MERIDIAN

MERIDIAN BERHAD

[Registration No. 200001005180 (507785-P)]
(Incorporated in Malaysia)

ANNUAL REPORT 2026

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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

AUDIT 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

BOARD OF DIRECTORS

TANG BOON KOON
Executive Director

TOH BOON HSING
Executive Director
(Appointed w.e.f. 1 December 2025)

CHEW SHIN YONG, MARK
Independent Non-Executive Director

NG KOK HOK
Independent Non-Executive Director

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

AUDITORS

UHY Malaysia PLT
202406000040 (LLP0041391-LCA) & AF 1411
Suite 11.05, Level 11
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel no : +03-2279 3088
Fax : 03-2279 3099

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

MERIDIAN

MERIDIAN BERHAD

Investment holding

100%	**MERIDIAN LUASEMPIT SDN BHD** Dormant	100%	**SRI LINGGA SDN BHD** Property development and cultivation of oil palm
100%	**MERIDIAN THEME PARK SDN BHD** Dormant	100%	**ZKP DEVELOPMENT SDN BHD** Property investment and car park operations.
100%	**MIB CONSTRUCTION SDN BHD** Construction of buildings	40%	**NUSARHU SDN BHD** Dormant
100%	**PINNACLE EQUITY SDN BHD** Dormant	100%	**GAYA PUSTAKA SDN BHD** Dormant
100%	**STRATEGIC CENTURY SDN BHD** Dormant	100%	**MEDA PROJECT MANAGEMENT SDN BHD** Dormant
100%	**VIRTUE PROPERTY SDN BHD** Dormant	100%	**MERIDIAN ADVENTURE CAMP SDN BHD** Dormant

MANAGEMENT DISCUSSION AND ANALYSIS

1. Overview of the Group's Business and Operations

Meridian Berhad (Meridian) is a public company listed on the Main Market of Bursa Malaysia Securities Berhad since 2002. Meridian focuses mainly in the property development with interests in property investment and plantation. The property investment business is in Pulau Pinang which Meridian owns units in the Plaza Bukit Mertajam. Meridian is in the palm oil plantation Melaka which the estates are located in Melaka.

Against this challenging backdrop, the Group recorded a revenue of RM0.8 million in the financial year ended 31 May 2026 (FYE 31 May 2026) as compared to RM1.5 million in the financial year ended 31 May 2025 (FPE 31 May 2025).

2. Financial Performance Review

The Group recorded earnings for the FYE 31 May 2026, summary of which is appended in the table below:-

Financial Results and Key Performance Indicators	Financial Year Ended 31 May 2026 RM'000	Financial Period Ended 31 May 2025 RM'000
Revenue	761	1,538
Profit/(Loss) After Tax	(11,176)	(8,310)
Basic Earnings/(Loss) Per Share (Sen)	(4.59)	(3.68)
Total Assets	127,777	131,105
Total Equity	48,483	58,994

The Group recorded a loss after tax of RM11.2 million for FYE 31 May 2026 as compared to a loss after tax of RM8.3 million for FPE 31 May 2025.

The Group's total assets stood at RM127.8 million in FYE 31 May 2026, reflecting a decrease of RM3.3 million from RM131.1 million in FPE 31 May 2025, mainly attributable to the fair value loss of investment properties.

The Group's total equity decreased mainly due to the losses incurred in FYE 31 May 2026.

3. Capital Expenditure

Against the challenging market condition, the Group has implemented strict control on the capital management.

4. Known Trend and Events

The main factors that have impacted and are expected to continue to impact our Group's operations and profits including, but are not limited to, the following:

a) Global economy

The global economy continues to expand, though it remains vulnerable to downside risks, primarily stemming from escalating geopolitical tensions, volatile financial markets and a potential slowdown in major economies.

b) Market outlook

We expect another tough year ahead but we hope it is a recovery year Inflationary pressures have certainly abated but recessionary fears continue to linger.

5. Business Strategies & Initiatives

The Group continues its measures aimed at improving our competitiveness. All of the operational and structural programs and measures are focused on reducing costs by streamlining administrative functions and improving structural efficiency in procurement.

The Group views human resource as a major source of corporate competitiveness, and securing highly motivated and capable personnel creates a strong foundation for business operations. Hence, the Group focused on securing personnel with broad knowledge and diverse skills, and provide training to employees to maximise their abilities.

6. Risk

Risk assessment exercises are conducted periodically for all business units. The risk assessment exercises are assisted by external consultants to identify, evaluate and update on known and anticipated risks of the Group. The risks, related controls, risk responses and strategies to mitigate them are presented to the Audit Committee. The monitors the implementation and progress of risk responses, aided by an internal audits program to safeguard the interests of the Group and its stakeholders.

The key anticipated and known risks that the Group are exposed to which may have a material impact on the Group's operations, performance, financial condition and liquidity are regulatory compliance risks, data and ERP integrity risks and credit risk.

i. Regulatory Compliance Risks

Regulatory compliance is critical in ensuring operations. Compliance doesn't only refer to complying with the current standards, it also refers to the preparation needed to comply with future standards when implemented. To manage regulatory compliance risks, the Group has established procedures and mechanisms to ensure full compliance and invests in major infrastructure upgrades periodically in anticipation of future regulatory demands.

ii. Data Risks

The Management is of the view that the proprietary, personal and confidential data and stable operations of the Group's accounting system is another major risk to the Group as the loss or corruption of such data and prolonged system failures may result in the loss of competitive edge and business opportunities. Internal controls are in place for the management and protection of data as well as the accounting system, which ensure that they are maintained, tested, secured and upgraded periodically.

iii. Credit Risks

The Management also realised that the credit risk of the business has increased from the past. We have undertaken mitigation plan to improve the credit control policy on our customers by doing background checks regularly.

7. Future challenges and outlook

Looking ahead to financial year 2027, the operating environment is expected to stay highly competitive and demanding. The Group will continue to focus maintaining operational efficiency and cost management to enhance competitiveness and ensure long-term sustainability.

Located only 30 minutes from Port Dickson and 40 minutes from Melaka town, the Kuala Linggi land has been identified as a residential development project. One of the developments successfully undertaken by the Melaka state is the Kuala Linggi barter trade centre and this port has been very active with its activities of barter trading with traders from Indonesia. This will enhance the commercial activities in Kuala Linggi.

The construction business is expected to provide an additional source of recurring operating activity. The Group's subsidiary, MIB Construction Sdn. Bhd. has been awarded the Anise 3 Project as the Main Contractor by Kejora Harta. The Group will continues to pursue construction opportunities that are commercially viable and capable of contributing positively to the Group's future revenue and cash flows.

PROFILE OF BOARD OF DIRECTORS

TANG BOON KOON
Executive Director

Nationality	Gender	Age	Date of Appointment:
Malaysian	**Male**	**55**	**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) Midtown Group Berhad
2) Mtouche Technology Berhad
3) Permaju Industries Berhad
4) PNE PCB 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, Permaju 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 172 of this annual report. He has no other conflict of interest with the Company or its subsidiary.

He was publicly reprimanded and fined RM100,000.00 for breaching paragraph 16.13(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 6 June 2025 and publicly reprimanded and fined RM8,500.00 for breaching paragraph 9.23(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 24 July 2026.

PROFILE OF BOARD OF DIRECTORS

TOH BOON HSING

Executive Director

Nationality	Gender	Age	Date of Appointment:
Malaysian	**Male**	**48**	**1 December 2025**

Membership of Board Committees:
None

Academic/Professional Qualifications:
- Bachelor Degree in Marketing & Human Resource Management, University of Southern Queensland, Australia

Present Directorship(s) in other Listed Companies:
1) Sersol Berhad

Working Experience:

Mr. Toh rose from the ranks of established Property Companies, starting out in Henry Butcher Lim & Long in 1999, YTL Land Bhd, Country Heights Bhd and eventually headed the Marketing & Sales Department of Bluwater Developments Bhd. LJBB Group of Companies was formed and spearheaded by him in 2007, leading to the development of Maisons Cyberjaya, Maisons @ Rawang, Ecovilla Semenyih with a total of approximate 200 million in Gross Development Value (GDV).

Mr. Toh has been involved in project and marketing of numerous projects since 1999, namely Shoplex@Mont Kiara, Magna Park Kepong, Ken Damansara, Danau Lumayan in Bandar Tun Razak, Millenium Place (Section 14 PJ), Andalucia @ Pantai Hill Park, The Tamarind @ Sentul East, The Maple @ Sentul West, LakeEdge @ Puchong, Lake Homes @ Mines SouthLake, Bluhaven @ Bluwater Estate, The Heritage @ Mines SouthLake, with a total of more than RM1 Billion worth of property launches under his belt.

Mr. Toh is not an unfamiliar name in the residential property market and skilled in leading diverse teams. Mr. Toh has managed various projects with groups varying in size and specialisation and a track record of successfully navigating complex challenges, where planning, coordination, and swift problem resolution are crucial. Mr. Toh strong communication skills have been essential in maintaining productive relationships with stakeholders, clients, and team members.

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.

PROFILE OF BOARD OF DIRECTORS

CHEW SHIN YONG, MARK

Independent Non-Executive Director

Nationality	Gender	Age	Date of Appointment:
Malaysian	**Male**	**57**	**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 was publicly reprimanded and fined RM50,000.00 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

Nationality	Gender	Age	Date of Appointment:
Malaysian	**Male**	**65**	**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) Mtouche Technology Berhad
2) SaudiGold Group Berhad
3) Joe Holding 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 RM50,000.00 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

Nationality	Gender	Age	Date of Appointment:
Malaysian	**Female**	**74**	**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) Ecobuilt Holdings Berhad
2) Mtouche Technology Berhad
3) Permaju Industries Berhad
4) PNE PCB 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 more than 30 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, and Permaju Industries Berhad as 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 RM50,000.00 for breaching paragraph 16.13(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on 6 June 2025.

SUSTAINABILITY STATEMENT

INTRODUCTION

Meridian Berhad ("the Company") and its subsidiaries (collectively "Meridian" or "the Group") are principally involved in property development, investment of properties and the cultivation of oil palm. The Group recognises that the manner in which it manages its economic, environmental, social and governance ("EESG") matters has a direct bearing on its ability to create value for its stakeholders over the long term.

This Sustainability Statement ("Statement") sets out how the Group has managed the sustainability matters that are material to its business and its stakeholders during the financial year ended 31 May 2026 ("FY 2026"), including how these matters are governed. The Group has sought to present a factual account of its performance, including areas where data collection remains incomplete, so that shareholders and other stakeholders have a fair basis on which to assess the Group's performance.

The Board of Directors ("the Board") acknowledges that the Group is at an early stage of its sustainability reporting journey. FY 2026 is the first full financial year in which the Group has recorded fuel consumption, electricity consumption at its operating site and employee commuting on a monthly or employee level basis. These records form the basis for the disclosures in this Statement.

SUSTAINABILITY STATEMENT

REPORTING SCOPE AND BOUNDARIES

This Statement covers Meridian Berhad and its active subsidiaries operating in Malaysia, over which the Group has direct operational control. Dormant subsidiaries have been excluded as they did not carry out any business activity during FY 2026.

Entity	Principal activity	Status in FY 2026
Meridian Berhad	Investment holding	Included
Sri Lingga Sdn. Bhd.	Property development and cultivation of oil palm	Included
ZKP Development Sdn. Bhd.	Property investment and car park operations	Included
MIB Construction Sdn. Bhd.	Construction of buildings	Excluded
Nusarhu Sdn. Bhd., Gaya Pustaka Sdn. Bhd., Meda Project Management Sdn. Bhd., Meridian Adventure Camp Sdn. Bhd., Meridian Luasempit Sdn. Bhd., Meridian Theme Park Sdn. Bhd., Pinnacle Equity Sdn. Bhd., Strategic Century Sdn. Bhd., Virtue Property Sdn. Bhd.	Dormant	Excluded

Unless otherwise indicated, the reporting boundary comprises the following locations:

- **Nusa Dusun Orchard Resort, Melaka**, operated by Sri Lingga Sdn. Bhd., which includes the site office, the land maintenance area and the individually metered electricity supply points at the site.
- **Corporate office at Menara Lien Hoe, Petaling Jaya, Selangor**, which is occupied on a shared tenancy basis. Electricity at this location is billed to the Company by a third party, and water is not metered separately for each occupant.

Activities undertaken by third party contractors and suppliers, for which the Group does not exercise management control, are excluded from the operational boundary except where expressly stated.

Reporting Period

This Statement covers the 12-month financial year from 1 June 2025 to 31 May 2026 ("FY 2026"). The comparative period is the 18-month financial period from 1 December 2023 to 31 May 2025 ("FP 2025"), following the change in the Company's financial year end to 31 May. The period before that is the financial period ended 30 November 2023 ("FP 2023").

As the comparative period is longer than FY 2026, absolute indicators for FP 2025 such as electricity consumption, water consumption and procurement spend have also been presented on an annualised basis (12/18 of the reported figure) where a like-for-like comparison is useful. Where a movement between periods is discussed, the Group indicates whether it is attributable to the length of the reporting period, a change in activity or a change in the basis of measurement.

Nusa Dusun Orchard Resort, Melaka

REPORTING FRAMEWORKS

This Statement has been prepared in accordance with the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), including Practice Note 9 and Practice Note 9A, and is guided by the Bursa Securities Sustainability Reporting Guide (3rd Edition) and the Global Reporting Initiative ("GRI") Standards. The material sustainability matters have also been mapped to the relevant United Nations Sustainable Development Goals ("UN SDGs").

As a Main Market listed issuer which falls under Group 2 of the National Sustainability Reporting Framework ("NSRF"), the requirement to prepare the Sustainability Statement in accordance with IFRS S1 (General Requirements for Disclosure of Sustainability-related Financial Information) and IFRS S2 (Climate-related Disclosures) will apply to the Group from the financial year ending 31 May 2027, under Practice Note 9A. The Group is monitoring these requirements and the transition reliefs available to it.

STATEMENT OF ASSURANCE

This Statement has not been subjected to an internal review by the Group's internal auditor, nor to independent assurance, for FY 2026.

The data presented has, however, been subjected to an internal validation process undertaken by Management, under which reported figures were traced to their supporting source records, including monthly electricity and water readings, fuel records, employee level commuting records, procurement records, human resources records and company secretarial records.

The Group will evaluate the appropriateness of obtaining internal review or independent assurance over its sustainability disclosures as its reporting systems mature and as the NSRF assurance requirements take effect.

OUR APPROACH TO SUSTAINABILITY

The Group's sustainability approach is anchored on the sustainability framework established in FP 2025, with EESG as the focus areas and specific commitments.

Our Vision: To drive sustainable value by integrating environmental stewardship, social responsibility and strong governance in every facet of our business.

Our Mission: To create sustainable value by developing responsibly, uplifting communities and upholding the highest standards of governance and integrity.

Focus area	Commitment
Economic	Create economic and shared value for the mutual benefit of all stakeholders.
Environment	Commit to environmental conservation by utilising resources wisely and maintaining ecological balance.
Social	Conduct business with ethics and concern for social responsibility while participating in enhancing society's quality of life.
Governance	Ensure fairness, transparency and accountability are upheld in daily business conduct.

As a property developer and plantation operator of modest scale, the Group's most direct sustainability impacts arise from the management of its land at the Nusa Dusun site, the electricity and water used in maintaining that site, the fuel used by its vehicles and the conduct of its employees, suppliers and contractors. The Group therefore focuses on responsible resource use, fair and safe employment, local sourcing and ethical business conduct.

The Group places emphasis on compliance with the regulatory frameworks that govern its business and promotes a culture of integrity through its Code of Ethics and Conduct and its Anti-Bribery and Anti-Corruption Statement. The Group also participates in community initiatives that are proportionate to its scale and resources.

SUSTAINABILITY STATEMENT

SUSTAINABILITY GOVERNANCE STRUCTURE

Sustainability requires a top-down approach in which the Board leads the Group towards its goals. The Board, together with Management, takes responsibility for the governance of sustainability within the Group, including the Group's sustainability strategies and priorities, and takes sustainability considerations into account in the development of strategies, business plans and risk management.

Sustainability Governance Structure

The Board is supported by the Audit and Risk Management Committee ("ARMC"), which comprises solely Independent Non-Executive Directors. Under its Terms of Reference, the ARMC is responsible for reviewing the Group's sustainability policies, goals and risks periodically, and it oversees the Group's risk management and internal control framework. The Nomination and Remuneration Committee ("NRC") conducts the annual evaluation of the Board, the Board Committees and individual Directors.

The Executive Director provides dedicated focus to managing sustainability strategically, including the integration of sustainability considerations into the Group's operations. The Executive Director is supported by the Heads of Department ("HODs"), who form the Sustainability Working Group.

Board of Directors

The Board oversees the Group's sustainability agenda, practices, strategies and performance, supported by Management. It ensures that the Group's sustainability strategies, priorities and performance are communicated to internal and external stakeholders.

Audit and Risk Management Committee

The ARMC reviews the Group's sustainability policies, goals and risks periodically, together with the principal risks and the adequacy of the internal control system and reports its findings to the Board.

Executive Director

The Executive Director coordinates information and inputs from the HODs, develops and improves the Group's sustainability strategies, and monitors the performance of sustainability programmes.

Sustainability Working Group (Heads of Department)

The HODs assist in gathering information for sustainability reporting, implement sustainability practices approved by the Chief Executive Officer, and identify EESG matters relevant to their respective departments.

The Group is committed to upholding good corporate governance practices, the details of which are set out in the Corporate Governance Overview Statement in this Annual Report and in the Corporate Governance Report available at www.meridianberhad.com.my.

MATERIALITY ASSESSMENT PROCESSES AND MATERIAL MATTERS

Materiality assessment is utilised as a key component in enhancing sustainability at Meridian, in which the resulting EESG issues and opportunities that can affect our ability to create value can be identified and evaluated based on their influence on the Group's business and their significance to stakeholders. The Group carried out a materiality assessment (steps detailed below) and adopted the Bursa Securities common sustainability matters in FP 2025. For FY 2026, the Group reviewed the material matters identified in FP 2025 and considered them to remain relevant to its operations.

Step 1: Defining Objectives and Scope

The materiality assessment begins by defining its boundary, which covers the active entities and locations described in the Reporting Scope and Boundaries section, and by identifying the sustainability factors most relevant to the Group's property development, property investment and oil palm activities.

Step 2: Stakeholder Identification and Engagement

Meridian has a broad range of stakeholder groups that influence or are affected by the Group and its activities. They are identified based on their different levels of influence over and dependence on our business. Regular engagement is held through formal and informal channels, which helps the Group to identify relevant material issues and respond to stakeholder needs more effectively.

Stakeholder group	Engagement methods	Key areas of interest
Shareholders, financiers and investors	Press releases (as needed); quarterly financial reports and announcements; general meetings and Annual Reports (annually)	Business strategies and future plans; the Group's overall performance; good management and corporate governance
Regulators	Scheduled and ad hoc meetings (as needed)	Regulatory compliance, including environmental and social compliance; corporate governance practices
Customers	Customer support channels, including the Company website (ongoing)	Product and service quality; consumer data privacy
Employees	Internal communications through email and WhatsApp (ongoing); corporate announcements and training (as needed)	Business direction; remuneration and benefits; career development; health and safety at the workplace; work life balance
Local communities	Strategic and ad hoc meetings and visits (as needed)	Community welfare and continued livelihood; a healthy built environment
Suppliers and contractors	Meetings (as needed); supplier performance appraisals (annually)	Efficient and transparent procurement processes; health and safety of workers

Step 3: Identifying Material Sustainability Issues

To ensure alignment with stakeholder expectations and the Group's objectives, sustainability matters are assessed by reference to the Group's operations, stakeholder feedback and authoritative sources. The outcome is the list of material sustainability matters set out below, together with the related GRI metrics.

Step 4: Prioritising Key Sustainability Issues

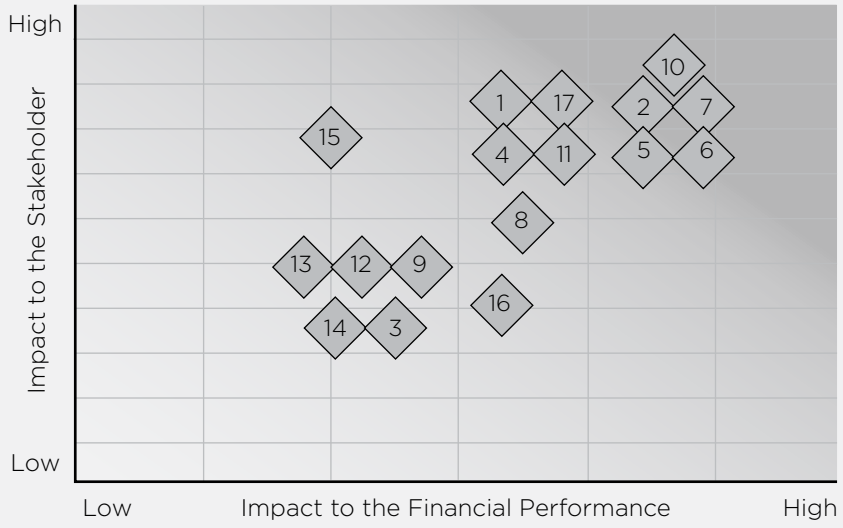
Based on the ranking given to each material matter by reference to its importance to the business and its importance to stakeholders, the materiality matrix is presented below.

MATERIALITY ASSESSMENT PROCESSES AND MATERIAL MATTERS (CONT'D)

Step 5: Monitoring and Reviewing Process

The Executive Director, supported by the Sustainability Working Group, oversees the materiality assessment so that it remains current. The assessment is reviewed to reflect changes in stakeholder expectations, business activities and emerging sustainability requirements, including the Group's transition to IFRS S1 and IFRS S2.

Materiality Matrix FY 2026



No.	Material matter	Focus area	Key stakeholders	GRI metrics
1	Corporate Governance	Governance	Employees, regulators, investors	GRI 2
2	Financial Performance	Economic	Employees, investors	GRI 201
3	Procurement and Supply Chain Management	Economic	Suppliers and contractors, regulators	GRI 204
4	Legal and Regulatory Compliance	Governance	Regulators	GRI 2-27
5	Customer Satisfaction	Social	Customers	GRI 416
6	Product Quality	Social	Employees, regulators, investors	GRI 416, GRI 417
7	Occupational Health and Safety	Social	Employees, contractors, regulators	GRI 403
8	Employee Retention	Social	Employees	GRI 401, GRI 404
9	Human and Workers' Rights Protections	Social	Employees	GRI 2-7, GRI 406
10	Recycle Materials	Environment	Employees	GRI 301, GRI 306
11	Risk Management	Governance	Regulators, investors	GRI 2
12	Energy and Climate Change	Environment	Employees	GRI 302, GRI 305
13	Water Management	Environment	Employees	GRI 303
14	Equality and Diversity	Social	Employees	GRI 405
15	Community Engagement	Social	Local communities	GRI 413
16	Personal Data Protection Act ("PDPA")	Governance	Employees, customers	GRI 418
17	Anti-Bribery and Anti-Corruption ("ABAC")	Governance	Employees	GRI 205

GOVERNANCE MATTERS

Anti-Bribery and Corruption

Business integrity and ethical conduct are central to the Group's licence to operate. The Group has adopted a Code of Ethics and Conduct, effective December 2013, which sets out the standard of behaviour and ethical conduct expected of Directors, Management and employees, and governs matters relating to conflicts of interest, fraud, corruption, money laundering, confidentiality and the use of the Company's facilities. The Board is further guided by the Directors' Code of Conduct and Ethics. Both codes are available at www.meridianberhad.com.my. The Group's governance policies also include the Policy on Independence of Directors, the Corporate Disclosure Policy, the Fit and Proper Policy and the Whistle Blowing Policy.

The Group's Anti-Bribery and Anti-Corruption Statement, issued pursuant to the Malaysian Anti-Corruption Commission (Amendment) Act 2018, applies a zero- tolerance approach to bribery and corruption by employees and by business partners acting on the Group's behalf, including advisers, agents and contractors. Key provisions include:

- Facilitation payments are treated in the same manner as bribes and are expressly prohibited, regardless of amount or local custom.
- Gifts of cash or cash equivalents, such as gift cards, are not to be accepted, and permitted gifts must be declared to and approved by the employee's line manager and used for the benefit of all employees or donated.
- Staff must consult their manager before accepting any offer of entertainment valued at over RM100, and no gifts or invitations may be accepted from a party during a tender process involving that party.
- Third parties dealing with the Group are expected to have an appropriate anti-bribery and anti-corruption compliance programme in place.
- No employee will suffer retaliation for reporting suspected bribery in good faith or for refusing to pay a bribe.

Oversight of corruption-related risk sits with the ARMC, which reviews the Group's risk profile, internal control environment and internal audit findings.

During FY 2026, the two Executive Directors attended the Companies Commission of Malaysia ("SSM") webinar titled "Prevent Corruption and Promote Good Governance in Your Business" on 20 May 2026, representing 9.5% of the Group's employees. No other employee category received anti-corruption training during the year. All operations were formally assessed for corruption-related risks under a documented assessment by the outsourced internal audit function Vaersa Advisory Sdn. Bhd. during FY 2026, and no confirmed incidents of corruption were recorded.

Anti-Bribery and Corruption	FP 2025	FY 2026
Percentage of employees who have received training on anti-corruption: Management (Executive Directors)	0%	100%
Percentage of employees who have received training on anti-corruption: Executive	0%	0%
Percentage of employees who have received training on anti-corruption: Non-Executive	0%	0%
Percentage of employees who have received training on anti-corruption: General Workers	0%	0%
Percentage of operations assessed for corruption-related risks	100%	100%
Confirmed incidents of corruption and action taken	0	0

Note: FY 2026 percentages by category are based on the two Executive Directors reported under Meridian Berhad.

GOVERNANCE MATTERS (CONT'D)

Whistleblowing

The Board has formalised a Whistle Blowing Policy to provide an avenue for employees and other stakeholders, including shareholders, suppliers and customers, to raise genuine concerns about unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements, without fear of reprisal where they act in good faith. The policy applies to all companies within the Group, and a summary is available at www.meridianberhad.com.my.

A concern should in the first instance be raised with the immediate superior. Where this is not possible or appropriate, the concern should be reported to the Executive Director. Where reporting to Management is itself a concern, the report should be made to the Chairman of the ARMC. All reports are investigated promptly, and the progress of each investigation is reported to the ARMC no later than its next scheduled meeting. Reports received anonymously are treated as confidential.

The Group views any harassment of or retaliation against a genuine whistleblower as gross misconduct, which, if proven, may lead to dismissal. Malicious and false allegations are viewed in the same manner. The Board, together with Management, reviews the Whistle Blowing Policy periodically or as and when the need arises.

Reports may be submitted through the following channels: [Insert current whistleblowing email address and postal address, marked "Strictly Confidential", for the Executive Director and for the Chairman of the ARMC.]

No whistleblowing reports were received through any channel during FY 2026.

Data Privacy and Security

The Group adheres to the requirements of the Personal Data Protection Act 2010 and is committed to safeguarding the personal data of its customers, employees and other stakeholders. Under the Code of Ethics and Conduct, employees are required at all times to maintain the confidentiality of all matters concerning the affairs, interests and transactions of the Group, and the use of the Company email, internet and other electronic facilities is restricted to official business purposes.

Data Privacy and Security	FY 2023	FP 2025	FY 2026
Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	0	0	0

Corporate Governance and Risk Management

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. The Board Charter sets out the roles and responsibilities of the Board, the Board Committees and Management, as well as the matters reserved for the Board.

The Group maintains a Register of Risk and a Risk Management Handbook. Key risks and mitigating measures are documented in the Business Risk Profile, which is updated on an ongoing basis, and the internal audit function reviews the effectiveness of controls over those risks on a half-yearly basis, reporting any weaknesses to the ARMC. Further details are set out in the Statement on Risk Management and Internal Control in this Annual Report.

SUSTAINABILITY STATEMENT

ECONOMIC MATTERS

Economic Performance

The Group's revenue is derived from the sale of fresh fruit bunches ("FFB") from its oil palm cultivation, rental income and car park operations. In FY 2026, these revenue streams amounted to RM0.76 million, compared with RM1.54 million over the 18-month FP 2025.

Revenue from FFB and rental income was lower, partly because FP 2025 covered 18 months. No income tax expense was recorded in either period. Details of the Group's financial performance are set out in the audited financial statements in this Annual Report.

Revenue stream (RM'000)	FP 2025		FY 2026 (12 months)
	18 months	Annualised	
Sale of fresh fruit bunches	647	431	436
Rental income	891	594	325
Car park operations	0	0	0
Total	**1,538**	**1,025**	**761**

Supply Chain Management

Effective supply chain management supports the timely delivery of the Group's development and maintenance activities while keeping costs under control. The Group sources its goods and services from local suppliers and contractors, which supports economic activity in the communities where it operates and limits the emissions associated with long distance transportation.

During FY 2026, the Group's procurement spending amounted to RM688,739, all of which was spent on local suppliers. This compares with RM1,571,807 over the 18-month FP 2025, or approximately RM1,047,871 on an annualised basis, due to lower harvesting of FFB and thus lower contractor cost.

Proportion of spending on local suppliers	FP 2025	FY 2026
Spending on local suppliers (RM)	1,571,807	688,739
Spending on foreign suppliers (RM)	0	0
Proportion of spending on local suppliers	100%	100%

Note: Local suppliers are suppliers based in Malaysia.

ENVIRONMENTAL MATTERS

The Group's direct environmental footprint arises principally from the maintenance of its land and facilities at the Nusa Dusun site in Melaka, the operation of its corporate office and the fuel used by its vehicles. FY 2026 is the first year in which the Group has recorded fuel consumption and electricity consumption for each metered supply point monthly, and these records form the Group's baseline for greenhouse gas (GHG) emissions reporting.

Climate Change Management

Scope 1 GHG emissions

Scope 1 (direct GHG emissions) arise from diesel and petrol consumed by the company motor vehicles. During FY 2026, the Group consumed 564.29 litres of diesel and 1,040.65 litres of petrol, giving rise to 3.89 tonnes of carbon dioxide equivalent ("tCO_2e").

Scope 1 source	FY 2026 consumption (litres)	FY 2026 emissions (tCO_2e)
Diesel	564.29	1.45
Petrol	1,040.65	2.43
Total Scope 1 (tCO_2e)		**3.89**

Emission factors: diesel 2.57082 $kgCO_2e$ per litre; petrol 2.33984 $kgCO_2e$ per litre. Source: UK Department for Environment, Food and Rural Affairs ("UK DEFRA")

Scope 2 GHG Emissions and Energy Management

The Group's electricity is consumed mainly at the Nusa Dusun site, which has nine metered supply points including the site office, and at the corporate office. During FY 2026, the Group consumed 27,585.70 kWh of purchased electricity, giving rise to 20.41 tCO_2e on a location-based method. The Nusa Dusun site accounted for 94.5% of this consumption. The Group did not generate or procure renewable energy during FY 2026 due to its limited operational scale.

Scope 2 source	FY 2026 electricity consumption (kWh)	FY 2026 emissions (tCO_2e)
Nusa Dusun: LA 1	8,463.00	6.26
Nusa Dusun: Site Office	6,621.20	4.90
Nusa Dusun: LDG Sri Lingga	5,571.00	4.12
Nusa Dusun: LA 5	2,744.00	2.03
Nusa Dusun: LA 4	1,756.00	1.30
Nusa Dusun: LA 3	479.00	0.35
Nusa Dusun: C566	371.00	0.27
Nusa Dusun: BH-4	57.00	0.04
Nusa Dusun: BH-2	10.00	0.01
Corporate office, Menara Lien Hoe (December 2025 to May 2026)	1,513.50	1.12
Total Scope 2	**27,585.70**	**20.41**

Emission factor: 0.74 $kgCO_2e$ per kWh. Source: Energy Commission of Malaysia (for Peninsular Malaysia)

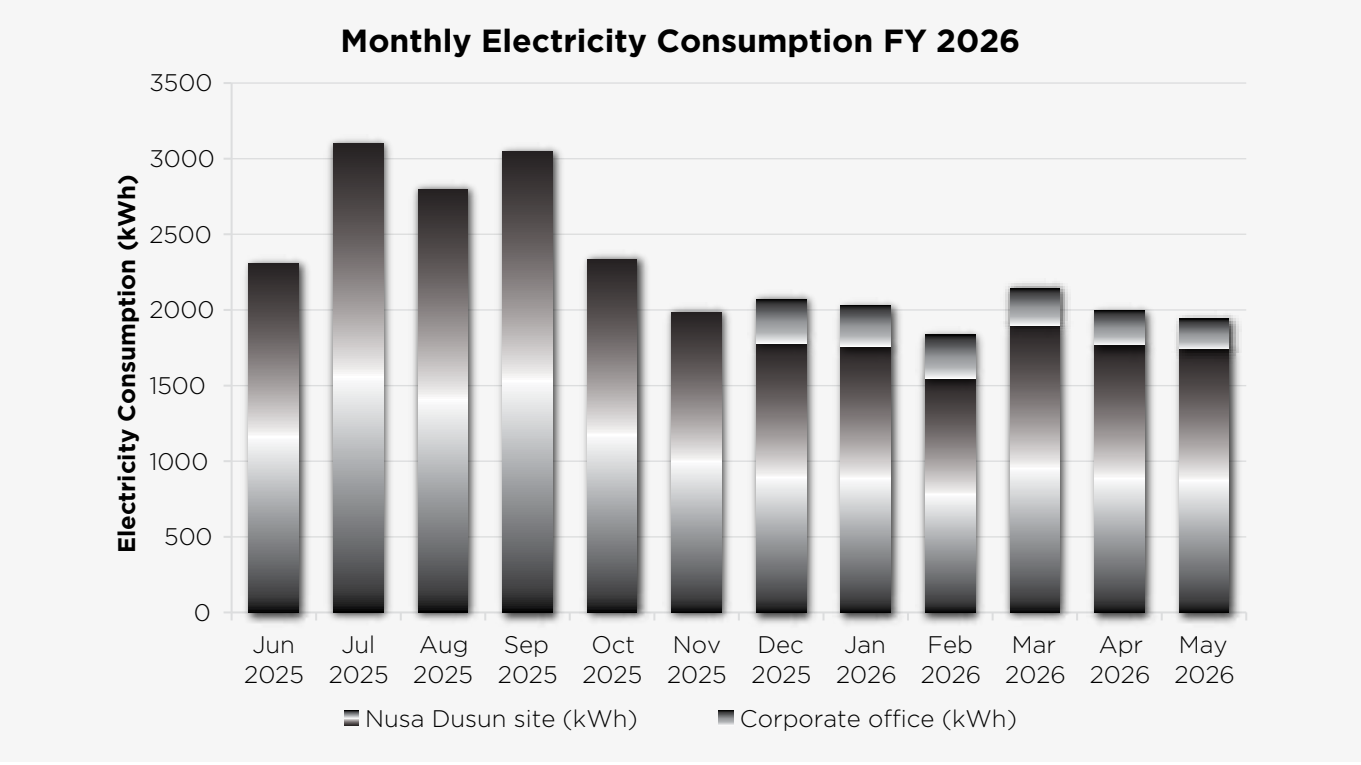
Monthly consumption at the Nusa Dusun site was highest between July and September 2025, at around 2,800 to 3,100 kWh, and ranged from around 1,550 to 1,900 kWh from December 2025 onwards. The reduction was mainly at the LA 1 supply point, due to lower usage. Office electricity was recorded from December 2025 only.

ENVIRONMENTAL MATTERS (CONT'D)

Climate Change Management (Cont'd)

Scope 2 GHG Emissions and Energy Management (Cont'd)

In FP 2025, the Group reported electricity consumption of 36,305 kWh over 18 months, or approximately 24,203 kWh on an annualised basis, which covered the same supply points; the lower annualised consumption was due to lower occupancy rate of the Nusa Dusun Resort. The Group continues to practice the existing energy saving measures as set out in the Code of Ethics and Conduct, which requires employees to switch off electrical and electronic equipment entrusted to them before leaving work, and the last person to leave the office to ensure that lights, air conditioning and equipment are switched off.



Scope 3 GHG Emissions

In FY2026, the Group quantified, for the first time, its Scope 3 indirect value chain emissions for Category 6 (business travel) and Category 7 (employee commuting), in line with the latest government regulations on sustainability disclosures.

Scope 3.6: Business Travel

No business travel was undertaken by employees during FY 2026, and accordingly no emissions are attributable to this category.

Scope 3.7: Employee Commuting

All employees commuted to their workplace by car during FY 2026, and no work from home days were recorded. Collectively, employees travelled 119,738 km, giving rise to 19.48 tCO_2e.

ENVIRONMENTAL MATTERS (CONT'D)

Climate Change Management (Cont'd)

Scope 3 GHG Emissions (Cont'd)

Scope 3.7: Employee Commuting (Cont'd)

Mode of transport	Number of employees	FY 2026 total distance travelled (km)	FY 2026 emissions (tCO_2e)
Car	21	119,738	19.48
Motorcycle	0	0	0.00
Public transport (LRT)	0	0	0.00
Total	**21**	**119,738**	**19.48**

Emission factors: 0.16272 $kgCO_2e$ per km for an average petrol car. Source: UK DEFRA.

Commuting distances are recorded for each employee on a round-trip basis between home and the workplace. Commuting days were derived for each employee by excluding weekends, 19 Malaysian public holidays and the leave days taken, resulting in 223 to 233 commuting days per employee. 21 employees are in a full year of service without taking leaves in FY 2026.

Total GHG Emissions

The Group's total GHG emissions for FY 2026 amounted to 43.78 tCO_2e. Scope 2 emissions from purchased electricity accounted for the largest share at 46.6%, followed by Scope 3 employee commuting at 44.5% and Scope 1 at 8.9%. The overall increase of total GHG emissions in FY 2026 compared to FP 2025 (annualized figures) was the combined effect of the increase in Scope 2 emissions and the new disclosures of Scope 1 and certain Scope 3 categories. Moving forward, FY 2026 will be used as the baseline year for the GHG emissions performance tracking of subsequent 12-month financial periods, to monitor against the target of reducing 40% of combined Scope 1 and Scope 2 emissions by 2030. To reach the target, the Group is currently exploring the possibility of decommissioning company motor vehicles and installing solar panels at the Nusa Dusun site.

GHG emissions (tCO2e)	FP 2025	FP 2025 (annualised)	FY 2026
Scope 1	Not quantified	Not quantified	3.89
Scope 2	26.87	17.91	20.41
Scope 3 (business travel and employee commuting)	Not quantified	Not quantified	19.48
Total	**26.87**	**17.91**	**43.78**

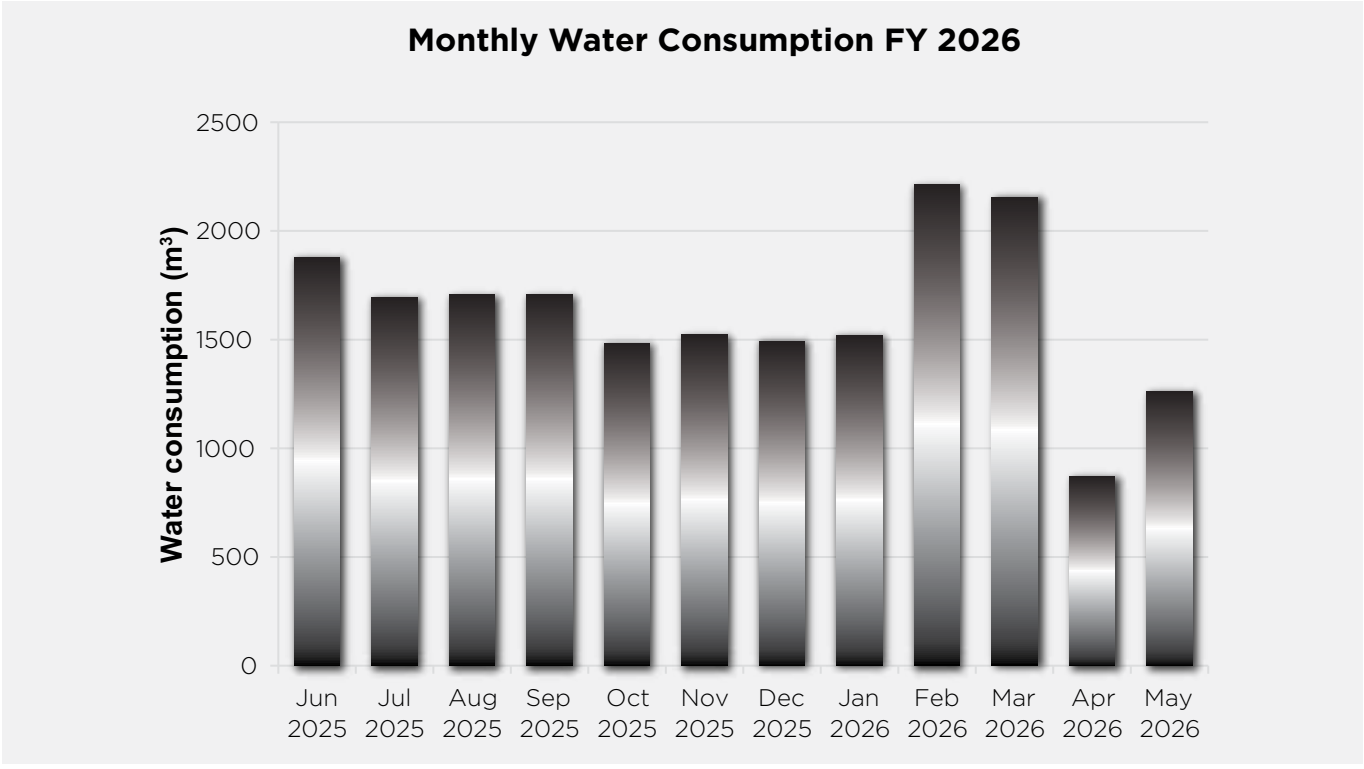
Note: The FP 2025 Scope 2 figure has been restated using the emission factor of 0.74 $kgCO_2e$ per kWh. See Restatements.

ENVIRONMENTAL MATTERS (CONT'D)

Water Management

Water is used by the Group principally for the maintenance of land at the Nusa Dusun site. At the corporate office, sanitary facilities are shared with other tenants and water is not metered separately for each occupant, so the Group is unable to isolate its office water consumption.

During FY 2026, the Group tracked the water consumption at the Nusa Dusun site, which totalled 19,498 m^3 or an average of approximately 1,625 m^3 per month. This is slightly lower than the 28,921 m^3 in FP 2025 on an annualised basis. The Group has fully achieved the preset targets of reducing water consumption by 10% by 2030.



Water Management	FP 2025	FP 2025 (annualised)	FY 2026
Total volume of water used (m^3)	43,382	28,921	19,498
Water recycled or harvested (m^3)	0	0	0

ENVIRONMENTAL MATTERS (CONT'D)

Waste Management

The Group's operations generate limited volumes of waste, consisting mainly of general office refuse and used paper at the corporate office and waste from land maintenance at the Nusa Dusun site. The Group did not maintain a waste weighing record during FY 2026, and accordingly no waste data is reported for the year.

The Group has continued the practice introduced in FP 2025 of reusing A4 paper for internal printing. In June 2026, the Group subscribed to Aspen Sustain Hub to record the weight of materials sent for recycling, and this data will be available for reporting from FY 2027.

Waste Management	FP 2025	FY 2026
Total waste generated (tonnes)	0.00	Not recorded
Total waste diverted from disposal (tonnes)	0.00	Not recorded
Total waste directed to disposal (tonnes)	0.00	Not recorded

SOCIAL MATTERS

Diversity, Equity and Inclusion

The Group views its human capital as the primary source of its success. The Group seeks to provide equal employment opportunities without discrimination based on gender, ethnicity, religion, age or disability, with appointments and advancement based on merit. The Code of Ethics and Conduct of the Group details the standards of discipline, professionalism, integrity and cohesiveness expected of all employees. The Group does not currently have a formal gender diversity policy, as disclosed in its Corporate Governance Report.

Workforce Diversity

As at 31 May 2026, the Group employed 21 employees, compared with 16 employees as at 31 May 2025.

Men represented 81.0% of the workforce and women 19.0%, unchanged from the 81:19 split in FP 2025. By age, 38.1% of employees were between 30 and 50 years old and 61.9% were above 50; the Group employed no personnel below the age of 30. By ethnicity, Malay employees made up 61.9% of the workforce and Chinese employees 38.1%.

Employee category	Male	Female	Below 30	30 to 50	Above 50	Total
Management	2	0	0	1	1	2
Executive	7	4	0	5	6	11
Non-Executive	0	0	0	0	0	0
General Workers	8	0	0	2	6	8
Total	**17**	**4**	**0**	**8**	**13**	**21**

Of the 21 employees, 13 (61.9%) were permanent employees and eight (38.1%) were contract employees. An increased number of contract employees were employed in FY 2026 to replace the previous turnover, based on project needs and the company's financial position. The Group did not engage any temporary staff.

Percentage of employees that are contractors or temporary staff	FP 2025	FY 2026
Permanent employees	95.0%	61.9%
Contract employees	5.0%	38.1%
Temporary staff	0.0%	0.0%

Board Diversity

As at 31 May 2026, the Board comprised five Directors, of whom one was a woman, representing 20% female representation at Board level. The Company has not met the MCCG recommendation of at least 30% women directors and has disclosed this departure in its Corporate Governance Report. The Board has stated that it will consider suitable and qualified women candidates for future appointments.

By age, 20% of Directors were between 30 and 50 years old and 80% were above 50. No Director was below 30 years of age.

Board diversity	FP 2025	FY 2026
Male	75%	80%
Female	25%	20%
Below 30 years old	0%	0%
Between 30 and 50 years old	0%	20%
Above 50 years old	100%	80%

SOCIAL MATTERS (CONT'D)

Training and Development

The Group regards its employees as the principal driver of its operational performance and recognises that access to relevant training supports job competence, career progression and regulatory compliance.

During FY 2026, the two Executive Directors attended the SSM webinar titled "Prevent Corruption and Promote Good Governance in Your Business" on 20 May 2026, a four-hour programme. Collectively, employees completed eight training hours during the year, all within the Management category. This compares with 36 training hours in FP 2025, when one employee in the Management category attended the Diploma in Estate Agency programme. No training was attended by employees in the Executive or General Workers categories during FY 2026.

Total hours of training by employee category	**FP 2025**	**FY 2026**
Management	36	8
Executive	0	0
Non-Executive	0	N/A
General Workers	0	0
Total	**36**	**8**

Note: Training hours are calculated as the duration of each programme multiplied by the number of participants from the relevant employee category.

All employees are provided with leave entitlements in accordance with the Company's policies and applicable employment regulations. Employees are entitled to **annual leave** for personal rest and vacation purposes, as well as **medical leave** when they are unwell.

Directors' Training

The Directors attended the following programmes during FY 2026 to keep abreast of governance, integrity and business developments.

Date	**Training Title**	**Directors attended**	**Hours**
20 May 2026	SSM webinar: Prevent Corruption and Promote Good Governance in Your Business	Tang Boon Koon, Chew Shin Yong, Mark, Toh Boon Hsing, Ng Kok Hok	4
28 August 2025	Preview of the Aspiring Directors Immersion Programme	Tang Boon Koon, Kunamony A/P S.Kandiah, Ng Kok Hok	N/D
21 August 2025	Reverse Governance: What if the Algorithm Assesses the Board?	Ng Kok Hok	N/D
10 July 2025	Leading for Longevity: The Board's Role in Driving Innovation	Ng Kok Hok	N/D

SOCIAL MATTERS (CONT'D)

Employee Turnover

Monitoring employee turnover provides the Group with insight into workforce stability and the effectiveness of its retention practices.

During FY 2026, the Group recorded nine departures due to resignations, all within the Executive category, and 14 new hires, comprising two in the Management category and 12 in the Executive category. As a result, total headcount increased from 16 at the start of the year to 21 as at 31 May 2026. Given the size of the workforce, these movements represent a significant proportion of employees, and the Group will continue to monitor turnover to support operational continuity.

Employee category	Turnover FP 2025	Turnover FY 2026	New hires FY 2026
Management	0	0	2
Executive	0	9	12
Non-Executive	0	0	0
General Workers	1	0	0
Total	**1**	**9**	**14**

Human Rights

The Group upholds the principle of non-discrimination and respect for fundamental human rights in its employment practices, in line with the Employment Act 1955 and other applicable labour laws. Employees may raise grievances with their immediate superior or, where appropriate, through the channels provided under the Whistle Blowing Policy. During FY 2026, the Group recorded no substantiated complaints concerning human rights violations across its operations, consistent with FP 2025.

Substantiated complaints concerning human rights violations	FP 2025	FY 2026
Number of complaints	0	0

Health and Safety

The health, safety and well-being of employees are a priority for the Group. The Group is guided by the Occupational Safety and Health Act 1994 and its subsequent amendments. Under the Code of Ethics and Conduct, safety is every employee's responsibility: employees provided with uniforms or safety gear, such as helmets and safety shoes, are required to wear them during working hours, and all employees must abide by the Group's fire and safety regulations, with non-compliance subject to disciplinary action.

The Group's operations comprise office work at the corporate office and land maintenance and site activities at the Nusa Dusun site, where the risks of field work are higher than in the office. Emergency medical kits and fire-fighting equipment are equipped at the common areas of Nusa Dusun site.

SOCIAL MATTERS (CONT'D)

Health and Safety (Cont'd)

During FY 2026, the Group recorded zero work-related fatalities and zero lost time incidents over 38,200 man-hours worked, giving a lost time incident rate ("LTIR") of 0.00. No employees attended health and safety training during the year.

Health and Safety	FP 2025	FY 2026
Number of work-related fatalities	0	0
Number of lost time incidents	0	0
Lost time incident rate ("LTIR")	0.00	0.00
Number of employees trained on health and safety standards	0	0
Total man-hours worked	N/D	38,200

Note: LTIR is calculated as the number of lost time incidents multiplied by 200,000, divided by the total man-hours worked. Man-hours are derived from the working days of each employee at eight hours per day.

Product Quality and Customer Satisfaction

As a property developer, the Group recognises that the quality of its completed units and the service it provides to purchasers and tenants affect its reputation and future sales. During FY 2026, the Group recorded RM 2.45 million from the sale of completed units. Customer enquiries and feedback are received through the Company website and its customer support channel and promptly handled by the designated team members. In addition, customer personal data is handled in accordance with the Personal Data Protection Act 2010.

Product Quality and Customer Satisfaction	FP 2025	FY 2026
Number of customer complaints received	0	0
Number of customer complaints resolved	0	0

Community Investment

As part of the Group's commitment to fostering meaningful relationships with local communities, the Group continued to participate in community initiatives in collaboration with other Bursa listed companies, on a cost-sharing basis proportionate to its scale.

During FY 2026, the Group contributed RM 58.71 as its share of the food cost for a Blood Donation CSR Event organised with Seacera Group Berhad, which benefited 36 participants. In FP 2025, the Group participated in a Ramadan food distribution with seven other listed companies, contributing RM 245.63 towards 250 food packs for underserved and homeless individuals in Kuala Lumpur.

Community Investment	FP 2025	FY 2026
Total amount invested in the community where the target beneficiaries are external to the Group (RM)	245.63	58.71
Total number of beneficiaries of the investment in communities	250	36

CONCLUSION

FY 2026 marked a step forward for Meridian's sustainability data quality. Fuel consumption and electricity consumption at each metered supply point were recorded monthly, and employee commuting emissions were calculated from employee level records, allowing the Group to report its Scope 1, Scope 2 and Scope 3 emissions for the first time. This Group has also identified areas where data collection is not yet complete, including other Scope 3 categories and absence of metrics and targets.

The Group remains committed to maintaining a sustainability approach proportionate to the scale and nature of its operations. Management will continue to review sustainability-related risks, opportunities and data collection practices as part of its ongoing business operations, including in preparation for the IFRS S1 and IFRS S2 requirements that will apply to the Group starting from FY 2027.

RESTATEMENTS

Due to improvements in methodology, the Group made the following restatement:

- Scope 2 emissions for FP 2025 have been restated from 25.2 tCO_2e to 26.87 tCO_2e. The FP 2025 Statement applied a grid emission factor of 0.694 $kgCO_2e$ per kWh, whereas this Statement applies 0.74 $kgCO_2e$ per kWh published by the Energy Commission of Malaysia. The underlying consumption of 36,305 kWh is unchanged.

MERIDIAN BERHAD

BMLR Transition Period

Date & Time: 2026-09-30_10:53:50

Main Market | Group 2 | FYE 31/05/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Anti-Corruption	Percentage of Management employees who have received training on anti-corruption	Percentage (%)	0	100	-	No assurance
Anti-Corruption	Percentage of operations assessed for corruption--related risks	Percentage (%)	100	100	-	No assurance
Anti-Corruption	Confirmed incidents of corruption and action taken	Number	0	0	0	No assurance
Community Investment	Total amount invested in the community where the target beneficiaries are external to the listed issuer	RM	245.63	58.71	-	No assurance
Community Investment	Total number of beneficiaries of the investment in communities	Number	250	36	-	No assurance
Diversity	Percentage of Management employees who are male	Percentage (%)	60	100	-	No assurance
Diversity	Percentage of Management employees who are female	Percentage (%)	40	0	-	No assurance
Diversity	Percentage of Executive employees who are male	Percentage (%)	50	63.6	-	No assurance
Diversity	Percentage of Executive employees who are female	Percentage (%)	50	36.4	-	No assurance
Diversity	Percentage of General Worker employees who are male	Percentage (%)	100	100	-	No assurance
Diversity	Percentage of General Worker employees who are female	Percentage (%)	0	0	-	No assurance
Diversity	Percentage of Management employees who are below 30 years old	Percentage (%)	0	0	-	No assurance

MERIDIAN BERHAD

BMLR Transition Period

Date & Time: 2026-09-30 10:53:50

Main Market | Group 2 | FYE 31/05/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Percentage of Management employees who are 30 to 50 years old	Percentage (%)	100	50	-	No assurance
Diversity	Percentage of Management employees who are above 50-years old	Percentage (%)	0	50	-	No assurance
Diversity	Percentage of Executive employees who are below 30 years old	Percentage (%)	0	0	-	No assurance
Diversity	Percentage of Executive employees who are 30 to 50 years old	Percentage (%)	100	45.5	-	No assurance
Diversity	Percentage of Executive employees who are above 50 years old	Percentage (%)	0	54.5	-	No assurance
Diversity	Percentage of General Worker employees who are below 30 years old	Percentage (%)	0	0	-	No assurance
Diversity	Percentage of General Worker employees who are 30 to 50 years old	Percentage (%)	33	38.1	-	No assurance
Diversity	Percentage of General Worker employees who are 30 to 50 years old	Percentage (%)	67	61.9	-	No assurance
Diversity	Percentage of Directors who are male	Percentage (%)	75	80	-	No assurance
Diversity	Percentage of Directors who are female	Percentage (%)	25	20	-	No assurance
Diversity	Percentage of Directors who are below 30 years old	Percentage (%)	0	0	-	No assurance

MERIDIAN BERHAD

BMLR Transition Period

Date & Time: 2026-09-30 10:53:50

Main Market | Group 2 | FYE 31/05/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Percentage of Directors who are 30 to 50 years old	Percentage (%)	0	20	-	No assurance
Diversity	Percentage of Directors who are above 50 years old	Percentage (%)	100	80	-	No assurance
Energy Management	Total energy consumption	Megawatt hours	36.31	27.59	-	No assurance
Health and Safety	Number of work-related fatalities	Number	0	0	0	No assurance
Health and Safety	Lost-time incident rate ("LTIR")	Rate	0.00	0.00	-	No assurance
Health and Safety	Number of employees trained on health and safety standards	Number	0	0	-	No assurance
Labour Practices and Standards	Total hours of training (management)	Hours	36	8	-	No assurance
Labour Practices and Standards	Total hours of training (executive)	Hours	0	0	-	No assurance
Labour Practices and Standards	Total hours of training (general workers)	Hours	0	0	-	No assurance
Labour Practices and Standards	Percentage of employees that are contractors or temporary staff	Percentage (%)	5.0	38.1	-	No assurance
Labour Practices and Standards	Total number of employee turnover (management)	Number	0	0	-	No assurance
Labour Practices and Standards	Total number of employee turnover (executive)	Number	0	9	-	No assurance
Labour Practices and Standards	Total number of employee turnover (general worker)	Number	1	0	-	No assurance
Labour Practices and Standards	Number of substantiated complaints concerning human rights violations	Number	0	0	0	No assurance

MERIDIAN BERHAD

BMLR Transition Period

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Main Market | Group 2 | FYE 31/05/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Supply Chain Management	Proportion of spending on local suppliers	Percentage (%)	100	100	-	No assurance
Data Privacy and Security	Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	0	No assurance
Water	Total volume of water used	Megalitres	43.4	19.5	-	No assurance
Waste Management	Total waste generated	Metric tonnes	0.00	0.00	-	No assurance
Waste Management	Total waste diverted from disposal	Metric tonnes	0.00	0.00	-	No assurance
Waste Management	Total waste directed to disposal	Metric tonnes	0.00	0.00	-	No assurance
Emissions Management	Scope 1 emissions	Tonnes of CO2e	-	3.89	-	No assurance
Emissions Management	Scope 2 emissions	Tonnes of CO2e	25.20	20.41	-	No assurance
Emissions Management	Scope 3 emissions (business travel)	Tonnes of CO2e	-	0.00	-	No assurance
Emissions Management	Scope 3 emissions (employee commuting)	Tonnes of CO2e	-	19.48	-	No assurance

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.meridianbhd.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, 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 year ended 31 May 2026 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 year ended 31 May 2026 are outlined below:-

Director	Board	AC[1]	NRC[2]
Executive Director			
Tang Boon Koon	6/6	-	-
Toh Boon Hsing (Appointed w.e.f. 1 December 2025)	3/3	-	-
Independent Non-Executive Director			
Chew Shin Yong, Mark	6/6	6/6	1/1
Ng Kok Hok	5/6	5/6	1/1
Kunamony A/P S.Kandiah	6/6	6/6	1/1

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 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 enquiries 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.

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

II. BOARD COMPOSITION

The Board currently consists of five (5) members. There are two (2) Executive Directors 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 are clearly defined in the Terms of Reference. These Committees are:-

(i) Audit Committee

The Board is committed to maintaining the integrity of financial reporting. To support the Board in fulfilling its statutory and fiduciary responsibilities, the Audit Committee ("AC") is tasked with providing advice and assistance in areas including the Company's internal and external audit functions, risk management, compliance systems and practices, financial systems, accounting, control systems, and other matters that could have a significant impact on the financial condition or operations of the business. Additionally, the AC ensures that the Company's financial statements are in compliance with the relevant financial reporting standards in Malaysia.

The AC comprises exclusively Independent Non-Executive Directors and the details of the composition of the AC are as follows:

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

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.

The AC has unrestricted access to the Executive Directors, Senior Management, External Auditors, and Internal Auditors to facilitate the discharge of its duties effectively. The composition of the AC is reviewed annually to ensure it remains independent and effective and is aligned with the principles set out in the MCCG. All AC members are financially literate and possess an adequate understanding of the Group's business operations. They have also undertaken continuous professional development to stay current with developments in accounting standards, practices, and regulations.

For the financial year ended 31 May 2026, the Board is satisfied, based on the performance evaluation of the AC, that the AC Chairman and its members have carried out their responsibilities effectively.

The AC also reviews the independence, suitability, and appointment or re-appointment of the External Auditors on an annual basis, guided by the outcome of the External Auditors Assessment.

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

II. BOARD COMPOSITION (CONT'D)

a) Board Committees (Cont'd)

(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 are available on the Company's website at www.meridianbhd.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

b) Appointment Process

The Group practices formal procedures on sourcing and appointments 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 takes into consideration the following criteria:-

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.

During the financial year ended 31 May 2026, the NC undertook a review of the Board composition, identified suitable candidates, and recommended the appointment of Mr. Toh Boon Hsing, who joined the Board as an Executive Director on 1 December 2025.

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

II. BOARD COMPOSITION (CONT'D)

(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 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 Annual Report 2026.

The NRC 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. Ng Kok Hok and Ms. Kunamony A/P S.Kandiah are subject to re-election as Director under Clause 97 of the Company's Constitution while for Mr. Toh Boon Hsing is subject to retire by casual vacancy under Clause 104 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.

(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 year ended 31 May 2026 and are satisfied that the trainings attended are relevant and appropriate to the Company's needs.

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

II. BOARD COMPOSITION (CONT'D)

(d) Annual Assessment (Cont'd)

Talks, seminars and training programmes attended by Directors during the financial year ended 31 May 2026 are as follows:-

Name of Director	Date	Seminar / Training Course Title
Tang Boon Koon	28 August 2025 20 May 2026	• Preview of the Aspiring Directors Immersion Programme • Prevent Corruption And Promote Good Governance In Your Business
Toh Boon Hsing	20 May 2026	• Prevent Corruption And Promote Good Governance In Your Business
Chew Shin Yong, Mark	20 May 2026	• Prevent Corruption And Promote Good Governance In Your Business
Kunamony A/P S. Kandiah	28 August 2025	• Preview of the Aspiring Directors Immersion Programme
Ng Kok Hok	10 July 2025 21 August 2025	• Leading for Longevity : The Board's Role in Driving Innovation • Reverse Governance: What if the Algorithm Assesses the Board

During the financial year ended 31 May 2026, 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.

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 year ended 31 May 2026 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	-	120,000	-	-	-	3,500	**123,500**
Toh Boon Hsing	-	60,000	-	-	-	1,500	**61,500**
Non-Executive Director							
Chew Shin Yong, Mark	-	-	60,000	-	-	3,500	**63,500**
Ng Kok Hok	-	-	60,000	-	-	3,000	**63,000**
Kunamony A/P S.Kandiah	-	-	60,000	-	-	3,500	**63,500**
TOTAL	**-**	**180,000**	**180,000**	**-**	**-**	**15,000**	**375,000**

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. AUDIT COMMITTEE

During the financial year ended 31 May 2026, 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 year 2026, 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.

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 Board's responsibility includes the establishment of appropriate control and framework as well as reviewing the adequacy and integrity of the system in managing the Group's business risks.

A Register of Risk and a Risk Management Handbook have been prepared as part of the Risk Management Process. The purpose of the Register of Risk is to identify principal business risks and update changes in risk profile. The Risk Management Handbook summarises the risk management methodology, approach, processes, roles and responsibilities, and various risk management concepts. The respective risk owners are responsible for identifying the risks and ensuring that adequate control systems are implemented to mitigate and control the risks faced by Group.

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 2026.

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 fillings such as the release of quarterly results and announcements to Bursa Securities.

The Company's website at www.meridianbhd.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.

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.

In line with Practice 13.1 of the Malaysian Code on Corporate Governance (MCCG), the notice convening the AGM was issued at least 28 days prior to the meeting. This ensures shareholders have adequate time to review the proposed resolutions, and to make the necessary arrangements for participation and voting.

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.

The minutes of the AGM were also published on the Company's website to promote transparency and facilitate wider shareholder access to the proceedings.

STATEMENT OF COMPLIANCE WITH THE MCCG

The Board has complied most of the recommended practices of the MCCG throughout the financial year ended 31 May 2026, 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 24 September 2026.

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 year ended 31 May 2026 were as follows:

Type of Fees	Company (RM)	Group (RM)
Audit fees	120,000	380,000
Non-audit fees	10,000	10,000

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 2026 or entered into since the end of the previous financial year.

3. SHARE BUY-BACK

There was no share buy-back by the Company during the financial year ended 31 May 2026.

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 year ended 31 May 2026.

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 year ended 31 May 2026.

6. PROFIT GUARANTEE

There was no profit guarantee given by the Company during the financial year ended 31 May 2026.

7. PROFIT FORECAST VARIANCE

There was no profit forecast issued during the financial year ended 31 May 2026.

8. NON-OBSERVANCE OF MCCG

There was no non-observance of the MCCG for the financial year ended 31 May 2026.

AUDIT COMMITTEE REPORT

MEMBERSHIP AND MEETINGS

The Audit Committee ("AC") had six (6) meetings held during the financial period ended 31 May 2026. 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	5/6	83.33%
Chew Shin Yong, Mark	Member	6/6	100%
Kunamony A/P S.Kandiah	Member	6/6	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 YEAR ENDED 31 MAY 2026

The AC's activities during the financial year ended 31 May 2026 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 2026 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 year ended 31 May 2026 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. UHY Malaysia PLT including their terms of engagement and scope of work for the statutory audit for the financial year ended 31 May 2026.

During the meeting, the External Auditors affirmed that Messrs. UHY Malaysia PLT 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 YEAR ENDED 31 MAY 2026 (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. Voon Xuam Ming is the lead audit engagement partner since the audit during the financial year ended 31 May 2026.

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 year ended 31 May 2026.

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 year ended 31 May 2026 are stated in the Additional Compliance Information of the Annual Report 2026.

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 year ended 31 May 2026 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.

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR ENDED 31 MAY 2026 (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 year ended 31 May 2026.

BOARD'S RESPONSIBILITIES

The Board of Directors ("Board") acknowledges that risk management and internal controls are integral to corporate governance and that it is responsible for establishing a sound risk management framework and internal controls system as well as to ensure their adequacy and effectiveness.

The Board recognises that the Group's risk management framework and internal controls system are designed to manage the Group's risks within its acceptable risk appetite, rather than to eliminate the risk of failure to achieve the Group's business and corporate objectives.

As risks are inherent in all business activities, the said framework and system provide reasonable, rather than absolute assurance against the risks of material misstatement of financial information or against financial losses and fraud or breaches of laws or regulations. The Board's risk management and internal control framework is based on the principles of Enterprise Risk Management Framework, and is embedded within the Group's governance structure to support informed decision-making on the level of risk the Group is willing to accept in pursuit of its strategic objectives.

Board meetings are conducted on a periodic basis to review the Group's risk management and internal control activities. The Board through its Audit Committee ("AC") 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 AC 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.

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

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. 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 Group adopts the Three Lines Model as set out by the Institute of Internal Auditors ("IIA") to clearly define roles and responsibilities in risk management and internal control:

Governing Body — The Board (through the AC):

- Sets the tone and culture for effective risk management and internal control, and approves the Group's risk appetite and tolerance
- Retains ultimate accountability for the adequacy and effectiveness of the Group's risk management and internal control systems, notwithstanding delegation of day-to-day oversight to the ARMC
- Engages with, and receives assurance from, Management and the internal audit function to satisfy itself that key risks are identified, managed and escalated appropriately

First Line — Business and Operations (Risk Owners):

- Process risk owners responsible and accountable for identifying and managing risks arising from their business activities
- Maintain risk registers and conduct risk assessments covering a broad spectrum of risks to support informed decision-making
- Implement controls to manage day-to-day business risks and ensure compliance with regulations, ethical expectations and the Group's internal policies

Second Line — Management Oversight and Support Functions:

- Management, through the Group's finance and corporate secretarial, provides complementary expertise, support, monitoring and challenge on risk-related matters
- Supports the development, implementation and continuous improvement of risk management practices, and monitors compliance with the AMLR and the Group's internal policies
- Reports the adequacy and effectiveness of risk management practices, including control matters, to the AC and the Board

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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

1. Risk Management System (Cont'd)

Third Line — Internal Audit:

- The outsourced internal audit function provides independent and objective assurance on the adequacy and effectiveness of the Group's risk management and internal control systems

- Reports independently to the AC on audit findings, recommendations, and the effectiveness of corrective actions taken by Management

Risk Appetite and Monitoring

The Group recognises that effective risk management requires a clear understanding of the level of risk that it is willing to accept in pursuit of its strategic objectives. Accordingly, the Board has established a risk management approach that balances business growth with prudent risk management practices. Executive Management monitors key risk exposures through periodic risk assessments and operational performance reviews. Key risk indicators and mitigation plans are monitored to ensure that risks remain within acceptable parameters and that appropriate actions are taken where necessary. Regular updates on the Group's risk profile and mitigation strategies are presented to the RMC and the Board to facilitate informed decision-making and to ensure continuous oversight of key risks.

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

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 AC 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 AC 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 AC. Findings are communicated to Management and the AC with recommendations for improvements and follow-up to confirm all agreed recommendations are implemented. The internal audit plan is reviewed and approved by the AC; and

(vi) Regular interactive meetings between the external and internal auditors to identify and rectify any weakness in the system of internal controls.

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

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 AC to assist the Board and AC 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 year 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.

BOARD ASSURANCE AND LIMITATION

For the financial year 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, except for those matters highlighted in the Basis for Disclaimer of Opinion section of the independent auditors' report, 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.

This statement is was approved by the Board of Directors in its meeting on 30 September 2026.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

CONCLUSION

The Board has reviewed the adequacy and effectiveness of the Group's risk management framework and system of internal controls for financial year ended 2026 and up to the date of this Statement and is of the view that the risk management process and system of internal controls are adequate and effective, and have been in place throughout financial year ended 2026 and up to the date of this Statement.

The Management is accountable to the Board for identifying risks relevant to the business of the Group. This includes implementing and maintaining sound risk management practices, monitoring and reporting to the Board on any significant control deficiencies as well as changes in risks that could affect the Group's objectives and performance.

The Executive Director has provided assurance to the Board that the Group's risk management process and internal controls system were operating adequately and effectively in all material respects, and that there were no material losses incurred as a result of any deficiencies in internal controls that would require disclosure in this Annual Report. The Board and Management will continuously review and evaluate risks to ensure shareholders' interests and the Group's assets are safeguarded.

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

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 year then ended.

In preparing the financial statements for the year ended 31 May 2026, 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 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 hereby present their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 May 2026.

Principal Activities

The Company is principally engaged in investment holding activities. The principal activities of the subsidiaries are set out in Note 7 to the financial statements.

Financial Results

	Group RM'000	Company RM'000
Net (loss)/profit for the financial year	(11,176)	6,574
Attributable to:		
Owners of the parent	(11,176)	6,574

Reserves and Provisions

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

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 year.

Issue of Shares and Debentures

During the financial year, the Company has increased their issued and paid-up share capital from 228,435,000 to 253,435,000 by way of:

(i) issuance of 11,000,000 new ordinary shares at RM0.035 each arising from the exercise of options under the Company's Employees' Share Option ("ESOS"); and

(ii) issuance of 14,000,000 new ordinary shares at RM0.020 each arising from the exercise of options under the Company's ESOS.

There was no issuance of debentures during the financial year.

Options Granted Over Unissued Shares

No options were granted to any person to take up unissued shares of the Company during the financial year except for the share options granted pursuant to the Company's Employee Share Option Scheme below.

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 year.

As at 31 May 2026, the Company held 2,390,850 treasury shares out of its 253,435,000 issued and paid-up ordinary shares. The treasury shares are held at a carrying amount of RM5,843,000. The details of the treasury shares are disclosed in Note 14 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.

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

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.

Directors

The Directors of the Company in office since the beginning of the financial year until the date of this report are:

Tang Boon Koon*
Chew Shin Yong, Mark*
Ng Kok Hok
Kunamony A/P S.Kandiah
Toh Boon Hsing* (Appointed on 01.12.2025)

* Director of the Company and its subsidiaries

The Directors of the subsidiaries (excluding Directors who are also Directors of the Company) in office since the beginning of the financial year until the date of this report are:

Abdullah Bin Osman (Appointed on 16.04.2026)

Directors' Interests in Shares

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

	Number of ordinary shares ('000)			
	At 01.06.2025	Bought	Sold	At 31.05.2026
The Company				
Direct interests				
Tang Boon Koon	25	-	-	25

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

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 Note 29(c) to the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than certain Directors who have significant financial interests in companies which traded with certain companies in the Group in the ordinary course of business as disclosed in Note 29(b) to the financial statements.

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

Directors' Benefits (Cont'd)

The details of the Directors' remuneration paid/payable to the Directors of the Group and of the Company during the financial year are as follows:

	Group RM'000	Company RM'000
Executive Directors:		
- fees	180	180
- allowances	5	5
	185	185
Non-Executive Directors:		
- fees	180	180
- allowances	10	10
	190	190
Total	375	375

Indemnity and Insurance Costs

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

Other Statutory Information

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

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

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

Other Statutory Information (cont'd)

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

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

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

(iii) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading; or

(iv) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

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

(i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

(d) In the opinion of Directors:

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

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

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

Subsidiaries

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

Auditors' Remuneration

The details of the auditors' remuneration for the financial year of the Group and of the Company are as follows:

	Group RM'000	Company RM'000
Auditors' remuneration:		
- statutory audit	380	120
- non-statutory audit	10	10
	390	130

Auditors

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

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 30 September 2026.

TANG BOON KOON

TOH BOON HSING

KUALA LUMPUR

STATEMENT BY DIRECTORS

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

We, the undersigned, being two of the Directors of the Meridian Berhad, do hereby state that, in the opinion of the Directors, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 May 2026 and of their financial performance and their cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 30 September 2026.

TANG BOON KOON

TOH BOON HSING

KUALA LUMPUR

STATUTORY DECLARATION

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

I, Toh Boon Hsing, being the Director primarily responsible for the financial management of Meridian Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the)
abovenamed at Kuala Lumpur in the)
Federal Territory on 30 September 2026)

TOH BOON HSING

Before me,

COMMISSIONER FOR OATHS
NO. W790
ZAINUL ABIDIN BIN AHMAD

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF MERIDIAN BERHAD

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Meridian Berhad, which comprise the statements of financial position as at 31 May 2026 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policies, as set out on pages 74 to 170.

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. Going Concern Assumption and Practice Note 17 ("PN17") Status

As disclosed in Note 2(d) 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 losses of RM11,176,000 and net profit of RM6,574,000, respectively, for the financial year ended 31 May 2026;

(ii) as at 31 May 2026, the Group's and the Company's current liabilities exceeded their current assets by RM48,110,000 and RM31,213,000, respectively;

Basis for Disclaimer of Opinion (Cont'd)

1. Going Concern Assumption and Practice Note 17 ("PN17") Status (Cont'd)

As disclosed in Note 2(d) 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: (Cont'd)

(iii) the Group and Company also recorded a negative operating cash flows of RM1,933,000 and RM2,704,000, respectively, for the financial year ended 31 May 2026;

(iv) as disclosed in Note 17 to the financial statements, as at 31 May 2026, the Group had defaulted on the repayment of certain bank borrowings and involved in ongoing legal proceedings with the relevant financial institution concerning the aforesaid defaults.

(v) Material uncertainty on the outcome of the Group's legal proceeding with several legal proceedings as disclosed in Note 35 to the financial statements.

(vi) On 26 September 2023, the Company announced that it had triggered the prescribed criteria under Paragraph 8.03A(2)(b) 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 was classified as an affected listed issuer; and

(vii) On 8 April 2024, the Company announced that it had triggered the prescribed criteria pursuant to Paragraph 8.03A and Paragraph 2.1(d) of 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 was required to submit a regularisation plan to relevant regulatory authorities by 25 September 2024.

Basis for Disclaimer of Opinion (Cont'd)

1. Going Concern Assumption and Practice Note 17 ("PN17") Status (Cont'd)

As disclosed in Note 2(d) 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: (Cont'd)

On 20 September 2024, the Company submitted its first application for an extension of time to submit the regularisation plan ("First EOT Application"). On 18 October 2024, Bursa Securities granted the Company an extension of six months up to 25 March 2025.

On 24 March 2025, the Company submitted its second application for an extension of time ("Second EOT Application"). On 30 April 2025, Bursa Securities granted the Company a further extension of six months up to 25 September 2025.

On 25 September 2025, the Company submitted its third application for an extension of time of nine months up to 25 June 2026 ("Third EOT Application"). On 29 October 2025, Bursa Securities granted the Company an extension of six months up to 25 March 2026.

On 11 March 2026, the Company submitted its fourth application for an extension of time of nine months up to 25 December 2026 ("Fourth EOT Application"). On 7 April 2026, Bursa Securities granted the Company an extension of six months up to 25 September 2026.

Subsequent to the financial year, on 11 September 2026, the Company submitted its fifth application for an extension of time of nine months up to 25 June 2027 ("Fifth EOT Application"). As at the date of this report, the Fifth EOT Application remained pending Bursa Securities' decision and the Company is currently in the process of formulating a plan to regularise its financial condition.

Basis for Disclaimer of Opinion (Cont'd)

1. Going Concern Assumption and Practice Note 17 ("PN17") Status (Cont'd)

Accordingly, the going concern basis used in preparing the financial statements of the Group and of the Company is highly dependent upon, among other matters:

(i) the submission and approval of the regularisation plan by the relevant authorities;

(ii) the timely and successful implementation of the regularisation plan;

(iii) continuity of funding support granted by financial institutions and other lenders; and

(iv) the Group and the Company achieving sustainable and viable operations 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 ascertain the appropriateness of the preparation of the financial statements of the Group and the Company on a going concern basis.

2. Opening Balances

We were appointed as auditors of the Group and of the Company on 14 May 2026 for the financial year ended 31 May 2026. The financial statements for the financial period ended 31 May 2025 were audited by another auditor, who expressed a disclaimer of opinion on those financial statements on 7 October 2025.

In accordance with International Standard on Auditing 510 *Initial Audit Engagements - Opening Balances*, we are required to determine whether the opening balances contain misstatements that materially affect the current year's financial statements. We were unable to obtain sufficient appropriate audit evidence in respect of the opening balances as at 1 June 2025 and the transactions and accounting records supporting those balances because the necessary fundamental accounting records and supporting documentation were not made available to us.

Basis for Disclaimer of Opinion (Cont'd)

2. Opening Balances (Cont'd)

This scope limitation included the opening balances and related financial information of ZKP Development Sdn. Bhd., a wholly-owned subsidiary of the Company whose financial information has been included in the consolidated financial statements.

Accordingly, we were unable to verify the assets, liabilities and equity as at 1 June 2025 or determine the consequential effects, if any, on the income, expenses and cash flows included in the Group's consolidated financial statements for the financial year ended 31 May 2026.

On 29 September 2026, subsequent to the financial year, the Company appointed an independent consultant to review and address the matters relating to the opening balances. As at the date of this report, the independent consultant had not commenced its review. Accordingly, no report, findings or other supporting information arising from the review was available to us to obtain sufficient appropriate audit evidence regarding those opening balances.

Consequently, we were unable to determine whether any adjustments including any related tax impact might have been necessary in respect of the opening balances and corresponding figures and whether there were consequential effects on the statements of profit or loss and other comprehensive income, statements of financial position, statements of changes in equity, statements of cash flows and the related disclosures of the Group and of the Company for the financial year ended 31 May 2026.

3. Valuation of Investment Properties and Inventories

As disclosed in Notes 6 and 8 to the financial statements, the Group's investment properties, which are measured at fair value and inventories comprising land held for development, properties under development and properties held for sale, which are measured at the lower of cost and net realisable value, amounted to RM32,078,000 and RM74,586,000, respectively, as at 31 May 2026.

Basis for Disclaimer of Opinion (Cont'd)

3. Valuation of Investment Properties and Inventories (Cont'd)

The Group appointed an independent professional valuer to assess the fair value of the investment properties and the net realisable value of the inventories. However, as at the date of this report, the valuation reports and the relevant supporting information had not been made available to us. Furthermore, the Group did not provide us with a sufficiently supported estimates made by Directors. We were also unable to obtain sufficient appropriate audit evidence through alternative audit procedures.

Accordingly, we were unable to obtain sufficient appropriate audit evidence to determine whether any adjustments might have been necessary in respect of the carrying amounts of the investment properties and inventories and the related disclosures in the financial statements of the Group for the financial year ended 31 May 2026.

Responsibilities of the Directors for the Financial Statements

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

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or 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 Group's and 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"), as applicable to audits of financial statements of public interest entities and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and IESBA Code.

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 matter as described in the Basis for Disclaimer of Opinion section have not been properly kept by the Group and the Company in accordance with the provision of the Act.

(b) we have not obtained all the information and explanations that we required.

Other Matters

(a) The financial statements of the Group and of the Company for the financial year ended 31 May 2025 were audited by another auditor who expressed a disclaimer of opinion on these statements on 7 October 2025.

(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 to any other person for the content of this report.

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

VOON XUAM MING
Approved Number: 03738/05/2027 J
Chartered Accountant

KUALA LUMPUR
30 September 2026

STATEMENTS OF FINANCIAL POSITION
AS AT 31 MAY 2026

	Note	Group 31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	01.12.2023 RM'000 (Restated)
Assets				
Non-current assets				
Property, plant and equipment	4	6	13	25
Right-of-use assets	5	9,459	9,710	9,948
Investment properties	6	32,078	44,065	46,136
Inventories	8	59,144	59,144	59,144
Total non-current assets		100,687	112,932	115,253
Current assets				
Inventories	8	15,442	15,546	15,546
Trade receivables	9	96	488	239
Other receivables	10	2,246	197	333
Cash and bank balances		856	442	351
		18,640	16,673	16,469
Assets classified as held-for-sale	12	8,450	1,500	-
Total current assets		27,090	18,173	16,469
Total assets		127,777	131,105	131,722

STATEMENTS OF FINANCIAL POSITION
AS AT 31 MAY 2026

	Note	Group 31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	01.12.2023 RM'000 (Restated)
Equity and Liabilities				
Equity				
Share capital	13	294,686	294,021	294,021
Treasury shares	14	(5,843)	(5,843)	(5,843)
Revaluation reserves	15	11	11	11
Accumulated lossess		(240,371)	(229,195)	(220,885)
Total equity		48,483	58,994	67,304
Non-current liabilities				
Lease liabilities	16	27	57	-
Deferred tax liabilities	18	4,067	4,067	4,067
Total non-current liabilities		4,094	4,124	4,067
Current liabilities				
Trade payables	19	7,947	9,902	8,000
Other payables	20	40,665	33,202	29,992
Lease liabilities	16	30	28	-
Bank borrowings	17	22,013	20,298	17,802
Current tax liabilities		4,545	4,557	4,557
Total current liabilities		75,200	67,987	60,351
Total liabilities		79,294	72,111	64,418
Total equity and liabilities		127,777	131,105	131,722

STATEMENTS OF FINANCIAL POSITION
AS AT 31 MAY 2026

	Note	Company 31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	01.12.2023 RM'000 (Restated)
Assets				
Non-current assets				
Property, plant and equipment	4	-	-	-
Right-of-use assets	5	55	85	-
Investment in subsidiaries	7	38,411	26,670	26,670
Total non-current assets		38,466	26,755	26,670
Current assets				
Other receivables	10	47	-	15
Amount due from subsidiaries	11	-	-	-
Cash and bank balances		9	52	55
Total current assets		56	52	70
Total assets		38,522	26,807	26,740

STATEMENTS OF FINANCIAL POSITION
AS AT 31 MAY 2026

	Note	Company 31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	01.12.2023 RM'000 (Restated)
Equity and Liabilities				
Equity				
Share capital	13	294,686	294,021	294,021
Treasury shares	14	(5,843)	(5,843)	(5,843)
Accumulated lossess		(281,617)	(288,191)	(284,245)
Total equity		7,226	(13)	3,933
Non-current liabilities				
Lease liabilities	16	27	57	-
Total non-current liabilities		27	57	-
Current liabilities				
Trade payables	19	453	453	453
Other payables	20	27,484	25,009	21,081
Amount due to subsidiaries	11	3,302	1,273	1,273
Lease liabilities	16	30	28	-
Total current liabilities		31,269	26,763	22,807
Total liabilities		31,296	26,820	22,807
Total equity and liabilities		38,522	26,807	26,740

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

	Note	Group		Company	
		01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000 (Restated)	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000 (Restated)
Revenue	21	761	1,538	-	-
Cost of sales		(3,704)	(2,326)	-	-
Gross loss		(2,943)	(788)	-	-
Other income		35	566	-	96
Administrative expenses		(6,633)	(5,134)	(82,906)	(4,026)
Net changes on impairment of financial assets		-	(457)	89,485	(15)
Finance costs	22	(1,635)	(2,497)	(5)	(1)
(Loss)/Profit before tax	23	(11,176)	(8,310)	6,574	(3,946)
Taxation	24	-	-	-	-
Net (loss)/profit for the financial year/period, representing total comprehensive (loss)/income for the financial year/period		(11,176)	(8,310)	6,574	(3,946)
Losses per share					
Basic and diluted earnings per share (sen)	26	(4.59)	(3.68)		

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

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

	Note	Share Capital RM'000	Revaluation Reserves RM'000	Treasury Shares RM'000	Accumulated losses RM'000	Total RM'000
Group						
At 01.06.2025, as previously stated		294,021	11	(5,843)	(229,062)	59,127
Prior year adjustments	34	-	-	-	(133)	(133)
At 01.06.2025, as restated		294,021	11	(5,843)	(229,195)	58,994
Net loss for the financial year, representing total comprehensive loss for the financial year		-	-	-	(11,176)	(11,176)
Transaction with owners:						
Exercise of ESOS	13	665	-	-	-	665
At 31.05.2026		294,686	11	(5,843)	(240,371)	48,483

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

	Note	Share Capital RM'000	Revaluation Reserves RM'000	Treasury Shares RM'000	Accumulated losses RM'000	Total RM'000
Group						
At 01.12.2023, as previously stated		294,021	11	(5,843)	(171,870)	116,319
Prior year adjustments	34	-	-	-	(49,015)	(49,015)
At 01.12.2023, as restated		294,021	11	(5,843)	(220,885)	67,304
Net loss for the financial period, representing total comprehensive loss for the financial period		-	-	-	(8,310)	(8,310)
At 31.05.2025		294,021	11	(5,843)	(229,195)	58,994

	Note	Share Capital RM'000	Treasury Share RM'000	Accumulated losses RM'000	Total RM'000
Company					
At 01.06.2025, as previously stated		294,021	(5,843)	(267,893)	20,285
Prior year adjustments	34	-	-	(20,298)	(20,298)
At 01.06.2025, as restated		294,021	(5,843)	(288,191)	(13)
Net profit for the financial year, representing total comprehensive income for the financial year		-	-	6,574	6,574
Transaction with owners:					
Exercise of ESOS	13	665	-	-	665
At 31.05.2026		294,686	(5,843)	(281,617)	7,226

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

	Note	Share Capital RM'000	Treasury Share RM'000	Accumulated losses RM'000	Total RM'000
Company					
At 01.12.2023, as previously stated		294,021	(5,843)	(266,443)	21,735
Prior year adjustments	34	-	-	(17,802)	(17,802)
At 01.12.2023, as restated		294,021	(5,843)	(284,245)	3,933
Net loss for the financial period, representing total comprehensive loss for the financial period		-	-	(3,946)	(3,946)
At 31.05.2025		294,021	(5,843)	(288,191)	(13)

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

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

	Note	Group 01.06.2025 to 31.05.2026 RM'000	Group 01.12.2023 to 31.05.2025 RM'000 (Restated)	Company 01.06.2025 to 31.05.2026 RM'000	Company 01.12.2023 to 31.05.2025 RM'000 (Restated)
Cash flows (used in)/from operating activities					
(Loss)/Profit before tax		(11,176)	(8,310)	6,574	(3,946)
Adjustments for:					
Amortisation of right-of-use assets	5	251	328	30	5
Bad debts written off		-	7	-	5
Depreciation of property, plant and equipment	4	7	12	-	-
Fair value losses on investment properties	6	3,537	571	-	-
Financial guarantee obligations		-	-	1,715	2,496
Impairment losses on:					
- investment in subsidiaries	7	-	-	80,240	-
- trade receivables	9	-	429	-	-
- other receivables	10	-	28	-	10
- amount due from subsidiaries	11	-	-	2,496	-
Inventories written down	8	104	-	-	-
Reversal of impairment losses on amount due from subsidiaries	11	-	-	(91,981)	-
Interest expenses	22	1,635	2,497	5	1
Operating loss before working capital changes		(5,642)	(4,438)	(921)	(1,429)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

	Note	Group 01.06.2025 to 31.05.2026 RM'000	Group 01.12.2023 to 31.05.2025 RM'000 (Restated)	Company 01.06.2025 to 31.05.2026 RM'000	Company 01.12.2023 to 31.05.2025 RM'000 (Restated)
Cash flows (used in)/from operating activities (Cont'd)					
Operating loss before working capital changes (Cont'd)		(5,642)	(4,438)	(921)	(1,429)
Change in working capital:					
Trade receivables		392	(680)	-	-
Other receivables		(2,049)	103	(47)	-
Amount due from		-	-	-	-
subsidiaries		-	-	(2,496)	-
Trade payables		(1,955)	1,902	-	-
Other payables		8,963	3,210	760	1,432
		5,351	4,535	(1,783)	1,432
Cash (used in)/generated from operations		(291)	97	(2,704)	3
Interest paid		(1,630)	(2,402)	-	-
Tax paid		(12)	-	-	-
		(1,642)	(2,402)	-	-
Net cash (used in)/from operating activities		(1,933)	(2,305)	(2,704)	3
Cash flows from/(used in) financing activities					
Interest paid		(5)	(1)	(5)	(1)
Issuance of ordinary shares		665	-	665	-
Net movement of amount due to subsidiaries		-	-	2,029	-
Repayment of lease liabilities		(28)	(5)	(28)	(5)
Net cash from/(used in) financing activities		632	(6)	2,661	(6)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

	Note	Group		Company	
		01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000 (Restated)	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000 (Restated)
Net changes in cash and cash equivalents		(1,301)	(2,311)	(43)	(3)
Cash and cash equivalents at beginning of the financial year/period		(16,011)	(13,700)	52	55
Cash and cash equivalents at end of the financial year/period		(17,312)	(16,011)	9	52
Cash and cash equivalents at end of the financial year/period comprises:					
Cash and bank balances		856	442	9	52
Bank overdrafts		(18,072)	(16,357)	-	-
		(17,216)	(15,915)	9	52
Less: Cash and bank balances pledged with a licensed bank		(96)	(96)	-	-
		(17,312)	(16,011)	9	52

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MAY 2026

1. Corporate Information

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

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies are as set out in Note 7 to the financial statements.

The registered office and 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 Darul Ehsan.

2. Basis of Preparation

(a) Statement of compliance

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

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

Adoption of amendments to MFRS

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

Amendments to MFRS 121	Lack of Exchangeability

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

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective

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

		Effective dates for financial periods beginning on or after
Annual Improvements to MFRS Accounting Standards - Volume 11		1 January 2026
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
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 121	Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to MFRS 128	Amendments to the Fair Value Option for Investments in Associates and Joint Ventures	1 January 2027
MFRS 20	Regulatory Assets and Regulatory Liabilities	1 January 2029
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

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

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

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

MFRS 18 *Presentation and Disclosure in Financial Statements*

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

MFRS 18 additional requirements are as follows:

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

MFRS 18 introduces newly defined "operating profit or loss" and "profit or loss before financing and income tax" subtotal which are to be presented in the statement of profit or loss, while the net profit or loss remains unchanged. Statement of profit or loss to be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

(ii) Statement of Cash Flows

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

(iii) New disclosures of expenses by nature

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

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

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

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

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

(iv) Management-defined Performance Measures (MPMs)

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

(v) Enhanced Guidance on Aggregation and Disaggregation

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

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

(b) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM and has been rounded to the nearest thousand ("RM'000") except when otherwise stated.

(c) Significant accounting judgements, estimates and assumptions

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

2. Basis of Preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Judgements

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

Control over an investee

The Group 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 Group assesses and concludes that it has the power to direct the relevant activities of NSB. The Group 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*.

Contingent liabilities

The recognition and measurement for contingent liabilities are based on management's view of the expected outcome on contingencies after consulting legal counsel for litigation cases and experts, for matters in the ordinary course of business.

Key sources of estimation uncertainties

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

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

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

2. Basis of Preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainties (Cont'd)

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

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

The carrying amount at the reporting date for property, plant and equipment and ROU assets are disclosed in Notes 4 and 5 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 6.

Impairment of property, plant and equipment and ROU assets

The Group and the Company assess whether there is any indication that property, plant and equipment and right-of-use assets are impaired at the end of each reporting period. Impairment is measured by comparing the carrying amount of an asset with its recoverable amount. The recoverable amount is measured at the higher of the fair value less cost to sell for that asset and its value in-use. The value in-use is the net present value of the projected future cash flow derived from that asset discounted at an appropriate discount rate. Projected future cash flows are calculated based on historical, sector and industry trends, general market and economic conditions, changes in technology and other available information. Changes to any of these assumptions would affect the amount of impairment.

2. Basis of Preparation (Cont'd)

(c) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainties (Cont'd)

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

Impairment of investments in subsidiaries

The Company reviews its investments in subsidiaries when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows.

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

Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected sales prices. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's products, the Group and the Company might be required to reduce the value of its inventories. The details of inventories are disclosed in Note 8.

Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group and the Company recognise liabilities for tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these tax 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.

2. Basis of Preparation (Cont'd)

(d) Going concern assumption and Practice Note 17 ("PN17")

The financial statements have been prepared on the assumption that the Group and the Company will continue to operate 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.

At the end of the reporting period, 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 losses of RM11,176,000 and net profit of RM6,574,000, respectively;

(ii) The Group's and the Company's current liabilities exceeded their current assets by RM48,110,000 and RM31,213,000, respectively;

(iii) The Group and Company also recorded a negative operating cash flows of RM1,933,000 and RM2,704,000, respectively;

(iv) As disclosed in Note 17 to the financial statements, the Group had defaulted on the repayment of certain bank borrowings and involved in ongoing legal proceedings with the relevant financial institution concerning the aforesaid defaults.

(v) Material uncertainty on the outcome of the Group's legal proceeding with several legal proceedings as disclosed in Note 35 to the financial statements.

(vi) On 26 September 2023, the Company announced that it had triggered the prescribed criteria under Paragraph 8.03A(2)(b) 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 was classified as an affected listed issuer; and

2. Basis of Preparation (Cont'd)

(d) Going concern assumption and Practice Note 17 ("PN17") (Cont'd)

At the end of the reporting period, 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: (Cont'd)

(vii) On 8 April 2024, the Company announced that it had triggered the prescribed criteria pursuant to Paragraph 8.03A and Paragraph 2.1(d) of 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 was required to submit a regularisation plan to relevant regulatory authorities by 25 September 2024.

On 20 September 2024, the Company submitted its first application for an extension of time to submit the proposed regularisation plan ("First EOT Application"). On 18 October 2024, Bursa Securities granted the Company an extension of six months up to 25 March 2025.

On 24 March 2025, the Company submitted its second application for an extension of time ("Second EOT Application"). On 30 April 2025, Bursa Securities granted the Company a further extension of six months up to 25 September 2025.

On 25 September 2025, the Company submitted its third application for an extension of time of nine months up to 25 June 2026 ("Third EOT Application"). On 29 October 2025, Bursa Securities granted the Company an extension of six months up to 25 March 2026.

On 11 March 2026, the Company submitted its fourth application for an extension of time of nine months up to 25 December 2026 ("Fourth EOT Application"). On 7 April 2026, Bursa Securities granted the Company an extension of six months up to 25 September 2026.

Subsequent to the financial year, on 11 September 2026, the Company submitted its fifth application for an extension of time of nine months up to 25 June 2027 ("Fifth EOT Application"). As at the date of this report, the Fifth EOT Application remained pending Bursa Securities' decision and the Company is currently in the process of formulating a plan to regularise its financial condition.

2. Basis of Preparation (Cont'd)

(d) Going concern assumption (Cont'd)

Accordingly, the going concern basis used in preparing the financial statements of the Group and of the Company is highly dependent upon, among other matters:

(i) The submission and approval of the regularisation plan by the relevant authorities;

(ii) The timely and successful implementation of the regularisation plan;

(iii) Continuity of funding support granted by financial institutions and other lenders; and

(iv) The Group and the Company achieving sustainable and viable operations to generate sufficient cash flows to enable them to meet their obligations as and when they fall due.

In the event that 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, 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 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.

3. Material Accounting Policies

The Group and the Company apply the material accounting policies set out below, consistently throughout all periods presented in the financial statements unless otherwise stated.

3. Material Accounting Policies (Cont'd)

(a) Basis of consolidation

Subsidiaries

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

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of subsidiaries is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date.

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

In the Company's separate financial statements, investments in subsidiaries are stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amount is recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount in accordance with Note 3(k)(i) on impairment of non-financial assets.

(b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefit associated with the item will flow to the Group and the Company and the cost of the item can be measured reliably.

3. Material Accounting Policies (Cont'd)

(b) Property, plant and equipment (Cont'd)

Depreciation is recognised in the profit or loss on straight-line basis to write off the cost of each asset to its residual value over its estimated useful life. 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 in accordance with Note 3(k)(i) on impairment of non-financial assets.

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the property, plant and equipment.

(c) Leases

(i) As lessee

The Group and the Company recognise ROU asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or site on which it is located, less any lease incentives received.

ROU assets are subsequently measured at cost less any accumulated depreciation and accumulated impairment loss. The policy of recognition and measurement of impairment losses is in accordance with Note 3(k)(i) on impairment of non-financial assets.

3. Material Accounting Policies (Cont'd)

(c) Leases (Cont'd)

(i) As lessee (Cont'd)

ROU assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term, to allocate the cost or the revalued amounts, to their residual values over their estimated useful lives, summarised as follows:

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

The lease liability is initially measured at the present value of future lease payments at the commencement date, discounted using the respective Group's and the Company's incremental borrowing rates. Lease payments included in the measurement of the lease liability include fixed payments, any variable lease payments, amount expected to be payable under a residual value guarantee, and exercise price under an extension option that the Group and the Company are reasonably certain to exercise.

Variable lease payments that do not depend on an index or a rate and are dependent on a future activity are recognised as expenses in profit or loss in the period in which the event or condition that triggers the payment occurs.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in rate, or if the Group or the Company changes its assessment of whether it will exercise an extension or termination option.

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

3. Material Accounting Policies (Cont'd)

(c) Leases (Cont'd)

(ii) As lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

If the lease arrangement contains lease and non-lease components, the Group applies MFRS15 *Revenue from Contracts with Customers* to allocate the consideration in the contract based on the stand-alone selling price.

The Group recognises assets held under a finance lease in its statements of financial position and presents them as a receivable at an amount equal to the net investment in the lease. The Group uses the interest rate implicit in the lease to measure the net investment in the lease.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The lease payment recognised is included as part of "Other income". Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(d) Investment properties

Investment properties are properties held either to earn rental income or for capital appreciation or for both, and are not held-for-sale in the ordinary course of business, nor used in the production or supply of goods or services or for administrative purposes.

Investment properties are measured initially at cost, including transaction costs. Subsequently, they are measured at fair value, reflecting market conditions at the reporting date. Gains or losses arising from changes in fair value are recognised in profit or loss in the period in which they arise.

3. Material Accounting Policies (Cont'd)

(d) Investment properties (Cont'd)

Investment properties are valued by independent, professionally qualified valuers with appropriate recognised qualifications and recent experience in the relevant locations and property segments. Management reviews and discusses the valuations, including the valuation methodologies and processes applied by the independent valuers, for financial reporting purposes.

Investment properties are derecognised upon disposal or when they are permanently withdrawn from use and no future economic benefits are expected from their disposal. Any resulting gain or loss is recognised in profit or loss in the period in which the property is retired or disposed of.

(e) Inventories

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

(i) Land held for property development

Land held for property development consists of 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.

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.

(ii) Property development cost

Property development costs are properties being constructed for sale in the ordinary course of business. 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.

3. Material Accounting Policies (Cont'd)

(e) Inventories (Cont'd)

(iii) Completed development units

Units of development properties completed and held-for-sale. 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.

(f) Financial assets

Recognition and initial measurement

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

At initial recognition, the Group and the Company measure a financial asset at its fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance of the financial instruments. Transaction costs of financial assets carried at fair value through profit or loss ("FVTPL") are expensed in profit or loss.

Financial asset classification and subsequent measurement

The Group and the Company determine the classification of financial assets at initial recognition and are not reclassified subsequent to their initial recognition unless the Group and the Company change their business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Group's and the Company's business model for managing financial assets refers to how they manage their financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

3. Material Accounting Policies (Cont'd)

(f) Financial assets (Cont'd)

Financial asset classification and subsequent measurement (Cont'd)

The Group and the Company classify their financial assets as follows:

(i) Financial assets measured at amortised cost

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

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

The Group's and the Company's financial assets at amortised cost include trade and other receivables, amount due from subsidiaries and cash and bank balances.

(ii) Financial assets measured at fair value through other comprehensive income ("FVTOCI")

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

(iii) Financial assets measured at fair value through profit or loss ("FVTPL")

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

All financial assets, except for those measured at FVTPL and equity investments measured at FVTOCI, are subject to impairment assessment as disclosed in Note 3(k)(ii) on impairment on financial assets.

3. Material Accounting Policies (Cont'd)

(f) Financial assets (Cont'd)

Regular way purchase or sale of financial assets

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

Derecognition

A financial asset or part of it is derecognised when, and only when the contractual rights to receive cash flows from the financial asset expire or transferred, or control of the asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial assets and the sum of consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

(g) Financial liabilities

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

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

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

3. Material Accounting Policies (Cont'd)

(h) Financial guarantee contracts

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

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

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

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances and bank overdrafts that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of statements of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

(j) Assets held-for-sale

Non-current assets or groups of assets are classified as "held-for-sale" if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Similarly, liabilities directly associated with the disposal groups are also presented separately from other liabilities in the statement of financial position. The individual assets and liabilities of a subsidiary acquired exclusively with a view for resale are not fair valued separately, instead, the net assets as a whole are measured at the lower of carrying amount and fair value less costs to sell with the impairment, if any, netted off against the assets.

Depreciation ceases when an asset is classified as an asset held for sale. Assets held for sale are stated at the lower of carrying amount and fair value less cost to sell.

A discontinuing/discontinued operation is a component of the Group that is classified as a disposal group and represents a separate business or geographical segment, or is a subsidiary acquired exclusively with a view for resale.

3. Material Accounting Policies (Cont'd)

(k) Impairment of assets

(i) Non-financial assets

The carrying amounts of non-financial assets (except for inventories) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

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 ("CGUs").

The recoverable amount of an asset or CGU is the greater of its value-in-use and its fair value less costs of disposal. 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 CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss is recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated to reduce the carrying amounts of the assets in the CGU (or group of CGUs) on a pro rata basis.

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 only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised for asset in prior years. Such reversal is recognised in the profit or loss.

3. Material Accounting Policies (Cont'd)

(k) Impairment of assets (Cont'd)

(ii) Financial assets

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

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience and the economic environment.

Impairment for other receivables and intercompanies balances of the Group and of the Company are recognised based on the general approach using the forward-looking ECL model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. At the end of the reporting period, the Group and the Company assess 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. For those in which the credit risk has not increased significantly since initial recognition of the financial asset, twelve-month ECL along with gross interest income are recognised. For those in which credit risk has increased significantly, lifetime ECL along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime ECL along with interest income on a net basis are recognised. The Group and the Company define significant increase in credit risk based on past due information, i.e. 365 days after credit term.

3. Material Accounting Policies (Cont'd)

(k) Impairment of assets (Cont'd)

(ii) Financial assets (Cont'd)

The carrying amount of the financial asset is reduced through the use of an allowance for impairment loss account and the amount of impairment loss is recognised in profit or loss. When a financial asset becomes uncollectible, it is written off against the allowance for impairment loss account.

(l) Share capital

(i) Ordinary shares

An equity instrument is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are equity instruments. Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity.

Dividend distribution to the Company's shareholders is recognised as a liability in the period they are approved by the Board of Directors except for the final dividend which is subject to approval by the Company's shareholders.

(ii) Treasury shares

When issued share of the Company are repurchased, the amount of the consideration paid, including directly attributable costs, net of any tax effects, is recognised as a deduction from equity as treasury shares until the shares are cancelled, reissued or disposed of. No gain or loss is recognised in profit or loss on the sale, reissuance or cancellation of the treasury shares.

When treasury shares are distributed as share dividends, the cost of the treasury shares is deducted against the retained earnings of the Company.

When treasury shares are sold or reissued subsequently, the difference between the sales consideration net of directly attributable costs and the carrying amount of the treasury shares is recognised in equity.

3. Material Accounting Policies (Cont'd)

(m) Revenue and other income

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

The Group and the Company recognise revenue and other income from the following major sources:

(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 and property investment

  Revenue from sales of 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.

(ii) Rental income

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

(iii) Interest income

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

3. Material Accounting Policies (Cont'd)

(n) Employee benefits

(i) Short-term employee benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the reporting period in which the associated services are rendered by employees of the Group and of the Company.

(ii) Defined contribution plans

As required by law, companies in Malaysia contribute to the state pension scheme, 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 has no further payment obligations.

3. Material Accounting Policies (Cont'd)

(o) Borrowing costs

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

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(p) 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 a business combination or 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 year, 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 periods.

Deferred tax is recognised using the liability method for all temporary differences between the carrying amounts of assets and liabilities in the statements 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.

3. Material Accounting Policies (Cont'd)

(p) Income tax (Cont'd)

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.

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 simultaneously.

(q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-makers are responsible for allocating resources and assessing performance of the operating segments and make overall strategic decisions. The Group's operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

(r) Fair value measurement

Fair value of an asset or a liability is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer of the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

3. Material Accounting Policies (Cont'd)

(r) Fair value measurement (Cont'd)

When measuring the fair value of an asset or a liability, the Group and the Company use observable market data as far as possible. Fair value is categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group and the Company can access at the measurement date.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: unobservable inputs for the asset or liability.

The Group and the Company recognise transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

4. Property, Plant and Equipment

	Renovation RM'000	Furniture, fittings, office and other equipment RM'000	Show village and sales office RM'000	Total RM'000
Group				
31.05.2026				
Cost				
At beginning/end of the financial year	178	1,691	870	2,739
Accumulated depreciation				
At beginning of the financial year	178	1,150	870	2,198
Charge for the financial year	-	7	-	7
At end of the financial year	178	1,157	870	2,205
Accumulated impairment loss				
At beginning/end of the financial year	-	528	-	528
Carrying amount				
At end of the financial year	-	6	-	6

4. Property, Plant and Equipment (Cont'd)

	Renovation RM'000	Furniture, fittings, office and other equipment RM'000	Show village and sales office RM'000	Total RM'000
Group				
31.05.2025				
Cost				
At beginning/end of the financial period	178	1,691	870	2,739
Accumulated depreciation				
At beginning of the financial period	178	1,140	868	2,186
Charge for the financial period	-	10	2	12
At end of the financial period	178	1,150	870	2,198
Accumulated impairment loss				
At beginning/end of the financial period	-	528	-	528
Carrying amount				
At beginning of the financial period	-	23	2	25
At end of the financial period	-	13	-	13

4. Property, Plant and Equipment (Cont'd)

	Renovation RM'000	Furniture, fittings, office and other equipment RM'000	Total RM'000
Company			
31.05.2026/31.05.2025			
Cost			
At beginning/end of the financial year/period	76	429	505
Accumulated depreciation			
At beginning/end of the financial year/period	76	429	505
Carrying amount			
At beginning/end of the financial year/period	-	-	-

5. Right-of-Use Assets

	Leasehold land and buildings RM'000	Office building RM'000	Total RM'000
Group			
31.05.2026			
Cost			
At beginning/end of the financial year	20,271	90	20,361
Accumulated amortisation			
At beginning of the financial year	10,110	5	10,115
Charge for the financial year	221	30	251
At end of the financial year	10,331	35	10,366
Accumulated impairment losses			
At beginning/end of the financial year	536	-	536
Carrying amount			
At end of the financial year	9,404	55	9,459
31.05.2025			
Cost			
At beginning of the financial period	20,271	-	20,271
Additions	-	90	90
At end of the financial period	20,271	90	20,361
Accumulated amortisation			
At beginning of the financial period	9,787	-	9,787
Charge for the financial period	323	5	328
At end of the financial period	10,110	5	10,115
Accumulated impairment losses			
At beginning/end of the financial period	536	-	536
Carrying amount			
At beginning of the financial period	9,948	-	9,948
At end of the financial period	9,625	85	9,710

5. Right-of-Use Assets (Cont'd)

	31.05.2026 RM'000	31.05.2025 RM'000
Company		
Office building		
Cost		
At beginning of the financial year/period	90	-
Additions	-	90
At end of the financial year/period	90	90
Accumulated amortisation		
At beginning of the financial year/period	5	-
Charge for the financial year/period	30	5
At end of the financial year/period	35	5
Carrying amount		
At end of the financial year/period	55	85

(a) Lease term of leasehold land and building

The remaining lease term of leasehold land and building is 82 (31.05.2025: 83) years. There is no lease liabilities associated with these leasehold land and buildings as the payment were prepaid at inception.

(b) Security

Leasehold land and buildings of the Group with carrying amounts of RM9,404,000 (31.05.2025: RM9,625,000) are charged as security for bank borrowings granted to the Group as disclosed in Note 17.

5. Right-of-Use Assets (Cont'd)

(c) The aggregate additional costs for the ROU assets of the Group and of the Company under lease financing and cash payments are as follows:

	Group/Company	
	01.06.2025 to 31.05.2026 RM'000	**01.12.2023 to 31.05.2025 RM'000**
Aggregate costs	-	90
Less: Lease financing	-	(90)
Cash payments	-	-

6. Investment Properties

	Note	Freehold land and buildings RM'000	Commercial buildings RM'000	Total RM'000
Group				
31.05.2026				
Fair value				
At beginning of financial year		44,065	-	44,065
Fair value adjustments	23	(3,537)	-	(3,537)
Transfers to assets classified as held-for-sale	12	(8,450)	-	(8,450)
At end of financial year		32,078	-	32,078
31.05.2025				
Fair value (Restated)				
At beginning of financial period, as previously stated		41,830	5,000	46,830
Prior year adjustments	34	3,306	(4,000)	(694)
At beginning of financial period, as restated		45,136	1,000	46,136
Fair value adjustments	23	(571)	-	(571)
Reclassification		1,000	(1,000)	-
Transfers to assets classified as held-for-sale	12	(1,500)	-	(1,500)
At end of financial period		44,065	-	44,065

6. Investment Properties (Cont'd)

(a) Fair value

The fair value of investment properties is determined based on the estimates made by the Directors using appropriate valuation techniques. The Group uses assumptions by incorporating observable market data, including prices per square foot of the comparable properties in similar locations, and reflect prevailing market conditions at the reporting date.

In the previous financial period, the investment properties were valued at fair value based on market values determined by independent qualified valuers amounting to RM44,065,000. 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 3 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 financial year and previous financial period.

(b) Title of investment properties

The title of the investment properties with carrying amount of RM32,078,000 (31.05.2025: RM44,065,000; 01.12.2023: RM46,136,000) is not registered under the subsidiary's name.

6. Investment Properties (Cont'd)

(c) Income and expenses recognised in profit or loss

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

	Group	
	01.06.2025 to 31.05.2026 RM'000	**01.12.2023 to 31.05.2025 RM'000**
Rental income	325	891
Direct operating expenses:		
- Income generating investment properties	(3,639)	(2,296)

7. Investments in Subsidiaries

	Company	
	31.05.2026 RM'000	**31.05.2025 RM'000**
In Malaysia		
Unquoted shares, at cost		
At beginning of the financial year/period	80,076	80,076
Additions	91,981	-
At end of the financial year/period	172,057	80,076
Accumulated impairment losses		
At beginning of the financial year/period	53,406	53,406
Charge for the financial year/period	80,240	-
At end of the financial year/period	133,646	53,406
Carrying amount		
At end of the financial year/period	38,411	26,670

7. Investments in Subsidiaries (Cont'd)

The details of subsidiaries are as follows:

Name of subsidiary	Principal place of business/ Country of incorporation	Effective equity interest (%) 31.05.2026	31.05.2025	Principal activities
ZKP Development Sdn. Bhd.	Malaysia	100	100	Property investment and operations of hotel and car park
Meridian Adventure Camp Sdn. Bhd.	Malaysia	100	100	Investment holding
Meda Project Management Sdn. Bhd.	Malaysia	100	100	Project management services
MIB Construction Sdn. Bhd.	Malaysia	100	100	Construction of buildings
Meridian Theme Park Sdn. Bhd.	Malaysia	100	100	Provision of services

7. Investments in Subsidiaries (Cont'd)

The details of subsidiaries are as follows: (Cont'd)

Name of subsidiary	Principal place of business/ Country of incorporation	Effective equity interest (%) 31.05.2026	31.05.2025	Principal activities
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
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	Operation of a resort hotel and chalets

* Nusarhu Sdn. Bhd. ("NSB"), held through Sri Lingga Sdn. Bhd. ("SLSB"), is regarded as a subsidary of the Group although the Group owns less than half of the ownership interest and voting interest in NSB. In applying judgement, the Group assesses and concludes that it has the power to direct the relevant activities of NSB. The Group 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 of the Group in accordance with MFRS 10 *Consolidated Financial Statements*.

7. Investments in Subsidiaries (Cont'd)

(a) Additional investments

On 12 January 2026, the Company, by way of capitalisation and set-off against part of the Capital Fundings provided to subsidiaries, subscribed additional ordinary shares in subsidiaries, namely:

(i) ZKP Development Sdn. Bhd., for a total consideration of RM37,877,000;
(ii) Virtue Property Sdn. Bhd., for a total consideration of RM10,122,000;
(iii) Sri Lingga Sdn. Bhd., for a total consideration of RM13,471,000;
(iv) MIB Construction Sdn. Bhd., for a total consideration of RM8,874,000;
(v) Meridian Theme Park Sdn. Bhd., for a total consideration of RM197,000;
(vi) Meridian Luasempit Sdn. Bhd., for a total consideration of RM663,000;
(vii) Meda Project Management Sdn. Bhd., for a total consideration of RM437,000; and
(viii) Gaya Pustaka Sdn. Bhd., for a total consideration of RM20,340,000.

Consequently, the companies remained wholly-owned subsidiaries of the Company.

(b) Impairment assessment of investment in subsidiary companies

Management had performed an impairment review on its recoverable amount of investment in subsidiaries. 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 investment in subsidiaries was lower than the carrying amount, hence, the Company recognised impairment losses amounting to RM80,240,000 (31.05.2025: RMNil) in profit or loss during the financial year.

(c) The auditors' reports on the financial statements of all the subsidiaries contain a disclaimer audit opinion due to multiple uncertainties in the audit of the financial statements, amongst others, the ability of these subsidiaries to continue as going concerns and their opening balances.

8. Inventories

	Group		
	31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	01.12.2023 RM'000 (Restated)
Non-current			
At cost			
Land held for property development:			
- freehold land	576	576	576
- leasehold land	19,238	19,238	19,238
- development costs	23,626	23,626	23,626
Property under development:			
- leasehold land	13,514	13,514	13,514
- development costs	2,190	2,190	2,190
Total non-current inventories	59,144	59,144	59,144
Current			
At cost			
Land held for property development:			
- leasehold land	5,103	5,103	5,103
- development costs	6,152	6,152	6,152
Properties held-for-sale	2,629	2,629	2,629
	13,884	13,884	13,884
At net realisable value			
Properties held-for-sale	1,558	1,662	1,662
Total current inventories	15,442	15,546	15,546
Total inventories	74,586	74,690	74,690

(a) Security

Certain inventories of the Group are charged as security for bank borrowings granted to a subsidiary as disclosed in Note 17, as follows:

	Group		
	31.05.2026 RM'000	31.05.2025 RM'000	01.12.2023 RM'000
Land held for property development	54,695	54,695	54,695
Property under development	15,704	15,704	15,704
Properties held-for-sale	2,629	2,629	2,629
	73,028	73,028	73,028

8. Inventories (Cont'd)

(b) Title of inventories

The title of the inventories with carrying amount of RM1,558,000 (31.05.2025: RM1,662,000; 01.12.2023: RM1,662,000) is not registered under the subsidiary's name.

(c) Recognised in profit or loss

	Group	
	01.06.2025 to 31.05.2026 RM'000	**01.12.2023 to 31.05.2025 RM'000**
Inventories written down	104	-

9. Trade Receivables

	Group	
	31.05.2026 RM'000	**31.05.2025 RM'000**
Trade receivables	3,018	3,410
Less: Accumulated impairment losses	(2,922)	(2,922)
	96	488

The Group's normal trade credit terms granted to the trade receivables ranged from 14 to 120 (31.05.2025: 14 to 120) days. Other credit terms are assessed and approved on a case-by case basis.

Movements in the allowance for impairment losses are as follows:

	Group	
	31.05.2026 RM'000	**31.05.2025 RM'000**
Individually impaired		
At beginning of financial year/period	2,922	2,493
Charge for the financial year/period	-	429
At end of financial year/period	2,922	2,922

Analysis of the trade receivables ageing are as follows:

	Gross amount RM'000	**Loss allowance RM'000**	**Net amount RM'000**
31.05.2026			
Neither past due nor impaired	20	-	20
Past due not impaired:			
- less than 30 days	3	-	3
- more than 90 days	73	-	73
	96	-	96
Individually impaired	2,922	(2,922)	-
	3,018	(2,922)	96
31.05.2025			
Neither past due nor impaired	156	-	156
Past due not impaired:			
- more than 90 days	332	-	332
	488	-	488
Individually impaired	2,922	(2,922)	-
	3,410	(2,922)	488

9. Trade Receivables (Cont'd)

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 (31.05.2025: RM2,922,000), 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.

10. Other Receivables

	Group		Company	
	31.05.2026 RM'000	31.05.2025 RM'000	31.05.2026 RM'000	31.05.2025 RM'000
Other receivables	11,205	11,165	11,130	11,098
Less: Accumulated impairment losses	(11,162)	(11,162)	(11,098)	(11,098)
	43	3	32	-
Deposits	2,196	186	15	-
Prepayments	7	8	-	-
	2,246	197	47	-

Movements in the allowance for impairment losses are as follows:

	Group		Company	
	31.05.2026 RM'000	31.05.2025 RM'000	31.05.2026 RM'000	31.05.2025 RM'000
At beginning of the financial year/period	11,162	11,965	11,098	11,088
Charge for the financial year/period	-	28	-	10
Written off	-	(831)	-	-
At end of the financial year/period	11,162	11,162	11,098	11,098

In the previous financial period, certain other receivables are impaired or written off due to the carrying amount could not be reasonably determined.

Included in deposits of the Group is an amount of RM2,000,000 (31.05.2025: RMNil) representing performance guarantee for a construction contract awarded to the Group. The deposit is refundable upon completion of the contract in accordance with its terms.

11. Amount Due from/(to) Subsidiaries

	Company	
	31.05.2026 RM'000	31.05.2025 RM'000
Amount due from subsidiaries		
Non-trade related		
Non-interest bearing	31,383	120,868
Less: Accumulated impairment losses	(31,383)	(120,868)
	-	-
Amount due to subsidiaries		
Non-trade related		
Non-interest bearing	(3,302)	(1,273)

Movements in the allowance for impairment losses are as follows:

	Note	Company 31.05.2026 RM'000	31.05.2025 RM'000
At beginning of the financial year/period		120,868	120,868
Charge during the financial year/period		2,496	-
Reversal during the financial year/period	7(a)	(91,981)	-
At end of the financial year/period		31,383	120,868

These represent non-trade balances which are unsecured, non-interest bearing advances and are repayable on demand.

12. Assets Classified as Held-for-Sale

	Note	Group 31.05.2026 RM'000	Group 31.05.2025 RM'000 (Restated)
Freehold buildings			
At beginning of the financial year/period, as previously stated		-	-
Prior year adjustments	34	1,500	-
At beginning of the financial year/period, as restated		1,500	-
Transfer from investment properties	6	8,450	1,500
Disposal		(1,500)	-
At end of the financial year/period		8,450	1,500

Current financial year

The Group entered into several Sale and Purchase Agreements ("SPAs") on 21 October 2025 and 28 May 2026 with purchasers to dispose of investment properties for a total consideration of RM8,450,000.

The transactions are pending the completion of certain conditions precedent as at the end of the reporting period.

Previous financial period

In the previous financial period, the Group entered into a SPA on 26 July 2024 with a purchaser to dispose of investment properties for a total consideration of RM1,500,000.

The carrying amount of the investment properties is measured at fair value. The disposal was completed on 12 March 2026.

Title of assets classified as held-for-sale

The title of the investment properties with carrying amount of RM8,450,000 (31.05.2025: RM1,500,000; 01.12.2023: RMNil) is not registered under the subsidiary's name.

13. Share Capital

	Group and Company			
	Number of shares		Amount	
	31.05.2026 Unit'000	31.05.2025 Unit'000	31.05.2026 RM'000	31.05.2025 RM'000
Issued and fully paid with no par value Ordinary shares				
At beginning of financial year/period	228,435	228,435	294,021	294,021
Issuance of shares - exercise of ESOS	25,000	-	665	-
At end of financial year/period	253,435	228,435	294,686	294,021

During the financial year, the Company has increased their issued and paid-up share capital from 228,435,000 to 253,435,000 by way of:

(i) issuance of 11,000,000 new ordinary shares at RM0.035 each arising from the exercise of options under the Company's Employees' Share Option ("ESOS"); and

(ii) issuance of 14,000,000 new ordinary shares at RM0.020 each arising from the exercise of options under the Company's ESOS.

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.

14. Treasury Shares

	Group and Company			
	Number of shares		Amount	
	31.05.2026 Unit'000	31.05.2025 Unit'000	31.05.2026 RM'000	31.05.2025 RM'000
Treasury shares				
At beginning/end of financial year/period	2,391	2,391	5,843	5,843

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 year.

15. Revaluation Reserves

The revaluation reserve represents surplus increase in the fair value of commercial property previously classified as property, plant and equipment and transfer are made to investment property, and such increase relate to an increase on the same asset previously recognised in other comprehensive income.

16. Lease Liabilities

	Group and Company	
	31.05.2026 RM'000	31.05.2025 RM'000
At beginning of the financial year/period	85	-
Addition	-	90
Accretion of interest	5	1
Payments	(33)	(6)
At end of the financial year/period	57	85

16. Lease Liabilities (Cont'd)

	Group and Company	
	31.05.2026 RM'000	31.05.2025 RM'000
Presented as:		
- non-current	27	57
- current	30	28
	57	85

The maturity analysis of lease liabilities of the Group and of the Company are as follows:

	Group and Company	
	31.05.2026 RM'000	31.05.2025 RM'000
Within 1 year	33	33
Between 1 to 5 years	27	60
	60	93
Less: Future finance charges	(3)	(8)
	57	85

The Group and the Company lease office building. Lease term is negotiated on an individual basis and contain a wide range of different terms and conditions.

At the reporting date, the incremental borrowing rate applied to lease liabilities are at 6.81% (31.05.2025: 6.81%) per annum.

17. Bank Borrowings

	Group		
	31.05.2026 RM'000	31.05.2025 RM'000	01.12.2023 RM'000
Secured			
Term loans	3,941	3,941	3,847
Bank overdrafts	18,072	16,357	13,955
	22,013	20,298	17,802

17. Bank Borrowings (Cont'd)

	Group		
	31.05.2026 RM'000	31.05.2025 RM'000	01.12.2023 RM'000 (Restated)
Current			
Term loans	3,941	3,941	3,847
Bank overdrafts	18,072	16,357	13,955
	22,013	20,298	17,802

The banking facilities are secured by the following:

(i) First and second legal charge over the Group's leasehold land and building as disclosed in Note 5;
(ii) 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 8;
(iii) Joint and several guarantee by existing Director of the Company;
(iv) Joint and several guarantee by former Directors of the subsidiaries;
(v) Personal guarantee by former Director of the subsidiary; and
(vi) Corporate guarantees by the Company.

The range of effective interest rates per annum are as follows:

	Group		
	31.05.2026 RM'000	31.05.2025 RM'000	01.12.2023 RM'000
Term loans	7.53	7.53	7.53
Bank overdrafts	9.97	4.30 - 11.00	4.30 - 11.00

17. Bank Borrowings (Cont'd)

Included in the term loans of the Group is an amount of RM2,974,000 (31.05.2025: RM2,974,000; 01.12.2023: RM2,974,000) relating to a banking facility originally granted to a former subsidiary of the Company and subsequently transferred to Sri Lingga Sdn. Bhd., a wholly-owned subsidiary, without the consent of the financial institution.

The Group received a letter of demand from the financial institution for RM3,313,000 on 27 March 2024. On 24 April 2025, the financial institution confirmed that the Group had acted as the corporate guarantor of the facility and that proceeds from the sale of the property assigned as security had been applied towards the outstanding loan balance. Subsequent to the end of the financial year, the Company obtained a credit report from an independent credit reporting agency in which the Group was not identified as a corporate guarantor in respect of the facility.

Breach of covenants

In the previous financial period, 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:

Nusarhu Sdn. Bhd. ("NSB"), a 40%-owned subsidiary of the Company, had outstanding term loan amounting to RM967,000 as at 31 May 2025. During the previous financial period, NSB had breached the 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 since 31 May 2025 in accordance with MFRS 101 *Presentation of Financial Statements*.

18. Deferred Tax Liabilities

	Group	
	31.05.2026 RM'000	31.05.2025 RM'000
Other temporary differences		
At beginning/end of financial year/period	4,067	4,067

Other temporary differences represent fair value changes of investment properties and revaluation surplus of property, plant and equipment.

19. Trade Payables

The credit terms of trade payables granted to the Group and the Company ranged from 30 to 150 (31.05.2025: 30 to 150) days.

20. Other Payables

	Note	Group 31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	01.12.2023 RM'000
Sundry payables:				
- third parties	20(a)	13,434	11,363	9,754
- related parties		746	370	370
- Director		134	134	134
		14,314	11,867	10,258
Deposits	20(b)	15,108	13,425	13,425
Accruals	20(c)	11,243	7,910	6,309
		40,665	33,202	29,992

	Note	Company 31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	01.12.2023 RM'000 (Restated)
Sundry payables:				
- third parties		2,083	1,807	1,231
- related parties		514	333	-
		2,597	2,140	1,231
Deposits		-	16	-
Accruals		2,874	2,555	2,048
Financial guarantee liability	20(d)	22,013	20,298	17,802
		27,484	25,009	21,081

20. Other Payables (Cont'd)

(a) Included in the Group's sundry payables are an amount of:

(i) RM4,891,000 (31.05.2025: RM4,891,000; 01.12.2025: RMNil), related to tax penalty for late settlement of tax payable; and
(ii) RM300,000 (31.05.2025: RMNil; 01.12.2023: RMNil), related to advances from customer related to construction project as discosed in Note 10.

(b) Included in the Group's deposits is an amount of RM11,174,000 (31.05.2025: RM12,674,000; 01.12.2023: RM12,674,000), related to earnest deposit received for purchase of inventories.

(c) Included in the Group's accruals is an amount of RM7,642,000 (31.05.2025: RM4,760,000), related to quit rent and assessment payable.

(d) Included Company's financial guarantee liability of RM22,013,000 (31.05.2025: RM20,298,000; 01.12.2023: RM17,802,000) in respect of a corporate guarantee provided by the Company for banking facilities granted to subsidiaries as disclosed in Note 17.

The subsidiaries breached certain loan covenants, resulting in the outstanding guaranteed borrowings becoming immediately repayable. As the Company is contractually liable for the amounts due under the corporate guarantee and no waiver had been obtained from the financial institution as at the reporting date, the Company recognised the full outstanding guaranteed amount of RM22,013,000 (31.05.2025: RM20,298,000; 01.12.2023: RM17,802,000) as a financial guarantee liability.

21. Revenue

	Group	
	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000 (Restated)
Revenue from contracts from customers:		
- sales of fresh fruit bunches	436	647
Revenue from other sources:		
- rental income	325	891
	761	1,538

The revenue from contracts with customers are at a point in time.

22. Finance Costs

	Group		Company	
	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000
Interest expenses on:				
- lease liabilities	5	1	5	1
- term loans	-	94	-	-
- bank overdrafts	1,630	2,402	-	-
	1,635	2,497	5	1

23. (Loss)/Profit Before Tax

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

	Group		Company	
	01.06.2025 to 31.05.2026 RM'000	**01.12.2023 to 31.05.2025 RM'000 (Restated)**	**01.06.2025 to 31.05.2026 RM'000**	**01.12.2023 to 31.05.2025 RM'000 (Restated)**
Auditors' remuneration:				
- statutory audit				
- current year	380	245	120	114
- overprovision in prior period	(70)	-	(20)	-
- non-statutory audit	10	8	10	8
Amortisation of right-of-use assets	251	328	30	5
Bad debts written off	-	7	-	5
Depreciation of property, plant and equipment	7	12	-	-
Fair value changes on investment properties	3,537	571	-	-
Financial guarantee obligations	-	-	1,715	2,496
Inventories written down	104	-	-	-
Impairment losses on:				
- investment in subsidiaries	-	-	80,240	-
- amount due from subsidiaries	-	-	2,496	-
- trade receivables	-	429	-	-
- other receivables	-	28	-	10
Lease expenses on:				
- short-term leases	1	48	-	-
Rental income	-	(299)	-	-
Reversal of impairment losses on amount due from subsidiaries	-	-	(91,981)	-

24. Taxation

No provision for taxation was made for the financial year/period was made as the Group and the Company were in tax loss position.

Malaysian income tax is calculated at the statutory tax rate of 24% of the estimated assessable profits for the financial year/period.

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

	Group		Company	
	01.06.2025 to 31.05.2026 RM'000	**01.12.2023 to 31.05.2025 RM'000 (Restated)**	**01.06.2025 to 31.05.2026 RM'000**	**01.12.2023 to 31.05.2025 RM'000 (Restated)**
(Loss)/Profit before tax	(11,176)	(8,310)	6,574	(3,946)
At Malaysian statutory tax rate of 24% (2025: 24%)	(2,682)	(1,994)	1,578	(947)
Expenses not deductible for tax purposes	1,308	1,089	20,497	947
Income not subject to tax	-	-	(22,075)	-
Deferred tax assets not recognised	1,374	905	-	-
Tax expense for the financial year/period	-	-	-	-

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

	Group		Company	
	31.05.2026 RM'000	**31.05.2025 RM'000**	**31.05.2026 RM'000**	**31.05.2025 RM'000**
Unabsorbed capital allowances	15	15	-	-
Unutilised tax losses	28,624	22,900	904	904
	28,639	22,915	904	904

Deferred tax assets have not been recognised in respect of these items due to uncertainty of their realisation or they have arisen in subsidiaries that have a recent history of losses.

24. Taxation (Cont'd)

The Group has the above unabsorbed capital allowances and unutilised tax losses carried forward, available to offset against future taxable profits. The said amounts are subject to approval by the tax authorities.

For the Malaysian entities, pursuant to Section 8 of the Finance Act 2021 (Act 833) and the amendment to Section 44(5F) of the Income Tax Act 1967, effective from year of assessment 2019 onwards, the time limit on the carried forward unutilised tax losses has been extended to maximum of ten (10) consecutive years of assessment. Any unutilised tax losses accumulated up to the year of assessment 2018 can be carried forward for another ten (10) consecutive years of assessment (i.e.: from year of assessment 2019 to 2028) under the current tax legislation.

The unabsorbed capital allowances are allowed to be carried forward indefinitely.

The unrecognised unutilised tax losses shall be disregarded after the end of the year of assessment ("YA") as follows:

	Group		Company	
	31.05.2026	**31.05.2025**	**31.05.2026**	**31.05.2025**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Unutilised tax losses to be carried forward until:				
- YA2028	16,256	16,256	904	904
- YA2029	464	464	-	-
- YA2030	464	464	-	-
- YA2031	75	75	-	-
- YA2032	1,870	1,870	-	-
- YA2035	3,771	3,771	-	-
- YA2036	5,724	-	-	-
	28,624	22,900	904	904

25. Employee Benefits Expenses

	Group		Company	
	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000
Fees	360	450	360	450
Salaries, wages and allowances	823	562	15	41
Defined contribution plans	93	54	-	-
Other benefits	15	2	-	-
	1,291	1,068	375	491

Included in the employee benefits expenses is aggregate amount of remuneration received or receivable by the Executive Directors and Non-Executive Directors of the Company and of the subsidiaries during the financial year, as disclosed in Note 29(c).

26. Losses Per Share

Basic loss per ordinary share

The basic losses per share are calculated based on the consolidated losses for the financial year/period attributable to owners of the Company and the weighted average number of ordinary shares in issue during the financial year/period as follows:

	Group	
	31.05.2026	31.05.2025 (Restated)
Net loss attributable to owners of the Company (RM'000)	(11,176)	(8,310)
Weighted average number of ordinary shares: ('000)		
At beginning of the financial year/period	228,435	228,435
Effect of treasury shares held	(2,391)	(2,391)
Issuance of shares:		
- exercise of ESOS	17,545	-
At end of the financial year/period	243,589	226,044
Basic loss per ordinary share (in sen)	(4.59)	(3.68)

26. Losses Per Share (Cont'd)

Diluted losses per ordinary share

The Company has no dilution in its losses per ordinary share as there are no dilutive potential ordinary shares. There have been no other transactions involving ordinary shares or potential ordinary shares since the end of financial year and before the authorisation of the financial statements.

27. Financial Guarantees

	Company	
	31.05.2026	**31.05.2025**
	RM'000	**RM'000**
Unsecured		
Corporate guarantees given to licensed banks to secure banking facilities granted to subsidiaries	22,013	20,298

Since the prior financial periods, certain subsidiaries defaulted on the repayment of their bank borrowings and the certain financial institutions had commenced legal proceedings against the subsidiaries as disclosed in Note 34.

The Company recognised a financial guarantee liability of RM22,013,000 as at 31 May 2026 (31.05.2025: RM20,298,000; 01.12.2023: RM17,802,000). The amount recognised represents the full outstanding amount covered by the corporate guarantee.

Subsequent to the end of the financial year, the Company obtained a credit report from an independent credit reporting agency in respect of banking guarantor granted to a former subsidiary of the Company. Based on the information contained in the credit report, the Company was not identified as a corporate guarantor in respect of those banking facilities carrying amount of RM2,974,000 (31.05.2025: RM2,974,000) at the end of the reporting period.

28. Reconciliation of Liabilities Arising from Financing Activities

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

	At beginning of financial year/period RM'000	Financing cash flow RM'000	Non-cash changes (i) RM'000	New lease RM'000	At end of financial year/period RM'000
Group					
31.05.2026					
Lease liabilities	85	(33)	5	-	57
Term loans	3,941	-	-	-	3,941
	4,026	(33)	5	-	3,998
31.05.2025					
Lease liabilities	-	(6)	1	90	85
Term loans	3,847	-	94	-	3,941
	3,847	(6)	95	90	4,026
Company					
31.05.2026					
Lease liabilities	85	(33)	5	-	57
31.05.2025					
Lease liabilities	-	(6)	1	90	85

(i) Non-cash changes represent finance costs charged during the financial year/period.

29. Related party disclosures

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

	Group	
	01.06.2025 to 31.05.2026 RM'000	**01.12.2023 to 31.05.2025 RM'000**
Transactions with other related party		
Sale of freehold buildings	1,500	-

The significant outstanding balances of the related party together with their terms and conditions are disclosed in the respective notes to the financial statements.

29. Related Party Disclosures (Cont'd)

(c) Related party transactions

Remuneration of Directors and key management personnel are as follows:

	Group		Company	
	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000	01.06.2025 to 31.05.2026 RM'000	01.12.2023 to 31.05.2025 RM'000
Directors' fees	360	450	360	450
Allowances	15	41	15	41
	375	491	375	491

30. Segment Information

The Group has three major reporting segments, as described below, which are the Group's strategic business units. Segment information is primarily presented in respect of the Group's business segment which is based on the Group's management and internal reporting structure. For each of the strategic business units, the Group's Managing Director reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

Segments	Products and services.
Property investment	Rental collection from investment properties
Construction	Securing and carrying out construction contracts
Property development and cultivation	Development of residential and commercial properties and agricultural lots and cultivation of palm oil
Others	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.

30. Segment Information (Cont'd)

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 year.

Segment assets

The total segment assets are measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by the Group's Chief Executive Officer. Segment total assets are 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 Chief Executive Officer. Hence no disclosure is made on segment liabilities.

30. Segment Information (Cont'd)

Segment results

	Property investment RM'000	Construction RM'000	Property development and cultivation RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
31.05.2026						
Revenue						
External customers	325	-	436	-	-	761
Results						
Segment results	(7,081)	(419)	(726)	(13,569)	12,254	(9,541)
Finance costs	-	-	(1,630)	(5)	-	(1,635)
Net loss for the financial year	(7,081)	(419)	(2,356)	(13,574)	12,254	(11,176)
Assets						
Segment assets, representing consolidated assets	46,709	2,019	75,448	45,854	(42,253)	127,777
Liabilities						
Segment liabilities	(22,059)	(3,188)	(44,248)	(48,221)	47,034	(70,682)
Deferred tax liabilities	-	-	-	-	(4,067)	(4,067)
Current tax liabilities	(2,977)	-	(1,568)	-	-	(4,545)
Consolidated liabilities	(25,036)	(3,188)	(45,816)	(48,221)	(42,967)	(79,294)

30. Segment Information (Cont'd)

Segment results (Cont'd)

	Property investment RM'000	Construction RM'000	Property development and cultivation RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
31.05.2026 (Cont'd)						
Other segment information						
Amortisation of right-of-use assets	-	-	71	180	-	251
Depreciation of property, plant and equipment	-	-	-	7	-	7
Fair value changes on investment properties	3,537	-	-	-	-	3,537
Inventories written down	104	-	-	-	-	104
Impairment losses on:						
- investment in subsidiaries	-	-	-	80,240	(80,240)	-
- amount due from subsidiaries	-	-	-	2,496	(2,496)	-
Reversal of impairment losses on amount due from subsidiaries	-	-	-	(91,981)	91,981	-
Additions to non-current assets						
Investment in subsidiaries	-	-	-	91,981	(91,981)	-

30. Segment Information (Cont'd)

Segment results (Cont'd)

	Property investment RM'000	Construction RM'000	Property development and cultivation RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
31.05.2025 (Restated)						
Revenue						
External customers	891	-	647	-	-	1,538
Results						
Segment results	(2,211)	(12)	(1,752)	(4,334)	2,496	(5,813)
Finance costs	-	-	(2,402)	(95)	-	(2,497)
Net loss for the financial period	(2,211)	(12)	(4,154)	(4,429)	2,496	(8,310)
Assets						
Segment assets, representing consolidated assets	49,459	24	75,570	34,248	(28,196)	131,105
Liabilities						
Segment liabilities	(55,605)	(9,647)	(55,473)	(75,352)	132,590	(63,487)
Deferred tax liabilities	-	-	-	-	(4,067)	(4,067)
Current tax liabilities	(2,977)	-	(1,580)	-	-	(4,557)
Consolidated liabilities	(58,582)	(9,647)	(57,053)	(75,352)	128,523	(72,111)

30. Segment Information (Cont'd)

Segment results (Cont'd)

	Property investment RM'000	Construction RM'000	Property development and cultivation RM'000	Others RM'000	Adjustments and eliminations RM'000	Consolidated RM'000
Group						
31.05.2025 (Restated) (Cont'd)						
Other segment information						
Amortisation of right-of-use assets	225	-	98	5	-	328
Bad debts written off	-	-	-	7	-	7
Depreciation of property, plant and equipment	-	-	-	12	-	12
Fair value changes on investment properties	571	-	-	-	-	571
Impairment losses on:						
- trade receivables	-	-	-	429	-	429
- other receivables	-	-	-	28	-	28
Additions to non-current assets						
Right-of-use assets	-	-	-	90	-	90

30. Segment Information (Cont'd)

Geographical information

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

31. Financial Instruments

(a) Classification of financial instruments

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

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

	Group		Company	
	31.05.2026 RM'000	31.05.2025 RM'000 (Restated)	31.05.2026 RM'000	31.05.2025 RM'000
At amortised cost				
Financial assets				
Trade receivables	96	488	-	-
Other receivables *	2,239	189	47	-
Cash and bank balances	856	442	9	52
	3,191	1,119	56	52
Financial liabilities				
Trade payables	7,947	9,902	453	453
Other payables **	40,665	33,202	5,471	4,711
Amount due to subsidiaries	-	-	3,302	1,273
Lease liabilities	57	85	57	85
Bank borrowings	22,013	20,298	-	-
	70,682	63,487	9,283	6,522

* Excluding prepayments.
** Excluding financial guarantee liability.

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity and interest rate risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

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 these risks:

(i) Credit risk

Credit risk is the risk of a financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its trade and other receivables and deposits with banks. The Company's exposure to credit risk arises principally from advances to subsidiaries and financial guarantees given to licensed banks for credit facilities granted to subsidiaries. There are no significant changes as compared to previous financial year.

The Group has 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 placing deposits 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.

The Company provides unsecured loans and advances to subsidiaries and extends unsecured financial guarantees to banks for facilities granted to certain subsidiary. The Company monitors the financial performance of these subsidiary companies and their repayment behaviour on a continuous basis.

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

The gross carrying amounts of credit impaired trade receivables are written off (either partial or full) when 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. Nevertheless, receivables that are written off could still be subject to enforcement activities.

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

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 these risks: (Cont'd)

(i) Credit risk (Cont'd)

The carrying amounts of financial assets recognised in the statements of financial position represent the Group's and the Company's maximum exposure to credit risk, except for financial guarantees provided to banks for credit facilities granted to subsidiary companies. The Company's maximum exposure in respect of these guarantees amounts to RM22,013,000 (31.05.2025: RM20,298,000), representing the outstanding banking facilities of the subsidiary as at the end of the reporting period. In previous financial periods, certain subsidiaries defaulted on the repayment of its bank borrowings. The financial guarantee liability has been recognised in respect of the corporate guarantee provided by the Company for banking facilities granted to subsidiaries.

At the end of the reporting period, the Group's had concentration of credit risk relating to 1 (31.05.2025: 2) major customers which constituted 69% (31.05.2025: 32%) of its trade receivables; the Company does not have significant concentration of credit risk, except for advances to subsidiaries, determines the probability of default for these advances individually using internal information available.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as they fall due. 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 subsidiaries to enable the subsidiaries to meet their liabilities as and when they fall due.

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

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 these risks: (Cont'd)

(ii) Liquidity risk (Cont'd)

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

	On demand or within one year RM'000	Within two to five years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
Group				
31.05.2026				
Trade payables	7,947	-	7,947	7,947
Other payables	40,665	-	40,665	40,665
Lease liability	33	27	60	57
Bank borrowings	22,013	-	22,013	22,013
	70,658	27	70,685	70,682

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

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 these risks: (Cont'd)

(ii) Liquidity risk (Cont'd)

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

	On demand or within one year RM'000	Within two to five years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
Group				
31.05.2025 (Restated)				
Trade payables	9,902	-	9,902	9,902
Other payables	33,202	-	33,202	33,202
Lease liability	33	60	93	85
Bank borrowings	20,472	-	20,472	20,298
	63,609	60	63,669	63,487

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

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 these risks: (Cont'd)

(ii) Liquidity risk (Cont'd)

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

	On demand or within one year RM'000	Within two to five years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
Company				
31.05.2026				
Trade payables	453	-	453	453
Other payables	5,471	-	5,471	5,471
Amount due to subsidiaries	3,302	-	3,302	3,302
Lease liability	33	27	60	57
Financial guarantee contracts in relation to corporate guarantee given to certain subsidiaries *	22,013	-	22,013	-
	31,272	27	31,299	9,283

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

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 these risks: (Cont'd)

(ii) Liquidity risk (Cont'd)

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

	On demand or within one year RM'000	Within two to five years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
Company				
31.05.2025				
Trade payables	453	-	453	453
Other payables	4,711	-	4,711	4,711
Amount due to subsidiaries	1,273	-	1,273	1,273
Lease liability	33	60	93	85
Financial guarantee contracts in relation to corporate guarantee given to certain subsidiaries *	20,298	-	20,298	-
	26,768	60	26,828	6,522

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

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (cont'd)

The Company provides unsecured financial guarantee to licensed banks in respect of credit facilities granted to certain subsidiaries and monitors on an ongoing basis the performance of the subsidiaries. In the previous financial periods, certain subsidiaries defaulted on the repayment of its bank borrowings. The financial guarantee liability has been recognised in respect of the corporate guarantee provided by the Company for banking facilities granted to subsidiaries.

(iii) Interest rate risk

The Group's bank borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The Group manages its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group constantly monitors its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

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

	Group	
	31.05.2026	**31.05.2025**
	RM'000	**RM'000**
Floating rate instruments		
Bank borrowings	22,013	20,298

31. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Interest rate risk (Cont'd)

Interest rate risk sensitivity

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

A change in 1% interest rate at the end of the reporting period would have increased or decreased the Group's loss before tax by RM220,000 (31.05.2025: RM203,000), arising mainly as a result of lower or higher interest expense on floating rate financial liabilities. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

(c) Fair value of financial instruments

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

The carrying amount of long-term receivables and borrowings approximate their fair value as the loans will be re-priced to market interest rate on or near reporting date.

32. Capital Management

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

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

32. Capital Management (Cont'd)

The Group and the Company monitor capital using a gearing ratio, which is net debts divided by total equity. The Group's and the Company's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements. The gearing ratios at end of the reporting period are as follows:

	Group		
	31.05.2026 RM'000	**31.05.2025 RM'000 (Restated)**	**01.12.2023 RM'000 (Restated)**
Debts			
Bank borrowings	22,013	20,298	17,802
Less: Cash and bank balances	(856)	(442)	(351)
Net debts	21,157	19,856	17,451
Total equity	48,483	58,994	67,304
Net gearing ratio (times)	0.44	0.34	0.26

	Company		
	31.05.2026 RM'000	**31.05.2025 RM'000 (Restated)**	**01.12.2023 RM'000 (Restated)**
Debts			
Cash and bank balances, representing net debt	(9)	(52)	(55)
Total equity	7,226	(13)	3,933
Net gearing ratio (times)	*	*	*

* *The gearing ratio may not provide meaningful indicator of risk of borrowings.*

Since the end of the previous financial period, the Group had breached its covenants as disclosed in Note 17.

There was no change in the Group's and the Company's approach to capital management during the financial year.

33. Comparative Information

The comparative figures are for the financial period from 1 December 2023 to 31 May 2025. Consequently, the comparative figures for the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows and related notes might not be comparable.

Certain comparative figures have been reclassified in order to conform with current period's presentation.

34. Prior Year Adjustments

The Group has retrospectively restated certain balances previously reported in the financial statements for the financial period ended 30 November 2023. Accordingly, in preparing these financial statements for the financial year ended 31 May 2026, the comparative information as at and for the financial period ended 31 May 2025, together with the opening balances as at 1 December 2023, being the beginning of the earliest comparative period presented have been restated.

The details of the restatement and its impact on the financial position and financial performance of the Group and the Company are as follows:

		Group		
	Note	As previously stated RM'000	Adjustments RM'000	As restated RM'000
Statements of financial position as at 01.12.2023				
Non-current assets				
Investment properties	34(i), 34(ii)	46,830	(694)	46,136
Current assets				
Inventories	34(i), 34(ii)	63,867	(48,321)	15,546
Equity				
Accumulated losses	34(i)	171,870	49,015	220,885
Non-current liabilities				
Bank borrowings	34(iii)	(816)	816	-
Current liabilities				
Bank borrowings	34(iii)	(16,986)	(816)	(17,802)

34. Prior Year Adjustments (Cont'd)

The details of the restatement and its impact on the financial position and financial performance of the Group and the Company are as follows: (Cont'd)

		Group		
	Note	As previously stated RM'000	Adjustments RM'000	As restated RM'000
Statements of financial position as at 31.05.2025				
Non-current assets				
Investment properties	34(ii)	39,922	4,143	44,065
Current assets				
Inventories	34(ii)	19,689	(4,143)	15,546
Assets classified as held-for-sale	34(ii)	-	1,500	1,500
Equity				
Accumulated losses	34(iv)	229,062	133	229,195
Current liabilities				
Trade payables	34(iv)	(9,769)	(133)	(9,902)
Other payables	34(ii)	(31,702)	(1,500)	(33,202)
Statements of profit or loss and other comprehensive income for the financial period from 01.12.2023 to 31.05.2025				
Revenue	34(iv), 34(v), 34(vi)	4,713	(3,175)	1,538
Cost of sales	34(v), 34(vi)	(5,939)	3,613	(2,326)
Administrative expenses	34(i), 34(v)	(53,578)	48,444	(5,134)

34. Prior Year Adjustments (Cont'd)

The details of the restatement and its impact on the financial position and financial performance of the Group and the Company are as follows: (Cont'd)

		Group		
	Note	As previously stated RM'000	Adjustments RM'000	As restated RM'000
Statements of cash flows for the financial period from 01.12.2023 to 31.05.2025				
Cash flows used in operating activities				
Fair value changes in investment properties	34(v)	-	571	571
Impairment losses on investment properties	34(i)	10,215	(10,215)	-
Inventories written down	34(i)	38,800	(38,800)	-
Changes in working capital:				
- inventories	34(v)	2,071	(2,071)	-
- trade payables	34(iv)	1,769	133	1,902
- other payables	34(v)	1,710	1,500	3,210

		Company		
	Note	As previously stated RM'000	Adjustments RM'000	As restated RM'000
Statements of financial position as at 01.12.2023				
Equity				
Accumulated losses	34(vii)	266,443	17,802	284,245
Current liabilities				
Other payables	34(vii)	(3,279)	(17,802)	(21,081)

34. Prior Year Adjustments (Cont'd)

The details of the restatement and its impact on the financial position and financial performance of the Group and the Company are as follows: (Cont'd)

		Company		
	Note	As previously stated RM'000	Adjustments RM'000	As restated RM'000
Statements of financial position as at 31.05.2025				
Equity				
Accumulated losses	34(vii)	267,893	20,298	288,191
Current liabilities				
Other payables	34(vii)	(4,711)	(20,298)	(25,009)
Statements of profit or loss and other comprehensive income for the financial period from 01.12.2023 to 31.05.2025				
Administrative expenses	34(vii)	(1,530)	(2,496)	(4,026)
Statements of cash flows for the financial period from 01.12.2023 to 31.05.2025				
Cash flows used in operating activities				
Financial guarantee obligations	34(vii)	-	2,496	2,496

34. Prior Year Adjustments (Cont'd)

The details of the restatement and its impact on the financial position and financial performance of the Group and the Company are as follows: (Cont'd)

(i) In the previous financial period, certain investment properties and inventories of the Group remained registered in the name of a former subsidiary that had been disposed of and subsequently wound up. The Group recognised impairment losses of RM10,215,000 on the investment properties and write-downs of RM38,800,000 on the inventories due to uncertainties concerning their legal titles pursuant to Sale and Purchase Agreements ("SPAs").

On 27 January 2026, the High Court of Malaya in Kuala Lumpur confirmed that the SPAs relating to the inventories had been terminated. During the financial year, management reassessed the recognition of the properties based on the court order and the terms of the related SPAs, including those concerning the investment properties, management determined that the Group had not obtained legal title to or control over the properties. Accordingly, the initial recognition of the properties and the related losses previously recognised have been corrected retrospectively as prior-period errors.

(ii) The Group reassessed the reclassification of freehold buildings with a carrying amount of RM9,522,000 from investment properties to inventories made in the financial period ended 30 November 2023. Management identified that the criteria for the transfer to inventories had not been met as the Group had not commenced development of the buildings with a view to sale. Accordingly, the reclassification has been corrected retrospectively and the freehold buildings have been reinstated as investment properties in the restated comparative information.

(iii) The Group reassessed the reclassification of bank borrowings following the breach of certain subsidiary's loan covenants, the borrowings became immediately repayable and no waiver was obtained from the financial institution. Accordingly, the reclassification was corrected retrospectively and the non-current liabilities have been reinstated as current liabilities in the restated comparative information.

(iv) The Group identified that contractor fees of RM133,000 payable in the previous financial period had been omitted from the Company's net revenue recognition as an agent. Consequently, revenue was overstated and trade payables were understated by RM133,000. The error has been corrected retrospectively.

34. Prior Year Adjustments (Cont'd)

The details of the restatement and its impact on the financial position and financial performance of the Group and the Company are as follows: (Cont'd)

(v) The Group reassessed the sales of investment properties recognised in the previous financial period. The Group had recognised revenue of RM1,500,000 and cost of sales of RM2,071,000 upon execution of the SPAs. The Group identified that the conditions precedent remained unfulfilled and control of the buildings had not passed to the purchasers as at 31 May 2025. Accordingly, the revenue and cost of sales were reversed retrospectively.

The investment properties were remeasured at fair value with the resulting fair value loss recognised in profit or loss before being reclassified from investment properties to assets classified as held for sale when the relevant classification criteria were met.

(vi) The Group reassessed the contractual arrangements relating to the cultivation of oil palm by contractors and determined that the Group acted as an agent. In the previous financial period, the Group recognised gross revenue of RM2,322,000 and the corresponding cost of sales of RM1,542,000. Accordingly, revenue and cost of sales have each been reduced by RM1,542,000, resulting in net revenue of RM780,000 in the restated comparative information.

(vii) The Company reassessed the accounting for the corporate guarantee provided for banking facilities granted to Sri Lingga Sdn. Bhd., a wholly-owned subsidiary. Following the subsidiary's breach of certain loan covenants, the guaranteed borrowings became immediately repayable and no waiver was obtained from the financial institution. Accordingly, the omission was corrected retrospectively by recognising financial guarantee liabilities of RM17,802,000 and RM20,298,000 as at 30 November 2023 and 31 May 2025, respectively.

35. Material Litigations

(i) Public Bank Berhad v. Sri Lingga Sdn. Bhd.

Melaka High Court Originating Summons No. MA-24FC-162-10/2025

On 14 October 2025, Public Bank Berhad ("PBB") filed an originating summons against Sri Lingga Sdn. Bhd. ("SLSB"), a wholly-owned subsidiary of the Company, seeking an order to foreclose 1,040 subdivided parcels of land owned by SLSB to satisfy outstanding indebtedness of RM15,076,000 as at 20 August 2026.

The decision scheduled for 20 August 2026 was deferred following progress in settlement discussions and further case management by e-Review was fixed for 11 November 2026. The proceedings remained ongoing and no settlement had been concluded.

The Decision which was scheduled to take place on 20 August 2026, was deferred to another date and replaced with a Case Management (e-Review) on 11 November 2026 following positive progress on a possible amicable settlement between SLSB and the financial institution.

The liability is presented by the outstanding balance at the end of the reporting period.

(ii) TKY Plantation v. Sri Lingga Sdn. Bhd.

Case No. BB-A52NCvC-161-07/2026

On 14 July 2026, TKY Plantation filed a Writ of Summons and Statement of Claim against Sri Lingga Sdn. Bhd. ("SLSB"), a wholly-owned subsidiary of the Company, claiming RM260,551.85 for an alleged breach of contract.

On 19 August 2026, SLSB filed its Statement of Defence and a counterclaim against the Plaintiff amounting to RM675,000. The proceedings remained at the case-management stage with no further hearing date fixed and no court order issued.

35. Material Litigations (Cont'd)

(iii) Majlis Bandaraya Pulau Pinang v. ZKP Development Sdn. Bhd. ("ZKP")

Case No. PB-B51NCVC-9-06/2025

On 17 July 2025, Majlis Bandaraya Pulau Pinang filed a summons against ZKP in the Sessions Court of Butterworth for an amount of RM920,000. The Group had yet to appoint solicitors to represent ZKP in these proceedings.

(iv) Majlis Perbandaran Seberang Perai v. ZKP Development Sdn. Bhd. ("ZKP")

ZKP, a subsidiary of the Company, was named as the defendant in 23 summonses filed by Majlis Perbandaran Seberang Perai between 18 June 2025 and 24 September 2025 in the Sessions Court of Butterworth and the Magistrates' Court of Bukit Mertajam.

The case numbers are as follows:

1) PB-B51NCC-1-06/2025;
2) PB-B51NCVC-8-06/2025;
3) PB-B51NCVC-10-06/2025;
4) PC-A71NCVC-67-06/2025;
5) PC-A71NCVC-68-06/2025;
6) PC-A71NCVC-69-06/2025;
7) PC-A71NCVC-70-06/2025;
8) PC-A71NCVC-71-06/2025;
9) PC-A71NCVC-72-06/2025;
10) PB-B51NCVC-11-06/2025;
11) PC-A71NCVC-100-08/2025;
12) PC-A71NCVC-101-08/2025;
13) PC-A71NCVC-95-08/2025;
14) PC-A71NCVC-96-08/2025;
15) PC-A71NCVC-97-08/2025;
16) PC-A71NCVC-98-08/2025;
17) PC-A71NCVC-99-08/2025;
18) PC-A71NCVC-103-08/2025;
19) PC-A71NCVC-104-08/2025;
20) PC-A71NCVC-105-08/2025;
21) PC-A71NCVC-106-08/2025;
22) PC-A71NCVC-107-08/2025; and
23) PC-A71NCVC-108-08/2025.

The amounts stated in the proceedings for a total RM1,978,000 while no claim amount was stated for Case No. PB-B51NCVC-11-06/2025. The Group had yet to appoint solicitors to represent ZKP in these proceedings.

36. Date of Authorisation for Issue

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 30 September 2026.

DISCLOSURE OF FINANCIAL DATA FOR SHARIAH SCREENING

Pursuant to Paragraph 9.25A of the MAIN Market Listing Requirements and Paragraph 9.41(b) of the MAIN Market Listing Requirements, below are the financial data that are relevant for purpose of Shariah screening by the Shariah Advisory Council of the Securities Commission Malaysia. These include financial data on Shariah non-permissible income arising from the Group's business activities and interest-based financial position.

(a) Group Total Income and Total Assets

	Group	
	2026 RM'000	**2025 RM'000**
Revenue	761	1,538
Other income	35	566
Total Income	796	2,104
Total Assets	127,777	131,105

(b) Component of Financial Statements

	Group	
	2026 RM'000	**2025 RM'000**
(i) Cash Component		
Conventional Account/Instruments		
Cash and bank balances	856	442
(ii) Debt Component		
Islamic Financing		
Borrowing	3,941	3,941
Conventional Financing		
Borrowing	18,072	16,357

LIST OF PROPERTIES

No.	Address	Description	Approximate Areas	Existing Use	Tenure	Approximate Age of Building	Carrying Amount as at 31.05.2026	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	19	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 (HSD18574),1429 (HSD18575), 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	1,033 Subdivided lots Vacant orchard land, mixed development	Leasehold 99 years (Expire on 27.08.2108)	N/A	73,027,800	01.10.2025

ANALYSIS OF SHAREHOLDINGS
AS AT 28 AUGUST 2026

Issued and Paid-Up Share Capital	:	RM294,687,796.94
Number of Issued Shares	:	253,434,743 ordinary shares (inclusive of 2,390,850 treasury shares)
Class of Shares	:	Ordinary shares
Number of Shareholders	:	9,203
Voting Rights	:	One (1) vote per ordinary share held, on poll voting

ANALYSIS BY SIZE OF SHAREHOLDINGS AS AT 28 AUGUST 2026

Size of Shareholdings	No. of Shareholders	Percentage (%)	No. of Shares	Percentage (%)
Less than 100	364	3.96	14,057	0.01
100 – 1,000	7,051	76.62	2,157,882	0.86
1,001 – 10,000	1,273	13.83	4,266,502	1.70
10,001 – 100,000	397	4.31	11,944,922	4.76
100,001 - < 5% of shares*	115	1.25	133,486,553	53.17
5% and above **	3	0.03	99,173,977	39.50
TOTAL	**9,203**	**100.00**	**251,043,893**	**100.00**

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 28 AUGUST 2026

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

ANALYSIS OF SHAREHOLDINGS
AS AT 28 AUGUST 2026

SUBSTANTIAL SHAREHOLDERS
AS PER THE REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 28 AUGUST 2026

	Name of Substantial Shareholders	No. of Shares (Direct)	Percentage (%)	No. of Shares (Indirect)	Percentage (%)
1.	Iconworld Resources Sdn Bhd	47,500,000	18.92	-	-
2.	Lim Kon Lian	37,673,977	15.00	-	-
3.	M&A Nominee (Tempatan) Sdn Bhd SFGHK Limited for Tan Ewe Beng @ Ewe Beng Alvin Ng	14,000,000	5.58	-	-
		99,173,977	**39.50**		

THIRTY (30) LARGEST SHAREHOLDERS AS AT 28 AUGUST 2026
(BASED ON RECORD OF DEPOSITORS)

No.	Name of Shareholders	No. of Shares	Percentage (%)
1.	ICONWORLD RESOURCES SDN BHD	47,500,000	18.92
2.	LIM KON LIAN	37,673,977	15.00
3.	M & A NOMINEE (TEMPATAN) SDN BHD SFGHK LIMITED FOR TAN EWE BENG @ EWE BENG ALVIN NG	14,000,000	5.57
4.	ATTRACTIVE HOLDINGS SDN BHD	11,249,000	4.48
5.	M & A NOMINEE (TEMPATAN) SDN BHD EXEMPT AN FOR SFGHK LIMITED (ACCOUNT CLIENT)	11,000,000	4.38
6.	AFFIN HWANG NOMINEES (TEMPATAN) SDN BHD	9,580,300	3.81
7.	CUBETECH ASIA SDN BHD	8,825,000	3.51
8.	PASUKHAS PROPERTIES SDN BHD	7,485,400	2.98
9.	M&A NOMINEE (TEMPATAN) SDN BHD SFGHK LIMITED FOR CHAMPAGNE CARBON ASIA LIMITED	7,379,600	2.93
10.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT – AMBANK (M) BERHAD FOR TEOH SENG KIAN (SMART)	6,966,156	2.77
11.	AE EQUITY SDN BHD	4,500,500	1.79
12.	AFFIN HWANG NOMINEES (ASING) SDN BHD EXEMPT AN FOR SFGHK LIMITED (ACCOUNT CLIENT)	4,392,500	1.74
13.	PANG KIA FATT	4,012,000	1.59
14.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT – AMBANK (M) BERHAD FOR TEOH SENG AUN (SMART)	3,853,150	1.53

ANALYSIS OF SHAREHOLDINGS
AS AT 28 AUGUST 2026

THIRTY (30) LARGEST SHAREHOLDERS AS AT 28 AUGUST 2026 (BASED ON RECORD OF DEPOSITORS) (CONT'D)

No.	Name of Shareholders	No. of Shares	Percentage (%)
15.	PASUKHAS PROPERTIES SDN BHD	3,808,500	1.51
16.	M&A NOMINEE (ASING) SDN BHD EXEMPT AN FOR SFGHK LIMITED (ACCOUNT CLIENT)	3,253,700	1.29
17.	CGS INTERNATIONAL NOMINEES MALAYSIA (ASING) SDN BHD EXEMPT AN FOR CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD. (RETAIL CLIENTS)	2,819,297	1.12
18.	ANG KIAN YOU	2,810,800	1.11
19.	PERUSAHAAN SAUDEE SDN BHD	2,174,575	0.86
20.	CARTABAN NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR LGT BANK AG (LOCAL)	2,001,075	0.79
21.	HLB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SINAR MAJU ENTERPRISE SDN BHD	1,613,300	0.64
22.	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD MAYBANK SECURITIES PTE LTD FOR QUEK JIA YI	1,600,000	0.63
23.	YEONG TEIK DIONG	1,392,000	0.55
24.	MUHAMMAD AWALLUDIN BIN RAFIEE	1,391,700	0.55
25.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT – AMBANK (M) BERHAD FOR CHEN SAU MOU (SMART)	1,305,000	0.51
26.	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD MAYBANK SECURITIES PTE LTD FOR LAI YEE VOON	1,250,000	0.49
27.	PARLO TOURS SDN BHD	1,190,300	0.47
28.	SALINA LAI	1,180,000	0.47
29.	CHUAH KIM SENG	1,000,125	0.39
30.	TA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ATURAN PRISMA SDN BHD	991,800	0.39
	TOTAL	**208,199,755**	**82.93**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth ("25th") 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 **Wednesday, 18 November 2026 at 11.00 a.m.** or any adjournment thereof for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 May 2026 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1) — **(Please refer to Explanatory Note 1)**

2. To approve the payment of Directors' Fees and benefits payable up to an amount of RM346,000.00 for the period from 19 November 2026 until the next Annual General Meeting of the Company. — **Ordinary Resolution 1**

3. To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Constitution of the Company and being eligible, offer themselves for re-election:-

   (a) Mr. Ng Kok Hok — **Ordinary Resolution 2**
   (b) Ms. Kunamony A/P S.Kandiah — **Ordinary Resolution 3**

4. To re-elect Mr. Toh Boon Hsing who retires by casual vacancy pursuant to Clause 104 of the Constitution of the Company and being eligible, offers himself for re-election. — **Ordinary Resolution 4**

5. To re-appoint Messrs. UHY Malaysia PLT as Auditors of the Company for the financial year ending 31 May 2027 and to authorise the Directors to fix their remuneration. — **Ordinary Resolution 5**

SPECIAL BUSINESS:

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

6. **AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** — **Ordinary Resolution 6 (Please refer to Explanatory Note 5)**

   "**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.

   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

7. 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.

By Order of the Board
MERIDIAN BERHAD

WONG YOUN KIM
(MAICSA 7018778)
(SSM Practising Certificate No.: 201908000410)
Company Secretary
Selangor
30 September 2026

NOTES:-

1. Only depositors whose names appear in the Register of Depositors as at 11 November 2026 shall be eligible to participate in this 25th 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.

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 RM346,000.00 for the period from 19 November 2026 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 & 4 of the Agenda – Re-election of Directors

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 year ended 31 May 2026) had been undertaken, and the results were satisfactory to the Board.

4. Item 5 of the Agenda – Re-appointment of Auditors

UHY Malaysia PLT (AF 1411), being the Auditors of the Company for the financial year ended 31 May 2026, have expressed their willingness to continue in office.

5. Item 6 of the Agenda – Authority for Directors to Issue and Allot Shares

The Resolution proposed under Item 6 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.

6. 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.

FORM OF PROXY

MERIDIAN
MERIDIAN BERHAD
[Registration No. 200001005180 (507785-P)]
(Incorporated in Malaysia)

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-Fifth ("25th") 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 Malaysia on Wednesday, 18 November 2026 at 11.00 a.m at 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 RM346,000.00 for the period from 19 November 2026 until the next Annual General Meeting of the Company.		
2.	To re-elect Mr. Ng Kok Hok as the Director who retires in accordance with Clause 97 of the Constitution of the Company.		
3.	To re-elect Ms. Kunamony A/P S.Kandiah as the Director who retires in accordance with Clause 97 of the Constitution of the Company.		
4.	To re-elect Mr. Toh Boon Hsing as the Director who retires in accordance with Clause 104 of the Constitution of the Company.		
5.	To re-appoint Messrs. UHY Malaysia PLT as Auditors of the Company for the financial year ending 31 May 2027 and to authorise the Directors to fix their remuneration.		
6.	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 _____ 2026

_____
Signature of Member / Common Seal

Notes:-

1. Only depositors whose names appear in the Register of Depositors as at 11 November 2026 shall be eligible to participate in this 25th 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.

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AFFIX STAMP

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

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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.

MERIDIAN BERHAD
[Registration No. 200001005180 (507785-P)]
(Incorporated in Malaysia)

Lot 13.5a, Level 13, Menara Lien Hoe
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47410 Petaling Jaya
Selangor Darul Ehsan

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