



MERIDIAN

MERIDIAN BERHAD

[Registration No. 200001005180 (507785-P)]

(Incorporated in Malaysia)

ANNUAL REPORT 2025





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OUR VISION

To establish the Group's reputation as a forerunner in innovative development concepts and a leading developer of projects with excellent location and value.

OUR MISSION

To create and introduce innovative concepts and solutions to all the Company's businesses via dynamic, exemplary leadership and consultative networking.

To strive for excellence and carve a reputation as an 'innovative, reliable and dependable' developer.

To regularly provide expedient and effective services to our customers at all levels of operations.

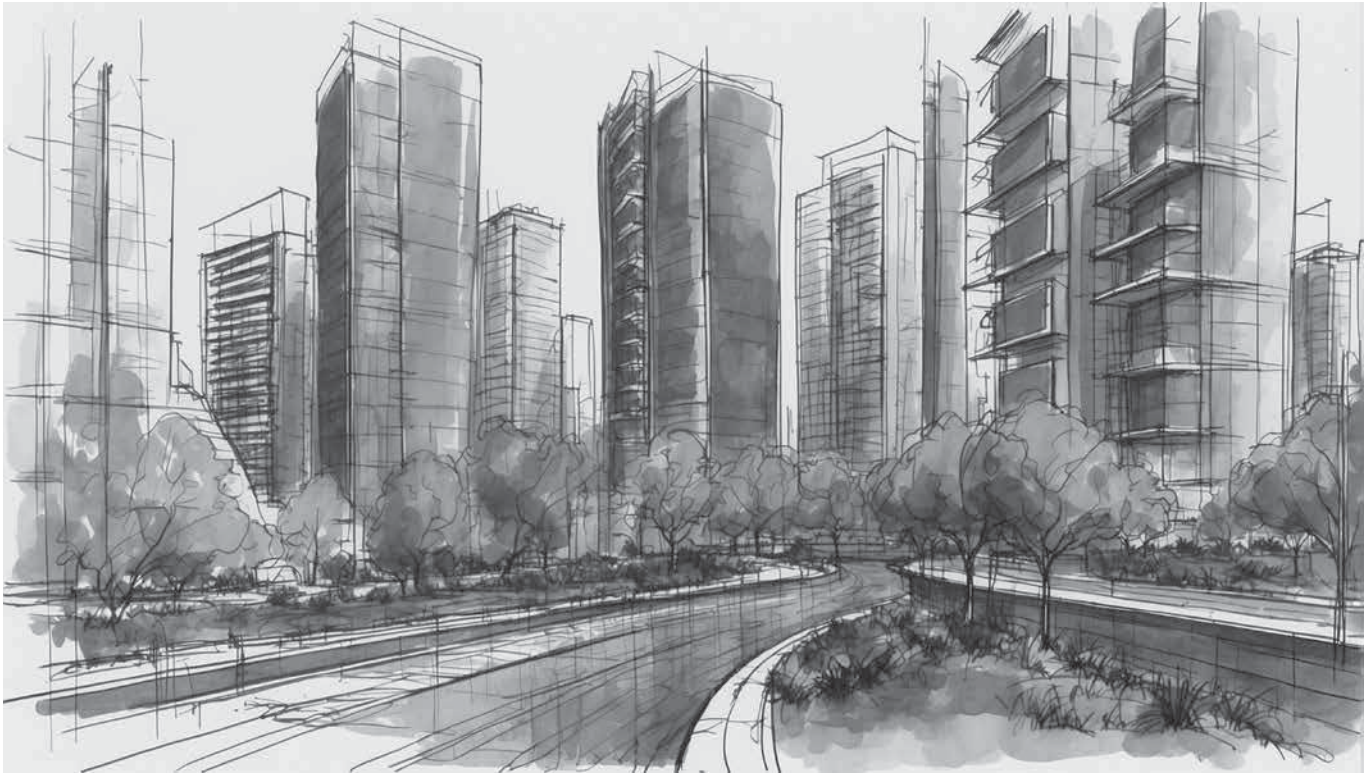
To continually deliver good and quality products as promised and on time.

To safeguard and enhance the interests of and create value for all stakeholders.

To create, develop and provide challenging and rewarding careers for all employees.

To constantly be creative, firm, adventurous and dynamic as a leading developer.





CORPORATE PROFILE

Meridian Berhad (“**Meridian**” or “**the Company**”) was listed on the Main Board of the Bursa Malaysia Securities Berhad (“Bursa Securities”) under the property sector on 19 March 2002. Meridian Berhad and its subsidiaries (“Meridian Group” or “the Group”)’s core activities are property development and investment of properties. The Group has successfully completed the development of several properties such as The Summit Subang USJ, The Summit Bukit Mertajam, Aman Larkin, Scott Garden, Scott Tower, The Arc @ Cyberjaya and etc.

Strong customer orientation and innovative products and services are the foundation of Meridian’s business. Meridian aspires to be a leader in the market by adding value in its businesses and meeting customers’ needs.

The Group views its human capital as the primary source of success towards achieving its vision and mission. The Group’s employees have diverse skill sets, educational and operational background and are capable to lead the Group.

As Meridian moves ahead, it will continue to focus on creating innovative concepts and solutions to its customers and stakeholders whilst maintaining the highest degree of professionalism and integrity.

CORPORATE INFORMATION

TANG BOON KOON

Executive Director

CHEW SHIN YONG, MARK

Independent Non-Executive Director

NG KOK HOK

Independent Non-Executive Director

KUNAMONY A/P S. KANDIAH

Independent Non-Executive Director

BOARD OF DIRECTORS

AUDIT AND RISK MANAGEMENT COMMITTEE
NG KOK HOK

Independent Non-Executive Director
Chairman

CHEW SHIN YONG, MARK

Independent Non-Executive Chairman
Member

KUNAMONY A/P S. KANDIAH

Independent Non-Executive Director
Member

NOMINATION AND REMUNERATION COMMITTEE
CHEW SHIN YONG, MARK

Independent Non-Executive Director
Chairman

NG KOK HOK

Independent Non-Executive Chairman
Member

KUNAMONY A/P S. KANDIAH

Independent Non-Executive Director
Member

COMPANY SECRETARY
WONG YOUN KIM

(MAICSA 7018778/ SSM PC No. 201908000410)

REGISTERED OFFICE AND PRICIPAL PLACE OF BUSINESS

Lot 13.5a, Level 13, Menara Lien Hoe
No.8 Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan
Tel No : +6017-6229303
Email : synergyprofgroup@gmail.com

AUDITORS

Messrs. Morison LC PLT (AF2469)
Chartered Accountants
Level 11-01, Uptown 3, Jalan SS 21/39
Damansara Utama, 47400 Petaling Jaya
Selangor Darul Ehsan
Tel no : +603 76609380
Email : enquiries@morisonlc.com

PRINCIPAL BANKERS

Affin Bank Berhad
CIMB Bank Berhad
Malayan Banking Berhad
Public Bank Berhad
United Overseas Bank (Malaysia) Berhad

SHARE REGISTRAR:

Prosec Share Registration Sdn. Bhd.
[Registration No. 202501011334 (1612748-K)]
DF2-09-02, Level 9, Persoft Tower
6B, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan
Tel No. : +603-3008 1123
Fax No. : +603-3008 1124
Email : sharereg@prosec.com.my

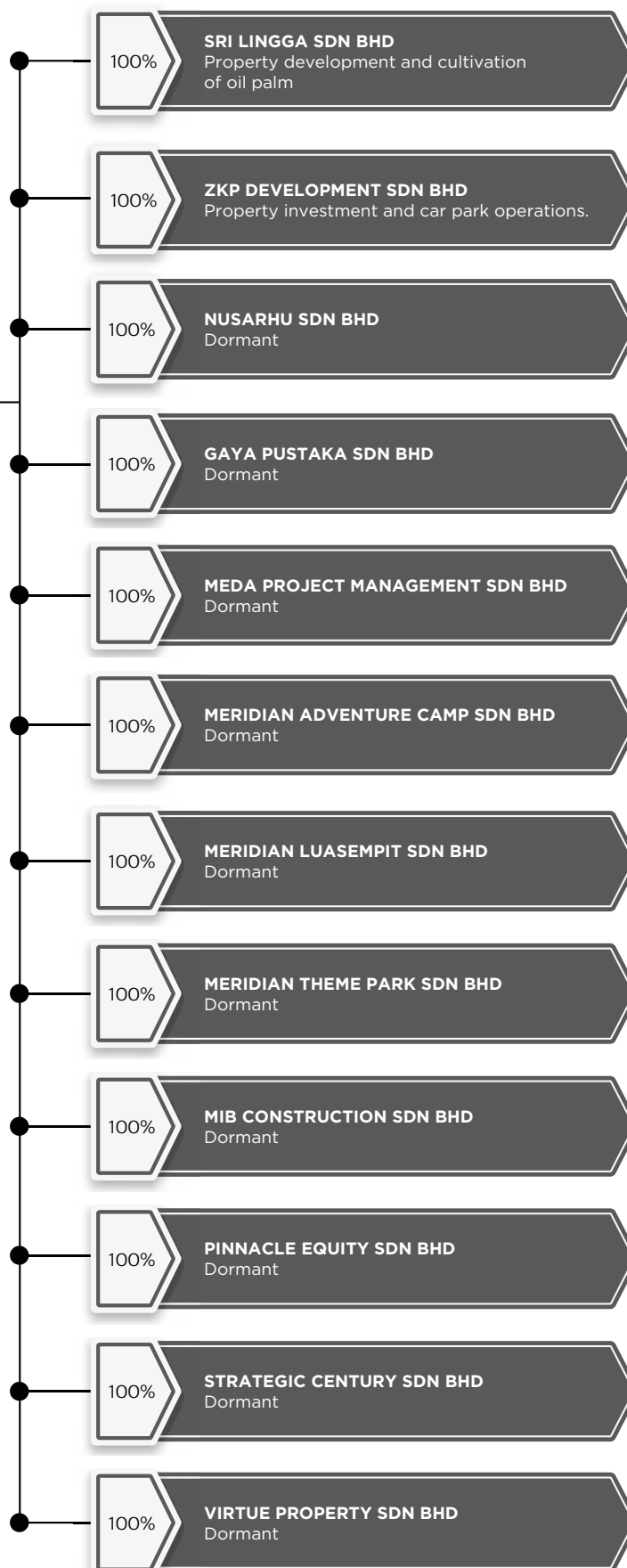
STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
Stock name: MERIDIAN
Stock code: 5040
Warrants Code: 5040WC

WEBSITE

www.meridianberhad.com.my

GROUP CORPORATE STRUCTURE



MANAGEMENT DISCUSSION AND ANALYSIS



BUSINESS OVERVIEW

Meridian's core business continues to be property development with related interests | property investment and construction.

With our track record of completed residential and commercial projects in Subang Jaya and Cyberjaya in Selangor, Larkin, Johor Bahru, and Bukit Mertajam, Penang, Meridian has successfully delivered a range of properties set within strategically located areas.

As of 31 May 2025, the Group had undeveloped landbank totalling 647.80 acres located in Kuala Linggi, Melaka as well as in Cyberjaya, Selangor.

CORPORATE DEVELOPMENTS

The 12 months under review witnessed several initiatives being undertaken by the existing management, including a shift in focus towards the niche property tourism sub-sector, and the launch of the Malaysia Tourism City development in Kuala Linggi, Melaka in May 2019 comprising attractions such as a water theme park and a weekend market, inspired by the Chatuchak Market in Bangkok as well as a housing precinct featuring bungalow lots.

The Group announces that its subsidiary, MIB Construction Sdn. Bhd., has recently been awarded the Anise 3 Project as the Main Contractor by Kejora Harta Berhad.

FINANCIAL PERFORMANCE REVIEW

For the financial period ended 31 May 2025 ("PYE 2025"), the Group achieved a revenue of RM4.7 million. The Property development arm and property investment arm are the major contributors to the Group's revenue through the sale of inventories and rental of investment properties in Bukit Mertajam, Penang and also sales of palm kernel in Melaka.

The Group made a loss before tax of RM57.2 million for the period under review compared to a loss before tax of RM17.3 million in PYE 2023. The Group posted a loss after tax of RM57.2 million compared to the loss after tax of RM17.3 million in PYE 2023.

The Group's financial performance is generally influenced by sentiment in the property market, which the revenue increased by RM0.9 million. However, the Group incurred loss, mainly due to higher operating, administrative, finance costs and inventories written off during the PYE 2025.

Premised on the above, the basic and diluted earnings per share of the Group had increased to negative 0.25 sen in PYE 2025 from negative 3.19 sen in PYE 2023.

OUTLOOK

Historically, Meridian Group is principally reliant on property development and construction revenue. Meridian Group is cognizant that the operating landscape for the property development industry will continue to remain challenging.

The recent global market uncertainties and weak market sentiments have affected the Group's earnings in recent years. Notwithstanding the uncertain economic outlook and the potential short-term impact on the prospects of Meridian Group due to the Covid-19 pandemic, the management has decided to revisit the development of the Malaysia Tourism City ("MTC") utilizing its landbank at Kuala Linggi, Melaka, in conjunction with the upcoming Visit Malaysia 2026 initiative.

Though the development of MTC is still at its initial stage, Meridian Group remains optimistic on the delivery of its intended plans for the Kuala Linggi Land. MTC is viewed as key to the revitalization of Meridian Group and the diversified revenue stream to be generated from the operations of the different components of the development of MTC at Kuala Linggi is expected to contribute positively to its financial performance for the foreseeable future.

PROFILE OF BOARD OF DIRECTORS

TANG BOON KOON

Executive Director



Malaysian



Male



Age

Date of Appointment:

27 October 2020

Membership of Board Committees:

None

Academic/Professional Qualifications:

- Degree in Commonwealth Executive Master of Business Administration (CeMBA), Wawasan Open University
- Diploma in Electronics and Electrical Engineering, Federal College of Technology

Present Directorship(s) in other Listed Companies:

- 1) PNE PCB Berhad
- 2) Mtouche Technology Berhad
- 3) Pasukhas Group Berhad
- 4) Permaisuri Industries Berhad

Working Experience:

Mr Tang Boon Koon ("Mr Tang") has more than 30 years of direct experience in various industries, specifically in Information, Communication & Technology Industry. Mr Tang brings with him a diverse and superior knowledge in leading technologies, and excelling in corporate finance and managing complexities in products, people and business.

He graduated from Wawasan Open University with a Commonwealth Executive Master of Business Administration (CeMBA) degree and has also obtained Diploma in Electronics and Electrical Engineering from Federal College of Technology.

He has held a number of senior management positions in various public listed companies in Malaysia, Hong Kong and New Zealand with business activities covering a wide range of industries. He currently sits on the Board of Mtouche Technology Berhad, Permaisuri Industries Berhad and Pasukhas Group Berhad as the Executive Director and Joe Holding Berhad as the Senior Independent Non-Executive Director.

He has no relationship with any director and/or major shareholder of the Company. He interests in the securities of the Company is disclose in page 125 of this annual report. He has no other conflict of interest with the Company or its subsidiary.

He was publicly reprimanded and fined RM100,000 for breaching paragraph 16.13(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 6 June 2025.

PROFILE OF BOARD OF DIRECTORS

CHEW SHIN YONG, MARK

Independent Non-Executive Director



Malaysian



Male



Age

Date of Appointment:

17 December 2020

Membership of Board Committees:

- Member of Audit Committee
- Chairman of Nomination and Remuneration Committee

Academic/Professional Qualifications:

- Master's Degree in Business Administration, University of Surrey, United Kingdom
- Bachelor of Science Degree in Computer Information Systems Design, Kingston University, United Kingdom

Present Directorship(s) in other Listed Companies:

- 1) Fintec Global Berhad
- 2) Permaju Industries Berhad

Working Experience:

Upon graduation in 1997, Mr Chew Shin Yong, Mark ("Mr Chew") joined Malahon Securities Limited, a fully-licensed and registered stockbroking firm in Hong Kong. He was then appointed as their Director in 2002, having been a registered dealer with the Hong Kong Exchanges and the Securities and Futures Commission of Hong Kong.

He currently sits on the Board of Malahon Credit Company Limited, which invests primarily in properties. Mr Chew co-founded Mejority Capital Limited in 2012 and as a Principal, was actively involved in the firm's public equity business via Mejority Securities Limited, a participant of the Stock Exchange of Hong Kong. The business was subsequently acquired by Finexia Financial Group (ASN:FSX) in 2017, a company listed on the Australian Stock Exchange.

Mr Mark Chew was also responsible for setting up Messaging Technologies (H.K.) Limited which was a subsidiary of XOX Technology Berhad and was involved in its daily operations. Having been appointed as Executive Chairman of XOX Technology Berhad on 27 February 2008, he has since resigned on 7 August 2025 to pursue other ventures. He also has interests in various private limited companies in countries outside Malaysia which are involved in various businesses.

He also holds directorship in several private limited companies. Mr Chew was appointed as an Independent Non-Executive Director of Permaju Industries Berhad and Fintec Global Berhad on 4 October 2017 and 15 March 2022 respectively.

He has no relationship with any director and/or major shareholder of the Company and no conflict of interest with the Company or its subsidiary.

He has not been convicted of any offences within the past five (5) years other than traffic offences, and he was publicly reprimanded and fined RM50,000 for breaching paragraph 16.13(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 6 June 2025.

PROFILE OF BOARD OF DIRECTORS

NG KOK HOK

Independent Non-Executive Director



Malaysian



Male



Age

Date of Appointment:

26 July 2021

Membership of Board Committees:

- Chairman of Audit Committee
- Member of Nomination and Remuneration Committee

Academic/Professional Qualifications:

- Malaysian Institute of Accountants (MIA)
- Chartered Institute of Management Accountant (CIMA)
- Chartered Global Management Accountant (CGMA)
- Financial Planning Association of Malaysia (FPAM)

Present Directorship(s) in other Listed Companies:

- 1) Mtouch Technology Berhad
- 2) Saudigold Group Berhad

Working Experience:

Mr. Ng Kok Hok ("Mr. Ng") has more than 30 years experience in finance, treasury and strategic management. Prior to his retirement in May 2021, he was attached to VC Plus Limited, a Malaysian Company listed on the Singapore Stock exchange as a Chief Financial Officer.

He has no relationship with any director and/or major shareholder of the Company and no conflict of interest with the Company or its subsidiary.

He was publicly reprimanded and fined RM50,000 for breaching paragraph 16.13(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 6 June 2025.

PROFILE OF BOARD OF DIRECTORS

KUNAMONY A/P S.KANDIAH *Independent Non-Executive Director*



Malaysian



Female



73 Age

Date of Appointment:

24 March 2023

Membership of Board Committees:

- Member of Audit Committee
- Member of Nomination and Remuneration Committee

Academic/Professional Qualifications:

- Degree in Law, Buckingham University
- Professional practice course at the Council of Legal Education [Bar-At-Law] Barrister (Middle Temple), London England

Present Directorship(s) in other Listed Companies:

- 1) Iqzan Holding Berhad
- 2) Mtouche Technology Berhad
- 3) Permaju Industries Berhad

Working Experience:

Ms Kunamony A/P S.Kandiah was appointed as an Independent Non- Executive Director of the Company on 24 March 2023. She is an Advocate & Solicitor of the High Court of Malaya and now a senior partner of Messrs. Mohd Latip & Associates.

She has 34 years of legal experience. Whilst in legal practice, she attended to various legal matters especially company / corporate, matters, probate, family law. She specialises in matters relating to restructuring of ailing companies (Public Listed and Private limited companies). She was Committee Member of the Selangor Bar for State of Selangor for a number of terms. She was appointed as a Panel Member of the Investigating Tribunal Boars and also Vice-President of the Arthritis Foundation, Malaysia and also Legal Advisor Federation of Reproduction Health Associations, Malaysia (FRHAM).

She currently sits on the Board of Mtouche Technology Berhad, Permaju Industries Berhad and Iqzan Holding Berhad as the Independent Non-Executive Director.

She has no relationship with any director and/or major shareholder of the Company and hence there is no conflict of interest with the Company or its subsidiary.

She was publicly reprimanded and fined RM50,000 for breaching paragraph 16.13(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 6 June 2025.

SUSTAINABILITY STATEMENT

Message from the Executive Director

Dear Stakeholders,

It is with great pleasure that I present to you the Sustainability Report for Meridian Berhad ("Meridian" or "the Group"), offering insights into our ongoing commitment to sustainable growth, innovation, and stakeholder value creation.

Meridian was incorporated in Malaysia and is listed on the Main Market of Bursa Malaysia. At Meridian, sustainability is deeply embedded in our business philosophy and long-term strategy. We are steadfast in our commitment to responsible operations, community empowerment, environmental stewardship, and strong governance practices across every aspect of our business. We firmly believe that integrating sustainable practices not only strengthens our resilience as an organisation but also creates enduring value for society and the environment.

For the financial period ended 31 May 2025, the Board of Directors is proud to present this Sustainability Statement, which underscores our unwavering dedication to sustainable development. We recognise that a sustainability-driven approach is essential not only for driving growth but also for reinforcing our role as a trusted, responsible, and forward-looking corporate citizen. Guided by this conviction, we will continue to refine our strategies to meet the evolving expectations of our stakeholders, while remaining true to our core values.

As part of this journey, we have taken a proactive stance in embedding Environmental, Social, and Governance (ESG) principles throughout our operations. This enables us to remain aligned with international sustainability standards and best practices. We are committed to upholding the highest standards of governance, integrity, and ethical conduct, underpinned by transparency, accountability, and a robust risk management framework that strengthens stakeholder confidence and regulatory compliance.

On behalf of the Board and Management, I wish to extend our sincere appreciation to all stakeholders for their unwavering trust and support. Together, we will continue to build a resilient and sustainable future for Meridian Berhad and the communities we serve.

TANG BOON KOON
Executive Director of Meridian Berhad

SUSTAINABILITY STATEMENT



ABOUT THIS SUSTAINABILITY STATEMENT

The Board of Directors ("BOD") of Meridian is pleased to present its annual Sustainability Statement ("the Statement"), which provides comprehensive overview of the Group's sustainability performance during the financial period ended 31 May 2025 ("FPE 2025"). It covers aspects of the Group's economic, environmental, and social performance and aspects of governance that reflect our commitment to sustainability.

Meridian recognises that its responsibility to its stakeholders is to deliver sustainable financial results and uphold good corporate governance.

This Statement covers aspects of the Group's economic, environmental, and social performance and aspects of governance that reflect our commitment to sustainability.

Our principles on sustainable development are ingrained in the policies and procedures of the business within the Group. We actively and continuously review and improve our policies and procedures, integrating our principles in all our operations. In gearing up towards a stronger and more comprehensive sustainability approach, we have developed a sustainability commitment.

The disclosures in this Statement have been prepared in accordance with International Financial Reporting Standards ("IFRS") which establish Guiding Principles and Content Elements allowing the Group to produce integrated report. We address the disclosures of organisational overview, governance structure, business model, risks and opportunities, strategy, performance, and outlook of the Group. The Statement, which showcases our United Nation Sustainable Development Goals ("UNSDG") complies with the Sustainability Reporting Guide ("SRG") as well as toolkit issued by Bursa Securities, Global Reporting Initiative ("GRI") Standards and Task Force on Climate-related Financial Disclosures ("TCFD") Recommendations.

17 SUSTAINABLE DEVELOPMENT GOALS



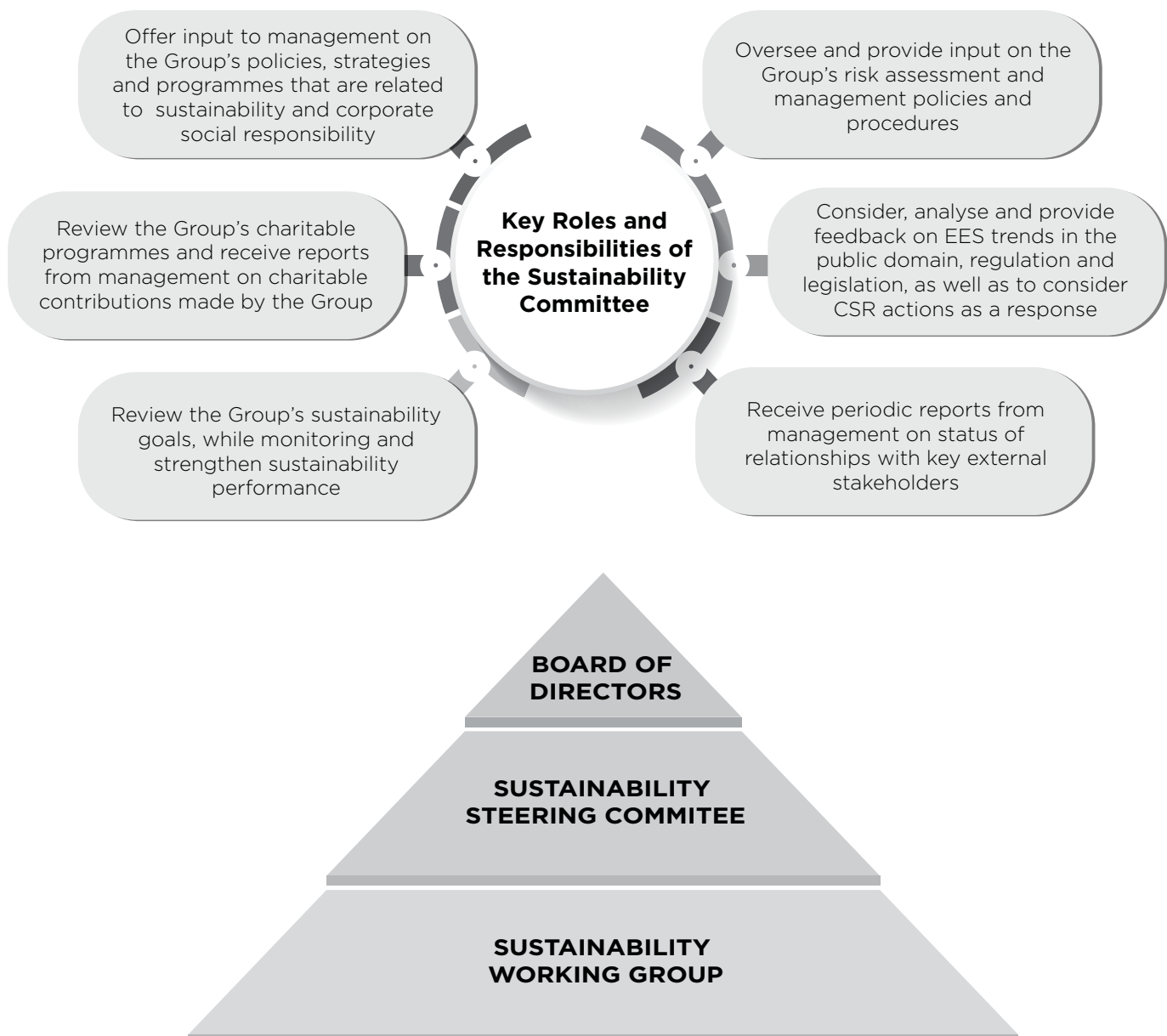
SUSTAINABILITY STATEMENT

SUSTAINABILITY GOVERNANCE STRUCTURE

Sustainability requires a top-down approach where the Board of Director play a pivotal role in leading the Group towards achieving its goals and targets. We have established a governance structure for effective oversight and implementation of sustainability initiatives. A top-down approach signifies that decision-making, and leadership originates from the highest levels of an organisation, particularly BOD. This suggests that for sustainability efforts to be successful, the BOD must take an active and leading role in guiding the organisation toward its sustainability goals and targets.

To support this approach, the Group has created a governance structure. This structure is designed to ensure that there is effective oversight, meaning that there are systems in place to monitor and evaluate sustainability initiatives. It aims to guarantee accountability and transparency in how sustainability efforts are implemented.





In summary, a top-down approach led by the BOD, combined with a robust governance framework, is critical for successfully implementing and overseeing sustainability initiatives within the Group.



SUSTAINABILITY STATEMENT



STAKEHOLDER ENGAGEMENT

Meridian has a broad range of stakeholder groups that have an effect on or are affected by the Group and our activities. Our key stakeholders group include shareholders, financiers and investors, regulators, customers, employees, suppliers and local communities. They are identified based on their different levels of influence over and dependence on our business. As a Group, we aim to maintain constructive channels of communication with all our key stakeholder groups. Thus, regular engagements are held through both formal and informal channels. These interactions help us to identify relevant material issues and provide insights into emerging opportunities and risks whilst responding to their needs more effectively.

Key Stakeholders	Engagement Platforms	Area of Interest or concerns	Our Responses
Shareholders, Financiers and Investors 	As needed <ul style="list-style-type: none"> Press releases. Quarterly <ul style="list-style-type: none"> Financial reports and announcements. Annually <ul style="list-style-type: none"> General Meetings. Annual Reports. 	<ul style="list-style-type: none"> Business strategies and future plans. Stable income distribution. Group's overall performance. Good management and corporate governance. 	<ul style="list-style-type: none"> Timely updates on the Group's strategy and financial performance via announcements in Bursa Malaysia. Uphold good governance practices across the Group, and supply chain. Monitor sustainability performance and targets.
Regulators 	As needed <ul style="list-style-type: none"> Scheduled/ad-hoc meetings. 	<ul style="list-style-type: none"> Regulatory compliance including environmental and social compliance. Corporate governance practices. Sharing of best practices. 	<ul style="list-style-type: none"> Full compliance with regulatory requirements. Regular review and monitoring of risk register. Adoption of practices outlined in the Malaysian Code on Corporate Governance ("MCCG") 2021. Support government initiatives.
Customers 	Ongoing <ul style="list-style-type: none"> Customer support channels (i.e., Company website). 	<ul style="list-style-type: none"> Product and service quality. Consumer data privacy. 	<ul style="list-style-type: none"> Adhere to the Personal Data Protection Act 2010.
Employees 	Ongoing <ul style="list-style-type: none"> Internal communications (i.e., email and WhatsApp). As needed <ul style="list-style-type: none"> Corporate announcements. Corporate Training. 	<ul style="list-style-type: none"> Business growth and strategic direction. Remuneration and benefits. Career development and upskilling opportunities. Health and safety at the workplace. Work-life balance. 	<ul style="list-style-type: none"> Promote transparent communication with employees. Provide equal employment opportunities without discrimination. Ensure compliance with Occupational Safety and Health Act ("OSHA") 1994 through effective Occupational Health and Safety Management System ("OHSMS").

SUSTAINABILITY STATEMENT

STAKEHOLDER ENGAGEMENT (CONT'D)

Key Stakeholders	Engagement Platforms	Area of Interest or concerns	Our Responses
Local Communities 	As needed <ul style="list-style-type: none"> Strategic and ad-hoc meetings/ visits 	<ul style="list-style-type: none"> Healthy and sustainable built environment. Community welfare and continued livelihood. 	<ul style="list-style-type: none"> Periodic engagements with local communities.
Suppliers and Contractors 	As needed <ul style="list-style-type: none"> Meetings. Annually <ul style="list-style-type: none"> Supplier assessment/ performance appraisals. 	<ul style="list-style-type: none"> Efficient procurement processes. Transparency in procurement processes. Capacity-building for suppliers. Health and safety of workers. 	<ul style="list-style-type: none"> Improve efficiency by digitalisation of procurement processes. Emphasis on the provision of transparent procurement processes.

MATERIALITY ASSESSMENT

Materiality assessment is utilised as a key component in enhancing sustainability at Meridian. We consider material topics as EES issues and opportunities that can impact our value creation.

These topics are evaluated based on their influence on Meridian and their significance to stakeholders. Our materiality assessment process is summarised below.

Materiality Assessment Steps

Step 1

Collect information across the entire supply chain

- Sustainable Development Guidelines
- Employee Satisfaction Survey
- Community Satisfaction Survey
- Inputs from complaint mechanism

Step 2

Assess sustainability issues on the basis of impact on stakeholders

- Organise meetings with representatives of functional areas that relate to each group of stakeholders to measure the extent of impact.
- Conduct internal meetings at functional level to review priorities, taking into account external stakeholders' perspectives

Step 3

Assess the importance of issues on the basis of impact on organisation

- Organise meetings with representatives from functions/units to analyse and prioritise material issues from the organisation's perspective and considering impact or potential business opportunity.

Step 4

Prioritise material sustainability issue

- Plot the Materiality Matrix reflecting the perspective of stakeholders.
- Organise meetings with functional areas to solicit opinion and to validate the result of materiality prioritisation.
- Present Materiality Assessment results to the Sustainability Committee.

SUSTAINABILITY STATEMENT

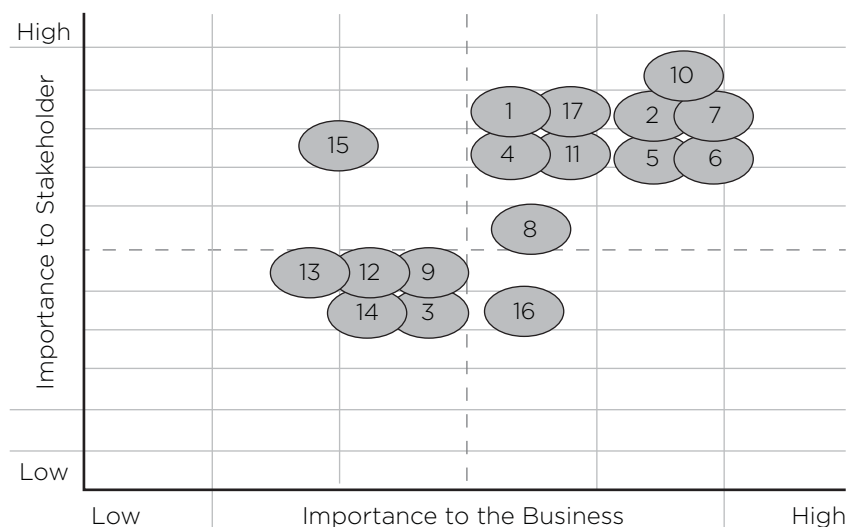
MATERIALITY ASSESSMENT (CONT'D)

Based on the ranking given to each of the material matters, a materiality matrix is derived as shown below.

This has been done through a thorough process of identification, ranking and verification which led to the result on the level of importance these material sustainability matters have on the Group's business operations as well as our stakeholders.

The finalised materiality matrix is presented below.

Materiality Matrix

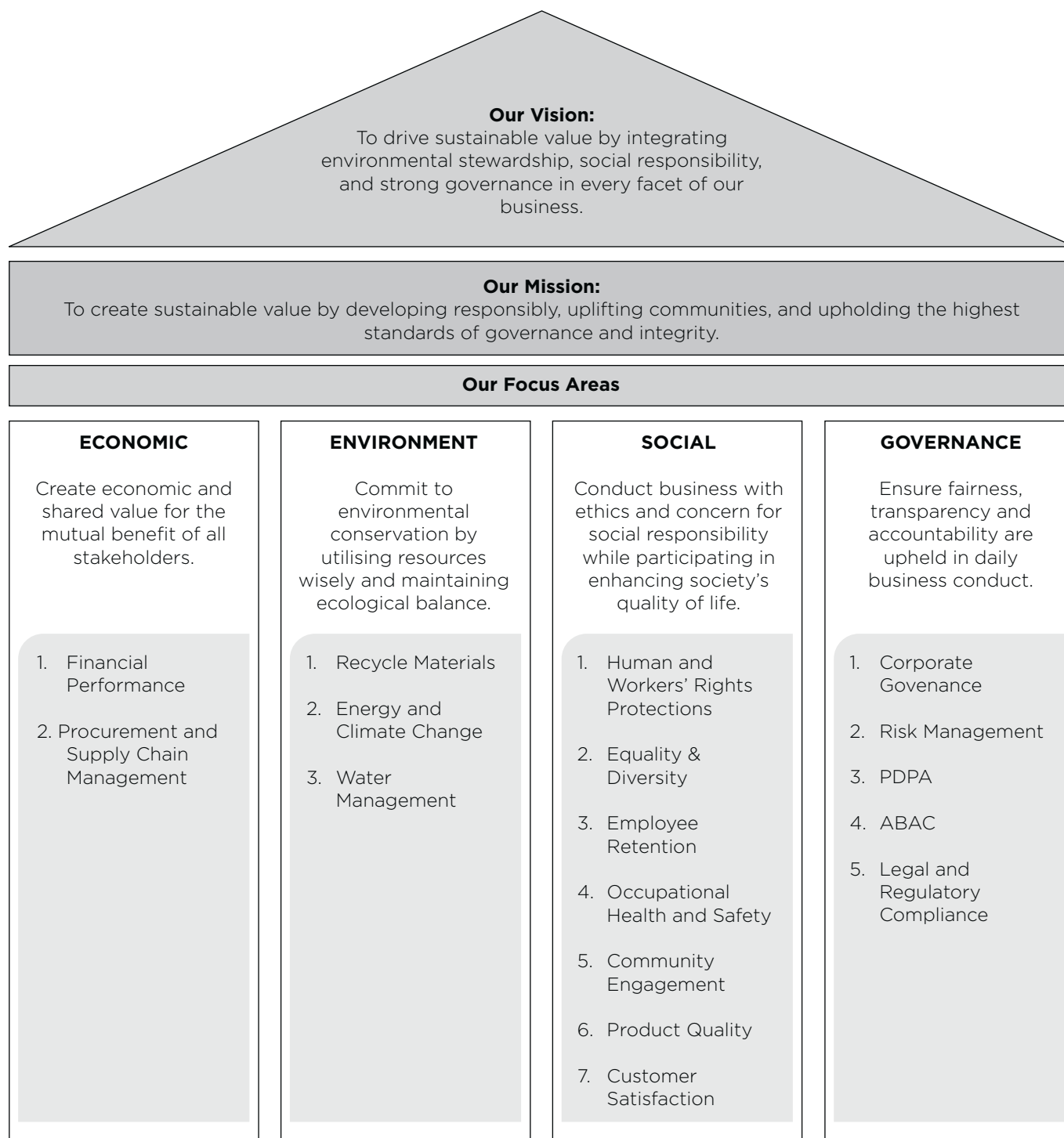


Material Mapping

No.	Material Sustainability Matters	Stakeholder Group	Applicable GRI Indicator
1.	Corporate Governance	Employees, Regulators, Investors	GRI General Disclosures
2.	Financial Performance	Employees, Investors	GRI Disclosure 201
3.	Procurement and Supply Chain Management	Suppliers and Contractors, Regulators	GRI Disclosure 204
4.	Legal and Regulatory Compliance	Regulators	Compliance
5.	Customer Satisfaction	Customers	Product Responsibility
6.	Product Quality	Employees, Regulators, Investors	Product and Service Labeling
7.	Occupational Health and Safety	Employees, Contractors, Regulators	GRI Disclosure 403
8.	Employee Retention	Employees	GRI Disclosure 404
9.	Human and Workers' Rights Protections	Employees	GRI General Disclosures
10.	Recycle Materials	Employees	GRI Disclosure 301
11.	Risk Management	Regulators, Investors	GRI General Disclosures
12.	Energy and Climate change	Employees	GRI Disclosure 302 & 305
13.	Water Management	Employees	GRI Disclosure 303
14.	Equality and Diversity	Employees	GRI Disclosure 405
15.	Community Engagement	Local Communities	Local Communities
16.	Personal Data Protection Act ("PDPA")	Employees	Compliance
17.	Anti-Bribery and Anti-Corruption ("ABAC")	Employees	GRI Disclosure 205

SUSTAINABILITY STATEMENT

SUSTAINABILITY FRAMEWORK



Related UN's SDG



SUSTAINABILITY STATEMENT

SUSTAINABILITY PERFORMANCE

Focus Areas	Material Sustainability Matters	Targets	Current progress against targets				
Environment	Recycle Materials	Reduce the usage of A4 papers by 30% by 2025	In line with its sustainability objectives, the Group has implemented a recycling initiative that promotes the reuse of A4 paper for internal printing purposes. This practice reflects the Group's commitment to reducing paper consumption, minimising waste generation and supporting a circular approach to resource management. By embedding such environmentally responsible practices into daily operations, the Group seeks to create greater awareness among employees while contributing to long-term environmental sustainability.				
	Energy and Climate Change	Reduce absolute GHG emissions for Scope 1 and Scope 2 by 40% in 2030	In FPE 2025, We noted that there were no fuel claims submitted by the Company Directors. This indicates that either the Directors did not incur any fuel-related expenses that required reimbursement during the period, or they chose not to claim such expenses. As a result, no fuel-related reimbursements were recorded in the company's accounts for FPE 2025.				
		Reduce energy consumption by 10% by 2030	<div><table><tr><th>Year</th><th>Electricity Consumption (kWh)</th><th>Carbon Footprint generated</th></tr><tr><td>FPE 2025</td><td>36,305 kWh</td><td>25.2 tCO₂e</td></tr></table></div> <p>In FPE 2025, the Group recorded a total electricity usage of 36,305 kWh, which translated into approximately 25.2 tonnes of carbon dioxide equivalent (tCO₂e) emissions, based on the Malaysian grid emission factor of 0.694 tCO₂/MWh. This measurement reflects the Group's awareness of its environmental impact and provides a baseline for continuous improvement in energy efficiency and emission reduction initiatives.</p> <p>Moving forward, the Group will explore measures to optimise energy consumption, adopt energy-efficient technologies, and promote conservation practices across its operations. Such initiatives will not only reduce operational costs but also contribute to the broader goal of mitigating climate change and supporting Malaysia's transition towards a low-carbon economy.</p>	Year	Electricity Consumption (kWh)	Carbon Footprint generated	FPE 2025
Year	Electricity Consumption (kWh)	Carbon Footprint generated					
FPE 2025	36,305 kWh	25.2 tCO ₂ e					

SUSTAINABILITY STATEMENT

SUSTAINABILITY PERFORMANCE (CONT'D)

Focus Areas	Material Sustainability Matters	Targets	Current progress against targets																		
	Water Management	Reduce water consumption by 10% by 2030	For FPE 2025, the Group recorded water consumption of approximately 43,382m ³ at its plantation site. This usage reflects the operational requirements of plantation site activities. At the office tower, however, water consumption could not be accurately computed. The sanitary facilities within the building are shared with other tenants, and water usage is not metered separately for each occupant. As a result, the Group is unable to isolate and quantify its specific water consumption at the office level.																		
Social	Employee Development Programme	Provide training and development programmes for all levels of employees	<p>During FPE 2025, one employee attended structured training programs to enhance professional skills and competencies. The summary is as follows:</p> <table><tr><th>Employee Category</th><th>Total Hours of Training</th></tr><tr><td>Management</td><td>36</td></tr><tr><td>Executive</td><td>-</td></tr><tr><td>Non-Executive</td><td>-</td></tr><tr><td>General Workers</td><td>-</td></tr><tr><td>Total</td><td>36</td></tr></table> <table><tr><th>Type of training</th><th>Date</th><th>Hours</th></tr><tr><td>Diploma In Estate Agency (DIEA)</td><td>02/05/2025 – 07/08/2025</td><td>36</td></tr></table> <p>The Group continued to emphasize the importance of professional development as part of its commitment to nurturing talent and enhancing organisational capability. During the financial period, a total of 36 training hours were recorded, undertaken by one employee from the Management category.</p> <p>The training focused on the Diploma in Estate Agency (DIEA) program, which was conducted from 2nd May 2025 to 7th August 2025, totaling 36 hours. This program was designed to strengthen knowledge and expertise in property agency practices, aligning with the Group’s business focus and commitment to professional excellence.</p> <p>Although participation during the period was limited to a single employee, the initiative reflects the Group’s dedication to continuous learning and capacity building. Moving forward, the Group aims to broaden access to training across all employee categories, ensuring that executives, non-executives, and general workers are equally empowered to enhance their skills, contribute effectively, and grow together with the organisation.</p>	Employee Category	Total Hours of Training	Management	36	Executive	-	Non-Executive	-	General Workers	-	Total	36	Type of training	Date	Hours	Diploma In Estate Agency (DIEA)	02/05/2025 – 07/08/2025	36
Employee Category	Total Hours of Training																				
Management	36																				
Executive	-																				
Non-Executive	-																				
General Workers	-																				
Total	36																				
Type of training	Date	Hours																			
Diploma In Estate Agency (DIEA)	02/05/2025 – 07/08/2025	36																			

SUSTAINABILITY STATEMENT

SUSTAINABILITY PERFORMANCE (CONT'D)

Focus Areas	Material Sustainability Matters	Targets	Current progress against targets
Social	Human and Workers' Rights Protections	Zero substantiated complaints concerning human rights violations annually	For FPE 2025, there were no complaints reported related to human rights violations within the Group. This indicates that, during the reporting period, the Group did not receive any grievances, reports, or allegations concerning breaches of human rights, reflecting the organisation's continued adherence to ethical labor practices and respect for human rights standards.
	Equality and Diversity	Increase participation of women in leadership roles at the management level to 30% by 2030	In line with its sustainability objectives, the Group has implemented a recycling initiative that promotes the reuse of A4 paper for internal printing purposes. This practice reflects the Group's commitment to reducing paper consumption, minimising waste generation, and supporting a circular approach to resource management. By embedding such environmentally responsible practices into daily operations, the Group seeks to create greater awareness among employees while contributing to long-term environmental sustainability.



SUSTAINABILITY STATEMENT

SUSTAINABILITY PERFORMANCE (CONT'D)

Focus Areas	Material Sustainability Matters	Targets	Current progress against targets																																																				
		Reduce energy consumption by 10% by 2030	<p>Percentage of Directors by Gender Group</p> <table><tr><th>FPE 2025 (Gender)</th><th>Directors</th></tr><tr><td>Male</td><td>80%</td></tr><tr><td>Female</td><td>20%</td></tr></table> <p>Percentage of Directors by Age Group</p> <table><tr><th>Year</th><th>Under 30</th><th>30-50</th><th>Above 50</th></tr><tr><td>FPE 2025</td><td>-</td><td>20%</td><td>80%</td></tr></table> <p>For FPE 2025, the Board is representing 80% male and 20% female representation at the Board level. In terms of age distribution, there are no Board members under the age of 30. 80% of Board members fall above 50 age group, while the remaining 20% members are within the age group of 30-50.</p> <p>Employee Diversity by Gender</p> <table><tr><th>FPE 2025</th><th>Male</th><th>Female</th></tr><tr><td>Management</td><td>60%</td><td>40%</td></tr><tr><td>Executive</td><td>50%</td><td>50%</td></tr><tr><td>Non-Executive</td><td>-</td><td>-</td></tr><tr><td>General Workers</td><td>100%</td><td>-</td></tr><tr><td>Total</td><td>81%</td><td>19%</td></tr></table> <p>Employee Diversity by Age</p> <table><tr><th>FPE 2025</th><th>Under 30</th><th>30-50</th><th>Above 50</th></tr><tr><td>Management</td><td>-</td><td>100%</td><td>-</td></tr><tr><td>Executive</td><td>-</td><td>100%</td><td>-</td></tr><tr><td>Non-Executive</td><td>-</td><td>-</td><td>-</td></tr><tr><td>General Workers</td><td>-</td><td>33%</td><td>67%</td></tr></table> <p>The Group's overall workforce is composed of 81% male and 19% female employees.</p> <p>The Group's employees are categorised into four job designation levels. The largest proportion of employees is 56%, are positioned at the general worker's level. This is followed by 31% of employees at the Management level, and 13% at the executive level. This structure reflects the Group's maintaining a solid base of operational and support staff.</p>	FPE 2025 (Gender)	Directors	Male	80%	Female	20%	Year	Under 30	30-50	Above 50	FPE 2025	-	20%	80%	FPE 2025	Male	Female	Management	60%	40%	Executive	50%	50%	Non-Executive	-	-	General Workers	100%	-	Total	81%	19%	FPE 2025	Under 30	30-50	Above 50	Management	-	100%	-	Executive	-	100%	-	Non-Executive	-	-	-	General Workers	-	33%	67%
FPE 2025 (Gender)	Directors																																																						
Male	80%																																																						
Female	20%																																																						
Year	Under 30	30-50	Above 50																																																				
FPE 2025	-	20%	80%																																																				
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Management	60%	40%																																																					
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Non-Executive	-	-																																																					
General Workers	100%	-																																																					
Total	81%	19%																																																					
FPE 2025	Under 30	30-50	Above 50																																																				
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Executive	-	100%	-																																																				
Non-Executive	-	-	-																																																				
General Workers	-	33%	67%																																																				

SUSTAINABILITY STATEMENT

SUSTAINABILITY PERFORMANCE (CONT'D)

Focus Areas	Material Sustainability Matters	Targets	Current progress against targets
Social	Occupational Health and Safety	Zero fatality annually	For FPE 2025, the Group recorded zero work-related fatalities and reported a zero Lost Time Incident Rate ("LTIR"). This reflects the Group's strong commitment to occupational health and safety, as well as the effectiveness of its safety management systems and protocols in preventing serious workplace incidents and injuries throughout the reporting period.
	Community Engagement	Organise community impact programmes that strengthen relationships with local communities	<p>As part of the Group's ongoing commitment to fostering meaningful relationships with local communities, FPE 2025 participated in a Corporate Social Responsibility (CSR) initiative during the holy month of Ramadan on 20th March 2025. In collaboration with seven other Bursa listed Companies, Fintec Global Berhad, NetX Holdings Berhad, DGB Asia Berhad, Vsolar Group Berhad, Mlabs System Berhad, Seacera Group Berhad, and Symphony Life Berhad. They have distributed 250 combo food packs to underserved and homeless individuals.</p> <p>The food distribution was carried out across several key areas, including Jalan Tun H.S. Lee, Puduraya, Central Market, Petaling Street, Jalan Raja Laut, Plaza GM, and Chow Kit. This initiative was made possible through a cost-sharing arrangement among the participating Companies, with a total investment of RM245.63 for the 250 burger combo sets. By sourcing meals from local vendors, the initiative not only supported beneficiaries in need but also contributed to sustaining local businesses.</p> <p>Through this collective effort, the group strive to uphold their social responsibility, advancing both sustainable growth and meaningful community development. As they move forward, the Group remain dedicated to enhancing contributions and creating lasting positive impacts for the communities they serve.</p>
Governance	Corporate Governance and Risk Management	Compliance to Malaysia Code of Corporate Governance	<p>The percentage of employees who have received training on anti-corruption by employee category is 0% during FPE 2025. Percentage of operations assessed for corruption related risks is 100% and no confirmed incidents of corruption and action taken during FPE 2025.</p> <p>The Group have documented PDPA, Anti-Bribery and Corruption Policy including the deployed whistleblower channel, paperwork, processes, policies, and training. The Whistleblowing Policy aims to protect all the stakeholders in the Group. It is the mechanism to get the right information to the right people to count wrongdoing and promote proper, effective, and efficient operation.</p>

SUSTAINABILITY STATEMENT

SUSTAINABILITY PERFORMANCE (CONT'D)

Focus Areas	Material Sustainability Matters	Targets	Current progress against targets			
Governance	PDPA	Protecting stakeholder interests, which could extend to data protection and privacy under broader risk management and internal control frameworks.	List of training attended by Board of Directors of Meridian Group for FPE 2025:-			
			Director	Training Title	Date	Hours
			Tang Boon Koon	E-Invoicing Full Day Workshop-Latest Requirements and Essentials of Implementation	07/06/2024	8
				Strategic Management and Leadership Competency Training	19/07/2024	8
			Chew Shin Yong, Mark	Conflict of Interest and Disclosure Obligation	16/05/2024	4
				E-Invoicing Implementation in Malaysia	20/06/2024	4
				Mandatory Accreditation Programme Part II - Leading for Impact (LIP)	27/11/2024 to 28/11/2024	16
			Ng Kok Hok	ISSB: Applying the IFRS sustainability disclosure standard	11/11/2024	16
				Bursa Malaysia, building sustainable credibility - assurance, green washing and the rise of green hushing	28/04/2025	4
			Kunamony A/P S.Kandiah	Strategic Management and Leadership Competency Training	19/07/2024	8
			Conflict of Interest (“COI”) and Governance of COI	27/08/2024	1	
			All Board members have demonstrated a commendable commitment to continuous professional development by attending relevant training programs during the financial year. Notably, every director attended at least one formal training session, with the majority participating in the Mandatory Accreditation Programme aligning with regulatory expectations.			
	ABAC	Upholds high standards of ethics and integrity, which aligns with anti-bribery and corruption measures				
	Whistleblowing Policy	Promote ethical conduct and provide protection for whistleblowers.				

SUSTAINABILITY STATEMENT

Indicator	Measurement Unit	2025
Bursa (Anti-corruption)		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	0.00
Executive	Percentage	0.00
Non-executive/Technical Staff	Percentage	0.00
General Workers	Percentage	0.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	100.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
Bursa (Community/Society)		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	245.63
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	250
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
Management Between 30-50	Percentage	100.00
Management Above 50	Percentage	0.00
Executive Under 30	Percentage	0.00
Executive Between 30-50	Percentage	100.00
Executive Above 50	Percentage	0.00
Non-executive/Technical Staff Under 30	Percentage	0.00
Non-executive/Technical Staff Between 30-50	Percentage	0.00
Non-executive/Technical Staff Above 50	Percentage	0.00
General Workers Under 30	Percentage	0.00
General Workers Between 30-50	Percentage	33.00
General Workers Above 50	Percentage	67.00
Gender Group by Employee Category		
Management Male	Percentage	60.00
Management Female	Percentage	40.00
Executive Male	Percentage	50.00
Executive Female	Percentage	50.00
Non-executive/Technical Staff Male	Percentage	0.00
Non-executive/Technical Staff Female	Percentage	0.00
General Workers Male	Percentage	100.00
General Workers Female	Percentage	0.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	80.00
Female	Percentage	20.00
Under 30	Percentage	0.00
Between 30-50	Percentage	20.00
Above 50	Percentage	80.00
Bursa (Energy management)		
Bursa C4(a) Total energy consumption	Megawatt	36.31
Bursa (Health and safety)		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	0
Bursa (Labour practices and standards)		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	36
Executive	Hours	0
Non-executive/Technical Staff	Hours	0
General Workers	Hours	0
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	5.00

SUSTAINABILITY STATEMENT

Indicator	Measurement Unit	2025
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	0
Executive	Number	0
Non-executive/Technical Staff	Number	0
General Workers	Number	1
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
Bursa (Supply chain management)		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00
Bursa (Data privacy and security)		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
Bursa (Water)		
Bursa C9(a) Total volume of water used	Megalitres	43.382000
Bursa (Waste management)		
Bursa C10(a) Total waste generated	Metric tonnes	0.00
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	0.00
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	0.00
Bursa (Emissions management)		
Bursa C11(a) Scope 1 emissions in tonnes of CO ₂ e	Metric tonnes	0.00
Bursa C11(b) Scope 2 emissions in tonnes of CO ₂ e	Metric tonnes	25.20
Bursa C11(c) Scope 3 emissions in tonnes of CO ₂ e (at least for the categories of business travel and employee commuting)	Metric tonnes	0.00

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board support high standard of corporate governance and is fully committed to ensure that good corporate governance is being practiced throughout Meridian and the Group so that the affairs of the Group are conducted in a transparent and objective manner with full accountability and integrity to safeguard shareholders' investment and ultimately enhance their value and the financial performance of the Group.

The Board is working towards ensuring full compliance with principles and best practices of Malaysian Code on Corporate Governance ("MCCG"). An indication of the Board's commitment is reflected in the incorporation of various policies and processes and the establishment of the relevant committees. In this statement, the Board reports on the manner in which the Group has adopted and applied the principles and best practices as set out in the MCCG, the governance standards prescribed in the Main Market Listing Requirements ("MMLR") and the requirements under Companies Act, 2016 ("CA 2016").

The Board is pleased to report on how the Company and the Group have applied the principles set out in the MCCG to its particular circumstances or where there is a departure, explanation on the departures, having regard to the recommendations and best practices stated under each principle in the MCCG. The Corporate Governance Report is available on Meridian's website at www.meridianberhad.com.my.

The following summary describes how the Group's practices corporate governance with reference to the MCCG.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

The role of the Board is to provide overall strategic guidance, effective oversight on the governance and management of the business affairs of the Group for the benefit of the stakeholders. The responsibilities of the Board include, inter-alia the following:-

- Reviewing, adopting and monitoring the Company's major strategies/plans, financial performance in respect of objectives, long or medium term goals;
- Decision making regarding matters of sensitive, extraordinary or strategic nature;
- Monitoring capital management and major expenditure;
- Monitoring the performance and competency of senior management positions to ensure they are of sufficient caliber and the Board is satisfied that there are programmes in place to provide for the orderly succession management including implementation of appropriate systems for recruiting, training, determining the appropriate compensation benefits and where necessary replacing any member of the Senior Management;
- Reporting to Shareholders;
- Evaluations of Board processes and performance;
- Reviewing the adequacy and the integrity of the risks management, internal control systems and management information systems of the Group, including sound framework systems and procedures in place for compliance with applicable laws, regulations, rules and directives and guidelines, to promote best practice in corporate governance; and
- Reviewing and approving annual statutory accounts and monitoring quarterly financial results, press releases and authorise the same for release to the public via Bursa Securities and other authorities.

In discharging its fiduciary duties, the Board is guided by the Board Charter which was adopted on 21 December 2012 and last reviewed on 16 April 2019, which outlines the composition of the Board together with the roles and responsibilities of the Board, Chairman, Chief Executive Officer and the Board Committees including the process and procedures for convening Board meetings.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

I. BOARD RESPONSIBILITIES (CONT'D)

In order to ensure that the Company's business is being effectively managed, the Board has established appropriate internal control systems to support, promote, act as check and balance and to ensure compliance with the laws and regulations governing the Company. The Board conducted quarterly reviews in the financial period ended 31 May 2025 where progress reports on the operations by sectors and financial performance for the period and updates on key corporate exercises will be presented during the quarterly Board meeting. The attendance of individual Directors at the Board and Board Committee meetings during the financial period ended 31 May 2025 are outlined below:-

Director	Board	AC ¹	NRC ²
Executive Director			
Tang Boon Koon	13/13	-	-
Independent Non-Executive Director			
Chew Shin Yong, Mark	13/13	9/9	2/2
Ng Kok Hok	13/13	9/9	2/2
Kunamony A/P S.Kandiah	13/13	9/9	2/2

 Chairman of the Committee

Notes:-

¹ Audit Committee

² Nomination and Remuneration Committee

The Board also reviewed the principal risks arising from all aspects of the Group's business that have significant impact on the Group's operations to ensure that there are systems in place to effectively monitor and manage these risks.

The Board is guided by the Directors' Code of Conducts and Ethics ("the Code") adopted on 21 December 2012 which formalizes the standard conduct and behavior that is expected of its Directors at all times in performing and exercising their duties and responsibilities as Directors of the Company or when representing the Company. The Code is formulated to enhance the standard of corporate governance and corporate behavior of Directors based on trustworthiness and values that can be accepted and to uphold the spirit of responsibility and social responsibility in line with legislation, regulations and guidelines for administering the Group.

As part of the Company's continuous effort to ensure that good corporate governance practices are being adopted, the Board has formalized a Whistle Blowing Policy to provide an avenue for stakeholders of the Company to raise concerns related to possible breaches of business conduct, non-compliance with laws and regulatory requirements as well as other malpractices.

In order to ensure effective functioning of the Board, the Company Secretary plays an advisory role to facilitate overall compliance with the MMLR, CA 2016 and other relevant laws and regulations, advise the Board on all governance issues and ensure the Directors are provided with relevant information on a timely basis for decision making. The Board together with the Company Secretary monitor developments in the corporate governance, statutory and regulatory requirements relating to Directors' duties and responsibilities.

The Company Secretary attended all the Board and Board Committees' meetings and ensures that there is a quorum for all the meetings. She is also responsible for ensuring that all the meetings are convened in accordance with the Board procedures and relevant Terms of References.

The minutes of the meetings are prepared to include amongst others, pertinent issues, substance of enquires and responses, recommendations and decisions made by the Directors. The minutes of the meetings are properly kept in line with the relevant statutory requirements of the relevant laws.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

II. BOARD COMPOSITION

The Board currently consists of four (4) members. There are one (1) Executive Director and three (3) Independent Non-Executive Directors. The current Board composition complies with the MMLR of Bursa Securities that requires at least two (2) or one-third (1/3) of the Board, whichever is the higher, are independent directors.

The Board has maintained its mix of Directors from diverse professional backgrounds with a wide range of experience and expertise in the field of business, legal, economics, finance and accounting.

The Board will review its composition mix to determine areas of strength and improvement from time to time.

a) Board Committees

The Board has developed certain responsibilities and duties to the Board Committees which is clearly defined in the Terms of Reference. These Committees are:-

(i) Audit Committee

The Chairman of the Audit Committee and the Chairman of the Board are held by different individuals to allow the Board to objectively review the Audit Committee's findings and recommendations.

Mr. Ng Kok Hok the Chairman of the audit Committee is equipped with Malaysian Institute of Accountants ("MIA") membership and has vast experience in finance, accounting and corporate advisory services to lead discussions and deliberations related to financial issues and to review results and statements. His full profile can be viewed on page 9 of the Annual Report 2025.

The composition of the Audit Committee does not fulfil the requirement of Paragraph 15.09(1)(a) of the MMLR that requires Audit Committee composed of not less than three (3) members. Thus, the key focus areas and the future priority of the Board in this respect is continue to source for suitable qualified candidate for appointment of Audit Committee members in order to comply with the MMLR while maintaining the effectiveness of the Audit Committee.

Details of the composition and activities of the Audit Committee are set out in the Audit Committee Report of the Annual Report 2025.

(ii) Nomination and Remuneration Committee

The Board has established a Nomination and Remuneration Committee ("NRC") to assist the Board in their responsibilities in nominating new nominees to the Board and to assess the performance of the Board, the Board Committees and the Directors of the Company on an on-going basis. Full details of the NRC's duties and responsibilities are stated in its Terms of Reference of the NRC which is available on the Company's website at www.meridianberhad.com.my.

Name	Designation	Directorship
Chew Shin Yong, Mark	Chairman	Independent Non-Executive Director
Ng Kok Hok	Member	Independent Non-Executive Director
Kunamony A/P S.Kandiah	Member	Independent Non-Executive Director

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

II. BOARD COMPOSITION (CONT'D)

b) Appointment Process

The Group practices formal procedures on sourcing and appointment of new directors. In searching for suitable candidates, the criteria such as qualifications, skills, experience, professionalism, integrity and diversity needed on the Board for the Group's direction will be assessed to determine the suitable candidate.

The NRC is empowered to identify, evaluate and recommend to the Board candidates for new appointments to the Board. In the process, the NRC take into consideration the following criterias:-

- i) Size, composition, mix of skills, experience, competencies and other qualities of the existing Board members;
- ii) The candidate's skills, knowledge, expertise and experience, competence and capability, professionalism, probity, personal and financial integrity and reputation and commitment (including time commitment) to effectively discharge his/her role as Director and, in the case of a candidate for the position of Independent Non-Executive Director, the independence as defined in the Listing Requirements (for the purpose to bring out independence and objectivity in judgement on issues considered and thence, the ability to discharge responsibilities as expected from an Independent Non-Executive Director); and
- iii) Directorships of not more than five (5) public listed companies ("PLC") (as prescribed under Paragraph 15.06 of the MMLR) to ensure Directors have sufficient time to fulfill their roles and responsibilities effectively.

The Board Recruitment Process involves the following stages:-

- i) Identification of candidates;
- ii) Evaluation of suitability of candidates;
- iii) Meeting up with candidates;
- iv) Final deliberation by NRC; and
- v) Recommendation to Board.

(c) Re-election of Directors

The Constitution of the Company provides that at every Annual General Meeting ("AGM") of the Company, one third (1/3) of the Directors for the time being and those appointed during the financial year shall retire from office and shall be eligible for re-election. Any new Director appointed by the Board during the year is required to stand for election at the next AGM. The Directors to retire in each year are the Directors who have stayed longest in office since their last election. To assist shareholders in their decision, sufficient information such as personal profile, meeting attendance and shareholdings in Meridian of each Director standing for re-election are furnished in the Profile of Directors contained in the Annual Report 2025.

The NRC had reviewed and assessed annually the retiring Directors who seek for election and re-appointment at the AGM of the Company and thereafter submit its recommendation to the Board on the proposed re-election and re-appointment of Directors for consideration before tabling the same for shareholders' approval.

At the forthcoming AGM, Mr. Chew Shin Yong, Mark is subject to re-election as Director under Clause 97 of the Company's Constitution.

The above-mentioned Director has consented to serve as Director, if re-elected or re-appointed by the shareholders at the forthcoming AGM.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

II. BOARD COMPOSITION (CONT'D)

(d) Annual Assessment

The NRC meets at least once a year and during the meeting the NRC conducted the Board Performance evaluation via questionnaires which covers Board and Board Committees effectiveness assessment as well as the performance of the individual Directors together with Directors' self and peer assessment. The NRC assessed the effectiveness of the Board and Board Committees in terms of composition, conduct, accountability and responsibility of the Board and Board Committees in Terms of Reference. The Directors self and peer assessment was conducted to evaluate the mix of skills, experience and the individual Director's ability to contribute and exercise independent judgement towards the effective functioning of the Board in achieving their responsibilities as set out in the Board Charter or the respective Terms of Reference of the Board Committees.

The internally developed criteria used in the assessment are guided by the Corporate Governance Guide issued by Bursa Securities and customised to meet the expectations of the Board and the Company. The assessment questionnaires are designed using rating scales to assist the evaluation process. All Board members completed the assessment questionnaires on a confidential basis. The Directors' responses are collated and a comprehensive summary of findings and recommendations is submitted to the NRC for evaluation, after which, the findings and recommendations are escalated to the Board for its consideration and proposed actions based on the NRC recommendations. All Directors' responses from the annual assessment conducted were formally and properly documented.

The NRC also evaluates the independence of the Independent Directors based on the criteria of "Independence" as prescribed in the MMLR of the Bursa Securities.

The NRC, pursuant to the annual review that was carried out, was satisfied that the size of the Board is optimum, well- balanced with appropriate mix of skills and experience in the composition of the Board and its Committees.

The NRC also reviewed the list of training programmes attended by the Directors during the financial period ended 31 May 2025 and are satisfied that the trainings attended are relevant and appropriate to the Company's needs.

Talks, seminars and training programmes attended by Directors during the financial period ended 31 May 2025 are as follows:-

Name of Director	Seminar / Training Course Title
Tang Boon Koon	<ul style="list-style-type: none"> E-invoicing Full Day Workshop-Latest Requirements & Essentials of Implementation Strategic Management and Leadership Competency Training
Chew Shin Yong, Mark	<ul style="list-style-type: none"> Conflict of Interest and Disclosure Obligations E-invoicing Implementation in Malaysia Mandatory Accreditation Programme Part II : Leading for Impact (LIP)
Kunamony A/P S. Kandiah	<ul style="list-style-type: none"> Bursa Academy : Conflict of Interest ("COI") and Governance of COI Strategic Mnaagement and Leadership Competency Training
Ng Kok Hok	<ul style="list-style-type: none"> Applying the IFRS Sustainability Disclose Standard Bursa Malaysia, Building Sustainable Credibility – assurance, Green Washing and The Rise of Green Hushing

All Directors of the Company had attended the Mandatory Accreditation Programme prescribed by Bursa Securities for directors of public listed companies.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

II. BOARD COMPOSITION (CONT'D)

(d) Annual Assessment (Cont'd)

During the financial period ended 31 May 2025, the External Auditors also briefed the Board members on any changes to the Malaysian Financial Reporting Standard that affect the Group's financial statement.

(e) Gender Diversity

The Board acknowledges the call by the Government and MCCG for boards to comprise at least 30% woman on Board. The Board is mindful that any gender representation should be in the best interest of the Company. The Board supports the initiative to include women representation on the Board to achieve a more gender diversified Board, the Board has appointed Kunamony A/P S.Kandiah to the Board on 24 March 2023 as part of such initiative.

Although the Company has not reached the 30% women representation target at Board level as required, the Board is putting its effort in getting other suitable women who could meet the objective criteria, merit and with due regard for diversity in skills and experience to join the Board.

The Board currently does not have a formal policy on its boardroom or gender diversity. The evaluation and selection criteria of a Director are very much dependent on the effective blend of knowledge, skills, competencies, experiences and time commitment of the new Board member. Nonetheless, the Board is supportive of gender diversity in the Boardroom composition as recommended by the MCCG and will endeavour to consider suitable and qualified female candidates for appointment to the Board.

III. REMUNERATION

Directors' Remuneration

The NRC reviews and recommends to the Board the remuneration packages and other terms of employment of the Executive Directors. The remuneration of Directors is determined at levels which enable the Company to attract and retain Directors with the relevant experience and expertise to manage the business of the Group effectively. The determination of the remuneration for the Non-Executive Directors is a matter to be decided by the Board as a whole, with the Director concerned abstaining from deliberations and voting on decision in respect of his individual remuneration package. The Board recommends the Directors' Fees payable to Non-Executive Directors on a yearly basis to the shareholders for approval at the AGM.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

III. REMUNERATION (CONT'D)

Directors' Remuneration (Cont'd)

The details for the remuneration and fees payable to Directors for the financial period ended 31 May 2025 are set out as below:-

Group		Company					
Director	Emoluments	Salaries	Fees	Benefits In Kind	Statutory Contribution	Meeting Allowance	TOTAL
	RM	RM	RM	RM	RM	RM	RM
Executive Director							
Tang Boon Koon	-	-	180,000	-	-	6,000	186,000
Non-Executive Director							
Chew Shin Yong, Mark	-	-	90,000	-	-	11,500	101,500
Ng Kok Hok	-	-	90,000	-	-	11,500	101,500
Kunamony A/P S.Kandiah	-	-	90,000	-	-	11,500	101,500
TOTAL	-	-	450,000	-	-	40,500	490,500

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. AUDIT COMMITTEE

During the financial period ended 31 May 2025, the Board was assisted by the Audit Committee ("AC") which comprises exclusively three (3) Independent Non- Executive Directors, to oversee the Group's financial reporting process. To further enhance the independence of Audit Committee, the Board has applied Practice 9.2 of the MCCG 2021 to adopt a policy that requires former key audit partner who was part of the engagement team to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. The Group has always recognised the need to uphold independence. During the financial period 2025, none of the members of the Board or Board Committees were former key audit partners.

The Chairman of the AC is not the Chairman of the Board. The AC Chairman is the key contact between the AC members and members of the Board, as well as Senior Management, External Auditors and Internal Auditors.

The composition of the AC is reviewed annually with the view to maintain an independent and effective AC and, in line with the principles of the MCCG, all members of the AC have continuously improved their financial literacy by attending trainings on the developments and changes in the Malaysian Financial Reporting Standards in order for them to discharge their duties effectively.

The appointment/re-appointment of the External Auditors are reviewed by the AC annually based on an assessment of their independence and suitability.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board acknowledges its responsibility to maintain a sound system of internal control and risk management practices within the Group, which is important to safeguard the shareholders' investment and the Group's assets.

The Group has outsourced its internal audit function to Vaersa Advisory Sdn. Bhd., an independent professional service firm to perform systematic review of the internal control system of the Group.

Further information on the Group's risk management and internal control framework is made available on the Statement of Risk Management and Internal Control of the Annual Report 2025.

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

I. COMMUNICATION WITH STAKEHOLDERS

The Group recognises the importance of disseminating relevant and material information on the development of the Group. The Group places strong emphasis on the importance of timely and equitable dissemination of information to shareholders and stakeholders. All sensitive and material information about the Group will be released publicly through press release, regulatory filings such as the release of quarterly results and announcements to Bursa Securities.

The Company's website at www.meridianberhad.com.my also provides easy access to the investors and general public on up- to-date corporate announcements, quarterly financial results, annual reports and where appropriate, circulars and press releases and other information pertaining to the Group.

The Company believes in transparency and open lines of communication with all the stakeholders. Transparency and communication are fundamental components of good corporate governance and serve to build vital relationships of trust the Company maintained with its stakeholders.

The Company engages its stakeholders through various means of communication to enable them to more understand the Group's business operation and seek their feedbacks and inputs on several matters relevant to them. The Group identified them through issues which are material based on their impact to the Group's operation and the number of stakeholders affected.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

II. CONDUCT OF GENERAL MEETINGS

The Annual General Meeting (“AGM”) represents the principal forum for dialogue and interaction with shareholders. At each AGM, the Board presents the performance and progress of the Company and provides ample opportunity for shareholders to raise questions pertaining to the business activities of the Company. All the Directors and key management personnel are available to provide responses to questions raised by the shareholders during the AGM.

Prior to the general meetings, the shareholders are allowed to submit any questions online by scanning the QR Code or browse on the link provided in the Administrative Guide. During the general meetings, the shareholders are encouraged to submit typed questions in real time within the Questions & Answers Box at the bottom of the messaging screen. Any questions can be submitted at any time until the announcement of the closure of Questions & Answers session. All the Directors are available to provide responses to questions raised by the shareholders during the general meetings. The Company’s External Auditors also attend the AGM and are available to address any relevant queries raised by the shareholders pertaining to the audit matters and audit report.

The notice of AGM is despatched to shareholders at least 28 days before the AGM. The Company believes that shareholders will have sufficient time to make the necessary arrangement to submit the proxy forms or to participate the general meetings. The general meetings of the Company held in year 2024 were conducted virtually and online poll voting whereby shareholders and proxies can access and participate remotely.

The Minutes of the general meetings (including all the Questions raised at the meeting and the Answers thereto) was also made available on the Company’s website.

The outcome of the general meeting will be announced to Bursa Securities on the same day, the same is also accessible on the Company’s website.

STATEMENT OF COMPLIANCE WITH THE MCCG

The Board has complied most of the recommended practices of the MCCG throughout the financial period ended 31 May 2025, except for the following:-

- 1) Practice 1.2 – to have Chairman of the Board who is responsible for instilling good corporate practices, leadership and effectiveness of the Board is appointed;
- 2) Step Up 5.4 – to have a policy to limit the tenure of independent directors to nine (9) years without further extension;
- 3) Practice 5.9 – to have at least 30% women directors on board;
- 4) Practice 5.10 – to disclose in its annual report the company’s policy on gender diversity for the board and senior management;
- 5) Practice 8.2 – to disclose the top five (5) senior management’s remuneration in bands of RM50,000 on a named basis;
- 6) Step Up 8.3 – to fully disclose the detailed remuneration of each member of senior management on a named basis; and
- 7) Step Up 10.3 – to establish a Risk Management Committee, which comprises a majority of independent directors, to oversee the company’s risk management framework and policies.

The Board acknowledges that achieving excellence in corporate governance is a continuous process and is committed to playing a pro-active role in steering the Group towards the highest level of integrity and ethical standards.

The Corporate Governance Overview Statement and Corporate Governance Report were approved by the Board of Directors on 25 September 2025.

ADDITIONAL COMPLIANCE INFORMATION DISCLOSURES

1. AUDIT AND NON-AUDIT FEES PAID TO EXTERNAL AUDITORS

The audit fees and non-audit fees payable to the external auditors during the financial period ended 31 May 2025 were as follows:

Type of Fees	Company (RM)	Group (RM)
Audit fees	114,000	245,000
Non-audit fees	8,000	8,000

2. MATERIAL CONTRACTS

Other than as disclosed in Note 30 of the Related Parties, there were no material contracts entered into by the Group involving the interest of the Directors, or Major Shareholders either still subsisting as at 31 May 2025 or entered into since the end of the previous financial period.

3. SHARE BUY-BACK

There was no share buy-back by the Company during the financial period ended 31 May 2025.

4. CONTRACTS RELATING TO A LOAN

There were no contracts which relate to a loan entered into by the Company and its subsidiaries during the financial period ended 31 May 2025.

5. VARIATION IN RESULTS

There was no material variance between the financial results and the profit forecast or unaudited results previously made for the financial period ended 31 May 2025.

6. PROFIT GUARANTEE

There was no profit guarantee given by the Company during the financial period ended 31 May 2025.

7. PROFIT FORECAST VARIANCE

There was no profit forecast issued during the financial period ended 31 May 2025.

8. NON-OBSERVANCE OF MCCG

There were no non-observance of the MCCG for the financial period ended 31 May 2025.

AUDIT COMMITTEE REPORT

MEMBERSHIP AND MEETINGS

The Audit Committee (“AC”) had nine (9) meetings held during the financial period ended 31 May 2025. The members of the AC and the record of their attendances are as follows:-

Composition of the Audit Committee (Independent Non-Executive Director)	Designation	Meeting Attendance	Percentage of Attendance
Ng Kok Hok	Chairman	9/9	100%
Chew Shin Yong, Mark	Member	9/9	100%
Kunamony A/P S.Kandiah	Member	9/9	100%

The External Auditors and Internal Auditors attended the AC meetings to brief the AC on the activities involving their areas of responsibilities.

SUMMARY OF ACTIVITIES DURING THE FINANCIAL PERIOD ENDED 31 MAY 2025

The AC’s activities during the financial period ended 31 May 2025 comprised the following:-

1. Quarterly Financial Statements and Audited Financial Statements

- reviewed the audited financial statements of the Company prior to submission to the Directors for their perusal and approval. This was to ensure compliance of the financial statements with the provisions of the Companies Act, 2016 and the applicable approved accounting standards as per Malaysian Accounting Standards Board; and
- reviewed the unaudited financial results before recommending them for Board’s approval, focusing particularly on:-
 - Any change in accounting policies
 - Significant adjustments arising from audit
 - Compliance with accounting standards and other legal requirements

2. Risks and Controls

The AC evaluated the overall adequacy and effectiveness of the system of internal controls through review of the work performed by both Internal and External Auditors as well as discussions with the Management. The AC reviewed and recommended the Statement on Risk Management and Internal Control and Corporate Governance Overview Statement for publication in the Annual Report 2025 of the Company to the Board for approval.

3. External Auditors

- a. The AC deliberated with the External Auditors the results of the audit of the annual audited financial statements for the financial period ended 31 May 2025 and their Report to the AC and the Management responses.
- b. The AC reviewed and approved the Annual Audit Planning Memorandum prepared by the External Auditors, Messrs. Morison LC including their terms of engagement and scope of work for the statutory audit for the financial period ended 31 May 2025.

During the meeting, the External Auditors affirmed that Messrs. Morison LC and all members of its engagement team have maintained their independence in accordance with the provisions of the By- Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants (“MIA”).

AUDIT COMMITTEE REPORT

SUMMARY OF ACTIVITIES DURING THE FINANCIAL PERIOD ENDED 31 MAY 2025 (CONT'D)

3. External Auditors (Cont'd)

- c. Meridian's Policies and Procedures on Auditor Independence states that the lead audit engagement and concurring partners of Meridian be subject to a five (5) year rotation with a three (3) year cooling off period.
- d. The AC reviewed the terms of engagement for the External Auditors in respect of the review of the Directors' Statement on Risk Management and Internal Control for the financial period ended 31 May 2025.
- e. The AC reviewed the non-audit services provided by the External Auditors. During the year under review, the Company engaged the External Auditors for several non-audit works. Details of the non-audit fees incurred by the Company for the financial period ended 31 May 2025 are stated in the Additional Compliance Information of the Annual Report 2025.

4. Internal Auditors

- a. The AC reviewed and approved Meridian's Internal Audit Plans and ensured that the principal risks, key entities and functions were adequately identified and covered in the plan.
- b. The AC reviewed the internal audit reports presented by Internal Auditors. The scope of the internal auditor's function for the financial period ended 31 May 2025 covered areas regarding compliance mainly on the Internal Control system of the Group. The scope of internal auditing encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the Group governance, risk management, and internal controls as well as the quality of performance in carrying out assigned responsibilities to achieve the stated goals and objectives. This includes:-
 - Evaluating risk exposure relating to achievement of the Group's strategic objectives;
 - Evaluating the reliability and integrity of information and the means used to identify, measure, classify, and report such information;
 - Evaluating the systems established to ensure compliance with those policies, plans, procedures, laws, and regulations which could have a significant impact on the Group;
 - Evaluating the means of safeguarding assets and, as appropriate, verifying the existence of such assets;
 - Evaluating the effectiveness and efficiency with which resources are employed;
 - Evaluating operations or programs to ascertain whether results are consistent with established objectives and goals and whether the operations or programs are being carried out as planned;
 - Monitoring and evaluating governance processes;
 - Monitoring and evaluating the effectiveness of the Group's risk management processes;
 - Evaluating the quality of performance of external auditors and the degree of coordination with internal audit;
 - Performing consulting and advisory services related to governance, risk management and control as appropriate for the Group;
 - Reporting periodically on the internal audit function's purpose, authority, responsibility, and performance relative to its plan;
 - Reporting significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by the AC;
 - Evaluating specific operations at the request of the AC or management, as appropriate; and
 - Performing follow-up review to determine the implementation status of agreed action plans from previous internal audit reports. Follow-up reviews shall be performed six (6) months after delivery of an internal audit report.

The internal audit function also performed the follow-up on the status of implementation of recommendations made for reporting to the AC and the Management.

AUDIT COMMITTEE REPORT

SUMMARY OF ACTIVITIES DURING THE FINANCIAL PERIOD ENDED 31 MAY 2025 (CONT'D)

4. Internal Auditors (Cont'd)

- c. The AC had reviewed and recommended the Audit Committee Report to the Board for approval prior to inclusion in this Annual Report of the Company.

5. Related Party Transactions ("RPT")

The AC reviewed the recurrent related party transactions ("RRPT") or RPT of the Group and possible conflict of interest transaction to ensure compliance with the MMLR and that they were not favourable to the related parties than those generally available to the public and were not detrimental to minority shareholders.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Malaysian Code on Corporate Governance requires the Board of Directors (“Board”) to establish a sound risk management framework and internal controls system to safeguard shareholders’ investments and the assets of Meridian Berhad and its subsidiaries (“Group”). Pursuant to paragraph 15.26(b) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad, the Board of listed issuers is required to include in their Annual Report, a statement on the Group’s state of internal control and risk management.

The Board recognises its responsibilities for and the importance of a sound system of risk management and internal controls. The Board continues with its commitment to maintain sound systems of risk management and internal control throughout the Group and in compliance with the MMLR and guided by the Statement on Risk Management and Internal Control (Guidelines for Directors of Listed Issuers) (“Guidelines”).

The Board is pleased to provide the following statement which outlines the nature and scope of risk management and internal control of the Group during the financial period ended 31 May 2025.

BOARD’S RESPONSIBILITIES

The Board acknowledges its responsibility for maintaining a sound system of internal controls and in seeking regular assurance on the adequacy, effectiveness and integrity of the risk management and internal control system to meet the Group’s objectives and strategies, safeguard shareholders’ investments and the Group’s assets.

Board meetings are conducted on a periodic basis to review the Group’s risk management and internal control activities. The Board through its Audit and Risk Management Committee (“ARMC”) supported by the internal auditor which is independent of the activities it audits, conducted periodic assessments as to whether risks that may hinder the Group from achieving its objectives are being adequately evaluated, managed and controlled. Issues as well as actions agreed by the Management to address them were tabled and deliberated during the ARMC meetings, the minutes of which are then presented to the Board. The Board recognises the need to embed risk management in all aspects of the Company’s activities and set levels of acceptable risk to aid decision-making and governance processes.

The Board of Directors acknowledges the need for a more formal risk management framework and process that is capable of providing a reasonable assurance that risk is managed within tolerable ranges. The Board have received assurance from the Executive Directors that the Group will continuously improve and maintain a sound and effective system of risk management and internal control. In pursuing objectives, the role of Management is to implement the Board’s policies, decisions and guidelines on risks and controls that include the identification, evaluation and treatment of risks with appropriate counter measures.

The Board also acknowledges that due to the limitations that are inherent in any system of internal controls, the internal control system can only reduce but cannot totally eliminate risks that impede the achievement of the Group’s business objective. Therefore, the internal control system can only provide reasonable and not absolute assurance against material misstatement or loss or fraud.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

KEY FEATURES OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

Key elements that have been established in the Group's risk management and internal control system are described below:-

1. Risk Management System

The Board recognises that risk management is an integral part of the Group's business operations and that the identification and management of risks will affect the achievement of the Group's business objectives. The Board confirms there is an ongoing process of identifying, evaluating, monitoring and managing risks to achieve the objectives of the Group for the financial year under review. In discharging its responsibilities, the Board has taken into account the guidance of the Malaysian Code on Corporate Governance ("MCCG ") 2021.

a. Establish the context of risk in relation to the Group's risk appetite

The number of risks, on a broader level, acceptable to the Group in pursuing the various business objectives is determined by the senior management.

b. Risk identification in relation to the objectives of every business function

The risks are identified through a series of interviews and discussions with the risk owners, i.e. respective heads of operating units/departments, key personnel and management of the Group. The risk identification process includes consideration of both internal and external environmental factors. External environmental factors include economic and political changes, changes in the behavior of competitors, new regulations or legislation and technological developments. Internal environmental factors include changes in key personnel, introduction of new or revision of existing policies and procedures.

c. Assess the potential impact and likelihood of the risks identified and hence their risk levels

The impact of the risk is rated on a scale of A to E (A to indicate the lowest impact and E to indicate the highest impact). Whereas the likelihood of the risk is rated on a scale of 1 to 5 (1 to indicate the lowest probability and 5 to indicate the highest probability). The risk level shall be rated low, medium and high according to the Risk Analysis Matrix.

d. Ongoing monitoring and review of risk mitigating measures, risk levels and emerging risks

All the identified risks and mitigating measures are documented in a "Business Risk Profile". The Business Risk Profile of the Group is updated on an ongoing basis and approved by the Board.

The Business Risk Profile serves as a tool for the heads of operating units/departments to manage key risks applicable to their areas of business. All key risks and issues are reviewed and resolved by the Management team during the monthly management meeting. Through these mechanisms, key risks identified in the Business Risk Profile are assessed in a timely manner and control procedures are re-evaluated accordingly in order to ensure that the key risks are mitigated to an acceptable level.

The Internal Audit Function reviews the effectiveness and adequacy of control procedures adopted by the Group on half-yearly basis in mitigating the key risks identified in the Business Risk Profile. Any weaknesses noted during the audit review are reported to the ARMC . Through these mechanisms, the ARMC can be assured that the key risks of the Group are reviewed quarterly and appropriately managed to an acceptable level.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

KEY FEATURES OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (CONT'D)

2. Internal Control System

- (i) An organisational structure with clear lines of accountability and responsibilities provides a sound framework within the organisation in facilitating check and balance for proper decision making at the appropriate authority levels of management including matters that require the Board's approval;
- (ii) The ARMC and the Board of Directors meet at least once on a quarterly basis to review and deliberate on financial reports, annual financial statements, internal audit reports and etc. Discussions with management were held to deliberate on the actions that are required to be taken to address the internal control issues identified;
- (iii) The ARMC and the Board review findings of the internal and external audit on accounting and internal control issues, and hold discussions with management on actions to be taken in resolving them;
- (iv) Internal policies and procedures had been established for key business units within the Group;
- (v) The internal auditor reports directly to the ARMC. Findings are communicated to Management and the ARMC with recommendations for improvements and follow-up to confirm all agreed recommendations are implemented. The internal audit plan is reviewed and approved by the ARMC; and
- (vi) Regular interactive meetings between the external and internal auditors to identify and rectify any weakness in the system of internal controls.

3. Internal Audit Function

The Board acknowledges its overall responsibility for maintaining a sound system of internal controls that provides assurance of effective and efficient operations and compliance with laws and regulations including its internal procedures and guidelines. The size and complexity of the operations may give rise to risks of unanticipated or unavoidable losses.

The internal audit function is outsourced to an independent professional firm, Vaersa Advisory Sdn. Bhd. The firm was appointed by ARMC to assist the Board and ARMC in providing an independent assessment of the adequacy, efficiency and effectiveness of the Group's internal control system. The management is responsible for ensuring that corrective actions are taken on reported weaknesses and the internal audit function will carry out subsequent follow-up reviews to ensure the identified areas are rectified for control improvement.

During the financial period under review, internal audits were conducted on the internal control system for standard operating policy and procedure, with a specific focus on financial management.

The Board has reviewed the adequacy and effectiveness of the Group's risk management activities and internal control framework and ensured that necessary actions have been or are being taken to rectify weaknesses identified. The Board concludes that continual improvement on the effective system of risk management and internal control is in place to safeguard the shareholders' investment and the Group's assets.

Based on the internal audit review conducted, none of the weaknesses noted has resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this Annual Report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

BOARD ASSURANCE AND LIMITATION

For the financial period under review, the Board is satisfied that the existing systems of risk management and internal control are effective and there were no losses resulting from significant control weakness.

The Board acknowledges that the risk management and internal control systems should be continuously improved. However, stakeholders should note that all risk management and internal control systems could only manage rather than eliminate risks of failure to achieve business objectives. Therefore, these systems can only provide reasonable but not absolute assurance against material misstatements, frauds and losses.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the MMLR, the external auditors shall review this Statement on Risk Management and Internal Control. The review should be guided by the Audit and Assurance Practice Guide 3 ("AAPG3") issued by the Malaysian Institute of Accountants.

Based on AAPG3, the external auditors have reviewed this Statement and have reported to the Board that nothing has come to their attention that causes them to believe that the explanation disclosed in this Statement is inconsistent with their understanding of the processes adopted by the Board and management in their risk management and internal control systems of the Group.

CONCLUSION

The Board is satisfied that the existing system of internal controls and risk management is sound and adequate to safeguard the Group's assets at the existing level of operations of the Group for the financial period under review, and up to the date of approval of this Statement. The Board recognizes that the development of internal control system is an ongoing process. Therefore, in striving for continuous improvement, the Board will continue to take appropriate action plans to further enhance the Group's system of internal control.

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

The Directors are responsible to prepare financial statements for each financial period which have been made out in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the provisions of the Companies Act 2016 ("Act") so as to give a true and fair view of the financial position of the Group and of the Company as at the end of the financial period and of the financial performance and cash flows of the Group and of the Company for the financial period then ended.

In preparing the financial statements for the period ended 31 May 2025, the Directors have considered:

- i. The adoption of appropriate accounting policies and applied them consistently;
- ii. Reasonable and prudent judgements and estimates were made;
- iii. Applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- iv. The financial statements are prepared on a going concerns basis.

The Directors are responsible for ensuring that the Group and the Company maintain accounting records that disclose with reasonable accuracy the financial position of the Group and of the Company and which enable them to ensure that the financial statements comply with the Act.

The Directors are also responsible for taking reasonable steps to safeguard the assets of the Group and of the Company to prevent and detect fraud and other irregularities.



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DIRECTORS' REPORT

The directors of **MERIDIAN BERHAD** hereby present their report and the audited financial statements of the Group and of the Company for the financial period ended 31 May 2025.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies are as set out in Note 14 to the financial statements.

RESULTS OF OPERATIONS

	Group RM'000	Company RM'000
Loss for the financial period	<u>(57,192)</u>	<u>(1,450)</u>

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

DIVIDENDS

There were no dividends proposed, declared or paid by the Company since the end of the previous financial period. The directors do not recommend any dividend in respect of current financial period.

RESERVES AND PROVISIONS

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

SHARES AND DEBENTURES

There was no issuance of shares or debentures during the financial period.

DIRECTORS' REPORT

TREASURY SHARES

Treasury shares relate to ordinary shares of the Company that are 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 period.

As at 31 May 2025, the Company held 2,390,850 treasury shares out of its 228,434,743 issued and paid-up ordinary shares. Such treasury shares are held at a carrying amount of RM5,842,530 and further details are disclosed in Note 19 to the financial statements.

EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

The ESOS is governed by the By-Laws approved by the shareholders at an Extraordinary General Meeting held on 22 September 2022. The ESOS was implemented on 8 February 2023 and is in force for a period of five (5) years.

The salient features of the ESOS are as follows:

- (a) The total number of shares to be issued under the ESOS shall not exceed, in aggregate, the fifteen percent (15%) of the issued share capital (excluding treasury shares, if any) of the Company at any point of time during the tenure of the ESOS for the eligible persons of the Company and its subsidiary companies (excluding dormant subsidiary companies) who fulfil the eligibility criteria for participation in the ESOS. In addition, not more than ten percent (10%) of the shares available under the ESOS shall be allocated to any eligible person who, either individually or collectively through persons connected with the eligible person, holds twenty percent (20%) or more in the issued share capital of the Company (excluding treasury shares, if any);
- (b) The ESOS exercise price is to be determined by the Board upon recommendation of the ESOS Committee, shall be based on the five (5)-day volume weighted average, market price of the share, as quoted on Main Market of Bursa Securities Malaysia, immediately preceding the date of offer with a discount of not more than ten percent (10%); and
- (c) All new ordinary shares issued pursuant to the ESOS will rank pari passu in all respects with the then existing issued ordinary shares of the Company, except that the new ordinary shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to shareholders prior to the date of allotment of such new ordinary shares, and will be subjected to all the provisions of the Articles of the Company relating to transfer, transmission or otherwise.

As at 31 May 2025, the Company did not grant any ESOS.

DIRECTORS' REPORT

WARRANTS 2014/2024

By virtue of a Deed Poll executed on 7 August 2014 for the 48,421,408 free new detachable warrants ("Warrants C") pursuant to the free warrants issued, each Warrants C entitles the registered holder the right at any time during the exercise period to subscribe in cash for 1 new ordinary share at an exercise price of RM0.80 per ordinary share each from the date of issuance on the basis of 1 free warrant for every 10 existing shares held and will be expiring on 24 August 2024.

On 22 February 2023, the 48,421,408 outstanding Warrants C have been consolidated into 12,105,271 consolidated Warrants C and the exercise price of Warrants C had been adjusted from RM0.80 to RM3.20 each pursuant to the share consolidation.

During the financial period, the Warrants C comprised of 12,105,271 warrants are lapsed.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps:

- (a) to ascertain that proper 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 there were all bad debts had been written off and adequate allowance had been made for doubtful debts; and
- (b) (b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company had been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances:

- (a) which would render the amount written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (b) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- (c) 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; or
- (d) not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

DIRECTORS' REPORT

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

- (a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial period which secures the liabilities of any other person; and
- (b) any contingent liability of the Group and of the Company which has arisen since the end of the financial period.

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

In the opinion of the directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial period and the date of this report which is likely to affect substantially the results of operations of the Group and of the Company for the financial period in which this report is made.

DIRECTORS

The directors of the Company in office at any time during the financial period and during the financial period from the end of the financial period to the date of the report are:

Tang Boon Koon*

Chew Shin Yong, Mark*

Ng Kok Hok

Kunamony A/P S.Kandiah

Dato' Yap Ting Hau*

(Resigned on 29 December 2023)

* These directors are also directors of the Company's subsidiary companies.

DIRECTORS' INTERESTS

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

DIRECTORS' BENEFITS

Since the end of the previous financial period, no director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by directors as shown in 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.

DIRECTORS' REPORT

The details of the directors' remuneration for the financial period ended 31 May 2025 are set out below:

	Group RM'000	Company RM'000
Directors' fee	450	450
Salaries, wages and others	41	41
	<u>491</u>	<u>491</u>

During and at the end of the financial period, no arrangement subsisted to which the Company was a party whereby directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

There was no indemnity given to or insurance effected for directors, officers and auditors of the Group and of the Company during the financial period.

SUBSEQUENT EVENTS

The details of the subsequent events are disclosed in Note 33 to the financial statements.

AUDITORS' REMUNERATION

The auditors' remuneration of the Group and of the Company for the financial period ended 31 May 2025 are as follow:

	Group RM'000	Company RM'000
Auditors' remuneration		
Statutory audit	245	114
Other services	8	8
	<u>253</u>	<u>122</u>

DIRECTORS' REPORT

AUDITORS

The Auditors, Morison LC PLT, does not seek for reappointment.

This report was approved by the Board of Directors.

Signed on behalf of the Board of Directors
in accordance with a resolution of the Directors,

TANG BOON KOON

CHEW SHIN YONG, MARK

Kuala Lumpur
7 October 2025

STATEMENT BY DIRECTORS

The directors of **MERIDIAN BERHAD** state that, in their opinion, the accompanying financial statements, are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 May 2025 and of their financial performance and their cash flows for the financial period then ended.

Signed on behalf of the Board of Directors
in accordance with a resolution of the directors,

TANG BOON KOON

CHEW SHIN YONG, MARK

Kuala Lumpur
7 October 2025

DECLARATION BY THE DIRECTOR PRIMARILY RESPONSIBLE FOR THE FINANCIAL MANAGEMENT OF THE COMPANY

I **TANG BOON KOON**, the director primarily responsible for the financial management of **MERIDIAN BERHAD**, do solemnly and sincerely declare that the accompanying financial statements are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed at **KUALA LUMPUR**)
in Federal Territory on)

TANG BOON KOON

Before me,

COMMISSIONER FOR OATHS

INDEPENDENT AUDITORS' REPORT

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **MERIDIAN BERHAD**, which comprise the statements of financial position as of 31 May 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial period then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 58 to 122.

We do not express an opinion on the accompanying financial statements of the Group and of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

1. As disclosed in Note 3(a) to the financial statements, the financial statements of the Group and of the Company have been prepared on the assumption that the Group and the Company will continue as going concerns. The following events or conditions indicate that material uncertainties exist that may cast significant doubt on the Group's and the Company's ability to continue as going concerns:
 - (i) The Group and the Company incurred net loss of RM57,192,000 and RM1,450,000 respectively and have been recording net loss for the past three (3) financial periods;
 - (ii) The Group's and the Company's current liabilities exceeded its current assets by RM45,538,000 and RM6,413,000 respectively, mainly consists of the loan and borrowings and other payables and accrued expenses as disclosed in Note 22 and Note 26 respectively;

INDEPENDENT AUDITORS' REPORT

- (iii) On 26 September 2023, the Company has triggered Para 8.03A(2b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) whereby the Company has an insignificant level of operations. As a result, the Company is considered as an affected listed issuer and is in the midst of formulating its regularisation plan to submit to Bursa Securities; and
- (iv) On 8 April 2024, the Company announced that it has triggered the prescribed criteria pursuant to Paragraph 8.03A and Paragraph 2.1 (d) of Practice Note 17 (“PN17”) under the Main Market Listing Requirements of Bursa Securities. Hence, as of the date hereof, the Company has become a PN17 listed issuer. The Company is required to submit a regularisation plan to relevant regulatory authorities for approval before 22 September 2024. The Company is currently formulating a regularisation plan for submission, and during the financial period, the Company has applied and had granted an extension of time by Bursa Securities up to 25 September 2025. Subsequent to the financial period, the Company had on 25 September 2025 submitted third application of extension of time to Bursa Securities and the application is still in process of approval by Bursa Securities.

Therefore, the going concern basis used in preparing the financial statements of the Group and of the Company is significantly dependent on:

- (i) approval being obtained from all the relevant parties on the proposed regularisation plan;
- (ii) timely and successful implementation of the key components of the proposed regularisation plan; and
- (iii) ability of the Group and the Company to achieve sustainable and viable operations so as to generate sufficient cash flows to enable them to meet their obligations as and when they fall due.

If these events are not forthcoming, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business. Accordingly, we were unable to obtain sufficient appropriate audit evidence to support the validity of the assumption adopted by the directors in preparing the financial statements on a going concern basis.

2. We were appointed as auditors of the Group and the Company on 18 September 2024 for the financial year ended 30 November 2024, and subsequently the Group and the Company had changed the financial year to 31 May 2025. In accordance with International Standards on Auditing 510 Initial Audit Engagements – Opening Balances, we are required to determine whether the opening balances contain misstatements that materially affect the current period’s financial statements. During the course of our audit, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the opening balances and related transactions, as the Company was unable to provide fundamental accounting records and supporting documentation necessary for our audit procedures. These limitations include, but are not limited to, records required to verify the opening balances of assets, liabilities, equity, income and expenses, and to assess the comparative information presented.

INDEPENDENT AUDITORS' REPORT

As a result of these matters, we were unable to determine whether adjustments might have been necessary in respect of the opening balances, the comparative information presented, and the elements making up the statement of profit or loss and other comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and any related disclosures.

3. As disclosed in Note 13 and Note 15 to the financial statements, the titles to certain investment properties and certain inventories (collectively referred to as “the Properties”), which had a total carrying amount of RM53,985,000 as at the financial year ended 30 November 2023, remain registered under a former subsidiary company that had been disposed of in previous years but has not yet transferred the legal titles of the Properties to the Group as at 31 May 2025. We also noted that this former subsidiary was wound up by the Kuala Lumpur High Court pursuant to Petition No. WA-28NCC-426-07/2021 on 23 March 2022 and is currently under receivership. The legal titles to the Properties remain outstanding as at the date of this report.

In view of the uncertainties associated with the above matters, management has recognised impairment losses on investment properties amounting to RM38,800,000 and has written down the value of the related inventories amounting to RM10,215,000 in the current financial year. However, we were unable to obtain sufficient appropriate audit evidence to evaluate the basis, assumptions and recoverable amounts used by management in determining these impairment losses and inventory write-downs. Consequently, we were unable to determine whether the amount of impairment losses and write-downs recognised is appropriate, or whether further adjustments might be necessary.

4. During the course of our audit, we noted that a term loan amounting to RM2,974,000, originally owing to a financial institution under a former subsidiary, had subsequently been transferred to Sri Lingga Sdn. Bhd., a wholly-owned subsidiary of the Company, without the consent of the financial institution.

On 27 March 2024, the Company received a letter from the financial institution demanding full settlement of an outstanding loan of RM3,313,000, indicating that the financial institution regarded the Company as having obligations as the corporate guarantor of the said loan. Subsequently, on 24 April 2025, the financial institution confirmed in writing that the Company had acted as the corporate guarantor and that the sale of an assigned property had been completed in December 2024, with the sale proceeds applied against the outstanding loan balance.

However, as of the date of this report, the final amount of the outstanding loan, if any, has not been concluded, and no conclusive evidence has been made available to us regarding the remaining liability. We were also unable to verify the details of the settlement transaction beyond the correspondence from the financial institution. Consequently, we were unable to determine whether all related borrowings, obligations arising from the corporate guarantee, and liabilities of the Group and of the Company have been completely recognised and adequately disclosed in the financial statements

INDEPENDENT AUDITORS' REPORT

5. The results of ZKP Development Sdn. Bhd. ("ZKP"), a wholly-owned subsidiary of the Company, have been included in the consolidated financial statements. During the course of our audit, we were unable to obtain the necessary supporting documents and information relating to ZKP Development Sdn. Bhd., a wholly owned subsidiary of the Group, to perform our audit procedures. This has resulted in a limitation of scope on our audit in respect of this subsidiary. Given the significance of this subsidiary to the Group's consolidated financial statements, we were unable to obtain sufficient appropriate audit evidence to verify the assets, liabilities, income, and expenses relating to this component.

Accordingly, we were unable to determine whether any adjustments might have been necessary to the consolidated financial statements and related disclosure in the financial statement of the Group.

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 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 responsibility is to conduct an audit of the Company's financial statements in accordance with approved standards on auditing in Malaysia and International Standards on Auditing and to issue an auditors' report. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and IESBA Code.

INDEPENDENT AUDITORS' REPORT

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 2016 in Malaysia, we report that in our opinion:

- (a) the accounting and other records for the matters as described in the *Basis for Disclaimer of Opinion* section have not been properly kept by the Company in accordance with the provision of the Companies Act 2016, in Malaysia.
- (b) we have not obtained all information and explanations that we required.

Other Matters

- (a) The financial statements of Meridian Berhad for the financial period ended 30 November 2023 were audited by another auditors who expressed a disclaimer of opinion on these financial statements on 5 April 2024.
- (b) 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 towards any other person for the contents of this report.

MORISON LC PLT (AF 002469)
202206000028 (LLP0032572-LCA)
Chartered Accountants

OOI CHI YEE
03684/08/2024 (J)
Chartered Accountant

Petaling Jaya
7 October 2025

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD 1 DECEMBER 2023 TO 31 MAY 2025

		Group		Company	
		01.12.2023 to 31.05.2025 RM'000 (18 months)	01.07.2022 to 30.11.2023 RM'000 (17 months)	01.12.2023 to 31.05.2025 RM'000 (18 months)	01.07.2022 to 30.11.2023 RM'000 (17 months)
Note					
Revenue	5	4,713	3,796	-	-
Cost of sales		(5,939)	(8,369)	-	-
Gross loss		(1,226)	(4,573)	-	-
Other income		566	26,771	96	-
Net loss on impairment of financial assets		(457)	(484)	(15)	(13,572)
Administrative expenses		(53,578)	(36,917)	(1,530)	(77,405)
Loss from operations		(54,695)	(15,203)	(1,449)	(90,977)
Finance costs	7	(2,497)	(2,065)	(1)	-
Loss before tax	8	(57,192)	(17,268)	(1,450)	(90,977)
Income tax expense	9	-	-	-	-
Loss for the financial period, representing total comprehensive loss for the financial period		(57,192)	(17,268)	(1,450)	(90,977)
Total comprehensive loss for the financial period attributable to owners of the Company		(57,192)	(17,268)	(1,450)	(90,977)
Basic/Diluted loss per ordinary shares (sen)	10	(0.25)	(3.19)		

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 MAY 2025

		Group		Company	
	Note	31.05.2025 RM'000	30.11.2023 RM'000	31.05.2025 RM'000	30.11.2023 RM'000
ASSETS					
Non-Current Assets					
Property, plant and equipment	11	13	25	-	-
Right-of-use assets	12	9,710	9,948	85	-
Investment properties	13	39,922	46,830	-	-
Investment in subsidiary companies	14	-	-	26,670	26,670
Inventories	15	59,144	59,144	-	-
Total Non-Current Assets		<u>108,789</u>	<u>115,947</u>	<u>26,755</u>	<u>26,670</u>
Current Assets					
Inventories	15	19,689	63,868	-	-
Trade receivables	16	488	239	-	-
Other receivables	17	197	333	-	15
Amount due from subsidiary companies	27	-	-	-	-
Cash and bank balances	18	442	351	52	55
Total Current Assets		<u>20,816</u>	<u>64,791</u>	<u>52</u>	<u>70</u>
Total Assets		<u>129,605</u>	<u>180,738</u>	<u>26,807</u>	<u>26,740</u>

STATEMENTS OF FINANCIAL POSITION

AS AT 31 MAY 2025

		Group		Company	
	Note	31.05.2025 RM'000	30.11.2023 RM'000	31.05.2025 RM'000	30.11.2023 RM'000
EQUITY AND LIABILITIES					
Equity					
Share capital	19	294,021	294,021	294,021	294,021
Treasury shares	20	(5,843)	(5,843)	(5,843)	(5,843)
Revaluation reserves	21	11	11	-	-
Accumulated losses		(229,062)	(171,870)	(267,893)	(266,443)
Total Equity		<u>59,127</u>	<u>116,319</u>	<u>20,285</u>	<u>21,735</u>
Non-current liabilities					
Loans and borrowings	22	-	816	-	-
Lease liabilities	23	57	-	57	-
Deferred tax liabilities	24	4,067	4,067	-	-
Total Non-Current Liabilities		<u>4,124</u>	<u>4,883</u>	<u>57</u>	<u>-</u>
Current liabilities					
Trade payables	25	9,769	8,001	453	453
Other payables and accrued expenses	26	31,702	29,992	4,711	3,279
Amount due to subsidiary company	27	-	-	1,273	1,273
Lease liabilities	23	28	-	28	-
Loans and borrowings	22	20,298	16,986	-	-
Tax payable	24	4,557	4,557	-	-
Total Current Liabilities		<u>66,354</u>	<u>59,536</u>	<u>6,465</u>	<u>5,005</u>
Total Liabilities		<u>70,478</u>	<u>64,419</u>	<u>6,522</u>	<u>5,005</u>
Total Equity and Liabilities		<u>129,605</u>	<u>180,738</u>	<u>26,807</u>	<u>26,740</u>

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Attributable to Owners of the Company				
	Non-Distributable		Distributable		
	Share capital RM'000	Treasury share RM'000	Revaluation reserve RM'000	Accumulated losses RM'000	Total equity RM'000
Group					
At 1 July 2022	294,021	(5,843)	11	(154,602)	133,587
Loss for the financial period	-	-	-	(17,268)	(17,268)
At 30 November 2023	294,021	(5,843)	11	(171,870)	116,319
At 1 December 2023	294,021	(5,843)	11	(171,870)	116,319
Loss for the financial period	-	-	-	(57,192)	(57,192)
As at 31 May 2025	294,021	(5,843)	11	(229,062)	59,127

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Attributable to Owners of the Company			
	Non-Distributable	Distributable		Total equity
	Share capital RM'000	Treasury share RM'000	Accumulated losses RM'000	RM'000
Company				
At 1 July 2022	294,021	(5,843)	(175,466)	112,712
Loss for the financial period	-	-	(90,977)	(90,977)
At 30 November 2023	294,021	(5,843)	(266,443)	21,735
At 1 December 2023	294,021	(5,843)	(266,443)	21,735
Loss for the financial period	-	-	(1,450)	(1,450)
As at 31 May 2025	294,021	(5,843)	(267,893)	20,285

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

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
CASH FLOWS USED IN OPERATING ACTIVITIES				
Loss before tax	(57,192)	(17,268)	(1,450)	(90,977)
Adjustments for:				
Amortisation of right-of-use assets	328	1,988	5	-
Bad debts written off	7	90	-	-
Depreciation of property, plant and equipment	12	18	-	-
Fair value changes on investment properties	-	1,503	-	-
Gain on disposal of subsidiary company	-	(263)	-	-
Impairment loss on:				
- Amount owing by subsidiary companies	-	-	-	77,405
- Investment in subsidiary companies	-	-	-	11,094
- Right-of-use assets	-	536	-	-
- Inventories	38,800	-	-	-
- Investment properties	10,215	-	-	-
- Trade and other receivables	457	484	15	-
Interest expenses	2,497	2,065	1	-
Waiver of liabilities	-	(1,090)	-	-
	<u>(4,876)</u>	<u>(11,937)</u>	<u>(1,429)</u>	<u>(2,478)</u>

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Change in working capital:				
Inventories	2,072	-	-	-
Trade and other receivables	(577)	(172)	-	1,978
Trade and other payables	3,478	13,645	1,432	509
Cash generated from operations	97	1,536	3	9
Tax paid	-	(198)	-	-
Net cash (used in)/from operating activities	97	1,338	3	9
CASH FLOWS USED IN INVESTING ACTIVITY				
Purchase of property, plant and equipment, representing net cash used in investing activity	-	(27)	-	-
CASH FLOWS USED IN FINANCING ACTIVITIES				
Interest paid	(2,403)	(2,065)	(1)	-
Repayment of lease liability	(5)	(91)	(5)	-
Repayment of term loans	-	(25)	-	-
Net cash used in financing activities	(2,408)	(2,181)	(6)	-

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

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Net (decrease)/increase in cash and cash equivalents	(2,311)	(870)	(3)	9
Cash and cash equivalents at the beginning of the financial period	<u>(13,700)</u>	<u>(12,830)</u>	<u>55</u>	<u>46</u>
Cash and cash equivalents at the end of the financial period	<u>(16,011)</u>	<u>(13,700)</u>	<u>52</u>	<u>55</u>

The details of cash and cash equivalents are as follows:

	Group		Company	
	2025	2024	2025	2024
	RM'000	RM'000	RM'000	RM'000
Cash and cash equivalents	442	351	52	55
Bank overdrafts	<u>(16,357)</u>	<u>(13,955)</u>	<u>-</u>	<u>-</u>
	(15,915)	(13,604)	52	55
Less: Bank balances pledged as securities	<u>(96)</u>	<u>(96)</u>	<u>-</u>	<u>-</u>
Cash and cash equivalents at the end of the financial period	<u>(16,011)</u>	<u>(13,700)</u>	<u>52</u>	<u>55</u>

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

1. GENERAL INFORMATION

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

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies are as set out in Note 14 to the financial statements.

The registered office of the Company is located at Unit no. El-11-01, Amcorp Busniess Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No 18, Jalan Persiaran Barat, 46050, Petaling Jaya, Selangor Malaysia.

The principal place of business is located at Lot 13.5a, Level 13, Menara Lien Hoe, No.8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Malaysia.

The financial statements were authorised by the Board of Directors for issuance on 7 October 2025.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

Basis of preparation

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

Adoption of MFRS and amendments to MFRSs

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

Amendments to MFRS 16
Amendments to MFRS 101

Amendments to MFRS 101
Amendments to MFRS 107 and
MFRS 7

Lease Liability in a Sale and Leaseback
Classification of Liabilities as Current or
Non-Current
Non-current Liabilities with Covenants
Supplier Finance Arrangements

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

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

New MFRSs and amendments to MFRSs in issue but not yet effective

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

		Effective dates for financial periods beginning on or after
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature- dependent Electricity	1 January 2026
Amendments to MFRSs	Annual Improvements to MFRS Accounting Standards -Volume 11	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The directors anticipate that the abovementioned new MFRSs and amendments to MFRSs will be adopted in the annual financial statements of the Group and of the Company when they become effective, if applicable, and that the adoption of the new MFRSs and amendments to MFRSs will have no material impact on the financial statements of the Group and of the Company in the period of initial application.

3. MATERIAL ACCOUNTING POLICY INFORMATION

(a) Basis of accounting

The financial statements have been prepared on the historical cost basis other than as disclosed in Note 3 to the financial statements and on the assumption that the Group and the Company will continue to operate as a going concern.

The financial statements of the Group and of the Company have been prepared on the assumption that the Group and the Company will continue as a going concern. The application of the going concern basis is based on the assumption that the Group and the Company will be able to realise its assets and discharge its liabilities in the normal course of business.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

During the financial period ended 31 May 2025, the following events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern:

- (i) The Group and the Company incurred net loss of RM57,192,000 and RM1,450,000 respectively and have been recording net loss for the past three (3) financial years;
- (ii) The Group's and the Company's current liabilities exceeded its current assets by RM45,538,000 and RM6,413,000 respectively, mainly consists of the loan and borrowings and other payables and accrued expenses as disclosed in Note 22 and Note 26 respectively;
- (iii) On 26 September 2023, the Company has triggered Para 8.03A(2b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") whereby the Company has an insignificant level of operations. As a result, the Company is considered as an affected listed issuer and is in the midst of formulating its regularisation plan to submit to Bursa Securities; and
- (iv) On 8 April 2024, the Company announced that it has triggered the prescribed criteria pursuant to Paragraph 8.03A and Paragraph 2.1 (d) of Practice Note 17 ("PN17") under the Main Market Listing Requirements of Bursa Securities. Hence, as of the date hereof, the Company has become a PN17 listed issuer. The Company is required to submit a regularisation plan to relevant regulatory authorities for approval before 22 September 2024. The Company is currently formulating a regularisation plan for submission, and during the financial period, the Company has applied and had granted an extension of time by Bursa Securities up to 25 September 2025. Subsequent to the financial period, the Company had on 25 September 2025 submitted third application of extension of time to Bursa Securities and the application is still in process of approval by Bursa Securities.

Therefore, the going concern basis used in preparing the financial statements of the Group and of the Company is significantly dependent on:

- (i) approval being obtained from all the relevant parties on the proposed regularisation plan;
- (ii) timely and successful implementation of the key components of the proposed regularisation plan; and
- (iii) ability of the Group and the Company to achieve sustainable and viable operations so as to generate sufficient cash flows to enable them to meet their obligations as and when they fall due.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

In the event that these are not forthcoming, the Group and the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. Accordingly, the financial statements of the Group and of the Company may require adjustments relating to the recoverability and classification of recorded assets and liabilities that may be necessary should the Group and the Company be unable to continue as going concern.

The directors of the Company are of the opinion that the preparation of the financial statements of the Group and of the Company on a going concern basis remains appropriate as they believe that the Proposed Regularisation Plan once formulated and implemented, will enable the Group and the Company to generate sufficient cash flows to meet their obligations. For these reasons, the Directors are of the opinion that the Group and the Company will be able to continue in operational existence for the foreseeable future and to realise their assets and settle their liabilities in the ordinary course of business,

(b) Functional and presentation currency

The financial statements of the Group and of the Company are presented in Ringgit Malaysia (“RM”), which is the Group’s and the Company’s functional and presentation currency. All financial information is presented in RM and has been rounded to the nearest thousands (RM’000), unless otherwise stated.

(c) Basis of consolidation

The Group applies the acquisition method to account for business combination from the acquisition date when acquired set of activities meet the definition of a business and control is transferred to the Group.

A business combination involving entities under common control is a business combination in which all the combining subsidiaries are ultimately controlled by the same party and parties both before and after the business combination, and that control is not transitory. Under the merger method of accounting, the results of subsidiaries are presented as if the business combination had been affected throughout the current and previous financial years. The assets and liabilities combine are accounted for based on the carrying amounts from the perspective of the common control shareholder at the date of transfer. On consolidation, the difference between the carrying value of the investment in subsidiaries and the share capital of the Company’s subsidiaries is taken to merger reserve.

Investment in subsidiaries

In the Company’s separate financial statements, investment in subsidiaries is measured at cost less accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(d) Revenue and other income

(i) Revenue from contract with customers

The Group and the Company recognise revenue that depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group and the Company expect to be entitled in exchange for those goods or services.

- Revenue From Property Development

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

- Sale Of Fresh Fruit Bunches

Revenue from sales of fresh fruit bunches is the consideration receivable and is recognised in profit or loss upon the delivery of goods and customers' acceptance.

- Collection From Car Park Operations

Collection from car park operations is recognised on receipt basis except for season parking of which recognised on accrual basis.

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method in profit or loss.

(iii) Rental income

Rental income is recognised in profit or loss on a straight-line basis over the term of the lease.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(e) Employee benefits

(i) Short term employee benefits

Short term employee benefit obligations in respect of wages, salaries, social security contributions, annual bonuses, paid annual leave, sick leave and non-monetary benefits are recognised as an expense in the financial period where the employees have rendered their services to the Group and the Company.

(ii) Defined contribution plans

As required by law, companies in Malaysia make such contributions to the Employees Provident Fund (“EPF”). Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group and the Company have no further payment obligations.

(f) Income tax

Tax expense in profit or loss comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the financial period, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised using the liability method for all temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(g) Property, plant and equipment

Items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Property, plant and equipment are depreciated on the straight-line basis by allocating their depreciable amounts over their remaining useful lives. The principal depreciation rates are as follows:

Renovation	10% - 20%
Furniture, fittings, office and other equipment	20% - 33%
Show village and sales office	20%

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

At the end of each reporting period, the residual values, useful lives and depreciation methods for the property, plant and equipment are reviewed for reasonableness. Any change in estimate of an item is adjusted prospectively over its remaining useful life, commencing in the current period.

(h) Leases

The Group as a Lessee

Leases are recognised as right-of-use (“ROU”) asset and a corresponding liability at the date on which the leased asset is available for use by the Group and the Company (i.e. the commencement date).

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group and the Company use their incremental borrowing rate.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

The lease payments include the following:

- Fixed payments (including in-substance fixed payments), less any lease incentive receivable;
- Variable lease payments that are based on an index or rate, initially measured using the index or rate as at commencement date;
- Amounts expected to be payable by the Group and the Company under residual value guarantees;
- The exercise price of a purchase and extension options if the Group and the Company is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the Group and the Company exercising that option.

The ROU asset is subsequently measured at cost less any accumulated amortisation and accumulated impairment loss, if any.

The ROU asset is amortised using the straight-line method from the commencement date to the earliest of the end of useful life of the ROU asset or the end of the lease term. The estimated useful life of the ROU assets is determined as follows:

Leasehold buildings	50 years or over the lease term, if shorter
Leasehold land	Over the remaining lease period
Office building	Over the remaining lease period

The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets of RM20,000 and below. The Group and the Company apply the “short-term lease” and “lease of low-value assets” exemptions for these leases.

The Group as a Lessor

When the Group and the Company act as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group and the Company make an overall assessment of whether the lease transfer substantially all of the risk and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

If an arrangement contains lease and non-lease components, the Group and the Company apply MFRS 15 to allocate the consideration in the contract based on the stand-alone selling prices.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

When the Group and the Company are an intermediate lessor, it accounts for its interest in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group and the Company apply the exemption described above, then it classifies the sublease as an operating lease.

The Group and the Company recognise lease payments received under operating leases as lease income on a straight-line basis over the lease term as part of other income.

(i) Investment properties

Investment properties carried at fair value

Investment properties are measured initially at cost and subsequently at fair value with any change therein recognised in profit or loss for the period in which they arise.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

When an item of property, plant and equipment is transferred to investment property following a change in its use, any difference arising at the date of transfer between the carrying amount of the item immediately prior to transfer and its fair value is recognised directly in equity as a revaluation of property, plant and equipment. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in profit or loss. Upon disposal of an investment property, any surplus previously recorded in equity is transferred to retained earnings, the transfer is not made through profit or loss.

When the use of a property changes such that it is reclassified as property, plant and equipment or inventories, its fair value at the date of reclassification becomes its deemed cost for subsequent accounting.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(i) Inventories

Land held for property development

Land held for property development consists of land where no significant development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at the lower of cost and net realisable value.

Land held for property development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

Property development cost

Property development costs are properties being constructed for sale in the ordinary course of business and are stated at the lower of costs and net realisable value. The cost of land, related development costs common to whole projects and direct building costs less cumulative amounts recognised as expense in the profit or loss for property under development are carried in the statements of financial position as property development costs.

The property development cost is subsequently recognised as an expense in profit or loss as and when the control of the inventory is transferred to the customer. Property development cost of unsold unit is transferred to completed development unit once the development is completed.

Completed development units

Units of development properties completed and held for sale are stated at the lower of cost and net realisable value. Costs comprise costs of acquisition of land including all related costs incurred subsequent to the acquisition necessary to prepare the land for its intended use, related development costs to projects and direct building costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(k) Financial instruments

Financial assets and financial liabilities are recognised in the Group's and the Company's statements of financial position when the Group and the Company become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Despite the foregoing, the Group and the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group and the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Group and the Company may irrevocably designate a debt instrument that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

At the reporting date, the Group and the Company have not designated any financial assets at FVTOCI and FVTPL. The Group and the Company carry only financial assets measured at amortised cost on their statements of financial position.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit impaired financial assets (i.e. assets that are credit impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit impaired (see below). For financial assets that have subsequently become credit impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit impaired financial assets, the Group and the Company recognise interest income by applying the credit adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

Financial liabilities measured subsequently at amortised cost.

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held for trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(n) Impairment

Financial assets

The Group and the Company recognise loss and allowances for expected credit losses (“ECL”) on financial asset measure at amortised cost, debt instruments measured at fair value through other comprehensive income.

The Group and the Company apply a two-step approach to measure the ECL on financial assets other than trade receivable.

The Group and the Company measure loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cash and bank balances and other debt securities for credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit loss.

The Group and the Company assess at each financial year end whether there has been a significant increase in credit risk for financial assets by comparing the risk of default occurring over the expected life with the risk of default since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s and the Company’s historical experience and informed credit assessment and including forward-looking information.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group or the Company is exposed to credit risk.

ECLs are probability-weighted estimate of credit losses. Credit losses are measure as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group and the Company expect to receive). ECLs are discounted at the effective interest rate of the financial asset.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

The Group and the Company estimate the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

An impairment loss in respect of debts investments measured at fair value through other comprehensive income is recognised in profit or loss and the allowance account is recognised in other comprehensive income.

At each reporting date, the Group and the Company assess whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group and the Company determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's and the Company's procedures for recovery amounts due.

Non-financial assets

The carrying amounts of the other assets (except for inventories, deferred tax assets and investment property measured at fair value) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated at each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units. Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, cash-generating units to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purposes of impairment testing, is allocated to group of cash-generating units that are expected to benefit from the synergies of the combination.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

The recoverable amount of an asset or cash-generating unit is the greater of its value-in-use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

An impairment loss is recognised if the carrying amount of an asset or its related cash generating unit exceeds its estimated recoverable amount.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (group of cash generating unit) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

(p) Cash and cash equivalents

The Group and the Company adopt the indirect method in the preparation of the statements of cash flows. Cash and cash equivalents comprise cash in hand, cash at bank and fixed deposits that with licensed banks are readily convertible to cash with insignificant risk of changes in fair value with original maturities of three months or less.

For purpose of the statements of cash flows, cash and cash equivalents are presented net of pledged fixed deposits and bank overdraft, if any.

(q) Statements of cash flow

The Group and the Company adopt the indirect method in the preparation of the statements of cash flow.

For the purpose of the statements of cash flows, cash and cash equivalents are presented net of bank overdrafts and exclude pledged fixed deposits with licensed banks and restricted cash at licensed banks.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Directors have used estimates and assumptions in measuring the reported amounts of assets and liabilities at the end of the reporting period and the reported amounts of expenses during the reporting period. Judgements and assumptions are applied in the measurement, and hence, the actual results may not coincide with the report amounts.

(a) Critical judgements in applying the Group's and the Company's accounting policies

In the process of applying the Group's and the Company's accounting policies, which are described in Note 3 above, the directors are of the opinion that there are no instances of application of judgements that are expected to have a significant effect on the amounts recognised in the financial statements, except for:

Classification between investment properties and inventories

The Group has temporarily sub-let some completed unsold properties but has decided not to treat these properties as investment properties as it is not the Group's intention to hold these properties in the long-term for capital appreciation or rental income but rather for sale. Accordingly, these properties are classified as inventories.

The carrying amount of these inventories as at the reporting date is RM Nil (30.11.2023: RM2,225,000).

Control over an investee

The Company holds 40% equity interest in Nusarhu Sdn. Bhd. ("NSB") and the remaining 60% equity interest was held by its trustee. The Group consolidated 100% of NSB. In applying judgement, the Company assesses and concludes that it has the power to direct the relevant activities of NSB. The Company is able to appoint, remove and set compensation of the key management personnel of NSB and actively dominates the decision-making process of NSB through its board representations. Accordingly, NSB has been treated as a subsidiary company of the Company in accordance with MFRS 10 *Consolidated Financial Statements*.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(a) Key sources of estimation uncertainties

Directors believe that there are no key assumptions made concerning the future, and other key sources of estimation uncertainties at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period, except for:

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

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

The carrying amounts of property, plant and equipment and ROU assets at the reporting date are disclosed in Notes 11 and 12 respectively.

Fair value of investment properties

The Group carries its investment properties at fair value, with changes in fair values being recognised in profit or loss. The Group engaged external valuer to determine the fair values. The valuation methods adopted by the valuer include sales comparison method, being comparison of current prices in an active market for similar properties in the same location and condition and where necessary, adjusting for location, accessibility, visibility, time, terrain, size, present market trends and other differences; income approach, being the projected net income and other benefits that are the subject property can generate over the life of the property capitalised at market derived yields to arrive at the present value of the property. Judgement is made in determining the appropriate valuation methods and the key assumptions used in the valuations. Any changes in these assumptions will have an impact on the carrying amounts of the investment properties.

The key assumptions used to determine the fair value of the investment properties is disclosed in Note 13.

Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected selling prices. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's inventories, the Group might be required to reduce the value of its inventories.

The carrying amount of inventories as at the reporting date is disclosed in Note 15.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Impairment of property, plant and equipment and ROU assets

The Group assesses impairment of property, plant and equipment and ROU assets whenever the events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable i.e. the carrying amount of the asset is more than the recoverable amount.

Recoverable amount is measured at the higher of the fair value less costs of disposal for that asset and its value-in-use. The value-in-use is the net present value of the projected future cash flows derived from that asset discounted at an appropriate discount rate. The Group uses its judgement to decide the discount rates applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections, forecast growth rates, inflation rates and gross profit margin. Cash flows that are projected based on those inputs or assumptions may have a significant effect on the Group's financial positions and results if the actual cash flows are less than the expected.

The key assumptions used to determine the recoverable amounts are disclosed in Notes 11 and 12 respectively.

Income taxes

Significant judgement is involved in determining the Group's and the Company's provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognised tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the period in which such determination is made.

5. REVENUE

	Group	
	01.12.2023	01.07.2022
	to	to
	31.05.2025	30.11.2023
	RM'000	RM'000
	(18 months)	(17 months)
Recognised at a point in time:		
Car park operations	-	15
Rental income	891	1,638
Sale of fresh fruit bunches	2,322	2,143
Sale of completed unit	1,500	-
	<u>4,713</u>	<u>3,796</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

6. STAFF COSTS

	Group		Company	
	01.12.2023	01.07.2022	01.12.2023	01.07.2022
	to	to	to	to
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
	(18 months)	(17 months)	(18 months)	(17 months)
Fees	450	402	450	312
Salaries, wages and allowances	562	2,925	24	1,050
Defined contribution plan	54	263	-	96
Other benefits	2	1	-	1
	<u>1,068</u>	<u>3,591</u>	<u>474</u>	<u>1,459</u>

7. FINANCE COSTS

	Group		Company	
	01.12.2023	01.07.2022	01.12.2023	01.07.2022
	to	to	to	to
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
	(18 months)	(17 months)	(18 months)	(17 months)
Interest expenses on:				
Bank overdrafts	2,402	1,903	-	-
Lease liabilities	1	5	1	-
Term loans	94	157	-	-
	<u>2,497</u>	<u>2,065</u>	<u>1</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

8. LOSS BEFORE TAX

Loss before tax for the financial period is arrived at after charging/(crediting):

	Group		Company	
	01.12.2023	01.07.2022	01.12.2023	01.07.2022
	to	to	to	to
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
	(18 months)	(17 months)	(18 months)	(17 months)
Auditors' remuneration:				
- statutory audit	245	198	114	69
- non statutory	8	8	8	8
Amortisation of right-of-use assets	328	1,988	5	-
Bad debts written off	7	90	-	-
Depreciation of property, plant and equipment	12	18	-	-
Employee benefits expenses	1,068	3,591	474	1,459
Fair value changes on investment properties	-	1,503	-	-
Gain on disposal of subsidiary company	-	(263)	-	-
Impairment loss on:				
- Amount owing by subsidiary companies	-	-	-	77,405
- Investment property	10,215	-	-	-
- Investment in subsidiary companies	-	-	-	11,094
- Right-of-use assets	-	536	-	-
- Trade and other receivables	457	484	15	-
Inventories written down value	38,800	-	-	-
Lease expenses on:				
- Short-term leases	48	112	-	-
Rental income	(299)	(384)	-	-
Waiver of liabilities	-	(1,090)	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

9. INCOME TAX EXPENSE

There is no tax provision estimated as the Group and the Company did not generate chargeable income.

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

	Group		Company	
	01.12.2023	01.07.2022	01.12.2023	01.07.2022
	to	to	to	to
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
	(18 months)	(17 months)	(18 months)	(17 months)
Loss before tax	<u>(57,192)</u>	<u>(17,268)</u>	<u>(1,450)</u>	<u>(90,977)</u>
Taxation at statutory rate of 24% (30.11.2023:24%)	(13,726)	(4,144)	(348)	(21,834)
Tax effects of:				
Expenses not deductible	12,821	7,972	348	21,834
Income not subject to tax	-	(5,973)	-	-
Deferred tax assets not recognised during the period	<u>905</u>	<u>2,145</u>	<u>-</u>	<u>-</u>
Tax expense for the financial period	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

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

	Group		Company	
	01.12.2023	01.07.2022	01.12.2023	01.07.2022
	to	to	to	to
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Unabsorbed capital allowances	15	15	-	-
Unutilised tax losses	<u>22,900</u>	<u>19,129</u>	<u>904</u>	<u>904</u>
	<u>22,915</u>	<u>19,144</u>	<u>904</u>	<u>904</u>

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient future taxable profits to be used to offset.

The unabsorbed capital allowances and other temporary differences do not expire under current tax legislation.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

The unutilised tax losses can be carried forward until the following years of assessment:

	Group		Company	
	01.12.2023	01.07.2022	01.12.2023	01.07.2022
	to	to	to	to
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Unutilised tax losses to be carried forward until				
- Year of assessment 2028	16,256	16,256	904	904
- Year of assessment 2029	464	464	-	-
- Year of assessment 2030	464	464	-	-
- Year of assessment 2031	75	75	-	-
- Year of assessment 2032	1,870	1,870	-	-
- Year of assessment 2035	3,771	-	-	-
	<u>22,900</u>	<u>19,129</u>	<u>904</u>	<u>904</u>

10. LOSS PER ORDINARY SHARE

Basic loss per ordinary share

Basic loss per ordinary share for the financial period is calculated by dividing the Group's loss for the financial period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial period.

	Group	
	31.05.2025	30.11.2023
Loss attributable to owners of the Company (RM'000)	<u>(57,192)</u>	<u>(17,268)</u>
Weighted average number of ordinary shares ('000)	<u>228,435</u>	<u>540,658</u>
Basic loss per ordinary share (sen)	<u>(0.25)</u>	<u>(3.19)</u>

Diluted loss per ordinary share

The Company has no dilution in its earnings per ordinary share. The outstanding Warrants have been excluded from the computation of diluted loss per share as the exercise of Warrants to ordinary share would be anti-dilutive.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

11. PROPERTY, PLANT AND EQUIPMENT

Group Cost	Renovation RM'000	Furniture, fittings, office and other equipment RM'000	Show village and sales office RM'000	Total RM'000
At 1 July 2022	178	1,664	870	2,712
Additions	-	27	-	27
At 30 November 2023/31 May 2025	178	1,691	870	2,739
Accumulated depreciation				
At 1 July 2022	178	1,131	859	2,168
Charge for the financial period	-	9	9	18
At 30 November 2023	178	1,140	868	2,186
Charge for the financial period	-	10	2	12
At 31 May 2025	178	1,150	870	2,198

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Group	Accumulated impairment loss			
	At 1 July 2022/30 November 2023/31 May 2025			
	Renovation RM'000	Furniture, fittings, office and other equipment RM'000	Show village and sales office RM'000	Total RM'000
Carrying amount				
At 30 November 2023	-	23	2	25
At 31 May 2025	-	13	-	13

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Renovation RM'000	Furniture, fittings, office and other equipment RM'000	Total RM'000
Company			
Cost			
At 1 July 2022/30 November 2023/ 31 May 2025	76	429	505
Accumulated depreciation			
At 1 July 2022/30 November 2023/ 31 May 2025	76	429	505
Carrying amount			
At 30 November 2023	-	-	-
At 31 May 2025	-	-	-

12. RIGHT-OF-USE ASSETS

The information about leases for which the Group is lessee is presented below:

	Leasehold land and building RM'000	Office building RM'000	Total RM'000
Group			
Cost			
At 1 July 2022	20,271	193	20,464
Expired of lease contract	-	(193)	(193)
At 30 November/At 1 December 2023	20,271	-	20,271
Addition	-	90	90
At 31 May 2025	20,271	90	20,361
Accumulated amortisation			
At 1 July 2022	7,878	113	7,991
Charge for the financial period	1,908	80	1,988
Expired of lease contract	-	(193)	(193)
At 30 November/1 December 2023	9,786	-	9,786
Charge for the financial period	323	4	327
At 31 May 2025	10,109	4	10,113

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Leasehold land and building RM'000	Office building RM'000	Total RM'000
Group			
Accumulated impairment loss			
At 1 July 2022	-	-	-
Recognised during the financial period	536	-	536
At 30 November 2023/31 May 2025	536	-	536
Carrying amount			
At 30 November 2023	9,948	-	9,948
At 31 May 2025	9,626	84	9,710
Company			
Cost			
At 30 November/1 December 2023	-	-	-
Addition	-	90	90
As 31 May 2025	-	90	90
Accumulated amortisation			
At 1 December 2023	-	-	-
Charge for the financial period	-	5	5
At 31 May 2025	-	5	5
Carrying amount			
At 31 May 2025	-	85	85

(a) Lease term of leasehold land and building

The remaining lease term of leasehold land and building is 83 years (30.11.2023: 85 years). There are no lease liabilities associated with this leasehold land and building as the payment were prepaid at inception.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(b) Security

Certain right-of-use assets of the Group with carrying amounts of RM9,626,000 (30.11.2023: RM9,948,000) are charged as security for loans and borrowings granted to the Group as disclosed in Note 22.

(c) Impairment assessment of right-of-use assets

In previous financial period, the Management had performed an impairment review on its recoverable amount of right-of-use assets in the subsidiary, Nusarhu Sdn. Bhd. (“NSB”) due to certain leasehold land and building under NSB was obsolete. The recoverable amount was determined from a value-in-use calculation by discounting cash flows projection using a pre-tax discount rate of 9.78% (30.11.2023: 9.78%). Based on the impairment assessment, the recoverable amount of the right-of-use assets was determined to be RM Nil (30.11.2023: RM Nil) which was lower than the carrying amount, hence, the Group recognised an impairment loss of RM Nil (30.11.2023: RM536,000) in profit or loss.

13. INVESTMENT PROPERTIES

	Freehold land RM'000	Freehold building RM'000	Commercial building RM'000	Total RM'000
Group Fair value				
At 1 July 2022	43,278	48,377	5,000	96,655
Changes in fair value recognised in profit or loss	(1,503)	-	-	(1,503)
Transfer to inventories	(38,800)	(9,522)	-	(48,322)
At 30 November/1 December 2023	2,975	38,855	5,000	46,830
Reclassification	1,503	(503)	(1,000)	-
Impairment losses recognised to profit or loss	-	(6,215)	(4,000)	(10,215)
Transfer from inventories	-	3,307	-	3,307
At 31 May 2025	4,478	35,444	-	39,922

(a) Security

Certain investment properties of the Group with carrying amounts of RM Nil (30.11.2023: RM5,000,000) are charged as security for loans and borrowings granted to a subsidiary company as disclosed in Note 22.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(b) Impairment loss

During the financial period, the Group recognised an impairment loss on investment properties of RM10,215,000 on the basis that these assets remain registered under a former subsidiary company that had been disposed of in previous years but has not yet transferred the legal titles of these investment properties to the Group as at 31 May 2025. The Company also noted that this former subsidiary was wound up by the Kuala Lumpur High Court pursuant to Petition No. WA-28NCC-426-07/2021 on 23 March 2022 and is currently under receivership. The legal titles to these investment properties remain outstanding as at the date of this report.

(c) Fair value

The investment properties are valued annually at fair value based on market values determined by independent qualified valuers amounting to RM39,922,000 (30.11.2023: RM46,830,000). The independent professionally qualified valuers hold recognised relevant professional qualifications and have recent experience in the locations and segments of the investment properties valued. The fair value measurements of the investment properties are based on the highest and best use, which does not differ from their actual use. The fair values are within level 2 of the fair value hierarchy. The fair values have been derived using sales comparison approach and income approach. Sales prices of comparable land and buildings in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

There were no transfers between levels during current and previous financial period.

(d) Title of investment properties

The title of the investment properties with carrying amount of RM39,922,000 (30.11.2023: RM46,830,000) is not registered under the subsidiary companies' name, of which RM Nil (30.11.2023: RM4,000,000) is registered under a former subsidiary company.

(e) Income and expenses recognised in profit or loss

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
Rental income	891	1,940
Direct operating expenses		
- Income generating investment properties	<u>(2,296)</u>	<u>(6,982)</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

14. INVESTMENT IN SUBSIDIARY COMPANIES

	Company	
	31.05.2025	30.11.2023
	RM'000	RM'000
Unquoted shares, at cost		
At beginning of financial period/end of financial period	80,076	80,076
Accumulated impairment losses		
At beginning of financial period/end of financial period	53,406	53,406
Carrying amounts		
At end of financial period	26,670	26,670

Details of the Company's subsidiary companies are as follows:

Name of subsidiary companies	Country of incorporation	Effective equity interest		Principal activities
		31.05.2025	30.11.2023	
		%	%	
Directly held by the Company				
ZKP Development Sdn. Bhd.	Malaysia	100	100	Property investment and operation of car park
Meridian Adventure Camp Sdn. Bhd.	Malaysia	100	100	Investment holding
Meda Project Management Sdn. Bhd.	Malaysia	100	100	Project management service
MIB Construction Sdn. Bhd.	Malaysia	100	100	Building contractor
Nandex Land Sdn. Bhd.	Malaysia	-	100	Property development
Meridian Theme Park Sdn. Bhd.	Malaysia	100	100	Dormant
Gaya Pustaka Sdn. Bhd.	Malaysia	100	100	Property investment
Virtue Property Sdn. Bhd.	Malaysia	100	100	Property investment
Meridian Luasempit Sdn. Bhd.	Malaysia	100	100	Property development
Sri Lingga Sdn. Bhd.	Malaysia	100	100	Property development and cultivation of oil palm

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Name of subsidiary companies	Country of incorporation	Effective equity interest		Principal activities
		31.05.2025 %	30.11.2023 %	
Directly held by the Company				
Pinnacle Equity Sdn. Bhd.	Malaysia	100	100	Real property holding and investment holding
Strategic Century Sdn. Bhd.	Malaysia	100	100	Real property holding and investment holding
Held by Sri Lingga Sdn. Bhd.				
Nusarhu Sdn. Bhd.	Malaysia	40	40	Dormant

(a) Impairment assessment of investment in subsidiary companies

Management had performed an impairment review on its recoverable amount of certain investment in subsidiary companies. The recoverable amount was assessed by reference to their fair value less costs to sell, which approximate the net assets of the subsidiary companies at the end of the reporting period.

Based on the impairment assessment, the recoverable amount of certain investment in subsidiary companies was determined to be RM Nil (30.11.2023: RM Nil) which was lower than the carrying amount, hence, the Company recognised an impairment loss of RM Nil (30.11.2023: RM11,094,000) in profit or loss.

(b) Disposal of shares in subsidiary company

On 19 June 2023, the Company has disposed 3,500,000 ordinary shares in Nandex Land Sdn. Bhd. ("NLSB"), representing 100% equity interest in NLSB, for total consideration of RM100. As a result, the Company has ceased to become the holding company of NLSB.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

The effect of disposal on the financial position of the Group are as follows:

	RM'000
Recognised	
Cash consideration received	-
Derecognised	
Fair value of identifiable net liabilities at disposal date:	
Other receivables	2
Trade and other payables	(265)
	<hr/>
Net liabilities	(263)
	<hr/>
Gain on disposal of subsidiary company	263
	<hr/>
Consideration received	-
Cash and cash equivalents of subsidiary company disposed	-
	<hr/>
Net cash from disposal of subsidiary company	-
	<hr/>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

15. INVENTORIES

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
Non-current		
At cost		
Land held for property development		
- Freehold land	576	576
- Leasehold land	19,238	19,238
- Development costs	23,626	23,626
Property under development		
- Leasehold land	13,514	13,514
- Development costs	2,190	2,190
Total non-current inventories	59,144	59,144
Current		
At cost		
Land held for property development		
- Leasehold land	5,103	5,103
- Development costs	6,152	6,152
Properties held for sale	2,629	4,291
	13,884	15,546
At net realisable value		
Properties held for sale	5,805	48,322
Total current inventories	19,689	63,868
Total inventories	78,833	123,012

(a) Security

Certain inventories of the Group are charged as security for loans and borrowings granted to a subsidiary company as disclosed in Note 22, as follows:

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
Land held for property development	54,695	54,695
Property under development	15,704	15,704
Properties held for sale	2,628	2,628
	73,027	73,027

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(b) Title of inventories

The title of certain properties held for sale of the Group with carrying amounts of RM5,806,000 (30.11.2023: RM49,985,000) is not registered under the subsidiary companies' names.

(c) Private caveat on inventories

In previous financial period, certain properties held for sale of the Group with carrying amounts of RM38,800,000 are on private caveat lodged by a contractor for payables balance owing by a former subsidiary company of the Company, Maju Puncakbumi Sdn. Bhd. ("MPSB").

(d) Recognised to profit or loss

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
Inventories recognised at cost of sales	1,662	-
Inventories written down value	<u>38,800</u>	<u>-</u>

During the financial period, the Group recorded a written down value of inventories of RM38,800,000 on the basis that these assets remain registered under a former subsidiary company that had been disposed of in previous years but has not yet transferred the legal titles of these inventories to the Group as at 31 May 2025. The Company also noted that this former subsidiary was wound up by the Kuala Lumpur High Court pursuant to Petition No. WA-28NCC-426-07/2021 on 23 March 2022 and is currently under receivership. The legal titles to these inventories remain outstanding as at the date of this report.

16. TRADE RECEIVABLES

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
Trade receivables	3,410	2,732
Less: Accumulated impairment losses	<u>(2,922)</u>	<u>(2,493)</u>
	<u>488</u>	<u>239</u>

The Group's normal trade credit terms granted to the trade receivables ranged from 14 to 120 days (30.11.2023: 14 to 120 days). Other credit terms are assessed and approved on a case-by-case basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

The movement of allowance for impairment losses on trade receivables during the financial period is as follows:

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
At beginning of financial period	2,493	2,009
Impairment loss recognised		
- Individually assessed	429	484
At end of financial period	<u>2,922</u>	<u>2,493</u>

17. OTHER RECEIVABLES

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Other receivables	11,165	12,103	5,835	5,835
Less: Accumulated impairment losses	<u>(11,162)</u>	<u>(11,965)</u>	<u>(5,835)</u>	<u>(5,825)</u>
	3	138	-	10
Deposits	186	184	-	2
Prepayments	<u>8</u>	<u>11</u>	<u>-</u>	<u>3</u>
	<u>197</u>	<u>333</u>	<u>-</u>	<u>15</u>

The movement of allowance for impairment losses on other receivables during the financial period is as follows:

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
At beginning of financial period	11,965	12,055	5,825	5,825
Impairment loss recognised	28	-	10	-
Written off	<u>(831)</u>	<u>(90)</u>	<u>-</u>	<u>-</u>
At end of financial period	<u>11,162</u>	<u>11,965</u>	<u>5,835</u>	<u>5,825</u>

During the current financial period, certain amount of trade and other receivables are impaired or written off due to the carrying amount could not be reasonably determined.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

18. CASH AND BANK BALANCES

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Cash and bank balances	442	351	52	55

19. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares		Amount	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	Unit'000	Unit'000	RM'000	RM'000
Issued and fully paid				
<u>Ordinary shares</u>				
At beginning of financial period	228,435	913,739	294,021	294,021
Share consolidation	-	(685,304)	-	-
At end of financial period	228,435	228,435	294,021	294,021

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

On 22 February 2023, the Company announced the completion of the consolidation of 4 existing ordinary shares in the Company into 1 ordinary share resulting in the reduction in the number of shares from 913,739,108 ordinary shares (including 9,563,400 treasury shares) to 228,434,743 ordinary shares (including 2,390,850 consolidated treasury shares and after disregarding the fractional entitlements).

20. TREASURY SHARES

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

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

21. REVALUATION RESERVES

The retained earnings of the Group and of the Company are available for distribution by way cash dividends or dividends in specie. Under the single-tier system of taxation, dividends payable to shareholders are deemed net of income taxes. There are no potential income tax consequences that would result from the payment of dividends to shareholders.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

22. LOANS AND BORROWINGS

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
Secured		
Bank overdrafts	16,357	13,955
Term loans	<u>3,941</u>	<u>3,847</u>
	<u>20,298</u>	<u>17,802</u>
Non-current		
Term loans	<u>-</u>	<u>816</u>
Current		
Bank overdrafts	16,357	13,955
Term loans	<u>3,941</u>	<u>3,031</u>
	<u>20,298</u>	<u>16,986</u>
Total loans and borrowings	<u>20,298</u>	<u>17,802</u>

The bank overdrafts and term loans are secured by:

- (i) First and second legal charge over the Group's leasehold land and building as disclosed in Note 12;
- (ii) First legal charge over the Group's investment properties as disclosed in Note 13;
- (iii) First legal charge over certain land held for development, property under development and certain properties held for sale of the Group as disclosed in Note 15;
- (iv) Joint and several guarantee by existing director of the Company;
- (v) Joint and several guarantee by former directors of the subsidiary companies;
- (vi) Personal guarantee by former director of the subsidiary company; and
- (vii) Corporate guarantees by the Company.

The bank overdrafts and term loans bear effective interest rates per annum as follows:

	Group	
	31.05.2025	30.11.2023
	%	%
Bank overdrafts	7.53	7.53
Term loans	<u>4.30 - 11.00</u>	<u>4.30 - 11.00</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Breach of covenants

During the financial period ended 31 May 2025, the Group breached certain covenant under its loan agreements, resulting in the reclassification of related term loans from non-current liabilities to current liabilities. The breaches and their implications are detailed as follows:

NSB, a 40%-owned subsidiary of the Company, had outstanding term loans amounting to RM967,000 as at 31 May 2025. During the financial period, NSB breached a loan covenant stipulated in the loan agreements of failure to repay the principal sum of the facilities with the interest by such periodic instalments, as required by the terms of the financing arrangement.

As a result of this breach, the related bank borrowings have been reclassified from non-current liabilities to current liabilities in the Group's statements of financial position as at 31 May 2025 in accordance with MFRS 101 *Presentation of Financial Statements*.

23. LEASE LIABILITIES

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
At beginning of financial period	-	-	-	-
Addition	90	-	90	-
Accretion of interest	1	-	1	-
Less: Payment made	(6)	-	(6)	-
At end of financial period	85	-	85	-
Minimum lease liabilities repayments				
Within 1 year	33	-	33	-
Later than 1 year but not later than 5 years	33	-	33	-
More than 5 years	27	-	27	-
	93	-	93	-
Less: Future finance charges	(8)	-	(8)	-
	85	-	85	-
Present value of minimum lease liabilities repayments				
Within 1 year	28	-	28	-
Later than 1 year but not later than 5 years	30	-	30	-
More than 5 years	27	-	27	-
	85	-	85	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Analysed by:				
Current portion	28	-	28	-
Non-current portion	57	-	57	-
	<u>85</u>	<u>-</u>	<u>85</u>	<u>-</u>

At the reporting date, the incremental borrowing rate applied to lease liability at 6.81% (2023: Nil) per annum.

24. DEFERRED TAX LIABILITIES

	Group	
	31.05.2025	30.11.2023
	RM'000	RM'000
At beginning/end of financial period	<u>4,067</u>	<u>4,067</u>

Deferred tax liabilities are derived from the recognition of temporary differences arising from revaluation surplus of investment properties and property, plant and equipment.

25. TRADE PAYABLES

	Group		Company	
	31.05.2024	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Trade payables	<u>9,769</u>	<u>8,001</u>	<u>453</u>	<u>453</u>

The credit terms of trade payables granted to the Group and the Company ranged from 30 to 150 days (30.11.2023: 30 to 150 days).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

26. OTHER PAYABLES AND ACCRUED EXPENSES

	Group		Company	
	31.05.2024	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Other payables	10,367	10,258	2,140	1,231
Deposits received	13,425	13,425	16	-
Accruals	7,910	6,309	2,554	2,048
	<u>31,702</u>	<u>29,992</u>	<u>4,710</u>	<u>3,279</u>

Included in the Group's other payables consist of:

- (i) Amount owing to a related party amounting to RM370,000 (30.11.2023: RM370,000);
- (ii) Amount owing to directors amounting to RM134,000 (30.11.2023: RM134,000); and
- (iii) Tax penalty amounting to RM4,891,000 and the Group has on 17 June 2025 and 28 July 2025 obtain written letters from the tax authority for the settlement of the tax payable and tax penalty on subsequent to the financial year 30 November 2025 and 30 December 2025.

Included in the Group's deposits received is an amount of RM12,674,000 (30.11.2023: RM12,674,000), being earnest deposit received for purchase of inventories.

Included in the Group's accruals is an amount of RM4,760,000 (30.11.2023: RM3,722,000) related to quit rent and assessment payable.

27. AMOUNT DUE TO SUBSIDIARY COMPANY

The amounts due to subsidiary company are non-trade in nature, non-interest bearing, unsecured and payables on demand.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

28. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below show the details changes in the liabilities of the Group and of the Company arising from financing activities, including both cash and non-cash changes:

	At beginning of financial period RM'000	Financing cash flows (i) RM'000	Non-cash changes (ii) RM'000	At end of financial period RM'000
Group				
31.05.2025				
Lease liabilities	-	(5)	90	85
Term loans	3,847	-	94	3,941
	<u>3,847</u>	<u>(5)</u>	<u>184</u>	<u>4,026</u>
30.11.2023				
Lease liabilities	91	(91)	-	-
Term loans	3,872	(25)	-	3,847
	<u>3,963</u>	<u>(116)</u>	<u>-</u>	<u>3,847</u>
Company				
31.05.2025				
Lease liabilities	-	(5)	90	85

- (i) The financing cash flows represents the net amount of repayment of lease liabilities in the statements of cash flows.
- (ii) Non-cash changes represent new lease liability and interest expense accrued for term loans.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

29. RELATED PARTY DISCLOSURE

(a) Identifying related parties

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

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

(b) Related party transactions

Related party transactions have been entered in the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the Group and the Company do not have any related party transactions.

(c) Compensation of key management personnel

Remuneration of directors and key management personnel are as follows:

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Directors' fees	450	402	450	312
Salaries and other emoluments	41	800	41	800
Defined contribution plans	-	96	-	96
Other benefits	-	1	-	1
	<u>491</u>	<u>1,299</u>	<u>491</u>	<u>1,209</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

30. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services provided, as follows:

Segments	Products and services
Property investment	Rental collection from investment properties and operation of car park in commercial properties.
Construction	Securing and carrying out construction contracts.
Property development	Development of residential and commercial properties and agricultural lots.
Others	Business involved in cultivation of oil palm, property investment, investment holding and project management services.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

Transactions between segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on consolidation. The measurement basis and classification are consistent with those adopted in the previous financial periods.

Segment assets

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

Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the Group's Executive Director. Hence, no disclosure is made on segment liabilities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(a) Business segment

	Property investment RM'000	Construction RM'000	Property development RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
31.05.2025						
Revenue						
External customers	2,390	-	-	2,323	-	4,713
Results						
Segment results	(8,426)	(12)	(15)	(46,242)		(54,695)
Finance costs	-	-	-	(2,497)	-	(2,497)
Loss for the financial period	(8,426)	(12)	(15)	(48,739)	-	(57,192)
Assets						
Segment assets	46,458	24	2	109,815	(26,694)	129,605
Liabilities						
Segment liabilities	(55,582)	(9,647)	(729)	(111,244)	106,724	(70,478)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Property investment RM'000	Construction RM'000	Property development RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
31.05.2025						
Other segment information:						
Amortisation of right-of-use assets	-	-	-	328	-	328
Bad debts written off	-	-	-	7	-	7
Depreciation of property, plant and equipment	-	-	-	12	-	12
Impairment loss on:						
- Investment properties	6,215	-	-	4,000	-	10,215
- Right-of-use assets	-	-	-	-	-	-
- Trade and other receivables	-	-	-	457	-	457
Inventories written down value	28,800	-	-	10,000	-	38,800

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FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Property investment RM'000	Construction RM'000	Property development RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
30.11.2023						
Revenue						
External customers	1,653	-	-	2,143	-	3,796
Inter-segment	-	-	-	-	-	-
Total revenue	1,653	-	-	2,143	-	3,796
Results						
Segment results	(6,780)	(1,475)	-	(75,692)	68,744	(15,203)
Finance costs	-	-	-	(2,065)	-	(2,065)
Loss before tax	(6,780)	(1,475)	-	(77,757)	68,744	(17,268)
Income tax expenses	-	-	-	-	-	-
Loss for the financial period	(6,780)	(1,475)	-	(77,757)	68,744	(17,268)
Assets						
Capital expenditure	-	-	-	27	-	27
Segment assets	54,213	25	2	153,080	(26,582)	180,738
Liabilities						
Segment liabilities	54,910	9,636	266	106,481	(106,874)	64,419

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Property investment RM'000	Construction RM'000	Property development RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
30.11.2023						
Other segment information:						
Depreciation of right-of-use assets	(80)	-	-	(1,908)	-	(1,988)
Bad debts written off	-	(90)	-	-	-	(90)
Depreciation of property, plant and equipment	-	-	-	(18)	-	(18)
Fair value changes on investment properties	-	-	-	(1,503)	-	(1,503)
Gain on disposal of subsidiary company	-	-	-	-	263	263
Impairment loss on:						
- Amount due from holding company	-	-	-	(1,273)	1,273	-
- Amount due from related companies	(164)	(2,463)	-	(885)	3,512	-
- Amount due from subsidiary companies	-	-	-	(77,405)	77,405	-
- Investment in subsidiary companies	-	-	-	(11,094)	11,094	-
- Right-of-use assets	-	-	-	(536)	-	(536)
- Trade and other receivables	(484)	-	-	-	-	(484)
Waiver of liabilities	-	1,000	11,855	13,038	(24,803)	1,090

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(b) Adjustments and eliminations

Interest income and finance costs are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those individual segments as they are also managed on a group basis.

Inter-segment revenue and balances are eliminated on consolidation.

(c) Geographical information

The Group operates predominantly in Malaysia and hence, no geographical segment is presented.

31. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

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

	Group		Company	
	31.05.2025	30.11.2023	31.05.2025	30.11.2023
	RM'000	RM'000	RM'000	RM'000
Financial assets				
<u>At amortised cost</u>				
Trade receivables	488	239	-	-
Other receivables (excluding prepayments)	189	322	-	12
Cash and cash equivalents	442	351	52	55
	<u>1,119</u>	<u>912</u>	<u>52</u>	<u>67</u>
Financial liabilities				
<u>At amortised cost</u>				
Trade payables	9,769	8,001	453	453
Other payables and accrued expenses	31,702	29,992	4,710	3,279
Amount due to subsidiary	-	-	1,273	1,273
Lease liability	85	-	85	-
Loans and borrowings	20,298	17,802	-	-
	<u>61,854</u>	<u>55,795</u>	<u>6,521</u>	<u>5,005</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(b) Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and market risk.

The following sections provide details regarding the Group's and the Company's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of those risks.

(i) Credit risk

Credit risk is the risk of a financial loss to the Group and to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's and the Company's exposure to credit risk arises principally from its trade and other receivables, and cash and cash equivalents. There are no significant changes as compared to previous years.

Trade receivables

Risk management objectives, policies and processes for managing the risk

The Group and the Company have adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

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

The gross carrying amounts of credit impaired trade receivables are written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

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

Exposure to credit risk, credit quality and collateral

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

The carrying amount of trade receivables are not secured by any collateral or supported by any other credit enhancements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Concentration of credit risk

Concentration of credit risk arises when a number of customers are engaged in similar business activities or activities within the same geographic region, or when they have similar risk characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. The Group monitors various portfolios to identify and assess risk concentration.

The Group's major concentration of credit risk relates to the amount due from two (30.11.2023: three) receivables which constituted 32% (30.11.2023: 61%) of its trade receivables at the end of the reporting period.

Recognition and measurement of impairment losses

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 90 days.

The Group uses allowance matrix to measure the exposure to credit losses ("ECLs") of trade receivables. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as potentially credit impaired.

The following table provides information about the exposure to credit risk and ECLs for trade receivables:

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
Group			
31.05.2025			
Neither past due nor impaired	156	-	156
Past due not impaired			
More than 90 days	332	-	332
Individually impaired	488	-	488
	2,922	(2,922)	-
	3,410	(2,922)	488

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
30.11.2023			
Past due not impaired			
1 to 30 days	58	-	58
31 to 60 days	5	-	5
61 to 90 days	7	-	7
More than 90 days	169	-	169
	239	-	239
Individually impaired	2,493	(2,493)	-
	2,732	(2,493)	239

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

Trade receivables that were past due but not impaired relate to customers that have a good track record with the Group. Based on past experience and no adverse information to date, the directors of the Group are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in the credit quality and the balances are still considered recoverable.

The trade receivables of the Group that are individually assessed to be impaired amounting to RM2,922,000 (30.11.2023: RM2,493,000), related to customers that are in financial difficulties, have defaulted on payments and/or have disputed on the billings. These balances are expected to be recovered through the debt recovery process.

Other receivables and other financial assets

For other receivables and other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group 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 period. 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. The Group and the Company consider available reasonable and supportive forward-looking information.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 90 days past due from the credit term in making a contractual payment.

Amount owing by subsidiary companies

The Company provides unsecured advances to its subsidiary companies. It also provides unsecured financial guarantees to licensed banks for credit facilities granted to certain subsidiary companies. The Company monitors the ability of the subsidiary company to repay the advances on an individual basis.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position except for financial guarantees provided to licensed banks for credit facilities granted to certain subsidiary companies. The Company's maximum exposure in this respect is RM20,298,000 (30.11.2023: RM17,802,000), representing the outstanding credit facilities as at the end of the reporting period. There was no indication that any subsidiary companies would default on repayment as at the end of the reporting period. Advances provided are not secured by any collateral or supported by any other credit enhancements.

Generally, the Company considers advances to subsidiary companies have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary company's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiary companies' advances when they are payable, the Company considers the advances to be in default when the subsidiary companies are not able to pay when demanded.

The Company determines the probability of default for these advances individually using internal information available.

(ii) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as and when they fall due. Liquidity risk is managed by maintaining an adequate level of cash reserves and committed credit facilities, and close monitoring of working capital requirements. The Group and the Company seek to maintain flexibility in funding by keeping committed credit lines available. If required, the Group and the Company will raise additional funds through external borrowings or from the capital markets.

In circumstances where current liabilities exceed current assets and there is a deficit in shareholders' funds, the Company may undertake to provide financial support to its subsidiary companies to enable the subsidiary companies to meet their liabilities as and when they fall due.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Analysis of financial instruments by remaining contractual maturities

The table below summarises the mature profile of the Group's and of the Company's financial liabilities at the end of the reporting period based on undiscounted contractual payments:

Group	Effective interest rate %	Carrying amount RM'000	Contractual undiscounted cash flows RM'000	On demand or within one year RM'000	Within two to five years RM'000	More than five years RM'000	Total RM'000
31.05.2025							
Trade and other payables	-	41,471	41,471	41,471	-	-	41,471
Bank overdrafts	7.53	16,357	16,357	16,357	-	-	16,357
Term loans	4.3 - 11.00	3,941	4,115	4,115	-	-	4,115
Lease liability	-	85	92	30	32	30	92
Financial guarantee*	-	-	20,298	20,298	-	-	20,298
		61,854	82,333	82,271	32	30	82,333
30.11.2023							
Trade and other payables	-	37,993	37,993	37,993	-	-	37,993
Bank overdrafts	7.53	13,955	13,955	13,955	-	-	13,955
Term loans	4.30 - 11.00	3,847	3,863	3,126	610	127	3,863
Financial guarantee*	-	-	17,802	17,802	-	-	17,802
		55,795	73,613	72,876	610	127	73,613

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

	Effective interest rate %	Carrying amount RM'000	Contractual undiscounted cash flows			Within two to five years RM'000	More than five years RM'000	Total RM'000
			RM'000	within one year RM'000	On demand or			
Company								
31.05.2025								
Trade payables and other payables	-	5,163	5,163	5,163		-	-	5,163
Amount due to subsidiary	-	1,273	1,273	1,273		-	-	1,273
Lease liability	6.81	85	92	30		32	30	92
		6,521	6,528	6,466		32	30	6,528
30.11.2023								
Trade payables	-	3,732	3,732	3,732		-	-	3,732
Amount due to subsidiary	-	1,273	1,273	1,273				1,273
		5,005	5,005	5,005		-	-	5,005

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rate and interest rates that will affect the Group's and the Company's financial position or cash flows.

Interest rate risk

The Group and the Company do not have any fixed rate borrowings that are exposed to a risk of change in their fair value due to changes in interest rates. The Group and the Company's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Short term receivables and payables are not significantly exposed to interest rate risk.

Risk management objectives, policies and processes for managing the risk

The Group and the Company managed interest rate risk through effective use of its floating rate debts.

Exposure to interest rate risk

The interest rate profile of the Group and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period were:

	Group and Company	
	31.05.2025	30.11.2023
	RM'000	RM'000
Floating rate instruments		
Bank overdrafts	16,357	13,955
Term loans	<u>3,941</u>	<u>3,847</u>
	<u>20,298</u>	<u>17,802</u>

Interest rate risk sensitivity analysis

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group and the Company do not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

A change of 100 basis points ("bp") in interest rates during the reporting period would have increased/(decreased) pre-tax profit or loss by RM203,000 (30.11.2023: RM178,000).

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

Foreign currency risk

Foreign currency risk is the risk of fluctuation in fair value or future cash flows of a financial instrument as a result of changes in foreign exchange rates. The Group and the Company are not exposed to any foreign currency risk.

(c) Fair value of financial instruments

The carrying amounts of cash and bank balances, short-term receivables and payables are approximate fair values due to the relatively short-term nature of these financial instruments.

The carrying amount of the non-current portion of loans and borrowings that carry floating interest rates approximate their fair value as they are re-priced to market interest rates on or near the reporting date.

The carrying amount of lease liabilities that carry fixed interest rates approximates their fair value as the impact of discounting is not material.

32. CAPITAL MANAGEMENT

The Group's and the Company's objectives when managing capital are to maintain a strong capital base and safeguard the Group's and the Company's ability to continue as a going-concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Group monitors capital using debt to equity ratio. The debt to equity ratio is calculated as total debts divided by total equity.

During the financial period, no significant changes were made in the objectives, policies or processes for managing capital.

	Group and Company	
	31.05.2025	30.11.2023
	RM'000	RM'000
Debts		
Lease liabilities	85	-
Loans and borrowings	20,298	17,802
	<u>20,383</u>	<u>17,802</u>
Less: Cash and bank balances	(442)	(351)
Net debt	<u>19,941</u>	<u>17,451</u>
Total equity	<u>59,127</u>	<u>116,319</u>
Debt to equity ratio (times)	<u>0.34</u>	<u>0.15</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD ENDED 31 MAY 2025

33. SUBSEQUENT EVENTS

- (a) On 3 June 2025, the Company offered 11,000,000 of Employees' Share Option Scheme ("ESOS") to the eligible employees with exercise price of RM0.035 for each option offered.
- (b) On 19 September 2025, the Group has accepted a Letter of Award ("LOA") dated 19 September 2025 from Kejora Harta Berhad to be appointed as the Main Contractor for the main building works, demolition works of existing buildings, piling works and associated external and infrastructure works for the "Project Perumahan Penjawat Awam Malaysia ("PPAM")" with contract sum of RM40,500,000.

LIST OF PROPERTIES

No.	Address	Description	Approximate Areas	Existing Use	Tenure	Approximate Age of Building	Carrying Amount as at 31.05.2025	Date of Last Revaluation
1	Plaza Bukit Mertajam (The Summit), Jalan Arumugam Pillai, 14000 Bukit Mertajam, Pulau Pinang	Buildings	29,666.00 square metres	129 Stratified Parcels of Retail Lots and Office Lots	Freehold	18	45,727,827	01.10.2025
2	Lot PT Nos. 676 – 892, 893 – 1372, 1373, 1374, 1375, Lot 3742 (formerly PT 1376), 1396, 1397, 1400, 1409-1411, 1413, 1415-1416, 1428 (HSD 17943), 1429 (HSD 17944), 1437, 1443, 1427, 1428 (HSD 18574), 1429 (HSD 18575), 1621 – 1638, 1639 – 1647, 1648 – 1757, 1759, 1760, 1762 – 1784, 1785 – 1823, 1826, 1829, 1827, 1826, 1829, 1827, 1830 – 1832, 2059 – 2077, 2080 – 2108, Mukim of Kuala Linggi and Lot PT Nos. 1271 – 1306, 1313, 1314, 1406, 1395, 1422 – 1423, Mukim of Kuala Sungei Baru, all held under District of Alor Gajah, State of Melaka	Land	647.80 acres	1,034 Subdivided lots Vacant orchard land, mixed development	Leasehold 99 years (Expire on 27.08.2108)	N/A	73,027,800	01.10.2025
3	GRN 320831, 320833 and 320834, Lot Nos. 108295, 108297 and 108298 (formerly HS(D) 34518, 34520 and 34521, Lot PT Nos. 48498, 48500 and 48501), Mukim of Dengkil, District of Sepang, State of Selangor	Land	1.71 1.32 3.09 6.13 acres	3 Parcels of Vacant Land under mixed development	Freehold	N/A	- - - -	26.01.2024 26.01.2024 26.01.2024

LIST OF PROPERTIES

No.	Address	Description	Approximate Areas	Existing Use	Tenure	Approximate Age of Building	Carrying Amount as at 31.05.2025	Date of Last Revaluation
4	Unit No. D-19-3A, The Arc@Cyberjaya, Lot No. 108296, Mukim of Dengkil, District of Sepang, State of Selangor	Building	84.8 sq.metres (2.5' x 5.0')	1 unit Serviced Apartment with 393 Car park Bays	Freehold	7	-	26.01.2024
5	No. C-07-01, Capital 3, Oasis Square, H.S. (D) 111073, PT 9, Mukim Damansara, District of Petaling, State of Selangor	Building	793 sq. metres	Commercial Office	Freehold	11	-	26.01.2024
TOTAL							118,755,627	

ANALYSIS OF SHAREHOLDINGS

AS AT 29 AUGUST 2025

Issued and Paid-Up Share Capital	:	RM294,407,796.94
Number of Issued Shares	:	239,434,743 ordinary shares (inclusive of 2,390,850 treasury shares)
Class of Shares	:	Ordinary shares
Number of Shareholders	:	9,262
Voting Rights	:	One (1) vote per ordinary share held, on poll voting

ANALYSIS BY SIZE OF SHAREHOLDINGS AS AT 29 AUGUST 2025

Size of Shareholdings	No. of Shareholders	Percentage (%)	No. of Shares	Percentage (%)
Less than 100	329	3.55	12,292	0.00
100 – 1,000	7,058	76.20	2,162,794	0.91
1,001 – 10,000	1,321	14.26	4,479,252	1.89
10,001 – 100,000	431	4.65	12,928,472	5.45
100,001 - < 5% of shares*	121	1.31	132,287,106	55.81
5% and above **	2	0.02	85,173,977	35.93
TOTAL	9,262	99.99	237,043,893	99.99

Notes:-

* Less than 5% of the issued and paid-up share capital (excluding treasury shares)

** 5% and above of the issued and paid-up share capital (excluding treasury shares)

DIRECTORS' SHAREHOLDINGS AS PER THE REGISTER OF DIRECTORS' SHAREHOLDINGS AS AT 29 AUGUST 2025

Name of Directors	No. of Shares (Direct)	Percentage (%)	No. of Shares (Indirect)	Percentage (%)
1. Tang Boon Koon	25,000	0.01	-	-
2. Chew Shin Yong, Mark	-	-	-	-
3. Ng Kok Hok	-	-	-	-
4. Kunamony A/P S.Kandiah	-	-	-	-

SUBSTANTIAL SHAREHOLDERS AS PER THE REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 29 AUGUST 2025

Name of Substantial Shareholders	No. of Shares (Direct)	Percentage (%)	No. of Shares (Indirect)	Percentage (%)
1. Iconworld Resources Sdn Bhd	47,500,000	20.04	-	-
2. Lim Kon Lian	37,673,977	15.89	-	-

ANALYSIS OF SHAREHOLDINGS AS AT 29 AUGUST 2025

THIRTY (30) LARGEST SHAREHOLDERS AS AT 29 AUGUST 2025 (BASED ON RECORD OF DEPOSITORS)

No.	Name of Shareholders	No. of Shares	Percentage (%)
1.	ICONWORLD RESOURCES SDN BHD	47,500,000	20.04
2.	LIM KON LIAN	37,673,977	15.89
3.	ATTRACTIVE VENTURE SDN BHD	11,249,000	4.75
4.	M & A NOMINEE (TEMPATAN) SDN BHD	11,000,000	4.64
5.	HSBC NOMINEES (ASING) SDN BHD	9,740,628	4.11
6.	CUBETECH ASIA SDN BHD	8,825,000	3.72
7.	PASUKHAS PROPERTIES SDN BHD	7,485,400	3.16
8.	KONG KOK KEONG	7,000,000	2.95
9.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR TEOH SENG KIAN (SMART)	6,974,156	2.94
10.	ANG KIAN YOU	4,710,400	1.99
11.	AFFIN HWANG NOMINEES (ASING) SDN BHD EXEMPT AN FOR SFGHK LIMITED (ACCOUNT CLIENT)	4,392,500	1.85
12.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR TEOH SENG AUN (SMART)	3,853,150	1.63
13.	PASUKHAS PROPERTIES SDN BHD	3,808,500	1.61
14.	M & A NOMINEE (ASING) SDN BHD EXEMPT AN FOR SFGHK LIMITED (ACCOUNT CLIENT)	3,253,700	1.37
15.	CGS INTERNATIONAL NOMINEES MALAYSIA (ASING) SDN. BHD. EXEMPT AN FOR CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD. (RETAIL CLIENTS)	3,119,297	1.31
16.	MUHAMMAD AWALLUDIN BIN RAFIEE	2,741,700	1.16
17.	TAN YOKE CHEONG	2,232,000	0.94
18.	PERUSAHAAN SAUDEE SDN BHD	2,174,575	0.92
19.	CARTABAN NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR LGT BANK AG (LOCAL)	2,001,075	0.84
20.	TAN YOKE WU	1,520,000	0.64

ANALYSIS OF SHAREHOLDINGS AS AT 29 AUGUST 2025

THIRTY (30) LARGEST SHAREHOLDERS AS AT 29 AUGUST 2025 (BASED ON RECORD OF DEPOSITORS) (CONT'D)

No.	Name of Shareholders	No. of Shares	Percentage (%)
21.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR CHEN SAU MOU (SMART)	1,305,000	0.55
22.	YEONG TEIK DIONG	1,291,000	0.54
23.	TA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ATURAN PRISMA SDN. BHD.	1,200,000	0.51
24.	PARLO TOURS SDN. BHD.	1,190,300	0.50
25.	SALINA LAI	1,180,000	0.50
26.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR AN SIEW CHONG	1,170,000	0.49
27.	CHUAH KIM SENG	1,000,125	0.42
28.	AUN POEY HUANG	921,200	0.39
29.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR LT TRAVEL & TOURS (M) SDN. BHD.	871,500	0.37
30.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR NG GEOK WAH (B BRKLANG-CL)	771,000	0.32
TOTAL		192,155,183	81.06

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth (“24th”) Annual General Meeting of **MERIDIAN BERHAD** (“the Company”) will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 6 November 2025** at **2.00 p.m.** or any adjournment thereof for the following purposes:-

AGENDA

- | | | |
|----|---|---|
| 1. | To receive the Audited Financial Statements for the financial period ended 31 May 2025 together with the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. | To approve the payment of Directors’ Fees and benefits payable up to an amount of RM346,000 for the period from 7 November 2025 until the next Annual General Meeting of the Company. | Ordinary Resolution 1 |
| 3. | To re-elect Mr. Chew Shin Yong, Mark as the Director who retires in accordance with Clause 97 of the Constitution of the Company and being eligible, offer himself for re-election. | Ordinary Resolution 2 |
| 4. | To appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 3 |

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, the following Resolutions:-

- | | | |
|----|--|--|
| 5. | <p>AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</p> <p>“THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Section 75 and Section 76 of the Companies Act, 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares for the time being of the Company and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.</p> | <p>Ordinary Resolution 4</p> <p>(Please refer to Explanatory Note 4)</p> |
|----|--|--|

AND THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/she/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.”

ANY OTHER BUSINESS

- | | |
|----|---|
| 6. | To transact any other business of the Company of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act, 2016. |
|----|---|

NOTICE OF ANNUAL GENERAL MEETING

By Order of the Board
MERIDIAN BERHAD

WONG YOUN KIM
(MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)
Company Secretary
Selangor
7 October 2025

NOTES:-

1. Only depositors whose names appear in the Register of Depositors as at 30 October 2025 shall be eligible to participate in this 24th AGM.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but does not need to be a member of the Company pursuant to Section 334 of the Act.
3. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
5. In the case of a corporate member, the instrument appointing a proxy must be either executed under its common seal or under the hand of its officer or attorney duly authorised. The corporation may by its resolution of its Board or a certificate of authorisation by the Corporation to appoint a person or persons to act as its representative or representatives to attend and vote on their behalf.
6. 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.
7. The instrument appointing a proxy must be deposited at the Share Registrar's office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for the Annual General Meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy to vote at this Meeting shall be deemed to include the power to demand, or join in demanding a poll on behalf of the appointor.
8. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, the resolution set out in this Notice will be put to vote by poll.

EXPLANATORY NOTES:

1. Item 1 of the Agenda – Receipt of Audited Financial Statements and Reports

This agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require shareholders' approval for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES (CONT'D):

2. Items 2 of the Agenda – Directors' fees and benefits payable

Section 230(1) of the Companies Act 2016 provides amongst other, that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a General Meeting.

In this respect, the Board wishes to seek shareholders' approval for payment of Directors' fees and benefits payable up to an amount of RM346,000 for the period from 7 November 2025 until the next AGM of the Company.

In determining the estimated total amount of Directors' fees and benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees of the Company as well as the number of Directors involved in these meetings based on the current number of Directors.

In the event, the proposed amount is insufficient, e.g. due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Item 3 of the Agenda – Re-election of Director

The resolutions, if approved, will authorise the continuity in office of the Directors. An annual assessment on the performance and effectiveness of the Directors (including the independence of Independent Non-Executive Directors for the financial period ended 31 May 2025) had been undertaken, and the results were satisfactory to the Board.

4. Item 5 of the Agenda – Authority for Directors to Issue and Allot Shares

The Resolution proposed under Item 5 above, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding ten per centum (10%) is in the best interest of the Company.

This authority will expire at the conclusion of the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the existing mandate which will lapse at the conclusion of the forthcoming AGM of the Company.

5. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



MERIDIAN

MERIDIAN BERHAD

[Registration No. 200001005180 (507785-P)]

(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.	
No. of Shares Held	

I/We _____ NRIC/Passport/Company No. _____
(FULL NAME IN BLOCK LETTERS)

of _____
(FULL ADDRESS)

Telephone No. _____ Email Address _____ being a

member / members of MERIDIAN BERHAD hereby appoint:-

FIRST PROXY

Full Name (in Block):	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	Percentage (%)
Telephone No.:	Email:		
Full Address:			

If you wish to appoint a second proxy, this section must also be completed.

SECOND PROXY

Full Name (in Block):	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	Percentage (%)
Telephone No.:	Email:		
Full Address:			

or failing whom, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us and on my/or behalf at the Twenty-Fourth ("24th") Annual General Meeting of **MERIDIAN BERHAD** ("the Company") which will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 6 November 2025 at 2.00 p.m. or any adjournment thereof.

My/Our proxy(ies) is(are) to vote as indicated below:-

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the payment of Directors' Fees and benefits payable up to an amount of RM346,000 for the period from 7 November 2025 until the next Annual General Meeting of the Company.		
2.	To re-elect Mr. Chew Shin Yong, Mark as the Director who retires in accordance with Clause 97 of the Constitution of the Company.		
3.	To appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration.		
4.	Authority for Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016.		

[Please indicate with (X) in the spaces provided how you wish your vote to be casted. If no specific direction as to voting is given, the proxy will vote or abstain at his(her) discretion.]

Dated this _____ day of _____ 2025

Signature of Member / Common Seal

Notes:-

1. Only depositors whose names appear in the Register of Depositors as at 30 October 2025 shall be eligible to participate in this 24th AGM.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but does not need to be a member of the Company pursuant to Section 334 of the Act.
3. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
5. In the case of a corporate member, the instrument appointing a proxy must be either executed under its common seal or under the hand of its officer or attorney duly authorised. The corporation may by its resolution of its Board or a certificate of authorisation by the Corporation to appoint a person or persons to act as its representative or representatives to attend and vote on their behalf.
6. 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.
7. The instrument appointing a proxy must be deposited at the Share Registrar's office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for the Annual General Meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy to vote at this Meeting shall be deemed to include the power to demand, or join in demanding a poll on behalf of the appointor.
8. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, the resolution set out in this Notice will be put to vote by poll.

please fold here to seal

The Share Registrar of Meridian Berhad

Prosec Share Registration Sdn. Bhd.

[Registration No. 202501011334 (1612748-K)]

DF2-09-02, Level 9, Persoft Tower
6B, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan

**AFFIX
STAMP**

Please fold here to seal

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

