders of the Company;



Any conflict of interest or potential conflict of interest, including interest in any competing business, with the Company or its subsidiaries;



Any conviction for offences within the past 5 years other than traffic offences; and



Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 March 2025.

2. The details of the Directors' attendances at Board of Directors' Meetings held during the financial year ended 31 March 2025 are set out in the Corporate Governance Overview Statement on page 67 of this Annual Report.
3. The Directors' and Group Chief Executive Officer's shareholdings in the Company are disclosed in the Statement on Directors' and Group Chief Executive Officer's Interests of this Annual Report.

Profile of Group Chief Executive Officer



DATO' MOHAMAD RAZALI BIN MOHAMAD RAHIM

Group Chief Executive Officer

65

Age



Nationality

M

Gender

Dato' Mohamad Razali Bin Mohamad Rahim, aged 65, male, Malaysian, joined Talam Transform Berhad on 22 March 2019 as Group Chief Executive Officer.

Dato' Razali worked for a number of organisations both multi-national and local. On his return from the United States with a Master in Business Administration in 1981, he started at Pernas-Sime Darby where he went through the Finance Department, Marketing and Operations in the Trading Company and Motor Division. He was also stationed in Japan for a year with Nichimen Corporation. In 1984, he joined Citibank NA where he rose to the position of Vice President and Area Director. He was also the Real Estate Specialist for Asia and Oceania. In 1997 he joined SP Setia as Executive Director and was responsible for the construction of the Prime Minister's Office and the Prime Minister's Residence in Putrajaya as well as all the housing units under the joint venture. After SP Setia, he went into Islamic Banking with Abrar Discounts Berhad. Dato' Razali was also with the MIDF group where he headed the Group's Business Development Division. He also had stints in Premier Nalfin Berhad, Wembley Industries Berhad and Khee San Berhad. He was appointed as Chairman of Pelaburan MARA Berhad on 3 August 2023.

Notes:

1. Save as disclosed, he has no directorships in other public companies and listed issuers;
2. He has no family relationship with any directors and/or major shareholders of the Company;
3. There is no conflict of interest or potential conflict of interest, including interest in any competing business, with the Company or its subsidiaries. Within the past 5 years, he has no conviction for offences other than traffic offences; and
4. During the financial year ended 31 March 2025, there was no public sanction or penalty imposed on him by the relevant regulatory bodies.


Profile of Key Senior Management

The Key Senior Management of Talam Transform Berhad ("the Company") is headed by the Executive Directors, Ms Chua Kim Lan and Mr Chan Tet Eu together with the Group Chief Executive Officer, Dato' Mohamad Razali Bin Mohamad Rahim whose profiles are disclosed in the Profile of Directors and Profile of Group Chief Executive Officer respectively.

Ms Chua oversees the Operations of the Group which covers Finance, Project, Contract, Sales & Marketing, Planning, Authority & Land Matters, Complex, Corporate Affairs Department which covers Corporate Finance, Human Resource, Administration & Purchasing, Legal and Secretarial Services. Mr Chan oversees the Business Development portfolio of the Group. Dato' Mohamad Razali Bin Mohamad Rahim works together with the Executive Directors to meet the objectives and goals of the Company.

TAN BAK HAI

Senior Vice President I of Sales & Marketing




		
Age	Nationality	Gender

Tan Bak Hai, aged 65, male, Malaysian, was appointed as Senior Vice President I of the Company on 1 January 2004. He oversees the day-to-day operation of the Sales & Marketing Department.

Mr Tan graduated from University of Malaya in 1983. Mr Tan started his career with Rahim & Co. Chartered Surveyors Sdn Bhd for 5 years prior to joining Europlus Berhad as a Sales and Administration Executive. He was promoted as Marketing Manager and followed by the position as General Manager. He was transferred back to the Company subsequent to the merger exercise in 2003.

SOO KAH PIK

Chief Financial Officer

		
Age	Nationality	Gender

Soo Kah Pik, aged 63, male, Malaysian, joined the Company on 1 August 2014 as Vice President of Group Finance.

Mr Soo is a qualified accountant by profession and a member of the Malaysian Institute of Accountants. He has a total of 40 years of broad experience in the fields of audit, accounting, secretarial and tax with 7 years working in Chartered Accountancy firms in the United Kingdom. In Malaysia, he served 12 years in the Hong Leong Group before departing as Group Financial Controller of Malaysian Pacific Industries Berhad. A further 11 years were spent in various other business sectors such as construction, information technology and broadcasting before he joined the Company. He also assumed the position of Company Secretary from 1 November 2014 and was subsequently appointed as the Chief Financial Officer on 1 March 2015.

Notes:

Save as disclosed, none of the Key Senior Management have:

- Any directorships in other public companies and listed issuers;
- Any family relationship with any directors and/or major shareholders of the Company;
- Any conflict of interest or potential conflict of interest, including interest in any competing business, with the Company or its subsidiaries;
- Any conviction for offences within the past 5 years other than traffic offences; and
- Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 March 2025.



PUTRA PERDANA



Putra Perdana



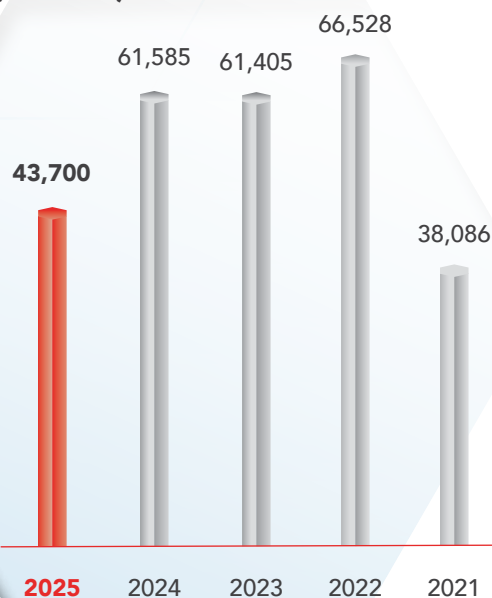
Financial Highlights

		2025	2024	2023	2022	2021
GROUP						
Total Assets	RM'000	612,965	629,207	651,673	701,485	708,172
Total Liabilities	RM'000	386,388	394,984	389,126	423,404	425,640
Equity attributable to owners of the Company	RM'000	229,169	234,219	260,717	276,124	280,967
Revenue	RM'000	43,700	61,585	61,405	66,528	38,086
Profit/(Loss) before tax	RM'000	(12,723)	(27,939)	(15,475)	(1,743)	(30,882)
Profit/(Loss) after tax attributable to owners of the Company	RM'000	(12,772)	(27,892)	(15,407)	(4,843)	(30,479)
Earnings/(Loss) per share*	Sen	(0.32)	(0.70)	(0.39)	(0.12)	(0.76)
Return on Assets*	%	-2.1%	-4.4%	-2.4%	-0.7%	-4.4%
Return on Equity*	%	-5.6%	-11.9%	-6.0%	-1.8%	-11.0%
Gearing Ratios		0.17	0.18	0.09	0.25	0.25
COMPANY						
Total Assets	RM'000	548,334	559,415	624,810	668,422	638,854
Total Liabilities	RM'000	300,195	302,368	333,020	353,916	368,887
Equity attributable to owners of the Company	RM'000	248,139	257,047	291,790	314,506	269,967
Revenue	RM'000	2,467	550	3,590	2,169	6,939
Profit/(Loss) before tax	RM'000	(16,636)	(34,732)	(22,693)	44,562	(48,118)
Profit/(Loss) after tax attributable to owners of the Company	RM'000	(16,630)	(34,743)	(22,716)	44,539	(48,118)
Return on Assets	%	-3.0%	-6.2%	-3.6%	6.7%	-7.5%
Return on Equity	%	-6.7%	-13.5%	-7.8%	14.2%	-17.8%
Gearing Ratios		0.00	0.00	0.01	0.13	0.16

*The basic earning/(loss) per share and [Return on Assets/Equity/Net assets per ordinary share] for FYE2024, 2023, 2022 and 2021 have been restated to reflect the retrospective adjustment arising from consolidation of shares which was completed on 6 February 2025.

Financial Highlights

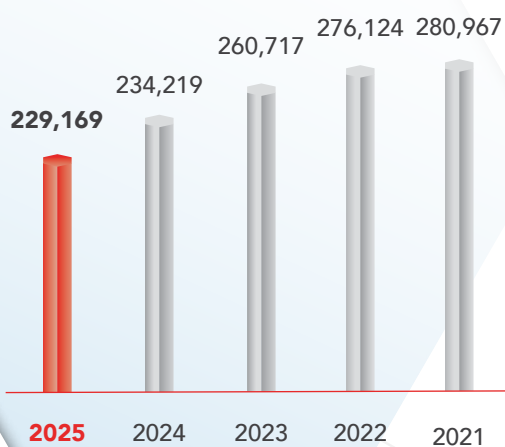
REVENUE (RM'000)



EARNINGS/ LOSS PER SHARE (SEN)



EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (RM'000)



PROFIT/(LOSS) BEFORE TAX (RM'000)



Management Discussion and Analysis



GROUP'S BUSINESS

Talam Transform Berhad ("TTB" or "the Company") and its subsidiaries' ("the Group") main core business segments are property development, property investment, construction, property management and provision of management services.

In this Management Discussion and Analysis, we will provide a brief review of the property market, business, financial and operational performance of the Group for the financial year ended 31 March 2025 ("FY2025").

PROPERTY MARKET OVERVIEW

According to the 2024 Property Market Report by the Valuation and Property Service Department (JPPH), Malaysia's property transaction volume and value in 2024 have reached the highest annual figure in a decade. The volume rose 5.4% year-on-year to 420,525 transactions in 2024 while total transaction value surged 18% to RM232.30 billion compared to 2023. This was driven by strong economic growth, which was at a rate of 5.1% in 2024, spurred by stronger domestic demand and a rebound in exports.

The property market's growth in 2024 was driven by the implementation of various government efforts and initiatives to boost Malaysia's economy and stimulate the property market development under the Madani Economy framework. Among the initiatives supporting the growth are the relaxation of application requirements for the Malaysia My Second Home (MM2H) programme, the implementation of major industrial projects in the northern region, the launch of the 2024 New Industrial Master Plan (NIMP) 2030 and the establishment of a Special Financial Zone in Forest City.

The overhang situation in the country has also improved where the number of completed units fell 10.3% to 23,149 units, worth RM13.94 billion.

OVERVIEW OF GROUP'S BUSINESS

During the year under review, the Group did not launch any new development project. We focused on aggressive selling of stocks and inventories and our ongoing construction projects to ensure timely completion. Construction of the "D'Seven in Lagoon Perdana" was completed on 31 March 2024. Its Certificate of Completion and Compliance (CCC) was issued on 23 July 2024 and vacant possession was delivered to the purchasers on 30 July 2024.

Despite the challenges of the tight liquidity and tough lending policies, especially for the B40 category end-purchasers, we were able to successfully sold 98% of the sales of the Group's own first "Build then Sell" Seroja Apartments during FY2025, left with balance of 3 units.

The Group has also successfully secured two new construction contracts amounting to RM10.3 million.

We are experiencing some delay in obtaining the approval of two development orders for 42 units of shop offices in Bandar Saujana Putra and 1,110 (now revised to 989 units of terrace houses near Bukit Beruntung Golf and Country Club, with a combined gross development value ("GDV") of approximately RM515 million but we still hope to commence sales launch during financial year ending 31 March 2026 ("FY2026").

The Group via its wholly owned subsidiary Talam Leisure Development Sdn Bhd, had on 5 August 2024, entered into a sale and purchase agreement with Ever Mark (M) Sdn Bhd, a wholly owned subsidiary of IJM Properties Sdn Bhd for the disposal of a piece of commercial land measuring 27.72 acres, located in Putra Perdana, for a total consideration of RM84 million plus a sharing entitlement of 30% of the audited profit after tax of the development project. The shareholders of the Company have on 15 January 2025 approved the disposal. The completion of the disposal is now pending fulfillment of the final condition precedent which is the planning permission or development order's approval from Majlis Perbandaran Sepang. The Group is optimistic that the disposal can be completed during FY2026.

Management Discussion and Analysis

GROUP FINANCIAL REVIEW

For the financial year ended 31 March 2025, the Group achieved a revenue of RM43.70 million, a 29.0% drop from the previous financial year's RM61.59 million. Loss before tax has improved by RM15.22 million to RM12.72 million from a loss before tax of RM27.94 million in the previous financial year. The drop in the revenue was mainly due to the completion of its two main construction contracts while the replenishment was lower than expected.

At the end of FY2025, the Group's total assets amounted to RM612.97 million against total liabilities of RM386.39 million, resulting in a net assets position of RM226.58 million.

Loss before tax has improved by **RM15.22 million** to RM12.72 million from a loss before tax of RM27.94 million in the previous financial year.



The Group will continue striving to improve its financial stability by strengthening its balance sheet through proactively monitoring its liquidity position. The Group's current borrowings had dropped 12.33% to RM44.52 million from RM50.78 million where RM5.0 million of the repayment was contributed by the 10% private placement raised on 26 August 2024.

The Group has on-going efforts to improve its operating cashflows, which include continuing to dispose the Group's inventories and monetise its non-strategic underperforming land banks, at best possible prices.

During the financial year, the term loan facilities of RM29.5 million from TA First Credit Sdn Bhd that would be due on 31 May 2025 has been extended to 31 May 2026 and RM13.46 million from Insas Credit & Leasing Sdn Bhd has been extended to 15 April 2026.

STATUS OF CORPORATE PROPOSALS

The Company has received the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") on 3 December 2024 and subsequently obtained approval from its shareholders on 15 January 2025 for the proposed Corporate Proposals as follows:

1

Proposed consolidation of every five (5) existing ordinary shares in TTB ("Talam Share(s)" or "Share(s)") held by the shareholders of TTB into one (1) Talam Share ("Proposed Share Consolidation"). The **Proposed Share Consolidation** has been completed and the Consolidated Shares have been listed on the Main Market of Bursa Securities on 6 February 2025.

2

Proposed private placement of up to 20% of the total number of issued ordinary shares in TTB (excluding treasury shares, if any), at any point in time, at an issue price to be determined and fixed at a later date ("Proposed Private Placement") and to be undertaken after the completion of the Proposed Share Consolidation. On 20 May 2025, Bursa Securities has granted extension of time to the Company to 2 December 2025 to complete the implementation of the **Proposed Private Placement**. The Placees of the 20% Private Placement have been identified and the Company has announced on 28 July 2025, the fixing of issue price for the Placement Shares.

3

Proposed reduction of the issued share capital of TTB pursuant to Section 116 of the Companies Act 2016 ("Proposed Share Capital Reduction"). The High Court had granted an order on 9 May 2025 confirming the **Proposed Share Capital Reduction**. The Company has received the sealed order from the High Court on 25 May 2025, which was then lodged with the Companies Commission of Malaysia ("CCM") on 27 May 2025 and the notice of lodgment has been published in the local newspaper on 12 June 2025. The Company received the Notice of Confirming Reduction of Share Capital from CCM on 9 July 2025, that all requirements with respect to the share capital reduction of the Company have been complied and the effective date of the reduced share capital as stated in the order of the Court shall be on 27 May 2025.

4

Proposed establishment of an employees' share option scheme ("Proposed ESOS") involving up to 15% of the total number of issued shares of Talam (excluding treasury shares, if any) at any point in time during the duration of the ESOS for eligible employees and directors of TTB and its subsidiaries. The Company has announced on 23 May 2025 that the ESOS effective implementation date was fixed on that date.

Management Discussion and Analysis

REVIEW OF BUSINESS OPERATIONS

PROPERTY INVESTMENT AND DEVELOPMENT

As at 31 March 2025, the Group has an existing land bank with gross land area of approximately 838 acres of development lands all located in the State of Selangor. The Group has submitted amendments to the existing planning permissions to the relevant authorities in order to shift its focus to lower sales risk landed properties for some of its projects. Propelled by its land banks, the Group is well positioned for future growth of its property development business for the next 10 years.

Existing Projects

(a) Putra Perdana

Putra Perdana is located on the southern side of Puchong-Kajang trunk road, 5km from Batu 14 Puchong, within Cyberjaya and adjacent to the Multimedia Super Corridor, 5km west of Putrajaya and 13km north of the Kuala Lumpur International Airport. The project has a remaining land bank of approximately 36.48 acres which is being planned for own development with an estimated GDV of RM1.69 billion. Out of the total of 30.30 acres that were disposed during the year, 27.72 acres is still pending completion as at 31 March 2025.

(b) Bukit Sentosa III

Bukit Sentosa III forms an integrated township covering originally approximately 994 acres of freehold land in the Mukim of Serendah, approximately 47km north of Kuala Lumpur. It is accessible through the North-South Expressway via the exit at Bukit Beruntung Interchange. The comprehensive new township comprises a mixed development of residential, commercial and industrial properties.

Bukit Sentosa III, with a balance gross land area of approximately 73.94 acres, is undertaken by TTB and Europlus Berhad, a wholly-owned subsidiary of TTB with an estimated GDV of about RM427 million.

(c) Bandar Bukit Beruntung

Bandar Bukit Beruntung, originally with converted 5,500 acres of freehold land, is located north-west of Rawang, approximately 40km from Kuala Lumpur and will be developed by Europlus Berhad.

Bandar Bukit Beruntung has a balance gross land area of approximately 158.09 acres with an estimated GDV of RM569 million based on the revised planning amendment components.

(d) Bukit Beruntung III

Bukit Beruntung III is a mixed development project undertaken by Europlus Berhad. The project is located adjacent to the east of Bandar Bukit Beruntung within Bukit Beruntung Township, off the east side of the North-South Expressway, some 50km due north of Kuala Lumpur City Centre. The development has a balance gross land area of 232.20 acres (excluding 76.90 acres of Janajaya Murni Sdn Bhd joint venture land which is still pending fulfillment of conditions precedent) with an estimated GDV of RM894 million.

Management Discussion and Analysis



(e) 42 Units of Shop Offices at Bandar Saujana Putra

This is a joint-venture development project undertaken by TTB and L.C.B. Management Sdn Bhd, a wholly-owned subsidiary of TTB. The development is part of Bandar Saujana Putra project and is located in Mukim Tanjong Duabelas, Daerah Kuala Langat, Negeri Selangor. The proposed GDV is estimated to be RM69 million. The approval for the development has been delayed due to additional geotechnical analysis and other conditions imposed by the authorities, which are currently being carried out by the appointed specialist.

(f) Berjuntai Bistari Land ("Shah Alam 2")

The proposed Shah Alam 2, currently known as Berjuntai Bistari land, originally consisted of 3,000 acres of leasehold land. The land is located adjacent to the Universiti Industri Selangor campus, about 44km from the towns of Batang Kali and Kuala Selangor, approximately 30km from Rawang and 20km from Bukit Beruntung. The development is accessible via the coastal road to Kuala Selangor.

As at 31 March 2025, the Group has a remaining land bank of 91.39 acres. The conditional disposal of the land at RM9 million to a potential purchaser has been mutually terminated in view that this party's bid for LSS5 project has not been successful.

Future Projects

(a) Selayang Green II

Selayang Green II is a residential development project undertaken by Zhinmun Sdn Bhd, an indirect wholly-owned subsidiary of TTB. The project measures gross land area of 50 acres and is located at Mukim of Batu, District of Gombak, State of Selangor. The GDV of Selayang Green II is estimated to be RM786 million and implementation is expected to be over a period of eight years. The development is currently in the process of resubmission of the Master Planning Layout due to the new planning conditions imposed.

(b) Selayang Green I

Selayang Green I is a residential development project undertaken by Untung Utama Sdn Bhd, an indirect wholly-owned subsidiary of TTB. The project measures gross land area of 50 acres and is located at Mukim of Batu, District of Gombak, State of Selangor. The GDV of Selayang Green I is estimated to be RM729 million and implementation is expected to be over a period of seven years. The development is currently awaiting the endorsement of the detailed development planning approval.

Management Discussion and Analysis

REVIEW OF BUSINESS OPERATIONS (CONT'D)

PROPERTY INVESTMENT AND DEVELOPMENT (CONT'D)

Joint Venture Projects

(a) 1,118 Units Two Storey Terrace House at Bukit Beruntung III

This is a joint venture development project undertaken by Janajaya Murni Sdn Bhd, the developer, with the land owner, Europlus Berhad. This development spans 76.90 acres (48.51 net titles area) of land and is located within the mature township of Bukit Beruntung III. The development project has an estimated GDV of RM387 million, where Europlus Berhad will receive 16% sharing on GDV. The development is currently awaiting authority's approval on the development order amendment plan. The delay is due to obtaining approval from Air Selangor as some old development legacy issues have to be resolved first.

(b) 380 Units Three Storey Superlink House at Taman Puncak Jalil

This is a joint-venture development project undertaken by Trident Treasure Sdn Bhd, a 40%-associate of the Group. The development is part of Taman Puncak Jalil project and is located next to Technology Park along Jalan Sungai Besi, Puchong road. The GDV is estimated to be RM481 million. The developer has just resubmitted an amendment to the existing development order to amend the project to 380 units of super-link terrace houses, which will be more marketable for this location.

Other Businesses

(a) Commercial Complexes

(i) **Menara Maxisegar** – A 24-storey commercial complex comprising of 18-storey office tower, 3 levels of retail space and 3 levels of car park that fronts Jalan Pandan Indah 4/2 and is strategically located within the commercial centre of Pandan Indah. The complex contributed gross rental revenue of approximately RM2.54 million in the financial year ended 31 March 2025.

(ii) **Pandan Kapital** – A 2-storey shopping complex with one level of basement car park that fronts Jalan Pandan Utama and is strategically located within the commercial centre of Pandan Indah. The Group currently owns 87% of the retail space of the complex. The complex contributed gross rental revenue of RM3.20 million in the financial year ended 31 March 2025.

(b) Construction

L.C.B. Management Sdn Bhd, a wholly-owned subsidiary of TTB, has completed its 2 projects awarded by Wonderful Insights Sdn Bhd and Xtra Touch Sdn Bhd. The company has secured two new construction contracts amounting to RM10.3 million.

Management Discussion and Analysis

OUTLOOK AND PROSPECTS

The Malaysian economy is to experience moderate growth in 2025 with a GDP growth forecast ranging from 4.5% to 5.5%. However, this forecast may face downside risks due to the global trade volatility, potential protectionist policies of certain export markets, geopolitical tensions and conflict, which could impact the overall outlook. However, management expects that the local economy will continue to be anchored primarily by resilient domestic demand, which should provide a buffer against external headwinds.

Overall, the Malaysian property market is expected to remain relatively stable especially in the residential market sector, which is supported by government initiatives to promote homeownership and address affordability challenges. Among these measures is a tax relief on housing loan interest for purchases made between 1 January 2025 and 31 December 2027 for residential properties valued at between RM500,000 and RM750,000. To enhance financing access for first time homebuyers, an allocation under the Housing Credit Guarantee Scheme (SKJP) has been introduced to stimulate demand in the property market. However, for the B40 income group, escalating living costs and their existing debts remain the main challenges faced by them and these have hindered their ability to secure end-financing for their intended purchases.

As we move into FY2026, new synergistic and collaborative partnerships or joint ventures are pivotal to unlock and realise the value of our assets. The Group will continue to explore opportunities for new business collaborations and/or new investors.



ACKNOWLEDGEMENTS

We express our sincere gratitude to the stakeholders who were instrumental in TTB's success in overcoming the challenges during the past year. It is through their support that we have been able to stay the course during FY2025 and we will continue to thrive and grow with the backing of our stakeholders.

To our Board, many thanks for your support and commitment to TTB through your leadership and guidance in developing our business strategies and contributing your insights to make TTB a cohesive and sustaining company.

To our Management team, your unwavering commitment and dedication to drive the Group forward, even during these challenging times, is highly applauded.

To our employees, thank you for your hard work and dedication. Your efforts have been crucial in helping the Group in its sustainability this year and are greatly appreciated.

To our customers, we are grateful for your trust and confidence in the Group. We remain committed in delivering innovative and sustainable developments that we believe would cater to your evolving needs.

Lastly, to all our other stakeholders, including our partners, shareholders, suppliers, financiers and our esteemed regulators, thank you for your continuing support and collaboration.

Sustainability Statement

At Talam Transform Berhad ("TTB" or "the Company") and its subsidiaries, sustainability is at the core of our business strategy. As a leading property developer and contractor in Malaysia, we are committed to delivering affordable housing and high-quality construction works while prioritising environmental stewardship, social responsibility, and economic resilience. Our Sustainability Statement for the financial year ended 31 March 2025 ("FY2025") reflects our dedication to transparently disclosing our performance across economic, environmental, and social ("EES") pillars, in alignment with Bursa Malaysia's Sustainability Reporting Guidelines, the Malaysian Code on Corporate Governance ("MCCG"), and international frameworks such as the Global Reporting Initiative ("GRI") and the United Nations Sustainable Development Goals ("SDGs").

This report serves as a testament to our ongoing efforts to integrate sustainability into every aspect of our operations, from governance and risk management to innovation and community engagement. By doing so, we aim to build trust with our stakeholders, enhance our market competitiveness, and create long-term value for our shareholders, employees, customers, and the communities we serve.

Key Achievements

In FY2025, TTB made significant strides in advancing its sustainability agenda. Some of our key achievements include:



Community Engagement

Invested **RM24,420** in community projects, benefiting 80 individuals through initiatives such as legal aid services, health programmes, and educational support.



Social Responsibility

Maintained a **zero lost-time incident rate** across all construction sites and offices, ensuring the safety and well-being of our employees and contractors.



Governance and Compliance

Achieved **zero** reported cases of corruption or non-compliance, reinforcing our commitment to ethical business practices and robust governance.

VISION AND MISSION

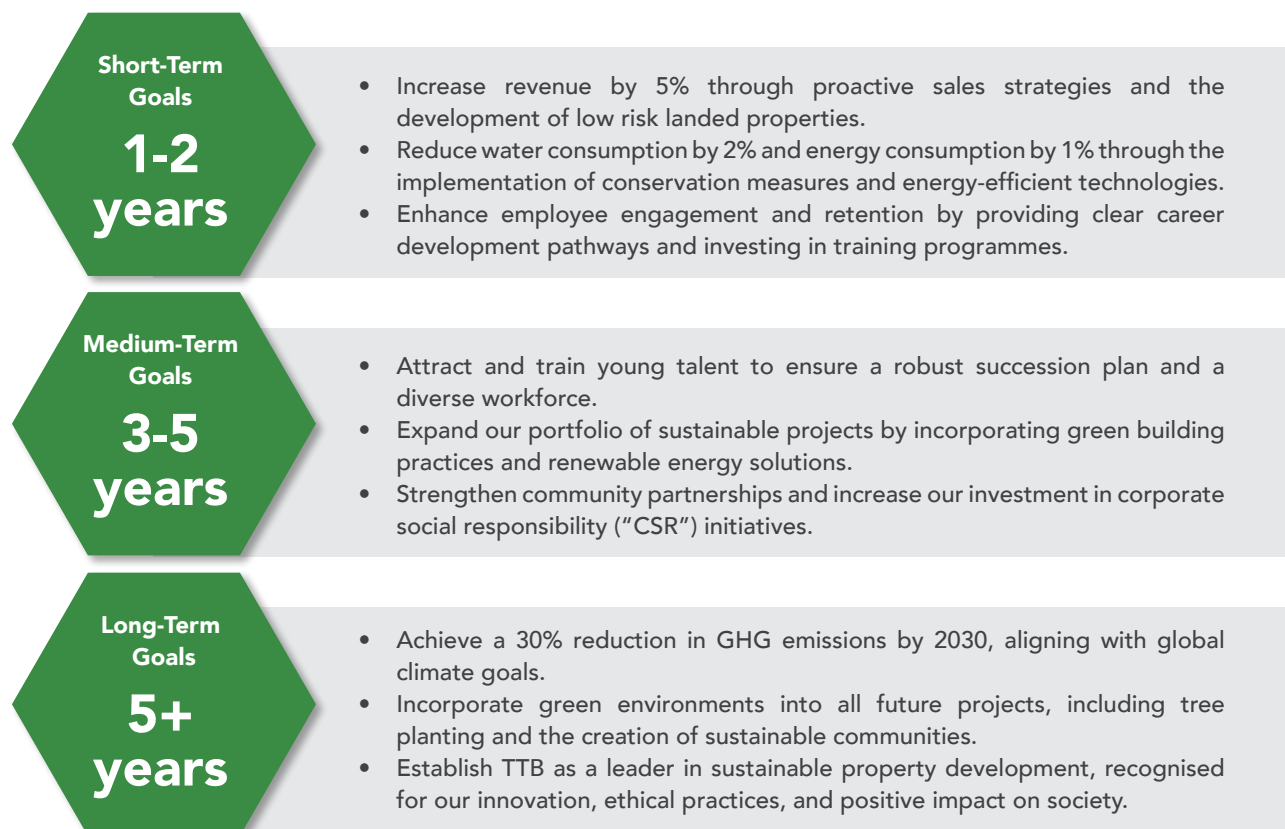
Our vision is to be a property developer and contractor of choice, delivering sustainable and affordable housing solutions that meet the evolving needs of the market. Our mission, *"To achieve growth through sustainable development practices that meet the needs of the market and foster sustainable communities"*, emphasises our commitment to not only building homes and infrastructure but also doing so in a manner that prioritises environmental and social responsibility.

We believe that sustainable development is not just a responsibility but also an opportunity to create lasting value for our stakeholders, communities, and the environment. Through transparent communication and continuous improvement, we aim to integrate sustainability into every part of our business practices.

Sustainability Statement

STRATEGIC GOALS

To ensure the long-term success of our sustainability efforts, TTB has established clear strategic goals across short-term, medium-term, and long-term horizons:



The FY2025 Sustainability Statement marks another step forward in TTB's journey toward sustainable development. While we are proud of the progress we have made, we recognise that there is still much work to be done. As we move forward, we remain committed to advancing sustainability in all aspects of our operations, fostering economic resilience, minimising our environmental footprint, and promoting social equity.







We thank our stakeholders who are our customers, employees, shareholders, suppliers, regulators, and communities for their continued support and collaboration. Together, we can build a sustainable future that benefits everyone.

Sustainability Statement

STAKEHOLDER ENGAGEMENT

Stakeholder Feedback

TTB values the input of our stakeholders and actively seeks their feedback to guide our sustainability efforts. During the reporting period, we received valuable insights from various stakeholder groups, which have helped us refine our strategies and improve our performance. Below is a summary of the key feedback received:

	Feedback	Response
Customers 	Customers emphasised the importance of product quality, timely delivery, and affordable pricing. They also expressed concerns about data privacy and the need for transparent communication.	We have strengthened our quality control processes, improved project timelines, and implemented strong data protection measures to address these concerns.
Employees 	Employees highlighted the need for career development opportunities, work-life balance, and health and safety measures. They also expressed interest in diversity and inclusion initiatives.	We have expanded our training programmes, enhanced employee benefits, and established a Health, Safety, and Environment ("HSE") Policy to address these priorities.
Investors 	Investors emphasised the importance of financial performance, governance practices, and sustainability reporting. They also requested more detailed disclosures on climate-related risks.	We have improved our financial reporting, strengthened governance practices, and are working towards integrating the Task Force on Climate-related Financial Disclosures ("TCFD") framework into our reporting.
Regulators 	Regulators stressed the importance of compliance with laws and regulations, particularly in areas such as anti-corruption, data privacy, and environmental protection.	We have conducted regular audits, implemented compliance training, and enhanced our environmental management systems to ensure adherence to regulatory requirements.
Suppliers and Contractors 	Suppliers and contractors highlighted the need for timely payments, clear communication, and sustainable procurement practices.	We have streamlined our procurement processes, improved payment timelines, and incorporated sustainability clauses into contracts to address these concerns.
Local Communities 	Community members expressed appreciation for our CSR initiatives but requested more long-term community development projects and greater involvement in decision-making processes.	We have increased our investment in community projects, strengthened partnerships with local organisations, and enhanced community engagement efforts.

Sustainability Statement

STAKEHOLDER ENGAGEMENT (CONT'D)

Engagement Channels

TTB uses a variety of channels to engage with stakeholders, ensuring that their voices are heard, and their concerns are addressed. Below are the primary channels used for stakeholder engagement:

Surveys and Questionnaires	Purpose To gather feedback on specific issues, such as customer satisfaction, employee well-being, and community needs.	Frequency To gather feedback on specific issues, such as customer satisfaction, employee well-being, and community needs.
Meetings and Focus Groups	Purpose To facilitate in-depth discussions and gather qualitative insights from stakeholders.	Frequency Held quarterly or as needed, particularly for key stakeholder groups such as investors, regulators, and community leaders.
Social Media and Digital Platforms	Purpose To engage with a broader audience, share updates, and gather real-time feedback.	Frequency Ongoing, with regular posts and interactions on platforms such as Facebook, LinkedIn, and X (Formerly known as Twitter).
Corporate Website	Purpose To engage with a broader audience, share updates, and gather real-time feedback.	Frequency Ongoing, with regular posts and interactions on platforms such as Facebook and LinkedIn.
Community Events and CSR Initiatives	Purpose To engage directly with local communities, address their needs, and build strong relationships.	Frequency Ongoing, with events such as health clinics, legal aid services, and educational programmes.
Investor and Analyst Briefings	Purpose To provide updates on financial performance, governance practices, and sustainability initiatives.	Frequency Held quarterly, in conjunction with financial reporting.
Whistleblowing and Feedback Mechanisms	Purpose To provide a secure and confidential channel for stakeholders to report concerns or provide feedback.	Frequency Available year-round, with reports reviewed and addressed promptly.

TTB's stakeholder engagement efforts reflect our commitment to transparency, accountability, and continuous improvement. By actively seeking and incorporating stakeholder feedback, we ensure that our sustainability initiatives are aligned with their expectations and priorities. As we move forward, we will continue to strengthen our engagement practices, fostering meaningful relationships with all stakeholders and driving positive change in the communities we serve.

Sustainability Statement

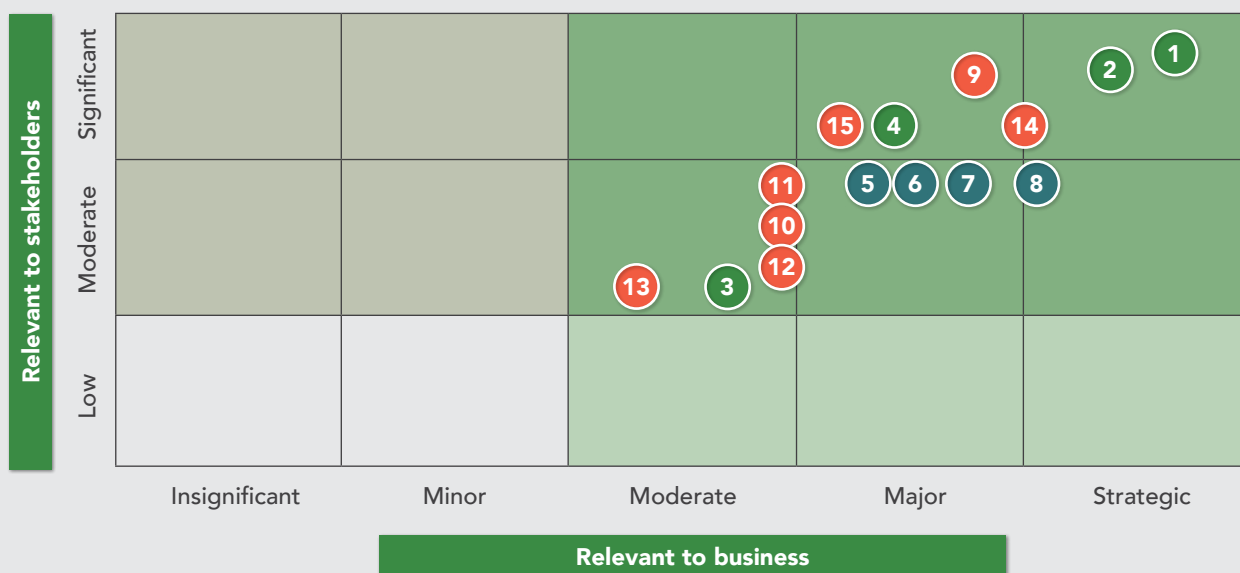
MATERIALITY ASSESSMENT

Strategy

TTB recognises climate change as a key business risk and opportunity. Extreme weather, resource scarcity, and regulatory shifts could impact operations, while green financing and sustainable property development present growth opportunities. Our climate strategy includes carbon reduction, energy efficiency, and renewable energy integration, aligning with our goal to achieve a 30% reduction in GHG emissions by 2030.

Materiality Matrix

The materiality matrix serves as a strategic tool that maps and prioritises key EES issues based on their significance to TTB's business operations and their relevance to stakeholders, ensuring that sustainability efforts are focused on what matters most.



Categorisation of EES Topics

Economic	Environment	Social
<ol style="list-style-type: none"> 1. Economic performance and business growth 2. Corporate governance and compliance 3. Technology 4. Procurement practices 	<ol style="list-style-type: none"> 5. Water management 6. Energy management 7. GHG emission 8. Waste management and recycling 	<ol style="list-style-type: none"> 9. Employment 10. Diversity and equal opportunity 11. Occupational health and safety 12. Training and education 13. Local communities 14. Product Quality 15. Customer data privacy and security protection

Sustainability Statement

MATERIALITY ASSESSMENT (CONT'D)

Material Matters

We recognise that identifying and addressing material sustainability matters is essential to achieving our long-term sustainability goals. Our materiality assessment process ensures that we focus on the issues that are most relevant to our stakeholders and have the greatest impact on our business. In FY2025, we conducted a thorough review of our material matters, incorporating feedback from both internal and external stakeholders. The materiality matrix reflects the following key sustainability issues:

Economic Material Matters

TBB remains steadfast in strengthening its economic foundation through key priorities such as economic performance, corporate governance, and anti-corruption. Sustained financial stability and long-term value creation remain central to our business strategy. In line with Bursa Malaysia's sustainability disclosure expectations, we have maintained a firm stance on ethical business conduct and integrity, guided by our Code of Ethics and Conduct, anti-bribery and corruption policies, and transparent governance frameworks. These practices are critical not only for shareholder confidence but also to meet evolving regulatory and stakeholder demands.



Environmental Material Matters

Our environmental commitment is centred around energy management, water and waste management, and climate change mitigation. TTB actively monitors its energy consumption across all operations, continuously seeking improvements in efficiency to reduce greenhouse gas emissions. We also implement water conservation initiatives and responsible waste disposal practices in alignment with local environmental standards. Recognising the growing risks of climate change, we have initiated steps to integrate the recommendations of the TCFD into our business strategies and disclosures, ensuring a future-ready approach to environmental stewardship.



Social Material Matters

People are at the heart of TTB's sustainability agenda. Our social focus includes employee training and development, diversity, equity and inclusion ("DEI"), occupational health and safety, community investment, and data privacy. We are committed to building a skilled and inclusive workforce through continuous learning opportunities and equitable workplace practices. Employee safety remains a top priority, with measures in place to ensure compliance with health and safety standards. Beyond our organisation, we support local communities through impactful CSR programmes while upholding the privacy and security of stakeholder data through strict governance protocols.



Sustainability Statement

MATERIALITY ASSESSMENT (CONT'D)

Relevance to Stakeholders and Business

The identified material matters are critical to TTB's success and reflect the priorities of our stakeholders, including customers, employees, investors, regulators, suppliers, and local communities. By addressing these issues, we aim to:

- Enhance stakeholder trust and confidence in our business practices.
- Mitigate risks and capitalise on opportunities for sustainable growth.
- Drive innovation and operational efficiency across our operations.
- Contribute to the well-being of our employees, customers, and communities.

Stakeholder Engagement

Stakeholder engagement is a cornerstone of our materiality assessment process. We actively engage with our stakeholders to understand their concerns, expectations, and priorities, ensuring that our sustainability efforts are aligned with their needs. Our stakeholder engagement process includes the following steps:









Sustainability Statement

MATERIALITY ASSESSMENT (CONT'D)

Stakeholder Engagement (Cont'd)

The table below summarises our stakeholder engagement process, including the areas of interest, feedback channels, and our responses:

Stakeholder Group	Areas of Concern	Engagement Channels	Our Response
Customers 	Product quality, pricing, market demand	Company website, sales & promotion activity/agent, social media/Agent	Improved product quality, customer data protection
Employees 	Employee engagement, learning and development, career advancement	Training seminar, town hall meeting, departmental meeting, performance appraisal	Enhanced training, health and safety measures
Investors 	Regulatory compliance, financial performance & ethical business conduct	Annual general meeting, analyst briefing & company website	Transparent reporting, strong governance practices
Regulators 	Regulatory compliance, approvals and permits, standards and certification	Dialogue and seminar	Adherence to laws and regulations
Suppliers 	Product quality and pricing	Client and consultant meeting and site meeting	Sustainable procurement practices
Local Communities 	Corporate Social Responsibility, donations and financial aids, contribution to social enhancement	CSR engagement, company website, social media	Increased community investment, environmental initiatives

TTB's materiality assessment process ensures that we focus on the sustainability issues that matter most to our stakeholders and our business. By engaging with stakeholders and prioritising material matters, we are able to align our sustainability efforts with their expectations and drive meaningful progress toward our goals. As we move forward, we will continue to refine our materiality assessment process, ensuring that it remains responsive to the evolving needs of our stakeholders and the dynamic business environment.

Sustainability Statement

ECONOMIC PERFORMANCE AND GOVERNANCE

Economic Performance

In FY2025, TTB demonstrated resilience and adaptability in navigating a challenging market environment. Our financial performance reflects our commitment to sustainable growth and operational efficiency. Key highlights include:



Revenue Growth: In FY2025, TTB recorded a total revenue of **RM43.70 million**, representing a **decline of 29.04%** compared to **RM61.59 million** in FY2024



Profitability: Despite market challenges, TTB was able to narrow its loss before tax by 54% amounting to RM15.22 million.








Business Expansion: We completed the construction of a 359-unit apartment in Lagoon Perdana. Additionally, we submitted amended planning layout plans for Bukit Beruntung and Puncak Jalil to optimise our land banks and shift focus to low-risk landed properties, aligning with current market demand.



Joint Ventures and New Projects: TTB is actively negotiating several new joint venture projects in Selangor and has submitted development plans for various parcels of land to relevant authorities. However, we remain cautious in reassessing new project developments due to soft market conditions and tight liquidity.

Corporate Governance



TTB is committed to upholding the highest standards of corporate governance, ensuring transparency, accountability, and ethical business practices. Our governance framework includes the following key elements:

Anti-Corruption Measures	 TTB has a zero-tolerance policy toward bribery and corruption. Our Anti-Bribery & Anti-Corruption Policy aligns with the Malaysian Anti-Corruption Commission Act ("MACC") and outlines clear guidelines for employees and stakeholders to report unethical behaviour.
	 In FY2025, there were zero reported cases of corruption , reflecting our strong commitment to ethical business practices.
Whistleblowing Mechanisms	 Our Whistleblowing Policy provides a secure and confidential channel for stakeholders to report misconduct, fraud, or corruption. Whistleblowers are protected under the Whistleblower Protection Act 2010, ensuring no retaliation for their disclosures.
	 Reports can be submitted through multiple channels, including direct communication with the Head of Internal Audit.
	 In FY2025, there were zero whistleblowing cases reported , reflecting our strong commitment to ethical and transparent business practices.

Sustainability Statement

ECONOMIC PERFORMANCE AND GOVERNANCE (CONT'D)

Corporate Governance (CONT'D)

Board Diversity	 TTB is committed to promoting diversity on its Board of Directors. As of FY2025, female representation on the Board increased to 33.33% compared to 16.67% in FY2024 which is above our targeted minimum of 30% female participation set in FY2024, as we recognise the importance of gender-balanced leadership and are working towards improving this through enhanced board succession planning, diversity-focused nominations, and stakeholder engagement. Achieving this target remains a key priority in our corporate governance agenda.
Code of Ethics and Conduct	 This policy sets out the principles and standards of business ethics for all employees and directors, emphasising honesty, transparency, and accountability in all business dealings.

Risk Management

TTB adopts a proactive approach to managing economic and governance risks, ensuring the long-term sustainability and resilience of our business. Our risk management framework includes:

Economic Risks	 Liquidity Risk: We maintain a cautious approach to new project developments, focusing on low risk landed properties and joint ventures to mitigate liquidity challenges.
	 Funding Risk: We continuously assess market conditions and engage with financial institutions to secure favourable financing terms.
Governance Risks	 Non-Compliance Risk: Regular training and audits are conducted to ensure compliance with laws, regulations, and internal policies.
	 Reputational Risk: We prioritise ethical business practices and stakeholder engagement to maintain trust and confidence in our brand.
Sustainability Risks	 We integrate sustainability considerations into our risk management processes, addressing economic, environmental, social, and governance ("EESG") risks through targeted initiatives and policies.

Sustainability Statement

ECONOMIC PERFORMANCE AND GOVERNANCE (CONT'D)

Innovation and Technology

TTB leverages technology to enhance operational efficiency, reduce environmental impacts, and deliver high-quality projects. Key initiatives include:

Building Information Modelling ("BIM")	→ Our professional team uses BIM software to create comprehensive digital models during the planning and design stages of projects. This technology enables early identification of clashes, meticulous planning, and resource optimisation, resulting in reduced waste and improved efficiency during construction.
Energy-Efficient Technologies	→ We have implemented energy-saving measures, such as LED lighting and timer-controlled air conditioning systems, to reduce energy consumption in our office buildings and construction sites.
Digital Tools for Stakeholder Engagement	→ We utilise digital platforms, including social media and our corporate website, to engage with stakeholders, gather feedback, and communicate our sustainability efforts.
Future Technology Integration	→ TTB remains committed to evaluating and integrating new technologies that align with our strategic objectives and provide operational benefits. This includes exploring renewable energy solutions and smart building technologies for future projects. TTB has implemented project management system apps for handing over of properties.

TTB's economic performance and governance practices reflect our commitment to sustainable growth, ethical business practices, and operational excellence. By maintaining strong financial performance, upholding strong governance standards, managing risks effectively, and leveraging technology, we are well-positioned to navigate market challenges and create long-term value for our stakeholders. As we move forward, we will continue to innovate, collaborate, and prioritise sustainability in all aspects of our operations.

ENVIRONMENTAL PERFORMANCE

Environmental Management

TTB remains committed to reducing its environmental footprint through strategic resource management and continuous improvement in key performance areas, including energy, water, emissions, and waste. Our environmental initiatives are guided by the TTB Sustainability Policy and aligned with the SDGs and TCFD.

Metrics & Targets

Indicator	FY2024	FY2025	FY2026 Target
Energy Consumption (MWh)	1,703,438.67	1,711,773.05	↓ 0.5%
Water Usage (ML)	21,687	23,189	↓ 0.5%
Scope 2 GHG Emissions (tCO ₂ e)	971.0	975.71	↓ 1%
Scope 3 GHG Emissions (tCO ₂ e)	NA	0.0094	↓ 0.5%
Waste Generation (kg)	131.50	156.00	↓ 0.5%

Sustainability Statement

ENVIRONMENTAL PERFORMANCE (CONT'D)

Key Environmental KPIs

<div>Energy Management</div>	<div>→</div> <p>In FY2025, total electricity consumption increased slightly to 1,711.77 MWh, up from 1,703.44 MWh in FY2024, reflecting a marginal increase of 0.5%. While the consumption level remains within operational expectations, the rise is attributed to extended operating hours in selected properties and increased tenant activity.</p>
	<div>→</div> <p>Key energy-saving measures implemented in FY2024—such as LED light fittings, timer-controlled air-conditioning systems, and the shutdown of escalators during off-hours—remain in place. However, to counter this year’s increase, TTB will intensify its focus on energy audits and explore the integration of renewable energy solutions, particularly solar installations, as part of its long-term strategy.</p>
	<div>Initiatives:</div> <ul style="list-style-type: none"> Installed LED energy-saving ceiling light fittings in all common areas. Implemented timer-controlled air conditioning systems to optimise energy use during working hours. Deactivated escalators and lifts during non-working hours to reduce energy waste.
	<div>Future Targets:</div> <ul style="list-style-type: none"> Achieve a minimum of 0.5% reduction in electricity usage in FY2026 without compromising comfort or operational integrity.
<div>Water Management</div>	<div>→</div> <p>Total water usage in FY2025 rose to 23,189 m³ (23.19 ML), marking a 6.9% increase from FY2024’s 21.69 ML. This rise follows an already notable 15.6% increase in the previous year, indicating a need for more aggressive water conservation efforts.</p>
	<div>→</div> <p>The increase is largely attributed to higher occupancy and activity levels at tenant properties. TTB will respond by expanding its rainwater harvesting infrastructure and enhancing daily monitoring procedures to identify and resolve inefficiencies.</p>
	<div>Initiatives:</div> <ul style="list-style-type: none"> Installed automatic self-closing taps in all basins to reduce water wastage. Conducted daily checks for water leakages and implemented prompt repairs. Introduced rainwater harvesting systems in new property developments.
	<div>Future Targets:</div> <ul style="list-style-type: none"> Reduce overall water consumption by 0.5% in FY2026 through stricter leak detection protocols and broader adoption of water-saving technologies.

Sustainability Statement

ENVIRONMENTAL PERFORMANCE (CONT'D)



Key Environmental KPIs (Cont'd)

<div>Greenhouse Gas (GHG) Emissions</div>	<div>Emissions Data:</div>
	<div>→</div> <div> Scope 2 Emissions: In FY2025, Scope 2 GHG emissions from purchased electricity amounted to 975.71 tCO₂e, a slight increase of 0.5% from FY2024's 971.0 tCO₂e. This rise corresponds with a marginal increase in electricity consumption across operational properties. TTB remains committed to reducing its carbon footprint and has set a FY2026 target to lower Scope 2 GHG emissions by at least 1%, through improved energy efficiency, equipment upgrades, and consideration of renewable energy sources. </div>
	<div>→</div> <div> Scope 3 Emissions: In FY2025, TTB commenced tracking Scope 3 GHG emissions associated with staff travel, including both commuting and business-related trips. Based on recorded travel distances, the Group's estimated Scope 3 GHG emissions amounted to 0.01 tCO₂e. This marks the Group's first effort to quantify indirect emissions across its value chain, in line with expanding disclosure expectations under the TCFD framework. Moving forward, TTB aims to improve data collection across all subsidiaries and establish formal reduction targets. The Group is targeting a 0.5% reduction in Scope 3 GHG emissions for FY2026 through awareness campaigns, promotion of low-carbon commuting options, and enhanced tracking systems. </div>
	<div>→</div> <div> Scope 1 Emissions: Data collection for Scope 1 (direct emissions) is currently underway, with plans to report on these categories in 2026. </div>
	<div>Initiatives:</div> <ul style="list-style-type: none"> Encouraged employees to reduce emissions by offering a 50% car park discount for staff who opt for electric vehicles. Subsidised 100% road tax and petrol claims (capped at RM30 per month) for staff who travel by motorbike instead of cars. Provided free car park spaces for staff who lead carpooling initiatives.
	<div>Future Targets:</div> <ul style="list-style-type: none"> To reduce Scope 2 GHG emissions by at least 1% and Scope 3 GHG emissions by 0.5% in FY2026 while maintaining or improving energy efficiency. Develop a comprehensive carbon reduction strategy aligned with global climate goals.

Sustainability Statement

ENVIRONMENTAL PERFORMANCE (CONT'D)

Key Environmental KPIs (Cont'd)

<div>  </div> <div>Waste Management</div> <div>  </div>	<div>→</div> <p>TTB recorded total waste generated of 156 tonnes in FY2025, up from 131.5 tonnes in FY2024 — an increase of 18.6%. The increase of tonnes is due to the higher occupancies, tenants and college students.</p>
	<div>→</div> <p>Initiatives such as CCTV surveillance to prevent illegal dumping, partnerships with licensed waste contractors, and the internal paper reduction campaign have contributed to counter this positive trend. TTB aims to build on this momentum by expanding recycling activities and engaging tenants in circular economy practices.</p>
	<p>Initiatives:</p> <ul style="list-style-type: none"> Engaged licensed contractors to ensure proper waste disposal at approved landfill sites. Installed closed-circuit television ("CCTV") to monitor for illegal dumping in office premises. Promoted paperless communication and double-sided printing to reduce paper waste.
	<p>Future Targets:</p> <ul style="list-style-type: none"> Achieve a 0.5% reduction in total waste in FY2026 and enhance waste segregation at source.

Climate Change

TTB is committed to addressing climate change by integrating climate-related risks and opportunities into our business strategies. While we are in the early stages of adopting the **TCFD** framework, we have taken the following steps:

<div>→</div> <p>Climate Risk Assessment: We are in the process of identifying and assessing climate-related risks, including physical risks (e.g., extreme weather events) and transition risks (e.g., regulatory changes, market shifts).</p>	<div>→</div> <p>Carbon Reduction Strategies: We are developing strategies to reduce our carbon footprint, including energy efficiency measures, renewable energy adoption, and sustainable transportation options for employees.</p>
<div>→</div> <p>Stakeholder Engagement: We engage with stakeholders to understand their expectations and concerns regarding climate change, ensuring that our strategies are aligned with their priorities.</p>	<div>→</div> <p>Future Plans: In FY2025, we began integrating the TCFD recommendations into our reporting practices, with full implementation targeted for FY2026.</p>

TTB’s environmental performance reflects our commitment to sustainable development and responsible resource management. By implementing energy and water conservation measures, reducing GHG emissions, and promoting waste reduction and recycling, we are making meaningful progress toward our environmental goals. As we move forward, we will continue to innovate, collaborate, and prioritise climate action, ensuring that our operations contribute to a sustainable future for all.

Sustainability Statement

SOCIAL PERFORMANCE

Employee Well-being

1. Employment Practices

TTB continues to track employee turnover and workforce composition as critical indicators of human capital resilience. These insights guide our talent management strategies, particularly in supporting workforce retention and improving organisational continuity.

Turnover by Employee Category

In FY2025, the Group recorded a total of **9 employee resignations**, consistent with the previous financial year (FY2024). However, notable changes were observed across staff categories:

Category	FY2024	FY2025	Trend
Management	5	2	↓ Decreased
Executive	2	3	↑ Increased
Non-Executive	2	4	↑ Increased
Total	9	9	No change

Management turnover was reduced by 60%, suggesting improved leadership retention and organisational stability.

Executive turnover saw a slight increase, indicating a need to reassess engagement and growth opportunities for mid-tier talent.

Non-executive turnover rose modestly, often associated with contract expiry or external job shifts.

The turnover is mainly due to the retirement age group.

WORKFORCE COMPOSITION: CONTRACT VS. PERMANENT STAFF

TTB maintains a blended workforce structure comprising both permanent and non-permanent employees. As of FY2025:



30% of employees were **contractors or temporary staff**, slightly up from **27% in FY2024**.



The contractual staff consists mainly of the mandatory retired age group where we treasure their experience and contributions and continue to retain them as contractual staff. This indicates a stable but flexible workforce structure, allowing the Group to adapt to project-based demands while maintaining cost efficiency.

While contractual staff provide necessary flexibility, the Group remains committed to fair labour practices and equal access to training and benefits across all employment categories.

Sustainability Statement

SOCIAL PERFORMANCE (CONT'D)

Employee Well-being (Cont'd)

1. Employment Practices (Cont'd)

Going Forward

- TTB will strengthen succession planning and mentoring programmes to retain high-potential talent, particularly at the executive level.
- Enhanced onboarding, targeted training, and competitive rewards will be key pillars in reducing turnover risks among non-permanent and early-career staff.

2. Diversity and Inclusion

Gender Diversity

→

In FY2025, the gender distribution across the workforce remained consistent with the previous year, comprising **53% male** and **47% female** employees. This reflects the Group’s continued commitment to fostering an inclusive and gender-balanced workplace.

53%

Male

47%

Female

→

At the Board level, **female representation** increased to **33.33%** compared to 16.67% in FY2024 which is above our targeted minimum of **30% female participation set in FY2024**. The Group acknowledges the importance of diverse leadership and will continue to embed gender diversity considerations in board nomination and succession planning processes.

Age Diversity

→

In FY2025, the age profile across employee categories showed mixed trends. While executive-level positions saw a slight decrease in younger employees aged below 30 (from 2% in FY2024 to 0%), the **representation of younger non-executive employees declined** from 13% in FY2024 to **8%** in FY2025.

→

Most **management-level employees (77%)** are aged **above 50 years**, marking a decrease from 91% in the previous year. This reflects the Group’s continued retention of experienced leadership, while also signalling the need for strategic talent renewal to ensure long-term sustainability.

→

The Board of Directors continues to be composed entirely of individuals aged **30 years and above**, with **83% over 50 years of age**, consistent with the prior year.

The Group recognises the importance of building a diverse talent pipeline. As part of its workforce planning, TTB aims to **increase the representation of young talent**, particularly employees under 30 years old, through **targeted recruitment strategies** and partnerships with educational institutions.

Sustainability Statement

SOCIAL PERFORMANCE (CONT'D)

Employee Well-being (Cont'd)

3. Health and Safety

Safety Performance	TTB maintained a zero lost-time incident rate in FY2025, with no workplace accidents or fatalities reported.
HSE Training	In FY2025, two employees received formal training on health and safety standards, compared to one employee in FY2024. While the number of trained staff remains modest, the Group is taking steps to enhance health and safety capacity through more structured training rollouts and cross-departmental coordination.
Initiatives	<ul style="list-style-type: none"> Conducted regular safety training sessions for employees and contractors. Required subcontractors to have HSE policies and committees in place.
Future Plans	Moving forward, we aim to broaden Occupational, Health and Safety (“OHS”) training coverage to include all site supervisors and property management personnel by FY2026, ensuring our teams are adequately equipped to manage workplace risks.

4. Training and Development

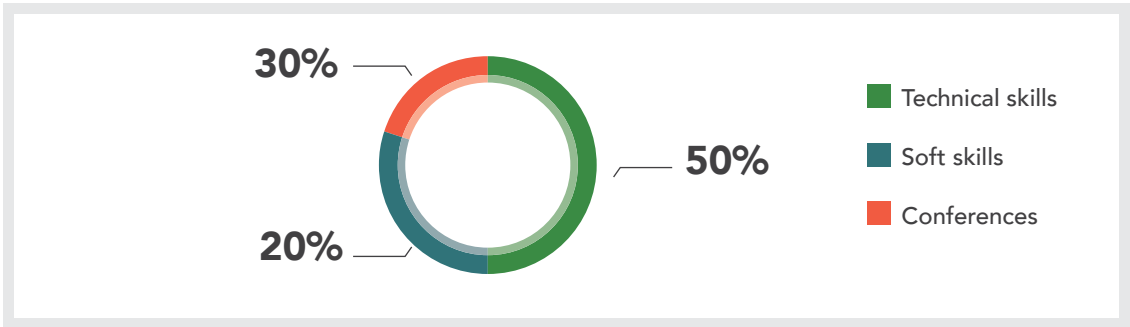
Training Hours

In FY2025, the total training hours increased significantly across all employee categories, reflecting the Group’s focus on structured learning interventions and leadership development:

Category	FY2024 (hours)	FY2025 (hours)	% Increase
Management	123	193	+56.9%
Executive	16	178.5	+1015.6%
Non-Executive	0	39	-

Programmes

- Offered a mix of technical skills (50%), conferences (30%), and soft skills (20%) training.



- Conducted internal and external training sessions on sustainability, corporate governance, and financial management.

Sustainability Statement

SOCIAL PERFORMANCE (CONT'D)

Employee Well-being (Cont'd)

4. Training and Development (Cont'd)

Future Plans

Maintain training hours at 4 hours per employee per year for executive-level staff and above.



Expand training programmes to include leadership development and digital skills.



The Group's training approach in FY2025 reflects a strategic shift from ad hoc participation to structured capability building across all levels. Moving forward, TTB will implement a competency-based development framework to ensure training is aligned with business goals and employee career growth.

AWARD ACHIEVEMENT

Majlis Perbandaran Ampang Jaya Appreciation Night for Developers

Majlis Perbandaran Ampang Jaya ("MPAJ") organised an appreciation night event on Friday, 17 January 2025 at Pusat Konvensyen MPAJ at Taman Melawati to recognise the contribution of past and present development by developers in the MPAJ area. TTB was awarded the grand price for the most comprehensive development in MPAJ Municipal with a trophy, certificate and RM1,000 cash prize, which is one of the 3 grand awards given out among the 58 developers who have contributed toward the successful development of MPAJ Municipal area. TTB and its subsidiaries were some of the pioneer developers who have developed Pandan Indah, Pandan Perdana, Pandan Heights, Pandan Indah Commercial Park, Bukit Pandan, Bandar Baru Ampang and Ukay Perdana with a sustainable self-contained township where recreational club, suburban shopping complexes, office complex, private hospitals and town parks were incorporated into the development. Even the Menara MPAJ which houses the Municipal office was a privatised project initiated by TTB.



→ Group photo at MPAJ Appreciation Night for Developers event held at Pusat Konvensyen MPAJ



→ Presentation of Award for the most comprehensive development in MPAJ Municipal to our Chairman, Dato' Abdul Hamid Bin Mustapha

Sustainability Statement

SOCIAL PERFORMANCE (CONT'D)

Community Engagement

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

At TTB, we remain committed to uplifting the communities where we operate through meaningful CSR programmes that align with our core values of inclusivity, equity, and sustainability. In FY2025, our CSR initiatives focused on supporting underserved groups, enhancing public well-being, and promoting cultural harmony.

Community Legal Clinic

1

In partnership with *Ricky Tan & Co.*, TTB launched a legal aid initiative to provide free legal consultation services for underserved communities, promoting access to justice for vulnerable groups.

Support for Children with Autism

2

TTB made a financial contribution to sponsor the **Kinder Arts by Special Artists-River of Life Art Competition** for the first prize winner with the aim to support children with disability particularly autism by using art as therapy to enhance communication and also create awareness of such special people who are highly gifted in art.



JOM Shopping – Deepavali & Aidilfitri 2024/2025

3

TTB collaborated with *Giant Superstore Pandan Kapital* and *Dewan Undangan Negeri* to provide festive shopping support for low-income families during Deepavali (26 October 2024) and Aidilfitri (22 March 2025), enabling them to celebrate with dignity.



Sustainability Statement

SOCIAL PERFORMANCE (CONT'D)

Community Engagement (Cont'd)

Cultural Celebration – Chinese New Year 2025

4

TTB, through *Inti Johan Sdn Bhd*, hosted a Lion Dance performance at Pandan Kapital Shopping Mall to foster festive cheer, enhance tenant visibility, and express appreciation to loyal customers.

Health & Dental Awareness Programme

5

In partnership with *Universiti Sains Islam Malaysia (USIM)*, TTB organised a two-day programme (5–6 February 2025) to raise awareness about general health and dental hygiene, especially among mall visitors and surrounding communities.



Staff Welfare and Engagement

6

Recognising that our people are our greatest asset, TTB organised a series of employee engagement initiatives to foster unity, morale, and work-life balance:

- **Christmas Exchange Party** – 26 December 2024
- **Chinese New Year Lunch** – 12 February 2025
- **Treasure Hunt and Family Day at Serenity Sanctuary Orchard in Bentong** – 11 August 2024



These events encouraged team spirit and creativity and included participation from employees' family members to strengthen the TTB community.

Impact Summary – FY2025



Total CSR Investment:
RM24,420



Total Beneficiaries:
80 individuals

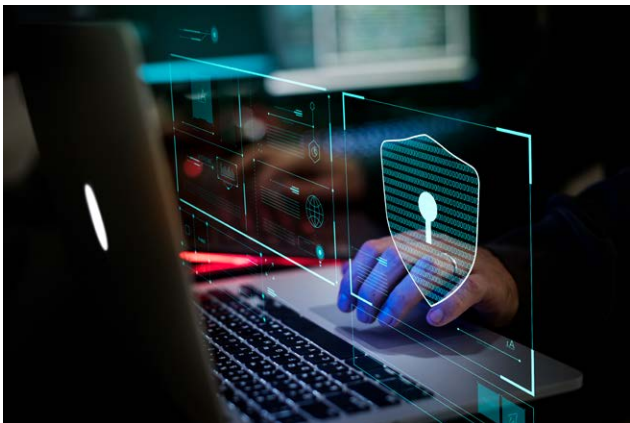
Key Focus Areas:

Legal access, child development, cultural inclusivity, public health, and festive support for B40 families

Sustainability Statement

SOCIAL PERFORMANCE (CONT'D)

Customer Satisfaction



Product Quality

Quality Assurance

Maintained a dedicated quality control team to ensure high standards of construction and customer satisfaction.

Performance

Achieved zero incidents of non-compliance with regulations related to product quality in FY2025.

Customer Data Privacy and Security Protection

Initiatives

- Implemented a comprehensive privacy and security program, including advanced encryption technology.
- Conducted regular training for employees on data protection responsibilities.
- Ensured compliance with the Personal Data Protection Act 2010 ("PDPA").

Performance

Achieved zero incidents of non-compliance with regulations related to product quality in FY2025.

TTB's social performance reflects our commitment to fostering a positive impact on employees, communities, and customers. By prioritising employee well-being, promoting diversity and inclusion, investing in training and development, and ensuring workplace safety, we create a supportive and inclusive work environment. Through our CSR initiatives and community engagement, we contribute to the well-being of local communities. Additionally, our focus on product quality and data privacy ensures that we meet and exceed customer expectations. As we move forward, we will continue to strengthen our social performance, driving meaningful progress toward our sustainability goals.

Sustainability Statement

KEY PERFORMANCE INDICATORS ("KPIs")

TTB's sustainability performance is measured through a set of KPIs aligned with our EES pillars. These KPIs enable us to track progress, identify areas for improvement, and communicate our performance transparently to stakeholders. Below is a summary of our KPIs for FY2025 and future targets.

Economic KPIs		
KPI	FY2025 Performance	FY2026 Target
Revenue Growth	29.04% decrease (RM43.70M)	Recover with minimum 5% growth
Percentage of Local Contractors	100%	Maintain 100%
Anti-Corruption Compliance	Zero reported cases	Maintain zero cases
Percentage of Operations Assessed for Corruption Risk	60%	Increase to 75%

Environmental KPIs		
KPI	FY2025 Performance	FY2026 Target
Energy Consumption	1,711,773.05 (0.5% increase)	0.5% reduction
Water Consumption	23,189 m ³ (23.19 ML) (6.9% increase)	0.5% reduction
Greenhouse Gas (GHG) Emissions – Scope 2	975.71 tCO ₂ e (0.5% increase)	1% reduction
Greenhouse Gas (GHG) Emissions – Scope 3	0.01 tCO ₂ e	0.5% reduction
Waste Generated	156 tonnes (18.6% increase)	0.5% reduction
Recycling Rate	Not yet measured	Implement recycling program

Social KPIs		
KPI	FY2025 Performance	FY2026 Target
Employee Turnover Rate	10.6%	Reduce turnover rate to below 10%
Training Hours per Employee	4 hours (executive level and above)	Maintain 4 hours per employee
Gender Diversity (Workforce)	47% female, 53% male	Increase female representation by 1%
Gender Diversity (Board)	33.33% female, 66.67% male	Maintain 30% female representation
Community Investment	RM24,420	Maintain or increase budget
Number of Community Beneficiaries	80 individuals	Increase by 10%
Workplace Safety (Lost-Time Incident Rate)	0%	Maintain 0%

TTB's KPIs provide a clear and measurable framework for tracking our sustainability performance across economic, environmental, and social dimensions. By setting ambitious yet achievable targets, we ensure continuous improvement and accountability in our sustainability efforts. As we move forward, we will refine our KPIs to reflect evolving stakeholder expectations and global sustainability trends, ensuring that TTB remains a leader in sustainable property development.

Sustainability Statement

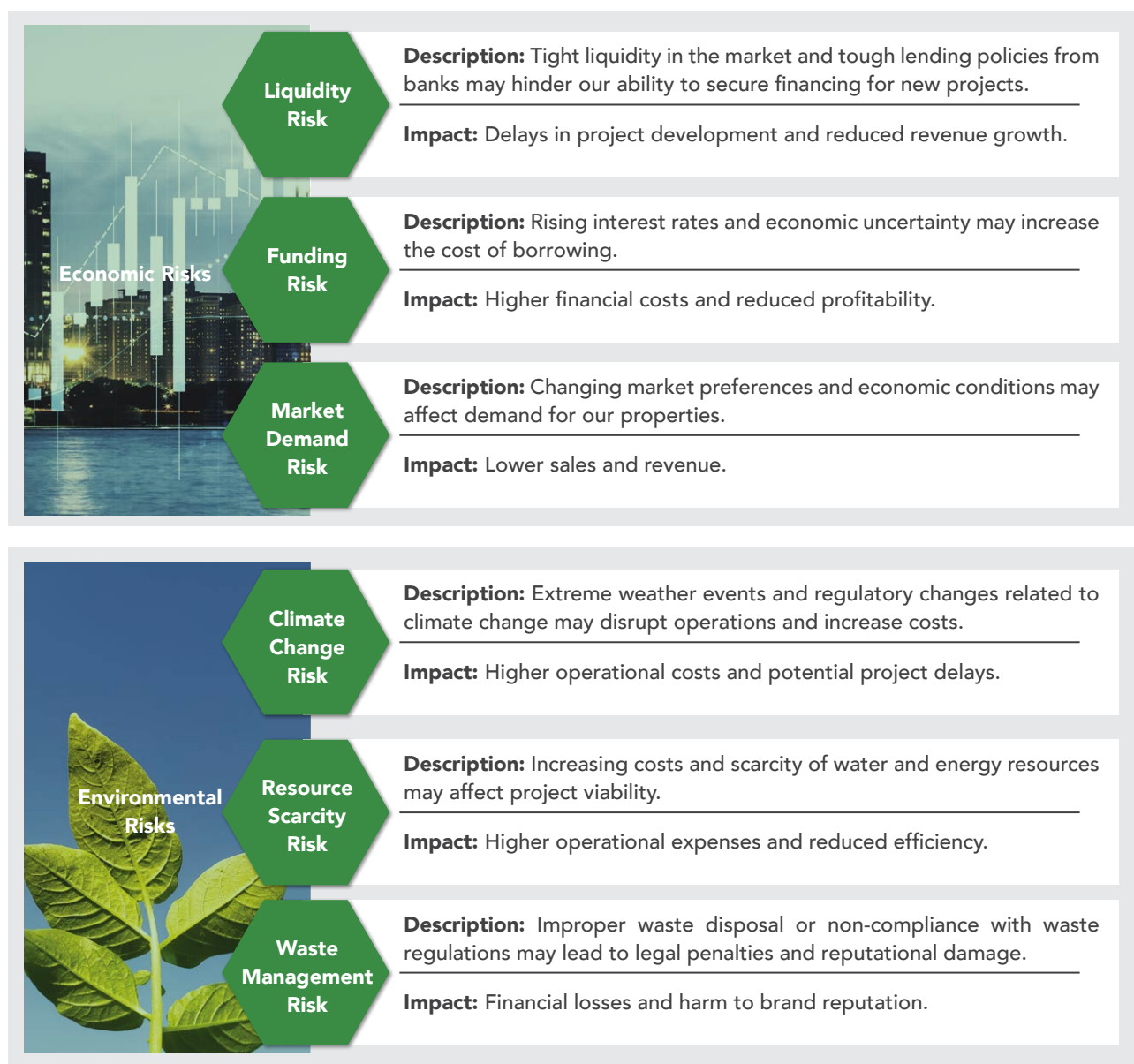
RISKS AND OPPORTUNITIES

Risk Management

TTB employs a structured climate risk management framework to assess and mitigate both physical and transition risks. Scenario analysis is in progress to evaluate long-term climate impacts on our operations and financial stability.

Sustainability Risks


TTB recognises that sustainability risks can impact our business operations, reputation, and long-term success. We have identified key risks across economic, environmental, and social dimensions:



Sustainability Statement

RISKS AND OPPORTUNITIES (CONT'D)

Sustainability Risks (Cont'd)

 <p>Social Risks</p>	<p>Employee Retention Risk</p>	<p>Description: High employee turnover, particularly among skilled workers, may affect operational efficiency and project delivery.</p> <p>Impact: Increased recruitment and training costs, as well as potential delays in project timelines.</p>
	<p>Health and Safety Risk</p>	<p>Description: Workplace accidents or non-compliance with safety regulations may result in injuries, legal liabilities, and reputational damage.</p> <p>Impact: Financial losses and harm to employee morale.</p>
	<p>Community Relations Risk</p>	<p>Description: Poor community engagement or negative impacts from projects may lead to opposition from local communities.</p> <p>Impact: Project delays, increased costs, and reputational damage.</p>

Mitigation Strategies

To address these risks, TTB has implemented the following mitigation strategies:

Economic Risk Mitigation	
Diversification of Revenue Streams	Focus on low risk landed properties and joint ventures to reduce dependency on high-risk projects.
Prudent Financial Management	Maintain a strong balance sheet and explore alternative financing options to mitigate funding risks.
Market Research and Adaptation	Conduct regular market research to understand customer preferences and adapt our product offerings accordingly.
Environmental Risk Mitigation	
Climate Resilience Planning	Integrate climate risk assessments into project planning and design to minimise the impact of extreme weather events.
Resource Efficiency Measures	Implement energy and water conservation measures, such as LED lighting, rainwater harvesting, and efficient irrigation systems.
Waste Management Compliance	Partner with licensed waste disposal contractors and implement recycling initiatives to ensure compliance with regulations.

Sustainability Statement

RISKS AND OPPORTUNITIES (CONT'D)

Sustainability Risks (Cont'd)

Mitigation Strategies (Cont'd)

Social Risk Mitigation	
Employee Engagement and Retention	Enhance employee benefits, provide career development opportunities, and foster a positive workplace culture to reduce turnover.
Health and Safety Programmes	Establish a Health, Safety, and Environment Policy and Committee, conduct regular safety training, and monitor compliance with safety standards.
Community Engagement	Strengthen relationships with local communities through CSR initiatives, transparent communication, and addressing community concerns.

Opportunities

TTB also recognises several opportunities to drive innovation, growth, and sustainability leadership:

Economic Opportunities	 Expansion into New Markets Explore opportunities in emerging markets and underserved regions to diversify our portfolio and increase revenue.
	 Sustainable Financing Leverage green financing options, such as green bonds, to fund sustainable projects and attract environmentally conscious investors.
Environmental Opportunities	 Green Building Innovations Incorporate green building technologies, such as solar panels, energy-efficient systems, and sustainable materials, to reduce environmental impacts and attract eco-conscious customers.
	 Renewable Energy Adoption Invest in renewable energy solutions, such as solar and wind power, to reduce reliance on fossil fuels and lower operational costs.
Social Opportunities	 Workforce Development Invest in training and upskilling programmes to build a highly skilled workforce and improve operational efficiency.
	 Community Partnerships Collaborate with local organisations and government agencies to implement impactful CSR initiatives and enhance community well-being.
	 Diversity and Inclusion Leadership Promote gender and age diversity within the workforce and leadership teams to drive innovation and improve decision-making.

TTB's approach to sustainability risks and opportunities reflects our commitment to responsible business practices and long-term value creation. By proactively addressing risks and capitalising on opportunities, we aim to strengthen our market position, enhance stakeholder trust, and contribute to a sustainable future. As we move forward, we will continue to innovate, collaborate, and prioritise sustainability in all aspects of our operations.

Sustainability Statement

SUSTAINABILITY GOVERNANCE

Governance

TTB integrates climate-related considerations into its governance structure, ensuring that sustainability and climate resilience are key priorities at all levels of decision-making. The Board of Directors oversees climate strategy, supported by the Sustainability Committee, which ensures effective risk management and climate adaptation initiatives in alignment with the Task Force on Climate-related Financial Disclosures ("TCFD") framework.

Governance Structure

At TTB, sustainability governance is embedded in our organisational structure to ensure comprehensive oversight and effective implementation of sustainability initiatives. Our three-tier governance structure consists of the **Board of Directors**, the **Sustainability Committee**, and the **Heads of Departments**. This structure ensures that sustainability is integrated into our strategic decision-making processes and operational practices.



Roles and Responsibilities

Each governance body plays a critical role in driving TTB's sustainability agenda:

Board of Directors	Sustainability Committee	Heads of Departments
<ul style="list-style-type: none"> Provides overall direction and oversight of the Group's sustainability initiatives. Ensures that sustainability is embedded in the Group's strategic direction. Approves sustainability policies, initiatives, and the Sustainability Statement for disclosure purposes. Reviews and endorses the materiality assessment and sustainability performance. 	<ul style="list-style-type: none"> Oversees the formulation, implementation, and management of sustainability matters. Conducts annual reviews of the Sustainability Policy and ensures its alignment with business strategies. Identifies and monitors key sustainability risks and opportunities. Prepares the Sustainability Statement for inclusion in the Annual Report. 	<ul style="list-style-type: none"> Facilitate stakeholder engagement sessions to identify key sustainability matters. Assess the impact of sustainability initiatives on stakeholders and the business. Implement sustainability initiatives within their departments and report progress to the SC. Prepare data and insights for the Sustainability Statement and Annual Report.

Sustainability Statement

SUSTAINABILITY GOVERNANCE (CONT'D)

Governance (Cont'd)

Policies and Frameworks

TTB has established a robust framework of policies to guide our sustainability efforts and ensure ethical, transparent, and responsible business practices. Key policies include:



Anti-Bribery & Anti-Corruption Policy

TTB is committed to maintaining the highest standards of integrity and compliance with applicable laws, including the Malaysian Anti-Corruption Commission Act ("MACC"). This policy outlines our zero-tolerance approach to bribery and corruption and provides guidelines for employees and stakeholders to report unethical behaviour.



Whistleblowing Policy

This policy encourages stakeholders to report any suspected misconduct, fraud, or corruption without fear of retaliation. It ensures confidentiality and protection for whistleblowers under the Whistleblower Protection Act 2010.



Sustainability Policy

Approved in January 2019, this policy emphasises TTB's commitment to integrating EES considerations into our business operations. Key objectives include operating with integrity, promoting innovation, and fostering a safe and inclusive workplace.



Code of Ethics and Conduct

This policy sets out the principles and standards of business ethics and conduct for all employees and directors. It emphasises honesty, transparency, and accountability in all business dealings.



Board Diversity Policy

TTB is committed to achieving diversity on the Board, with a target of 30% female representation. This policy ensures that Board appointments are based on merit, experience, and expertise.



Procurement Policy and Procedures

This policy promotes sustainable procurement practices, including the engagement of local contractors, compliance with environmental standards, and the prohibition of illegal workers on project sites.

Sustainability Statement

SUSTAINABILITY GOVERNANCE (CONT'D)

Governance (Cont'd)

Compliance

TTB is committed to upholding the highest standards of compliance with local and international regulations, frameworks, and guidelines. Our sustainability reporting and governance practices align with the following:

Bursa Malaysia's Sustainability Reporting Guide (3rd Edition):



TTB's Sustainability Statement is prepared in accordance with Bursa Malaysia's requirements, ensuring transparency and accountability in our sustainability disclosures.

Malaysian Code on Corporate Governance 2021:



We adhere to the MCCG's principles and best practices, particularly in areas such as board diversity, risk management, and stakeholder engagement.

Global Reporting Initiative (GRI) Standards:



Our sustainability reporting is aligned with the GRI Standards, providing a globally recognised framework for disclosing economic, environmental, and social performance.

Task Force on Climate-related Financial Disclosures:



While TTB is in the early stages of adopting the TCFD framework, we are committed to integrating climate-related risks and opportunities into our business strategies by 2026.

Personal Data Protection Act 2010:



TTB complies with the PDPA to ensure the privacy and security of customer data, reinforcing our commitment to data protection and cybersecurity.

TTB's sustainability governance framework reflects our commitment to responsible business practices and long-term value creation. By embedding sustainability into our governance structure, policies, and compliance practices, we ensure that our operations are aligned with the expectations of our stakeholders and the broader global sustainability agenda. As we move forward, we will continue to strengthen our governance practices, enhance transparency, and drive meaningful progress toward our sustainability goals.

Sustainability Statement

ASSURANCE AND COMPLIANCE

Internal Assurance

TTB is committed to ensuring the accuracy, reliability, and transparency of our sustainability reporting. To achieve this, we have established a strong internal assurance process:



Internal Review

- Selected parts of the Sustainability Statement are subjected to an internal review by the Company's Internal Audit Department. This review focuses on KPIs and data related to economic, environmental and social performance.
- The internal review process includes verifying data sources, assessing the consistency of reported information, and ensuring alignment with TTB's sustainability policies and objectives.



Audit Committee Oversight

- The Audit Committee oversees the internal assurance process and provides final approval for the Sustainability Statement. The Committee ensures that the reported information is accurate, complete, and compliant with relevant standards and regulations.



Stakeholder Feedback

- We value feedback from stakeholders and use it to improve the quality and reliability of our sustainability reporting. Stakeholders can provide feedback through various channels, including our corporate website and direct communication with the Sustainability Committee.

External Assurance

While TTB has not yet obtained external assurance for its Sustainability Statement, we are exploring options to engage an independent third party to provide external assurance in the future. External assurance will enhance the credibility of our sustainability disclosures and demonstrate our commitment to transparency and accountability.

Sustainability Statement

COMPLIANCE WITH STANDARDS

TTB's Sustainability Statement is prepared in compliance with the following standards and frameworks:

Global Reporting Initiative (GRI) Standards:



Our report aligns with the GRI Standards, ensuring that our disclosures are consistent with global best practices for sustainability reporting. We have included a GRI Content Index to map our disclosures to the relevant GRI Standards.

Bursa Malaysia's Sustainability Reporting Guide (3rd Edition):



We adhere to the requirements of Bursa Malaysia's Sustainability Reporting Guide, which mandates the disclosure of material sustainability matters, performance data, and governance practices.

Malaysian Code on Corporate Governance 2021:



Our governance practices, including board diversity, anti-corruption measures, and stakeholder engagement, are aligned with the principles and best practices outlined in the MCCG.

Task Force on Climate-related Financial Disclosures:



While we are in the early stages of adopting the TCFD framework, we are committed to integrating climate-related risks and opportunities into our business strategies and reporting practices by 2026.

Personal Data Protection Act 2010:



We comply with the PDPA to ensure the privacy and security of customer data, reinforcing our commitment to data protection and cybersecurity.

TTB's assurance and compliance processes reflect our commitment to transparency, accountability, and continuous improvement in sustainability reporting. By conducting internal reviews, exploring external assurance, and adhering to global and local standards, we ensure that our Sustainability Statement meets the highest standards of quality and reliability. As we move forward, we will continue to enhance our reporting practices, ensuring that they remain aligned with evolving stakeholder expectations and global sustainability trends.

Sustainability Statement

MOVING FORWARD

Future Goals

TTB is committed to advancing sustainability across all aspects of our operations. Over the next 3-5 years, we have set ambitious yet achievable goals to drive progress and create long-term value for our stakeholders. These goals are aligned with our EES pillars:



Economic Goals



Revenue Growth

Achieve a 5% annual increase in revenue by focusing on low risk landed properties, joint ventures, and proactive sales strategies.



Sustainable Financing

Explore green financing options, such as green bonds, to fund sustainable projects and attract environmentally conscious investors.



Operational Efficiency

Enhance operational efficiency by leveraging technology, optimising resource use, and reducing costs.



Environmental Goals



Energy Efficiency

Achieve a 1% annual reduction in energy consumption through energy-efficient technologies and renewable energy solutions.



Water Conservation

Reduce water consumption by 2% annually through conservation measures, such as rainwater harvesting and efficient irrigation systems.



Carbon Reduction

Reduce greenhouse gas (GHG) emissions by 1% annually and develop a comprehensive carbon reduction strategy aligned with global climate goals.



Waste Management

Achieve a 2% annual reduction in waste generation and implement recycling initiatives across all properties.



Social Goals



Employee Development

Provide 4 hours of training per employee annually and invest in leadership development and digital skills programmes.



Diversity and Inclusion

Maintain female representation on the Board at 30% and enhance gender and age diversity within the workforce.



Community Engagement

Increase investment in community development projects and expand partnerships with local organisations to maximise impact.



Health and Safety

Maintain a zero lost-time incident rate and establish an internal Health, Safety, and Environment Policy and Committee.

Sustainability Statement

MOVING FORWARD (CONT'D)

Innovation and Collaboration

TTB recognises that innovation and collaboration are essential to achieving our sustainability objectives. Our plans include:

Technological Innovation



- Invest in green building technologies, such as solar panels, energy-efficient systems, and sustainable materials, to reduce environmental impacts and enhance project value.
- Leverage BIM and other digital tools to improve project planning, design, and execution.

Stakeholder Collaboration



- Strengthen partnerships with suppliers, contractors, and local communities to promote sustainable practices and address shared challenges.
- Collaborate with government agencies, non-governmental organisations ("NGOs"), and industry associations to drive innovation and advocate for sustainable development policies.

Employee Engagement



- Foster a culture of innovation by encouraging employees to contribute ideas and participate in sustainability initiatives.
- Provide training and resources to empower employees to implement sustainable practices in their daily work.

Long-term Vision

TTB's long-term vision is to be a leader in sustainable property development, recognised for our innovation, ethical practices, and positive impact on society and the environment. Our vision is guided by the following principles:

Sustainable Communities



Create vibrant, inclusive, and sustainable communities that enhance the quality of life for residents and contribute to social equity.

Environmental Stewardship



Minimise our environmental footprint by adopting sustainable practices, reducing resource consumption, and mitigating climate change impacts.

Economic Resilience



Build a resilient and profitable business that delivers long-term value to shareholders while contributing to the economic development of the regions we operate in.

Stakeholder Trust



Earn the trust and confidence of our stakeholders through transparent communication, ethical business practices, and meaningful engagement.

As we move forward, TTB remains committed to advancing sustainability in all aspects of our operations. By setting ambitious goals, fostering innovation, and collaborating with stakeholders, we aim to create a sustainable future that benefits everyone. Our long-term vision reflects our dedication to responsible business practices, environmental stewardship, and social equity. Together, we can build a better tomorrow.

Sustainability Statement

Feedback Mechanism

TTB values feedback from stakeholders to improve the quality and relevance of our sustainability reporting. Stakeholders can provide feedback through the following channels:



Email:

enquiry@ttransform.com.my



Phone:

+603-42962000 ext. 3300



Mail:

Talam Transform Berhad
Unit 17.02, Level 17, Menara Maxisegar
Jalan Pandan Indah 4/2, Pandan Indah
55100 Kuala Lumpur, Malaysia




We welcome your comments, suggestions, and inquiries regarding this statement. Your feedback will help us enhance our sustainability practices and reporting in the future.

The appendices provide additional context and resources to support the information presented in TTB's Sustainability Statement. The **GRI Content Index** ensures transparency and alignment with global standards and the **Feedback Mechanism** encourages stakeholder engagement. Together, these elements reinforce TTB's commitment to accountability, transparency, and continuous improvement in sustainability reporting.

ALIGNMENT WITH SDGS

SDG Mapping

TTB is committed to contributing to the **SDGs**, a universal call to action to end poverty, protect the planet, and ensure prosperity for all by 2030. Below is a mapping of TTB's sustainability initiatives to the relevant SDGs:

	Initiatives	Contribution
	<ul style="list-style-type: none"> Health and safety programmes for employees and contractors. Community health and dental programmes in collaboration with local organisations. 	Promotes well-being and ensures safe working environments, contributing to healthier communities.
	<ul style="list-style-type: none"> Employee training and development programmes. Educational support for local communities through CSR initiatives. 	Enhances skills and knowledge, empowering individuals and fostering lifelong learning opportunities.
	<ul style="list-style-type: none"> Board diversity policy with 30% female representation. Gender diversity programmes within the workforce. 	Promotes gender equality and empowers women in leadership and decision-making roles.

Sustainability Statement

ALIGNMENT WITH SDGS (CONT'D)

SDG Mapping (Cont'd)

	Initiatives	Contribution
	<ul style="list-style-type: none"> Water conservation measures, such as rainwater harvesting and automatic self-closing taps. Regular checks for water leakages and repairs. 	Ensures sustainable water management and reduces water wastage.
	<ul style="list-style-type: none"> Energy efficiency measures, such as LED lighting and timer-controlled air conditioning systems. Exploration of renewable energy solutions, such as solar panels. 	Reduces energy consumption and promotes the use of clean energy sources.
	<ul style="list-style-type: none"> Employee benefits, career development opportunities, and succession planning. Support for local contractors and suppliers through sustainable procurement practices. 	Promotes inclusive and sustainable economic growth, full and productive employment, and decent work for all.
	<ul style="list-style-type: none"> Use of BIM software for sustainable project planning. Investment in green building technologies and innovative construction methods. 	Builds resilient infrastructure, promotes inclusive and sustainable industrialisation, and fosters innovation.
	<ul style="list-style-type: none"> Development of affordable housing and sustainable communities. Community engagement and CSR initiatives to enhance social well-being. 	Creates inclusive, safe, resilient, and sustainable cities and communities.
	<ul style="list-style-type: none"> Waste reduction and recycling programmes. Sustainable procurement practices and engagement with local suppliers. 	Promotes sustainable consumption and production patterns, reducing environmental impact.
	<ul style="list-style-type: none"> Reduction of GHG emissions through energy efficiency and carbon reduction strategies. Commitment to the TCFD framework. 	Takes urgent action to combat climate change and its impacts.

Sustainability Statement

ALIGNMENT WITH SDGS (CONT'D)

SDG Mapping (Cont'd)

	Initiatives	Contribution
	<ul style="list-style-type: none"> • Tree planting and green environment initiatives in future projects. • Efforts to minimise environmental impact during construction activities. 	<p>Protects, restores, and promotes sustainable use of terrestrial ecosystems.</p>
	<ul style="list-style-type: none"> • Anti-corruption and whistleblowing policies. • Transparent governance practices and compliance with laws and regulations. 	<p>Promotes peaceful and inclusive societies, provides access to justice, and builds effective, accountable institutions.</p>
	<ul style="list-style-type: none"> • Collaboration with local organisations, government agencies, and industry associations. • Stakeholder engagement and feedback mechanisms. 	<p>Strengthens partnerships to support the achievement of the SDGs.</p>

Contribution to Global Goals

TTB's sustainability initiatives are closely aligned with the SDGs, reflecting our commitment to contributing to global efforts to achieve sustainable development. By addressing key issues such as health and well-being, gender equality, clean energy, and climate action, we are making a meaningful impact on the communities we serve and the environment we operate in. Our efforts not only support the achievement of the SDGs but also reinforce our role as a responsible corporate citizen, dedicated to creating long-term value for all stakeholders.

TTB's alignment with the SDGs demonstrates our commitment to sustainable development and our contribution to global goals. By integrating the SDGs into our business strategies and operations, we are driving positive change and building a sustainable future for generations to come. As we move forward, we will continue to innovate, collaborate, and prioritise sustainability in all aspects of our operations, ensuring that our efforts contribute to the achievement of the SDGs.

Sustainability Statement

CONCLUSION

Reflection

FY2024 marked a significant step forward in TTB's sustainability journey. We made meaningful progress across our EES pillars, achieving key milestones that reflect our commitment to sustainable development. Some of the highlights include:

Economic Resilience



Despite challenging market conditions, we achieved a **0.3% increase in revenue** and maintained strong governance practices, with zero reported cases of corruption.

Environmental Stewardship



We reduced **energy consumption by 0.5%**, decreased **waste generation by 19.3%**, and implemented water conservation measures, such as rainwater harvesting.

Social Impact



We invested in employee development, promoted diversity and inclusion, and supported local communities through impactful CSR initiatives, benefiting **128 individuals**.

However, we also recognise the challenges ahead. The evolving regulatory landscape, increasing stakeholder expectations, and the urgent need to address climate change require us to remain agile, innovative, and committed to continuous improvement. We must also address areas such as **Scope 1 and Scope 3 emissions tracking, young talent representation, and long-term community development** to further enhance our sustainability performance.

Commitment

TTB reaffirms its unwavering commitment to sustainability and continuous improvement. We are dedicated to:



Driving Innovation:

Leveraging technology and innovative practices to enhance operational efficiency, reduce environmental impacts, and deliver high-quality projects.



Strengthening Governance:

Upholding the highest standards of corporate governance, transparency, and ethical business practices.



Empowering Stakeholders:

Engaging with stakeholders to understand their needs, address their concerns, and create shared value.



Advancing Climate Action:

Integrating climate-related risks and opportunities into our business strategies and reporting practices, in alignment with the TCFD.



Building Sustainable Communities:

Creating inclusive, resilient, and sustainable communities that enhance the quality of life for residents and contribute to social equity.

As we look to the future, we remain focused on our vision of becoming a leader in sustainable property development. We will continue to innovate, collaborate, and prioritize sustainability in all aspects of our operations, ensuring that we create long-term value for our stakeholders and contribute to a sustainable future for all.

Final Message

TTB's sustainability journey is a testament to our dedication to responsible business practices and our commitment to making a positive impact on society and the environment. While we are proud of the progress we have made, we recognise that there is still much work to be done. Together with our stakeholders, we will continue to strive for excellence, embrace challenges, and seize opportunities to build a better tomorrow.

Thank you for your continued support and collaboration as we work towards a sustainable future.

Sustainability Statement

PERFORMANCE DATA TABLE FROM BURSA MALAYSIA ESG REPORTING PLATFORM

This ESG Performance Data Table was generated from Bursa Malaysia's ESG Reporting Platform and is included in this Sustainability Statement as mandated by Bursa Malaysia's enhanced sustainability requirements within the Main Market Listing Requirements.

Indicator	Measurement Unit	2022	2023	2024	2025
Bursa (Anti-corruption)					
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category					
Management	Percentage	0.00	0.00	0.00	100.00
Executive	Percentage	0.00	0.00	0.00	100.00
Non-executive/ Technical Staff	Percentage	0.00	0.00	0.00	100.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00	0.00	50.00	60.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0	0	0
Bursa (Community/Society)					
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	21,420.00	21,420.00	21,420.00	24,420.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	90	237	128	80
Bursa (Diversity)					
Bursa C3(a) Percentage of employees by gender and age group, for each employee category					
Age Group by Employee Category					
Management Under 30	Percentage	0.00	0.00	0.00	4.00
Management Between 30-50	Percentage	9.00	8.00	9.00	19.00
Management Above 50	Percentage	91.00	92.00	91.00	77.00
Executive Under 30	Percentage	14.00	8.00	2.00	0.00
Executive Between 30-50	Percentage	56.00	59.00	49.00	45.00
Executive Above 50	Percentage	30.00	33.00	49.00	55.00
Non-executive/ Technical Staff Under 30	Percentage	0.00	0.00	13.00	8.00
Non-executive/ Technical Staff Between 30-50	Percentage	33.00	31.00	33.00	31.00
Non-executive/ Technical Staff Above 50	Percentage	67.00	69.00	54.00	61.00
Gender Group by Employee Category					
Management Male	Percentage	61.00	68.00	57.00	54.00
Management Female	Percentage	39.00	32.00	43.00	46.00
Executive Male	Percentage	47.00	49.00	47.00	48.00
Executive Female	Percentage	53.00	51.00	53.00	52.00
Non-executive/ Technical Staff Male	Percentage	67.00	69.00	67.00	69.00
Non-executive/ Technical Staff Female	Percentage	33.00	31.00	33.00	31.00
Bursa C3(b) Percentage of directors by gender and age group					
Male	Percentage	86.00	86.00	83.00	67.00
Female	Percentage	14.00	14.00	17.00	33.00
Under 30	Percentage	0.00	0.00	0.00	0.00
Between 30-50	Percentage	14.00	14.00	17.00	17.00
Above 50	Percentage	86.00	86.00	83.00	83.00
Bursa (Energy management)					
Bursa C4(a) Total energy consumption	Megawatt	1,656.67	1,711.17	1,703.44	1,711.77
Bursa (Health and safety)					
Bursa C5(a) Number of work-related fatalities	Number	0	0	0	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.00	0.00	0.00	0.00

Internal assurance

External assurance

No assurance

(*)Restated

Sustainability Statement

PERFORMANCE DATA TABLE FROM BURSA MALAYSIA ESG REPORTING PLATFORM (CONT'D)

Indicator	Measurement Unit	2022	2023	2024	2025
Bursa C5(c) Number of employees trained on health and safety standards	Number	0	0	1	2
Bursa (Labour practices and standards)					
Bursa C6(a) Total hours of training by employee category					
Management	Hours	4	52	123	193
Executive	Hours	0	4	16	178
Non-executive/ Technical Staff	Hours	0	0	0	39
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	23.00	29.00	27.00	30.00
Bursa C6(c) Total number of employee turnover by employee category					
Management	Number	2	1	5	2
Executive	Number	1	2	2	3
Non-executive/ Technical Staff	Number	1	0	2	4
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0	0	0	0
Bursa (Supply chain management)					
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00	100.00	100.00	100.00
Bursa (Data privacy and security)					
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	0	0
Bursa (Water)					
Bursa C9(a) Total volume of water used	Megalitres	18.500000	18.750000	21.690000	23.189000
Bursa (Waste management)					
Bursa C10(a) Total waste generated	Metric tonnes	-	-	-	158.76
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	-	-	-	2.76
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	-	-	-	156.00
Bursa (Emissions management)					
Bursa C11(a) Scope 1 emissions in tonnes of CO2e	Metric tonnes	-	-	-	0.00
Bursa C11(b) Scope 2 emissions in tonnes of CO2e	Metric tonnes	-	-	-	975.71
Bursa C11(c) Scope 3 emissions in tonnes of CO2e (at least for the categories of business travel and employee commuting)	Metric tonnes	-	-	-	0.01

Internal assurance

External assurance

No assurance

(*)Restated

Sustainability Statement

APPENDICES

GRI Content Index

TTB's Sustainability Statement is prepared in alignment with the **Global Reporting Initiative (GRI) Standards**. Below is the GRI Content Index, which maps our disclosures to the relevant GRI Standards:

GRI Standard	Disclosure	Page Number
GRI 1: Foundation 2021	Statement of use	Not Applicable
GRI 2: General Disclosures		
2-1	Organisation details	5 - 10
2-2	Entities included in the organisation's sustainability reporting	20
2-3	Reporting period, frequency, and contact point	22 - 23
2-6	Activities, value chain, and other business relationships	22 - 23
2-7	Employees	34 - 40
2-9	Governance structure and composition	45
2-10	Nomination and selection of the highest governance body	69 - 71
2-11	Chair of the highest governance body	63 - 64
2-12	Role of the highest governance body in overseeing the management of impacts	45
2-13	Delegation of responsibility for managing impacts	45
2-14	Role of the highest governance body in sustainability reporting	45
2-15	Conflict of interest	65 - 66
2-16	Communication of critical concerns	65 - 66
2-17	Collective knowledge of the highest governance body	67
2-18	Evaluation of the performance of the highest governance body	69 - 70
2-19	Remuneration policies	34 - 40
2-20	Process to determine remuneration	34 - 40
2-23	Policy commitments	46
2-24	Embedding policy commitments	46
2-25	Processes to remediate negative impacts	Not Applicable
2-26	Mechanism for seeking advice and raising concerns	Not Applicable
2-27	Compliance with laws and regulations	28 - 29
2-29	Approach to stakeholder engagement	26 - 27
GRI 3: Material Topics		
3-1	Process to determine material topics	24 - 27
3-2	List of material topics	24 - 27
3-3	Management of material topics	24 - 27
GRI 204: Procurement Practices		
204-1	Proportion of spending on local suppliers	41

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APPENDICES (CONT'D)

GRI Content Index (Cont'd)

GRI Standard	Disclosure	Page Number
GRI 205: Anti-corruption		
205-1	Operations assessed for risks related to corruption	28
205-2	Communication and training about anti-corruption policies and procedures	28, 45 - 47
205-3	Confirmed incidents of corruption and actions taken	Not Applicable
GRI 302: Energy		
302-1	Energy consumption within the organisation	30 - 33
302-4	Reduction of energy consumption	30 - 33
GRI 303: Water and Effluents		
303-5	Water consumption	30 - 33
GRI 305: Emissions		
305-1	Direct (Scope 1) GHG emissions	30 - 33
305-2	Energy indirect (Scope 2) GHG emissions	30 - 33
305-3	Other indirect (Scope 3) GHG emissions	30 - 33
GRI 306: Waste		
306-1	Waste generation and significant waste-related impacts	30 - 33
GRI 401: Employment		
401-1	New employee hires and employee turnover	34 - 37
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	No Data
401-3	Parental leave	No Data
GRI 403: Occupational Health and Safety		
403-1	Occupational health and safety management system	36
GRI 404: Training and Education		
404-1	Average hours of training per year per employee	34 - 37
404-2	Programmes for upgrading employee skills and transition assistance programmes	34 - 37
GRI 405: Diversity and Equal Opportunity		
405-1	Diversity of governance bodies and employees	34 - 37
GRI 418: Customer Privacy		
418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	40

Sustainability Statement

GLOSSARY

Below is a glossary of key terms and acronyms used in this report:

Term/Acronym	Definition
BIM	Building Information Modelling: A digital tool for project planning and design.
CSR	Corporate Social Responsibility: Initiatives that contribute to social and environmental well-being.
EES	Economic, Environmental, and Social: The three pillars of sustainability.
GHG	Greenhouse Gas: Gases that contribute to global warming, such as CO ₂ .
GRI	Global Reporting Initiative: A framework for sustainability reporting.
HSE	Health, Safety, and Environment: Policies and practices to ensure workplace safety and environmental protection.
KPI	Key Performance Indicator: A measurable value that demonstrates progress toward goals.
MCCG	Malaysian Code on Corporate Governance: Guidelines for corporate governance practices in Malaysia.
PDPA	Personal Data Protection Act 2010: Malaysian legislation for data privacy and security.
TCFD	Task Force on Climate-related Financial Disclosures: A framework for climate-related risk reporting.
TTB	Talam Transform Berhad: The company referred to in this report.

Corporate Governance

Overview Statement

The Board of Directors ("Board") of Talarn Transform Berhad ("TTB" or "the Company") recognises the importance of good corporate governance and fully supports the principles and corporate governance practices as set out in the Malaysian Code on Corporate Governance 2021 ("MCCG"). The Board is therefore, committed towards instilling a high standard of corporate governance throughout the Company and its subsidiaries ("the Group") as a fundamental part of discharging its responsibilities to enhance shareholders' value and the financial performance of the Group. The Board will apply the principles and corporate governance practices as set out in the MCCG and evaluate the Group's practices and procedures from time to time in response to the evolving practices and changing requirements.

This Corporate Governance Overview Statement ("Statement") provides an overview of the Group's application of the principles of the MCCG pursuant to Paragraph 15.25(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") during the financial year ended 31 March 2025 and to be read together with the Corporate Governance Report published on the Company's website under the Corporate Governance section at www.ttransform.com.my and Bursa Securities' website at www.bursamalaysia.com.

A

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

(1) Board Responsibilities

The Board is fully responsible for the overall governance of the Group by promoting good corporate governance culture, providing strategic plans on business performance and sustainability, overseeing the proper conduct of business, risk management, internal control, succession planning, shareholders' communication, adequacy and integrity of financial and non-financial reporting, while the Management is accountable for the execution of the expressed policies and attainment of the Group's expressed corporate objectives and goals. This demarcation complements and reinforces the supervisory role of the Board to oversee the performance of the Management to ensure that the business is properly managed. The Board gets updates from the Management at the quarterly Board meetings when reviewing the quarterly results. During these meetings, the Board members participate actively in the discussion on the performance of the Company and the Group and also assesses the performance of the Management.

The Board is always guided by the Board Charter which outlines the duties and responsibilities and matters reserved for the Board in discharging its fiduciary duties as follows:

Duties and Responsibilities of the Board:

- (i) promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- (ii) review and adopt the overall strategic plans and programmes for the Group and ensure that the strategic plans support long term value creation and includes strategies on economic, environmental, social and governance consideration underpinning sustainability;
- (iii) oversee and evaluate the conduct of business of the Group which includes supervision and assessment of the Management's performance to determine whether the business is being managed properly;

Corporate Governance

Overview Statement

A

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

(1) Board Responsibilities (Cont'd)

Duties and Responsibilities of the Board: (Cont'd)

- (iv) ensure there is a sound framework for internal controls and risk management;
- (v) identify the principal risks of the Group, set the risk appetite within which the Management is expected to operate and ensure there is appropriate risk management framework to identify, analyse, manage and monitor significant financial and non-financial risks;
- (vi) ensure the senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and senior management;
- (vii) ensure the Company has in place procedures to enable effective communication with stakeholders; and
- (viii) review the adequacy and the integrity of the financial and non-financial reporting of the Group.

The matters reserved for the Board include the approval of corporate plans and programmes, annual budgets and major capital commitments, new major ventures, material acquisitions and disposals of undertakings and properties, changes to the Management and control structure within the Group including key policies and delegated authority limits.

As part of its efforts to ensure the effective discharge of its duties and responsibilities for the Group, the Board has delegated certain functions to the following Board Committees with each operating within clearly defined terms of reference that provide independent oversight of the Management and to ensure that there are appropriate checks and balances:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
(after merger of Nomination Committee and Remuneration Committee on 28 November 2024)
- (iii) Executive Committee

The Chairman of the respective Board Committees reports to the Board on the outcome of the Board Committee meetings and for action by the Board where appropriate.

The Board shall at all times exercise collective oversight of the Board Committees and Management to an extent that would not significantly hinder or reduce the Board's ability to discharge its functions. Regular reviews on the roles and responsibilities of the Board Committees would be conducted, when the need arises, to ensure that the Company is able to adapt to changing business circumstances.

(2) Board Charter

The Board Charter was established to ensure that all Board members are aware of their fiduciary duties and responsibilities, various legislations and regulations affecting their conduct, the need to safeguard the interests of the shareholders, customers and other stakeholders and that a high standard of corporate governance is applied in all their dealings on behalf of the Company. The Board Charter also serves as a source of reference and guide for prospective Board members and senior management to understand their roles and responsibilities and the commitment of time and contribution expected of them. The Board Charter clearly sets out the division of responsibilities, powers and duties between the Board and Management, between the Chairman and Executive Directors/Group Chief Executive Officer and the different Board Committees established by the Board.

The Board Charter is published on the Company's website at www.ttransform.com.my and was last reviewed and updated on 29 November 2024. The Board will periodically review and update the Board Charter to ensure it remains consistent with the Board's objectives and responsibilities, and all the relevant standards of corporate governance.

Corporate Governance

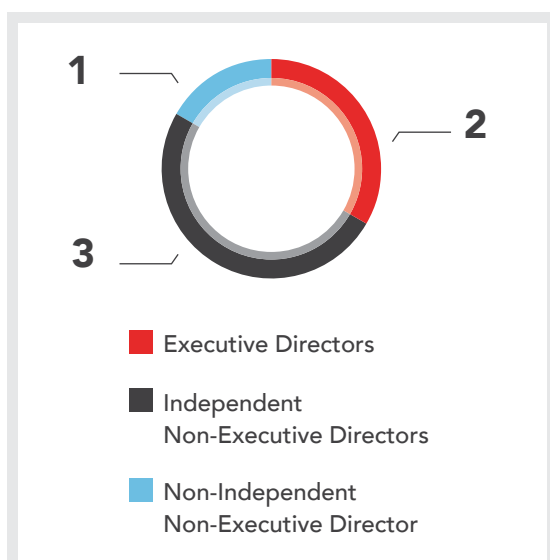
Overview Statement

A

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

(3) Board Composition

The Board currently consists of 6 members comprising 2 Executive Directors, 3 Independent Non-Executive Directors and 1 Non-Independent Non-Executive Director. Ms Candice Chan Siu Ching, who is the Alternate Director to Mr Chan Tet Eu, is not taken into account in computing the Board composition.



The current composition of the Board complies with Chapter 15.02(1) of the MMLR of Bursa Securities which requires that at least 2 Directors or one-third (1/3) of the Board, whichever is higher, are Independent Directors as well as having at least half of its Board comprising of Independent Directors, which is in line with the MCGG.

The Board consists of qualified individuals with diverse set of skills, experience, knowledge and independent elements that are necessary to govern the Company. The Directors are professionals in the fields of property and construction, finance, accounting, tax and stockbroking. Together they bring differences in perspective, knowledge, skill, industry experience and wide range competencies to support the attainment of the Company's strategic objective and sustainable development. The profiles of the Directors are set out on pages 5 to 8 of this Annual Report and are also available on the Company's website at www.ttransform.com.my.

For the financial year, the Board was chaired by Dato' Abdul Hamid Bin Mustapha who is also the Independent Non-Executive Director to whom concerns relating to the Company may be conveyed. He can be contacted via email at hamid@ttransform.com.my.

For the position of Senior Independent Non-Executive Director, the Nomination and Remuneration Committee and the Board collectively are still identifying the suitable candidate to fill up the position. The principal responsibilities of the Senior Independent Non-Executive Director include amongst others the following:

- (i) works closely and acts as a sounding board for the Company;
- (ii) acts as an intermediary for other Directors when necessary; and
- (iii) becomes the point of contact for shareholders and stakeholders and also, to attend to any query or concern raised by shareholders.

There is a clear division of roles and responsibilities between the Independent Non-Executive Chairman and Executive Directors/Group Chief Executive Officer which are undertaken by separate persons to ensure that there is a balance of power and authority, such that no one individual has unfettered powers of decision making. The Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board, while the Executive Directors/Group Chief Executive Officer have overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions. The Executive Directors together with the Group Chief Executive Officer are responsible to ensure due execution of the strategic goals, effective operations within the Group and to explain, clarify and inform the Board on matters pertaining to the Group.

Corporate Governance

Overview Statement

A

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

(3) Board Composition (Cont'd)

The responsibilities of the Chairman, amongst others, are as follows:

- (i) lead the Board in establishing and monitoring good corporate governance practices in the Company;
- (ii) lead the Board and ensure effectiveness in all aspects of its role;
- (iii) ensure an efficient organisation and conduct of the Board's functions and meetings;
- (iv) facilitate the effective contribution of all Directors at Board meetings;
- (v) chair Board meetings and encourage active participation and allow dissenting views to be freely expressed and discussed;
- (vi) chair general meetings of the Company and provide clarification on issues that may be raised by the shareholders;
- (vii) promote constructive and respectful relations between Directors, and between the Board and Management; and
- (viii) ensure effective communication with shareholders and relevant stakeholders.

The responsibilities of the Executive Directors/ Group Chief Executive Officer, amongst others, are as follows:

- (i) develop and implement corporate strategies for the Group;
- (ii) supervise heads of divisions/departments who are responsible for all functions contributing to the success of the Group;
- (iii) ensure the efficiency and effectiveness of the operation for the Group;
- (iv) assess business opportunities which are of potential benefit to the Group; and
- (v) bring material and other relevant matters to the attention of the Board in an accurate and timely manner.

The Non-Executive Directors provide the necessary balance of power and authority to the Board with a mix of industry-specific knowledge and broad business and commercial experience. They ensure that all proposals by the Management are fully deliberated and examined, after taking into account the interests of shareholders and stakeholders.

The Independent Non-Executive Directors are independent of the Management and free from any business relationship which could materially interfere with the exercise of their judgment. They play a crucial role in providing unbiased and independent views, advice and judgment to the Board to safeguard the interests of minority shareholders.

(4) Board Diversity

According to the Company's Board Diversity Policy, the Board recognises diversity as an important criterion to determine the optimum composition which can enhance decision making capability and quality of the Board's performance. Increasingly, diversity at the Board level is considered an essential element in supporting the attainment of the Company's strategic objectives and sustainable development as it leverages on the differences in perspective, knowledge, skill, industry experience, background, age, ethnicity, race and gender between the Directors.

The Board would consider appropriate targets in the achievement of the Board Diversity Policy including gender balance on the Board when recruiting new Directors of the Company and would take the necessary measures to meet these targets from time to time as appropriate or in line with the Group's strategic objectives. Presently, the Company has two (2) women Directors on its Board namely, Puan Sri Datin Thong Nyok Choo and Ms Chua Kim Lan. They represent 33.33% women participation on the Board, which is in line with the MCG recommendation of having at least 30% women directors and also complies with the MMLR mandating the presence of at least one (1) woman director on the Board. Their presence also testifies to the Board's commitment in supporting gender diversity in its composition for a more diverse perspective and better decision making.

The Board and Nomination and Remuneration Committee, in reviewing and assessing suitable candidates for the Board and performing annual assessment on each Director, will be guided by the above policy on diversification.

Corporate Governance

Overview Statement

A

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

(5) Tenure of Independent Director

Practice 5.3 of the MCCG states that the tenure of an independent director shall not exceed a cumulative term of 9 years. However, upon completion of the 9 years' tenure in office, the director may continue to serve on the Board subject to re-designation as a non-independent director or be retained as an independent director but subject to shareholders' approval on an annual basis. In line with the recommendation of the MCCG, the Company has adopted this best practice in its Board Charter. The Company will also apply the two-tier voting process when seeking shareholders' approval to retain the Independent Director who exceeds the 9 years' tenure in office.

As at the date of this Statement, none of the current Independent Directors have served more than 9 years on the Board.

The Company does not have a formal policy which limits the tenure of its Independent Directors to 9 years without further extension yet but has intention to adopt it in the near future.

(6) Code of Ethics and Conduct, Whistle Blowing Policy and Conflict of Interest Policy

The Board has established the Code of Ethics and Conduct ("CEC") to create a corporate culture within the Group which aims to operate its businesses in an ethical manner and to uphold the highest standards of professionalism and exemplary corporate conduct. The CEC which sets out the principles and standards of business ethics and conduct of the Group is applicable to all Directors and employees of the Group. Members of the Board have conducted themselves in an ethical manner while executing their duties and functions in compliance with the CEC.

The main principles of the CEC include the following:

- (i) avoid conflict of interest;
- (ii) exercise caution and due care to safeguard confidential information;
- (iii) avoid insider trading;
- (iv) ensure accuracy and reliability of records;
- (v) avoid discrimination or prejudice in the workplace;
- (vi) avoid acts of misconduct;
- (vii) protect assets and funds of the Group;
- (viii) avoid money laundering and fraudulent activities; and
- (ix) prohibit bribery and corruption.

The CEC is available on the Company's website at www.ttransform.com.my.

In accordance with the Conflict of Interest Policy adopted by the Group, the Directors, Management and employees should conduct themselves with integrity, impartiality, honesty and professionalism at all times to avoid any conflict arising between their roles with the Group and their personal interests.

In addition, the Company recognises that any genuine commitment to detecting and preventing actual or suspected unethical, unlawful, illegal, wrongful or other improper conduct must include a mechanism whereby employees can report their concerns freely without fear, reprisal or intimidation. Accordingly, the Company has adopted a Whistle Blowing Policy which has been disseminated to all Directors and employees of the Group. The Whistle Blowing Policy is available on the Company's website at www.ttransform.com.my.

Corporate Governance

Overview Statement

A

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

(7) Anti-Bribery and Corruption Policy

In line with the MMLR of Bursa Securities in relation to anti-corruption measures, an Anti-Bribery and Corruption Policy has been adopted by the Group which sets out the parameters and guidelines to prevent the occurrence of bribery and corrupt practices and to maintain integrity and work ethics in the conduct of the Group's business and operations. The Anti-Bribery and Corruption Policy provides guidance to all Directors and employees of the Group relating to acts of bribery and corruption.

During the financial year, an anti-bribery and anti-corruption related in-house training entitled "Corporate Liability under Section 17A of the Malaysian Anti-Corruption Commission Act 2009 ("MACC") was conducted by an external consultant for the Directors and all categories of employees to help them in identifying the acts of bribery and corruption and the prevention measures to adhere to.

The Anti-Bribery and Corruption Policy is available on the Company's website at www.ttransform.com.my.

(8) Sustainability risks and opportunities

The Board together with the Management is responsible for managing the sustainability matters of the Group and has established a Sustainability Committee ("SC") which oversees the formulation, implementation and effective management of its sustainability matters and also, ensures that they are in line with its business strategies. The SC is chaired by the Group Chief Executive Officer, Dato' Mohamad Razali Bin Mohamad Rahim and the members comprise of the Company's two Executive Directors and key senior management staff and operational managers. The Executive Directors and Group Chief Executive Officer will update the Board of the key economic, environmental, social and governance ("ESG") risks and opportunities.

In determining the Company's long term strategy and success, the Board ensures that the sustainability strategies, priorities and targets are communicated well to the internal and external stakeholders

which are monitored and implemented by the SC to promote and embed a culture of sustainability in its business activities. In order to communicate these sustainability agendas to the stakeholders, the description of the Company's sustainability path has been outlined in the annual Sustainability Statement which is part of the Company's Annual Report.

To ensure the Board is always kept abreast with sustainability issues and has sufficient understanding of the sustainability matters relevant to the Group and its businesses, the Directors are encouraged to attend sustainability related programmes including conferences, seminars and training. This is to enable the Board to have better understanding of the sustainability issues including climate-related risks and opportunities. Hence, a sustainability related seminar entitled "ESG Awareness" was conducted by an external sustainability consultant for the Directors during the financial year.

The Board recognises the importance of sustainability in all its business operations and has included a review of efforts taken to address sustainability matters as a vital criterion during the annual performance evaluation of its board members for the financial year ended 31 March 2025. The senior management's performances were evaluated by their superiors and the review of their performances included their contribution towards the Company's overall policies (including sustainability).

The Group Chief Executive Officer who is also the Chairman of the SC has been mandated by the Board as the designated person to promote and embed sustainability in the Group. In order to ensure the Group's sustainability focus areas remain relevant and new ones that could add value to the businesses and new stakeholders can be identified, continuous engagement with relevant internal and external stakeholders are conducted.

The Sustainability Statement on pages 20 to 60 provides comprehensive information on the Group's sustainability governance framework and efforts.

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

(9) Board Meetings and Supply of Information to the Board

Board meetings for the subsequent financial year are scheduled in advance before the end of the current financial year so as to enable the Directors to plan accordingly and fit the year's Board meetings into their respective schedules. The Board conducts at least 5 regular scheduled meetings annually, with additional meetings convened as and when necessary, to consider all matters relating to the overall control, business performance and strategy of the Company.

In fostering the commitment of the Board, the Directors shall devote sufficient time to carry out their responsibilities. The Directors are required to notify the Chairman before accepting any new directorship and to indicate the time expected to be spent on the new appointment. The Chairman shall also notify the Board if he has any new directorship or significant commitments outside the Company. All the Directors hold not more than 5 directorships in public listed companies.

During the financial year ended 31 March 2025, there were 5 Board meetings held and the attendance record of the Directors was satisfactory as evidenced in the table set out below:

No.	Directors	Number of meetings attended
1.	Dato' Abdul Hamid Bin Mustapha (Chairman)	5/5
2.	Puan Sri Datin Thong Nyok Choo (Appointed on 25 July 2024)	3/3
3.	Chua Kim Lan	5/5
4.	Chan Tet Eu	5/5
5.	Tai Keat Chai	5/5
6.	Ling Chee Min	5/5
7.	Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon (Demised on 11 June 2024)	1/1

All the Directors have complied with the minimum requirements on the attendance at Board meetings held during the financial year ended 31 March 2025 as stipulated in the MMLR of Bursa Securities. In the intervals between Board meetings, for any matters requiring Board's decisions, the Board's approvals are obtained through written resolutions. The resolutions passed by way of such written resolutions are then noted at the next Board meeting.

A full agenda of the meeting and all Board papers are distributed in a timely manner of 5 clear days prior to Board Meetings to ensure that the Directors have sufficient time to review and consider the agenda items to be discussed at the meeting and where necessary, to obtain further explanations in order to be fully briefed before the meeting. The Board papers include reports relevant to the issues of the meeting, covering the areas of strategic, financial, operational and regulatory compliance matters.

In discharging their duties, the Directors have access to all information within the Company and to the advice and services of senior management staff and Company Secretary. If necessary, the Directors may seek independent professional advice and information in furtherance of their duties at the Company's expense, so as to ensure the Directors are able to make independent and informed decisions. Any such request is presented to the Board for approval. Senior management staff, as well as external auditors, advisers and professionals appointed on corporate proposals, may also be invited to attend Board meetings to provide the Board with their views and explanations and to furnish clarification on issues that may be raised by the Directors.

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

(9) Board Meetings and Supply of Information to the Board (Cont'd)

The Directors are notified of any corporate announcements released to Bursa Securities. Minutes of each Board meeting are circulated to all Directors in a timely manner before the Board meeting for their perusal prior to confirmation of the minutes at the commencement of the Board meeting, and are subsequently signed by the Chairman as the correct record of proceedings of the meeting or signed by the Chairman of the meeting at which the proceedings were held.

(10) Company Secretary

The Company Secretary plays an important advisory role and is a source of information and advice to the Board and its Committees on issues relating to corporate governance matters, compliance with laws, rules, regulations, board policies and procedures affecting the Company and Group.

The Board is supported by a suitably qualified and competent Company Secretary who is a member of a professional body and registered with a Practising Certificate from the Companies Commission of Malaysia, and also of a senior position in the Company. The Company Secretary has attended trainings and seminars to constantly keep abreast of relevant statutory and regulatory requirements.

Every Board member has ready and unrestricted access to the advice and services of the Company Secretary who is capable of carrying out the duties and responsibilities, to which the post entails. The roles and responsibilities of the Company Secretary include the following:

- (i) advise the Board and Management on their roles and responsibilities;
- (ii) advise the Board and Management on governance issues and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectation;
- (iii) advise and continuously update the Board on corporate disclosures and compliance with listing requirements, company and securities legislations and related regulations;
- (iv) attend all Board, Board Committees and general meetings, and ensure the proper recording of minutes of the meetings;
- (v) ensure proper upkeep of statutory registers and records;
- (vi) assist the Chairman in the preparation for and conduct of meetings;
- (vii) assist the Chairman in determining the annual Board plan and the administration of other strategic issues;
- (viii) assist in the induction of new directors, and assist in directors' training and development; and
- (ix) serve as a focal point for stakeholders' communication and engagement on corporate governance issues.

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

(11) Nomination and Remuneration Committee

On 28 November 2024, the Nomination Committee and Remuneration Committee were merged and renamed as the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee currently comprises the following 3 Non-Executive Directors, all of whom are Independent Directors:

Members	Designation
Ling Chee Min (Chairman)	Independent Non-Executive Director
Dato' Abdul Hamid Bin Mustapha	Independent Non-Executive Director
Tai Keat Chai	Independent Non-Executive Director

During the financial year ended 31 March 2025, there were 2 Nomination Committee, 2 Remuneration Committee and 1 Nomination and Remuneration Committee meetings held and the attendance record of the members was satisfactory as evidenced in the table set out below:

Directors	Ling Chee Min (Chairman)	Dato' Abdul Hamid Bin Mustapha	Tai Keat Chai
Number of meetings attended	5/5	5/5	5/5



The terms of reference of the Nomination and Remuneration Committee is published on the Company's website at www.ttransform.com.my.

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

(11) Nomination and Remuneration Committee (Cont'd)

The Nomination and Remuneration Committee had carried out the following activities during the financial year ended 31 March 2025:

- (i) reviewed and recommended to the Board, the re-election of Directors of the Company who shall retire at the 99th Annual General Meeting of the Company;
- (ii) reviewed and recommended the appointment of Puan Sri Datin Thong Nyok Choo and Ms Candice Chan Siu Ching as Non-Independent Non-Executive Director and Alternate Director to Mr Chan Tet Eu based on the Directors' Fit and Proper Policy adopted by the Group;
- (iii) assessed the effectiveness of the Board as a whole, Board Committees and the contribution of each individual Director and the Group Chief Executive Officer and independence of the Independent Non-Executive Directors;
- (iv) assessed the Board size and composition to determine if the Board has the right size and sufficient diversity including the required mix of skills, experience and other qualities including core competencies which the Directors/Group Chief Executive Officer should bring to the Board and identified areas for improvement;
- (v) reviewed and recommended to the Board, the Directors' fees for the financial year ended 31 March 2024;
- (vi) reviewed and recommended to the Board, the payment of the Non-Executive Directors' remuneration (excluding Directors' fees) from 26 September 2024 until the next Annual General Meeting of the Company to be held in the year 2025;
- (vii) reviewed and recommended to the Board, the remuneration package for Puan Sri Datin Thong Nyok Choo;
- (viii) reviewed the remuneration framework for the Executive Directors and Group Chief Executive Officer; and
- (ix) reviewed and recommended to the Board, the Executive Directors' and Group Chief Executive Officer's remuneration package for the financial year 2026.

(12) Board and Board Committee Evaluation

The Nomination and Remuneration Committee will assist the Board in ensuring that the Board comprises Directors with the appropriate mix of skills, experience and knowledge to optimise performance and strategy, as well as to ensure a proper balance between the Executive Directors and Independent Non-Executive Directors. The Nomination and Remuneration Committee also reviews the evaluation process and evaluation forms for all Board members in respect of the annual evaluation of the effectiveness of the Board, Board Committees and the contribution of each Director.

The Board evaluation conducted comprised of Directors' Evaluation Form, Board Skills Matrix Form, Board & Board Committee Evaluation Form and Independent Directors' Self-Assessment Checklist. The assessment criteria for the individual Directors included contributions during interaction, roles and duties, knowledge and integrity, governance and risk management whilst the criteria for assessing the independence of an Independent Director included the relationship between the Independent Director and the Group, tenure of appointment and his involvement in any significant transaction with the Group while the Board Committees are evaluated based on assessment criteria which included the right size and composition, effective recommendation and timely reporting to the Board, expertise, competence, experience and communication skill.

The Board studied the results of the evaluation and was satisfied with the overall performance and effectiveness of the Board and Board Committees as well as the individual directors and Group Chief Executive Officer, the Board size and composition as well as the mix of skill sets, core competencies and the independence of its Independent Non-Executive Directors. The areas identified for improvement were the Board mix and composition especially on the gender and age diversity, as well as succession planning and to be on constant lookout for potential/suitable candidates to come onboard the Company.

The Board also agreed with the assessment of the Nomination and Remuneration Committee that the Independent Directors bring independent and objective judgment to the Board and this mitigates risks arising from conflict of interest or undue influence from interested parties. However, where there is a likely conflict of interest in any matter under deliberation, the Director is required to disclose his interest and abstain from participating or discussion on the matter. All assessments and evaluations carried out by the Nomination and Remuneration Committee in discharging its functions have been properly documented.

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

(13) Appointment to the Board

The Board is responsible for the appointment of new Directors (including the Group Chief Executive Officer) while the Nomination and Remuneration Committee is delegated with the role of screening and conducting initial selection before making recommendations to the Board of suitable candidates for appointment as Director/ Group Chief Executive Officer, after which the Company Secretary ensures that all appointments are properly made and all legal and regulatory compliance are met. TTB had established a Directors' Fit and Proper Policy in line with Paragraph 15.01A of the MMLR, to ensure that any individuals to be appointed as Directors and existing Board members of TTB to be re-elected are assessed in accordance with the fit and proper criteria set out therein such as possessing the quality and character as well as integrity, competency and commitment to be able to discharge their duties and responsibilities required of the position. The Directors' Fit and Proper Policy is available on the Company's website at www.ttransform.com.my.

In making these recommendations, the Nomination and Remuneration Committee considers, inter-alia, their skills, knowledge, expertise and experience, professionalism, integrity, commitment (including time commitment) and diversity including gender, ethnicity, age and race, where appropriate, which the Director/Group Chief Executive Officer should bring to the Board. In the case of candidates proposed for appointment as Independent Non-Executive Director, the Nomination and Remuneration Committee will evaluate their ability to discharge such responsibilities/functions as expected from an independent director. This is consistent with the Group's practice of being an equal opportunity employer where all appointments and employments are based strictly on merit and are not driven by any racial or gender bias.

During the financial year, the Nomination and Remuneration Committee had recommended the appointment of Puan Sri Datin Thong Nyok Choo as Non-Executive Non-Independent Director of the Company and Ms Candice Chan Siu Ching as Alternate Director to Mr Chan Tet Eu, to the Board after a satisfactory assessment of their profiles. The Nomination and Remuneration Committee had reviewed their profiles which include curriculum vitae and qualifications, and had also considered their background, knowledge, skills, experience, time commitment and competence prior to their appointments, guided by the Company's Directors' Fit and Proper Policy.

The Board through the Nomination and Remuneration Committee will also consider using independent sources other than relying on recommendation from the existing Board members, Management and/or Major Shareholders, in identifying suitable candidates for appointment of directors in the future such as directors' recruitment agencies when the need arises.

(14) Re-election of Directors

In accordance with the Constitution of the Company, all Directors who are newly appointed to the Board, are subject to re-election by shareholders subsequent to their appointment at the immediate following AGM. The Constitution also provides that at least 1/3 of the Directors shall retire from office and be eligible for re-election at every AGM. All Directors shall submit themselves for re-election at least once every 3 years.

The Nomination and Remuneration Committee also reviewed and assessed the performance of Directors who are seeking re-election through self and peer assessments before recommending them to the Board and shareholders for re-election. The Board and Nomination and Remuneration Committee were satisfied with their profiles and performance evaluation based on their full attendance at all Board and Board Committee meetings, active participation and positive contributions during deliberations at Board meetings, knowledge, competency, capability, integrity and understanding of their roles and responsibilities.

In determining the Directors to retire at the forthcoming 100th AGM, the Nomination and Remuneration Committee had recommended Dato' Abdul Hamid Bin Mustapha and Mr Ling Chee Min to retire by rotation under Clause 110 of the Constitution of the Company and, being eligible, they have both offered themselves for re-election.

The re-election of each Director is voted on separately. To assist shareholders in their decision, sufficient information, such as personal profile, meetings' attendance and the shareholding of the Director standing for re-election, are furnished in this Annual Report.

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

(15) Directors' Training and Continuing Education Programme

All the Directors and Alternate Director have attended the Mandatory Accreditation Programme Part I ("MAP I") prescribed by Bursa Securities. The Company is aware of the importance of continuous training for its Directors to enable them to effectively discharge their duties and sustain active participation in the Board deliberations and will continuously evaluate and determine the training needs of its Directors. Accordingly, the Company organises at least 1 in-house training every year for the Directors to ensure they are kept up-to-date on the relevant developments in the market place.

The Directors are also aware of their duty to continuously update their knowledge and enhance their skills through appropriate continuing education programmes. They are provided with the opportunity, and are encouraged, to attend training to keep themselves updated on relevant new legislation, financial reporting requirements, best practices and changing commercial and other risks.

During the financial year, all the Directors have attended the following training/seminar/forum organised by external professionals:

Directors	Training /Seminar/Forum
Dato' Abdul Hamid Bin Mustapha (Chairman)	<ul style="list-style-type: none"> In-house training on "ESG Awareness" In-house training on "Corporate Liability under Section 17A of the MACC Act"
Puan Sri Datin Thong Nyok Choo	<ul style="list-style-type: none"> In-house training on "ESG Awareness" In-house training on "Corporate Liability under Section 17A of the MACC Act"
Chua Kim Lan	<ul style="list-style-type: none"> In-house training on "ESG Awareness" In-house training on "Corporate Liability under Section 17A of the MACC Act"
Chan Tet Eu	<ul style="list-style-type: none"> In-house training on "ESG Awareness" In-house training on "Corporate Liability under Section 17A of the MACC Act"
Tai Keat Chai	<ul style="list-style-type: none"> In-house training on "ESG Awareness" In-house training on "Corporate Liability under Section 17A of the MACC Act" SSM National Conference 2024 on Enhancing Corporate Transparency. Building Resilience.
Ling Chee Min	<ul style="list-style-type: none"> In-house training on "ESG Awareness" In-house training on "Corporate Liability under Section 17A of the MACC Act" Case Study-Based MFRS Webinar: Compare and Contrast Asset Accounting PPE, IP, Inventories, Biological Assets and Financial Assets MIA Webinar Series: Malaysian Taxation: Advanced Course-A Practical Guide on Tax Principles and Practice (Module 4: Advanced Subjects(II)) 2025 Budget Seminar
Chan Siu Ching Candice (Alternate Director to Chan Tet Eu)	<ul style="list-style-type: none"> In-house training on "ESG Awareness" In-house training on "Corporate Liability under Section 17A of the MACC Act"

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

(15) Directors' Training and Continuing Education Programme (Cont'd)

As at the date of this statement, all the Directors and Alternate Director have attended training on the MAP Part II: Leading for Impact ("MAP II") except for our Chairman, Dato' Abdul Hamid Bin Mustapha who will be attending the MAP II training on 30 and 31 July 2025.

The Company Secretary has also circulated the relevant guidelines and/or changes to the statutory and regulatory requirements to update the Directors concerning their duties and responsibilities as well as general statutory compliances whenever changes arise. The external auditors have also briefed the Audit and Board members on the changes to the Malaysian Financial Reporting Standards that affect the Company's financial statements during the financial year in order to assist the Directors to keep abreast of such developments.

(16) Directors' Remuneration Policies and Procedures

The Company has in place a remuneration policy for Directors that fairly supports the Directors' responsibilities and fiduciary duties in steering the Group to achieve its long term objectives and enhance shareholders' value. The Board's objective in this respect is to offer a competitive remuneration package in order to attract, develop and retain directors of high calibre to provide the necessary skills and experience commensurate with the responsibilities of an effective Board. The Nomination and Remuneration Committee is primarily responsible for recommending the remuneration policy and reward framework for the Executive Directors and Group Chief Executive Officer which are aligned with the business strategy and long term objectives of the Company and also fairly guided by market norms and industry practices, to the Board for approval. The Nomination and Remuneration Committee also carries out annual review of the Executive Directors' and Group Chief Executive Officer's remuneration packages based on their individual performance and that of the Group, whereupon the recommendation will be submitted to the Board for approval. Such annual review shall ensure that the remuneration packages for the Executive Directors and Group Chief Executive Officer remain sufficiently attractive to retain them.

The remuneration packages for the Executive Directors and Group Chief Executive Officer should involve a balance between fixed and performance-linked elements. The relative weightage of fixed and variable remuneration for target performance varies with level of responsibility, complexity of the role and typical market practice. The executive remuneration should be set at a competitive level for similar roles within comparable markets to recruit and retain high quality senior executives. Individual pay levels should reflect the performance, skills and experience of the Directors and Group Chief Executive Officer as well as responsibility undertaken and is structured so as to link the short and long-term rewards to both corporate and individual performance.

The determination of the remuneration packages for the Non-Executive Directors is a matter for the Board as a whole following the relevant recommendation made by the Nomination and Remuneration Committee, with the Director concerned abstaining from deliberation and voting on his own remuneration. The remuneration of the Non-Executive Directors comprises of director's fee, fixed monthly allowance and meeting allowance which are determined by the Board. The remuneration of the Non-Executive Directors reflects the contribution, time commitment, level of responsibilities undertaken by the particular Non-Executive Director and trends for similar positions in the market.

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

(16) Directors' Remuneration Policies and Procedures (Cont'd)

Details of the remuneration received/receivable by each Director/Group Chief Executive Officer of the Company during the financial year ended 31 March 2025 are set out below:

	Directorate	Fees ⁽¹⁾ (RM)	Salaries (RM)	Allowance ⁽¹⁾ (RM)	Benefits-in-kind ⁽²⁾ (RM)	Defined Contribution ⁽³⁾ (RM)	Other emoluments ⁽¹⁾⁽⁴⁾ (RM)	Total (RM)
Chua Kim Lan	Executive Director	25,000	456,000	-	31,100	54,720	1,793	568,613
Chan Tet Eu	Executive Director	25,000	180,000	-	-	21,600	2,237	228,837
Dato' Abdul Hamid Bin Mustapha	Independent Non-Executive Director	25,000	-	123,500	-	-	1,000	149,500
Puan Sri Datin Thong Nyok Choo (Appointed on 25 July 2024)	Non-Independent Non-Executive Director	17,123	-	43,629	-	-	500	61,252
Tai Keat Chai	Independent Non-Executive Director	25,000	-	63,500	-	-	1,000	89,500
Ling Chee Min	Independent Non-Executive Director	25,000	-	63,500	-	-	1,000	89,500
Tan Sri Dato' Dr (Ir) Chan Ah Chye @ Chan Chong Yoon (Demised on 11 June 2024)	Non-Independent Non-Executive Director	4,932	-	12,167	-	-	-	17,098
Dato' Mohamad Razali Bin Mohamad Rahim	Group Chief Executive Officer	-	600,000	-	31,100	72,000	1,793	704,893
Total		147,055	1,236,000	306,296	62,200	148,320	9,323	1,909,193

Notes:

⁽¹⁾ Subject to shareholders' approval at the 100th Annual General Meeting.

⁽²⁾ Benefits-in-kind comprises of car allowance and leave passages.

⁽³⁾ Defined contribution comprises of employer EPF contribution.

⁽⁴⁾ Other emoluments comprise of ex-gratia, driver allowance, employer social security organisation (SOCSO) contribution and employer insurance system (EIS) contribution.

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

(17) Remuneration Policy For Employees

The Remuneration Policy for Employees shall enable the furtherance of the Group's vision and mission. Remuneration to the employees of the Group shall be used to align individual performance with the Group's short and long term goals. Employee remunerations shall be supported by a robust performance management system underpinned by the fundamentals of sound risk management, ethics and corporate responsibility. This policy will be reviewed periodically by the Nomination and Remuneration Committee and shall apply to all levels and segments of employees within the Group including the senior management.

Details of the remuneration of the top 5 senior management personnel of the Company (including the Group Chief Executive Officer) during the financial year ended 31 March 2025 (which includes salary, benefits-in-kind and other emoluments) are disclosed on an aggregate basis and in each successive band of RM50,000 as follows:

Range of Remuneration	Number of Top 5 senior management staff
RM50,001 to RM100,000	1
RM100,001 to RM150,000	2
RM150,001 to RM200,000	1
RM700,001 to RM750,000	1
TOTAL	5

Note: Successive bands of RM50,000.00 are not shown entirely as they are not represented.

The Company chose not to disclose the remuneration of the individual senior management personnel on named basis (except for the Group Chief Executive Officer) as the Company believes that this information will not add significantly to the understanding and evaluation of the Company's governance, and may also pose security risks. The transparency and accountability aspects of corporate governance applicable to the remuneration of these staff are deemed appropriately served by the above disclosures.

(18) Executive Committee

The Executive Committee comprises the Group Chief Executive Officer, Executive Directors and key senior management staff of the Group. The Executive Committee supports the Board in the operations of the Group and assists in the implementation of operational matters of the Group. The Executive Committee meets every month to review the performance of the Group's operating divisions/departments. During the financial year ended 31 March 2025, there were 10 meetings held and details of the members and their attendance are as follows:

Members	Designation	Number of meetings attended
Dato' Mohamad Razali Bin Mohamad Rahim (Chairman)	Group Chief Executive Officer	10/10
Chua Kim Lan	Executive Director	10/10
Chan Tet Eu	Executive Director	10/10
Tan Bak Hai	Senior Vice President I (Sales & Marketing)	10/10
Soo Kah Pik	Chief Financial Officer	10/10
Chan Siu Ching Candice (Appointed on 1 August 2024)	Alternate Director to Chan Tet Eu / Manager (Business Development)	7/7



The terms of reference of the Executive Committee are available on the Company's website at www.ttransform.com.my.

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PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

(1) Financial Reporting

The Board is responsible to ensure that the annual audited financial statements and quarterly announcements of financial results of TTB Group present a fair, balanced and meaningful assessment of the Group's financial position, performance and prospects. The Board ensures that the Group's financial statements are drawn up in accordance with the provisions of the Companies Act 2016 and the applicable approved accounting standards in Malaysia.

The Board is assisted by the Audit Committee to oversee the financial reporting processes and the quality of the financial reporting by TTB Group. The Audit Committee reviews and scrutinises the information of the Group's annual and quarterly financial statements in terms of the overall accuracy, adequacy and completeness of disclosure in ensuring the Group's financial statements comply with applicable financial reporting standards.

The Statement of Directors' Responsibility in respect of the preparation of the annual audited financial statements of TTB and its Group is set out on page 88 of this Annual Report.

(2) Audit Committee

The Audit Committee comprises 3 Non-Executive Directors, all of whom are Independent Directors, which complies with Paragraph 15.09(1)(b) of the MMLR of Bursa Securities whereby the Audit Committee shall only consist of Non-Executive Directors and majority of whom are Independent Non-Executive Directors. In line with Step-Up Practice 9.4 of the MCGG, the Audit Committee comprises solely of Independent Non-Executive Directors.

The Audit Committee supports the Board with matters relating to the Group's financial reporting, audit, risk management, internal controls and in assessing the suitability and independence of the Group's external auditors. All members of the Audit Committee are financially literate and are able to understand matters under the purview of the Audit Committee including financial reporting process to effectively discharge their duties. They have also

been briefed by the external auditors of the latest accounting and audit standards applicable to the Group to keep themselves abreast of the relevant accounting developments. The Board, through the Nomination and Remuneration Committee undertook an annual assessment and evaluation on the performance and effectiveness of the Audit Committee members via Audit Committee Evaluation Questionnaire and Audit Committee Members' Self and Peer Evaluation Form. The Nomination and Remuneration Committee and the Board were satisfied that for the financial year ended 31 March 2025, the Audit Committee and its members have carried out their functions, duties and responsibilities in accordance with the terms and reference of the Audit Committee.

For the financial year under review, the Audit Committee was chaired by Mr Tai Keat Chai while the other members were Dato' Abdul Hamid Bin Mustapha and Mr Ling Chee Min. The Chairmanship of the Board and Audit Committee are assumed by different Directors namely, Dato' Abdul Hamid Bin Mustapha as the Board Chairman and Mr Tai Keat Chai as the Audit Committee Chairman. The Company has therefore complied with Practice 9.1 of the MCGG whereby the Chairman of the Audit Committee is not the Chairman of the Board.

The composition, attendance of meetings and summary of the activities carried out by the Audit Committee during the financial year are disclosed in the Audit Committee Report on pages 85 to 87 of this Annual Report. The activities of the Audit Committee are governed by the terms of reference that are approved by the Board.

The Audit Committee meets no fewer than 5 times a year. During the financial year ended 31 March 2025, a total of 5 Audit Committee meetings were held.

The Audit Committee meeting is always held before the Board meeting. This is to ensure that all critical issues highlighted can be brought to the attention of the Board on a timely basis. The Chairman of the Audit Committee will report to the Board on the outcome of the Audit Committee meeting and for action by the Board where appropriate.

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B

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

(2) Audit Committee (Cont'd)

The Audit Committee meets with the Group's external auditors to review the scope and adequacy of the audit processes, the annual financial statements and their audit findings. In line with good corporate governance practices, the Audit Committee shall meet the external auditors at least twice a year in the absence of Executive Board members and Management, to provide them with an avenue to candidly express any concerns they may have, including those relating to their ability to perform their work without restraint or interference. The Audit Committee also meets with the external auditors whenever it deems necessary. During the financial year, the Audit Committee met with the external auditors 3 times.



The terms of reference of the Audit Committee are available on the Company's website at www.ttransform.com.my.

(3) External Auditors

Through the Audit Committee, the Board has a direct relationship with the external auditors. The external auditors were invited and have attended all the Audit Committee meetings of the Company during the financial year.

On an annual basis, the Audit Committee will review the suitability and independence of the existing external auditors which had been with the Company for 17 years based on the External Auditors Performance and Independence Checklist's criteria such as their calibre, quality of services, sufficiency of resources, communication and interaction, independence, objectivity, professional skepticism and audit fees. The Audit Committee will also review and approve the provision of non-audit services by the external auditors and noted that for the financial year ended 31 March 2025, the non-audit fees incurred by the Group and Company amounted to RM8,000.00 each respectively.

The Audit Committee had obtained written assurance from the external auditors confirming that they were, and had been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

The Audit Committee and the Board were satisfied with the performance, competence and independence of the external auditors and the Board has recommended the re-appointment of the external auditors to the shareholders at the forthcoming 100th AGM. The external auditors are invited to attend all annual general meetings of the Company so that they are available to answer shareholders' questions on matters with regard to the audit, its preparation and content of the audit report.

(4) Risk Management and Internal Control

The Board acknowledges that risk management is an integral part of the Group business operations. It is an ongoing process which involves different levels of management to identify, evaluate, monitor, manage and mitigate the risks that may affect the achievement of the Group's business and corporate objectives.

The Board has the overall responsibility for the Group's risk management and system of internal control and for reviewing its adequacy and integrity. There is an ongoing process for the Board to identify, evaluate and manage significant risks faced by the Group on a regular basis for the financial year under review. The system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve the business objectives of the Group. In pursuing these objectives, internal control can only provide reasonable but not absolute assurance against material misstatement or loss. The system of internal control incorporates, inter alia, risk management, financial, operational and compliance controls as well as the governance process.

Corporate Governance

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

(4) Risk Management and Internal Control (Cont'd)

The Company has established the Risk Management Committee ("RMC") which is tasked to develop and maintain an effective risk management system for the Group. It reviews matters such as responses to significant risks identified, changes to internal control system and output from monitoring processes. The RMC reports to the Audit Committee, which dedicates separate time for discussion on this subject. Significant issues related to risk management and internal controls are highlighted to the Board.

As at the date of this Statement, the RMC comprises the following members:

Members	Designation
Dato' Mohamad Razali Bin Mohamad Rahim (Chairman)	Group Chief Executive Officer
Chua Kim Lan	Executive Director
Chan Tet Eu	Executive Director
Tan Bak Hai	Senior Vice President I (Sales & Marketing)
Soo Kah Pik	Chief Financial Officer
Chan Siu Ching Candice (Appointed on 1 August 2024)	Alternate Director to Chan Tet Eu/ Manager (Business Development)

The Statement on Risk Management and Internal Control which provides an overview of the state of risk management, framework, internal controls and processes within the Group is set out on pages 83 to 84 of this Annual Report.

(5) Internal Audit Function

The Board has an overall responsibility for maintaining a sound system of risk management and internal control to safeguard the Group's assets and shareholders' investment. As the system of internal control is designed to mitigate rather than eliminate the likelihood of errors or fraud, the system can only provide reasonable assurance against material misstatement or loss.

The Company has established an in-house Internal Audit Department which performs regular reviews of business processes, appraisal on the effectiveness of governance, risk management, internal controls and processes and reports regularly to the Audit Committee. The internal audit focused on areas of priority according to their risk assessment and in accordance with the annual internal audit plans approved by the Audit Committee. The Internal Audit Department also reviews the nature of related party transactions within the Group to ascertain any conflict of interest situations that would raise questions of management integrity. The result of this review is tabled at the Audit Committee meeting and thereafter, is reported to the Board. Details of these related party transactions are disclosed in the Note 28 to the Financial Statements on pages 150 to 152 of this Annual Report.

The Head of Internal Audit reports independently to the Audit Committee. The Audit Committee reviews and approves the internal audit plan on an annual basis. The Head of Internal Audit provides reports on key findings and progress on areas audited to the Audit Committee.

During the financial year, the Internal Audit Department has issued internal audit reports to the Audit Committee and the Management with regards to audit findings on the weaknesses in the system and controls of the operations and recommendation of corrective measures to be implemented. Areas of improvement were also highlighted after instituted internal controls were appropriately and effectively implemented by the Management.

The activities of the internal auditors during the financial year are set out in the Audit Committee Report on pages 85 to 87 of this Annual Report.

Corporate Governance

Overview Statement



INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

(1) Effective Communications with Stakeholders

The Board is aware of the need to establish corporate disclosure policies and procedures to enable comprehensive, accurate and timely disclosures relating to the Company, to the regulators, shareholders and stakeholders. The Company has identified the personnel authorised and responsible to approve and disclose material information to shareholders and stakeholders to ensure compliance with the MMLR of Bursa Securities based on the resolutions passed by the Board. The Board has delegated the authority to the Executive Director, Ms Chua Kim Lan and Mr Chan Tet Eu to approve all announcements for release to Bursa Securities. Both Executive Directors works closely with the Board, Group Chief Executive Officer, senior management and the Company Secretary, who are privy to the information and must maintain strict confidentiality of the information.

The Board recognises the importance of transparency and accountability to its shareholders which are the key elements of good corporate governance and hence, the need to establish a direct line of communication with shareholders and investors through timely release of information on the Group and Company's financial performance and major developments via appropriate channels of communications. Dissemination of information includes the distribution of Annual Reports, Circulars, material information by way of announcements, issuance of quarterly financial results of the Group to Bursa Securities and the public as well as through press releases. Efforts have also been taken to enhance the contents of the Annual Report in line with the MCCG and MMLR. In addition, stakeholders who wish to reach the Group or Company can do so through the "Contact Us" page in our website. The Group believes that consistently maintaining a high level of disclosure and extensive communication with its shareholders is vital for the shareholders and investors to make informed investment decisions.

Apart from the mandatory announcements through Bursa Securities, the Company also maintains a website at www.ttransform.com.my which shareholders and investors can have access to information on the operations and business activities of the Group.

The Annual General Meeting ("AGM") is another principal forum for communication and dialogue with shareholders whereby they are given the opportunity to speak and seek clarification pertaining to the business activities of the Group and Company from the Board and Management. Besides the usual agenda for the AGM, the Board presents the progress and performance of the business and finances as well as provide some input on what the business and property market outlook would be like including the responses to questions raised by the Minority Shareholder Watch Group ("MSWG") in relation to the strategy and financial performance of the Group and corporate governance issues which were submitted by MSWG prior to the AGM.

Members of the Board, Chairmen of the Audit Committee, Nomination and Remuneration Committee, Executive Committee and Risk Management Committee as well as the external auditors of the Company are present to provide responses to questions from the shareholders during these meetings. Shareholders' suggestions received during the AGMs are reviewed and considered for implementation wherever relevant. A press conference is normally held after each AGM and/or general meeting of the Company to provide the media with an opportunity to receive an update from the Board on the proceedings of the meeting, the Group's business progress and development, and to address any queries or areas of interest.

Corporate Governance Overview Statement



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

(2) Conduct of General Meetings

General meetings are an important avenue through which the shareholders can exercise their rights. The Board would ensure suitability of venue and timing of meeting to encourage shareholders' participation in the meetings where they can engage directly with them to account for their stewardship of the Company.

The Company provides information to the shareholders with regards to, amongst others, details of the AGM, their entitlements to attend the AGM, the right to appoint a proxy and also, the qualifications of a proxy via its Annual Report which also contains the Notice of AGM. The Notice of AGM which sets out the business to be transacted at the AGM is also published in a major local newspaper. Items of the special business included in the Notice of AGM will be accompanied by an explanation of the proposed resolutions. The notices of meetings and the annual reports are to be sent out to shareholders at least 21 days before the date of the meetings in accordance with the Constitution of the Company. However, in line with the recommendation of the MCCG, the notice period for the Company's 100th AGM is more than 28 days to allow shareholders sufficient time to make the necessary arrangements to attend and participate in person or by proxy.

Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all resolutions set out in the notice of any general meetings shall be voted by poll. An independent scrutineer shall be appointed to undertake the polling process. Therefore, the Company shall be conducting poll voting for all the resolutions set out in the Notice of the 100th AGM.

During the financial year, the Notice of the 99th AGM was sent out to shareholders on 31 July 2024 which was more than 28 days prior to the meeting date on 25 September 2024. During the 99th AGM, the shareholders were briefed on the voting procedures and the results of the poll were verified by the independent scrutineer, Commercial Quest Sdn Bhd and announced by the Chairman. The results of all resolutions proposed at the 99th AGM were subsequently announced to Bursa Securities on the same day.

In line with the MCCG, the Minutes of the 99th AGM with the notation on the proceedings, issues and concerns raised by the shareholders, and the responses made by the Company were made available on the Company's website at www.ttransform.com.my within 30 business days after the conclusion of the 99th AGM, so as to provide useful information to shareholders and investors especially for the shareholders who were absent from the AGM.

KEY FOCUS AREAS AND FUTURE PRIORITIES

The Board strives to ensure that good corporate governance and practices are implemented and maintained throughout the Group.

Moving forward, the Board will continue to improve the Company's corporate governance practices by taking steps to address the current departures from the practices stipulated in the MCCG and instill a risk and governance awareness culture and mindset throughout the organisation in the best interests of all stakeholders.

This Statement is made in accordance with a resolution of the Board of Directors dated 22 July 2025.

Additional Compliance Information

1. UTILISATION OF PROCEEDS

During the financial year ended 31 March 2025, the Company undertook a private placement of up to 10% of the issued and paid-up share capital of the Company ("Private Placement") of which 429,000,000 new ordinary shares were issued at RM0.018 per placement share and raised RM7.722 million. The status of utilisation of the proceeds as at 31 March 2025 is set out below:

No.	Utilisation	Proposed Utilisation Submitted (RM'000)	Actual Utilisation (RM'000)	Balance Proceeds (RM'000)
1.	Term loan repayment	5,000	5,000	-
2.	Government authorities such as quit rent and assessment	300	300	-
3.	Staff salaries, overhead expenses employer's office administrative and utilities expenses	1,842	1,842	-
4.	Professional consultants' fees for planning and plans submission and approvals	300	141	159
5.	Corporate exercise expenses	280	280	-
TOTAL		7,722	7,563	159

2. AUDIT AND NON-AUDIT FEES OF TALAM TRANSFORM BERHAD GROUP

During the financial year, the amount of audit and non-audit fees paid to the external auditors of the Group and of the Company are as tabulated below:

	Group (RM'000)	Company (RM'000)
Audit fees	344	188
Non-audit fees	8	8

3. MATERIAL CONTRACTS

During the financial year, there were no material contracts entered into by the Company and its subsidiaries involving the interests of its Directors, Group Chief Executive Officer or Major Shareholders, either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

4. MATERIAL CONTRACTS RELATING TO LOANS

During the financial year, there were no material contracts relating to loans entered into by the Company and its subsidiaries involving the interests of its Directors, Group Chief Executive Officer or Major Shareholders, either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

Additional Compliance Information

5. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Details of the recurrent related party transactions made during the financial year ended 31 March 2025 pursuant to the shareholders' mandate obtained by the Company at the Annual General Meeting held on 25 September 2024 are as follows:

Nature of transactions undertaken by Talam Transform Berhad ("TTB") and/or its subsidiaries		Transacting Company	Amount Transacted (RM'000)	Interested Related Party
(A)	Procurement of construction contract from Wonderful Insights Sdn Bhd ("WISB")			
	L.C.B. Management Sdn Bhd	WISB	3,334	Puan Sri Datin Thong Nyok Choo ("PSDTNC") (Note 1) Chan Tet Eu ("CTE") (Note 1) Chan Siu Wei ("CSW") (Note 1) Chua Kim Lan ("CKL") (Note 2)
(B)	Project management fees received/receivable from WISB			
	L.C.B. Management Sdn Bhd	WISB	824	PSDTNC (Note 1) CTE (Note 1) CSW (Note 1) CKL (Note 2)

NOTE:

- PSDTNC is a Director and Major Shareholder of TTB. She became a Major Shareholder of WISB on 21 August 2024. Her son, CTE is a Director and Major Shareholder of TTB. Her daughter, CSW is a Major Shareholder of TTB. Both CTE and CSW have deemed interest in the direct and indirect interest of PSDTNC.
- CKL is a Director and Shareholder of TTB. Her spouse, Chin Chee Meng is a Substantial Shareholder of WISB.

Statement on Risk Management and Internal Control

The Board of Directors ("Board"), guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Public Listed Companies, is pleased to provide the following statement pursuant to Paragraph 15.26 (b) of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements ("Bursa Securities MMLR") which outlines the key elements of risk management and internal control system within the Group for the financial year ended 31 March 2025.

RESPONSIBILITY

The Board recognises its responsibility for the Group's system of internal control and for reviewing its adequacy and integrity. There is an on-going process for the Board to identify, evaluate and manage significant risks faced by the Group on a regular basis for the financial year under review. The system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve the business objectives of the Group. In pursuing these objectives, internal control can only provide reasonable but not absolute assurance against material misstatement or loss. The system of internal control incorporates, inter alia, risk management, financial, operational and compliance controls as well as the governance process.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board has established an organisational structure with clearly defined lines of accountability and delegated authority. It has extended the responsibilities of the Audit Committee to include the work of reviewing the adequacy and the integrity of the system of internal control, with the assistance of the internal audit function.

The Group has put in place a Risk Management Committee ("RMC"), which is chaired by the Group Chief Executive Officer, and includes participation from representatives from all the departments including the Internal Audit Department. Each department's risk management function is led by the respective head of department. The RMC is tasked to develop and maintain an effective risk management system for the Group. It reviews matters such as responses to significant risks identified, changes to the internal control system and output from monitoring processes. It reports to the Audit Committee, which dedicates separate time for discussion on this subject.

The risk management framework encompasses the Group's subsidiaries, jointly controlled entities and associated companies.

RISK MANAGEMENT PROCESS

The Group maintains a database of key risks specific to the Group together with their corresponding controls which are categorised, amongst others, as follows:



Strategic Risk - risks which affect the overall direction of the business.



Internal Business Risk - risks that have an impact on the delivery of the Group's products and services which include development activities.



External Risk - risks associated with market conditions.



Financial Risk - risks associated with loans exposure and interest rates.

The respective departments identify emerging risks on an ongoing basis. The risks are then consolidated into the database. The database which contains identified emerging risks and existing risks represents the Group risk profile.

Annually, all departments of the Group undertake to input their identified emerging risks and update their existing risks into the database. Such updates will also require the respective department heads to review existing controls and if needed, to propose additional controls to mitigate the identified risks.

Statement on Risk Management and Internal Control

RISK MANAGEMENT PROCESS (CONT'D)

The updated Group risk profile is then presented to the Executive Committee ("EXCO") for further assessment. The EXCO will review and re-assess the identified risks including the corresponding controls identified by the respective department heads. The EXCO may vary the risks assessment by the respective departments and may propose further controls to be put in place to further mitigate the identified risks. These processes are facilitated by the RMC.

Upon completion of the review by the EXCO, the RMC then prepares the risk management report summarising the Group's identified high risks and moderate risks together with existing controls and proposed controls which are then presented to the Audit Committee for review and deliberation for recommendation and endorsement by the Board.

INTERNAL CONTROL PROCESS

Key elements of the Group's system of internal control are as follows:-

- Regular review of business processes to assess the effectiveness of internal controls and reports are made regularly to the Audit Committee.
- Review of operational organisation structure with defined lines of responsibilities and delegation of authority. A process of hierarchical reporting has been established, which provides for a documented and auditable trail of accountability.
- Regular Management Committee and EXCO meetings are convened to discuss the Group's operations and performance. The meetings enable the regular monitoring of results against budget, with significant variances explained and appropriate action taken.
- Defined limits of authority for various transactions, including purchasing and payments.
- Standing Instructions and Standard Operating Procedures of all departments are regularly reviewed and updated to ensure effective management of the Group's operations.
- Monitoring of financial results by the Audit Committee and the Board every quarter through quarterly management reports presented that provide financial information as well as information of significant changes in accounting standards and reporting.
- Review of the risk database and its corresponding controls.

INTERNAL AUDIT FUNCTION

The Group's Internal Audit Department reports independently to the Audit Committee. The Audit Committee reviews and approves the internal audit plan, which is developed based on the finalised key risk

profile of the Group, on an annual basis. The Internal Audit Department provides reports on key findings and progress of areas audited to the Audit Committee on a regular basis.

All recommendations to improve internal controls were acted upon by the Management. Proposed corrective and preventive measures have been implemented by the Management to rectify the identified shortcomings.

REVIEW BY THE EXTERNAL AUDITORS

As required by paragraph 15.23 of Bursa Securities MMLR, the external auditors have conducted a limited assurance review on this Statement on Risk Management and Internal Control for inclusion in the Annual Report. Their limited assurance engagement was performed in accordance with ISAE3000 (Revised 2015), Assurance Engagement other than Audits or Review of Historical Financial Information and Audit and Assurance Practice Guide ("AAPG") 3 and Guidance for Auditors on the Review of Directors' Statement on Internal Control.

Based on their procedures performed, the external auditors have reported to the Board that nothing has come to their attention that causes them to believe that this statement is not prepared, in all material aspects, in accordance with the disclosure required by paragraphs 41 and 42 of the Statement of Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, or is factually inaccurate. AAPG3 does not require the external auditors to consider whether this statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk and control system.

CONCLUSION

The risk management processes and internal control system of the Group have been reviewed and found to be operating adequately and the Board has received such assurances from the Executive Directors and Group Chief Executive Officer together with the Chief Financial Officer.

The processes as outlined in this statement have been in place for the year under review and up to the date of approval of this statement.

The Board is of the opinion that there are no significant weaknesses in the system of internal control during the financial year. The Board and the Management will continue to take measures to strengthen the internal control environment to safeguard shareholders' investment and the Group's assets.

This Statement was approved by the Board of Directors of the Company on 22 July 2025.

Audit Committee Report

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee as at 31 March 2025 comprises the following members:

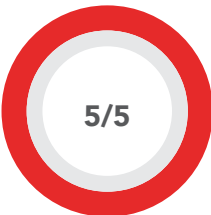
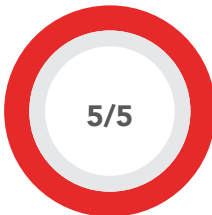
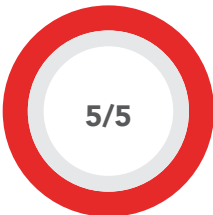
Members of the Audit Committee	Designation
1. Tai Keat Chai (Chairman)	Independent Non-Executive Director
2. Dato' Abdul Hamid Bin Mustapha	Independent Non-Executive Director
3. Ling Chee Min	Independent Non-Executive Director



The terms of reference of the Executive Committee are available on the Company's website at www.ttransform.com.my.

ATTENDANCE AT AUDIT COMMITTEE MEETINGS

During the financial year ended 31 March 2025, there were 5 Audit Committee meetings held and the number of meetings attended by each Audit Committee member are as follows:

Audit Committee Member	Tai Keat Chai (Chairman)	Dato' Abdul Hamid Bin Mustapha	Ling Chee Min
Number of meetings attended			

The Chief Financial Officer and the Head of Internal Audit would normally attend all Audit Committee meetings at the invitation of the Audit Committee.

SUMMARY OF AUDIT COMMITTEE ACTIVITIES

During the financial year ended 31 March 2025, the Audit Committee carried out its duties, amongst others, in accordance with its terms of reference, as follows:

- (i) Reviewed the quarterly financial results prior to recommending them for consideration and approval by the Board of Directors;
- (ii) Reviewed and discussed the audit planning memorandum with the external auditors before commencement of the annual audit;
- (iii) Reviewed and discussed with the external auditors on their findings during the course of their audit and the Management's response;
- (iv) Evaluated the performance of the external auditors and made recommendations to the Board on their reappointment and audit fee;
- (v) Reviewed the annual financial statements and recommended them for approval by the Board of Directors;
- (vi) Reviewed and deliberated the recurrent related party transactions;
- (vii) Reviewed and approved the internal audit plan;
- (viii) Reviewed and deliberated the internal audit reports;
- (ix) Reviewed the Risk Management Committee's reports and assessment;

Audit Committee Report

SUMMARY OF AUDIT COMMITTEE ACTIVITIES (CONT'D)

- (x) Conducted 3 private sessions with the external auditors without the presence of the Executive Directors and Management;
- (xi) Reviewed if there were any whistleblowing cases on a quarterly basis. During the financial year under review, there was no reported whistleblowing case;
- (xii) Reviewed if there are any declarations of conflicts of interest ("COI") or potential COIs involving the Directors and Senior Management of the Company, with the Company or its subsidiaries, along with the corresponding mitigation plans on annual basis. For the financial year under review, no COI or potential COI, including any interest in competing businesses with the Company or its subsidiaries were reported; and
- (xiii) Reviewed and deliberated on the results of the sustainability data verification performed by the Internal Auditors and reviewed the internal Assurance Statement for inclusion in the Sustainability Statement in the Annual Report 2024 and recommended it to the Board for approval.

The reviews and deliberations were conducted during the 5 meetings of the Audit Committee held during the financial year ended 31 March 2025.

TRAINING

During the financial year, all the Audit Committee members have attended the relevant training to assist them in discharging their duties effectively. They were also briefed by the external auditors of the latest accounting and audit standards applicable to the Group.

INTERNAL AUDIT FUNCTION

The Audit Committee is supported in its duties by an in-house internal audit function. The Committee is aware of the fact that the internal audit function is essential to assist in obtaining the assurance and services it requires, regarding the effectiveness of the system of internal control in the Group. Total staff cost incurred in respect of the internal audit function during the financial year ended 31 March 2025 was RM109,793.01.

A summary of the internal audit cost distribution is as follows:-

Cost category	% of total cost
Manpower	99.48
Training (in-house)	–
Overheads	0.52

During the financial year, the following main internal audit activities were carried out:

- (i) Conducted internal audit in accordance with the risk based/driven internal audit plan. 5 routine audits were carried out during the financial year. The Internal Audit Department reviewed the following areas:-
 - Procurement process and administrative documentation.
 - Human resources procedures and legal compliance.
 - Evaluation of the insurance policies.
 - Assessment of processes and controls related to planning, authorities' approval and land matters.
 - Disbursement transactions in the Finance Department.
 - Preparation of the Assurance Statement to confirm the Group's performance and commitments in Economic, Environmental, Social, and Governance (EESG) aspects.

Audit

Committee Report

INTERNAL AUDIT FUNCTION (CONT'D)

- (ii) Reviewed the internal control procedures as stipulated in the Group's Standing Instructions and Standard Operating Procedures. During the same period, Standing Instructions and Standard Operating Procedures of the departments were jointly reviewed and updated, and practical internal control procedures were incorporated;
- (iii) Reviewed the recurrent related party transactions of the Company and its Group; and
- (iv) Attended the Management Committee and Risk Management Committee meetings.

All internal audit reports, which were deliberated by the Audit Committee and recommended to the Board of Directors and/or the Management, were acted upon

Statement of Directors' Responsibility for Preparing the Financial Statements

The Directors are required by the Companies Act 2016 ("the Act") to prepare financial statements for each financial year in accordance with the provisions of the Act and applicable approved accounting standards to give a true and fair view of the state of affairs of the Group and the Company at the end of the financial year and of their results and cash flows for the financial year then ended. Where there are new accounting standards or policies that become effective during the year, the impact of these new treatments would be stated in the notes to the financial statements accordingly.

In preparing the financial statements for the financial year ended 31 March 2025, the Directors have:

- (1) adopted appropriate accounting policies which were consistently applied;
- (2) made judgments and estimates that are reasonable and prudent;
- (3) ensure that all applicable approved accounting standards have been followed; and
- (4) prepared the financial statements on a going concern basis.

The Directors are responsible for ensuring that the Company keeps accounting records, which discloses with reasonable accuracy the financial position of the Group and the Company and comply with the provisions of the Act. The Directors are also responsible for taking reasonable steps to safeguard the assets of the Group and Company and to prevent and detect material fraud and other irregularities.



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Directors' Report

The directors hereby submit their report together with the audited financial statements of Talam Transform Berhad ("the Company") and its subsidiaries ("the Group") for the financial year ended 31 March 2025.

PRINCIPAL ACTIVITIES

The principal activities of the Company during the financial year are that of the provision of management services, investment holding and property development. The principal activities of the subsidiaries of the Company include property development, property investment and management, provision of management services, construction, investment holding and money lending.

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

RESULTS

	GROUP RM'000	COMPANY RM'000
Loss for the financial year	<u>(12,792)</u>	<u>(16,630)</u>
Attributable to:		
Owners of the Company	(12,772)	(16,630)
Non-controlling interests	(20)	-
	<u>(12,792)</u>	<u>(16,630)</u>

DIVIDENDS

No dividend has been paid or declared by the Company since the end of the previous financial year.

The directors do not recommend the payment of any dividends in respect of the financial year ended 31 March 2025.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

Directors' Report

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were prepared, the directors had taken reasonable steps 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 had satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would render the amount written off for bad debts or the amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent.

CURRENT ASSETS

Before the financial statements of the Group and of the Company were prepared, the directors had taken reasonable steps to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company had been written down to an amount which they might be expected to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year which secures the liabilities of any other person; and
- (ii) any contingent liabilities in respect of the Group or of the Company which has arisen since the end of the financial year.

In the opinion of the directors, no contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable, within the twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

Directors' Report

ITEMS OF MATERIAL AND UNUSUAL NATURE

In the opinion of the directors,

- (i) the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

AUDITOR'S REMUNERATION

The auditors' remuneration of the Group and the Company during the financial year were RM344,000 and RM180,000 respectively.

The Company has agreed to indemnify the auditors of the Company as permitted under Section 289 of the Companies Act 2016 in Malaysia.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company issued 429,000,000 new ordinary shares pursuant to private placement exercise at a price of RM0.018 per ordinary share for working capital and partial repayment of borrowings.

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

There was no new issuance of debentures during the financial year.

TREASURY SHARES

Treasury shares relate to ordinary shares of the Company that were repurchased and held by the Company in accordance with the requirement of Section 127 of the Companies Act 2016 in Malaysia.

There was no repurchase of the Company's issued ordinary shares, nor any resale, cancellation or distribution of treasury shares during the financial year.

On 6 February 2025, the Company completed its share consolidation exercise which involved the consolidation every five (5) existing shares in the company held by shareholders into one (1) consolidated share of the Company.

As at 31 March 2025, the Company held as treasury shares a total of 527,160 of its 944,855,151 issued and paid-up ordinary shares. Such treasury shares are held at a carrying amount of RM492,848.

Directors' Report

OPTIONS GRANTED OVER UNISSUED SHARES

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

DIRECTORS

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

Chua Kim Lan*
Chan Tet Eu*
Dato' Abdul Hamid Bin Mustapha
Ling Chee Min
Tai Keat Chai
Puan Sri Datin Thong Nyok Choo
Chan Siu Ching Candice (Alternate Director to Mr Chan Tet Eu)

* Directors of the Company and certain subsidiaries.

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

Cheong Wai Loong
Li Wenshuo
Rudzas Binti Saim
Tan Bak Hai
Dato' Mohamad Razali Bin Mohamad Rahim
Chan Siu Ching Candice
Hairul Nizar Bin Tamaddun
Mohd Helmizam Bin Mohd Amin
Loy Boon Chen

(Appointed on 12 April 2024)

Directors' Report

DIRECTORS' INTERESTS

According to the Register of Directors' shareholdings required to be kept by the Company under Section 59 of the Companies Act 2016 in Malaysia, the interests of directors in office at the end of the financial year in shares in the Company and its related corporations during the financial year were as follows:

	At 01.04.2024	Number of ordinary shares Share Transmission ^[1]	Share Consolidation ^[2]	At 31.03.2025
Direct interests				
Puan Sri Datin Thong Nyok Choo	600,145	1,007,710,694	(806,648,672)	201,662,167
Chua Kim Lan	90,039	-	(72,032)	18,007
Indirect interests				
Puan Sri Datin Thong Nyok Choo	1,265,871,321	(1,007,710,694)	(206,528,503)	51,632,124 ^[3]
Chua Kim Lan	28,125	-	(22,500)	5,625 ^[4]
Chan Tet Eu	1,266,471,466	-	(1,013,177,175)	253,294,291 ^[5]

^[1] Transmission of 1,007,710,694 ordinary shares in Talam Transform Berhad to Puan Sri Datin Thong Nyok Choo as Beneficiary from the Estate of her late spouse, Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon pursuant to Grant of Probate dated 27 June 2024.

^[2] On 6 February 2025, the Company completed its share consolidation exercise which involved the consolidation every five (5) existing shares in the company held by shareholders into one (1) consolidated share of the Company.

^[3] Indirect interest held through her daughter, Chan Siu Wei and deemed interested by virtue of her interest in Pengurusan Projek Bersistem Sdn. Bhd., Sze Choon Holdings Sdn. Bhd., Jejak Progresif Sdn. Bhd. pursuant to Section 59(11)(c) and Section 8 of the Companies Act 2016 in Malaysia respectively.

^[4] Indirect interest held through her spouse, Chin Chee Meng pursuant to Section 59(11)(c) of the Companies Act 2016 in Malaysia.

^[5] Deemed interested through his mother Puan Sri Datin Thong Nyok Choo, his sister Chan Siu Wei and by virtue of his interest in Pengurusan Projek Bersistem Sdn. Bhd., Sze Choon Holdings Sdn. Bhd. and Jejak Progresif Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 in Malaysia.

By virtue of their interests in the ordinary shares of the Company and pursuant to Section 8 of the Companies Act 2016 in Malaysia, Puan Sri Datin Thong Nyok Choo and Mr Chan Tet Eu are deemed to have an interest in the ordinary shares of the subsidiaries to the extent that the Company has an interest.

Other than as disclosed above, none of the other directors in office at the end of the financial year had any interest in shares of the Company and its related corporations during the financial year.

Directors' Report

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments 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.

The Directors' benefits of the Group and of the Company are as follows:

	GROUP RM'000	COMPANY RM'000
Directors of the Company:		
Fees	147	147
Salaries	636	636
Defined contribution	78	78
Other emoluments	312	312
Benefits-in-kind	31	31
	<u>1,204</u>	<u>1,204</u>
Director of subsidiaries:		
Salaries	144	-
Defined contribution	17	-
Other emoluments	20	-
	<u>181</u>	<u>-</u>
Total	<u>1,385</u>	<u>1,204</u>

Neither during, nor at the end of the financial year, was the Company a party to any arrangement where the object is 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 TO DIRECTORS AND OFFICERS

During the financial year, no indemnity was given to or insurance effected for, any director or officer of the Company.

Directors' Report

SUBSIDIARIES

The details of the Company's subsidiaries are as follows:

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2025 %	2024 %	
Abra Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Biltradex Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Bukit Khazanah Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Cekap Tropikal Sdn. Bhd.	Malaysia	100	100	Property development
Envy Vista Sdn. Bhd.	Malaysia	100	100	Dormant
Era-Casa Sdn. Bhd.	Malaysia	100	100	Investment holding
Europolis Berhad	Malaysia	100	100	Investment holding and property development
G.L. Development Sdn. Bhd.	Malaysia	100	100	Property investment and development
Good Debut Sdn. Bhd.	Malaysia	100	100	Property development
Inti Johan Sdn. Bhd.	Malaysia	100	100	Property investment and management
Lambang Wira Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Management Services Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Overseas Ventures Sdn. Bhd.	Malaysia	100	100	Investment holding
L.C.B. Management Sdn. Bhd.	Malaysia	100	100	Provision of management services and construction
Maxisegar Realty Sdn. Bhd.	Malaysia	100	100	Dormant

Directors' Report

SUBSIDIARIES (CONTINUED)

The details of the Company's subsidiaries are as follows: (continued)

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2025 %	2024 %	
Million Tiara (M) Sdn. Bhd.	Malaysia	60	-	Property development
Mutual Prosperous Sdn. Bhd.	Malaysia	100	100	Investment holding and money lending
Pandan Lake Club Sdn. Bhd.	Malaysia	100	100	Dormant
Pintar Arif Sdn. Bhd.	Malaysia	99.49	99.49	Property development
Seaview Plantations Sdn. Bhd.	Malaysia	100	100	Property development, investment holding and agriculture
Saluran Evolusi Sdn. Bhd.	Malaysia	90	90	Property development and construction
Saujana Ukay Sdn. Bhd.	Malaysia	51	51	Dormant
Talam Leisure Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Talam Plantations Sdn. Bhd.	Malaysia	100	100	Investment holding
Terang Tanah Sdn. Bhd.	Malaysia	100	100	Investment holding
Untung Utama Sdn. Bhd.	Malaysia	100	100	Property development
Venue Venture Sdn. Bhd.	Malaysia	100	100	Investment holding, property investment and management
Winax Development Sdn. Bhd.	Malaysia	100	100	Investment holding
Winax Engineering Sdn. Bhd.	Malaysia	100	100	Investment holding
Zhinmun Sdn. Bhd.	Malaysia	100	100	Property development
Zillion Development Sdn. Bhd.	Malaysia	100	100	Property investment and development
Larut Talam International Management Services Limited	Hong Kong	99.88	99.88	Dormant

Directors' Report

SUBSIDIARIES (CONTINUED)

The details of the Company's subsidiaries are as follows: (continued)

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2025 %	2024 %	
Malim Enterprise (HK) Limited	Hong Kong	100	100	Dormant

Other than the following subsidiaries with modified opinions in their auditors' reports, the available auditors' reports on the accounts of the remaining subsidiaries did not contain any qualification.

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2025 %	2024 %	
Noble House Investments Limited	Hong Kong	100	100	Dormant
Parkgrove Limited	Hong Kong	100	100	Dormant

SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

(a) Share capital consolidation

On 6 February 2025, the Company has completed its share consolidation exercise which involved the consolidation of every five (5) existing shares in the company held by shareholders into one (1) consolidated share of the Company.

(b) Share capital reduction

On 9 July 2025, the Company has received the Notice of Confirming Reduction of Share Capital from Companies Commission of Malaysia, that all the requirements with respect to reduction of share capital of the Company, has been complied with and that the share capital of the Company is as stated in the order of the Court dated 9 May 2025. Pursuant thereto, the Share Capital Reduction has been completed and the effective date was 27 May 2025.

Directors' Report

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng PLT, have expressed their willingness to continue in office.

This report was approved and signed on behalf of the Board of Directors in accordance with a resolution of the directors:

CHUA KIM LAN
Director

CHAN TET EU
Director

Date: 31 July 2025

Consolidated Statements of Financial Position

As at 31 March 2025

		GROUP		COMPANY	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	5	25	73	-	43
Inventories	6	381,202	383,325	36,800	38,300
Investment properties	7	69,852	71,045	-	-
Investment in subsidiaries	8	-	-	475,732	489,398
Investment in associates	9	20,744	16,405	-	-
Amount owing by associates	9(b)	26,163	24,567	26,163	24,566
Trade receivables	10(a)	20,097	23,733	-	-
Total non-current assets		518,083	519,148	538,695	552,307
Current assets					
Inventories	6	58,925	73,107	2,721	4,172
Contract assets	11	3,405	4,464	-	-
Amount owing by subsidiaries	8(a)	-	-	4,370	48
Amount owing by associates	9(b)	2,629	2,549	-	-
Trade receivables	10(a)	9,408	6,968	117	-
Other receivables and deposits	10(b)	13,071	15,083	1,235	1,996
Prepaid expenses		2,142	65	45	45
Tax recoverable		208	215	21	7
Cash and bank balances	12	5,094	7,608	1,130	840
Total current assets		94,882	110,059	9,639	7,108
TOTAL ASSETS		612,965	629,207	548,334	559,415

Consolidated Statements of Financial Position

As at 31 March 2025

		GROUP		COMPANY	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	13	866,808	859,086	866,808	859,086
Treasury shares	14	(493)	(493)	(493)	(493)
Reserves	15	(637,146)	(624,374)	(618,176)	(601,546)
		229,169	234,219	248,139	257,047
Non-controlling interests		(2,592)	4	-	-
Total equity		226,577	234,223	248,139	257,047
Non-current liabilities					
Borrowings	16(a)	44,517	29,485	2,000	-
Other payables	19	247,450	8,777	243,542	1,708
Amount owing to subsidiaries	8(a)	-	-	-	5,456
Total non-current liabilities		291,967	38,262	245,542	7,164
Current liabilities					
Trade payables	17	39,481	41,100	25,257	26,030
Other payables and accruals	19	54,927	293,636	28,297	265,982
Contract liabilities	11	7	78	-	-
Provision for liabilities	18	-	611	-	-
Borrowings	16(b)	-	21,296	-	2,032
Amount owing to subsidiaries	8(a)	-	-	1,099	1,160
Current tax liabilities		6	1	-	-
Total current liabilities		94,421	356,722	54,653	295,204
Total liabilities		386,388	394,984	300,195	302,368
TOTAL EQUITY AND LIABILITIES		612,965	629,207	548,334	559,415

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

Statements of Comprehensive Income

For the Financial Year Ended 31 March 2025

		GROUP		COMPANY	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Revenue	20	43,700	61,585	2,467	550
Cost of sales	21	(32,849)	(43,940)	(2,127)	(329)
Gross profit		10,851	17,645	340	221
Other income		17,710	2,656	78,240	58
Administrative expenses		(17,193)	(25,932)	(6,372)	(4,430)
Other expenses		(5,107)	(5,150)	(160,499)	(16,182)
Net (impairment losses)/reversal on financial instruments and contract assets		(1,406)	182	85,653	(1,259)
Finance income	22	1,751	3,517	2,005	1,608
Finance costs	22	(23,667)	(20,177)	(16,003)	(14,748)
Share of results of associates		4,338	(680)	-	-
Loss before tax		(12,723)	(27,939)	(16,636)	(34,732)
Income tax (expense)/credit	23	(69)	(35)	6	(11)
Loss for the financial year	24	(12,792)	(27,974)	(16,630)	(34,743)
Other comprehensive income for the financial year		-	-	-	-
Total comprehensive loss for the financial year		(12,792)	(27,974)	(16,630)	(34,743)
Loss for the financial year attributable to:					
Owners of the Company		(12,772)	(27,892)	(16,630)	(34,743)
Non-controlling interests		(20)	(82)	-	-
		(12,792)	(27,974)	(16,630)	(34,743)
Total comprehensive loss for the financial year attributable to:					
Owners of the Company		(12,772)	(27,892)	(16,630)	(34,743)
Non-controlling interests		(20)	(82)	-	-
		(12,792)	(27,974)	(16,630)	(34,743)
Loss per share attributable to owners of the Company (sen):					
- Basic (sen)	25	(0.32)	(0.70)		

Note: The basic loss per share for FY2024 has been restated to reflect the retrospective adjustment arising from consolidation of shares which was completed on 6 February 2025.

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

Consolidated Statement of Changes in Equity

For the Financial Year Ended 31 March 2025

GROUP	← Attributable to owners of the Company →					Non-	Total Equity RM'000
	Share Capital RM'000	Capital Reserves RM'000	Treasury Shares RM'000	Accumulated Losses RM'000	Sub Total RM'000	Controlling Interests RM'000	
At 1 April 2023	859,086	800	(493)	(598,676)	260,717	1,830	262,547
Total comprehensive loss for the financial year	-	-	-	(27,892)	(27,892)	(82)	(27,974)
Transactions with owners							
Changes in ownership interest in a subsidiary	-	-	-	1,394	1,394	(1,744)	(350)
At 31 March 2024	859,086	800	(493)	(625,174)	234,219	4	234,223
Total comprehensive loss for the financial year	-	-	-	(12,772)	(12,772)	(20)	(12,792)
Transactions with owners							
Issue of private placement shares	7,722	-	-	-	7,722	-	7,722
Acquisition of a subsidiary	-	-	-	-	-	(2,576)	(2,576)
At 31 March 2025	866,808	800	(493)	(637,946)	229,169	(2,592)	226,577

Statements of Changes in Equity

For the Financial Year Ended 31 March 2025

COMPANY	Share Capital RM'000	Treasury Shares RM'000	Accumulated Losses RM'000	Total Equity RM'000
At 1 April 2023	859,086	(493)	(566,803)	291,790
Total comprehensive loss for the financial year	-	-	(34,743)	(34,743)
At 31 March 2024	859,086	(493)	(601,546)	257,047
Total comprehensive loss for the financial year	-	-	(16,630)	(16,630)
Transaction with owners				
Issue of private placement shares	7,722	-	-	7,722
At 31 March 2025	866,808	(493)	(618,176)	248,139

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

Statements of Cash Flows

For the Financial Year Ended 31 March 2025

		GROUP		COMPANY	
		2025	2024	2025	2024
	Note	RM'000	RM'000	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before tax		(12,723)	(27,939)	(16,636)	(34,732)
Adjustments for:					
Interest expenses	22	21,954	20,177	15,594	14,748
Interest income	22	(1,751)	(1,726)	(2,005)	(1,608)
Written off					
- investment in subsidiaries	24	-	-	-	17
- amount owing by subsidiaries	24	-	-	11,117	5,264
- receivables - trade	24	8	-	-	-
- land held for property development	24	205	-	-	-
Depreciation:					
- property, plant and equipment	5	58	236	43	167
- investment properties	7	979	980	-	-
Gain on disposal of investment property	24	(3)	(960)	-	-
Impairment loss on:					
- investment in subsidiaries	8	-	-	148,447	6,026
- property, plant and equipment	24	-	114	-	-
- amount owing by subsidiaries	8	-	-	-	4,504
- receivables - non trade	10	1,253	24	1,195	4
- contract assets	24	133	-	-	-
Inventories written down	24	1,619	5,680	935	4,874
(Gain)/Loss on financial assets at amortised cost	22	1,713	(1,539)	-	-
Loss on financial liabilities at amortised cost	22	-	-	409	-
Reversal of impairment losses on:					
- investment in subsidiaries	8	-	-	(61,599)	-
- receivables - trade	10	-	(1)	-	-
- receivables - non trade	10	(3,607)	(205)	(3,607)	(200)
- amount owing by subsidiaries	8	-	-	(86,849)	(3,050)
- inventories	24	(111)	(454)	(111)	-
Loss on acquisition of subsidiary	8(a)	3,863	-	-	-
Sub total carried forward		13,590	(5,613)	6,933	(3,986)

Statements of Cash Flows

For the Financial Year Ended 31 March 2025

		GROUP		COMPANY	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)					
Sub total brought forward		13,590	(5,613)	6,933	(3,986)
Reversal of provisions	18	(611)	-	-	-
Waiver of debt	24	(1,132)	-	(270)	-
Share of results of associates	9	(4,338)	680	-	-
Operating profit/(loss) before working capital changes		7,509	(4,933)	6,663	(3,986)
<i>Changes in working capital</i>					
Contract assets		855	(4,299)	-	-
Subsidiaries balances		-	-	(7,289)	(15,511)
Associates balances		(1,677)	(1,603)	(1,597)	(1,603)
Inventories		14,592	9,888	2,127	309
Receivables		1,764	13,132	2,646	692
Payables		(6,962)	(13,333)	3,646	33,941
Cash generated/(used in) from operations		16,081	(1,148)	6,196	13,842
Interest received	22	1,751	1,726	2,005	1,608
Income taxes paid		(81)	(54)	(14)	(18)
Income taxes refund		24	-	7	-
Interest paid	22	(21,954)	(20,177)	(15,594)	(14,748)
Net cash (used in)/ generated from operating activities		(4,179)	(19,653)	(7,400)	684

Statements of Cash Flows

For the Financial Year Ended 31 March 2025

		GROUP		COMPANY	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisition of a subsidiary, net of cash acquired	8	-*	(350)	-	-
Proceeds from disposal of investment property		217	1,300	-	-
Purchase of property, plant and equipment		(10)	(7)	-	-
Change in deposits with licensed banks	12	(6)	193	-	-
Net cash generated from/ (used in) investing activities		201	1,136	-	-
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issuance of private placement shares	13	7,722	-	7,722	-
Repayment of borrowings	(a)	(6,264)	(1,868)	(32)	(132)
Drawdown of:					
- term loan	(a)	-	21,000	-	-
- other investment		-	70	-	26
Net cash generated from/ (used in) financing activities		1,458	19,202	7,690	(106)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS					
		(2,520)	685	290	578
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR					
		6,846	6,161	840	262
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR					
	12	4,326	6,846	1,130	840

* Represent amount less than RM1,000

Statements of Cash Flows

For the Financial Year Ended 31 March 2025

(a) Reconciliation of liabilities arising from financing activities:

GROUP	1 April 2023 RM'000	Cash flows RM'000	31 March 2024 RM'000	Cash flows RM'000	31 March 2025 RM'000
Borrowings (Note 16)					
Term loans	31,485	19,264	50,749	(6,232)	44,517
Lease liabilities	164	(132)	32	(32)	-
	<u>31,649</u>	<u>19,132</u>	<u>50,781</u>	<u>(6,264)</u>	<u>44,517</u>
COMPANY					
Borrowings (Note 16)					
Term loans	2,000	-	2,000	-	2,000
Lease liabilities	164	(132)	32	(32)	-
	<u>2,164</u>	<u>(132)</u>	<u>2,032</u>	<u>(32)</u>	<u>2,000</u>

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

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

1. CORPORATE INFORMATION

Talam Transform Berhad ("the Company") is a public limited liability company, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur. The principal place of business of the Company is located at Lot 12-02, Level 12, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur.

The principal activities of the Company during the financial year were those of the provision of management services, investment holding and property development. The principal activities of the subsidiaries of the Company are stated in Note 27 to the financial statements.

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

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 31 July 2025.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

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

2.2 Adoption of amendments to MFRSs

The Group and the Company have adopted the following applicable amendments to MFRSs for the current financial year:

MFRS 7	Financial Instruments: Disclosures
MFRS 16	Leases
MFRS 101	Presentation of Financial Statements
MFRS 107	Statement of Cash Flows

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

2. BASIS OF PREPARATION (CONTINUED)

2.2 Adoption of amendments to MFRSs (continued)

The adoption of the above amendments to MFRSs did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group's and the Company's existing accounting policies, except as discussed below:

Amendments to MFRS 101 Presentation of Financial Statements

The amendments include specifying that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period; clarifying that classification of a liability is unaffected by the likelihood of the entity to exercise its right to defer settlement of the liability for at least twelve months after the reporting period; clarifying how lending conditions affect classification of a liability; and clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

The latest amendments to MFRS 101 clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. As such, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to the financial statements.

Amendments to MFRS 107 Statement of Cash Flows and MFRS 7 Financial Instruments: Disclosures

Amendments to MFRS 107 and MFRS 7 respond to investors' concerns that some supplier finance arrangements – also referred to as supply chain finance, trade payables finance or reverse factoring arrangements – used by entities are not sufficiently visible, hindering investors' analysis.

The disclosure requirements require entities to disclose information that would enable users of financial statements to assess how supplier finance arrangements affect an entity's operations; including the effects supplier finance arrangements have on an entity's liability, cash flows and exposures to liquidity risk. The new disclosure requirements would also inform users of financial statements on how an entity might be affected if the arrangements were no longer available to it.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective

- (a) The Group and the Company have not adopted the following new MFRS and amendments to MFRSs that have been issued, but yet to be effective:

		Effective for financial periods beginning on or after
<u>New MFRS</u>		
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
<u>Amendments to MFRSs</u>		
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2026
MFRS 7	Financial Instruments: Disclosures	1 January 2026
MFRS 9	Financial Instruments	1 January 2026
MFRS 10	Consolidated Financial Statements	1 January 2026/ Deferred
MFRS 107	Statements of Cash Flows	1 January 2026
MFRS 121	The Effects of Changes in Foreign Exchange Rates	1 January 2025
MFRS 128	Investments in Associates and Joint Ventures	Deferred

- (b) The Group and the Company plan to adopt the above applicable amendments to MFRSs when they become effective. A brief discussion on the above significant amendments to MFRSs that may be applicable to the Group and the Company are summarised below.

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 replaces MFRS 101 *Presentation of Financial Statements*. It retains many requirements from MFRS 101 without modification.

MFRS 18 introduces two subtotals which are to be presented in the statement of profit or loss – including “operating profit”, which has been specifically defined. Income and expenses shall be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

MFRS 18 requires disclosure of explanations of the entity’s company-specific measures that are related to the statement of profit or loss, referred to as management-defined performance measures (“MPMs”). The entity is required to reconcile MPMs to a total or subtotal required by MFRS 18 or another MFRS Accounting Standards. MFRS 18 also requires other disclosures, including how each MPM is calculated, what the MPM communication about the entity’s financial performance, and any changes made to the MPMs in the year.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRS and amendments to MFRSs that have been issued, but yet to be effective (continued)

- (b) The Group and the Company plan to adopt the above applicable amendments to MFRSs when they become effective. A brief discussion on the above significant amendments to MFRSs that may be applicable to the Group and the Company are summarised below. (continued)

MFRS 18 Presentation and Disclosure in Financial Statements (continued)

MFRS 18 adds new principles for aggregation and disaggregation of information. It requires the entity to classify the expenses in the “operating” category in the profit or loss by nature or function, or both. The entity that classifies operating expenses by functions are required to disclose in the notes to the financial statements, the amount of depreciation, amortisation, employee benefits, impairment losses and write-downs of inventories included in each line in the operating category. Subject to materiality, MFRS 18 requires items presented or disclosed as “other” to be labelled and/or described in as faithfully representative and precise a way as possible.

Amendments to MFRS 121 The Effects of Changes in Foreign Exchange Rates

Amendments to MFRS 121 respond to stakeholder feedback and concerns about diversity in practice in accounting for a lack of exchangeability between currencies.

Applying the Amendments, entities will be applying a consistent approach in determining if a currency can be exchanged into another currency. These amendments provide guidance on the spot exchange rate to use when a currency is not exchangeable into another currency and the disclosures entities need to provide to enable users of financial statements to understand the impact on the entities’ financial performance, financial position and cash flows as a result of a currency being not exchangeable into another currency.

Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures

These narrow scope amendments to MFRS 9 clarify the requirements, including:

- clarify the classification of financial assets, particularly those with environmental, social and corporate governance and similar features. The Amendments clarify how the contractual cash flows on such financial assets should be assessed, specifically the assessment of interest focuses on what an entity is being compensated for, rather than how much compensation it receives. Nonetheless, the amount of compensation the entity receives may indicate that it is being compensated for something other than basic lending risks and costs.
- clarify the date on which a financial asset or a financial liability settled via electronic payment systems is derecognised. The Amendments permit an entity to derecognise a financial liability before it delivers cash on the settlement date if specified criteria are met.

Amendments to MFRS 7 introduces new disclosure requirements relating to:

- investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features that do not relate directly to basic lending risks and costs.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

2. BASIS OF PREPARATION (CONTINUED)

2.4 Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency at the primary economic environment in which they operate ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency and has been rounded to the nearest thousand, unless otherwise stated.

2.5 Basis of measurement

The financial statements of the Group and of the Company have been prepared on the historical cost basis, except as otherwise disclosed.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Unless otherwise stated, the following material accounting policy information have been applied consistently to all the financial years presented in the financial statements of the Group and the Company.

3.1 Basis of consolidation

(a) Subsidiaries and business combination

The Group applies the acquisition method to account for business combinations from the acquisition date. When the acquired set of activities meets the definition of a business and control is transferred to the Group.

(b) Non-controlling interests

At acquisition date, components method to account for business combinations from the acquisition-date fair values.

(c) Associates

Investment in associates is accounted for in the consolidated financial statements of the Group using the equity method.

3.2 Separate financial statements

In the Company's statement of financial position, investments in subsidiaries and associates are measured at cost less any accumulated impairment losses.

Contribution to subsidiaries are amounts for which the settlement is neither planned nor likely to occur in the foreseeable future and are considered as part of the Company's investment in the subsidiaries.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.3 Financial instruments

Financial assets – subsequent measurement and gains and losses

Financial assets at fair value through profit or loss

The Group and the Company subsequently measure these assets at fair value. Net gains and losses, including any interest and dividend income, are recognised in profit or loss.

Debt instruments at amortised cost

The Group and the Company subsequently measure these assets at amortised cost under the effective interest method. The gross carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities – subsequent measurement and gains and losses

The Group and the Company classify the financial liabilities at amortised cost.

The Group and the Company subsequently measure other financial liabilities at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.4 Property, plant and equipment

Property, plant and equipment other than right-of-use assets are measured at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

All other property, plant and equipment (other than right-of-use assets as disclosed in Note 3.5) are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Useful lives (years)
Renovation	10 years
Plant, machinery and equipment	5 - 10 years
Motor vehicles	5 years

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.5 Leases

(a) Lessee accounting

The Group and the Company present right-of-use assets that do not meet the definition of property, plant and equipment and investment property in Note 5 and Note 7, and lease liabilities as loans and borrowings in Note 16.

Short-term leases and leases of low value assets

The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. Accordingly, the Group and the Company recognise the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use assets

The right-of-use assets are measured at cost less accumulated depreciation and any accumulated impairment losses, and adjust for any remeasurement of the lease liabilities. The right-of-use assets are depreciated using straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the incremental borrowing rate.

The Group and the Company have elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

(b) Lessor accounting

The Group and the Company recognise lease payments received from investment properties under operating leases as income on a straight-line basis over the lease term as part of revenue. Rental income from sublease properties which recognise as other income.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.6 Investment properties

Investment properties on freehold land are stated at cost less accumulated impairment losses, if any, and are not depreciated as it has an indefinite life. Other investment properties are stated at cost less accumulated depreciation and impairment losses, if any.

Other investment properties are depreciated on a straight-line basis to write off the cost of the assets to their residual values over their estimated useful life at an annual rate of 1% to 2.5%.

3.7 Inventories

Inventories are measured at the lower of cost and net realisable value, cost being determined based on specific identification.

Property under development and completed properties

The cost of property under development recognised in profit or loss is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative sale value of the property sold.

The cost of unsold completed properties is determined on a specific identification basis.

3.8 Revenue and other income

Financing components

The Group and the Company have applied the practical expedient for not to adjust the promised amount of consideration for the effects of a significant financing components as the Group and the Company expect that the period between the transfer of the promised goods or services to the customer and payment by the customer will be one year or less.

(a) Property development

The Group and the Company develops and sells residential and commercial properties, including development lands. Contracts with customers may include multiple distinct promises to customers and therefore accounted for as separate performance obligations. If the contract with customer contains more than one performance obligation, where the stand-alone selling prices are not directly observable, they are estimated based on expected cost plus margin approach.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.8 Revenue and other income (continued)

(a) Property development (continued)

Revenue from residential and commercial properties are recognised as and when the control of the asset is transferred to the customer. Based on the terms of the contract and the laws that apply to the contract, control of the asset is transferred over time as the Group's and the Company's performance do not create an asset with an alternative use to the Group and the Company have an enforceable right to payment for performances completed to date. Revenue is recognised over the year of the contract by reference to the progress towards complete satisfaction of that performance obligation. The progress towards complete satisfaction of a performance obligation is determined by the proportion of property development costs incurred for work performed to date bear to the estimated total property development costs (an input method).

The consideration is due based on the scheduled payments in the contract, therefore, no element of financing is deemed present. When a particular milestone is reached in excess of the scheduled payments, a contract asset will be recognised for the excess of revenue recognised to date under the input method over the progress billings to-date and include deposits or advances received from customers. When the progress billings to-date and include deposits or advances received from customers exceeds revenue recognised to date then the Group and the Company recognise a contract liability for the difference.

Consistent with market practice, the Group collects deposit from customers for sale of properties. A contract liability is recognised for the customer deposits as the Group and the Company have obligations to transfer the goods or services to the customer in respect of deposits received. Customer deposits would be recognised as revenue upon transfer of goods or services to the customer.

(b) Sales of inventories

Revenue is recognised at a point in time when control of the inventories has been transferred.

(c) Management fee

Management fee is recognised on an accrual basis, net of service taxes.

(d) Construction contracts

Under the terms of the contracts, control of the assets is transferred over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. The progress towards complete satisfaction of a performance obligation is determined by the proportion of construction costs incurred for work performed to date that bears to the estimated total construction costs (an input method).

The Group recognises a contract asset for any excess of revenue recognised to date over the billings-to-date. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point when invoice is issued or timing for billing is due to passage of time. If the milestone billing exceeds the revenue recognised to date and any deposit or advances received from customers, then the Group will recognise a contract liability on the difference.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.8 Revenue and other income (continued)

(e) Sale of goods

Revenue from sales of goods are recognised at a point in time when control of the products has been transferred, being when the customer accepts the delivery of the goods.

Sales are made with a credit term of 30 to 60 days, therefore, no element of financing is deemed present. A receivable is recognised when the customer accepts the delivery of the goods as the consideration is unconditional other than the passage of time before the payment is due.

Where consideration is collected from customer in advance for sale of good, a contract liability is recognised for the customer deposits. Contract liability would be recognised as revenue upon sale of goods to the customer.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. It also requires directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity that have the most significant effect on the Group's and the Company's financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's and the Company's financial statements within the next financial year are disclosed as follows:

(a) Funding requirements and ability to meet short term obligations

The Group applies judgement in determining the funding requirements and its ability to meet short term obligations. The Group considers the facts and circumstances and make assumptions about the future, including the cash flows to be generated from the operations of the Group and the available financing facilities.

The details of funding requirements and ability to meet short term obligations are disclosed in Note 30(b)(ii) to the financial statements.

(b) Impairment of financial assets (Note 9(b) and 10)

The impairment of financial assets are based on assumptions about risk of default and expected loss rate. The Group and the Company use judgement in making these assumptions and selecting inputs to the impairment calculation as forward-looking estimates at the end of each reporting year.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

(b) Impairment of financial assets (Note 9(b) and 10) (continued)

The assessment of the correlation between historical observed default rates, forward-looking estimates and expected credit losses is a significant estimate. The amount of expected credit losses is sensitive to changes in circumstances and of forecast economic conditions over the expected lives of the financial assets and contract assets. The Group's and the Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

(c) Inventories (Note 6)

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

Significant judgement is required in arriving at the net realisable value, particularly the estimated selling price of inventories in the ordinary course of the business. The Group and the Company have considered all available information, including but not limited to expected sales prices, property market conditions, locations of property inventories and target buyers.

Inventories are reviewed on a regular basis and the Group has made allowances for excess or obsolete inventories based on the factor above.

(d) Construction revenue (Note 20)

The Group recognised construction revenue in profit or loss by measuring the progress towards complete satisfaction of its performance obligations. The progress towards complete satisfaction of performance obligations is determined by the proportion of construction costs incurred for work performed to-date that bears to the estimated total construction costs.

Significant judgement is required in determining the progress towards complete satisfaction of performance obligations, the extent of the construction costs incurred and the estimated total construction revenue, expenses and profitability of the construction projects, as well as the recoverability of billings. In making the judgement, the Group evaluates based on past experiences and by relying on the work of specialists.

(e) Impairment of investments in subsidiaries (Note 8)

The Company assesses whether there is any indication that the cost of investment in subsidiaries is impaired at the end of each reporting date. Impairment is measured by comparing the carrying amount of an asset with its recoverable amount. Recoverable amount is measured at the higher of the fair value less cost to sell for that asset and its value-in-use. The value-in-use involves exercise of judgement on the discount rate applied and the assumptions supporting the underlying cash flow projection which includes future sales, gross profit margin and operating expenses.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

5. PROPERTY, PLANT AND EQUIPMENT

GROUP	Renovation RM'000	Plant, Machinery and Equipment RM'000	Motor Vehicles RM'000	Right-of- use Assets RM'000	Total RM'000
Cost					
At 1 April 2023	805	1,584	1,034	839	4,262
Additions	-	7	-	-	7
Disposals	-	(328)	-	-	(328)
At 31 March 2024	805	1,263	1,034	839	3,941
Additions	-	10	-	-	10
At 31 March 2025	805	1,273	1,034	839	3,951
Less: Accumulated Depreciation					
At 1 April 2023	790	1,417	1,009	630	3,846
Charge for the financial year	4	41	23	168	236
Disposals	-	(328)	-	-	(328)
At 31 March 2024	794	1,130	1,032	798	3,754
Charge for the financial year	4	11	2	41	58
At 31 March 2025	798	1,141	1,034	839	3,812
Less: Impairment loss					
At 31 March 2024/31 March 2025	-	114	-	-	114
Carrying Amount					
At 31 March 2024	11	19	2	41	73
At 31 March 2025	7	18	-	-	25

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

COMPANY	Renovation RM'000	Right-of-use Asset RM'000	Total RM'000
Cost			
At 31 March 2024/31 March 2025	665	839	1,504
Accumulated Depreciation			
At 1 April 2023	665	629	1,294
Depreciation charged during the year	-	167	167
At 31 March 2024	665	796	1,461
Depreciation charged during the year	-	43	43
At 31 March 2025	665	839	1,504
Carrying Amount			
At 31 March 2024	-	43	43
At 31 March 2025	-	-	-

Right-of-use assets

The Group and the Company lease motor vehicles with lease term of 5 years under lease arrangements as disclosed in Note 16(ii).

6. INVENTORIES

	GROUP	
	2025 RM'000	2024 RM'000
Non-current		
At lower of cost or net realisable value:		
Properties held for development		
- Freehold land	102,403	103,665
- Leasehold land	201,683	201,683
- Development costs	77,116	77,977
	381,202	383,325
Current		
At lower of cost or net realisable value:		
Completed properties	9,054	20,499
Properties under development		
- Leasehold land	38,350	42,364
- Development costs	11,521	10,244
	58,925	73,107
Total	440,127	456,432

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

6. INVENTORIES (CONTINUED)

	COMPANY	
	2025 RM'000	2024 RM'000
Non-current		
At lower of cost or net realisable value:		
Properties held for development		
- Freehold land	15,624	17,005
- Leasehold land	20,727	20,727
- Development costs	449	568
	<u>36,800</u>	<u>38,300</u>
Current		
At lower of cost or net realisable value:		
Completed properties	2,721	4,172
	<u>2,721</u>	<u>4,172</u>
Total	<u>39,521</u>	<u>42,472</u>

(a) Properties held for development

- (i) Certain properties held for development of the Group and the Company are charged as security for credit facilities as disclosed in Note 16(i) as follows:

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Properties held for development	<u>69,019</u>	<u>69,019</u>	<u>9,000</u>	<u>9,000</u>

- (ii) Certain properties held for development of the Group and the Company amounting to RM170.19 million (2024: RM169.78 million) and RM19.00 million (2024: RM19.05 million) respectively are pledged as security to IJM Group as disclosed in Note 19(ii).
- (iii) The leasehold lands of the Group have remaining lease terms ranging from 69 to 91 years (2024: 70 to 92 years).
- (iv) The properties held for development of the Group amounting to RM5.94 million (2024: RM1.71 million) respectively were sold during the financial year and are accordingly recognised as expenses in cost of sales.
- (v) The legal titles for certain properties held for development have yet to be transferred to the Group.
- (vi) Certain properties held for development of the Group amounting to RM1.20 million (2024: RM1.20 million) are pledged as security to Pengurusan Projek Bersistem Sdn. Bhd. as disclosed in Note 16(ii).

Pengurusan Projek Bersistem Sdn. Bhd. is a related party as disclosed in Note 28(a).

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

6. INVENTORIES (CONTINUED)

(a) Properties held for development (continued)

- (vii) Certain properties held for development of the Group amounting to RM24.57 million (2024: RM24.57 million) are pledged as security to Insas Credit & Leasing Sdn Bhd as disclosed in Note 16(i) to the financial statements.

(b) Completed properties

- (i) Certain completed properties of the Group amounting to RM0.13 million (2024: RM0.13 million) are pledged as security and earmarked as part of the settlement to IJM Group as disclosed in Note 19(ii).
- (ii) Completed properties of the Group and the Company amounting to RM16.02 million and RM1.04 million (2024: RM9.72 million and RM0.33 million) respectively, were sold during the financial year and are accordingly recognised as an expense in cost of sales.
- (iii) The legal titles for certain completed properties have yet to be transferred to the Group.

7. INVESTMENT PROPERTIES

	GROUP RM'000
Cost	
At 1 April 2023	138,664
Disposal	(412)
At 31 March 2024	138,252
Disposal	(392)
At 31 March 2025	137,860
Less: Accumulated Depreciation	
At 1 April 2023	19,594
Charge for the financial year	980
Disposal	(72)
At 31 March 2024	20,502
Charge for the financial year	979
Disposal	(178)
At 31 March 2025	21,303
Less: Impairment Loss	
At 31 March 2024/31 March 2025	46,705
Carrying Amount	
At 31 March 2024	71,045
At 31 March 2025	69,852

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

7. INVESTMENT PROPERTIES (CONTINUED)

(a) Certain investment properties of the Group amounting to RM45.56 million (2024: RM46.23 million) are charged as security for credit facilities as disclosed in Note 16(i).

(b) The following are recognised in profit or loss in respect of investment properties:

	2025 RM'000	2024 RM'000
Rental income	5,336	4,733
Direct operating expenses:		
- income generating investment properties	(5,275)	(5,442)

(c) Fair value information

Fair values of investment properties are categorised as follows:

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
GROUP				
2025				
Land and buildings	-	-	128,808	128,808
2024				
Land and buildings	-	-	164,883	164,883

Valuation of investment properties

Level 3 fair value

The fair values of certain investment properties of the Group are derived from references to market indicators, such as recently transacted similar properties or asking prices of those that are currently offered for sale in the vicinity or other comparable localities and were performed by a registered independent valuer with an appropriate recognised professional qualification.

The fair values for certain investment properties of the Group are determined based on sales comparison approach. Sales price of comparable properties in the same location or close proximity are adjusted for differences in key attributes such as property size. The most significant input in this valuation approach is price per square foot of comparable properties.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

7. INVESTMENT PROPERTIES (CONTINUED)

(c) Fair value information (continued)

The following table shows the other valuation techniques used in the determination of fair values within Level 3, as well as the significant unobservable inputs used in valuation models.

Description	Valuation technique	Significant observable input	Relationship of unobservable input to fair value
Lots in commercial complex	Sales comparison approach	Valuation price per square foot at RM1,151 (2024: RM183 to RM1,151)	The higher the price per square foot, the higher the fair value
Lots in shopping mall	Sales comparison approach	Price per square foot ranging from RM443 to RM665 (2024: Agreed selling price at RM776)	The higher the price per square foot, the higher the fair value

8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES

	COMPANY	
	2025 RM'000	2024 RM'000
Unquoted shares at cost		
- ordinary shares	334,471	334,471
- convertible redeemable preference shares	353,231	-
Loans that are part of net investments	45,999	326,048
Less: Accumulated impairment losses		
At 1 April	(171,121)	(234,978)
Additions	(148,447)	(6,026)
Reversals	61,599	-
Written-off	-	69,883
At 31 March	(257,969)	(171,121)
	<u>475,732</u>	<u>489,398</u>

Loans that are part of net investments represent amounts owing by subsidiaries which are non-trade in nature, unsecured and non-interest bearing. The settlement of these amounts is neither planned nor likely to occur in the foreseeable future as it is the intention of the Company to treat these amounts as a long-term source of capital to the subsidiaries. As these amounts are, in substance, a part of the Company's net investment in the subsidiaries, they are stated at cost less accumulated impairment loss, if any.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONTINUED)

(a) Amount owing by/(to) subsidiaries

	COMPANY	
	2025 RM'000	2024 RM'000
Current		
Amount owing by subsidiaries	4,370	86,897
Less: Accumulated impairment losses		
At 1 April	(86,849)	(249,722)
Additions	-	(4,504)
Reversals	86,849	3,050
Written-off	-	164,327
At 31 March	-	(86,849)
	<u>4,370</u>	<u>48</u>
Non-current		
Amount owing to subsidiaries	-	(5,456)
	<u>-</u>	<u>(5,456)</u>
Current		
Amount owing to subsidiaries	(1,099)	(1,160)
	<u>(1,099)</u>	<u>(1,160)</u>

The amount owing to subsidiaries classified as non-current are unsecured, interest free and requires a notice of demand for repayment of more than 12 months in order for the Company to settle the indebtedness amount.

The current amount owing by/(to) subsidiaries are unsecured, interest free and repayable on demand.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONTINUED)

(b) Non-Controlling Interest ("NCI") in subsidiaries

The financial information of the Group's and the Company's subsidiaries that have material non-controlling interests are as follows:

Equity interest held by non-controlling interests:

Name of company	Principal place of business/country of incorporation	Ownership interest	
		2025 %	2024 %
Million Tiara (M) Sdn. Bhd.	Malaysia	40.00	-
Pintar Arif Sdn. Bhd.	Malaysia	0.51	0.51
Saujana Ukay Sdn. Bhd.	Malaysia	49.00	49.00
Larut Talam International Management Services Limited	Hong Kong	0.12	0.12
Saluran Evolusi Sdn. Bhd.	Malaysia	10.00	10.00

Carrying amount of material non-controlling interests:

Name of company	2025 RM'000	2024 RM'000
Million Tiara (M) Sdn. Bhd.	(2,576)	-
Pintar Arif Sdn. Bhd.	28	29

Profit or loss allocated to material non-controlling interests:

Name of company	2025 RM'000	2024 RM'000
Million Tiara (M) Sdn. Bhd.	(2)	-
Pintar Arif Sdn. Bhd.	(2)	2
Seaview Plantation Sdn. Bhd.	-	(74)
Saluran Evolusi Sdn. Bhd.	(14)	-

* Represent amount less than RM1,000

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONTINUED)

(b) Non-Controlling Interest ("NCI") in subsidiaries (continued)

The summarised financial information (before intra-group elimination) of the Group's and the Company's subsidiaries that have material non-controlling interests are as follows:

	Million Tiara (M) Sdn. Bhd. RM'000	Pintar Arif Sdn. Bhd. RM'000
Summarised statement of financial position		
As at 31 March 2025		
Assets and liabilities		
Non-current assets	-	13,557
Current assets	-	45
Total assets	-	13,602
Non-current liabilities	-	-
Current liabilities	(6,439)	(5,189)
Total liabilities	(6,439)	(5,189)
Summarised statement of comprehensive income		
Financial year ended 31 March 2025		
Revenue	-	-
Loss for the year	(6)	(476)
Total comprehensive loss	(6)	(476)
Other information		
Dividend paid to NCI	-	-

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONTINUED)

(b) Non-Controlling Interest ("NCI") in subsidiaries (continued)

The summarised financial information (before intra-group elimination) of the Group's and the Company's subsidiaries that have material non-controlling interests are as follows: (continued)

	Pintar Arif Sdn. Bhd. RM'000
Summarised statement of financial position	
As at 31 March 2024	
Assets and liabilities	
Non-current assets	13,549
Current assets	19
Total assets	<u>13,568</u>
Non-current liabilities	(4,507)
Current liabilities	(171)
Total liabilities	<u>(4,678)</u>
Summarised statement of comprehensive income	
Financial year ended 31 March 2024	
Revenue	-
Loss for the year	<u>(545)</u>
Total comprehensive loss	<u>(545)</u>
Other information	
Dividend paid to NCI	<u>-</u>

(c) Changes in the composition of the Group

For the financial year ended 31 March 2025

On 12 April 2024, the Group had entered into a share sale agreement to acquire 60% equity interest in Million Tiara (M) Sdn. Bhd. ("MTSB") for a total consideration of RM2.

- (a) The carrying amounts of the identifiable liabilities of the subsidiary as at the dates of acquisition are as follows:

	RM'000
Liabilities	
Current liabilities	<u>(6,439)</u>
Total identifiable net liabilities acquired	<u>(6,439)</u>
Non-controlling interest's proportionate share of net identifiable liabilities	<u>(2,576)</u>
Loss on acquisition of subsidiary	<u>(3,863)</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONTINUED)

(c) Changes in the composition of the Group (continued)

For the financial year ended 31 March 2025 (continued)

(b) Effects of acquisition on cashflows:

	Total RM'000
Consideration paid in cash	-*
Less: Cash and cash equivalents of a subsidiary acquired	-
Excess charged directly to equity	-*

* Represent amount less than RM1,000

For the financial year ended 31 March 2024

On 19 December 2023, the Group had entered into a share sale agreement to acquire 30% equity interest in Seaview Plantations Sdn. Bhd. ("SPSB") for a total consideration of RM1.

On 02 February 2024, the Group had subscribed for 200,000 ordinary shares representing 2.05% of the issued and fully paid-up shares of RM1.75 each in Pintar Arif Sdn. Bhd. ("PASB") for a total consideration of RM349,750.

(a) Effect of the increase in the Company's ownership interest is as follows:

	PASB RM'000	SPSB RM'000	Total RM'000
Fair value of consideration transferred	350	-	350
Increase in share of net assets/(liabilities)	(404)	(1,340)	(1,744)
Excess charged directly to equity	(54)	(1,340)	(1,394)

* Represent amount less than RM1,000

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

9. INVESTMENT IN ASSOCIATES AND AMOUNT OWING BY ASSOCIATES

	GROUP	
	2025 RM'000	2024 RM'000
Unquoted shares, at cost	25,975	25,975
Less : Accumulated impairment losses	(5,739)	(5,739)
	20,236	20,236
Share of post-acquisition reserves	508	(3,831)
	20,744	16,405

(a) Details of the associates are as follows:

Name of Companies	Principal place of business/ country of incorporation	Financial Year End	Effective Equity Interest and Voting		Nature of relationship
			Interest 2025 %	2024 %	
Trident Treasure Sdn. Bhd. [^]	Malaysia	31 December	40	40	Property development. The activities contribute to the Group's property development segment.
Oaxis Sdn. Bhd. ^{* ^}	Malaysia	31 January	25	25	Property development. The activities contribute to the Group's property development segment.

* Audited by firms other than Messrs Baker Tilly Monteiro Heng PLT.

[^] The financial year end of these associates are not coterminous with the Group. As such, for the purpose of applying equity method of accounting, the management financial statements of these associates for the financial year ended 31 March 2025 have been used.

(b) Amount owing by associates

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Non-current				
Amount owing by associates	26,163	24,567	26,163	24,566
Current				
Amount owing by associates	2,688	2,608	-	-
Less: Accumulated impairment losses	(59)	(59)	-	-
	2,629	2,549	-	-
Total	28,792	27,116	26,163	24,566

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

9. INVESTMENT IN ASSOCIATES AND AMOUNT OWING BY ASSOCIATES (CONTINUED)

- (c) The amount owing by associates of the Group and the Company classified as non-current is unsecured and interest bearing at 8% per annum (2024: 8%).
- (d) The amount owing by associates classified as current are unsecured, interest free and repayable on demand.
- (e) The Group's share of results of the material associates and the summarised financial information are as follows:

GROUP 2025	Trident Treasure Sdn. Bhd. RM'000	Oaxis Sdn. Bhd. RM'000	Total RM'000
Summary of financial information			
Assets and liabilities			
Non-current assets	43,412	299	43,711
Current assets	345	63,566	63,911
Total assets	43,757	63,865	107,622
Non-current liabilities	(21,000)	(17)	(21,017)
Current liabilities	(32,320)	(37,789)	(70,109)
Total liabilities	(53,320)	(37,806)	(91,126)
Results			
Loss after taxation	(1,696)	20,063	18,367
Reconciliation of net assets to carrying amount			
Share of the net assets at the acquisition date	8,462	1,624	10,086
Goodwill on acquisition	338	15,551	15,889
Cost of investment	8,800	17,175	25,975
Impairment loss	-	(5,739)	(5,739)
Share of post-acquisition losses	(4,383)	4,891	508
Carrying amount in the statement of financial position	4,417	16,327	20,744
Group's share of loss			
Group's share of total comprehensive loss	(678)	5,016	4,338
Other information			
Dividend received	-	-	-

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

9. INVESTMENT IN ASSOCIATES AND AMOUNT OWING BY ASSOCIATES (CONTINUED)

- (e) The Group's share of results of the material associates and the summarised financial information are as follows: (continued)

GROUP 2024	Trident Treasure Sdn. Bhd. RM'000	Oaxis Sdn. Bhd. RM'000	Total RM'000
Summary of financial information			
Assets and liabilities			
Non-current assets	43,384	299	43,683
Current assets	318	53,866	54,184
Total assets	43,702	54,165	97,867
Non-current liabilities	(21,000)	(81)	(21,081)
Current liabilities	(30,965)	(48,087)	(79,052)
Total liabilities	(51,965)	(48,168)	(100,133)
Results			
Loss after taxation	(1,630)	(134)	(1,764)
Reconciliation of net assets to carrying amount			
Share of the net assets at the acquisition date	8,462	1,624	10,086
Goodwill on acquisition	338	15,551	15,889
Cost of investment	8,800	17,175	25,975
Impairment loss	-	(5,739)	(5,739)
Share of post-acquisition losses	(3,711)	(120)	(3,831)
Carrying amount in the statement of financial position	5,089	11,316	16,405
Group's share of loss			
Group's share of total comprehensive loss	(646)	(34)	(680)
Other information			
Dividend received	-	-	-

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

10. TRADE AND OTHER RECEIVABLES

(a) Trade receivables

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Non-current				
Trade receivables	20,097	23,733	-	-
Current				
Trade receivables	13,381	10,941	117	-
Less:				
Impairment loss				
At 1 April	(3,973)	(3,974)	-	-
Reversal	-	1	-	-
At 31 March	(3,973)	(3,973)	-	-
	9,408	6,968	117	-
Total trade receivables (Non-current and current)	29,505	30,701	117	-

- (i) Trade receivables are non-interest bearing and the Group's normal trade credit terms ranges from 14 days to 60 days (2024: 14 days to 60 days), other than as disclosed in Note 10(a)(vi). Other credit terms are assessed and approved on a case-by-case basis.
- (ii) Included in non-current trade receivables of the Group is an amount of RM20.10 million (2024: RM23.73 million) that is to be received by 28 July 2027 and 28 July 2029.
- (iii) As at 31 March 2025, approximately 72.44% (2024: 91.69%) of the Group's total trade receivables are due from 2 (2024: 2) significant receivables.
- (iv) Based on the Group's assessment of the collectability of trade receivables, the directors believe that no further impairment is necessary in respect of trade receivables that are past due but not impaired.
- (v) The information about the credit exposures are disclosed in Note 30(b)(i).
- (vi) Included in current trade receivables of the Group is an amount of RM2.07 million (2024: RM4.42 million) that is receivable from a company in which certain directors have substantial financial interests as disclosed in Note 28(a), interest bearing at 10% and is to be received by 31 December 2025.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

10. TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Other receivables and deposits

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Current				
Other receivables	63,450	68,228	37,679	40,852
Less:				
Impairment loss				
At 1 April	(54,617)	(54,809)	(38,857)	(39,053)
Additions	(1,195)	(13)	(1,195)	(4)
Reversals	3,607	205	3,607	200
Transfer to prepayment	380	-	-	-
At 31 March	(51,825)	(54,617)	(36,445)	(38,857)
	11,625	13,611	1,234	1,995
Refundable deposits	17,296	17,264	1,035	1,035
Less:				
Impairment losses				
At 1 April	(15,792)	(15,781)	(1,034)	(1,034)
Additions	(58)	(11)	-	-
At 31 March	(15,850)	(15,792)	(1,034)	(1,034)
	1,446	1,472	1	1
Total other receivables and deposits	13,071	15,083	1,235	1,996

- (i) Included in current other receivables of the Group are miscellaneous charges receivable from house purchasers of RM0.11 million (2024: RM0.11 million).

11. CONTRACT ASSETS/(LIABILITIES)

	GROUP	
	2025 RM'000	2024 RM'000
Contract assets relating to construction service contracts	3,405	4,464
Total contract assets	3,405	4,464
Contract liabilities relating to construction services contracts	7	78
Total contract liabilities	7	78

The contract assets primarily relate to the Group's right to consideration for work completed on construction contracts but not yet billed at the reporting date. Typically, the amount will be billed within 30 days and payment is expected within 60 days thereafter.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

11. CONTRACT ASSETS/(LIABILITIES) (CONTINUED)

The contract liabilities primarily related to the advance consideration received from a customer for construction contract, where revenue is recognised overtime during the construction of a building. The contract liabilities are expected to be recognised as revenue over a period of 90 days.

Significant changes to contract assets and contract liabilities balances during the year are as follows:

	GROUP		2024	
	2025	2024	2025	2024
	Contract assets Increase/ (decrease) RM'000	Contract liabilities (Increase)/ decrease RM'000	Contract assets Increase/ (decrease) RM'000	Contract liabilities (Increase)/ decrease RM'000
Revenue recognised that was included in contract liability at the beginning of the financial year	-	78	-	7
Increases due to consideration received but revenue not recognised	-	(7)	-	(78)
Transfer from contract assets recognised at the beginning of the year to receivables	(4,464)	-	(94)	-
Increase due to revenue recognised for unbilled goods or services transferred to customers	3,405	-	4,464	-

12. CASH AND BANK BALANCES

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Housing development accounts ("HDA")	53	53	-	-
Deposits with licensed banks	827	822	-	-
Cash in hand and bank balances	4,214	6,733	1,130	840
Cash and cash equivalents	5,094	7,608	1,130	840

(a) For the purpose of the statements of cash flows, cash and cash equivalents comprise of the following:

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Deposits with licensed banks	827	822	-	-
Less: Deposits with maturity period more than 3 months	(715)	(709)	-	-
	112	113	-	-
Cash in hand and bank balances	4,214	6,733	1,130	840
	4,326	6,846	1,130	840

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

12. CASH AND BANK BALANCES (CONTINUED)

- (b) The housing development accounts of the Group are maintained pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966. These accounts, which consist of monies received from purchasers, are for the payment of property development costs incurred and are restricted from use in other operations. The surplus monies, if any, will be released to the Group upon the completion of the development projects and after all development costs have been fully settled.
- (c) The weighted average effective interest rates of the short-term deposits at the end of the reporting date ranged from 2.71% to 3.10% (2024: 1.50% to 1.80%) per annum. The fixed deposits have maturity periods ranging from 30 days to 300 days (2024: 30 days to 300 days).

13. SHARE CAPITAL

	GROUP AND COMPANY			
	Number of shares		Amounts	
	2025	2024	2025	2024
	'000 unit	'000 unit	RM'000	RM'000
Issued and fully paid-up (no par value):				
At 1 April	4,295,280	4,295,280	859,086	859,086
Issuance of shares during the financial year through private placement	429,000	-	7,722	-
Share consolidation	(3,779,425)	-	-	-
At 31 March	<u>944,855</u>	<u>4,295,280</u>	<u>866,808</u>	<u>859,086</u>

During the financial year, the Company:

- (i) issued 429,000,000 new ordinary shares pursuant to private placement ("Placement Shares") at an issue price of RM0.018 per ordinary share for working capital and partial repayment of borrowings; and
- (ii) On 6 February 2025, the Company completed its share consolidation exercise which involved the consolidation every five (5) existing shares in the company held by shareholders into one (1) consolidated share 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 regard to the Company's residual assets.

14. TREASURY SHARES

	GROUP AND COMPANY			
	2025	2024	2025	2024
	'000 unit	'000 unit	RM'000	RM'000
Ordinary shares				
At 1 April	2,636	2,636	(493)	(493)
Share consolidation	(2,109)	-	-	-
At 31 March	<u>527</u>	<u>2,636</u>	<u>(493)</u>	<u>(493)</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

15. RESERVES

		GROUP		COMPANY	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Capital reserves:					
Other capital reserve	(a)	792	792	-	-
Foreign exchange reserve	(b)	8	8	-	-
Total capital reserves		800	800	-	-
Accumulated losses		(637,946)	(625,174)	(618,176)	(601,546)
		<u>(637,146)</u>	<u>(624,374)</u>	<u>(618,176)</u>	<u>(601,546)</u>

(a) Other capital reserve

The capital reserve represents the capitalisation of retained earnings for bonus issue of ordinary shares by subsidiaries in prior year.

(b) Foreign exchange reserve

The foreign capital reserve arose from the translation of the financial statements of foreign subsidiaries and is not distributable by way of dividends.

16. BORROWINGS

		GROUP		COMPANY	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
(a) Long term borrowings					
<i>Secured:</i>					
Term and bridging loans (Note 16(i))		44,517	29,485	2,000	-
		<u>44,517</u>	<u>29,485</u>	<u>2,000</u>	<u>-</u>
(b) Short term borrowings					
<i>Secured:</i>					
Term and bridging loans (Note 16(i))		-	21,264	-	2,000
Lease liabilities (Note 16(ii))		-	32	-	32
		<u>-</u>	<u>21,296</u>	<u>-</u>	<u>2,032</u>
Total Borrowings		<u>44,517</u>	<u>50,781</u>	<u>2,000</u>	<u>2,032</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

16. BORROWINGS (CONTINUED)

The Group's and of the Company's borrowings are denominated in Ringgit Malaysia.

- (i) The term and bridging loans are secured on the assets of the Group as disclosed in Note 6(a)(i) and Note 7(a). On 31 March 2025, TA First Credit Sdn. Bhd. had extended the facility of RM29.06 million by 12 months to 31 May 2026.

Included in the term and bridging loans is an amount of RM13.46 million which is secured on the assets of the Group as disclosed in Note 6(a)(vii) to the financial statements. On 31 March 2025, Insas Credit & Leasing Sdn. Bhd. had extended the facility by 12 months to 30 April 2026.

Included in the term and bridging loans is an amount of RM2 million (2024: RM2 million) which is secured on the assets of the Group as disclosed in Note 6(a)(vi). Pengurusan Projek Bersistem Sdn. Bhd. is a related party and the nature of the relationship is disclosed in Note 29(a) to the financial statements.

(ii) Lease liabilities

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Future minimum finance lease payments				
- not later than one year	-	32	-	32
	-	32	-	32
Future interest charges	-	-*	-	-*
Present value of finance lease liability	-	32	-	32
Represented by:				
Current				
- not later than one year	-	32	-	32

* Represent amount less than RM1,000

The lease liability is effectively secured on the rights of the assets.

- (iii) The range of effective interest and profit rates during the financial year for borrowings are as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
	%	%	%	%
Term and bridging loans	8.00 - 12.00	8.00 - 12.00	8.00	8.00
Lease liabilities	-	2.28 - 2.80	-	2.28 - 2.80

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

17. TRADE PAYABLES

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Current				
Trade payables	36,001	33,655	23,711	24,484
Retention sum	3,480	5,891	3	3
Accrual	-	1,554	1,543	1,543
	<u>39,481</u>	<u>41,100</u>	<u>25,257</u>	<u>26,030</u>

- (a) Included in trade payables of the Group and the Company is an amount of RM23.69 million (2024: RM23.69 million) owing to Menteri Besar Selangor (Incorporated) ("MBSI"). There are on-going negotiations between the Group and MBSI in respect of some replacement lands that MBSI had previously promised to the Group. The amount due to MBSI will be settled only upon the finalisation of these negotiations.
- (b) The normal trade credit terms granted to the Group ranges from 30 days to 90 days (2024: 30 days to 90 days).

18. PROVISION FOR LIABILITIES

GROUP	Provision for Cost to Completion of Project	
	2025 RM'000	2024 RM'000
At 1 April	611	611
Reversal	(611)	-
At 31 March	<u>-</u>	<u>611</u>

Provision for cost to completion of project is recognised in respect of probable outflow of resources related to a development project undertaken by a subsidiary.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

19. OTHER PAYABLES AND ACCRUED EXPENSES

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Non-current				
Other payables	247,450	8,777	243,542	1,708
Current				
Other payables	42,736	278,345	26,276	264,979
Accrued expenses	12,191	15,291	2,021	1,003
	54,927	293,636	28,297	265,982
Total other payables	302,377	302,413	271,839	267,690

Included in other payables and accrued expenses of the Group and of the Company are the following:

		GROUP		COMPANY	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Amount payable to authorities in relation to development project		6,144	5,267	631	509
Amount payable to IJM Group	(i)	263,542	255,979	263,542	255,756
Amount payable to director	(ii)	222	222	222	222
Refundable deposit received from purchasers of properties and tenants of complexes		2,466	1,890	9	9
Advance from Puan Sri Datin Thong Nyok Choo	(iii)	240	268	100	-
Advance from developer	(iv)	866	2,302	-	-

- (i) The amount payable to IJM Group is interest bearing at 6.50% per annum (2024: 6.50%) and is secured on the assets of the Group as disclosed in Note 6(a)(ii) and Note 6(b)(i) to the financial statements.

Included in the non-current other payables and current other payables, the amount payable to IJM Group are RM243.54 million and RM20 million respectively (2024: RM235.76 million (classified under current payables)). The Group had entered into a partial settlement arrangement with IJM Group to settle the owing to IJM Group by 20 May 2024 via contra of properties and/or in cash.

On 20 May 2024, IJM Group extended the repayment of the outstanding amount by another two years to 21 May 2026 with terms to incorporate an amicable arrangement to contra of properties to IJM Group to partially settle the amount and to charge certain properties to IJM Group as collateral for the balance.

On 5 August 2024, the Company's wholly owned subsidiary, Talam Leisure Development Sdn. Bhd. had entered into a sale and purchase agreement with Ever Mark (M) Sdn. Bhd., a wholly owned subsidiary of IJM Properties Sdn. Bhd. for the disposal of a piece of commercial land measuring 27.72 acres for a consideration of RM66 million together with RM18 million interest waiver to contra the debts. The shareholders of the Company has on 15 January 2025 approved the transaction and it is now pending the fulfilment of condition precedents.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

19. OTHER PAYABLES AND ACCRUED EXPENSES (CONTINUED)

- (ii) The amount payable to a director of the Company is unsecured, interest free and is payable on demand.
- (iii) The amount payable to Puan Sri Datin Thong Nyok Choo is unsecured, interest bearing at 8.10% per annum (2024: Nil) and payable on demand.
- (iv) The advance from a developer amounted to RM0.51 million and RM0.36 million (2024: RM1.32 million and RM0.98 million) is unsecured, interest bearing at 12% per annum (2024: 12%) and to be paid by 31 July 2026 and 31 July 2026 respectively.

20. REVENUE

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Revenue from contract customers:				
(i) Recognised at a point in time				
Sale of land	11,489	10,636	1,380	-
Sale of inventories	22,396	16,959	1,087	550
(ii) Recognised over time				
Construction revenue	3,645	26,832	-	-
Management fees and charges	824	2,414	-	-
	<u>38,354</u>	<u>56,841</u>	<u>2,467</u>	<u>550</u>
Revenue from other sources:				
Rental income from				
investment properties	5,336	4,733	-	-
Other revenue	10	11	-	-
	<u>5,346</u>	<u>4,744</u>	<u>-</u>	<u>-</u>
	<u>43,700</u>	<u>61,585</u>	<u>2,467</u>	<u>550</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

21. COST OF SALES

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Construction cost	4,713	25,606	-	-
Cost of rental	5,275	5,442	-	-
Cost of land	7,547	1,706	1,085	-
Cost of inventories sold	14,416	9,721	1,042	329
Others	898	1,465	-	-
	<u>32,849</u>	<u>43,940</u>	<u>2,127</u>	<u>329</u>

22. FINANCE INCOME AND COSTS

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Finance income:				
Interest income	1,751	1,726	2,005	1,608
Amortisation of financial instrument	-	1,791	-	-
	<u>1,751</u>	<u>3,517</u>	<u>2,005</u>	<u>1,608</u>
Finance cost:				
Interest expenses on:				
- term and bridging loans	6,728	5,756	368	326
- other borrowings	15,226	14,416	15,226	14,417
- finance lease liability	-	5	-	5
	<u>21,954</u>	<u>20,177</u>	<u>15,594</u>	<u>14,748</u>
Amortisation of financial instrument	1,713	-	409	-
	<u>23,667</u>	<u>20,177</u>	<u>16,003</u>	<u>14,748</u>

23. INCOME TAX (EXPENSE)/CREDIT

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Income tax:				
- current financial year	51	50	14	20
- prior financial year	18	(15)	(20)	(9)
	<u>69</u>	<u>35</u>	<u>(6)</u>	<u>11</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

23. INCOME TAX (EXPENSE)/CREDIT (CONTINUED)

Income tax is calculated at the statutory rate of 24% of the estimated taxable profit for the financial year.

A reconciliation of income tax expense applicable to loss before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company are as follows:

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Loss before tax:	(12,723)	(27,939)	(16,636)	(34,732)
Taxation at Malaysian statutory tax rate of 24% (2024: 24%)	(3,054)	(6,705)	(3,993)	(8,336)
Income not subject to tax	(43)	(332)	-	-
Expenses not deductible for tax purposes	5,125	8,283	6,467	6,775
Origination of deferred tax assets not recognised in the financial statements	(3,018)	(1,359)	(2,460)	1,581
Share of results of associates	1,041	163	-	-
Overprovision of income tax expense in prior financial year	18	(15)	(20)	(9)
Tax expense for the financial year	69	35	(6)	11

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

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Deductible temporary differences	213	4,805	-	35
Unused tax losses	145,488	153,470	33,737	43,950
	145,701	158,275	33,737	43,985
Potential deferred tax assets not recognised @ 24%	34,968	37,986	8,096	10,556

The unutilised tax losses of the Company and individual companies within the Group are available to be carried forward for a maximum year of 10 years from the year of assessment 2018 or year in which the losses arose, whichever is later, for offset against future profits of the respective companies. As such, they will expire in the following financial years.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

23. INCOME TAX (EXPENSE)/CREDIT (CONTINUED)

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Year of assessments				
2028	80,294	88,904	-	8,025
2029	30,422	33,456	26,549	28,737
2030	6,504	7,279	929	929
2031	4,349	4,662	-	-
2032	7,969	8,709	4,924	4,924
2033	3,731	3,736	-	-
2034	11,788	6,724	1,335	1,335
2035	431	-	-	-
	<u>145,488</u>	<u>153,470</u>	<u>33,737</u>	<u>43,950</u>

24. LOSS BEFORE TAX

Other than disclosed elsewhere in the financial statements, the following items have been charged/(credited) in arriving at loss before tax:

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Auditors' remuneration - statutory audit:				
- Baker Tilly Monteiro Heng PLT	340	348	180	175
- Other auditors	28	38	-	-
Bad debt written off	8	-	-	-
Written off:				
- investment in subsidiaries	-	-	-	17
- amount owing by subsidiaries	-	-	11,117	5,264
- land held for property development	205	-	-	-
Depreciation of:				
- property, plant and equipment	58	236	43	167
- investment properties	979	980	-	-
Impairment loss on:				
- investment in subsidiaries	-	-	148,447	6,026
- amount owing by subsidiaries	-	-	-	4,504
- receivables - non trade	1,253	24	1,195	4
- property, plant and equipment	-	114	-	-
- contract assets	133	-	-	-
Inventories written down	1,619	5,680	935	4,874
Staff costs:				
- wages and salaries	6,334	3,551	-	-
- social security	67	67	-	-
- defined contribution	493	494	-	-
- other staff related expenses	451	337	-	-

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

24. LOSS BEFORE TAX (CONTINUED)

Other than disclosed elsewhere in the financial statements, the following items have been charged/(credited) in arriving at loss before tax: (continued)

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Gain on disposal of investment properties	(3)	(960)	-	-
Loss/(Gain) on financial assets at amortised cost	1,713	(1,539)	-	-
Loss/(Gain) on financial liabilities at amortised cost	-	-	409	-
Reversal of impairment losses on:				
- investment in subsidiaries	-	-	(61,599)	-
- receivables - trade	-	(1)	-	-
- receivables - non trade	(3,607)	(205)	(3,607)	(200)
- amount owing by subsidiaries	-	-	(86,849)	(3,050)
- inventories	(111)	(454)	(111)	-
Reversal of provision for liquidated ascertained damages	(5,333)	-	-	-
Realised loss on foreign exchange	-	1	-	1
Waiver of debt	(1,132)	-	(270)	-

25. LOSS PER SHARE

(a) Basic loss per ordinary share

Basic loss per share is calculated by dividing the loss for the financial year attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the financial year, excluding treasury shares held by the Company.

	GROUP	
	2025	2024
Loss for the financial year attributable to owners of the Company (RM'000)	(12,772)	(27,892)
Weighted average number of shares (Units'000)	3,989,721	3,989,721
Basic loss per share (sen)	(0.32)	(0.70)

* The weighted average number of ordinary shares has been restated for previous financial year arising from share consolidation from 5 existing ordinary shares in the Company into 1 ordinary share, resulting in the reduction in the number of shares from 4,295,279,562 to 3,989,720,611.

(b) Diluted loss per ordinary share

The Group has no potential dilutive of ordinary shares. As such, there is no dilution effect on the loss per share of the Group.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

26. DIRECTORS' REMUNERATION

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Directors of the Company:				
Executive directors:				
- Fees	50	59	50	59
- Salaries	636	806	636	806
- Defined contribution	78	99	78	99
- Other emoluments	2	2	2	2
- Benefits-in-kind	31	34	31	34
	<u>797</u>	<u>1,000</u>	<u>797</u>	<u>1,000</u>
Non-executive directors:				
- Fees	97	100	97	100
- Other emoluments	310	314	310	314
	<u>407</u>	<u>414</u>	<u>407</u>	<u>414</u>
	<u>1,204</u>	<u>1,414</u>	<u>1,204</u>	<u>1,414</u>
Directors of subsidiaries:				
Salaries	144	198	-	-
Defined contribution	17	19	-	-
Other emoluments	20	61	-	-
	<u>181</u>	<u>278</u>	<u>-</u>	<u>-</u>
Total	<u>1,385</u>	<u>1,692</u>	<u>1,204</u>	<u>1,414</u>

The numbers of directors of the Group and the Company whose total remuneration during the financial year fall within the following bands are as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
Executive directors:				
RM500,001 - RM550,000	1	1	1	1
RM450,001 - RM500,000	-	-	-	-
RM400,001 - RM450,000	-	-	-	-
RM350,001 - RM400,000	-	-	-	-
RM300,001 - RM350,000	-	-	-	-
RM250,001 - RM300,000	-	-	-	-
RM200,001 - RM250,000	1	2	1	2
RM150,001 - RM200,000	1	-	-	-
RM100,001 - RM150,000	-	1	-	-
Below RM100,000	1	2	-	-
Non-Executive directors:				
RM100,001 - RM150,000	1	1	1	1
Below RM100,000 *	4	6	4	6
	<u>9</u>	<u>13</u>	<u>7</u>	<u>10</u>

* Included in this category is the remuneration of the late Tan Sri Dato' (Dr) Ir. Chan Ah Chye @ Chan Chong Yoon.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

27. SUBSIDIARIES

Details of subsidiaries are as follows:

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2025 %	2024 %	
Abra Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Biltradex Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Bukit Khazanah Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Cekap Tropikal Sdn. Bhd.	Malaysia	100	100	Property development
Envy Vista Sdn. Bhd.	Malaysia	100	100	Dormant
Era-Casa Sdn. Bhd.	Malaysia	100	100	Investment holding
Europlus Berhad	Malaysia	100	100	Investment holding and property development
G.L. Development Sdn. Bhd.	Malaysia	100	100	Property investment and development
Good Debut Sdn. Bhd.	Malaysia	100	100	Property development
Inti Johan Sdn. Bhd.	Malaysia	100	100	Property investment and management
Lambang Wira Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Management Services Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Overseas Ventures Sdn. Bhd.	Malaysia	100	100	Investment holding
L.C.B. Management Sdn. Bhd.	Malaysia	100	100	Provision of management services and construction
Maxisegar Realty Sdn. Bhd.	Malaysia	100	100	Dormant
Million Tiara (M) Sdn. Bhd.	Malaysia	60	-	Property development
Mutual Prosperous Sdn. Bhd.	Malaysia	100	100	Investment holding and money lending
Pandan Lake Club Sdn. Bhd.	Malaysia	100	100	Dormant

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

27. SUBSIDIARIES (CONTINUED)

Details of subsidiaries are as follows: (continued)

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2025 %	2024 %	
Pintar Arif Sdn. Bhd.	Malaysia	99.49	99.49	Property development
Seaview Plantations Sdn. Bhd.	Malaysia	100	70	Property development, investment holding and agriculture
Saluran Evolusi Sdn. Bhd.	Malaysia	90	90	Property development and construction
Saujana Ukay Sdn. Bhd.	Malaysia	51	51	Dormant
Talam Leisure Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Talam Plantations Sdn. Bhd.	Malaysia	100	100	Investment holding
Terang Tanah Sdn. Bhd.	Malaysia	100	100	Investment holding
Untung Utama Sdn. Bhd.	Malaysia	100	100	Property development
Venue Venture Sdn. Bhd.	Malaysia	100	100	Investment holding, property investment and management
Winax Development Sdn. Bhd.	Malaysia	100	100	Investment holding
Winax Engineering Sdn. Bhd.	Malaysia	100	100	Investment holding
Zhinmun Sdn. Bhd.	Malaysia	100	100	Property development
Zillion Development Sdn. Bhd.	Malaysia	100	100	Property investment and development
Larut Talam International Management Services Limited *	Hong Kong	99.88	99.88	Dormant
Malim Enterprise (HK) Limited *	Hong Kong	100	100	Dormant
Noble House Investments Limited * ^[1]	Hong Kong	100	100	Dormant
Parkgrove Limited * ^[1]	Hong Kong	100	100	Dormant

* Audited by firms other than Messrs Baker Tilly Monteiro Heng PLT.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

27. SUBSIDIARIES (CONTINUED)

Details of subsidiaries are as follows: (continued)

^[1] The auditors' reports of these subsidiaries for the financial year ended 31 March 2025 contain a qualified opinion on these financial statements in view of the following:

- existence and ownership of associates
- no equity accounting for investment in associates

28. SIGNIFICANT RELATED PARTY TRANSACTIONS

During the financial year under review, the significant related party transactions were as follows:

(a) Transactions with related parties

	GROUP		COMPANY	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Interest expense paid/payable:				
- Pengurusan Projek Bersistem Sdn. Bhd.	161	161	161	161
Interest income received/receivable:				
- Wonderful Insight Sdn. Bhd.	-	724	-	-
Interest income received/receivable from subsidiaries	-	-	396	-
Management services fee expense paid/payable:				
- Abra Development Sdn. Bhd.	-	-	1,375	-
Management services fee income received/receivable from subsidiaries	-	-	1,676	-
Progress billing received/receivable:				
- Wonderful Insight Sdn. Bhd.	3,334	21,621	-	-
- Perkhidmatan Sanjung (M) Sdn. Bhd.	3,440	-	-	-
Project management services received/receivable:				
- Wonderful Insight Sdn. Bhd.	824	2,414	-	-
Sales of inventories to associate:				
- Oaxis Sdn. Bhd.	3,910	-	-	-

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

28. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

During the financial year under review, the significant related party transactions were as follows: (continued)

(a) Transactions with related parties (continued)

The nature of the relationship with the related parties is as follows:

Related Parties	Nature of Relationship
Pengurusan Projek Bersistem Sdn. Bhd. ("PPBSB")	PPBSB is a corporate shareholder of the Company. Puan Sri Datin Thong Nyok Choo ("PSDTNC") is a director and shareholder of the Company and has substantial financial interest in PPBSB.
Wonderful Insights Sdn. Bhd. ("WISB")	Puan Sri Datin Thong Nyok Choo ("PSDTNC") is a director and shareholder of the Company. Chua Kim Lan ("CKL") is a director and shareholder of the Company. Her spouse, Chin Chee Ming is a substantial shareholder of WISB.
Perkhidmatan Sanjung (M) Sdn. Bhd. ("PSMSB")	PSMSB is a wholly-owned subsidiary of PPBSB. Puan Sri Datin Thong Nyok Choo ("PSDTNC") and Chan Tet Eu ("CTE") are directors and shareholders of PPBSB and have substantial financial interest in PPBSB.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

28. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

During the financial year under review, the significant related party transactions were as follows: (continued)

(b) Key management personnel compensation

The remuneration of key management personnel, which includes the directors' remuneration, is disclosed as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Directors of the Company:				
Fees	147	159	147	159
Salaries	636	806	636	806
Defined contribution	78	99	78	99
Other emoluments	312	316	312	316
Benefits-in-kind	31	34	31	34
	<u>1,204</u>	<u>1,414</u>	<u>1,204</u>	<u>1,414</u>
Directors of subsidiaries:				
Salaries	144	198	-	-
Defined contribution	17	19	-	-
Other emoluments	20	61	-	-
	<u>181</u>	<u>278</u>	<u>-</u>	<u>-</u>
Total	<u>1,385</u>	<u>1,692</u>	<u>1,204</u>	<u>1,414</u>
Included in the staff costs:				
Key Management Personnel other than Directors:				
Salaries and other emoluments	748	1,065	-	-
Defined contribution	89	127	-	-
	<u>837</u>	<u>1,192</u>	<u>-</u>	<u>-</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

29. CAPITAL MANAGEMENT

The primary objective of the Group's capital management practice is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value as well as to enable the Group to continue as going concern. To achieve this, the Group ensures that an optimal capital structure is maintained. The Group yearically reviews and manages its capital structure and makes adjustments to it, in light of changes in economic conditions.

The directors monitor and determine the optimal debt to equity ratio that complies with the debt covenants. No changes were made in the objectives, policies or processes during the financial year ended 31 March 2025 and 31 March 2024.

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Borrowings	44,517	50,781	2,000	2,032
Less: Cash and bank balances	(5,094)	(7,608)	(1,130)	(840)
Net debts	<u>39,423</u>	<u>43,173</u>	<u>870</u>	<u>1,192</u>
Equity attributable to owners of the Company	<u>226,577</u>	<u>234,223</u>	<u>248,139</u>	<u>257,047</u>
Net gearing ratio (times)	<u>0.17</u>	<u>0.18</u>	<u>0.00</u>	<u>0.00</u>

The Group is also required to comply with the disclosure and necessary capital requirements as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned:

- (i) Fair value through profit or loss ("FVPL")
- (ii) Amortised cost

	Carrying Amount RM'000	Amortised Cost RM'000
2025		
Financial assets		
Group		
Amount owing by associates	28,792	28,792
Trade and other receivables	42,576	42,576
Cash and bank balances	5,094	5,094
	<u>76,462</u>	<u>76,462</u>
Company		
Amount owing by subsidiaries	4,370	4,370
Amount owing by associates	26,163	26,163
Trade and other receivables	1,352	1,352
Cash and bank balances	1,130	1,130
	<u>33,015</u>	<u>33,015</u>
Financial liabilities		
Group		
Trade and other payables	341,858	341,858
Borrowings	44,517	44,517
	<u>386,375</u>	<u>386,375</u>
Company		
Trade and other payables	297,096	297,096
Amount owing to subsidiaries	1,099	1,099
Borrowings	2,000	2,000
	<u>300,195</u>	<u>300,195</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (continued)

	Carrying Amount RM'000	Amortised Cost RM'000
2024		
Financial assets		
Group		
Amount owing by associates	27,116	27,116
Trade and other receivables	45,784	45,784
Cash and bank balances	7,608	7,608
	<u>80,508</u>	<u>80,508</u>
Company		
Amount owing by subsidiaries	48	48
Amount owing by associates	24,566	24,566
Trade and other receivables	1,996	1,996
Cash and bank balances	840	840
	<u>27,450</u>	<u>27,450</u>
Financial liabilities		
Group		
Trade and other payables	343,513	343,513
Borrowings	50,781	50,781
	<u>394,294</u>	<u>394,294</u>
Company		
Trade and other payables	293,720	293,720
Amount owing to subsidiaries	6,616	6,616
Borrowings	2,032	2,032
	<u>302,368</u>	<u>302,368</u>

(b) Financial risk management

The Group's and the Company's activities are exposed to a variety of financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk, market price risk and operational risk. The Group's and the Company's overall financial risk management objective is to optimise value for their shareholders. The Group and the Company do not trade in financial instruments.

The Board of Directors reviews and agrees to policies and procedures for the management of these risks, which are executed by the Group's senior management. The audit committee provides independent oversight to the effectiveness of the risk management process.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(i) Credit Risk

Credit risk is the risk of financial loss to the Group and the Company that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group and the Company are exposed to credit risk from its receivables and amount owing by associates. The Group and the Company have a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures.

Trade receivables and contract assets

As at the end of the reporting year, the maximum exposure to credit risk arising from trade receivables and contract assets is represented by the carrying amounts in the statements of financial position.

In determining the recoverability of these receivables, the Group and the Company consider any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. Receivables are monitored on a going concern basis via Group's management reporting procedures and action will be taken for long outstanding debt. Majority of the receivables are from property development segment. The credit risk is limited as the ownership and rights to the properties revert to the Group in the event of default.

Credit risk concentration profile

The Group and the Company determine the credit risk concentration of its trade receivables and contract assets by industry sector profile on an ongoing basis. The credit risk concentration profile of the Group's and the Company's trade receivables and contract assets at the reporting date are as follows:

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Property development	24,080	24,410	117	-
Property investment and management	480	721	-	-
Construction	4,945	5,570	-	-
	<u>29,505</u>	<u>30,701</u>	<u>117</u>	<u>-</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(i) Credit Risk (continued)

Trade receivables and contract assets (continued)

Recognition and measurement of impairment losses

In managing credit risk of trade receivables, the Group and the Company manage its debtors and take appropriate actions (including but not limited to legal actions) to recover long overdue balances.

For construction contracts, as there are only a few customers, the Group assessed the risk of loss of each customer individually based on their financial information, past trend of payments and external credit ratings, where applicable. All of these customers have low risk of default.

The Group and the Company apply the simplified approach to providing for impairment losses prescribed by MFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables and contract assets. To measure the impairment losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The impairment losses also incorporate forward looking information.

Ageing analysis of the Group's and of the Company's trade receivables are as follow:

	GROUP		COMPANY	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Neither past due nor impaired	25,465	29,378	117	-
Past due but not impaired				
1-30 days past due	2,490	664	-	-
31-60 days past due	5	41	-	-
61-90 days past due	2	26	-	-
91-120 days past due	2	26	-	-
more than 121 days past due	5,514	4,539	-	-
	8,013	5,296	-	-
Impaired Individually	(3,973)	(3,973)	-	-
	<u>29,505</u>	<u>30,701</u>	<u>117</u>	<u>-</u>

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(i) Credit Risk (continued)

Other receivables and other financial assets

For other receivables and other financial assets, the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables and other financial assets is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting year. To assess whether there is a significant increase in credit risk the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Inter-company loans and advances

The Company provides unsecured loans and advances to subsidiaries. The Company monitors the ability of the subsidiaries to repay loans and advances on an individual basis.

At the reporting date, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

Loans and advances provided are not secured by collateral or supported by other credit enhancements.

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payment of subsidiaries' loans and advances when they are payable, the Company considers the loans and advances to be in default when the subsidiaries are not able to pay when demanded.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(ii) Liquidity Risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations when they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities between financial assets and liabilities, principally from trade and other payables, loan and borrowings.

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met on timely basis. In addition, the Group and the Company maintain sufficient level of cash and available financing facilities at a reasonable level to its overall debt position to meet their working capital requirement.

The following summarises the maturity profile of the Group's and of the Company's liabilities at the reporting date on contractual undiscounted repayment obligations:

	Carrying Amount RM'000	Contractual Cashflow RM'000	On demand / within one year RM'000	Two to five years RM'000
GROUP				
2025				
Trade and other payables	341,858	364,985	95,677	269,307
Borrowings	44,517	45,912	2,036	43,876
Total undiscounted financial liabilities	386,375	410,897	97,713	313,183
2024				
Trade and other payables	343,513	342,728	331,033	11,695
Borrowings	50,749	52,356	21,977	30,379
Lease liabilities	32	33	33	-
Total undiscounted financial liabilities	394,294	395,117	353,043	42,074

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(ii) Liquidity Risk (continued)

COMPANY	Carrying Amount RM'000	Contractual Cashflow RM'000	On demand / within one year RM'000	Two to five years RM'000
2025				
Trade and other payables	297,096	319,955	53,558	266,398
Borrowings	2,000	2,036	2,036	-
Amount owing to subsidiaries	1,099	1,099	1,099	-
Total undiscounted financial liabilities	300,195	323,090	56,693	266,398
2024				
Trade and other payables	293,720	261,920	259,984	1,936
Borrowings	2,000	2,036	2,036	-
Lease liabilities	32	33	33	-
Amount owing to subsidiaries	6,616	7,025	1,160	5,865
Total undiscounted financial liabilities	302,368	271,014	263,213	7,801

Despite the uncertainty in the property development market, the Group will endeavour to undertake all necessary measures to mitigate the adverse effects on the liquidity position of the Group.

The Group has prepared a cash flow forecast to consider the availability of unutilised funding facilities in supporting the management of liquidity risk that the Group will have sufficient financial resources for a year of at least 12 months from the end of the financial year. Significant assumptions and judgements are used in the preparation of the cash flow forecast.

The Group will dispose of its excess land, if the need arises, to generate cash to meet its obligations.

Besides current development projects, cash will be generated by joint venture projects undertaken with other reputable corporations.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (continued)

(iii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group maintains a natural hedge, where possible, by borrowing in the currency of the country in which the investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investment.

Where the Group's operations are overseas, the funding is sourced in that local currency in which the operations are carried out to hedge against any foreign exchange fluctuation.

No sensitivity analysis for foreign currency risk is prepared at the end of reporting year as the Group does not have significant exposure to foreign currency risk.

(iv) Market Risk

The market risk arises from changes in the state of domestic property prices, the cost of building materials, availability of labour and other related cost in property development.

The Group concentrates on development projects in carefully selected locations and this has resulted in resilience against softening of the property sector.

(v) Operational Risk

The operational risk arises from the daily activities of the Group as a property developer and contractor which includes legal, credit, reputation and financing risk and other risks associated to daily running of its business operations.

Such risks are mitigated through proper authority levels of approvals limits, clear reporting structure, segregation of duties, policies and procedures implemented and yearic management meetings.

In dealing with its stewardship, the Board of Directors recognises that effective risk management is an integral part of good business practice.

The Board of Directors will pursue an on-going process of identifying, assessing and managing key business areas, overall operational and financial risks faced by the business units as well as regularly review and enhancing risk mitigating strategies with its appointed and key management personnel.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurement

The carrying amounts at cash and cash equivalents, sinking funds held by trustee, short-term receivables and payables and short-term borrowings reasonably approximately their fair values due to the relatively short-term nature at these financial instruments.

There have been no transfers between level 1 and level 2 during the financial year (2024: no transfer in either direction).

The fair value of non-current financial lease liability is estimated using discounted cash flow analysis, based on current lending rate for similar types of lease arrangements.

The following table provides the fair value measurement hierarchy of the Group's and the Company's financial instruments:

	Carrying amount Total RM'000	Fair value of financial instruments carried at fair value Fair value Level 1 RM'000 Level 2 RM'000 Level 3 RM'000 Total RM'000				Fair value of financial instruments not carried at fair value Fair value Level 1 RM'000 Level 2 RM'000 Level 3 RM'000 Total RM'000										
GROUP																
2025																
Non-current																
Financial assets																
Amount owing																
by associate	26,163									-	-	-	-	-	26,163	26,163
Trade receivables	20,097									-	-	-	-	-	20,097	20,097
Financial liabilities																
Borrowings	44,517	-	-	-	-	-	-	44,517	44,517							
Other payables	247,450	-	-	-	-	-	-	247,450	247,450							
2024																
Non-current																
Financial assets																
Amount owing																
by associates	24,567									-	-	-	-	-	24,567	24,567
Trade receivables	23,733									-	-	-	-	-	23,733	23,733
Financial liabilities																
Borrowings	29,485	-	-	-	-	-	-	29,485	29,485							
Other payables	8,777	-	-	-	-	-	-	8,777	8,777							

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

30. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurement (continued)

The following table provides the fair value measurement hierarchy of the Group's and the Company's financial instruments: (continued)

	Carrying amount	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value			
		Fair value			Total	Fair value			Total
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3	
	Total RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
COMPANY									
2025									
Non-current									
Financial asset									
Amount owing by associate	26,163	-	-	-	-	-	-	26,163	26,163
Financial liabilities									
Other payables	243,542	-	-	-	-	-	-	243,542	243,542
Borrowings	2,000	-	-	-	-	-	-	2,000	2,000
2024									
Non-current									
Financial asset									
Amount owing by associates	24,566	-	-	-	-	-	-	24,566	24,566
Financial liabilities									
Amount owing to subsidiaries	5,456	-	-	-	-	-	-	5,456	5,456
Other payables	1,708	-	-	-	-	-	-	1,708	1,708

There were no transfers between the levels during the financial year ended 31 March 2025 and financial year ended 31 March 2024.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

31. OTHER COMMITMENT

The Group has leased out several of its properties and have remaining lease terms of between one to five years which are renewable upon expiry. The leases do not include any contingent rentals.

Future minimum rental receivable under the non-cancellable operating leases at the reporting date are as follows:

	GROUP	
	2025 RM'000	2024 RM'000
- Not later than one year	4,668	4,066
- More than one year but not later than five years	2,885	3,419
	<u>7,553</u>	<u>7,485</u>

32. SEGMENTAL INFORMATION

Measurement of reportable segments

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* based on the internal reports of the Group's strategic business units which are regularly reviewed by the Group's Executive Director of operation for the purpose of making decision about resource allocation and performance assessment.

Transactions between reportable segments are measured on the basis that is similar to those external customers.

Segment profit

Segment statements of comprehensive income are profit earned or loss incurred by each segment without allocation of central administrative costs, non-operating investment revenue, finance costs and income tax expense. There are no significant changes from previous financial years in the measurement methods used to determine reported segment statements of comprehensive income.

Segment assets

All the Group's assets are allocated to reportable segments other than assets used centrally for the Group, investment in associates and joint ventures. Jointly used assets are allocated on the basis of the revenues earned by individual segments.

Segment liabilities

All the Group's liabilities are allocated to reportable segments other than liabilities incurred centrally for the Group, current and deferred tax liabilities. Jointly incurred liabilities are allocated on proportion to the segment assets.

Business Segments

The Group's operations comprise the following business segments:

Property development	:	Investment holdings, development of residential and commercial properties.
Property investment and management	:	Rental and disposal of properties and provision of management services.
Construction	:	Performance of construction activities.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

32. SEGMENTAL INFORMATION (CONTINUED)

Business Segments (continued)

	Property Development RM'000	Property Investment and Management RM'000	Construction RM'000	Others RM'000	Note	Total RM'000
2025						
Revenue	34,525	5,389	3,786	-	A	43,700
Results						
Bad debts written off	-	8	-	-		8
Depreciation of:						
- property, plant and equipment	42	4	12	-		58
- investment properties	-	979	-	-		979
Impairment loss on:						
- receivables - non trade	1,196	57	-	-		1,253
- contract assets	-	-	133	-		133
Inventories written down	1,039	-	580	-		1,619
Inventories written off	205	-	-	-		205
Gain on disposal of investment properties	(3)	-	-	-		(3)
Loss on financial assets at amortised cost	1,713	-	-	-		1,713
Impairment loss no longer required:						
- receivables - non trade	(3,607)	-	-	-		(3,607)
- inventories	(111)	-	-	-		(111)
Interest income	(1,621)	(118)	(12)	-		(1,751)
Share of results of associates	4,338	-	-	-		4,338
Results of segment profit/(loss)	(10,757)	(1,627)	(352)	13		(12,723)
Taxation	(18)	(16)	(36)	-		(69)
Profit/(loss) for the financial year	(10,775)	(1,643)	(388)	13		(12,792)
Other information						
Segment assets	506,390	75,340	10,484	5		592,219
Investment in associates	20,746	-	-	-		20,746
Segment liabilities	362,391	13,132	10,587	278		386,388
Capital expenditures	5	5	-	-	B	10

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

32. SEGMENTAL INFORMATION (CONTINUED)

Business Segments (continued)

	Property Development RM'000	Property Investment and Management RM'000	Construction RM'000	Others RM'000	Note	Total RM'000
2024						
Revenue	27,334	5,005	29,246	-	A	61,585
Results						
Depreciation of:						
- property, plant and equipment	168	1	33	34		236
- investment properties	4	976	-	-		980
Impairment loss on:						
- receivables - non trade	24	-	-	-		24
Inventories written down	5,019	-	661	-		5,680
Gain on financial assets at amortised cost	(1,539)	-	-	-		(1,539)
Impairment loss no longer required:						
- receivables - trade	(1)	-	-	-		(1)
- receivables - non trade	(205)	-	-	-		(205)
- inventories	(454)	-	-	-		(454)
Interest income	(1,726)	-	-	-		(1,726)
Share of results of associates	(680)	-	-	-		(680)
Results of segment profit/(loss)	(3,769)	(25,818)	1,991	(343)		(27,939)
Taxation	(35)	-	-	-		(35)
Profit/(loss) for the financial year	(3,804)	(25,818)	1,991	(343)		(27,974)
Other information						
Segment assets	520,183	76,422	16,134	63		612,802
Investment in associates	16,405	-	-	-		16,405
Segment liabilities	365,571	16,632	11,610	1,171		394,984
Capital expenditures	-	7	-	-	B	7

* Represent amount less than RM1,000

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

32. SEGMENTAL INFORMATION (CONTINUED)

Business Segments (continued)

Note: Nature of adjustments and elimination to arrive at amounts reported in the consolidated financial statements.

A Inter-segment revenues are eliminated on consolidation

B Additions of capital expenditure consists of:

	GROUP	
	2025 RM'000	2024 RM'000
Property, plant and equipment	10	7

Geographical information

All the remaining operation are conducted in Malaysia. Hence, no geographical segment is presented.

Information about major customers

For property development segment, revenue from three (2024: two) customers represent approximately RM19.43 million (2024: RM22.69 million) of the Group's total revenue.

33. MATERIAL LITIGATION

Save as disclosed below, neither the Group and the Company are engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which has a material effect on the business or financial position of the Group, and the Board of Directors has no knowledge of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the business or financial position of the Group.

A Writ of Summons and the Statement of Claim was filed in the Kuala Lumpur High Court by Universal Healthcare (R&D) Sdn. Bhd. ("UHSB") against TTB and 3 other Defendants who were Directors of Pandan Indah Medical Management Sdn. Bhd. (In Liquidation), a former subsidiary of TTB ("PIMM").

UHSB claims against TTB for the Declarations that TTB is a director of PIMM and that the business of PIMM was carried out by its Directors and/ or TTB and that the Directors of PIMM and/or TTB are personally liable to UHSB. Consequently, UHSB is seeking an order that the Directors of PIMM and/ or TTB pay jointly and/ or severally, the alleged debt arising from the judgment sum of RM23.82 million assessed by UHSB against PIMM together with interest at the rate of 8% per annum from the date of Writ of Summons until full settlement amounting to a total alleged claim of RM49.23 million (as at 12 October 2015) and/ or in the alternative, damages to be assessed.

TTB has filed its Defence and also counterclaimed against UHSB and the 3 Directors of UHSB for general damages, exemplary damages and aggravated damages for the tort of abuse of process and/ or malicious prosecution.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

33. MATERIAL LITIGATION (CONTINUED)

The full trial of the Civil Suit commenced on 19, 23 and 24 January 2017 and continued to be partly heard on 19 and 20 June 2017, 1, 2 and 3 August 2017, 20 and 24 October 2017 and 27 and 28 November 2017. The Court further continued with the hearing on 18, 19 and 29 January 2018 and 9 and 12 February 2018 and 15 March 2018 and 5, 7 and 8 June 2018 for continued hearing and completed the full hearing on 25 June 2018. Both parties have put in their written submission on 20 August 2018 and the reply on 12 September 2018. The Court had on 10 January 2019 and 12th to 14th June 2019 heard oral submission and fixed 29 August 2019 to deliver its decision which was then deferred to 29 January 2020 and subsequently to 6 March 2020.

The High Court had on 6 March 2020 delivered its decision and dismissed UHSB's Civil Suit and also TTB's Counter Claim with no order as to costs. UHSB's Solicitors had on 14 May 2020 served a Notice of Appeal dated 1 April 2020 to appeal to the Court of Appeal against part of the decision of the High Court dismissing UHSB's High Court Civil Suit without cost. The date for the hearing of the Appeal is fixed on 23 October 2023 and 25 October 2023.

The case was heard by the Court on Appeal on 23 October 2023, 7 December 2023, and 8 January 2024, with the hearing completed, the Court of Appeal had initially fixed 27 March 2024 to deliver its decision, which was subsequently deferred to 27 May 2024.

On 27 May 2024, the Court of Appeal has unanimously dismissed the Appeal with costs of RM50,000.00 payable by the Appellant to TTB and affirmed the High Court's decision on 6 March 2020.

TTB has been served with a sealed Notice of Motion dated 24 June 2024 by UHSB to apply for leave to appeal to the Federal Court against the whole of the decision of the Court of Appeal on 27 May 2024 in Civil Appeal No. W-02(NCC)(W)-570-04/2020. The affidavits from both UHSB and TTB have been exhausted and written submissions have been filed before the hearing of UHSB's leave application on 24 October 2024.

On 24 October 2024, after hearing the submissions of both parties, the Federal Court has allowed UHSB's leave application.

On 8 November 2024, TTB has been served with a sealed Notice of Appeal dated 6 November 2024 by UHSB, parties have meet for two case management on 23 December 2024, 23 January 2025 and 22 March 2025. The Court has fixed final case management review on 13 October 2025 and further fixed the hearing date on 27 October 2025 and 28 October 2025.

The board of directors does not expect to have any material financial and operational impact on the Group.

Notes to the Financial Statements

For the Financial Year Ended 31 March 2025

34. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

(a) Share capital consolidation

On 6 February 2025, the Company completed its share consolidation exercise which involved the consolidation every five (5) existing shares in the company held by shareholders into one (1) consolidated share of the Company.

(b) Share capital reduction

On 9 July 2025, the Company has received the Notice of Confirming Reduction of Share Capital from Companies Commission of Malaysia, that all the requirements with respect to reduction of share capital of the Company, has been complied with and that the share capital of the Company is as stated in the order of the Court dated 9 May 2025. Pursuant thereto, the Share Capital Reduction has been completed and the effective date was 27 May 2025.

Statement by Directors

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

We, **CHUA KIM LAN** and **CHAN TET EU**, being two of the directors of TALAM TRANSFORM BERHAD, do hereby state that in the opinion of the directors, the financial statements set out on pages 100 to 169 are drawn up in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the directors:

CHUA KIM LAN
Director

CHAN TET EU
Director

Kuala Lumpur

Date: 31 July 2025

Statutory Declaration

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

I, **SOO KAH PIK**, being the officer primarily responsible for the financial management of TALAM TRANSFORM BERHAD, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 100 to 169 are correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

SOO KAH PIK
(MIA No. 8102)

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on 31 July 2025.

Before me,

ZULIZA BINTI KHAMISDAN (W1008)
Commissioner for Oaths

Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **TALAM TRANSFORM BERHAD**, which comprise the statements of financial position as at 31 March 2025 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 100 to 169.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025, and of its financial performance and its cash flows for the 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 the IESBA Code.

Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

Key Audit Matters

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

Group

Funding requirements and ability to meet short term obligations (Note 4(a) to the financial statements)

The Group's policies and processes for the management of liquidity risk is disclosed in Note 30(b)(ii) to the financial statements. The directors have prepared the cash flow forecast for the next 12 months from the financial year to support the assertion that the Group will have sufficient funds to meet its cash flow obligations. We focus on this area due to significant judgement involved in determining the assumptions used by the directors in arriving at the Group's cash flow forecast for the next 12 months.

Our audit response:

Our audit procedures included, among others:

- reviewing the cash flow forecast over the next 12 months;
- comparing the Group's assumptions in the cash flow forecast to our understanding obtained during our audit in relation to key assumptions;
- agreeing sources of financing and uses of funds to relevant supporting documents; and
- testing the mathematical accuracy of the cash flow forecast calculation.

Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

Key Audit Matters (Continued)

Group

Receivables and amount owing by an associate (Note 4(b), 9(b) and 10 to the financial statements)

We focused on this area because the directors made judgements over both the events or changes in circumstances indicating that receivables and amount owing by an associate are impaired and the estimation of the size of any such impairment. The receivables are monitored individually by management and therefore the impairment is assessed based on the knowledge of each individual receivables and amount owing by an associate.

Our audit response:

Our audit procedures included, among others:

- understanding of significant credit exposures which were significantly overdue through analysis of ageing reports prepared by management;
- obtaining confirmation of balances from selected receivables and associate; and
- reviewing subsequent receipts, correspondences, and considering the level of activity with the debtor and management explanations on recoverability with significantly past due balances.

Inventories (Note 4(c) and 6 to the financial statements)

The Group and the Company have significant balances of completed properties and properties held for development as at 31 March 2025. We focused on this area because the assessment of the net realisable value of these completed properties and properties held for development requires the application of significant judgements made by the directors.

Our audit response:

Our audit procedures included, among others:

- understanding the assumption used by the directors in determining the value of completed properties and properties held for development;
- comparing the recent transacted prices of comparable completed properties. We focused our evaluation on those completed properties that are slow moving;
- performing site visit on selected completed properties and properties held for development to ascertain the condition; and
- reviewing subsequent sales and Group's assessment on estimated net realisable value on selected inventory items.

Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

Key Audit Matters (Continued)

Group (Continued)

Revenue recognition for construction activities (Note 4(d) and 20 to the financial statements)

The amount of revenue of the Group's construction activities is recognised over the year of the contract by reference to the progress towards complete satisfaction of that performance obligation. The progress towards complete satisfaction of performance obligation is determined by reference to proportion of construction costs incurred for works performed to date to the estimated total costs for each project (input method).

We focused on this area because significant directors' judgement is required, in particular with regards to determining the progress towards satisfaction of performance obligation, the extent of construction costs incurred and the estimated total construction contracts revenue and costs. The estimated total revenue and costs are affected by a variety of uncertainties that depend on the outcome of future events.

Our audit response:

Our audit procedures included, among others:

- reading the terms and conditions of agreements with customers to determine that revenue recognition is consistent with the requirements of MFRS 15 *Revenue from Contracts with Customers*;
- discussing the progress of projects and expected outcome with project manager to obtain an understanding of the basis on which the estimates are made;
- reviewing the reasonableness of computed progress towards anticipated satisfaction of performance obligation for identified projects against architect or consultant certificate; and
- checking the mathematical computation of recognised revenue for the projects during the financial year.

Company

Investment in subsidiaries (Note 4(e) and Note 8 to the financial statements)

The Company has significant balance of investment in subsidiaries. At the end of the financial year, the Company determined whether there is any indication of impairment of investment in subsidiaries.

We focused on this area because the directors' assessment of the recoverable amount involved significant judgement. The recoverable amount of investment in subsidiaries was determined based on the fair value less cost to sell or value-in-use which involves exercise of significant judgement on the discount rates applied and the assumptions supporting the underlying cash flow projections which include future sales, gross profit margin and operating expenses.

Our audit response:

Our audit procedures included, among others:

- comparing the Group's assumptions to our understanding obtained during our audit in relation to key assumptions to assess their reasonableness; and
- testing the mathematical accuracy of the impairment assessment.

Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

Information other than the Financial Statements and Auditors' Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

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

- identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 27 to the financial statements.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the contents of this report.

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

Ng Jou Yin
03460/11/2025 J
Chartered Accountant

Kuala Lumpur

Date: 31 July 2025

List of Top 10 Properties

No.	+ Registered # Beneficial Owner	Location	*Acreage/ **Built up area (sq. ft.) (Nett Area)	Description/ proposed development	Date of Acquisition	Tenure	Expiry	Approximate age of the building (Years)	Net Book Value/ Net Carrying Value as at 31/03/2025 (RM'000)
1	Talam Leisure Development Sdn Bhd	# Mukim Dengkil, Daerah Sepang, Taman Putra Perdana, Puchong, Negeri Selangor	*64.20	Development of residential and commercial properties	05/02/2015	99 years Leasehold	19/10/2093	N/A	105,588
2	Europlus Berhad	+ Mukim Ulu Yam, Daerah Ulu Selangor, Bukit Beruntung 3, Negeri Selangor	*185.39	Residential, Industrial and Bukit Beruntung III	18/12/1991	Freehold	N/A	N/A	88,100
3	Cekap Tropikal Sdn Bhd	# Mukim of Batu, District of Gombak, State of Selangor	*50	Mixed Development	05/03/2007	99 years Leasehold	24/02/2105	N/A	69,777
4	Europlus Berhad	+ Mukim Serendah, Daerah Ulu Selangor, Bandar Bukit Beruntung, Negeri Selangor	*134.49	Township Development Bukit Beruntung	17/02/2015	Freehold	N/A	N/A	38,665
		# Mukim Serendah, Daerah Ulu Selangor, Bandar Bukit Sentosa, Negeri Selangor	*15.13 *6.29	Bukit Sentosa III Development of industrial, residential and commercial development	13/05/2019 17/03/2020	Freehold Freehold	N/A N/A	N/A N/A	5,270 8,080
5	Abra Development Sdn Bhd	+ Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur	**365,029	Menara Maxisegar 24-storey commercial complex	22/06/1995	99 years Leasehold	03/04/2094	26	45,561
6	Zhinmun Sdn Bhd	+ Mukim of Batu, District of Gombak, State of Selangor	*50	Mixed Development	08/02/2006	99 years Leasehold	23/12/2103	N/A	36,000
7	Inti Johan Sdn Bhd	# Pandan Kapital Shopping Mall, Jalan Pandan Utama, Pandan Indah, 55100 Kuala Lumpur	**177,471	Pandan Kapital Shopping Mall	09/03/2005	99 years Leasehold	24/03/2101	25	24,291

List of Top 10 Properties

No.	+ Registered # Beneficial Owner	Location	*Acreage/ **Built up area (sq. ft.) (Nett Area)	Description/ proposed development	Date of Acquisition	Tenure	Expiry	Approximate age of the building (Years)	Net Book Value/ Net Carrying Value as at 31/03/2025 (RM'000)
8	Good Debut Sdn Bhd	+ Mukim Hulu Kelang, Daerah Gombak, Negeri Selangor	*4.99	100 units Terraced Lots	17/11/2006	99 years Leasehold	22/06/2114	N/A	20,880
9	Pintar Arif Sdn Bhd	+ Mukim Hulu Kelang, Daerah Gombak, Negeri Selangor	*3.97	26 units Semi-Detached House	23/02/2012	99 years Leasehold	04/10/2100	N/A	13,505
		+ Mukim Hulu Kelang, Daerah Gombak, Negeri Selangor	*4.81	302 units Medium Cost Apartments	23/02/2012	99 years Leasehold	04/10/2116	N/A	10,061
10	Talam Transform Berhad	+ Mukim Serendah, Daerah Ulu Selangor, Bandar Bukit Sentosa Negeri Selangor	*43.24	Bukit Sentosa III Development of industrial, residential and commercial development	29/10/1994	Freehold	N/A	N/A	15,970

Statement on Directors' and Group Chief Executive Officer's Interests

As at 3 July 2025

DIRECTORS' AND GROUP CHIEF EXECUTIVE OFFICER'S SHAREHOLDINGS

(Based on Register of Directors' and Register of Principal Officers' shareholdings as at 3 July 2025)

	No. of Ordinary Shares Held			
	Direct Interest	% ^{*5}	Indirect Interest	% ^{*5}
The Company				
1. Puan Sri Datin Thong Nyok Choo	201,662,167	21.35	51,632,124 ^{*1}	5.47
2. Chua Kim Lan	18,007	0.002	5,625 ^{*2}	0.001
3. Chan Tet Eu	-	-	253,294,291 ^{*3}	26.82
4. Dato' Mohamad Razali Bin Mohamad Rahim	3	^{*4}	-	-

Notes:

^{*1} Held through her daughter, Chan Siu Wei ("CSW") and deemed interested by virtue of her interest in Pengurusan Projek Bersistem Sdn Bhd ("PPBSB"), Sze Choon Holdings Sdn Bhd ("SCHSB") and Jejak Progresif Sdn Bhd ("JPSB") pursuant to Section 59(11)(c) and 8 of the Companies Act 2016 ("Act").

^{*2} Held through her spouse, Chin Chee Meng pursuant to Section 59(11)(c) of the Act.

^{*3} Deemed interested through his mother, Puan Sri Datin Thong Nyok Choo, his sister, CSW and by virtue of his interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act.

^{*4} negligible

^{*5} % shareholding based on the total number of voting shares as at 3 July 2025 of 944,327,991.

Puan Sri Datin Thong Nyok Choo and Mr Chan Tet Eu, by virtue of their interests in the shares of the Company are also deemed interested in the shares of all the Company's subsidiaries to the extent the Company has an interest.

Save as disclosed above, none of the other Directors of the Company have any interests in the shares of the Company and its related corporations as at 3 July 2025.

Analysis Of Shareholdings

As at 3 July 2025

SHARE CAPITAL

Total Number of Issued Shares : 944,855,151 ordinary shares
Class of Shares : Ordinary Shares
Voting Rights : One vote per ordinary share
Total Number of Voting Shares : 944,327,991 (excluding treasury shares of 527,160)

DISTRIBUTION OF ORDINARY SHAREHOLDINGS

(Based on Record of Depositors as at 3 July 2025)

	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shares Held
1 - 99	2,419	14.06	59,956	0.01
100 - 1,000	4,943	28.72	2,274,274	0.24
1,001 - 10,000	5,598	32.53	25,979,314	2.75
10,001 - 100,000	3,507	20.38	120,883,971	12.80
100,001 - 47,216,398 ^{(*)1}	740	4.30	507,668,309	53.76
47,216,399 and above ^{(*)2}	2	0.01	287,462,167	30.44
TOTAL ^{(*)3}	17,209	100.00	944,327,991	100.00

NOTES:

- (*)1 Less than 5% of the total number of voting shares
 (*)2 5% and above of the total number of voting shares
 (*)3 Exclusive of treasury shares

THIRTY LARGEST ORDINARY SHAREHOLDERS

(Based on Record of Depositors as at 3 July 2025)

No.	Name	No. of Ordinary Shares Held	%
1	THONG NYOK CHOO	201,662,167	21.36
2	PRESTIGIOUS PERFORMANCE SDN. BHD.	85,800,000	9.09
3	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR JEJAK PROGRESIF SDN BHD	46,000,000	4.87
4	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR PROMINENT XTREME SDN.BHD.	21,569,956	2.28
5	WCE HOLDINGS BERHAD	15,934,193	1.69
6	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEO SIEW LAI	12,854,080	1.36
7	PUBLIC INVEST NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR PHILLIP SECURITIES PTE LTD (CLIENTS)	12,180,100	1.29

Analysis Of Shareholdings

As at 3 July 2025

No.	Name	No. of Ordinary Shares Held	%
8	ONG CHUI LI	12,000,000	1.27
9	SALMA BINTI SEMAN	12,000,000	1.27
10	UOB KAY HIAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR UOB KAY HIAN PTE LTD (A/C CLIENTS)	9,634,667	1.02
11	YAP YEE HUAT	8,119,280	0.86
12	LOO LEONG FATT	6,315,000	0.67
13	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEO KWEE HOCK	6,281,300	0.67
14	DOH TEE LEONG	6,200,000	0.66
15	YEOH TEONG ENG	6,164,540	0.65
16	TEY CHEE THONG	6,060,900	0.64
17	RESON SDN.BHD.	5,426,300	0.57
18	TENGKU UZIR BIN TENGKU UBAIDILLAH	5,417,360	0.57
19	LIM SIEW KHEONG	5,140,000	0.54
20	LEE PHOY LANG	5,010,040	0.53
21	NG LOO SOON	5,000,000	0.53
22	OOI CHENG HOO	4,300,000	0.46
23	PENGURUSAN PROJEK BERSISTEM SDN BHD	4,200,080	0.45
24	CHOO HOOI SIM	3,900,000	0.41
25	HONG ENG KWEE @ HONG ENG HWE	3,900,000	0.41
26	OOI YING NEE	3,800,000	0.40
27	TAY HOCK SOON	3,297,100	0.35
28	TAN TIAM YEE	2,940,000	0.31
29	SOON THIAM LAM	2,901,100	0.31
30	EE SWEE CHAN	2,856,000	0.30
TOTAL		526,864,163	55.79

Analysis Of Shareholdings

As at 3 July 2025

SUBSTANTIAL SHAREHOLDERS

(Based on Register of Substantial Shareholders as at 3 July 2025)

Name of Substantial Shareholders	No. of Ordinary Shares Held			
	Direct Interest	% ^{*5}	Indirect Interest	% ^{*5}
1. Puan Sri Datin Thong Nyok Choo	201,662,167	21.35	51,632,124 ^{*1}	5.47
2. Chan Siu Wei	651,990	0.07	252,642,301 ^{*2}	26.75
3. Chan Tet Eu	-	-	253,294,291 ^{*3}	26.82
4. Prestigious Performance Sdn Bhd	85,800,000	9.09	-	-
5. Loy Boon Chen	-	-	85,800,000 ^{*4}	9.09
6. Liao Yoke Leang	-	-	85,800,000 ^{*4}	9.09

NOTES:

^{*1} Held through her daughter, Chan Siu Wei ("CSW") and deemed interested by virtue of her interest in Pengurusan Projek Bersistem Sdn Bhd ("PPBSB"), Sze Choon Holdings Sdn Bhd ("SCHSB") and Jejak Progresif Sdn Bhd ("JPSB") pursuant to Section 59(11)(c) and 8 of the Companies Act 2016 ("Act").

^{*2} Deemed interested through her mother, Puan Sri Datin Thong Nyok Choo ("PSDTNC") and by virtue of her interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act.

^{*3} Deemed interested through his mother, PSDTNC, his sister, CSW and by virtue of his interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act.

^{*4} Deemed interested by virtue of his interest in Prestigious Performance Sdn Bhd pursuant to Section 8 of the Act.

^{*5} % shareholding based on the total number of voting shares as at 3 July 2025 of 944,327,991.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 100th Annual General Meeting of **TALAM TRANSFORM BERHAD** ("the Company") will be held at D'RAKSH Golden Ballroom, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Tuesday, 23 September 2025 at 11.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- | | | |
|----|---|---|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2025 and the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. | To approve the payment of Directors' fees of RM25,000.00 for each Director for the financial year ended 31 March 2025. | (Resolution 1) |
| 3. | To approve the payment of additional Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM5,500.00 from 26 September 2024 to 23 September 2025. | (Resolution 2) |
| 4. | To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM316,000.00 (2024: RM312,000.00) from 24 September 2025 until the next Annual General Meeting of the Company to be held in the year 2026. | (Resolution 3) |
| 5. | To re-elect the Director, Dato' Abdul Hamid Bin Mustapha who is retiring in accordance with Clause 110 of the Constitution of the Company. | (Resolution 4) |
| 6. | To re-elect the Director, Mr Ling Chee Min who is retiring in accordance with Clause 110 of the Constitution of the Company. | (Resolution 5) |
| 7. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | (Resolution 6) |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions:

- | | | |
|----|--|-----------------------|
| 8. | ORDINARY RESOLUTION
Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights | (Resolution 7) |
|----|--|-----------------------|

"**THAT** subject to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and approvals of the relevant governmental/regulatory authorities where such approval is necessary, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 12 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016; and

AND THAT such authority shall commence immediately upon the passing of this resolution and to continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Notice of Annual General Meeting

9. ORDINARY RESOLUTION

(Resolution 8)

Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate I")

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiary companies shall be mandated to enter into such recurrent transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those related parties as specified in Section 2.4.1(a) of the Circular to Shareholders dated 31 July 2025 subject further to the following:

- (i) the transactions are in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure will be made in the Annual Report of the aggregate value of transactions of the Proposed Shareholders' Mandate I conducted during the financial year, including amongst others, the following information:
 - (a) the type of the recurrent transactions made; and
 - (b) the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company and/or its subsidiary companies.

AND THAT such mandate shall commence upon passing of this resolution and shall continue to be in force until:

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

whichever is the earlier;

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate I."

Notice of Annual General Meeting

10. ORDINARY RESOLUTION

(Resolution 9)

Proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate II")

"**THAT** subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiary companies shall be mandated to enter into such recurrent transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those related parties as specified in Section 2.4.1(b) of the Circular to Shareholders dated 31 July 2025 subject further to the following:

- (i) the transactions are in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure will be made in the Annual Report of the aggregate value of transactions of the Proposed Shareholders' Mandate II conducted during the financial year, including amongst others, the following information:
 - (a) the type of the recurrent transactions made; and
 - (b) the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company and/or its subsidiary companies.

AND THAT such mandate shall commence upon passing of this resolution and shall continue to be in force until:

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

whichever is the earlier;

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate II."

11. To transact any other ordinary business which due notice shall have been given.

BY ORDER OF THE BOARD

SOO KAH PIK (MIA 8102)

SSM Practising Certificate No. 201908004099
Company Secretary

Kuala Lumpur
31 July 2025

Notice of Annual General Meeting

NOTES:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than 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.
3. Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, under its common seal or the hand of an officer or attorney duly authorised.
6. All Forms of Proxy must be deposited at the Registered Office of the Company situated at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining members who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 12 September 2025. Only members whose names appear therein shall be entitled to attend the said meeting or appoint a proxy to attend and vote on their behalf.
8. Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of this Annual General Meeting will be put to vote by poll.

EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS

1. Audited Financial Statements of the Company for the financial year ended 31 March 2025

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Resolution 2: Payment of additional Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM5,500.00 from 26 September 2024 to 23 September 2025

At the 99th Annual General Meeting of the Company held on 25 September 2024, the shareholders of the Company had approved the payment of the Non-Executive Directors' remuneration of up to RM312,000 commencing from 26 September 2024 (being the date immediately after the 99th Annual General Meeting of the Company) until 23 September 2025. During the period, there was additional Non-Executive Directors' remuneration comprising of a meeting allowance for the Extraordinary General Meeting held on 15 January 2025 and ex-gratia payment to the Non-Executive Directors. The Board is of the view that the additional Non-Executive Directors' remuneration is fair and equitable, given that they have remained unchanged for several years.

Notice of Annual General Meeting

EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS (CONT'D)

3. Resolution 3: Payment of Non-Executive Directors' remuneration (excluding Directors' Fees) from 24 September 2025 until the next Annual General Meeting of the Company to be held in the year 2026

The Company is seeking shareholders' approval for the payment of the Non-Executive Directors' remuneration for the period commencing from 24 September 2025 (being the date immediately after the 100th Annual General Meeting of the Company) until the next annual general meeting of the Company to be held in the year 2026.

Based on the annual review of the Directors' remuneration conducted by the Nomination and Remuneration Committee, the Board had at its meeting held on 23 May 2025 agreed that the following estimated Directors' remuneration (excluding Directors' Fees) payable to the Non-Executive Directors be increased by addition of the ex-gratia payment but the existing remuneration shall remain unchanged:

No.	Description	Designation	Existing	Proposed
(i)	Fixed Monthly Allowance	Chairman	RM10,000 per month	No change
		Non-Executive Directors	RM5,000 per month per director	No Change
(ii)	Meeting Allowance <ul style="list-style-type: none"> Board Meeting (5 times per year) General Meeting (1 time per year) 	Non-Executive Directors	RM500 per meeting per director	No Change
(iii)	Ex-Gratia	Non-Executive Directors	NIL	RM1,000 per director

The payment of the Directors' remuneration (excluding Directors' Fees) to the Non-Executive Directors will be made by the Company on a monthly basis and/or as and when incurred, if the Proposed Resolution 3 is passed at the 100th Annual General Meeting. The Board is of the view that it is fair and equitable for the Non-Executive Directors to be paid the Directors' remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, given that they have duly discharged their responsibilities and provided their services to the Company and the Group for the said period.

4. Resolution 7: Authority to issue shares and waiver of pre-emptive rights

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the 99th Annual General Meeting of the Company held on 25 September 2024, to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being ("General Mandate"). The General Mandate granted by the shareholders at the 99th Annual General Meeting of the Company has not been utilised as at the date of this notice and hence, no proceed was raised therefrom.

The new General Mandate will enable the Directors to take swift action for the allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions and to avoid delay and cost in convening general meetings to approve such issue of shares.

Pursuant to Section 85(1) of the Companies Act 2016 to be read together with Clause 12 of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares of the Company. Therefore, the waiver of pre-emptive rights will allow the Board of Directors to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares of the Company under the new General Mandate.

Notice of Annual General Meeting

EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS (CONT'D)

4. Resolution 7: Authority to issue shares and waiver of pre-emptive rights (Cont'd)

The following are excerpted from the Companies Act 2016 and the Company's Constitution:

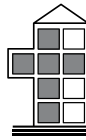
<u>Section 85 of the Companies Act 2016</u>	<u>Clause 12 of the Company's Constitution</u>
<p>Pre-Emptive Rights to New Shares</p> <p>(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered 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.</p> <p>(2) An offer under subsection (1) shall be made to the holders of existing shares in a notice specifying the number of shares offered and the time frame of the offer within which the offer, if not accepted, is deemed to be declined.</p> <p>(3) If the offer is not accepted after the expiry of the period specified in the notice under subsection (2), the directors may dispose those shares in such manner as the directors think most beneficial to the company.</p>	<p>12. Subject to any direction to the contrary that may be given by the Company in meeting of Members, any shares or other convertible Securities proposed to be issued shall before they are issued be offered to such persons as are at the date of the offer entitled to receive notices from the Company of meeting of Members 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 convertible 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 convertible Securities offered, the Directors may dispose of those shares or convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible Securities which (by reason of the ratio which the new shares or convertible Securities bear to shares or Securities held by the persons entitled to an offer of new shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new shares or other convertible Securities from time to time to be created to the holders of the existing shares where the said shares or convertible Securities are to be issued as consideration or part consideration for the acquisition of shares, convertible Securities or assets by the Company.</p>

5. Resolution 8: Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature

The detailed information on the proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature, is set out in the Circular to Shareholders dated 31 July 2025 which is enclosed together with the Company's Annual Report 2025.

6. Resolution 9: Proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature

The detailed information on the proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature, is set out in the Circular to Shareholders dated 31 July 2025 which is enclosed together with the Company's Annual Report 2025.



TALAM TRANSFORM BERHAD

Company Registration No.: 192001000012 (1120-H)
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.	
No. of ordinary shares held	

*I/We _____
(Full Name of Shareholder as per NRIC/Passport/Certificate of Incorporation in capital letters)
(NRIC/Passport/Company No. _____) of _____
(Full Address)
_____ (Full Address)
being a *member/members of **TALAM TRANSFORM BERHAD** ("the Company")
hereby appoint _____ (NRIC/Passport No. _____)
(Full Name of Proxy as per NRIC/Passport in capital letters)
of _____ (Full Address)
*and/ or _____ (NRIC/Passport No. _____)
(Full Name of Proxy as per NRIC/Passport in capital letters)
of _____ (Full Address)

*or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the 100th Annual General Meeting ("100th AGM") of the Company to be held at D'RAKSH Golden Ballroom, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Tuesday, 23 September 2025 at 11.30 a.m. and at any adjournment thereof.

NO.	RESOLUTIONS	FOR	AGAINST
As Ordinary Business			
1	To approve the payment of Directors' fees of RM25,000.00 for each Director for the financial year ended 31 March 2025.		
2	To approve the payment of additional Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM5,500.00 from 26 September 2024 to 23 September 2025.		
3	To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM316,000.00 (2024: RM312,000.00) from 24 September 2025 until the next Annual General Meeting of the Company to be held in the year 2026.		
4	To re-elect the Director, Dato' Abdul Hamid Bin Mustapha who is retiring in accordance with Clause 110 of the Constitution of the Company.		
5	To re-elect the Director, Mr Ling Chee Min who is retiring in accordance with Clause 110 of the Constitution of the Company.		
6	To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
As Ordinary Business			
7	Ordinary Resolution Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights		
8	Ordinary Resolution Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate I")		
9	Ordinary Resolution Proposed new shareholders' mandate for additional recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate II")		

(Please indicate with an "X" in the appropriate spaces how you wish your vote to be casted. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstains from voting.)

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies must be indicated below:-	
	Percentage (%)
First proxy	
Second proxy	

Signature/Common Seal of Member(s)

Signed this _____ day of _____, 2025.

* Please delete if not applicable.

** If you do not wish to appoint the Chairman of the Meeting as your proxy/one of your proxies, please strike out the words "or failing him/her, the Chairman of the Meeting" and insert the name(s) of the proxy(ies) you wish to appoint in the blank space(s) provided.

NOTES:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than 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.
3. Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation under its common seal or the hand of an officer or attorney duly authorised.
6. All Forms of Proxy must be deposited at the Registered Office of the Company situated at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining members who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 12 September 2025. Only members whose names appear therein shall be entitled to attend the said meeting or appoint a proxy to attend and vote on their behalf.
8. Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of this Annual General Meeting will be put to vote by poll.

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STAMP

THE COMPANY SECRETARY
TALAM TRANSFORM BERHAD
Company Registration No: 192001000012(1120-H)
Unit 17.02, Level 17, Menara Maxisegar
Jalan Pandan Indah 4/2
Pandan Indah
55100 Kuala Lumpur

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TALAM TRANSFORM BERHAD

(Incorporated in Malaysia) 192001000012 (1120-H)

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Pandan Indah, 55100 Kuala Lumpur.

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