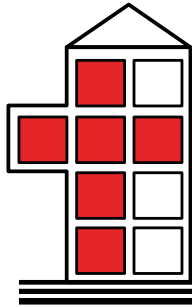


# SUSTAINABLE LIVING

FOR A BETTER TOMORROW



**TALAM TRANSFORM BERHAD**  
(Incorporated in Malaysia)  
192001000012 (1120-H)



ANNUAL REPORT  
**2024**



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## 99th Annual General Meeting

### Date

Wednesday,  
25/09/2024

### Time

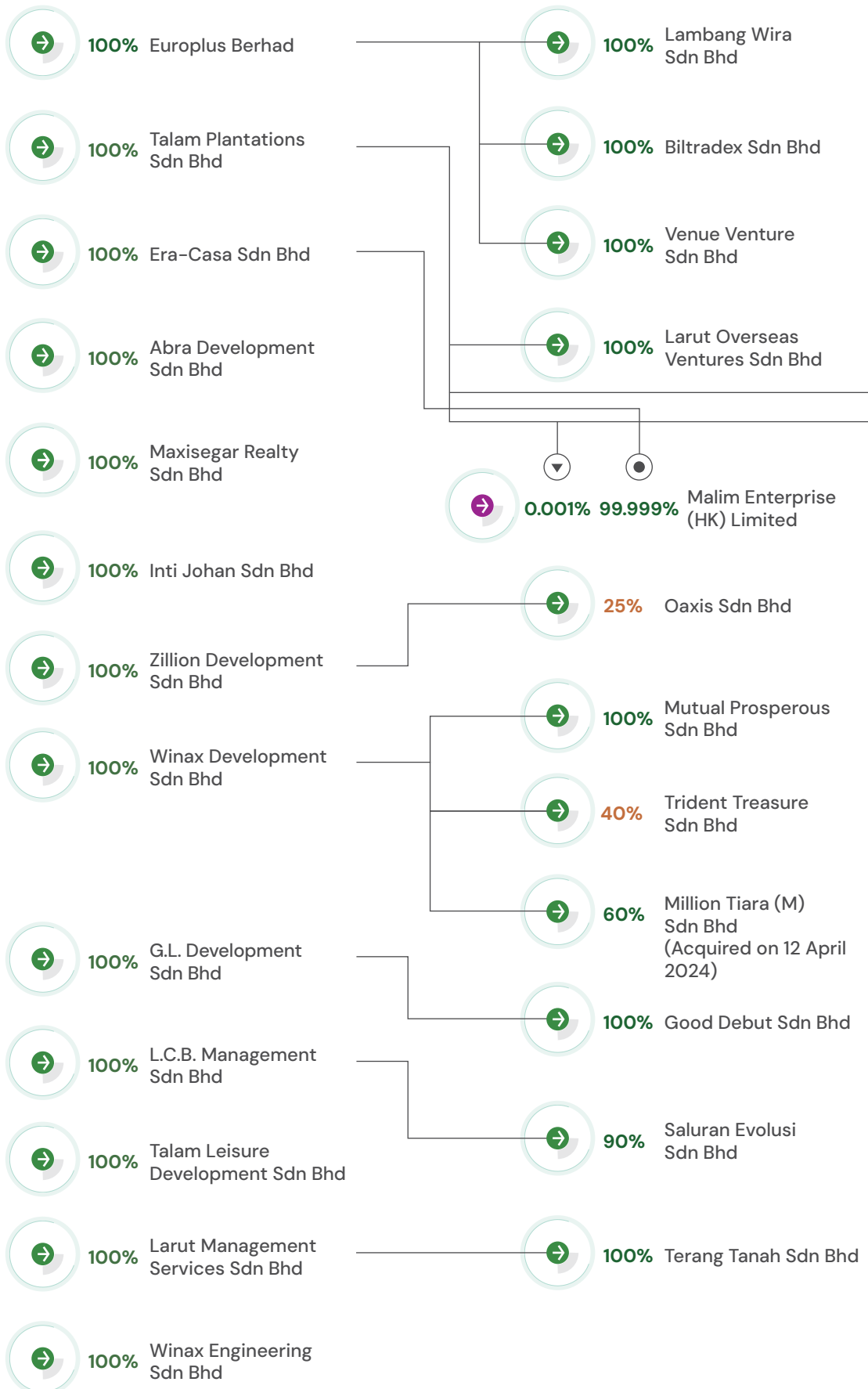
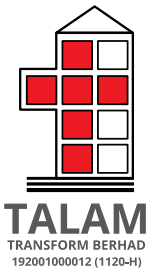
11.30 a.m.

### Venue

Pusat Konvesyen,  
Triump Convention Centre  
Lot 1.01, Level 1  
Menara Maxisegar  
Jalan Pandan Indah 4/2  
Pandan Indah  
55100 Kuala Lumpur

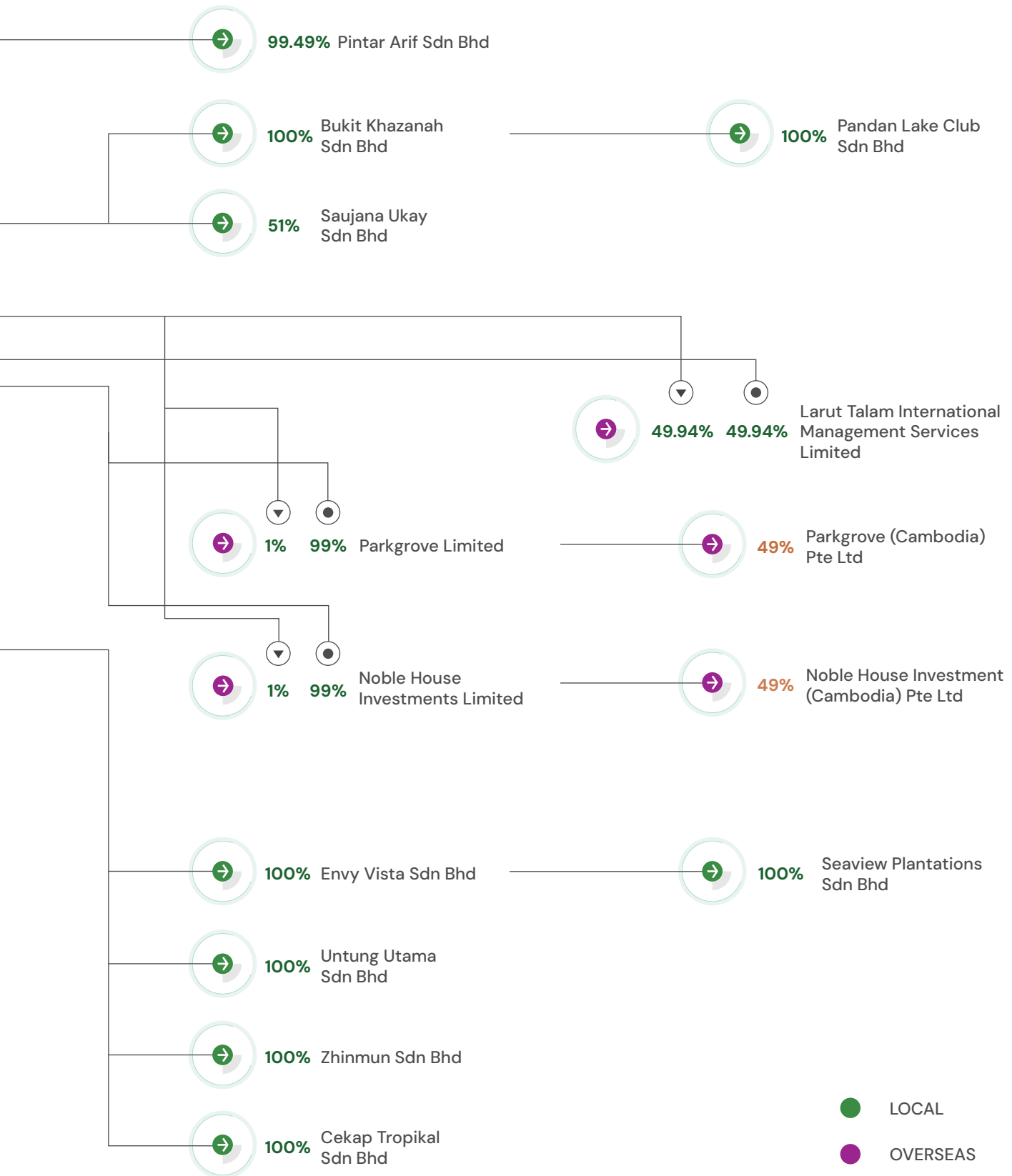
# Corporate Structure

## (3 July 2024)



# Corporate Structure

(3 July 2024)



- LOCAL
- OVERSEAS
- SUBSIDIARY
- ASSOCIATE

# Corporate Information



## BOARD OF DIRECTORS

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

**Chua Kim Lan**  
Executive Director

**Chan Tet Eu**  
Executive Director

**Tai Keat Chai**  
Independent Non-Executive  
Director

**Ling Chee Min**  
Independent Non-Executive  
Director

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

**Candice Chan Siu Ching**  
Alternate Director to  
Mr Chan Tet Eu

## AUDIT COMMITTEE

**Tai Keat Chai**  
Chairman  
Member of the Malaysian Institute of  
Accountants

**Dato' Abdul Hamid Bin Mustapha**  
Member

**Ling Chee Min**  
Member

## NOMINATION COMMITTEE

**Ling Chee Min**  
Chairman

**Dato' Abdul Hamid Bin Mustapha**  
Member

**Tai Keat Chai**  
Member

## REMUNERATION COMMITTEE

**Ling Chee Min**  
Chairman

**Dato' Abdul Hamid Bin Mustapha**  
Member

**Tai Keat Chai**  
Member

## COMPANY SECRETARY

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

## PRINCIPAL BANKER

Malayan Banking Berhad

## REGISTERED OFFICE

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

## SHARE REGISTRAR

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

## AUDITORS

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

## STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia  
Securities Berhad


Stock Code : 2259

Stock Name : TALAMT

## Profile of Directors



78 Age

 Nationality

 Gender

### DATO' ABDUL HAMID BIN MUSTAPHA

Chairman/Independent Non-Executive Director


Dato' Abdul Hamid Bin Mustapha, aged 78, male, Malaysian, Chairman/Independent Non-Executive Director, joined the Board of Talam Transform Berhad ("the Company") on 30 May 2023. He is a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company.

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

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



60 Age

 Nationality

 Gender

### CHUA KIM LAN

Executive Director

Chua Kim Lan, aged 60, female, Malaysian, Executive Director, joined Company on 1 October 2007.

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

## Profile of Directors



39 Age  
 Nationality  
 M Gender

**CHAN TET EU**

Executive Director

Chan Tet Eu, aged 39, male, Malaysian, Executive Director, joined the Board of the Company on 24 July 2014. He was formerly a Non-Independent Non-Executive Director prior to his re-designation as Executive Director (Business Development) on 1 May 2019.

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

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

His late father, Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon was a Director and Major Shareholder of the Company. His mother, Puan Sri Datin Thong Nyok Choo is a Director and Major Shareholder of the Company. His sister, Ms Chan Siu Wei is a Major Shareholder of the Company.



69 Age  
 Nationality  
 M Gender

**TAI KEAT CHAI**

Independent Non-Executive Director

Tai Keat Chai, aged 69, male, Malaysian, is an Independent Non-Executive Director of the Company. He was appointed to the Board of Directors of the Company on 30 May 2023. He is the Chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company.

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

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

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

In 1991, he was an Executive Director of A.A. Anthony Securities Sdn Bhd for 2 years prior to him selling off his equity interest to a listed company. Subsequent thereto, he worked as a dealers representative in Kenanga Investment Bank Berhad. Currently, he is a Director of Fiscal Corporate Services Sdn Bhd. He sits on the Board of Marine & General Berhad, MIDF Amanah Asset Management Berhad and HSS Engineers Berhad. He was an Independent Non-Executive Director of Rex Industry Berhad from 5 March 2015 to 31 March 2024 and Microlink Solutions Berhad from 28 August 2013 to 29 May 2024.

## Profile of Directors



66

Age



Nationality

M

Gender

### LING CHEE MIN

Independent Non-Executive Director

Ling Chee Min, aged 66, male, Malaysian, is an Independent Non-Executive Director of the Company. He was appointed to the Board of Directors of the Company on 30 May 2023. He is the Chairman of the Nomination Committee and Remuneration Committee, and a member of the Audit Committee of the Company.

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

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

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



79

Age



Nationality

F

Gender

### PUAN SRI DATIN THONG NYOK CHOO

Non-Independent Non-Executive Director

Puan Sri Datin Thong Nyok Choo, aged 79, female, Malaysian, is a Non-Independent Non-Executive Director of the Company. She was appointed to the Board of Directors of the Company on 25 July 2024.

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

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

Her late spouse, Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon was a Director and Major Shareholder of the Company. Her son, Mr Chan Tet Eu is an Executive Director and Major Shareholder of the Company. Her daughter, Ms Chan Siu Wei is a Major Shareholder of the Company.



## Profile of Directors



29

Age



Nationality

F

Gender

### CHAN SIU CHING CANDICE

Alternate Director to Mr Chan Tet Eu

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

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

She is the youngest daughter of Puan Sri Datin Thong Nyok Choo and the late Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon who was a Director and Major Shareholder of the Company. Her brother, Mr Chan Tet Eu is an Executive Director and Major Shareholder of the Company. Her sister, Ms Chan Siu Wei is a Major Shareholder of the Company.

#### Notes:

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



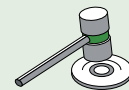
Any directorships in other public companies and listed issuers;



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



Any conflict of interest or potential conflict of interest with the Company;



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




Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 March 2024.

2. The details of the Directors' attendances at Board of Directors' Meetings held during the financial year ended 31 March 2024 are set out in the Corporate Governance Overview Statement on page 70 of this Annual Report.
3. The Directors' and Group Chief Executive Officer's shareholdings in the Company are disclosed in the Statement on Directors' and Group Chief Executive Officer's Interests of this Annual Report.

## Profile of Group Chief Executive Officer



64 Age

 Nationality

M Gender

### DATO' MOHAMAD RAZALI BIN MOHAMAD RAHIM

Group Chief Executive Officer

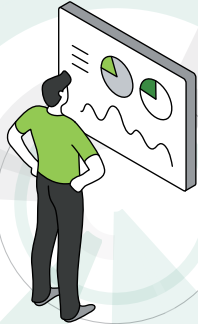
Dato' Mohamad Razali Bin Mohamad Rahim, aged 64, male, Malaysian, joined Talam Transform Berhad on 22 March 2019 as Group Chief Executive Officer.

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

#### Notes:

1. Save as disclosed, he has no directorships in other public companies and listed issuers.
2. He has no family relationship with any directors and/or major shareholders of the Company.
3. There is no conflict of interest with the Company. Within the past 5 years, he has no conviction for offences other than traffic offences.
4. During the financial year ended 31 March 2024, there was no public sanction or penalty imposed on him by the relevant regulatory bodies.

## Profile of Key Senior Management




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

Ms Chua oversees the Operations of the Group which covers Finance, Project, Contract, Sales & Marketing, Planning, Authority & Land Matters and Complex, Corporate Affairs Department which covers Corporate Finance, Human Resource, Administration & Purchasing, Legal and Secretarial Services. Mr Chan oversees the Business Development portfolio of the Group.

Dato’ Mohamad Razali Bin Mohamad Rahim works together with the Executive Directors to meet the objectives and goals of the Company.

### TAN BAK HAI


64 Age  
 Nationality  
 M Gender

Senior Vice President I of Sales & Marketing

Tan Bak Hai, aged 64, male, Malaysian, was appointed as Senior Vice President I of the Company on 1 January 2004. He oversees the day-to-day operation of the Sales & Marketing Department.

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

### SOO KAH PIK

62 Age  
 Nationality  
 M Gender

Chief Financial Officer

Soo Kah Pik, aged 62, male, Malaysian, joined the Company on 1 August 2014 as Vice President of Group Finance.

Mr Soo is a qualified accountant by profession and a member of the Malaysian Institute of Accountants.

He has a total of 39 years of broad experience in the fields of audit, accounting, secretarial and tax with 7 years working in Chartered Accountancy firms in the United Kingdom. In Malaysia, he served 12 years in the Hong Leong Group before departing as Group Financial Controller of Malaysian Pacific Industries Berhad. A further 11 years were spent in various other business sectors such as construction, information technology and broadcasting before he joined the Company. He also assumed the position of Company Secretary from 1 November 2014 and was subsequently appointed as the Chief Financial Officer on 1 March 2015.

## Profile of Key Senior Management

### Notes:

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



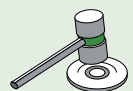
Any directorships in other public companies and listed issuers;



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



Any conflict of interest or potential conflict of interest with the Company;



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

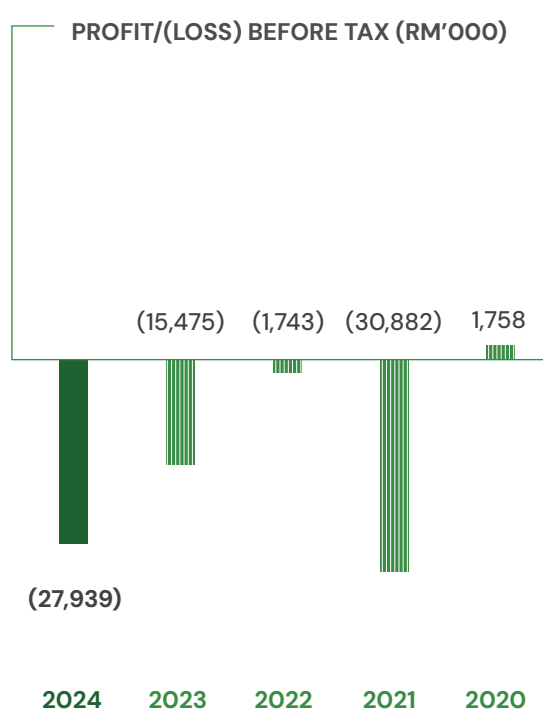
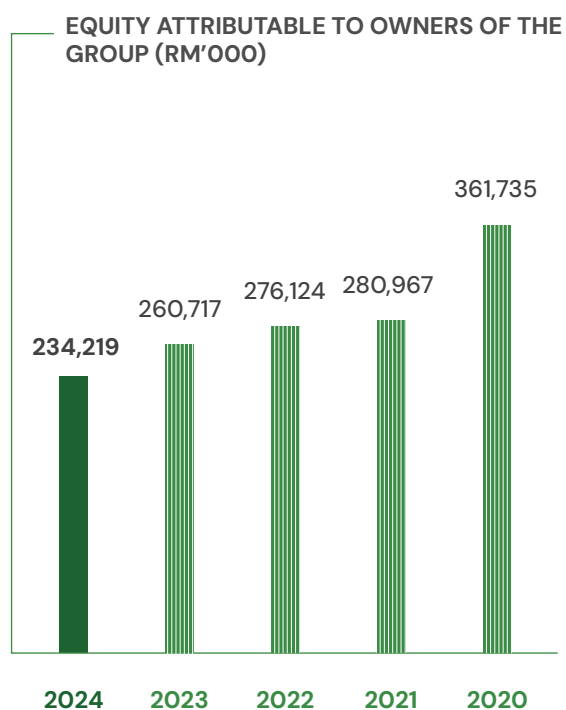
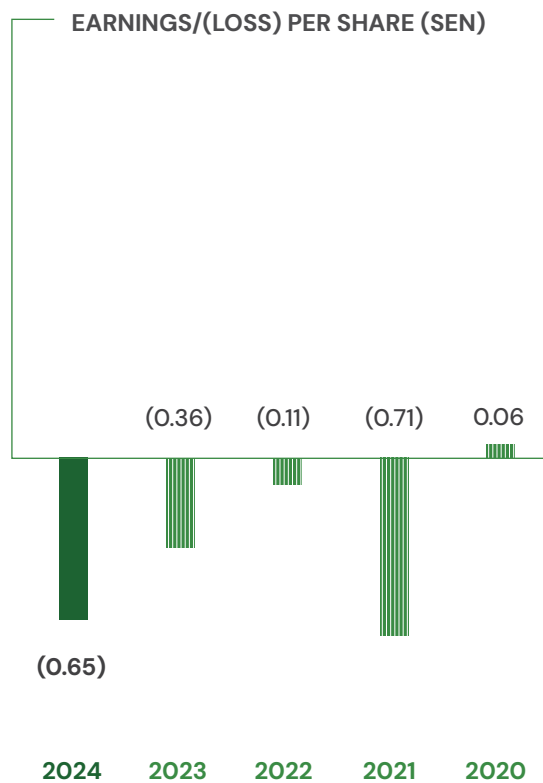
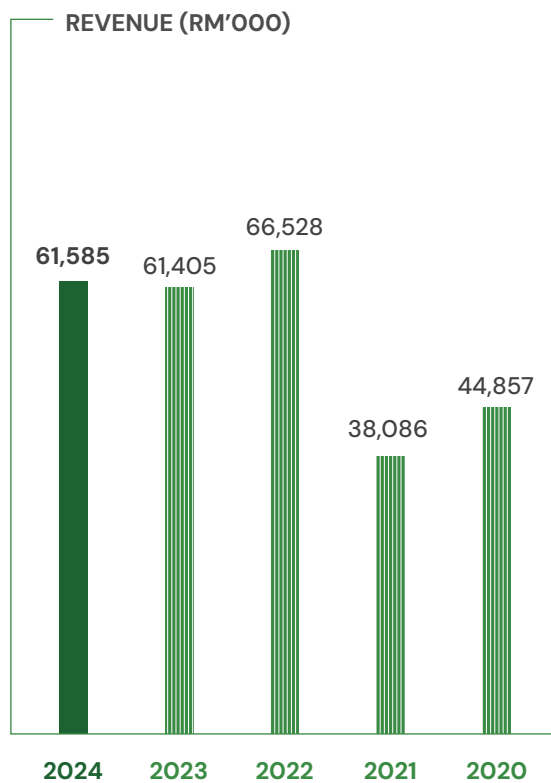


Any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 March 2024.

## Financial Highlights

		2024	2023	2022	2021	2020
<b>GROUP</b>						
Total Assets	RM'000	<b>629,207</b>	651,673	701,485	708,172	780,143
Total Liabilities	RM'000	<b>394,984</b>	389,126	423,404	425,640	425,831
Equity attributable to owners of the Company	RM'000	<b>234,219</b>	260,717	276,124	280,967	361,735
Revenue	RM'000	<b>61,585</b>	61,405	66,528	38,086	44,857
Profit/(Loss) before tax	RM'000	<b>(27,939)</b>	(15,475)	(1,743)	(30,882)	1,758
Profit/(Loss) after tax attributable to owners of the Company	RM'000	<b>(27,892)</b>	(15,407)	(4,843)	(30,479)	2,582
Earnings/(Loss) per share	Sen	<b>(0.65)</b>	(0.36)	(0.11)	(0.71)	0.06
Return on Assets	%	<b>-4.4%</b>	-2.4%	-0.7%	-4.4%	0.2%
Return on Equity	%	<b>-11.9%</b>	-6.0%	-1.8%	-11.0%	0.5%
Gearing Ratios		<b>0.18</b>	0.09	0.25	0.25	0.20
<b>COMPANY</b>						
Total Assets	RM'000	<b>559,415</b>	624,810	668,422	638,854	668,015
Total Liabilities	RM'000	<b>302,368</b>	333,020	353,916	368,887	349,930
Equity attributable to owners of the Company	RM'000	<b>257,047</b>	291,790	314,506	269,967	318,085
Revenue	RM'000	<b>550</b>	3,590	2,169	6,939	33,638
Profit/(Loss) before tax	RM'000	<b>(34,732)</b>	(22,693)	44,562	(48,118)	6,915
Profit/(Loss) after tax attributable to owners of the Company	RM'000	<b>(34,743)</b>	(22,716)	44,539	(48,118)	6,915
Return on Assets	%	<b>-6.2%</b>	-3.6%	6.7%	-7.5%	1.0%
Return on Equity	%	<b>-13.5%</b>	-7.8%	14.2%	-17.8%	2.2%
Gearing Ratios		<b>0.00</b>	0.01	0.13	0.16	0.13

# Financial Highlights





**Tan Sri Dato' (Dr) Ir Chan Ah Chye @  
Chan Chong Yoon  
1946 - 2024**

# *Special Tribute to The Late Tan Sri Dato' (Dr) Ir Chan Ah Chye*

We were deeply saddened with the loss of our late Tan Sri Dato' (Dr) Ir Chan Ah Chye ("Tan Sri Chan") who has passed away peacefully on 11th June 2024.

Tan Sri Chan was a man of great intelligence, grit and was passionate in everything he did. He started his first property development project known as Pandan Jaya in 1984 and further expanded to Pandan Indah and Pandan Perdana respectively, which was named "Pandan Triangle" within a short time span of 5 years.

He then successfully accomplished a reverse takeover of Talam Corporation Berhad on 15th October 1990, a company which he subsequently renamed, Talam Transform Berhad ("Talam") by injecting Maxisegar Sdn Bhd into it in exchange for 68,300,000 of Talam's ordinary shares. The paid-up capital for Talam before the takeover exercise was RM5,040,000 and it has grown many folds as at to date.

The golden thread that ran long through his life was his commitment to and passion in township development with affordable housing. During his 40 years in property development businesses and before Talam went into dire financial challenges in 2006, he had built more than 250,000 units of affordable homes consisting of low-cost flats, apartments and terrace houses ranging from only RM25,000 to RM300,000 per unit. His involvement in the affordable housing scheme program had indirectly benefited many B40, M40 and the poor, enabling them to secure a roof over their heads.

Talam went into a financial crisis in 2006 and even when all seemed hopeless, he did not walk away but instead, made every effort to settle with almost all the creditors over the years. Despite Talam being in financial distress, Tan Sri Chan was resourceful, firm in his resolve and steadfast in advancing his cause by creating win-win solutions for all parties, moving to foster positive relationships, but ultimately with the objective to fully settle all of Talam's debts one day. Through his sheer tenacity and single-minded effort, Talam's indebtedness has been progressively reduced from the peak of RM3 billion in year 2005 to less than RM0.4 billion as at to date. Had he not been firm in that commitment, or hesitated or wavered in those dark days of Talam, the fate of Talam would have turned out quite differently today.

Tan Sri Chan cared deeply for all his employees and his priority had always been for their welfare and wellbeing. He was concerned for his employees not just in the abstract, but personally and individually. All of Talam's employees will remember him as a generous and kind-hearted leader, especially by his portrayal on the art of giving.

As the Company bids farewell to our beloved Tan Sri Chan, all members of his corporate family will dearly miss him. His legacy will continue to echo in the hearts of fellow directors, the management and employees of Talam. We will never forget his generosity and contributions to the Company and to society. It is now our duty to continue carrying his entrepreneurial and philanthropic spirit, so that we can contribute to the change that we wish to see in this country.

Lastly, we would like to convey our deepest condolences to the family of the late Tan Sri Chan, may his soul rest in peace and his sharing of knowledge as well as wisdom be embedded as a guiding star to us, for preparing Talam, one of Tan Sri Chan's greatest legacies, to continue beyond him.



# Management Discussion and Analysis



## GROUP'S BUSINESS

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

In this Management Discussion and Analysis, we will provide a brief review of the property market, business, financial and operational performance of the Group for the financial year ended 31 March 2024 ("FY 2024").

## PROPERTY MARKET OVERVIEW

The slowdown in the world economy, especially in China and reduced external demand, have moderated Malaysia's economic growth in 2023. Malaysia's gross domestic product ("GDP") for 2023 has been normalised to 3.7% following a strong growth registered in 2022 at 8.7%. Growth has moderated amid a challenging external environment. This was due to slower global trade, the global tech downcycle and geopolitical tensions. However, Malaysia's GDP grew at a higher rate of 4.2% in the first quarter of 2024, which was driven by stronger private expenditure and a positive turnaround in exports.

Malaysia's property Sale Demand Index in 2023 has signaled a decrease in home demand from the peak levels in 2021. The main factors contributing to this decrease were declining housing affordability by potential home-buyers, arising from higher property prices due to escalating construction costs and the increase in Overnight Policy Rates ("OPR") from a low of 1.75% in May 2022 to 3% in 2023, resulting in increased monthly installments in end financing for house buyers.

To boost the property market, under Budget 2024, several allocations have been made by the Government in relation to the property sector, among which include:-

- Overall, a total of RM2.47 billion was allocated for the implementation of people's housing projects in 2024;
- A total of RM546 million is to be allocated to continue the implementation of 36 *Program Perumahan Rakyat* ("PPR"), including a new project in Kluang, Johor. 15 PPR projects are expected to be completed in 2024 to benefit 5,100 potential new residents;
- 14 *Program Rumah Mesra Rakyat* will be continued, with the construction of 3,500 housing units with an allocation of RM358 million;
- The Government will provide guarantees of up to RM10 billion under *Skim Jaminan Kredit Perumahan* ("SJKP") that will benefit 40,000 borrowers.

In the Ministry of Finance Malaysia's Economic Outlook 2024, Malaysia's GDP is forecast to expand by approximately 4.0% to 5.0% in 2024. GDP growth in 2024 is expected to be achieved through robust domestic demand, effectively offsetting the challenges posed by the moderate global growth, supported by the implementation of measures in the new National Energy Transition Roadmap, New Industrial Master Plan 2030, and the Mid-Term Review of the Twelfth Malaysia Plan. Economic growth is a catalyst for development and support demand for property. Thus, Malaysia's economic expansion is expected to positively influence consumer sentiment and spending, thereby supporting demand for residential and commercial properties in Kuala Lumpur and Selangor.

# Management Discussion and Analysis

## OVERVIEW OF GROUP'S BUSINESS

The Gaza conflict has added a layer of uncertainty to the overall economy. The escalation in construction costs since 2023, which is exacerbated by the removal of subsidies on diesel from June 2024 by the government, will have a great impact on the intended selling prices of future launches.

During the year under review, the Group did not launch any new development projects. We focused on our ongoing construction projects to ensure timely completion. We have successfully completed construction of the D'Seven Lagoon Perdana project and the Certificate of Practical Completion was issued on 31 March 2024; all the units have been sold. We have also completed the earthwork contract in Laman Putra.

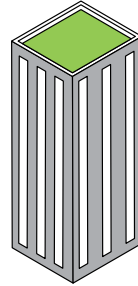
Our business and operations were adversely impacted by the rise in OPR in 2023 which is negatively affecting our target B40 house buyers for our Seroja Apartments, making it more difficult for them to meet the tough lending guidelines set by Bank Negara Malaysia. The same units often required repeated sales of 3 to 4 times before the sale could finally be closed. Nevertheless, through concerted marketing efforts, only 69 units are left as at 31 March 2024.

We have submitted two development orders for 42 units of shop offices in Bandar Saujana Putra and 1,107 units of terrace houses near Bukit Beruntung Golf and Country Club with a combined gross development value ("GDV") of approximately RM600 million and we target to commence sales launch during financial year ending 31 March 2025. We have also submitted development orders for two projects for our associate company, where we expect to be awarded contracts as principal contractors.

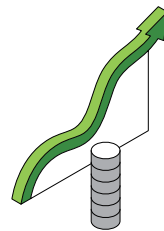
## GROUP FINANCIAL REVIEW

For the financial year ended 31 March 2024 ("FY 2024"), the Group achieved a revenue of RM61.59 million, which was just marginally higher than the RM61.41 million recorded for the previous financial year. The Group's gross profit was RM17.65 million, a year-on-year increase of 31.6% over the RM13.41 million recorded last year.

During the year, an additional land premium of RM8.60 million was incurred on the Group's up-coming Putra Perdana project and there was an impairment charge of RM5.54 million on its inventories. There were no other significant one-off exceptional or extraordinary items that affected the financial results of the Group.



We have successfully completed construction of the D'Seven Lagoon Perdana project and the Certificate of Practical Completion was issued on 31 March 2024; all the **units have been sold.**



The Group achieved a revenue of **RM61.59 million**, which was just marginally higher than the RM61.41 million recorded for the previous financial year.

Consequently, the Group posted a loss after tax of RM27.97 million for the financial year under review, an increase of RM12.44 million from the loss of RM15.53 million for the preceding financial year. The Group's single largest cost component is finance cost, accounting for RM20.18 million during FY 2024. The Group is pleased to report that this cost had slightly reduced by RM0.43 million year-on-year.

Because of the loss, total equity fell to RM234.22 million as at 31 March 2024 from RM262.55 million a year ago.

In spite of volatility in the local and global market, the management remains committed in managing the financial position of the Group prudently to ensure that the Group is prepared to meet any challenges or opportunities in the years to come.

At the end of FY 2024, the Group's total assets amount to RM629.21 million against total liabilities of RM394.98 million, resulting in a net assets position of RM234.22 million.

## Management Discussion and Analysis

### GROUP FINANCIAL REVIEW (CONT'D)

The Group will continue striving to improve its financial stability by strengthening its balance sheet through proactively monitoring its liquidity position. Even though the Group's total borrowings rose 60.44% to RM50.78 million from RM31.65 million, it was still able to maintain a low-risk gearing ratio, which is currently at 0.18, compared to last year's 0.09, positioning it well to receive fresh funding for future development growth.

The Group has on-going efforts to improve its operating cashflows, which included continuing to dispose the Group's inventories and monetize its non-strategic underperforming land banks. Sales of the Group's first fully completed "Build Then Sell" Seroja Apartments project is progressing, albeit at a slower than expected pace due to a high failure rate of the targeted lower income group in obtaining high-margin end-financing. As at 31 March 2024, the Group had already recognised RM32.14 million sales out of an estimated total of RM45 million.

During 2024, the Group had successfully negotiated with IJM Group to extend the repayment of RM235.76 million owing to them by two years to 21 May 2026 with terms to incorporate an amicable arrangement to set off a property to IJM Group to partially settle the amount and to charge certain properties to them as collateral for the balance.

During the financial year, a term loan facility of RM29.5 million that would be due on 31 May 2024 was extended to 31 May 2025.

### PROPERTY INVESTMENT AND DEVELOPMENT

As at 31 March 2024, the Group has an existing strategic land bank with gross land area of approximately 840 acres of development lands in choice locations in the State of Selangor. The Group has several new housing projects that have been approved by the authorities. The strategic choice landbank of the Group positions it to propel the future growth of its property development for the next 10 years.



#### (1) Existing Projects

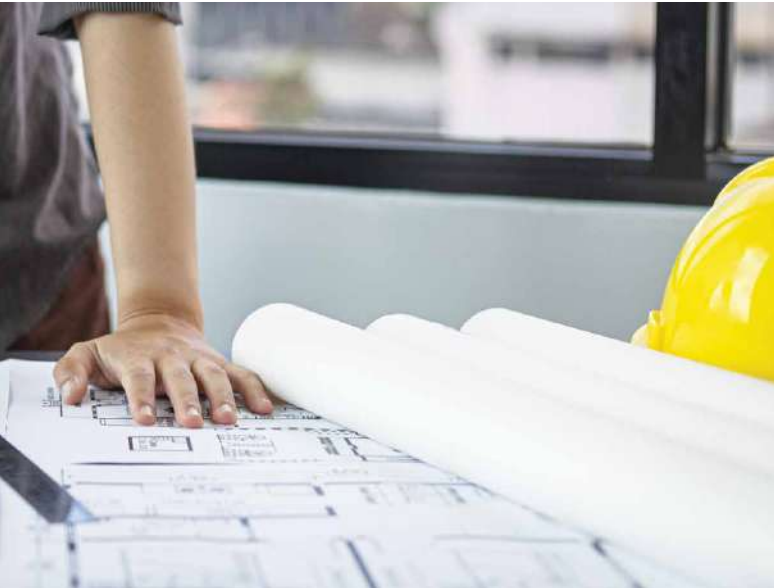
##### (a) Taman Puncak Jalil

Taman Puncak Jalil is located next to Technology Park along Sungai Besi-Puchong Road. Adjacent developments are Lestari Perdana on the southeast, Taman Equine on the south, Bandar Kinrara on the northwest and Bukit Jalil Sports Complex on the north. The project has remaining land bank of approximately 26 acres, with estimated Gross Development Value ("GDV") of RM610 million with an expected development period of six years.

##### (b) Putra Perdana

Putra Perdana is located on the southern side of Puchong-Kajang trunk road, 5km from Batu 14 Puchong, within Cyberjaya and adjacent to the Multimedia Super Corridor, 5km west of Putrajaya and 13km north of the Kuala Lumpur International Airport. The project has remaining land bank of approximately 66.78 acres, with an estimated GDV of RM3.22 billion.

## Management Discussion and Analysis



### (1) Existing Projects (Cont'd)

#### (c) Bukit Sentosa III

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

Bukit Sentosa III, with a balance gross land area of approximately 75.65 acres, is undertaken by TTB and Europlus Berhad, a wholly-owned subsidiary of TTB with an estimated GDV of about RM421 million.

#### (d) Bandar Bukit Beruntung

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

Bandar Bukit Beruntung has a balance gross land area of approximately 158.65 acres with an estimated GDV of RM450 million.

#### (e) Bukit Beruntung III

Bukit Beruntung III is a mixed development project undertaken by Europlus Berhad. The project is located adjacent to the east of Bandar Bukit Beruntung within Bukit Beruntung Township, off the east side of the North-South Expressway, some 50km due north of Kuala Lumpur City Centre. The development has a balance gross land area of 246.03 acres (excluding 76.90 acres of Janajaya Murni Sdn Bhd joint venture land pending fulfillment of conditions precedent) with an estimated GDV of RM1.09 billion.

#### (f) 42 Units of Shop Offices at Bandar Saujana Putra

This is a joint-venture development project undertaken by TTB and L.C.B. Management Sdn Bhd, a wholly-owned subsidiary of TTB. The development is part of Bandar Saujana Putra project and is located in Mukim Tanjong Duabelas, Daerah Kuala Langat, Negeri Selangor. The GDV is estimated to be RM59.5 million. The development is currently awaiting authority's approval for the confirmation of the validity of the existing development order for us to submit building plans and infrastructure plans for approval.

#### (g) Berjantai Bistari Land ("Shah Alam 2")

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

As at 31 March 2024, we have a remaining land of 91.39 acres and the group has issued a letter of intent to dispose the land at RM9 million to a potential purchaser to construct solar farming, conditional upon successful bidding and award of the project from the Government.

## Management Discussion and Analysis

### PROPERTY INVESTMENT AND DEVELOPMENT (CONT'D)

#### (2) Future Projects

##### (a) Selayang Green II

Selayang Green II is a residential development project undertaken by Zhinmun Sdn Bhd. The project measures gross land area of 50 acres and is located at Mukim of Batu, District of Gombak, State of Selangor. The GDV of Selayang Green II is estimated to be RM746 million and implementation is expected to be over a period of eight years. The development is currently in the process of submission of Master Planning Layout.

##### (b) Selayang Green I

Selayang Green I is a residential development project undertaken by Untung Utama Sdn Bhd. The project measures gross land area of 50 acres and is located at Mukim of Batu, District of Gombak, State of Selangor. The GDV of Selayang Green I is estimated to be RM696 million and implementation is expected to be over a period of seven years. The development is currently awaiting the endorsement of the detailed development planning approval.

#### (3) Joint Venture Projects

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

This is a joint venture development project undertaken by Janajaya Murni Sdn Bhd, the developer with the registered land owner of the proposed development, Europlus Berhad. The development spans 76.90 acres (48.51 net titles area) of land and is located within the mature township of Bukit Beruntung III. The development project has an estimated GDV of RM388 million, where Europlus Berhad will receive 16% sharing on GDV. The development is currently awaiting authority's approval on the development order amendment plan.

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

This is a joint-venture development project undertaken by Trident Treasure Sdn Bhd, a 40%-associate of the Group. The development is part of Taman Puncak Jalil project and is located next to Technology Park along Jalan Sungai Besi, Puchong road. The GDV is estimated to be RM450 million. The developer has just resubmitted an amendment to the existing development order to amend to 380 units of super-link terrace houses which will be more marketable for this location.

#### (4) Other Businesses

##### (a) Commercial Complexes

- (i) **Menara Maxisegar** – A 24-storey commercial complex comprising of 18-storey office tower, 3 levels of retail space and 3 levels of car park that fronts Jalan Pandan Indah 4/2 and is strategically located within the commercial centre of Pandan Indah. The complex contributed rental income of approximately RM2.28 million in the financial year ended 31 March 2024.
- (ii) **Pandan Kapital** – A 2-storey shopping complex with one level of basement car park that fronts Jalan Pandan Utama and is strategically located within the commercial centre of Pandan Indah. The Group currently own 82% of the retail space of the complex. The complex contributed rental income of RM2.86 million in the financial year ended 31 March 2024.

## Management Discussion and Analysis

### (4) Other Businesses (Cont'd)

#### (b) Construction

L.C.B. Management Sdn Bhd, a wholly-owned subsidiary of TTB, has completed its 2 projects awarded by Wonderful Insights Sdn Bhd and Xtra Touch Sdn Bhd, leaving a balance construction order book of RM8 million from Projek Alam 2012 Sdn Bhd.

### OUTLOOK AND PROSPECTS

With the new Malaysia Government's renewed focus on economic growth and reducing income disparity through a revised expansionary Budget 2024 of RM393.8 billion which is the largest budget in the nation's history, the Malaysian economy is expected to grow moderately by 4% to 5% in 2024. The government has allocated a total of RM2.47 billion for the implementation of people's housing projects in its 2024 budget.

Bank Negara Malaysia has not increased its OPR since the last increase on 3 May 2023 from 2.75% to 3.00%. It is likely that the OPR rate will remain unchanged for the next 1 to 2 years and this will ease the installment planning for house buyers in deciding whether or not to invest in property.

With the economy in recovery mode, we will step up on our turnaround strategy. We have and will continue to enhance the value creation of the Group's existing strategic land bank with net title area of approximately 840 acres of development lands in the State of Selangor. We will also continue to leverage on our strengths in affordable housing given our proven expertise and experience in developing affordable properties. With real demand from an expanding middle-income mass market of Malaysian buyers, we will capitalise on a rebound in demand to launch more affordable landed property projects priced at RM500,000 and below.

The construction sector was affected by the escalating construction cost in 2023 and we expect 2024 to be worse, caused by the removal of Government subsidies in diesel and the geopolitical events and logistical issues. These have affected the supply of almost all major construction materials, causing costs to increase significantly. Steel prices increased by 3.4% at the end of 2023, while cement saw an increase of almost 10% during the same period. The labour shortage problem had improved tremendously in 2023 due to the Government's efforts in relaxing and expediting the approval process of foreign workers permits.

The Group has completed two of its largest contracts awarded in FY 2024 and is confident that it will be able to replenish its order book in FY 2025 from upcoming joint venture projects.

As we move forward into FY 2025, new synergistic and collaborative partnerships or joint ventures are pivotal to unlock and realize the value of our assets. We are currently on an active mode to finalise two potential joint ventures with renowned developers to develop some of our existing land banks and we anticipate positive outcomes in FY 2025. The Group will continue to explore opportunities for new business collaborations or new investments.



## Management Discussion and Analysis

### ACKNOWLEDGEMENTS

Our Major Shareholder, the late Tan Sri Dato' (Dr) Ir Chan Ah Chye ("Tan Sri Chan") passed away peacefully on 11 June 2024 and we are deeply saddened to lose his leadership, guidance and contribution to the management and the Group. We extend our sincere condolences to his spouse, Puan Sri Datin Thong Nyok Choo and his children Chan Tet Eu, Chan Siu Wei and Candice Chan Siu Ching.

We express our sincere gratitude to the stakeholders who were instrumental in TTB's success in overcoming the challenges during the past years. It is through their support that we have been able to stay the course in 2024 and we will continue to thrive and grow with the backing of our stakeholders.

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

We extend a warm welcome to our new Non-Independent Non-Executive Director, Puan Sri Datin Thong Nyok Choo, spouse of the late Tan Sri Chan. We are also pleased to welcome Candice Chan Siu Ching, the youngest daughter of Puan Sri Datin Thong Nyok Choo, who has been appointed as the alternate director of her brother Mr Chan Tet Eu, an Executive Director of Talam, to under study, in line with the succession planning of the Company.

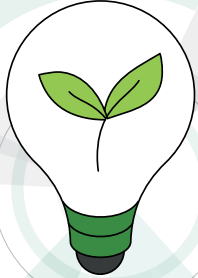
To the Management team, your unwavering commitment and dedication to drive the Group forward, even during these challenging times, is highly applauded.

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

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

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

# Sustainability Statement



At Talam Transform Berhad (“TTB” or “the Company”) and its subsidiaries (“the Group”), we are committed to operate our business in a sustainable manner. As a property developer and contractor of choice, our vision is centred on delivering affordable housing and ensuring the highest quality in construction works. Our mission ‘To achieve growth through sustainable development practices that meet the needs of the market and foster sustainable communities’, shows our commitment to not only building homes and infrastructure but also to doing so in a manner that prioritises environmental and social responsibility.

This Sustainability Statement (“Statement”) serves as proof of our dedication to sustainability across all aspects of our operations through three sustainability pillars: Economic and Governance, Environmental, and Social (“EES”). It outlines our belief that sustainable development is not just a responsibility but also an opportunity to create lasting value for our stakeholders, communities and the environment. Through transparent communication, we aim to integrate sustainability into every part of our business practices.

## REPORTING SCOPE AND PERIOD

This Statement covers the Group’s principal business activities such as property development, property investment, construction and property management in Malaysia for the financial year ended 31 March 2024 (“FY2024”).

We have excluded the agriculture division from our reporting scope due to challenges in securing financing and labour, and stringent planning requirements from authorities, which have minimal impact on the Group’s overall sustainability performance and progress.

Our reporting provides information relating to sustainability activities and initiatives undertaken from 1 April 2023 to 31 March 2024.

## REPORTING FRAMEWORKS AND STANDARDS

This Statement has been developed in accordance with the following reporting frameworks and guidance:

Main Market Listing Requirements (“MMLR”)

Sustainability Reporting Guide, 3rd Edition (“SRG”) issued by Bursa Malaysia Securities Berhad (“Bursa Malaysia”), 2022

Global Reporting Initiative (“GRI”) Standards

Malaysian Code on Corporate Governance, Updated April 2021 (“MCCG 2021”)



# Sustainability Statement

## TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES FRAMEWORK

While the implementation of the Task Force on Climate-related Financial Disclosures (“TCFD”) framework is not yet in effect, TTB is committed to adopting this framework. Currently, the Group is in the process of identifying and exploring strategies to integrate the TCFD recommendations into our reporting practices. We aim to demonstrate our dedication to sustainable business practices through the TCFD framework by 2025.

## FEEDBACK

We value your feedback on this Statement and any matters described here. For inquiries, comments and suggestions regarding this content of this Report, please contact us at [enquiry@ttransform.com.my](mailto:enquiry@ttransform.com.my).

## SUSTAINABILITY GOVERNANCE

The Group acknowledges the significance of sustainable development through effective sustainability governance practices. We acknowledge the necessity of aligning EES factors in our decision-making processes.

Below diagram represents the roles and responsibilities for each structure level. Our inclusive governance systems involve participation of the Board of Directors (“Board”), Sustainability Committee (“SC”) and the Heads of Departments. Our three-tier sustainability governance structure is designed to ensure comprehensive oversight of sustainability-related matters. In FY2024, the SC held two (2) meetings to review and deliberate on the sustainability matters for Sustainability Statement 2024 of the Company.



### Board of Directors (“Board”)

- Ultimate responsibility to ensure that sustainability efforts are embedded in the strategic direction of the Group;
- To provide overall direction and oversight of the Group sustainability initiatives;
- To drive the strategy for sustainability reporting enhancement progressively; and
- To provide final approval for all sustainability initiatives, policy and sustainability statement for disclosure purposes presented by the Sustainability Committee.



### Sustainability Committee (“SC”)

- Comprises of Executive Directors, Group Chief Executive Officer (“GCEO”), key senior management and operational managers;
- Oversees the formulation, implementation and effective management of our sustainability matters;
- Supported by Heads of Departments who are responsible for implementing the initiatives within the organisation;
- The Executive Directors and the GCEO will update the Board of key sustainability risks and opportunities;
- To conduct annual review of the sustainability policy; and
- To develop the Sustainability Statement for disclosure purposes in the Annual Report.

# Sustainability Statement

## SUSTAINABILITY GOVERNANCE (CONT'D)



### Heads of Departments (“HOD”)

- To facilitate stakeholders’ engagement session for identification of key sustainability matters;
- To assess the key sustainability matters and stakeholders involved or affected by the sustainability matters;
- To obtain and analyse input for disclosure purposes in the Annual Report; and
- To prepare the Sustainability Statement for disclosure purposes in the Annual Report.

## BUILDING A CULTURE OF COMPLIANCE AND INTEGRITY

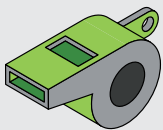
The Group implemented a range of policies designed to integrating them into daily operations and govern the business practices within TTB. The following specified policies establish guidelines and standards to ensure that the Group upholds the highest ethical principles, conducts its business activities with efficiency and demonstrates the integrity of its operations.



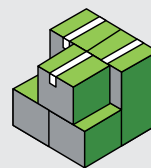
Anti-Bribery &  
Anti-Corruption Policy



Board Diversity Policy



Whistleblowing Policy



Procurement Policy and  
Procedures



Code of Ethics and Conduct



Sustainability Policy

## Sustainability Statement

### BUILDING A CULTURE OF COMPLIANCE AND INTEGRITY (CONT'D)

#### Sustainability Policy

Our Sustainability Policy, which was approved and in place since 9 January 2019, underscores our dedication to embrace EES and integrate these pillars into our business operations and aligning it with our business strategies. Among the key objectives of this Policy are:

- To operate with integrity and in compliance with high ethical, professional and legal standards, making economic, environmental, social and governance considerations as an integral part of our decision-making and control processes.
- To develop the property development business by offering our customers value-added products and services that help to improve the living standards of the communities.
- To innovate and increase the sustainability of both the construction process and business process through the creation of specific and measurable innovations.
- To create and stimulate dynamic conducive working environments, where priority is given to health, safety, diversity, human and professional development.
- To promote the adoption of sustainability practices among our suppliers and sub-contractors.

### STAKEHOLDER ENGAGEMENT

We highly value our stakeholders, acknowledging their vital role in achieving our sustainability objectives, as their roles either directly or indirectly impact our business operations. The Group is committed to understand the needs and concerns of our stakeholders as shown in the table below:

No	Stakeholders	Area of Interest	Stakeholder Feedback Channels	Engagement Frequency	Our Response
1	Customers	<ul style="list-style-type: none"> <li>• Product quality and pricing</li> <li>• Market demand</li> <li>• Customer complaints</li> <li>• Timely deliverable</li> </ul>	<ul style="list-style-type: none"> <li>• Company website</li> <li>• Sales &amp; promotion activities / Agent</li> <li>• Social media / Agent</li> <li>• Correspondence (via letter / WhatsApp / email)</li> </ul>	<ul style="list-style-type: none"> <li>• Quarterly</li> <li>• Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>• Product Quality, page 38</li> <li>• Customer Data Privacy and Security Protection, page 40</li> </ul>
2	Supplier / Contractor	<ul style="list-style-type: none"> <li>• Product quality and pricing</li> <li>• Timely payment</li> <li>• Timely deliverable</li> <li>• Milestones</li> <li>• Compliance with applicable laws</li> </ul>	<ul style="list-style-type: none"> <li>• Client and consultant meeting</li> <li>• Site meeting</li> <li>• Site / Factory / Showroom visit</li> <li>• Correspondence (via letter / WhatsApp / email)</li> </ul>	<ul style="list-style-type: none"> <li>• Quarterly</li> <li>• Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>• Procurement Practices, page 39</li> <li>• Water Management, page 41</li> <li>• Energy Management, page 42</li> <li>• Greenhouse Gas Emissions, page 43</li> <li>• Waste Management and Recycling, page 44</li> <li>• Health and Safety, page 52</li> </ul>

# Sustainability Statement

## STAKEHOLDER ENGAGEMENT (CONT'D)

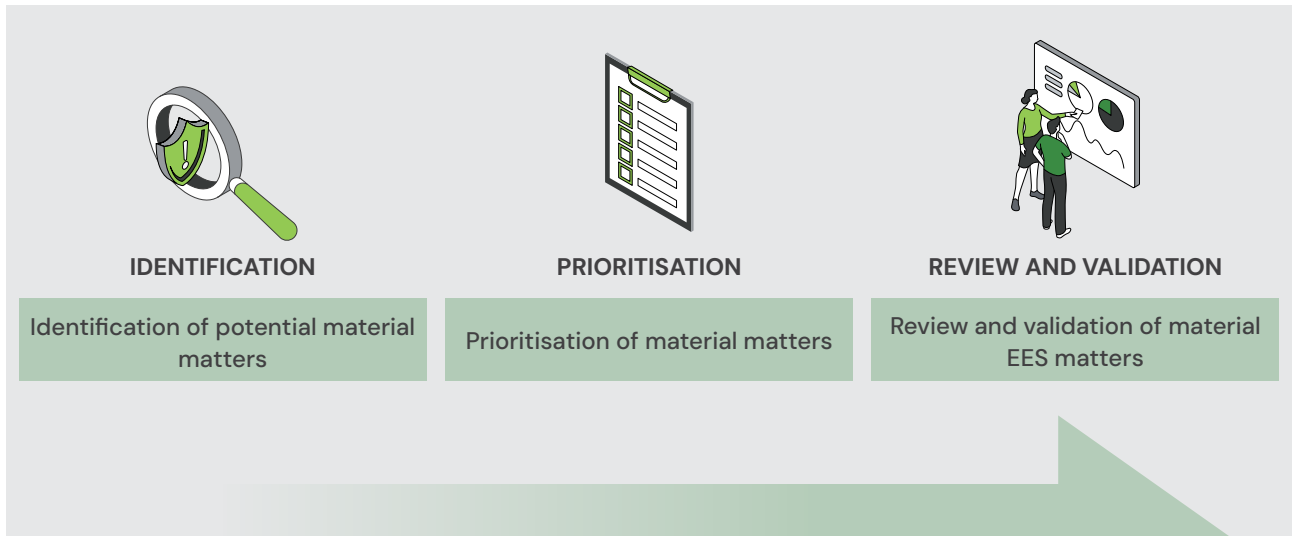
No	Stakeholders	Area of Interest	Stakeholder Feedback Channels	Engagement Frequency	Our Response
3	Investor / Shareholder	<ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Financial performance</li> <li>Ethical business conduct</li> <li>Sustainability / Governance</li> </ul>	<ul style="list-style-type: none"> <li>Annual general meeting</li> <li>Investor &amp; analyst briefing</li> <li>Company website</li> <li>Notice / Circular</li> <li>Announcement</li> <li>Quarterly financial report / Annual report</li> </ul>	<ul style="list-style-type: none"> <li>Annually</li> <li>Quarterly</li> <li>Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>Economic Performance and Business Growth, page 34</li> <li>Corporate Governance and Compliance, page 35-36</li> </ul>
4	Regulator / Authorities	<ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Approvals and permits</li> <li>Standards and certification</li> <li>Sustainability / Governance</li> </ul>	<ul style="list-style-type: none"> <li>Dialogue</li> <li>Seminar</li> <li>Meetings</li> <li>Correspondence (via letter / WhatsApp / email)</li> </ul>	<ul style="list-style-type: none"> <li>Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>Corporate Governance and Compliance, page 35-36</li> </ul>
5	Community	<ul style="list-style-type: none"> <li>Corporate social responsibility ("CSR")</li> <li>Donations and financial aids</li> <li>Contribution to social enhancement</li> <li>Environmental protection</li> </ul>	<ul style="list-style-type: none"> <li>CSR engagement</li> <li>Company website</li> <li>Social media</li> <li>Leaflets</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing</li> <li>Quarterly</li> <li>Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>Corporate Governance and Compliance, page 35-36</li> <li>Local Communities, page 53-54</li> </ul>
6	Media	<ul style="list-style-type: none"> <li>Corporate development</li> <li>Clarification to public</li> </ul>	<ul style="list-style-type: none"> <li>Press Interaction</li> <li>Social Media</li> </ul>	<ul style="list-style-type: none"> <li>Quarterly</li> <li>Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>Local Communities, page 53-54</li> <li>Health and Safety, page 52</li> </ul>
7	Employee	<ul style="list-style-type: none"> <li>Employees engagement</li> <li>Learning and development</li> <li>Career advancement</li> <li>Talent retention / Staff retention</li> <li>Succession Plan</li> <li>Remuneration / Benefits</li> </ul>	<ul style="list-style-type: none"> <li>Training seminar</li> <li>Town hall meeting</li> <li>Departmental meeting</li> <li>Performance appraisal</li> </ul>	<ul style="list-style-type: none"> <li>Monthly</li> <li>Quarterly</li> <li>Annually</li> <li>Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>Employment, page 45-46</li> <li>Diversity and Equal Opportunities, page 47-49</li> <li>Training and Education, page 50-51</li> <li>Health and Safety, page 52</li> </ul>
8	Financial Institution	<ul style="list-style-type: none"> <li>Financial performance</li> <li>Return on investment</li> </ul>	<ul style="list-style-type: none"> <li>Corporate announcements</li> <li>Media releases</li> <li>Quarterly results announcements</li> </ul>	<ul style="list-style-type: none"> <li>Quarterly</li> <li>Annually</li> <li>Ad-hoc</li> </ul>	<ul style="list-style-type: none"> <li>Economic Performance and Business Growth, page 34</li> </ul>

# Sustainability Statement

## MATERIAL MATTERS

We take into consideration the identified material sustainability matters in our business strategies which guide resource allocation towards our key sustainability issues. The materiality matters were re-assessed in FY2024 after receiving feedbacks from both internal and external stakeholders.

The diagram below summarises the key activities undertaken prior to identification and evaluating the relevancy of the material matters to the business and stakeholders.



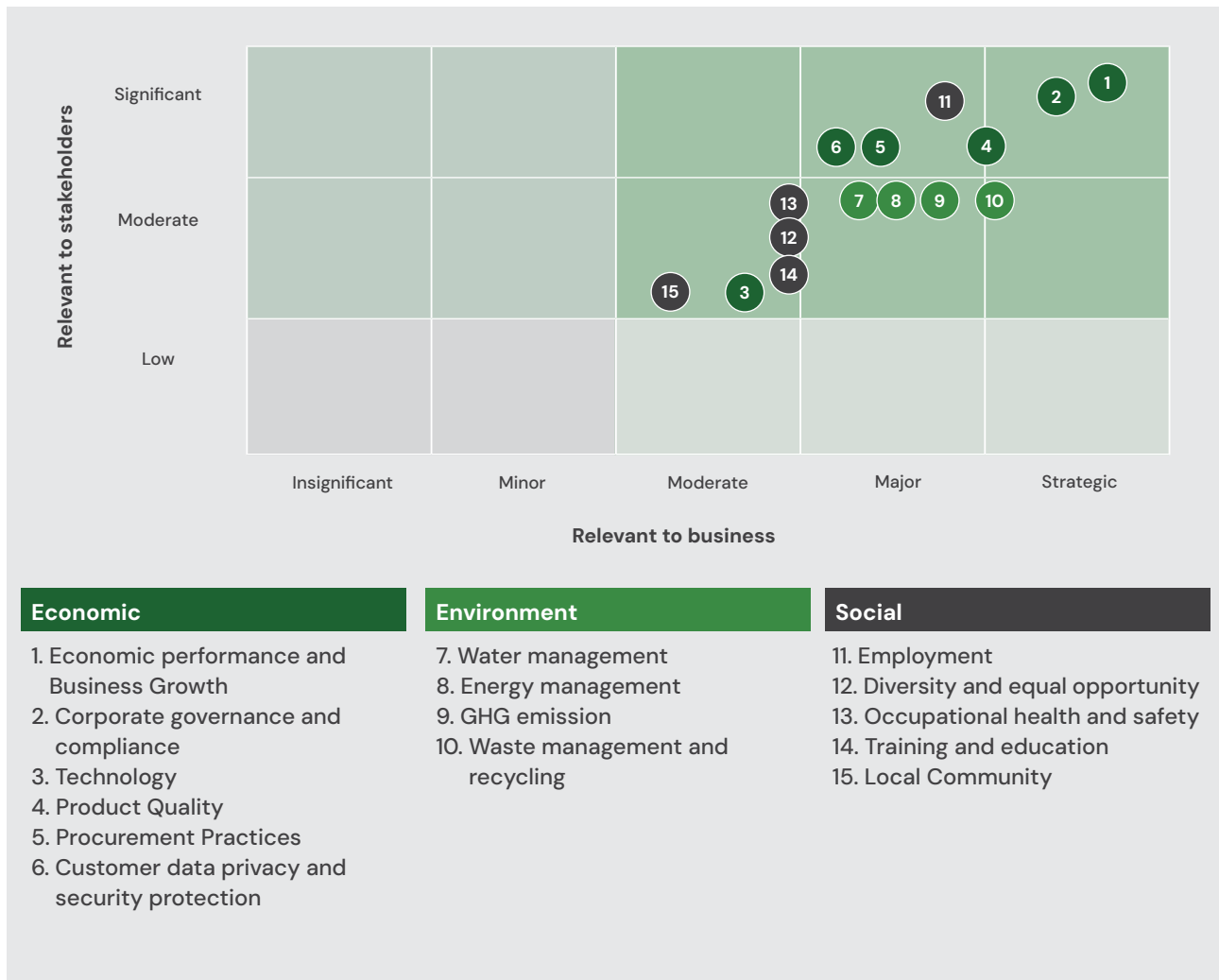
Our goal is to conduct a thorough materiality assessment every three (3) years and during FY2024, we performed a review on the material matters to consider whether the identified EES factors are still relevant as a result of our daily operations. The materiality assessment process undertaken has been reviewed by our Sustainability Committee and endorsed by the Board of Directors.



# Sustainability Statement

## MATERIAL MATTERS (CONT'D)

The material matters are amended and adjusted accordingly as updated in materiality matrix below.



Notes:

1. 'Technology', 'Environmental Pollution Management and Compliance', 'Diversity and Equal Opportunity' and 'Training and Education' are the new material matters included in the reporting.
2. 'Branding and Reputation' and 'Neighbourhood and Sustainable Community' are removed from the material matters as they are no longer deemed material for disclosure.
3. 'Innovative and Business Growth' is renamed to 'Economic Performance and Business Growth'.
4. 'Customer Satisfaction and Product Quality' is renamed to 'Product Quality'.
5. 'Procurement Practice and Supply Chain Management' is renamed to 'Procurement Practices'.
6. 'Water & Energy Management and Greenhouse Gas Emission' is separated into 'Water Management', 'Energy Management' and 'Greenhouse Gas Emission'.
7. 'Employee Benefit, Welfare, Well-Being', 'Career Advancement & Development and Recreation' is renamed to 'Employment'.
8. 'Occupational Health and Workplace Safety' is renamed to 'Occupational Health and Safety'.
9. 'Welfare and Corporate Social Responsibility ("CSR")' is renamed to 'Local Community'.

## Sustainability Statement

### RISKS AND OPPORTUNITIES / MEASURES

The material assessment helped to identify significant sustainability issues, prioritise actions, manage risks, capitalise on opportunities and create long-term value for stakeholders while contributing to sustainable development to achieve its goals and thrive in the long run.

Material Matters	Risks	Opportunities / Measures
Economic Performance and Business Growth	<ul style="list-style-type: none"> <li>Liquidity risk</li> <li>Funding risk</li> </ul>	<ul style="list-style-type: none"> <li>Expansion of business operations</li> </ul>
Corporate Governance and Compliance	<ul style="list-style-type: none"> <li>Non-compliance with rules &amp; regulations</li> </ul>	<ul style="list-style-type: none"> <li>Better corporate governance practice</li> </ul>
Technology	<ul style="list-style-type: none"> <li>Technology challenge</li> </ul>	<ul style="list-style-type: none"> <li>Ensure smooth operational flow</li> <li>Increase efficiency in the business operations</li> </ul>
Product Quality	<ul style="list-style-type: none"> <li>Skilled labour shortage</li> </ul>	<ul style="list-style-type: none"> <li>Improve customer satisfaction</li> </ul>
Procurement Practices	<ul style="list-style-type: none"> <li>Non-performing suppliers and / or vendors</li> </ul>	<ul style="list-style-type: none"> <li>Sustainable supply chain</li> </ul>
Customer Data Privacy and Security Protection	<ul style="list-style-type: none"> <li>Non-compliance with rules and regulations</li> <li>Cybersecurity risk</li> </ul>	<ul style="list-style-type: none"> <li>Robust data protection</li> <li>Increase stakeholders' confidence in our data protection plan</li> </ul>
Water Management	<ul style="list-style-type: none"> <li>Escalating costs</li> </ul>	<ul style="list-style-type: none"> <li>Reduce water cost</li> </ul>
Energy Management	<ul style="list-style-type: none"> <li>Escalating costs</li> </ul>	<ul style="list-style-type: none"> <li>Explore renewable energy sources</li> </ul>
Greenhouse Gas ("GHG") Emission	<ul style="list-style-type: none"> <li>Health, safety &amp; environmental hazards</li> </ul>	<ul style="list-style-type: none"> <li>Implementation of carbon reduction strategies</li> </ul>
Waste Management and Recycling	<ul style="list-style-type: none"> <li>Health, safety &amp; environmental hazards</li> </ul>	<ul style="list-style-type: none"> <li>Effective waste management and recycling initiatives</li> </ul>
Employment	<ul style="list-style-type: none"> <li>Succession planning</li> <li>Loss of key staff</li> </ul>	<ul style="list-style-type: none"> <li>Prioritisation of employee well-being and career advancement</li> </ul>
Diversity and Equal Opportunity	<ul style="list-style-type: none"> <li>Loss of key staff</li> <li>High staff turnover</li> </ul>	<ul style="list-style-type: none"> <li>Balanced understanding of customer and market needs</li> </ul>
Occupational Health and Safety	<ul style="list-style-type: none"> <li>Health, safety &amp; environmental hazards</li> </ul>	<ul style="list-style-type: none"> <li>Strong safety culture improves employee's wellbeing</li> </ul>
Training and Education	<ul style="list-style-type: none"> <li>Competency gap</li> <li>Non-competitive with market trend</li> </ul>	<ul style="list-style-type: none"> <li>Increase knowledge, productivity and staff development</li> </ul>
Local Communities	<ul style="list-style-type: none"> <li>Brand awareness</li> </ul>	<ul style="list-style-type: none"> <li>Improve branding through CSR initiatives</li> <li>Incorporate community centric approach into company business through CSR initiatives</li> </ul>

# Sustainability Statement

## KEY PERFORMANCE INDICATORS

The identification of key performance indicators (“KPIs”) has been developed through discussions with Management in FY2024. Aligned with the three pillars of Economic and Governance, Environment and Social, we have identified and implemented relevant initiatives to progress towards the effective achievement of these KPIs.

Material Matters	FY2024 Performance	FY2025 Targets
Economic Performance and Business Growth	<ul style="list-style-type: none"> <li>Experienced 0.3% increase in revenue for FY2024 compared to FY2023</li> </ul> <p><i>Action Plan:</i></p> <ol style="list-style-type: none"> <li><i>Proactive sales and development strategy aims to optimise asset utilisation and market opportunities.</i></li> </ol>	<ul style="list-style-type: none"> <li>To achieve 5% increase in revenue compared to FY2024</li> </ul>
Corporate Governance and Compliance	<p><b>0 case</b></p> <ul style="list-style-type: none"> <li>Achieved zero case of non-compliance</li> </ul>	<ul style="list-style-type: none"> <li>Maintain zero case of non-compliance</li> </ul>
Technology	<ul style="list-style-type: none"> <li>Continue leveraging existing technologies</li> </ul>	<ul style="list-style-type: none"> <li>Implement software technology to improve work efficiency</li> </ul>
Product Quality	<p><b>0 case</b></p> <ul style="list-style-type: none"> <li>Achieved zero incidents non-compliance with regulations concerning the health and safety impacts of products</li> </ul>	<ul style="list-style-type: none"> <li>Maintain zero incidents non-compliance with regulations concerning the health &amp; safety impacts of products</li> </ul>
Procurement Practices	<p><b>100% of engaging</b></p> <ul style="list-style-type: none"> <li>Achieved 100% of engaging local contractors</li> </ul>	<ul style="list-style-type: none"> <li>Maintain 100% of engaging local contractors</li> </ul>
Customer Data Privacy and Security Protection	<p><b>0 incident</b></p> <ul style="list-style-type: none"> <li>Achieved zero-incident record for data breaches</li> </ul>	<ul style="list-style-type: none"> <li>Maintain a zero-incident record for data breaches</li> </ul>
Water Management	<ul style="list-style-type: none"> <li>Increased water consumption by 15.6%</li> </ul> <p><i>Action Plans:</i></p> <ol style="list-style-type: none"> <li><i>All basin taps at toilets are to be installed with automatic self-closing taps.</i></li> <li><i>Ensure all public toilets at vacant floors are locked.</i></li> <li><i>Daily check for water leakages at relevant locations and to take appropriate actions.</i></li> </ol>	<ul style="list-style-type: none"> <li>Achieve a 2% reduction in water consumption compared to the previous year</li> </ul>
Energy Management	<ul style="list-style-type: none"> <li>Achieved 0.5% reduction of energy consumption</li> </ul> <p><i>Action Plans:</i></p> <ol style="list-style-type: none"> <li><i>Install LED energy-saving ceiling light fittings in all common areas.</i></li> <li><i>Ensure all air-conditioning timers are correctly set to switch on and off as needed.</i></li> <li><i>Ensure all common area building lighting timers are set correctly.</i></li> </ol>	<ul style="list-style-type: none"> <li>Achieve a 1% reduction in electricity consumption compared to last year while maintaining or improving occupant comfort and operational needs</li> </ul>



## Sustainability Statement

### KEY PERFORMANCE INDICATORS (CONT'D)

Material Matters	FY2024 Performance	FY2025 Targets
Greenhouse Gas ("GHG") Emission	<p><b>0.5% reduction</b></p> <ul style="list-style-type: none"> <li>Achieved 0.5% reduction in greenhouse gas emissions</li> </ul> <p><i>Action Plans:</i></p> <ol style="list-style-type: none"> <li>Refer to Action Plans stated in 'Energy Management'.</li> <li>Offer 50% car park discount for staff who opt for electric car.</li> <li>Subsidise 100% road tax and petrol claim cap at RM30 per month for staff who opt to travel by motorbike instead of car.</li> <li>Free car park for staff who is the lead driver for car pooling.</li> </ol>	<ul style="list-style-type: none"> <li>Attain a 1% reduction in greenhouse gas emissions while maintaining or increasing overall energy efficiency, as measured by energy intensity</li> </ul>
Waste Management and Recycling	<p><b>19% reduction</b></p> <ul style="list-style-type: none"> <li>Achieved a 19% reduction in waste generated compared to the prior year</li> </ul>	<ul style="list-style-type: none"> <li>Achieve a further 2% reduction in waste generation compared to the previous year</li> </ul>
Employment	<ul style="list-style-type: none"> <li>Employee turnover rate is at 11.7% compared to 3.9% in FY2023</li> </ul> <p><i>Action Plans:</i></p> <ol style="list-style-type: none"> <li>Enhance internal communication channels to ensure employees feel informed and connected to the organisation's goals and vision.</li> <li>Provide clear career development pathways and opportunities for advancement within the Group.</li> <li>Invest in training and development programmes.</li> <li>Review and enhance benefits packages.</li> </ol>	<ul style="list-style-type: none"> <li>To maintain employee turnover rate as per previous year</li> </ul>
Diversity and Equal Opportunity	<ul style="list-style-type: none"> <li>Young talent representation in the workforce remained unchanged</li> </ul> <p><i>Action Plan:</i></p> <ol style="list-style-type: none"> <li>Implement targeted recruitment strategies to improve gender and age diversity within the workforce.</li> </ol>	<ul style="list-style-type: none"> <li>To increase 1% of young talent representation in the workforce</li> </ul>
Training and Education	<ul style="list-style-type: none"> <li>Average of 5 training hours provided per employee for executive level and above</li> </ul>	<ul style="list-style-type: none"> <li>To provide 4 hours of training per employee per year for executive level and above</li> </ul>
Occupational Health and Safety	<ul style="list-style-type: none"> <li>Maintained a zero case of workplace accidents and incidents</li> </ul>	<ul style="list-style-type: none"> <li>Maintain zero case of workplace accidents and incidents</li> </ul>
Local Communities	<p><b>RM21,420</b></p> <ul style="list-style-type: none"> <li>RM21,420 spent on community engagement initiatives</li> </ul>	<ul style="list-style-type: none"> <li>To allocate same budget for community engagement as per previous year</li> </ul>

# Sustainability Statement



## ECONOMIC

Achieved

**ZERO**  
corruption cases  
reported in FY2024

**100%**  
local contractors  
engaged in FY2024



## SOCIAL

Recorded

**ZERO**  
lost time incident  
rate in FY2024

# KEY SUSTAINABILITY HIGHLIGHTS



## ENVIRONMENT

Planned Initiatives

**50%**  
car park  
discount  
offered for  
staff who opt  
for electric  
car

Subsidise  
**100%**  
road tax &  
petrol claim  
cap at RM30  
for motorbike

**FREE**  
car park for  
staff who  
is the lead  
driver for car  
pooling

# Sustainability Statement

## ECONOMIC

### Economic Performance and Business Growth

Economic Performance and Business Growth are vital aspects of sustainable business development, as they ensure the long-term viability and success of our projects. Achieving robust economic performance allows us to reinvest profits into future developments, driving business growth and innovation.



#### Our Approach

We have completed the construction of a 359-unit apartment in Lagoon Perdana and settled a long-outstanding RM42 million premium payment to enhance land value for a joint venture. To further improve our economic performance and business growth, we are enhancing our existing land banks by submitting amended planning layout plans. Our aim is to shift the focus on landed properties that carry less sales risks in line with the current market demand.

The Group is currently negotiating on several new joint venture projects located in Selangor. We had also submitted new development plans on various parcels of lands to the relevant authorities and some had already been approved. Notwithstanding the approvals, the Group is cautiously reassessing the development of new projects due to the current soft market condition, tight liquidity of the target customers and tough lending policies from the banks.



#### Our Performance

As of FY2024, we recorded a marginal increase in revenue of 0.3% due to the recognition of management fee income from a related company upon successful completion of its construction project. We aim to enhance economic performance by focusing on low risk landed properties, pursuing joint ventures and reassessing development of new projects due to current market conditions. This proactive sales and development strategy aims to optimise asset utilisation and market opportunities.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Revenue	RM'000	66,528	61,405	61,585
Revenue year-on-year comparison	Percentage (%)	-	-8%	+0.3%

# Sustainability Statement

## ECONOMIC

### Corporate Governance and Compliance

Effective governance structures enable prudent decision-making, risk management and protect stakeholder interests. Compliance with laws, regulations and industry standards demonstrates our commitment to upholding legal and ethical standards.



#### Our Approach

We have implemented the following policies and procedures to reinforce the governance structure.

FRAMEWORK / POLICIES	DESCRIPTION
<b>Anti-Bribery and Corruption Policy</b>	<p>TTB is dedicated to maintaining its integrity and adhering strictly to applicable laws, including the Malaysian Anti-Corruption Commission Act ("MACC"). This commitment is outlined in our Anti-Bribery and Corruption Policy ("ABC").</p> <p>The ABC Policy is available on our corporate website, for further details at <a href="https://www.ttransform.com.my/corporate-governance/">https://www.ttransform.com.my/corporate-governance/</a></p>
<b>Whistle Blowing Policy</b>	<p>TTB upholds Whistle Blowing Policy that enables stakeholders to report any concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud, waste and/or abuse. It also ensures protection for whistle blowers under Whistleblower Protection Act 2010 ("WPA") against any reprisals for their disclosures and maintains the confidentiality of reporting individuals.</p> <p>The Whistle Blowing Policy is available on our corporate website for further details at <a href="https://www.ttransform.com.my/corporate-governance/">https://www.ttransform.com.my/corporate-governance/</a>. Reports can be made through various channels as below, including directly to the Group's Head of Internal Audit Department in writing, by telephone, fax or e-mail. The disclosure should be addressed to:</p> <p><b>Mr Chong Yoon Khong</b>            Head of Internal Audit Department            Talam Transform Berhad            Unit 17.02, Level 17, Menara Maxisegar            Jalan Pandan Indah 4/2, Pandan Indah            55100 Kuala Lumpur, Malaysia            Phone : +603-42902272            Fax : +603-42977224            Report via email to <a href="mailto:ykchong@ttransform.com.my">ykchong@ttransform.com.my</a></p>
<b>Code of Ethics and Conduct</b>	<p>TTB shows their dedication in maintaining good ethics and conduct through this policy which sets out the principles and standards of business ethics and conduct of the Group to Directors and Employees.</p>
<b>Board Diversity Policy</b>	<p>The policy outlines the approach to achieve diversity on the Board of the Company.</p>

# Sustainability Statement

## ECONOMIC

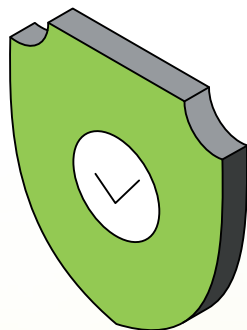
### Corporate Governance and Compliance (Cont'd)



### Our Performance

In FY2024, no trainings were conducted in relation to ABC policy. Despite this, we remain dedicated to preventing corruption and plan to conduct training every three years or whenever there are changes to the ABC policy. With the implementation of corporate governance and adherence to best business practices, we are proud to report that there have been no issues in relation to non-compliance in relation to anti-corruption and whistleblowing incidents in the FY2024.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
<b>Percentage of employees who have received training on anti-corruption by employee category:</b>				
Management	Percentage (%)	Nil	Nil	Nil
Executive	Percentage (%)	Nil	Nil	Nil
Non-executive	Percentage (%)	Nil	Nil	Nil
Confirmed incidents of corruption and action taken	Number	0	0	0
Percentage of operation assessed for corruption-related risk	Percentage (%)	-	-	50%



We are proud to report that there have been **no issues** in relation to non-compliance in relation to anti-corruption and whistleblowing incidents in the FY2024.

# Sustainability Statement

## ECONOMIC

### Technology

Technology plays a vital role in enhancing our business operations. Through the integration of technology solutions and digital tools, our business operations can achieve significant environmental, social and economic benefits.



### Our Approach

Our approach integrates technology solutions at every stage of our operations, from design and construction to operation and beyond.

In the early stages of project planning and design, our professional team uses the latest Building Information Modelling (“BIM”) software to create comprehensive digital models. This software enables our consultants to monitor and identify clashes at an early stage, before work begins on site. These models allow for meticulous planning and optimisation, resulting in more efficient use of resources and less waste during construction.



### Our Performance

In FY2024, we continue to utilise existing technologies to optimise the efficiency of our current systems. We remain committed to evaluating and integrating new technologies in the future if they align with our strategic objectives and provide operational benefits.

# Sustainability Statement

## ECONOMIC

### Product Quality

The Group remains dedicated to recognising the importance of customer satisfaction and upholding our status as a reliable developer and management service provider. We endeavour to enhance customer satisfaction by actively incorporating their input and upholding quality standards across our entire range of products and services.



### Our Approach

We are committed to delivering high-quality workmanship and values that align with the evolving expectations of our customers. To ensure quality housing, we have a dedicated and full-time quality control team conducting thorough checks.

Additionally, we conduct customer surveys to monitor project quality and undertake post-project evaluations to identify areas for improvement. Engaging with customers is equally vital as it provides valuable insights into their preferences and needs. Survey results are not available for this year due to the absence of project handovers.



### Our Performance

We did not have any handing over of properties / projects for FY2024. Thus, there is zero incident of non-compliance with regulations in relation to the product quality.



**0** there is zero incident of non-compliance with regulations in relation to the product quality.

# Sustainability Statement

## ECONOMIC

### Procurement Practices

Procurement practices are at the heart of our business. Efficient procurement ensures cost-effective sourcing, maintains quality standards and mitigates construction risks. Transparent and compliant procurement processes build trust, manage sustainability and effectively navigate regulations. Sound procurement practices contribute to project success, financial viability and long-term stakeholder satisfaction, underlining their indispensability in real estate development.



#### Our Approach

We are committed to local sourcing, supporting job creation and ensuring efficient, competitive and compliant practices. Our supplier pool includes both contractors and subcontractors who share our values and innovative approach. We set strict requirements for new suppliers and include sustainability clauses in contracts to raise standards and demonstrate the Group's commitment to sound procurement practices.

The core principles include compliance with applicable laws and the strict prohibition of illegal workers on project sites. We work with contractors to minimise harmful environmental impacts and collaborate to reduce negative social and environmental impacts. Our FY2024 plan enhances procurement efficiency and environmental responsibility. For consultants, it involves designing buildings to maximise daylight and ventilation, while for contractors, it focuses on maximising the life cycle of materials, managing waste and improving water and energy efficiency on site. In addition, we promote the use of environmentally friendly construction systems such as aluminium formwork.



#### Our Performance

In FY2024, our contractors and sub-contractors were evaluated, focusing on quality, compliance, timeliness and ethics with a goal of 100% local sourcing.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Percentage of Local Contractors	Percentage (%)	100%	100%	100%
Percentage of Foreign Contractors	Percentage (%)	0%	0%	0%
Total Amount Spent on Local Contractors	RM'000	28,681	28,594	25,606
Total Amount Spent on Foreign Contractors	RM'000	0	0	0



# Sustainability Statement

## ECONOMIC

### Customer Data Privacy and Security Protection

At TTB, our commitment to data privacy is critical to maintaining customer trust and driving business growth. We comply with legislation, including the Personal Data Protection Act 2010 (“PDPA”), and prioritise data protection as a strategic imperative. Robust governance measures ensure the confidentiality and security of customer data.



#### Our Approach

All employees have agreed upon and accepted on the non-disclosure obligation under their employment as part of our commitment to protecting customer privacy and safeguarding business information. This commitment is integral to our orientation programme to new employees, instilling a culture of compliance with corporate policies including customer privacy. We also get our customers to sign a written notice consenting for their personal data to be used, disclosed and further processed in accordance with the PDPA, upon execution of the booking form or other relevant documents with us.

We implement a comprehensive privacy and security programme, including adopting advanced encryption technology to prevent data leakage. Regular training for employees were held to cover data protection responsibilities and improve the employees’ ability to identify and respond to phishing emails.

#### Our Performance

In FY2024, there were no substantiated complaints concerning breaches of customer privacy and losses of customer data.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Number of breaches of customer data privacy	Number	0	0	0

# Sustainability Statement

## ENVIRONMENT

### Water Management

Efficient water management is critical to our business, particularly in our investment properties. Prioritising water management supports the Group's long-term success, environmental stewardship and sustainability.



#### Our Approach

TTB has implemented water conservation measures, including the installation of self-closing taps and daily inspections for prompt repairs of leaks in toilets and buildings. In our pursuit to optimise water use, appropriate monitoring system has been implemented such as conducting regular physical checks for leaked pipes / taps and replace them. We have also introduced initiatives such as rainwater harvesting in our new property development project which has collected approximately 2,809 m<sup>3</sup> of water.

The Group continues to explore measures to further reduce water usage, aligning with our dedication to a sustainable water future.



#### Our Performance

The water consumption of the Group has increased by 15.6% in FY2024 compared to prior year due to the increase in student population by one of our tenants. To address this, key actions include installing automatic self-closing taps on all basin taps, locking all public toilets on vacant floors and conducting daily checks for water leakages at relevant locations.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Water consumption <sup>1</sup>	Megalitres	18.50	18.75	21.69

Note:

<sup>1</sup> The data collected pertains to water consumption in Menara Maxisegar.

# Sustainability Statement

## ENVIRONMENT

### Energy Management

Efficient energy management is critical to our business as it leads to significant cost savings and improves operational efficiency. By minimising energy waste and consumption, the Group reduces its carbon footprint and contributes to environmental sustainability.



#### Our Approach

Our priority is to minimise electricity consumption, especially in our office building. We have implemented a number of measures to achieve this such as common areas are equipped with timers and lighting has been upgraded to energy-saving LED types. Escalators and lifts are deactivated during non-working hours and days to save energy. In addition, our air conditioners are timer controlled and maintained at comfortable temperatures to minimise electricity consumption while maintaining a comfortable environment.



#### Our Performance

In FY2024, total energy consumption decreased by 0.5% compared to FY2023, attributed to management initiatives in reducing the energy consumption. To achieve a 1% reduction in FY2025, the management plans to install LED energy-saving ceiling light fittings in common areas, ensure correct settings for air-conditioning timers and adjust common area building lighting timers.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Electricity consumption	Megawatt	1,656.67	1,711.17	1,703.44
Fuel (Petrol / Diesel)	litre	-	-	-
Total energy consumption	Megawatt	1,656.67	1,711.17	1,703.44
Percentage of energy consumption as compared to prior year	Percentage (%)	-	3.3%	- 0.5%

# Sustainability Statement

## ENVIRONMENT

### Greenhouse Gas Emissions

It is crucial to manage Greenhouse Gas ("GHG") emissions in view of the serious global climate warming. Efficient management of GHG emissions not only results in cost savings and reduced utility bills but helps reduce global warming on our planet.



#### Our Approach

The Group is committed to efficiently managing emissions across all scopes, with a particular focus on indirect business activities within Scope 2 and 3 emissions. While Scope 1 emissions primarily involve direct emissions from sources directly owned or controlled by the organisation, TTB's main operations as a property developer, and in property investment, construction and property management are mostly managed by subcontractors, thus we predominantly contribute to Scope 2 and 3 emissions.

Therefore, TTB prioritises implementing strategies to minimise emissions associated with purchased electricity and transportation. The Group strives to reduce its overall carbon footprint and advance environmental sustainability across its operations and developments.



#### Our Performance

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Scope 1 <sup>1</sup>	tonnes of CO <sub>2</sub> e	-	-	-
Scope 2 <sup>2</sup>	tonnes of CO <sub>2</sub> e	944.3	975.4	971.0
Scope 3 <sup>3</sup>	tonnes of CO <sub>2</sub> e	-	-	-
Total emissions	tonnes of CO <sub>2</sub> e	944.3	975.4	971.0
Percentage of emissions as compared to prior year	Percentage (%)	-	3.3%	-0.5%

Notes:

1. No data collection has been conducted in FY2022, FY2023 and FY2024.
2. Emission factors used to calculate Scope 2 are based on TNB electricity generation factors for 2018 factors of 0.57kgCo2/kWh and conversion factor of 1 tonnes = 1,000 kilograms.
3. No data collection has been conducted in FY2022, FY2023 and FY2024.

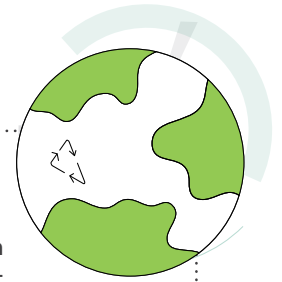
While we have not yet tracked the data for Scope 1 and Scope 3 emissions, we remain committed to improving our data collection and tracking methodologies next year. This initiative aims to deepen our understanding of our environmental impact, enhance the data accuracy and identify areas for improvement.

In FY2024, total emissions decreased by 0.5% compared to the previous year. With a target of achieving 1% reduction in FY2025, we plan to implement initiatives to encourage employees to reduce emissions as follows:

- 50% car park discount for staff who opt for electric car
- Subsidise 100% road tax and petrol claim cap at RM30 per month for staff who opt to travel by motorbike instead of car
- Free car park for staff who is the lead driver for car pooling

# Sustainability Statement

## ENVIRONMENT



### Waste Management and Recycling

At TTB, we prioritise proper waste management to reduce our environmental impact on surrounding communities, especially in our business operations. Efficient waste management not only minimises environmental harm but also contributes to cost efficiency, regulatory compliance and positive community relations.

### Our Approach

To manage waste disposal, we have engaged with licensed accredited contractors who ensure proper disposal at approved landfill sites. Additionally, we have installed closed-circuit television ("CCTV") to monitor for illegal dumping into rubbish bins in our office premise.

We prioritise reducing paper waste through paperless and electronic communication systems, and we opt for double-sided printing when necessary. In FY2025, we plan to collaborate with collection centres to implement recycling activities at Menara Maxisegar, Kuala Lumpur, and promote community recycling efforts.

### Our Performance

Total waste generated, particularly total waste directed to disposal recorded a decrease by 19.3% compared to prior year.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Total waste directed to disposal <sup>1</sup>	kg	169,500	163,000	131,500
Percentage of waste as compared to prior year	Percentage (%)	-	-3.8%	-19.3%

Note:

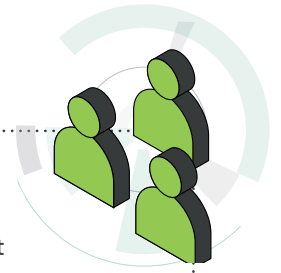
1. The waste data is based on assumption of 500kg of waste disposed per trip.

# Sustainability Statement

## SOCIAL




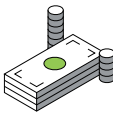

### Employment

The Group recognises that our employees are essential to our success. We firmly believe that investing in our employees is crucial for achieving our goals. That is why we offer competitive benefits aimed at ensuring the well-being and satisfaction of our employees.



### Our Approach

We recognise the importance of attracting and retaining talent to build a strong workforce. To achieve this, we prioritise regular feedback mechanisms and maintain open channels of communication. Our culture emphasises transparency and trust, empowering employees to voice their concerns and drive positive change within the Group. We also offer a comprehensive range of benefits, including the following:

<p>Leave</p> 	<ul style="list-style-type: none"> <li>• Annual leave up to 26 days</li> <li>• Compassionate leave</li> <li>• Emergency leave</li> <li>• Marriage leave</li> <li>• Sick leave</li> <li>• Maternity leave</li> <li>• Examination leave</li> <li>• Leave without pay</li> <li>• Prolonged illness leave</li> </ul>
<p>Medical</p> 	<ul style="list-style-type: none"> <li>• Medical consultation and treatment under Company's panel of doctors</li> <li>• Out-patient medical consultation and treatment from any registered medical practitioner during emergency will be paid by the Company</li> <li>• Annual medical examination</li> </ul>
<p>Insurance</p> 	<ul style="list-style-type: none"> <li>• Group hospital and surgical insurance</li> </ul>
<p>Allowances</p> 	<ul style="list-style-type: none"> <li>• Staff purchase discount</li> <li>• Mileage allowance</li> <li>• Parking and toll reimbursement</li> <li>• Sale launch allowance</li> <li>• Handphone reimbursement</li> <li>• Petrol and maintenance repair allowance</li> <li>• Outstation and overseas travel allowance</li> </ul>
<p>Others</p> 	<ul style="list-style-type: none"> <li>• Annual bonuses</li> </ul>

# Sustainability Statement

## SOCIAL

### Employment (Cont'd)



#### Our Performance

In FY2024, the employee turnover rate increased to 11.1% compared to 3.9% in the previous year. The increase of employee turnover was due to retirement age and foreign workers returning to their origin countries. To address this, we plan to enhance internal communication, provide clear career development pathways, invest in training and development programmes and review benefit packages.

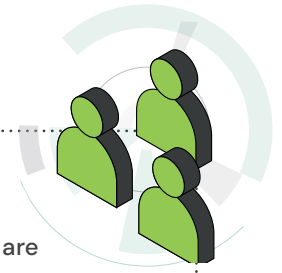
Indicator	FY2022	FY2023	FY2024
<b>Percentage of Employees</b>			
Permanent Employee	77%	71%	73%
Contract	23%	29%	27%
<b>Total Number of Employee Turnover by Employee Category</b>			
Management	2	1	5
Executive	1	2	2
Non-executive	1	0	2
Total new hires	0	2	17
Turnover rate	5.0%	3.9%	11.1%
<b>Employee Breakdown by Nationality</b>			
Local	96.2%	96.1%	98.8%
Foreigner	3.9%	3.9%	1.2%
Number of substantiated complaints concerning human rights violations	Nil	Nil	Nil

# Sustainability Statement

## SOCIAL

### Diversity and Equal Opportunities

We are committed to fostering diversity and inclusivity within our workplace. With this effort, we are not only strengthening TTB but also making a positive impact on the communities we serve.



### Our Approach

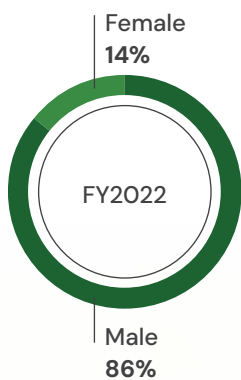
Our goal is to establish a space that embraces individuals from a diverse background, thus harnessing a wide array of perspective and experiences. This diversity fosters innovation, creativity and resilience, which allows us to adapt and thrive in an ever-changing market. We strive to foster an inclusive workplace where every individual feels valued, respected and empowered to contribute their unique talents and insights.

### Our Performance

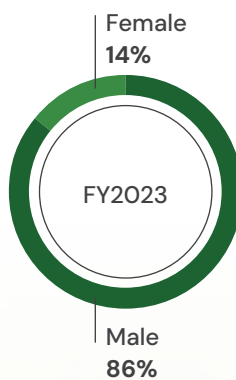
#### Board Diversity

The Board of TTB comprises 83% male members and 17% female members. We recognise the importance of achieving a 30% diversity ratio of female members, as outlined in the MCCG. The Board is committed to assessing and appointing members based on their relevant experience, expertise and contributions to the Group.

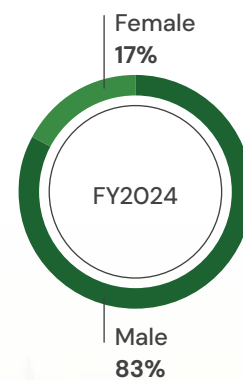
#### Percentage of Directors by Gender Group



Total of Directors: 7



Total of Directors: 7



Total of Directors: 6



# Sustainability Statement

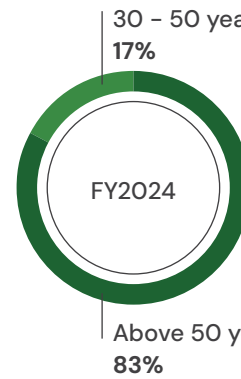
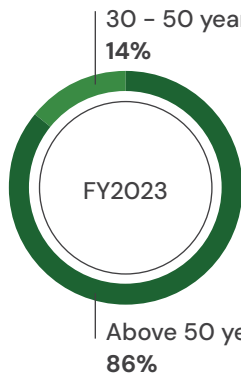
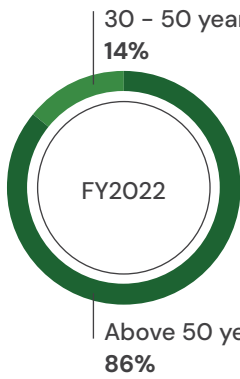
## SOCIAL

### Diversity and Equal Opportunities (Cont'd)



#### Board Diversity (Cont'd)

##### Percentage of Directors by Age Group

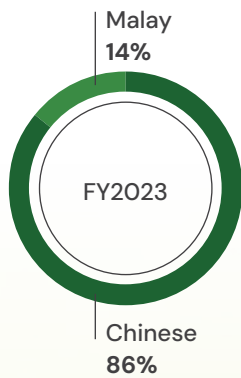
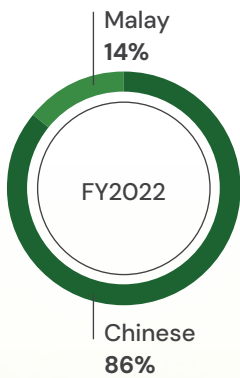


Under 30 years old	0%
30 – 50 years old	14%
Above 50 years old	86%

Under 30 years old	0%
30 – 50 years old	14%
Above 50 years old	86%

Under 30 years old	0%
30 – 50 years old	17%
Above 50 years old	83%

##### Percentage of Directors by Ethnicity Group



Malay	14%
Chinese	86%
Indian and Others	0%

Malay	14%
Chinese	86%
Indian and Others	0%

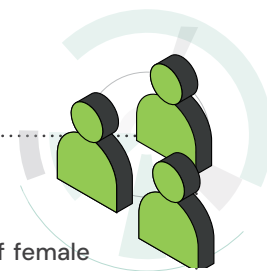
Malay	17%
Chinese	83%
Indian and Others	0%

# Sustainability Statement

## SOCIAL

### Employee Diversity

We have a total of 85 employees at the Group, comprising 53% of male employees and 47% of female employees. As of March 2024, the majority of Management level was above 50 years old. For the Executive level, the age distribution was similar, with a balanced representation of employees aged 30 – 50 years and those over 50 years old. However, young talent representation specifically employees under 30 years old, remained unchanged. In FY2025, the Group aims to increase this representation by 1% through targeted recruitment strategies to enhance gender and age diversity within the workforce.



Indicator	FY2022	FY2023	FY2024
<b>Percentage of Employees by Gender Group:</b>			
Management – Male	61%	68%	57%
Management – Female	39%	32%	43%
Executive – Male	47%	49%	47%
Executive – Female	53%	51%	53%
Non-executive – Male	67%	69%	67%
Non-executive – Female	33%	31%	33%
<b>Percentage of Employees by Age Group:</b>			
<b>Management</b>			
Under 30 years old	0%	0%	0%
30 – 50 years old	9%	8%	9%
Above 50 years old	91%	92%	91%
<b>Executive</b>			
Under 30 years old	14%	8%	2%
30 – 50 years old	56%	59%	49%
Above 50 years old	30%	33%	49%
<b>Non-executive</b>			
Under 30 years old	0%	0%	13%
30 – 50 years old	33%	31%	33%
Above 50 years old	67%	69%	54%
<b>Percentage of young talent compared to prior year</b>			
Under 30 years old	-	-4%	0%

# Sustainability Statement

## SOCIAL

### Training and Education

Our Group holds a steadfast commitment to nurturing the growth and development of our employees through training programmes. We firmly believe that investing in our employees not only enhances individual capability but also secures the future success of our Group.

### Our Approach

We assess the performance of each employee through an annual performance appraisal process by identifying the employee’s strengths and areas for improvement. This personalised approach enables us to tailor training initiatives to meet the needs of every employee, ensuring maximum effectiveness in skill development and productivity enhancement. We also pay for their annual subscription fee to further encourage them to pursue their professional development.

Furthermore, we offer a diverse range of training opportunities, including both internal and external training programmes conducted by industry experts. Our employees attended various internal / external trainings and conferences in areas such as sustainability, corporate governance and financial as shown below:

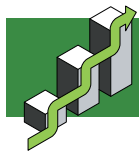
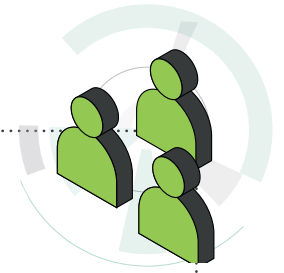


By fostering a culture of continuous learning and providing ample opportunities for upskilling, we empower our employees to stay ahead in their respective fields and contribute meaningfully to the Company’s growth and success.

# Sustainability Statement

## SOCIAL

### Training and Education (Cont'd)



#### Our Performance

In FY2024, we spent 139 hours on training, investing RM11,650 in internal and external training to employees.

Indicator	Measurement Unit	FY2022	FY2023	FY2024
<b>Training Hours by Employee Category:</b>				
Management	Hours	4.0	51.5	123.0
Executive	Hours	0	4.0	16.0
Non-executive	Hours	0	0	0
Total Training Hours	Hours	4.0	55.5	139.0
Average training hours per employee	Hours	4	4	5

# Sustainability Statement

## SOCIAL

### Health and Safety

We recognise health and safety as the well-being of our employees which is also the foundation of our success. Thus, we prioritise health and safety of our employees and contractors in our business by creating a safe and conducive working environment.



#### Our Approach

At TTB, we strive to adhere to all relevant statutory requirements and regulations concerning health and safety as stipulated by the Department of Safety & Health (“DOSH”) to prevent job-related injuries and illnesses and aim for zero fatalities.

While our Company currently does not have an established Health, Safety and Environment (“HSE”) Policy or Committee in place internally, we prioritise the safety and well-being of our employees and stakeholders. To ensure adherence to HSE standards, we require all our subcontractors to have HSE policies and committees in place. Furthermore, recognising the importance of having an HSE Policy, we plan to establish our own HSE Policy and Committee next year. This initiative underscores our commitment to fostering a safe and healthy work environment for all our employees.

One of our employees attended health and safety training sessions in FY2024. For FY2025, we plan to schedule training sessions to certify two (2) staff members as safety officers for our office. We will continue to conduct regular safety trainings, monitor health and safety, develop relevant manuals and plan audits to achieve the target of zero fatalities in the workplace.



#### Our Performance

In FY2024, there were no injuries or casualties recorded at all our construction sites and office.

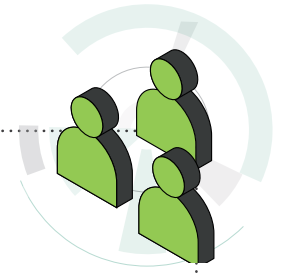
Indicator	Measurement Unit	FY2022	FY2023	FY2024
Number of work-related fatalities	Number	0	0	0
Total man hours worked	Hours	140,888	136,584	153,040
Lost time incident rate	Percentage (%)	0	0	0
Number of employees trained on health and safety standards	Number	0	0	1

# Sustainability Statement

## SOCIAL

### Local Communities

We believe in fostering good relationship with our local communities by reaching out to them via community projects. Our commitment extends beyond mere presence as we believe in forging genuine connections, understanding the needs, challenges and aspirations of each community member.



### Our Approach

Through our initiatives and partnerships, several community projects were organised in FY2024 as follows:



#### Community Legal Aid Services

*Collaborated with Ricky Tan & Co in providing legal aid services to the community in need*



#### JOM Shopping Event

*Collaborated with Giant supermarket and Dewan Undangan Negeri to support community in need*



#### Health and Dental Programme

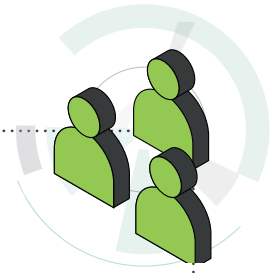
*Collaborated with Universiti Sains Islam Malaysia ("USIM") to promote awareness on the importance of health and dental care*



# Sustainability Statement

## SOCIAL

### Local Communities (Cont'd)




### Our Performance

TTB’s contribution to the local communities for FY2024 was as follows:

Indicator	Measurement Unit	FY2022	FY2023	FY2024
Total amount invested in the community where the target beneficiaries are external to the listed issuer	RM	21,420	21,420	21,420
Total number of beneficiaries of the investment in communities	Number	90	237	128

### MOVING FORWARD STATEMENT

As we move forward, we are committed to advancing sustainability in all aspects of our operations. Our mission is to make living better for our customers. To achieve this, we will continue to innovate, collaborate and take actions to foster economic resilience, minimise our environmental footprint and promote social equity, as outlined in the following:

- Short Term – Increase revenue by 5% to help sustain the Company
- Medium Term – To attract, recruit and train young talent for succession planning
- Long Term – To incorporate green environment into our future projects such as planting more trees



# Sustainability Statement

## ASSURANCE STATEMENT

In strengthening the credibility of the Sustainability Statement, selected parts of this Sustainability Statement have been subjected to an internal review by the Company's internal auditors and have been approved by the Audit Committee.

The subject matters covered by the internal review include the following indicators:

Material Matters	Subject Matter
Economic Performance	Revenue
Procurement Practices	Percentage of local contractors
	Total amount spent on local contractors
Energy Management	Energy consumption (electricity)
Water Management	Water consumption
Greenhouse Gas Emissions	Total greenhouse gas emission
Training and Education	Total hours of training attended by employees
Diversity and Equal Opportunities	Percentage of female employees
Local Community	Total number of beneficiaries of the investment in communities
Corporate Governance and Compliance	Percentage of operation assessed for corruption-related risk
	Confirmed incidents of corruption and action taken



## Sustainability Statement

### PERFORMANCE DATA TABLE FROM BURSA MALAYSIA ESG REPORTING PLATFORM

Indicator	Measurement Unit	FY2022	FY2023	FY2024
<b>Economic Performance and Business Growth</b>				
<i>Revenue</i>	RM'000	66,528	61,405	61,585
<i>Revenue year-on-year comparison</i>	Percentage (%)	-	-8%	+0.3%
<b>Corporate Governance and Compliance</b>				
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category				
Management	Percentage (%)	-	-	-
Executive	Percentage (%)	-	-	-
Non-executive	Percentage (%)	-	-	-
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage (%)	-	-	50%
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0	0
<b>Procurement Practices</b>				
Bursa C7(a) Proportion of spending on local suppliers	Percentage (%)	100%	100%	100%
<i>Percentage of foreign contractors</i>	Percentage (%)	0%	0%	0%
<i>Total amount spent on local contractors</i>	RM'000	28,681	28,594	25,606
<i>Total amount spent on foreign contractors</i>	RM'000	0	0	0
<b>Customer Data Privacy and Security Protection</b>				
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	0
<b>Water Management</b>				
Bursa C9(a) Total volume of water used	Megalitres	18.50	18.75	21.69
<b>Energy management</b>				
Bursa C4(a) Total energy consumption	Megawatt	1,656.67	1,711.17	1,703.44
<i>Electricity consumption</i>	Megawatt	1,656.67	1,711.17	1,703.44
<i>Fuel (Petrol/Diesel)</i>	Litre	-	-	-
<i>Percentage of energy consumption as compared to prior year</i>	Percentage (%)	-	3.3%	-0.5%

Note: Italicised fonts represent indicators other than those under the common material matters.

# Sustainability Statement

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

Indicator	Measurement Unit	FY2022	FY2023	FY2024
<b>Greenhouse Gas Emissions</b>				
Bursa C11(a) Scope 1 emissions in tonnes of CO <sub>2</sub> e	tonnes of CO <sub>2</sub> e	-	-	-
Bursa C11(b) Scope 2 emissions in tonnes of CO <sub>2</sub> e	tonnes of CO <sub>2</sub> e	944.3	975.4	971.0
Bursa C11(c) Scope 3 emissions in tonnes of CO <sub>2</sub> e (at least for the categories of business travel and employee commuting)	tonnes of CO <sub>2</sub> e	-	-	-
<i>Total emissions</i>	tonnes of CO <sub>2</sub> e	944.3	975.4	971.0
<i>Percentage of emissions as compared to prior year</i>	Percentage (%)	-	3.3%	-0.5%
<b>Waste Management and Recycling</b>				
Bursa C10(a) Total waste generated	kg	169,500	163,000	131,500
<i>Percentage of waste as compared to prior year</i>	Percentage (%)	-	-3.8%	-19.3%
<b>Employment</b>				
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	23%	29%	27%
Bursa C6(c) Total number of employee turnover by employee category				
Management	Number	2	1	5
Executive	Number	1	2	2
Non-executive	Number	1	0	2
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	Nil	Nil	Nil
<i>Permanent Employee</i>	Percentage	77%	71%	73%
<i>Total new hires</i>	Number	0	2	17
<i>Turnover rate</i>	Rate	5.0	3.9	11.1
<b>Employee Breakdown by Nationality</b>				
<i>Local</i>	Percentage	96.2%	96.1%	98.8%
<i>Foreigner</i>	Percentage	3.9%	3.9%	1.2%

Note: Italicised fonts represent indicators other than those under the common material matters.

## Sustainability Statement

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

Indicator	Measurement Unit	FY2022	FY2023	FY2024
<b>Diversity and Equal Opportunities</b>				
Bursa C3(a) Percentage of employees by gender and age group, for each employee category				
<i>Age Group by Employee Category</i>				
Management Under 30	Percentage	0%	0%	0%
Management Between 30-50	Percentage	9%	8%	9%
Management Above 50	Percentage	91%	92%	91%
Executive Under 30	Percentage	14%	8%	2%
Executive Between 30-50	Percentage	56%	59%	49%
Executive Above 50	Percentage	30%	33%	49%
Non-executive Under 30	Percentage	0%	0%	13%
Non-executive Between 30-50	Percentage	33%	31%	33%
Non-executive Above 50	Percentage	67%	69%	54%
<i>Gender Group by Employee Category</i>				
Management Male	Percentage	61%	68%	57%
Management Female	Percentage	39%	32%	43%
Executive Male	Percentage	47%	49%	47%
Executive Female	Percentage	53%	51%	53%
Non-executive Male	Percentage	67%	69%	67%
Non-executive Female	Percentage	33%	31%	33%
Bursa C3(b) Percentage of directors by gender and age group				
Male	Percentage	86%	86%	83%
Female	Percentage	14%	14%	17%
Under 30	Percentage	0%	0%	0%
Between 30-50	Percentage	14%	14%	17%
Above 50	Percentage	86%	86%	83%
<i>Percentage of Directors by Ethnicity Group</i>				
Malay	Percentage	14%	14%	17%
Chinese	Percentage	86%	86%	83%
Indian and Others	Percentage	0%	0%	0%
<i>Percentage of young talent compared to prior year</i>				
Under 30 years old	Percentage	-	-4%	0%
Percentage of female employees	Percentage	46%	42%	47%

Note: Italicised fonts represent indicators other than those under the common material matters.

# Sustainability Statement

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

Indicator	Measurement Unit	FY2022	FY2023	FY2024
<b>Training and Education</b>				
Bursa C6(a) Total hours of training by employee category				
Management	Hours	4.0	51.5	123.0
Executive	Hours	0	4.0	16.0
Non-executive	Hours	0	0	0
<i>Total Training Hours</i>	Hours	4.0	55.5	139.0
<i>Average training hours per employee</i>	Hours	4	4	5
<b>Health and Safety</b>				
Bursa C5(a) Number of work-related fatalities	Number	0	0	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0	0	0
Bursa C5(c) Number of employees trained on health and safety standards	Number	0	0	1
Total man hours worked	Hours	140,888	136,584	153,040
<b>Local Communities</b>				
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	RM	21,420	21,420	21,420
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	90	237	128

Internal assurance	External assurance	No assurance	(*) Restated
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Note: Italicised fonts represent indicators other than those under the common material matters.

# Sustainability Statement

## PERFORMANCE DATA TABLE FROM BURSA MALAYSIA ESG REPORTING PLATFORM

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

Indicator	Measurement Unit	2021	2022	2023	2024
<b>Bursa (Supply chain management)</b>					
Bursa C7(a) Proportion of spending on local suppliers	Percentage	-	100.00	100.00	100.00
<b>Bursa (Anti-corruption)</b>					
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category					
Management	Percentage	-	0.00	0.00	0.00
Executive	Percentage	-	0.00	0.00	0.00
Non-executive/Technical Staff	Percentage	-	0.00	0.00	0.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	-	0.00	0.00	50.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	-	0	0	0
<b>Bursa (Energy management)</b>					
Bursa C4(a) Total energy consumption	Megawatt	-	1,656.67	1,711.17	1,703.44
<b>Bursa (Water)</b>					
Bursa C9(a) Total volume of water used	Megalitres	-	18.500000	18.750000	21.690000
<b>Bursa (Health and safety)</b>					
Bursa C5(a) Number of work-related fatalities	Number	-	0	0	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	-	0.00	0.00	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	-	0	0	1
<b>Bursa (Labour practices and standards)</b>					
Bursa C6(a) Total hours of training by employee category					
Management	Hours	-	4	52	123
Executive	Hours	-	0	4	16
Non-executive/Technical Staff	Hours	-	0	0	0
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	-	23.00	29.00	27.00
Bursa C6(c) Total number of employee turnover by employee category					
Management	Number	-	2	1	5
Executive	Number	-	1	2	2
Non-executive/Technical Staff	Number	-	1	0	2
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	-	0	0	0
<b>Bursa (Diversity)</b>					
Bursa C3(a) Percentage of employees by gender and age group, for each employee category					
Age Group by Employee Category					
Management Under 30	Percentage	-	0.00	0.00	0.00
Management Between 30-50	Percentage	-	9.00	8.00	9.00
Management Above 50	Percentage	-	91.00	92.00	91.00
Executive Under 30	Percentage	-	14.00	8.00	2.00
Executive Between 30-50	Percentage	-	56.00	59.00	49.00
Executive Above 50	Percentage	-	30.00	33.00	49.00
Non-executive/Technical Staff Under 30	Percentage	-	0.00	0.00	13.00

# Sustainability Statement

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

Indicator	Measurement Unit	2021	2022	2023	2024
Non-executive/Technical Staff Between 30-50	Percentage	-	33.00	31.00	33.00
Non-executive/Technical Staff Above 50	Percentage	-	67.00	69.00	54.00
<b>Gender Group by Employee Category</b>					
Management Male	Percentage	-	61.00	68.00	57.00
Management Female	Percentage	-	39.00	32.00	43.00
Executive Male	Percentage	-	47.00	49.00	47.00
Executive Female	Percentage	-	53.00	51.00	53.00
Non-executive/Technical Staff Male	Percentage	-	67.00	69.00	67.00
Non-executive/Technical Staff Female	Percentage	-	33.00	31.00	33.00
<b>Bursa C3(b) Percentage of directors by gender and age group</b>					
Male	Percentage	-	86.00	86.00	83.00
Female	Percentage	-	14.00	14.00	17.00
Under 30	Percentage	-	0.00	0.00	0.00
Between 30-50	Percentage	-	14.00	14.00	17.00
Above 50	Percentage	-	86.00	86.00	83.00
<b>Bursa (Community/Society)</b>					
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	-	21,420.00	21,420.00	21,420.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	-	90	237	128
<b>Bursa (Data privacy and security)</b>					
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	-	0	0	0

# Sustainability Statement

## GRI CONTENT INDEX

**Statement of use** – TTB has reported the information cited in this GRI content index for the period from 1 April 2023 to 31 March 2024 with reference to the GRI Standards

**GRI 1 used** – GRI 1: Foundation 2021

GRI STANDARD	DISCLOSURE ITEM	PAGE NUMBER
<b>GRI 2: General Disclosures 2021</b>		
2-1	Organisation details	23
2-2	Entities included in the organisation's sustainability reporting	23
2-3	Reporting period, frequency and contact point	23 - 24
2-4	Restatement of information	Not Applicable
2-5	External assurance	Not Applicable
2-6	Activities, value chain and other business relationship	2-3 39
2-7	Employees	45 - 49
2-9	Governance structure and composition	24 - 25
2-10	Nomination and selection of highest governance body	72-74
2-11	Chair of the highest governance body	66-68
2-12	Role of the highest governance body in overseeing the management of impacts	24
2-13	Delegation of responsibility for managing impacts	24 - 25
2-14	Role of the highest governance body in sustainability reporting	24
2-15	Conflict of interest	68-69
2-16	Communication of critical concerns	68-69
2-17	Collective knowledge of the highest governance body	75
2-18	Evaluation of the performance of the highest governance body	72-73
2-19	Remuneration policies	76-79
2-20	Process to determine remuneration	76-79
2-23	Policy commitments	25 - 26
2-24	Embedding policy commitments	25 - 26
2-25	Processes to remediate negative impacts	35
2-26	Mechanism for seeking advice and raise concerns	35
2-27	Compliance with laws and regulations	35 52
2-29	Approach to stakeholder engagement	26 - 27

# Sustainability Statement

## GRI CONTENT INDEX (CONT'D)

GRI STANDARD	DISCLOSURE ITEM	PAGE NUMBER
<b>GRI 3: Material Topics 2021</b>		
3-1	Process to determine material topics	28 - 29
3-2	List of material topics	28 - 29
3-3	Management of material topics	28 - 29 34 - 54
<b>GRI 204: Procurement Practices 2016</b>		
204-1	Proportion of spending on local suppliers	39
<b>GRI 205: Anti-corruption 2016</b>		
205-1	Operations assessed for risks related to corruption	34 - 36
205-2	Communication and training about anti-corruption policies and procedures	34 - 36
205-3	Confirmed incidents of corruption and actions taken	34 - 36
<b>GRI 302: Energy 2016</b>		
302-1	Energy consumption within the organisation	42
302-4	Reduction of energy consumption	42
<b>GRI 303: Water and Effluents 2018</b>		
303-5	Water consumption	41
<b>GRI 305: Emissions 2016</b>		
305-1	Direct (Scope 1) GHG emissions	43
305-2	Energy indirect (Scope 2) GHG emissions	43
305-3	Other indirect (Scope 3) GHG emissions	43
<b>GRI 306: Waste 2020</b>		
306-1	Waste generation and significant waste related impacts	44
<b>GRI 401: Employment 2016</b>		
401-1	New employee hires and employee turnover	45 - 46
401-2	Benefit provided to full-time employees that are not provided to temporary or part-time employees	45 - 46
401-3	Parental leave	45 - 46
<b>GRI 403: Occupational Health and Safety 2018</b>		
403-1	Occupational health and safety management system	52



## Sustainability Statement

### GRI CONTENT INDEX (CONT'D)

GRI STANDARD	DISCLOSURE ITEM	PAGE NUMBER
<b>GRI 404: Training and Education 2016</b>		
404-1	Average hours of training per year per employee	50 - 51
404-2	Programs for upgrading employee skills and transition assistance programs	50 - 51
<b>GRI 405: Diversity and Equal Opportunity 2016</b>		
405-1	Diversity of governance bodies and employees	47 - 49
<b>GRI 418: Customer Privacy 2016</b>		
418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	40

# Corporate Governance Overview Statement



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

This Corporate Governance Overview Statement ("Statement") provides an overview of the Group's application of the principles of the MCCG pursuant to Paragraph 15.25(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") during the financial year ended 31 March 2024 and to be read together with the Corporate Governance Report published on the Company's website under the Corporate Governance section at [www.ttransform.com.my](http://www.ttransform.com.my) and Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### (1) Board Responsibilities

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

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

#### Duties and Responsibilities of the Board:-

- (i) promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- (ii) review and adopt the overall strategic plans and programmes for the Group and ensure that the strategic plans support long term value creation and includes strategies on economic, environmental, social and governance consideration underpinning sustainability;
- (iii) oversee and evaluate the conduct of business of the Group which includes supervision and assessment of the Management's performance to determine whether the business is being managed properly;
- (iv) ensure there is a sound framework for internal controls and risk management;
- (v) identify the principal risks of the Group, set the risk appetite within which the Management is expected to operate and ensure there is appropriate risk management framework to identify, analyse, manage and monitor significant financial and non-financial risks;
- (vi) ensure the senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and senior management;
- (vii) ensure the Company has in place procedures to enable effective communication with stakeholders; and
- (viii) review the adequacy and the integrity of the financial and non-financial reporting of the Group.

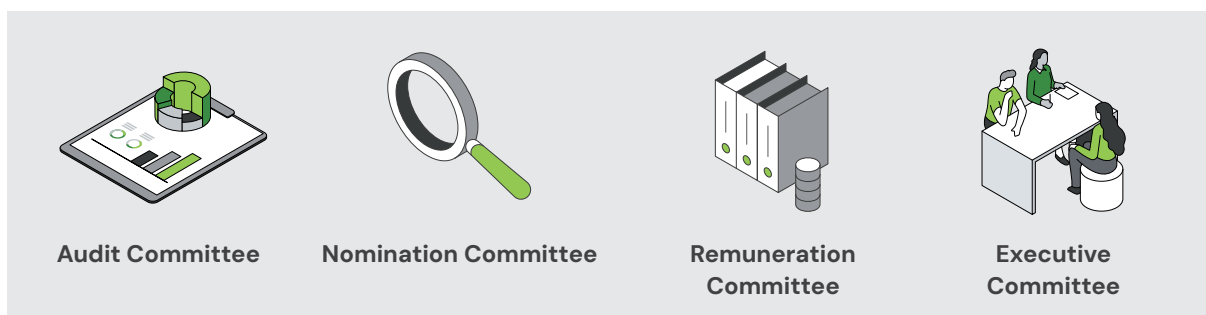
## Corporate Governance Overview Statement

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

#### (1) Board Responsibilities (Cont'd)

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

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



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

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

#### (2) Board Charter

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

The Board Charter is available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my). The Board will periodically review and update the Board Charter to ensure it remains consistent with the Board's objectives and responsibilities, and all the relevant standards of corporate governance.

#### (3) Board Composition

As at the date of this Statement; the Board consists of 5 members comprising 2 Executive Directors and 3 Independent Non-Executive Directors.

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

# Corporate Governance Overview Statement

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

### (3) Board Composition (Cont'd)

The Board consists of qualified individuals with diverse set of skills, experience, knowledge and independent elements that are necessary to govern the Company. The Directors are professionals in the fields of property and construction, finance, accounting, tax and stockbroking. The profiles of the Directors are set out on pages 5 to 8 of this Annual Report and are also available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

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

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

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

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

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

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

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

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

## Corporate Governance Overview Statement

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

#### (3) Board Composition (Cont'd)

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

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

#### (4) Board Diversity

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

The Board would consider appropriate targets in the achievement of the Board Diversity Policy including gender balance on the Board when recruiting new Directors of the Company and would take the necessary measures to meet these targets from time to time as appropriate or in line with the Group's strategic objectives. The Board will consider more women representation in the composition of the Board for boardroom diversity when suitable women candidates become available. As at the date of this Statement, Ms Chua Kim Lan is the only woman Director on the Board, representing approximately 20% women participation on the Board. Hence, the Company has met the MMLR imposed by the Bursa Securities of having at least 1 woman director on its Board. Subsequent to the date of this Statement, the Company appointed Puan Sri Datin Thong Nyok Choo ("PSDTNC") as Non-Independent Non-Executive Director of the Company. With the appointment of PSDTNC, women participation on the Board increased further to 33.33%.

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

#### (5) Tenure of Independent Director

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

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

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

#### (6) Code of Ethics and Conduct and Whistle Blowing Policy

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

# Corporate Governance Overview Statement

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

### (6) Code of Ethics and Conduct and Whistle Blowing Policy (Cont'd)

The main principles of the CEC include the following:-

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

The CEC is available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

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

### (7) Anti-Bribery and Corruption Policy

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

The Anti-Bribery and Corruption Policy is available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

### (8) Sustainability risks and opportunities

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

In determining the Company's long term strategy and success, the Board ensures that the sustainability strategies, priorities and targets are communicated well to the internal and external stakeholders which are monitored and implemented by the SC to promote and embed a culture of sustainability in its business activities. In order to communicate these sustainability agendas to the stakeholders, the description of the Company's sustainability path has been outlined in the annual Sustainability Statement which is part of the Company's Annual Report.

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

## Corporate Governance Overview Statement

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

#### (8) Sustainability risks and opportunities (Cont'd)

The Board recognises the importance of sustainability in all its business operations and has included a review of efforts taken to address sustainability matters as a vital criterion during the annual performance evaluation of its board members for the financial year ended 31 March 2024. The senior management's performances were evaluated by their superiors and the review of their performances included their contribution towards the Company's overall policies (including sustainability).

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

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

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

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

During the financial year ended 31 March 2024, there were 5 Board meetings held and the attendance record of the Directors was satisfactory as evidenced in the table set out below:-

No.	Directors	Number of meetings attended
1.	Dato' Abdul Hamid Bin Mustapha (Chairman) (Appointed on 30 May 2023)	4 out of 4
2.	Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon (Demised on 11 June 2024)	5 out of 5
3.	Chua Kim Lan	5 out of 5
4.	Chan Tet Eu	5 out of 5
5.	Tai Keat Chai (Appointed on 30 May 2023)	4 out of 4
6.	Ling Chee Min (Appointed on 30 May 2023)	4 out of 4
7.	Tsen Keng Yam (Resigned on 30 May 2023)	1 out 1
8.	Dato' Kamaruddin Bin Mat Desa* (Resigned on 30 May 2023)	0 out 1
9.	Datuk Dr Ng Bee Ken (Resigned on 30 May 2023)	1 out 1

\* Dato' Kamaruddin did not attend the meeting due to health reasons

## Corporate Governance Overview Statement

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

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

All the Directors have complied with the minimum requirements on the attendance at Board meetings held during the financial year ended 31 March 2024 as stipulated in the MMLR of Bursa Securities. In the intervals between Board meetings, for any matters requiring Board's decisions, the Board's approvals are obtained through written resolutions. The resolutions passed by way of such written resolutions are then noted at the next Board meeting.

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

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

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

#### (10) Company Secretary

The Company Secretary plays an important advisory role and is a source of information and advice to the Board and its Committees on issues relating to corporate governance matters, compliance with laws, rules, regulations, board policies and procedures affecting the Company and Group. The Board is supported by a suitably qualified and competent Company Secretary who is a member of a professional body and registered with a Practising Certificate from the Companies Commission of Malaysia, and also of a senior position in the Company. The Company Secretary has attended trainings and seminars to constantly keep abreast of relevant statutory and regulatory requirements.

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

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



## Corporate Governance Overview Statement

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

#### (11) Nomination Committee

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

As at the date of this Statement, the Nomination Committee comprises the following 3 Non-Executive Directors, all of whom are Independent Directors:-

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

During the financial year ended 31 March 2024, there were 3 Nomination Committee meetings held and the attendance record of the members was satisfactory as evidenced in the table set out below:-

No.	Directors	Number of meetings attended
1.	Ling Chee Min (Chairman) (Appointed on 30 May 2023)	2 out of 2
2.	Dato' Abdul Hamid Bin Mustapha (Appointed on 30 May 2023)	2 out of 2
3.	Tai Keat Chai (Appointed on 30 May 2023)	2 out of 2
4.	Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon (Demised on 11 June 2024)	3 out of 3
5.	Tsen Keng Yam (Resigned on 30 May 2023)	1 out of 1
6.	Dato' Kamaruddin Bin Mat Desa* (Resigned on 30 May 2023)	0 out of 1
7.	Datuk Dr Ng Bee Ken (Resigned on 30 May 2023)	1 out of 1

\* Dato' Kamaruddin did not attend the meeting due to health reasons



The terms of reference of the Nomination Committee are available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

# Corporate Governance Overview Statement

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

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

The Nomination Committee had carried out the following activities during the financial year ended 31 March 2024:-

- (i) assessed and recommended to the Board the appointment of Dato' Abdul Hamid Bin Mustapha, Mr Tai Keat Chai and Mr Ling Chee Min as Independent Directors to replace the outgoing Independent Directors who have all resigned after serving for more than 12 years in the Company, in accordance to the Directors' Fit and Proper Policy criteria.
- (ii) reviewed and recommended to the Board, the re-election of Directors of the Company who shall retire at the 98th Annual General Meeting of the Company;
- (iii) assessed the effectiveness of the Board as a whole, Board Committees and the contribution of each individual Director and the Group Chief Executive Officer and independence of the Independent Non-Executive Directors;
- (iv) assessed the Board size and composition to determine if the Board has the right size and sufficient diversity including the required mix of skills, experience and other qualities including core competencies which the Directors/Group Chief Executive Officer should bring to the Board and identified areas for improvement;

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

The Board studied the results of the evaluation and was satisfied with the overall performance and effectiveness of the Board and Board Committees as well as the individual directors and Group Chief Executive Officer, the Board size and composition as well as the mix of skill sets, core competencies and the independence of its Independent Non-Executive Directors. The areas identified for improvement were the Board mix and composition especially on the gender diversity and succession planning. The Board also agreed with the assessment of the Nomination Committee that the Independent Directors bring independent and objective judgment to the Board and this mitigates risks arising from conflict of interest or undue influence from interested parties. However, where there is a likely conflict of interest in any matter under deliberation, the Director is required to disclose his interest and abstain from participating or discussion on the matter. All assessments and evaluations carried out by the Nomination Committee in discharging its functions have been properly documented.

## Corporate Governance Overview Statement

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

#### (12) Appointment to the Board

The Board is responsible for the appointment of new Directors (including the Group Chief Executive Officer) while the Nomination Committee is delegated with the role of screening and conducting initial selection before making recommendations to the Board of suitable candidates for appointment as Director/Group Chief Executive Officer, after which the Company Secretary ensures that all appointments are properly made and all legal and regulatory compliance are met.

In making these recommendations, the Nomination Committee considers, inter-alia, their skills, knowledge, expertise and experience, professionalism, integrity, commitment (including time commitment) and diversity including gender, ethnicity, age and race, where appropriate, which the Director/Group Chief Executive Officer should bring to the Board. In the case of candidates proposed for appointment as Independent Non-Executive Director, the Nomination Committee will evaluate their ability to discharge such responsibilities/functions as expected from an independent director. This is consistent with the Group's practice of being an equal opportunity employer where all appointments and employments are based strictly on merit and are not driven by any racial or gender bias. TTB had established a Directors' Fit and Proper Policy in line with the new Paragraph 15.01A of the MMLR, to ensure that any individuals to be appointed as Directors and existing Board members of TTB to be re-elected are assessed in accordance with the fit and proper criteria set out therein such as possessing the quality and character as well as integrity, competency and commitment to be able to discharge their duties and responsibilities required of the position. The Directors' Fit and Proper Policy is available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

Subsequent to the date of this Statement, the Nomination Committee had recommended to the Board the appointment of Puan Sri Datin Thong Nyok Choo as Non-Independent Non-Executive Director of the Company and Ms Candice Chan Siu Ching as Alternate Director to our Executive Director, Mr Chan Tet Eu. The Nomination Committee had reviewed their profiles, curriculum vitae and qualifications and had considered their background, academic qualifications, skills, experience, time commitment and competence prior to their appointments, guided by the Company's Directors' Fit and Proper Policy.

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

#### (13) Re-election of Directors

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

The Nomination Committee carries out annual assessment of each Director's contribution to the Company and recommends the Directors who will be subject to re-election at the next AGM, to the Board and shareholders for approval. The Board and Nomination Committee were satisfied with their performance evaluation based on their meetings' attendance, active participation and positive contribution during deliberations or discussions at Board meetings, competency, capability and understanding of their roles and responsibilities. In determining the Directors to retire at the forthcoming 99th AGM, the Nomination Committee had recommended Ms Chua Kim Lan and Mr Tai Keat Chai to retire by rotation under Clause 110 of the Constitution of the Company while Puan Sri Datin Thong Nyok Choo shall retire via casual vacancy under Clause 90.3 of the Constitution of the Company, and being eligible, they have all offered themselves for re-election.

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

## Corporate Governance Overview Statement

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

#### (14) Directors' Training and Continuing Education Programme

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

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

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

Members	Designation
Dato' Abdul Hamid Bin Mustapha (Chairman)	Environment, Social & Governance and Sustainability Reporting by Tricor Axcelasia Sdn Bhd
Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon (Demised on 11 June 2024)	Environment, Social & Governance and Sustainability Reporting by Tricor Axcelasia Sdn Bhd
Chua Kim Lan	Environment, Social & Governance and Sustainability Reporting by Tricor Axcelasia Sdn Bhd
Chan Tet Eu	Environment, Social & Governance and Sustainability Reporting by Tricor Axcelasia Sdn Bhd
Tai Keat Chai	Environment, Social & Governance and Sustainability Reporting by Tricor Axcelasia Sdn Bhd
Ling Chee Min	Environment, Social & Governance and Sustainability Reporting by Tricor Axcelasia Sdn Bhd

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

## Corporate Governance Overview Statement

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

#### (15) Directors' Remuneration Policies and Procedures

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

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

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

As at the date of this Statement, the Remuneration Committee comprises the following 3 Non-Executive Directors, all of whom are Independent Directors:-

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

## Corporate Governance Overview Statement

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

#### (15) Directors' Remuneration Policies and Procedures (Cont'd)

During the financial year ended 31 March 2024, there were 2 Remuneration Committee meetings held and the attendance record of the members was satisfactory as evidenced in the table set out below:-

No.	Directors	Number of meetings attended
1.	Ling Chee Min (Chairman) (Appointed on 30 May 2023)	1 out of 1
2.	Dato' Abdul Hamid Bin Mustapha (Appointed on 30 May 2023)	1 out of 1
3.	Tai Keat Chai (Appointed on 30 May 2023)	1 out of 1
4.	Tsen Keng Yam (Resigned on 30 May 2023)	1 out of 1
5.	Dato' Kamaruddin Bin Mat Desa* (Resigned on 30 May 2023)	0 out of 1
6.	Datuk Dr Ng Bee Ken (Resigned on 30 May 2023)	1 out of 1

\* Dato' Kamaruddin did not attend the meeting due to health reasons



The terms of reference of the Nomination Committee are available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

## Corporate Governance Overview Statement

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

#### (15) Directors' Remuneration Policies and Procedures (Cont'd)

Details of the remuneration received/receivable by each Director of the Company during the financial year ended 31 March 2024 are set out below:-

	Fees (RM) <sup>(1)</sup>	Salaries (RM)	Allowance (RM)	Benefits in kind (RM) <sup>(2)</sup>	Defined Contribution (RM) <sup>(3)</sup>	Other emoluments (RM) <sup>(4)</sup>	Total (RM)
<b>Executive</b>							
Chua Kim Lan	25,000	456,000	-	11,100	54,720	1,916	548,736
Chan Tet Eu	25,000	180,000	-	-	21,600	2,159	228,759
Yaw Chun Soon (Resigned on 15 August 2023)	9,375	170,387	-	22,764	20,448	310	223,284
<b>Non-Executive</b>							
Dato' Abdul Hamid Bin Mustapha (Appointed on 30 May 2023)	20,833	-	102,500	-	-	583	123,916
Tan Sri Dato' Dr (Ir) Chan Ah Chye @ Chan Chong Yoon (Demise on 11 June 2024)	25,000	-	63,000	-	-	1,000	89,000
Tai Keat Chai (Appointed on 30 May 2023)	20,833	-	52,500	-	-	583	73,916
Ling Chee Min (Appointed on 30 May 2023)	20,833	-	52,000	-	-	583	73,416
Tsen Keng Yam (Resigned on 30 May 2023)	4,167	-	20,500	-	-	-	24,667
Dato' Kamaruddin Bin Mat Desa (Resigned on 30 May 2023)	4,167	-	10,000	-	-	-	14,167
Datuk Dr Ng Bee Ken (Resigned on 30 May 2023)	4,167	-	10,500	-	-	-	14,667
<b>Total</b>	<b>159,375</b>	<b>806,387</b>	<b>311,000</b>	<b>33,864</b>	<b>96,768</b>	<b>7,134</b>	<b>1,414,528</b>

Notes:

(1) Subject to shareholders' approval at the 99th Annual General Meeting.

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

(3) Defined contribution comprises of employer EPF contribution.

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

## Corporate Governance Overview Statement

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

#### (15) Directors' Remuneration Policies and Procedures (Cont'd)

The Remuneration Committee had carried out the following activities during the financial year:-

- (i) reviewed and recommended to the Board, the Directors' fees for the financial year ended 31 March 2023;
- (ii) reviewed and recommended the remuneration package of Dato' Abdul Hamid Bin Mustapha, Mr Tai Keat Chai and Mr Ling Chee Min as new Independent Directors of the Company;
- (iii) reviewed and recommended to the Board, the payment of the Non-Executive Directors' remuneration (excluding Directors' fees) from 27 September 2023 until the next Annual General Meeting of the Company to be held in the year 2024;
- (iv) reviewed the remuneration framework for the Executive Directors and Group Chief Executive Officer; and
- (v) reviewed and recommended to the Board, the Executive Directors' and Group Chief Executive Officer's remuneration package for the financial year 2025.

#### (16) Remuneration Policy For Employees

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

Details of the remuneration of the top 5 senior management staff of the Company (including salary, benefits in-kind and other emoluments) during the financial year ended 31 March 2024 are disclosed on an aggregate basis and in each successive band of RM50,000 as follows:-

Range of Remuneration	Number of Top 5 senior management staff
RM100,001 to RM150,000	3
RM150,001 to RM200,000	1
RM700,001 to RM750,000	1
<b>TOTAL</b>	<b>5</b>

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

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



## Corporate Governance Overview Statement

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

#### (17) Executive Committee

The Executive Committee comprises the Group Chief Executive Officer, Executive Directors and key senior management staff of the Group. The Executive Committee supports the Board in the operations of the Group and assists in the implementation of operational matters of the Group. The Executive Committee meets every month to review the performance of the Group's operating divisions/departments. During the financial year ended 31 March 2024, there were 8 meetings held and details of the members and their attendance are as follows:-

Members	Designation	Number of meetings attended
Dato' Mohamad Razali Bin Mohamad Rahim (Chairman)	Group Chief Executive Officer	8 out of 8
Chua Kim Lan	Executive Director	8 out of 8
Chan Tet Eu	Executive Director	7 out of 8
Tan Bak Hai	Senior Vice President I (Sales & Marketing)	6 out of 8
Soo Kah Pik	Chief Financial Officer	8 out of 8
Yaw Chun Soon (Resigned on 15 August 2023)	Executive Director	2 out of 2
Ng Giak Lian (Retired on 29 January 2024)	Deputy Vice President (Finance)	6 out of 6



The terms of reference of the Executive Committee are available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

# Corporate Governance Overview Statement

## PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

### (1) Financial Reporting

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

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

The Statement of Directors' Responsibility in respect of the preparation of the annual audited financial statements of TTB and its Group is set out on page 92 of this Annual Report.

### (2) Audit Committee

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

The Audit Committee supports the Board with matters relating to the Group's financial reporting, audit, risk management, internal controls and in assessing the suitability and independence of the Group's external auditors. All members of the Audit Committee are financially literate and are able to understand matters under the purview of the Audit Committee including financial reporting process to effectively discharge their duties. They have also been briefed by our external auditors of the latest accounting and audit standards applicable to the Group to keep themselves abreast of the relevant accounting developments.

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

The composition, attendance of meetings and summary of the activities carried out by the Audit Committee during the financial year are disclosed in the Audit Committee Report on pages 90 to 91 of this Annual Report. The activities of the Audit Committee are governed by the terms of reference that is approved by the Board.

The Audit Committee meets no fewer than 5 times a year. During the financial year ended 31 March 2024, a total of 5 Audit Committee meetings were held.

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

## Corporate Governance Overview Statement

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

#### (2) Audit Committee (Cont'd)

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



The term of reference of the Audit Committee are available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

#### (3) External Auditors

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

On an annual basis, the Audit Committee will review the suitability and independence of the existing external auditors which had been with the Company for 16 years based on the External Auditors Performance and Independence Checklist's criteria such as their calibre, quality of services, sufficiency of resources, communication and interaction, independence, objectivity, professional skepticism and audit fees. The Audit Committee will also review and approve the provision of non-audit services by the external auditors and noted that for the financial year ended 31 March 2024, the non-audit fees incurred by the Group and Company amounted to RM8,000.00 each respectively.

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

The Audit Committee and the Board were satisfied with the performance, competence and independence of the external auditors and the Board had recommended the re-appointment of the external auditors to the shareholders at the forthcoming 99th AGM. The external auditors are invited to attend all annual general meetings of the Company so that they are available to answer shareholders' questions on matters with regard to the audit, its preparation and content of the audit report.

#### (4) Risk Management and Internal Control

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

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

## Corporate Governance Overview Statement

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

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

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

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

Members	Designation
Dato’ Mohamad Razali Bin Mohamad Rahim (Chairman)	Group Chief Executive Officer
Chua Kim Lan	Executive Director
Chan Tet Eu	Executive Director
Tan Bak Hai	Senior Vice President I (Sales & Marketing)
Soo Kah Pik	Chief Financial Officer

The Statement on Risk Management and Internal Control which provides an overview of the state of risk management, framework, internal controls and processes within the Group is set out on pages 87 to 89 of this Annual Report.

#### (5) Internal Audit Function

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

The Group has established an in-house Internal Audit Department which performs regular reviews of business processes, appraisal on the effectiveness of governance, risk management internal controls and processes and reports regularly to the Audit Committee. The internal audit engagement is focused on areas of priority according to their risk assessment and in accordance with the annual audit plans approved by the Audit Committee. The Internal Audit Department also reviews the nature of related party transactions within the Group to ascertain any conflict of interest situations that would raise question of management integrity. The result of this review is tabled at the Audit Committee meeting and thereafter, is reported to the Board. Details of these related party transactions are disclosed in the Note 29 to the Financial Statements on page 152 of this Annual Report.

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

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

The activities of the internal auditors during the financial year are set out in the Audit Committee Report on pages 90 to 91 of this Annual Report.

## Corporate Governance Overview Statement

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

#### (1) Effective Communications with Stakeholders

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

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

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

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

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

# Corporate Governance Overview Statement

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

### (2) Shareholders' Conduct and Participation at General Meetings

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

The Company provides information to the shareholders with regards to, amongst others, details of the AGM, their entitlements to attend the AGM, the right to appoint a proxy and also, the qualifications of a proxy via its Annual Report which also contains the Notice of AGM. The Notice of AGM which sets out the business to be transacted at the AGM is also published in a major local newspaper. Items of the special business included in the Notice of AGM will be accompanied by an explanation of the proposed resolutions. The notices of meetings and the annual reports are to be sent out to shareholders at least 21 days before the date of the meetings in accordance with the Constitution of the Company. However, in line with the recommendation of the MCCG, the notice period for the Company's 99th AGM is more than 28 days to allow shareholders sufficient time to make the necessary arrangements to attend and participate in person or by proxy.

Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all resolutions set out in the notice of any general meetings shall be voted by poll. An independent scrutineer shall be appointed to undertake the polling process. Therefore, the Company shall be conducting poll voting for all resolutions set out in the Notice of the 99th AGM.

The Notice of the 98th AGM was sent out to shareholders on 31 July 2023 which was more than 28 days prior to the meeting date on 26 September 2023. During the 98th AGM, the shareholders were briefed on the voting procedures and the results of the poll were verified by the independent scrutineer, Commercial Quest Sdn Bhd. The poll voting was conducted via electronic means and the results of the voting were displayed on the screen. The results of all resolutions proposed at the 98th AGM were subsequently announced to Bursa Securities on the same day.

In line with the MCCG, the Minutes of the 98th AGM with the notation on the proceedings, issues and concerns raised by the shareholders, and the responses made by the Company were made available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my) within 30 business days after the conclusion of the 98th AGM, so as to provide useful information to shareholders and investors especially for the shareholders who were absent from the AGM.

## KEY FOCUS AREAS AND FUTURE PRIORITIES

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

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

This Statement is made in accordance with a resolution of the Board of Directors dated 11 July 2024.

## Additional Compliance Information

### COMPOSITION OF THE AUDIT COMMITTEE

#### 1. UTILISATION OF PROCEEDS

The Company did not raise funds through any corporate proposal during the financial year ended 31 March 2024.

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

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

	Group (RM'000)	Company (RM'000)
Audit fees	386	175
Non-audit fees	8	8

#### 3. MATERIAL CONTRACTS

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

#### 4. MATERIAL CONTRACTS RELATING TO LOANS

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

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

Details of the recurrent related party transactions made during the financial year ended 31 March 2024 pursuant to the shareholders' mandate obtained by the Company at the Annual General Meeting held on 26 September 2023 are as follows:-

Nature of transactions undertaken by Talam Transform Berhad ("TTB") and/or its subsidiaries	Transacting Company	Amount Transacted (RM'000)	Interested Related Party
(A) Procurement of construction contract from Wonderful Insights Sdn Bhd ("WISB") L.C.B. Management Sdn Bhd	WISB	21,621	Yaw Chun Soon ("YCS") & Chua Kim Lan ("CKL") (Note 1)
(B) Interest receivable from WISB L.C.B. Management Sdn Bhd	WISB	724	YCS & CKL (Note 1)
(C) Project management fees received/receivable from WISB L.C.B. Management Sdn Bhd	WISB	2,414	YCS & CKL (Note 1)

#### NOTES:-

- YCS was a former Director following his resignation on 15 August 2023 and existing Shareholder of TTB. He is also a Director and Substantial Shareholder of WISB.

CKL is a Director and Shareholder of TTB. Her spouse, Chin Chee Meng is a Substantial Shareholder of WISB.

# Statement on Risk Management and Internal Control



The Board of Directors (“Board”), guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Public Listed Companies, is pleased to provide the following statement pursuant to Paragraph 15.26 (b) of the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements (“Bursa Securities MMLR”) which outlines the key elements of risk management and internal control system within the Group for the financial year ended 31 March 2024.

## RESPONSIBILITY

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

## RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

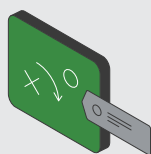
The Board has established an organisational structure with clearly defined lines of accountability and delegated authority. It has extended the responsibilities of the Audit Committee to include the work of reviewing the adequacy and the integrity of the system of internal control, with the assistance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

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

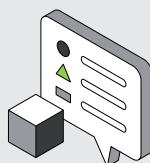
The risk management framework encompasses the Group’s subsidiaries, jointly controlled entities and associated companies.

## RISK MANAGEMENT PROCESS

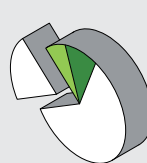
The Group maintains a database of key risks specific to the Group together with their corresponding controls which are categorised, amongst others, as follows:-



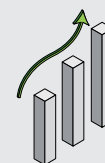
**Strategic Risk**  
– risks which affect the overall direction of the business



**Internal Business Risk**  
– risks that have an impact on the delivery of the Group’s products and services which include development activities



**External Risk**  
– risks associated with market conditions



**Financial Risk**  
– risks associated with loans exposure and interest rates



## Statement on Risk Management and Internal Control

### RISK MANAGEMENT PROCESS (CONT'D)

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

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

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

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

### INTERNAL CONTROL PROCESS

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

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

### INTERNAL AUDIT FUNCTION

The Group's Internal Audit Department reports independently to the Audit Committee. The Audit Committee reviews and approves the internal audit plan, which is developed based on the finalised key risk profile of the Group, on an annual basis. The Internal Audit Department provides reports on key findings and progress of areas audited to the Audit Committee on a regular basis.

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

# Statement on Risk Management and Internal Control

## REVIEW BY THE EXTERNAL AUDITORS

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

Based on their procedures performed, the external auditors have reported to the Board that nothing has come to their attention that causes them to believe that this statement is not prepared, in all material aspects, in accordance with the disclosure required by paragraphs 41 and 42 of the Statement of Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor is factually inaccurate. AAPG3 does not require the external auditors to consider whether this statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group’s risk and control system.

## CONCLUSION

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

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

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

This Statement was approved by the Board of Directors of the Company on 11 July 2024.

# Audit Committee Report

## COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee as at 31 March 2024 comprises the following members:-

Members of the Audit Committee	Designation
1. Tai Keat Chai (Chairman)	Independent Non-Executive Director (appointed on 30 May 2023)
2. Dato' Abdul Hamid Bin Mustapha	Independent Non-Executive Director (appointed on 30 May 2023)
3. Ling Chee Min	Independent Non-Executive Director (appointed on 30 May 2023)



The terms of reference of the Audit Committee are available on the Company's website at [www.ttransform.com.my](http://www.ttransform.com.my).

## ATTENDANCE AT AUDIT COMMITTEE MEETINGS

During the financial year ended 31 March 2024, there were 5 Audit Committee meetings held and the number of meetings attended by each Audit Committee member are as follows:-

Audit Committee Member	Number of meetings attended
1. Tai Keat Chai (Chairman)	4 out of 5
2. Dato' Abdul Hamid Bin Mustapha	4 out of 5
3. Ling Chee Min	4 out of 5
4. Tsen Keng Yam (Former Chairman; resigned on 30 May 2023)	1 out of 5
5. Datuk Dr Ng Bee Ken (resigned on 30 May 2023)	1 out of 5
6. Dato' Kamaruddin Bin Mat Desa (resigned on 30 May 2023)	0 out of 5

\* Dato' Kamaruddin did not attend the meeting due to health reasons

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

## SUMMARY OF AUDIT COMMITTEE ACTIVITIES

During the financial year ended 31 March 2024, the Audit Committee carried out its duties, amongst others, in accordance with its terms of reference, as follows:-

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

The reviews and deliberations were conducted during the 5 meetings of the Audit Committee held during the financial year ended 31 March 2024.

## Audit Committee Report

### TRAINING

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

### INTERNAL AUDIT FUNCTION

The Audit Committee is supported in its duties by an in-house internal audit function. The Committee is aware of the fact that the internal audit function is essential to assist in obtaining the assurance and consulting services it requires, regarding the effectiveness of the system of internal control in the Group. Total staff cost incurred in respect of the internal audit function during the financial year ended 31 March 2024 was RM109,489.72.

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

Cost category	% of total cost
Manpower	99.59
Training (in-house)	–
Overheads	0.41

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

- (i) Conducted internal audit in accordance with the risk based/driven internal audit plan. 5 routine audits were carried out during the financial year. The Internal Audit Department reviewed the following areas:-
  - Tenancy, billings and payment processes of the Complex Management Department.
  - Transaction disbursements in the Finance Department.
  - Verification of licensed software in the IT Department.
  - Documentation of statutory records in the Company Secretarial Department.
  - Project planning, resource management and project execution by the Project Management Team.
- (ii) Reviewed the internal control procedures as stipulated in the Group's Standing Instructions and Standard Operating Procedures. During the same period, Standing Instructions and Standard Operating Procedures of the departments were jointly reviewed and updated, and practical internal control procedures were incorporated;
- (iii) Reviewed the recurrent related party transactions of the Company and its Group; and
- (iv) Attended the Management Committee and Risk Management Committee meetings.

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

## Statement of Directors' Responsibility for Preparing the Financial Statements

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

In preparing the financial statements for the financial year ended 31 March 2024, the Directors have:-

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

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

# Financial Statements

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# Directors' Report

The directors hereby submit their report together with the audited financial statements of Talam Transform Berhad ("the Company") and its subsidiaries ("the Group") for the financial year ended 31 March 2024.

## PRINCIPAL ACTIVITIES

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

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

## RESULTS

	GROUP RM'000	COMPANY RM'000
Loss for the financial year	(27,974)	(34,743)
Attributable to:		
Owners of the Company	(27,892)	(34,743)
Non-controlling interests	(82)	-
	(27,974)	(34,743)

## DIVIDENDS

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

The directors do not recommend the payment of any dividends in respect of the financial year ended 31 March 2024.

## RESERVES AND PROVISIONS

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

## BAD AND DOUBTFUL DEBTS

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

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

# Directors' Report

## CURRENT ASSETS

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

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

## VALUATION METHODS

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

## CONTINGENT AND OTHER LIABILITIES

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

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

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

## CHANGE OF CIRCUMSTANCES

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

## ITEMS OF MATERIAL AND UNUSUAL NATURE

In the opinion of the directors,

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



## Directors' Report

### AUDITOR'S REMUNERATION

The auditors' remuneration of the Group and the Company during the financial year were RM386,000 and RM175,000 respectively.

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

### ISSUE OF SHARES AND DEBENTURES

During the financial year, no new issue of shares or debentures were made by the Company.

### TREASURY SHARES

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

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

As at 31 March 2024, the Company held as treasury shares a total of 2,635,800 of its 4,295,279,562 issued and paid-up ordinary shares. Such treasury shares are held at a carrying amount of RM492,848.

### OPTIONS GRANTED OVER UNISSUED SHARES

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

### DIRECTORS

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

Chua Kim Lan*	
Chan Tet Eu*	
Dato' Abdul Hamid Bin Mustapha	
Ling Chee Min	
Tai Keat Chai	
Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @Chan Chong Yoon	(Demised on 11 June 2024)
Puan Sri Datin Thong Nyok Choo	(Appointed on 25 July 2024)
Chan Siu Ching, Candice (Alternate Director to Mr Chan Tet Eu)	(Appointed on 25 July 2024)
Yaw Chun Soon*	(Resigned on 15 August 2023)

\* Directors of the Company and certain subsidiaries.

## Directors' Report

### DIRECTORS (CONT'D)

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

Cheong Wai Loong	
Li Wenshuo	
Rudzas Binti Saim	
Tan Bak Hai	
Dato' Mohamad Razali Bin Mohamad Rahim	
Chan Siu Ching Candice	
Hairul Nizar Bin Tamaddun	
Mohd Helmizam Bin Mohd Amin	
Anizam Bin Wan Hassan	(Resigned on 19 December 2023)
Fatin Natasha Ellyna Binti Norhizam	(Resigned on 19 December 2023)
Cheng Keng Boo	(Resigned on 15 April 2024)

### DIRECTORS' INTERESTS

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

	Number of ordinary shares			At 31.03.2024
	At 01.04.2023	Bought	Sold	
<b>Direct interests</b>				
Estate of Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon (demised on 11 June 2024)	1,007,710,694	-	-	1,007,710,694
Chua Kim Lan	90,039	-	-	90,039
<b>Indirect interests</b>				
Estate of Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon (demised on 11 June 2024)	258,760,772	-	-	258,760,772 #
Chua Kim Lan	28,125	-	-	28,125 ^
Chan Tet Eu	1,266,471,466	-	-	1,266,471,466 *

# Indirect interest held through his spouse, Puan Sri Datin Thong Nyok Choo, his daughter, Chan Siu Wei and deemed interested by virtue of his interest in Pengurusan Projek Bersistem Sdn. Bhd., Sze Choon Holdings Sdn. Bhd. and Jejak Progresif Sdn. Bhd. pursuant to Section 59(1)(c) and Section 8 of the Companies Act 2016 in Malaysia respectively.

^ Indirect interest held through her spouse, Chin Chee Meng pursuant to Section 59(1)(c) of the Companies Act 2016 in Malaysia.

\* Deemed interested through the Estate of his late father Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon, his mother Puan Sri Datin Thong Nyok Choo, his sister Chan Siu Wei and by virtue of his interest in Pengurusan Projek Bersistem Sdn. Bhd., Sze Choon Holdings Sdn. Bhd. and Jejak Progresif Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 in Malaysia.

## Directors' Report

### DIRECTORS' INTERESTS (CONT'D)

Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon (demised on 11 June 2024) and Chan Tet Eu, by virtue of their interests in the shares of the Company are also deemed interested in the shares of all the Company's subsidiaries to the extent the Company has an interest.

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

### DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as shown below) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

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

	GROUP RM'000	COMPANY RM'000
<b>Directors of the Company:</b>		
Fees	159	159
Salaries	806	806
Defined contribution	99	99
Other emoluments	316	316
Benefits-in-kind	34	34
	1,414	1,414
<b>Director of subsidiaries:</b>		
Salaries	198	-
Defined contribution	19	-
Other emoluments	61	-
	278	-
<b>Total</b>	<b>1,692</b>	<b>1,414</b>

Neither during, nor at the end of the financial year, was the Company a party to any arrangement where the object is to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

### INDEMNITY TO DIRECTORS AND OFFICERS

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

## Directors' Report

### SUBSIDIARIES

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

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2024 %	2023 %	
Abra Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Biltradex Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Bukit Khazanah Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Cekap Tropikal Sdn. Bhd.	Malaysia	100	100	Property development
Envy Vista Sdn. Bhd.	Malaysia	100	100	Dormant
Era-Casa Sdn. Bhd.	Malaysia	100	100	Investment holding
Europus Berhad	Malaysia	100	100	Investment holding and property development
G.L. Development Sdn. Bhd.	Malaysia	100	100	Property investment and development
Good Debut Sdn. Bhd.	Malaysia	100	100	Property development
Inti Johan Sdn. Bhd.	Malaysia	100	100	Property investment and management
Lambang Wira Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Management Services Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Overseas Ventures Sdn. Bhd.	Malaysia	100	100	Investment holding
L.C.B. Management Sdn. Bhd.	Malaysia	100	100	Provision of management services and construction
Maxisegar Realty Sdn. Bhd.	Malaysia	100	100	Dormant

## Directors' Report

### SUBSIDIARIES (CONT'D)

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

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2024 %	2023 %	
Mutual Prosperous Sdn. Bhd.	Malaysia	100	100	Investment holding and money lending
Pandan Lake Club Sdn. Bhd.	Malaysia	100	100	Dormant
Pintar Arif Sdn. Bhd.	Malaysia	99.49	97.44	Property development
Seaview Plantations Sdn. Bhd.	Malaysia	100	70	Property development, investment holding and agriculture
Saluran Evolusi Sdn. Bhd.	Malaysia	90	90	Property development and construction
Saujana Ukay Sdn. Bhd.	Malaysia	51	51	Dormant
Talam Leisure Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Talam Plantations Sdn. Bhd.	Malaysia	100	100	Investment holding
Terang Tanah Sdn. Bhd.	Malaysia	100	100	Investment holding
Untung Utama Sdn. Bhd.	Malaysia	100	100	Property development
Venue Venture Sdn. Bhd.	Malaysia	100	100	Investment holding, property investment and management
Winax Development Sdn. Bhd.	Malaysia	100	100	Investment holding
Winax Engineering Sdn. Bhd.	Malaysia	100	100	Investment holding
Zhinmun Sdn. Bhd.	Malaysia	100	100	Property development
Zillion Development Sdn. Bhd.	Malaysia	100	100	Property investment and development

# Directors' Report

## SUBSIDIARIES (CONT'D)

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

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2024 %	2023 %	
Larut Talam International Management Services Limited	Hong Kong	99.88	99.88	Dormant
Malim Enterprise (HK) Limited	Hong Kong	100	100	Dormant
Noble House Investments Limited	Hong Kong	100	100	Dormant
Parkgrove Limited	Hong Kong	100	100	Dormant

The available auditors' reports on the accounts of the remaining subsidiaries do not contain any qualification.

## SIGNIFICANT EVENTS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

On 20 May 2024, a creditor, IJM Group, extended the repayment of the outstanding amounts by another two years to 21 May 2026 with terms to incorporate an amicable arrangement to contra of properties to IJM Group to partially settle the amount and to charge a certain properties to IJM Group as collateral for the balances as disclosed in Note 20(ii).

# Directors' Report

## AUDITORS

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

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

**CHUA KIM LAN**  
Director

**CHAN TET EU**  
Director

Date: 31 July 2024

# Consolidated Statements of Financial Position

## As at 31 March 2024

	Note	GROUP		COMPANY	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	5	73	416	43	210
Inventories	6	383,325	382,928	38,300	42,919
Investment properties	7	71,045	72,365	-	-
Investment in subsidiaries	8	-	-	489,398	548,620
Investment in associates	9	16,405	17,085	-	-
Interest in joint ventures	10	-	-	-	-
Amount owing by associates	9(b)	24,567	25,196	24,566	22,963
Trade receivables	11(a)	23,733	22,268	-	-
<b>Total non-current assets</b>		<b>519,148</b>	<b>520,258</b>	<b>552,307</b>	<b>614,712</b>
<b>Current assets</b>					
Inventories	6	73,107	88,618	4,172	4,736
Contract assets	12	4,464	94	-	-
Amount owing by subsidiaries	8(a)	-	-	48	2,537
Amount owing by associates	9(b)	2,549	138	-	-
Trade receivables	11(a)	6,968	20,647	-	479
Other receivables and deposits	11(b)	15,083	14,349	1,996	2,058
Prepaid expenses		65	175	45	-
Tax recoverable		215	208	7	-
Other investment	10	-	70	-	26
Cash and bank balances	13	7,608	7,116	840	262
<b>Total current assets</b>		<b>110,059</b>	<b>131,415</b>	<b>7,108</b>	<b>10,098</b>
<b>TOTAL ASSETS</b>		<b>629,207</b>	<b>651,673</b>	<b>559,415</b>	<b>624,810</b>



## Consolidated Statements of Financial Position

As at 31 March 2024

	Note	GROUP		COMPANY	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to owners of the Company</b>					
Share capital	14	859,086	859,086	859,086	859,086
Treasury shares	15	(493)	(493)	(493)	(493)
Reserves	16	(624,374)	(597,876)	(601,546)	(566,803)
		234,219	260,717	257,047	291,790
Non-controlling interests	4		1,830	-	-
<b>Total equity</b>		<b>234,223</b>	<b>262,547</b>	<b>257,047</b>	<b>291,790</b>
<b>Non-current liabilities</b>					
Borrowings	17(a)	29,485	29,523	-	38
Other payables	20	8,777	229,980	1,708	222,900
Amount owing to subsidiaries	8(a)	-	-	5,456	5,692
<b>Total non-current liabilities</b>		<b>38,262</b>	<b>259,503</b>	<b>7,164</b>	<b>228,630</b>
<b>Current liabilities</b>					
Trade payables	18	41,100	46,927	26,030	26,030
Other payables and accruals	20	293,636	79,939	265,982	10,849
Contract liabilities	12	78	7	-	-
Provision for liabilities	19	611	611	-	-
Borrowings	17(b)	21,296	2,126	2,032	2,126
Amount owing to subsidiaries	8(a)	-	-	1,160	65,385
Current tax liabilities		1	13	-	-
<b>Total current liabilities</b>		<b>356,722</b>	<b>129,623</b>	<b>295,204</b>	<b>104,390</b>
<b>Total liabilities</b>		<b>394,984</b>	<b>389,126</b>	<b>302,368</b>	<b>333,020</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>629,207</b>	<b>651,673</b>	<b>559,415</b>	<b>624,810</b>

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

# Statements of Comprehensive Income for the Financial Year Ended 31 March 2024

	Note	GROUP		COMPANY	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Revenue	21	61,585	61,405	550	3,590
Cost of sales	22	(43,940)	(47,997)	(329)	(1,869)
Gross profit		17,645	13,408	221	1,721
Other income		2,656	5,298	58	1,731
Administrative expenses		(25,932)	(15,573)	(4,430)	(4,215)
Other expenses		(5,150)	(500)	(16,182)	(2,412)
Net (impairment losses)/reversal on financial instruments and contract assets		182	774	(1,259)	(6,640)
Finance income	23	3,517	2,998	1,608	1,836
Finance costs	23	(20,177)	(20,604)	(14,748)	(14,714)
Share of results of associates		(680)	(1,276)	-	-
<b>Loss before tax</b>		<b>(27,939)</b>	<b>(15,475)</b>	<b>(34,732)</b>	<b>(22,693)</b>
Income tax expense	24	(35)	(59)	(11)	(23)
<b>Loss for the financial year</b>	25	<b>(27,974)</b>	<b>(15,534)</b>	<b>(34,743)</b>	<b>(22,716)</b>
Other comprehensive income for the financial year		-	-	-	-
<b>Total comprehensive loss for the financial year</b>		<b>(27,974)</b>	<b>(15,534)</b>	<b>(34,743)</b>	<b>(22,716)</b>
<b>Loss for the financial year attributable to:</b>					
Owners of the Company		(27,892)	(15,407)	(34,743)	(22,716)
Non-controlling interests		(82)	(127)	-	-
		(27,974)	(15,534)	(34,743)	(22,716)
<b>Total comprehensive loss for the financial year attributable to:</b>					
Owners of the Company		(27,892)	(15,407)	(34,743)	(22,716)
Non-controlling interests		(82)	(127)	-	-
		(27,974)	(15,534)	(34,743)	(22,716)
<b>Loss per share attributable to owners of the Company (sen):</b>					
- Basic (sen)	26	(0.65)	(0.36)		

## Consolidated Statement of Changes in Equity for the Financial Year Ended 31 March 2024

GROUP	← Attributable to owners of the Company →				Sub Total RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
	Share Capital RM'000	Capital Reserves RM'000	Treasury Shares RM'000	Accumulated Losses RM'000			
<b>At 1 April 2022</b>	859,086	800	(493)	(583,269)	276,124	1,957	278,081
Total comprehensive loss for the financial year	-	-	-	(15,407)	(15,407)	(127)	(15,534)
<b>At 31 March 2023</b>	859,086	800	(493)	(598,676)	260,717	1,830	262,547
Total comprehensive loss for the financial year	-	-	-	(27,892)	(27,892)	(82)	(27,974)
<b>Transactions with owners</b>							
Changes in ownership interest in a subsidiary	-	-	-	1,394	1,394	(1,744)	(350)
<b>At 31 March 2024</b>	859,086	800	(493)	(625,174)	234,219	4	234,223

# Statement of Changes in Equity for the Financial Year Ended 31 March 2024

COMPANY	Share Capital RM'000	Treasury Shares RM'000	Accumulated Losses RM'000	Total Equity RM'000
<b>At 1 April 2022</b>	859,086	(493)	(544,087)	314,506
Total comprehensive loss for the financial year	-	-	(22,716)	(22,716)
<b>At 31 March 2023</b>	859,086	(493)	(566,803)	291,790
Total comprehensive loss for the financial year	-	-	(34,743)	(34,743)
<b>At 31 March 2024</b>	859,086	(493)	(601,546)	257,047

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

# Statements of Cash Flows for the Financial Year Ended 31 March 2024

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Loss before tax	(27,939)	(15,475)	(34,732)	(22,693)
Adjustments for:				
Interest expenses	20,177	19,099	14,748	14,580
Interest income	(1,726)	(1,890)	(1,608)	(1,836)
Written off				
- investment in subsidiaries	-	-	17	-
- amount owing by subsidiaries	-	-	5,264	-
- receivables - non trade	-	697	-	-
Depreciation:				
- property, plant and equipment	236	242	167	167
- investment properties	980	983	-	-
Gain on disposal of investment property	(960)	-	-	-
Impairment loss on:				
- investment in subsidiaries	-	-	6,026	2,120
- property, plant and equipment	114	-	-	-
- amount owing by subsidiaries	-	-	4,504	6,829
- receivables - non trade	24	12	4	6
Inventories written down	5,680	82	4,874	-
(Gain)/loss on financial assets at amortised cost	(1,539)	397	-	-
Loss on financial liabilities at amortised cost	-	-	-	134
Reversal of impairment losses on:				
- investment in subsidiaries	-	-	-	(118)
- receivables - trade	(1)	(694)	-	-
- receivables - non trade	(205)	(92)	(200)	(90)
- amount owing by subsidiaries	-	-	(3,050)	(103)
- inventories	(454)	-	-	-
Sub total carried forward	(5,613)	3,361	(3,986)	(1,004)

## Statements of Cash Flows for the Financial Year Ended 31 March 2024

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES (CONT'D)</b>				
Sub total brought forward	(5,613)	3,361	(3,986)	(1,004)
Waiver of debt	-	(812)	-	(1,669)
Share of results of associates	680	1,276	-	-
Operating (loss)/profit before working capital changes	(4,933)	3,825	(3,986)	(2,673)
<i>Changes in working capital</i>				
Contract assets	(4,299)	(92)	-	-
Subsidiaries balances	-	-	(15,511)	5,223
Associates balances	(1,603)	-	(1,603)	-
Inventories	9,888	767	309	1,738
Receivables	13,132	49,840	692	36,573
Sinking fund held by trustee	-	398	-	398
Payables	(13,333)	7,700	33,941	11,947
Cash (used in)/generated from operations	(1,148)	62,438	13,842	53,206
Interest received	1,726	1,890	1,608	1,836
Income taxes paid	(54)	(101)	(18)	(23)
Interest paid	(20,177)	(19,099)	(14,748)	(14,580)
Net Cash (Used In)/Generated From Operating Activities	(19,653)	45,128	684	40,439

## Statements of Cash Flows for the Financial Year Ended 31 March 2024

	Note	GROUP		COMPANY	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Addition in investment in subsidiary		(350)	-	-	-
Purchase of other investments		-	(1)	-	-
Proceeds from disposal of property, plant and equipment		-*	-	-	-
Proceeds from disposal of investment property		1,300	-	-	-
Purchase of investment property		-	(854)	-	-
Purchase of property, plant and equipment		(7)	(17)	-	-
Net Cash Generated From/(Used In) Investing Activities		943	(872)	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Repayment of borrowings	(a)	(1,868)	(41,123)	(132)	(40,623)
Drawdown of					
- term loan	(a)	21,000	-	-	-
- other investment		70	-	26	-
Net Cash Generated From/ (Used In) Financing Activities		19,202	(41,123)	(106)	(40,623)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		492	3,133	578	(184)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR</b>		7,116	3,983	262	446
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR (Note 13)</b>		7,608	7,116	840	262

\* Represent amount less than RM1,000

## Statements of Cash Flows for the Financial Year Ended 31 March 2024

(a) Reconciliation of liabilities arising from financing activities:

	1 April 2022 RM'000	Cash flows RM'000	31 March 2023 RM'000	Cash flows RM'000	31 March 2024 RM'000
<b>GROUP</b>					
<b>Borrowings (Note 17)</b>					
Term loans	32,485	(1,000)	31,485	19,264	50,749
Lease liabilities	279	(115)	164	(132)	32
Other borrowings	40,008	(40,008)	-	-	-
	72,772	(41,123)	31,649	19,132	50,781
<b>COMPANY</b>					
<b>Borrowings (Note 17)</b>					
Term loans	2,500	(500)	2,000	-	2,000
Lease liabilities	279	(115)	164	(132)	32
Other borrowings	40,008	(40,008)	-	-	-
	42,787	(40,623)	2,164	(132)	2,032

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



# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

## 1. CORPORATE INFORMATION

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

The principal activities of the Company during the financial year were those of the provision of management services, investment holding and property development. The principal activities of the subsidiaries of the Company are stated in Note 28 to the financial statements.

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

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 31 July 2024.

## 2. BASIS OF PREPARATION

### 2.1 Statement of Compliance

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

### 2.2 Adoption of new MFRS and amendments to MFRSs

Adoption of new MFRS and amendments to MFRSs

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

#### New MFRS

MFRS 17	Insurance Contracts
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#### Amendments to MFRSs

MFRS 101	Presentation of Financial Statements
MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
MFRS 112	Income Taxes

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

# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

### 2.2 Adoption of new MFRS and amendments to MFRSs (Cont'd)

#### *Amendments to MFRS 101 Presentation of Financial Statements*

The amendments require an entity to disclose its material accounting policy information rather than significant accounting policies. The amendments, amongst others, also include examples of circumstances in which an entity is likely to consider an accounting policy information to be material to its financial statements.

Accordingly, the Group and the Company disclosed their material accounting policy information in these financial statements. However, the amendments did not result in changes to the accounting policies of the Group and of the Company.

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

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

	<b>Effective for financial periods beginning on or after</b>
<u>New MFRS</u>	
MFRS 18                      Presentation and Disclosure in Financial Statements	1 January 2027
<u>Amendments to MFRSs</u>	
MFRS 7                      Financial Instruments: Disclosures	1 January 2024/ 1 January 2026
MFRS 9                      Financial Instruments	1 January 2026
MFRS 10                     Consolidated Financial Statements	Deferred
MFRS 16                     Leases	1 January 2024
MFRS 101                    Presentation of Financial Statements	1 January 2024
MFRS 107                    Statements of Cash Flows	1 January 2024
MFRS 121                    The Effects of Changes in Foreign Exchange Rates	1 January 2025
MFRS 128                    Investments in Associates and Joint Ventures	Deferred

# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

### 2.3 Amendments to MFRSs that have been issued, but yet to be effective

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

#### *Amendments to MFRS 101 Presentation of Financial Statements*

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

The latest amendments to MFRS 101 clarify how conditions with which an entity must comply within 12 months after the reporting period affect the classification of a liability. As such, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to the financial statements.

### 2.4 Functional and presentation currency

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

### 2.5 Basis of measurement

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

## 3. MATERIAL ACCOUNTING POLICY INFORMATION

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

### 3.1 Basis of consolidation

#### (a) Subsidiaries and business combination

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

# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

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

#### (b) Non-controlling interests

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

#### (c) Associates

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

### 3.2 Separate financial statements

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

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

### 3.3 Financial instruments

#### Financial assets – subsequent measurement and gains and losses

##### Financial assets at fair value through profit or loss

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

##### Debt instruments at amortised cost

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

#### Financial liabilities – subsequent measurement and gains and losses

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

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

# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

### 3.4 Property, plant and equipment

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

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

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

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

### 3.5 Leases

#### (a) Lessee accounting

The Group and the Company present right-of-use assets that do not meet the definition of property, plant and equipment and investment property in Note 5 and Note 7, and lease liabilities as loans and borrowings in Note 17.

#### Short-term leases and leases of low value assets

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

#### Right of use assets

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

#### Lease liabilities

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

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

# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

### 3.5 Leases (Cont'd)

#### (b) Lessor accounting

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

### 3.6 Investment properties

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

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

### 3.7 Inventories

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

#### Property under development and completed properties

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

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

### 3.8 Revenue and other income

#### Financing components

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

#### (a) Property development

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

#### 3.8 Revenue and other income (Cont'd)

##### (a) Property development (Cont'd)

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

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

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

##### (b) Sales of inventories

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

##### (c) Management fee

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

##### (d) Construction contracts

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

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

# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

### 3.8 Revenue and other income (Cont'd)

#### (e) Sale of goods

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

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

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

## 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

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

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

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

The details of funding requirements and ability to meet short term obligations are disclosed in Note 31(b)(ii) to the financial statements.

#### (b) Impairment of financial assets (Note 9(b) and 11)

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

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



## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONT'D)

##### (c) Inventories (Note 6)

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

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

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

##### (d) Construction revenue (Note 21)

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

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

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

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 5. PROPERTY, PLANT AND EQUIPMENT

GROUP	Renovation RM'000	Plant, Machinery and Equipment RM'000	Motor Vehicles RM'000	Right-of-use Assets RM'000	Total RM'000
<b>Cost</b>					
At 1 April 2022	805	1,567	1,034	839	4,245
Additions	-	17	-	-	17
At 31 March 2023	805	1,584	1,034	839	4,262
Additions	-	7	-	-	7
Disposals	-	(328)	-	-	(328)
At 31 March 2024	805	1,263	1,034	839	3,941
<b>Less: Accumulated Depreciation</b>					
At 1 April 2022	786	1,370	986	462	3,604
Charge for the financial year	4	47	23	168	242
At 31 March 2023	790	1,417	1,009	630	3,846
Charge for the financial year	4	41	23	168	236
Disposals	-	(328)	-	-	(328)
At 31 March 2024	794	1,130	1,032	798	3,754
<b>Less: Impairment loss</b>					
At 31 March 2023	-	-	-	-	-
Impairment loss	-	114	-	-	114
At 31 March 2024	-	114	-	-	114
<b>Carrying Amount</b>					
At 31 March 2023	15	167	25	209	416
At 31 March 2024	11	19	2	41	73

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

COMPANY	Renovation RM'000	Right-of-use Asset RM'000	Total RM'000
<b>Cost</b>			
At 31 March 2023/31 March 2024	665	839	1,504
<b>Accumulated Depreciation</b>			
At 1 April 2022	665	462	1,127
Depreciation charged during the year	-	167	167
At 31 March 2023	665	629	1,294
Depreciation charged during the year	-	167	167
At 31 March 2024	665	796	1,461
<b>Carrying Amount</b>			
At 31 March 2023	-	210	210
At 31 March 2024	-	43	43

#### Right-of-use assets

The Group and the Company lease motor vehicles with lease term of 5 years under lease arrangements as disclosed in Note 17(ii).

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 6. INVENTORIES

	GROUP	
	2024 RM'000	2023 RM'000
<b>Non-current</b>		
<b>At lower of cost or net realisable value:</b>		
Properties held for development		
- Freehold land	103,665	92,858
- Leasehold land	201,683	228,161
- Development costs	77,977	61,909
	383,325	382,928
<b>Current</b>		
<b>At lower of cost or net realisable value:</b>		
Completed properties	20,499	29,485
Properties under development		
- Freehold land	-	10,807
- leasehold land	42,364	20,505
- Development costs	10,244	27,821
	73,107	88,618
<b>Total</b>	<b>456,432</b>	<b>471,546</b>

	COMPANY	
	2024 RM'000	2023 RM'000
<b>Non-current</b>		
<b>At lower of cost or net realisable value:</b>		
Properties held for development		
- Freehold land	17,005	17,005
- Leasehold land	20,727	25,346
- Development costs	568	568
	38,300	42,919
<b>Current</b>		
<b>At lower of cost or net realisable value:</b>		
Completed properties	4,172	4,736
	4,172	4,736
<b>Total</b>	<b>42,472</b>	<b>47,655</b>

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 6. INVENTORIES (CONT'D)

#### (a) Properties held for development

- (i) Certain properties held for development of the Group and the Company are charged as security for credit facilities as disclosed in Note 17(i) as follows:

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Properties held for development	69,019	73,638	9,000	13,619

- (ii) Certain properties held for development of the Group and the Company amounting to RM169.78 million (2023: RM160.67 million) and RM19.05 million (2023: RM17.76 million) respectively are pledged as security to IJM Group as disclosed in Note 20(ii).
- (iii) The leasehold lands of the Group have remaining lease terms ranging from 70 to 92 years (2023: 71 to 93 years).
- (iv) The properties held for development of the Group amounting to RM1.71 million (2023: RM1.62 million) respectively were sold during the financial year and are accordingly recognised as expenses in cost of sales.
- (v) The legal titles for certain properties held for development have yet to be transferred to the Group.
- (vi) Certain properties held for development of the Group amounting to RM1.20 million (2023: RM1.22 million) are pledged as security to Pengurusan Project Bersistem Sdn. Bhd. as disclosed in Note 17(ii).  
Pengurusan Project Bersistem Sdn. Bhd. is a related party as disclosed in Note 29(a).
- (vii) Certain properties held for development of the Group amounting to RM24.57 million are pledged as security to Insas Credit & Leasing Sdn Bhd as disclosed in Note 17(i) to the financial statements.

#### (b) Completed properties

- (i) Certain completed properties of the Group amounting to RM0.13 million (2023: RM0.13 million) are pledged as security and earmarked as part of the settlement to IJM Group as disclosed in Note 20(ii).
- (ii) Completed properties of the Group and the Company amounting to RM9.72 million and RM0.33 million (2023: RM12.07 million and RM1.74 million) respectively, were sold during the financial year and are accordingly recognised as an expense in cost of sales.
- (iii) The legal titles for certain completed properties have yet to be transferred to the Group.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 7. INVESTMENT PROPERTIES

	GROUP RM'000
<b>Cost</b>	
At 1 April 2022/31 March 2023	138,664
Disposal	(412)
At 31 March 2024	138,252
<b>Less: Accumulated Depreciation</b>	
At 1 April 2022	18,611
Charge for the financial year	983
At 31 March 2023	19,594
Charge for the financial year	980
Disposal	(72)
At 31 March 2024	20,502
<b>Less: Impairment Loss</b>	
At 31 March 2022/31 March 2023	46,705
<b>Carrying Amount</b>	
At 31 March 2023	72,365
At 31 March 2024	71,045

- (a) Certain investment properties of the Group amounting to RM46.23 million (2023: RM46.90 million) are charged as security for credit facilities as disclosed in Note 17(i).
- (b) The following are recognised in profit or loss in respect of investment properties:

	GROUP	
	2024	2023
	RM'000	RM'000
Rental income	4,733	4,766
Direct operating expenses:		
– income generating investment properties	(5,442)	(4,226)

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 7. INVESTMENT PROPERTIES (CONT'D)

#### (c) Fair value information

Fair values of investment properties are categorised as follows:

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<b>GROUP</b>				
<b>2024</b>				
Land and buildings	-	-	164,883	164,883
<b>GROUP</b>				
<b>2023</b>				
Land and buildings	-	-	138,792	138,792

#### Valuation of investment properties

##### Level 3 fair value

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

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

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

Description	Valuation technique	Significant observable input	Relationship of unobservable input to fair value
Lots in commercial complex	Sales comparison approach	Valuation price per square foot are ranging from RM183 to RM1,151 (2023: RM183 to RM1,151)	The higher the price per square foot, the higher the fair value
Lots in shopping mall	Sales comparison approach	Agreed selling price at RM776 (2023: RM671)	The higher the price per square foot, the higher the fair value

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

	COMPANY	
	2024 RM'000	2023 RM'000
Unquoted shares at cost	334,471	334,471
Loans that are part of net investments	326,048	449,127
Less: Accumulated impairment losses		
At 1 April	(234,978)	(232,976)
Additions	(6,026)	(2,120)
Reversals	-	118
Written-off	69,883	-
At 31 March	(171,121)	(234,978)
	489,398	548,620

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

#### (a) Amount owing by/(to) subsidiaries

	COMPANY	
	2024 RM'000	2023 RM'000
<b>Current</b>		
Amount owing by subsidiaries	86,897	252,259
Less: Accumulated impairment losses		
At 1 April	(249,722)	(242,996)
Additions	(4,504)	(6,829)
Reversals	3,050	103
Written-off	164,327	-
At 31 March	(86,849)	(249,722)
	48	2,537
<b>Non-current</b>		
Amount owing to subsidiaries	(5,456)	(5,692)
<b>Current</b>		
Amount owing to subsidiaries	(1,160)	(65,385)

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

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



## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONT'D)

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

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

Equity interest held by non-controlling interests:

Name of company	Principal place of business/country of incorporation	Ownership interest	
		2024 %	2023 %
Pintar Arif Sdn. Bhd.	Malaysia	0.51	2.56
Saujana Ukay Sdn. Bhd.	Malaysia	49.00	49.00
Seaview Plantations Sdn. Bhd.	Malaysia	-	30.00
Larut Talam International Management Services Limited	Hong Kong	0.12	0.12
Saluran Evolusi Sdn. Bhd.	Malaysia	10.00	10.00

Carrying amount of material non-controlling interests:

Name of company	2024 RM'000	2023 RM'000
Pintar Arif Sdn. Bhd.	29	499
Seaview Plantation Sdn. Bhd.	-*	1,414

Profit or loss allocated to material non-controlling interests:

Name of company	2024 RM'000	2023 RM'000
Pintar Arif Sdn. Bhd.	2	(2)
Seaview Plantation Sdn. Bhd.	(74)	(104)

\* Represent amount less than RM1,000

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONT'D)

#### (b) Non-Controlling Interest ("NCI") in subsidiaries (Cont'd)

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

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONT'D)

#### (b) Non-Controlling Interest ("NCI") in subsidiaries (Cont'd)

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

	Pintar Arif Sdn. Bhd. RM'000	Seaview Plantations Sdn. Bhd. RM'000
<b>Summarised statement of financial position</b>		
<b>As at 31 March 2023</b>		
<b>Assets and liabilities</b>		
Non-current assets	13,536	5,840
Current assets	598	62
<b>Total assets</b>	<b>14,134</b>	<b>5,902</b>
Non-current liabilities	4,206	-
Current liabilities	494	1,187
<b>Total liabilities</b>	<b>4,700</b>	<b>1,187</b>
<b>Summarised statement of comprehensive income</b>		
<b>Financial year ended 31 March 2023</b>		
Revenue	-	-*
Profit/(loss) for the year	(63)	(343)
<b>Total comprehensive loss</b>	<b>(63)</b>	<b>(343)</b>
<b>Other information</b>		
Dividend paid to NCI	-	-

\* Represent amount less than RM1,000

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

##### For the financial year ended 31 March 2024

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

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 8. INVESTMENT IN SUBSIDIARIES AND AMOUNT OWING BY/(TO) SUBSIDIARIES (CONT'D)

#### (c) Changes in the composition of the Group (Cont'd)

##### For the financial year ended 31 March 2024 (Cont'd)

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

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

\* Represent amount less than RM1,000

##### For the financial year ended 31 March 2023

On 8 September 2022, the Group had subscribed for 225,000 ordinary shares in Saluran Evolusi Sdn. Bhd. ("SESB") at an issue price of RM1.00 each which shall be deemed as fully paid up by way of cash, thus resulting in SESB becoming a subsidiary where the Group has 90% controlling interests in equity shares.

### 9. INVESTMENT IN ASSOCIATES AND AMOUNT OWING BY ASSOCIATES

	GROUP	
	2024 RM'000	2023 RM'000
Unquoted shares, at cost	25,975	25,975
Less : Accumulated impairment losses at 1 April/31 March	(5,739)	(5,739)
	20,236	20,236
Share of post-acquisition reserves	(3,831)	(3,151)
	16,405	17,085

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 9. INVESTMENT IN ASSOCIATES AND AMOUNT OWING BY ASSOCIATES

(a) Details of the associates are as follows:

Name of Companies	Principal place of business/ country of incorporation	Financial Year End	Effective Equity Interest and Voting Interest		Nature of relationship
			2024 %	2023 %	
Trident Treasure Sdn. Bhd. ^	Malaysia	31 December	40	40	Property development. The activities contribute to the Group's property development segment.
Oaxis Sdn. Bhd. * ^	Malaysia	31 January	25	25	Property development. The activities contribute to the Group's property development segment.

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

^ The financial year end of these associates are not coterminous with the Group. As such, for the purpose of applying equity method of accounting, the management financial statements of these associates for the financial year ended 31 March 2024 have been used.

(b) Amount owing by associates

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Non-current</b>				
Amount owing by associates	24,567	25,196	24,566	22,963
<b>Current</b>				
Amount owing by associates	2,608	197	-	-
Less: Accumulated impairment losses	(59)	(59)	-	-
	2,549	138	-	-
<b>Total</b>	<b>27,116</b>	<b>25,334</b>	<b>24,566</b>	<b>22,963</b>

(c) The amount owing by associates of the Group and the Company classified as non-current is unsecured and interest bearing at 8% per annum (2023: 8%).

(d) The amount owing by associates classified as current are unsecured, interest free and repayable on demand.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 9. INVESTMENT IN ASSOCIATES AND AMOUNT OWING BY ASSOCIATES (CONT'D)

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

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 9. INVESTMENT IN ASSOCIATES AND AMOUNT OWING BY ASSOCIATES (CONT'D)

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

GROUP 2023	Trident Treasure Sdn. Bhd. RM'000	Oaxis Sdn. Bhd. RM'000	Total RM'000
<b>Summary of financial information</b>			
<b>Assets and liabilities</b>			
Non-current assets	43,384	281	43,665
Current assets	318	52,410	52,728
<b>Total assets</b>	<b>43,702</b>	<b>52,691</b>	<b>96,393</b>
Non-current liabilities	21,000	59	21,059
Current liabilities	29,335	46,497	75,832
<b>Total liabilities</b>	<b>50,335</b>	<b>46,556</b>	<b>96,891</b>
<b>Results</b>			
Loss after taxation	(3,016)	(251)	(3,267)
<b>Reconciliation of net assets to carrying amount</b>			
Share of the net assets at the acquisition date	8,462	1,624	10,086
Goodwill on acquisition	338	15,551	15,889
Cost of investment	8,800	17,175	25,975
Impairment loss	-	(5,739)	(5,739)
Share of post-acquisition losses	(3,061)	(90)	(3,151)
Carrying amount in the statement of financial position	5,739	11,346	17,085
<b>Group's share of loss</b>			
Group's share of total comprehensive loss	(1,213)	(63)	(1,276)
<b>Other information</b>			
Dividend received	-	-	-

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 10. OTHER INVESTMENT

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Current</b>				
<b>Financial assets at fair value through profit or loss ("FVTPL")</b>				
At fair value:				
- Cash management fund investment	-	70	-	26

The cash management fund investment carried at fair value through profit or loss represents an investment in short term variable income instrument issued and managed by an investment management company.

### 11. TRADE AND OTHER RECEIVABLES

#### (a) Trade receivables

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Non-current</b>				
Trade receivables	23,733	22,268	-	-
<b>Current</b>				
Trade receivables	10,941	24,621	-	479
Less:				
Impairment loss				
At 1 April	(3,974)	(5,365)	-	-
Reversal	1	694	-	-
Written off	-	697	-	-
At 31 March	(3,973)	(3,974)	-	-
	6,968	20,647	-	479
<b>Total trade receivables (Non-current and current)</b>	<b>30,701</b>	<b>42,915</b>	<b>-</b>	<b>479</b>

- (i) Trade receivables are non-interest bearing and the Group's normal trade credit terms ranges from 14 days to 60 days (2023: 14 days to 60 days), other than as disclosed in Note 11(a)(vi). Other credit terms are assessed and approved on a case-by-case basis.
- (ii) Included in non-current trade receivables of the Group is an amount of RM23.73 million (2023: RM22.27 million) that is to be received on 28 July 2025 and 28 July 2027.



## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 11. TRADE AND OTHER RECEIVABLES (CONT'D)

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

- (iii) As at 31 March 2024, approximately 91.69% (2023: 86.30%) of the Group's total trade receivables are due from 2 (2023: 2) significant receivables.
- (iv) Based on the Group's assessment of the collectability of trade receivables, the directors believe that no further impairment is necessary in respect of trade receivables that are past due but not impaired.
- (v) The information about the credit exposures are disclosed in Note 31(b)(i).
- (vi) Included in current trade receivables of the Group is an amount of RM4.42 million (2023: RM18.14 million) that is receivable from a company in which certain directors have substantial financial interests as disclosed in Note 29(a), interest bearing at 10% and is to be received by 31 December 2024.

#### (b) Other receivables and deposits

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Current</b>				
Other receivables	68,228	67,767	40,852	41,110
Less:				
Impairment loss				
At 1 April	(54,809)	(54,889)	(39,053)	(39,137)
Additions	(13)	(12)	(4)	(6)
Reversals	205	92	200	90
At 31 March	(54,617)	(54,809)	(38,857)	(39,053)
	13,611	12,958	1,995	2,057
Refundable deposits	17,264	17,172	1,035	1,035
Less:				
Impairment losses				
At 1 April	(15,781)	(15,781)	(1,034)	(1,034)
Additions	(11)	-	-	-
At 31 March	(15,792)	(15,781)	(1,034)	(1,034)
	1,472	1,391	1	1
<b>Total other receivables and deposits</b>	<b>15,083</b>	<b>14,349</b>	<b>1,996</b>	<b>2,058</b>

- (i) Included in current other receivables of the Group are miscellaneous charges receivable from house purchasers of RM0.11 million (2023: RM0.11 million).

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 12. CONTRACT ASSETS/(LIABILITIES)

	GROUP	
	2024 RM'000	2023 RM'000
Contract assets relating to construction service contracts	4,464	94
Total contract assets	4,464	94
Contract liabilities relating to construction services contracts	78	7
Total contract liabilities	78	7

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

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

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

	GROUP			
	2024		2023	
	Contract assets Increase/ (decrease) RM'000	Contract liabilities (Increase)/ decrease RM'000	Contract assets Increase/ (decrease) RM'000	Contract liabilities (Increase)/ decrease RM'000
Revenue recognised that was included in contract liability at the beginning of the financial year	-	7	-	22
Increases due to consideration received but revenue not recognised	-	(78)	-	(7)
Transfer from contract assets recognised at the beginning of the year to receivables	(94)	-	(17)	-
Increase due to revenue recognised for unbilled goods or services transferred to customers	4,464	-	94	-

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 13. CASH AND BANK BALANCES

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Housing development accounts ("HDA")	53	52	-	-
Deposits with licensed banks	822	1,012	-	-
Cash in hand and bank balances	6,733	6,052	840	262
Cash and cash equivalents	7,608	7,116	840	262

The housing development accounts of the Group are maintained pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966. These accounts, which consist of monies received from purchasers, are for the payment of property development costs incurred and are restricted from use in other operations. The surplus monies, if any, will be released to the Group upon the completion of the development projects and after all development costs have been fully settled.

### 14. SHARE CAPITAL

	GROUP AND COMPANY			
	Number of shares		Amounts	
	2024 '000 unit	2023 '000 unit	2024 RM'000	2023 RM'000
Issued and fully paid-up (no par value):				
At 1 April/31 March	4,295,280	4,295,280	859,086	859,086

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

### 15. TREASURY SHARES

	GROUP AND COMPANY			
	2024 '000 unit	2023 '000 unit	2024 RM'000	2023 RM'000
Ordinary shares	2,636	2,636	(493)	(493)

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 16. RESERVES

		GROUP		COMPANY	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Capital reserves:					
Other capital reserve	(a)	792	792	-	-
Foreign exchange reserve	(b)	8	8	-	-
Total capital reserves		800	800	-	-
Accumulated losses		(625,174)	(598,676)	(601,546)	(566,803)
		(624,374)	(597,876)	(601,546)	(566,803)

#### (a) Other capital reserve

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

#### (b) Foreign exchange reserve

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

### 17. BORROWINGS

		GROUP		COMPANY	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>(a) Long term borrowings</b>					
<b>Secured:</b>					
Term and bridging loans (Note 17(i))		29,485	29,485	-	-
Lease liabilities (Note 17(ii))		-	38	-	38
		29,485	29,523	-	38
<b>(b) Short term borrowings</b>					
<b>Secured:</b>					
Term and bridging loans (Note 17(i))		21,264	2,000	2,000	2,000
Lease liabilities (Note 17(ii))		32	126	32	126
		21,296	2,126	2,032	2,126
<b>Total Borrowings</b>		<b>50,781</b>	<b>31,649</b>	<b>2,032</b>	<b>2,164</b>

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 17. BORROWINGS (CONT'D)

- (i) The term and bridging loans are secured on the assets of the Group as disclosed in Note 6(a)(i) and Note 7(a). On 31 March 2024, TA First Credit Sdn. Bhd. had extended the facility of RM29.5 million by 12 months to 31 May 2025.

Included in the term and bridging loans is an amount of RM19.26 million which is secured on the assets of the Group as disclosed in Note 6(a)(vii) to the financial statements.

Included in the term and bridging loans is an amount of RM2 million (2023: RM2 million) which is secured on the assets of the Group as disclosed in Note 6(a)(vi). Pengurusan Projek Bersistem Sdn. Bhd. is a related party and the nature of the relationship is disclosed in Note 29(a) to the financial statements.

- (ii) Lease liabilities

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Future minimum finance lease payments				
- not later than one year	32	131	32	131
- later than one year and not later than two years	-	38	-	38
	32	169	32	169
Future interest charges	-*	(5)	-*	(5)
Present value of finance lease liability	32	164	32	164
Represented by:				
Current				
- not later than one year	32	126	32	126
Non-current				
- later than one year and not later than two years	-	38	-	38
	-	38	-	38
	32	164	32	164

\* Represent amount less than RM1,000

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

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

	GROUP		COMPANY	
	2024 %	2023 %	2024 %	2023 %
Term and bridging loans	8.00 - 12.00	8.00 - 12.00	8.00	8.00
Lease liabilities	2.28 - 2.80	2.28 - 2.80	2.28 - 2.80	2.28 - 2.80

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 18. TRADE PAYABLES

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Current</b>				
Trade payables	33,655	38,975	24,484	24,484
Retention sum	5,891	6,409	3	3
Accrual	1,554	1,543	1,543	1,543
	41,100	46,927	26,030	26,030

- (a) Included in trade payables of the Group and the Company is an amount of RM23.69 million (2023: RM23.69 million) owing to Menteri Besar Selangor (Incorporated) ("MBSI"). There are on-going negotiations between the Group and MBSI in respect of some replacement lands that MBSI had previously promised to the Group. The amount due to MBSI will be settled only upon the finalisation of these negotiations.
- (b) The normal trade credit terms granted to the Group ranges from 30 days to 90 days (2023: 30 days to 90 days).
- (c) In the previous financial year, included in trade payables of the Group is an amount of RM4.01 million which is interest bearing at 8% per annum and have been fully settled.

### 19. PROVISION FOR LIABILITIES

GROUP	Provision for Cost to Completion of Project	
	2024 RM'000	2023 RM'000
At 1 April	611	731
Reversal	-	(120)
At 31 March	611	611

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 20. OTHER PAYABLES AND ACCRUED EXPENSES

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Non-current</b>				
Other payables	8,777	229,980	1,708	222,900
<b>Current</b>				
Other payables	278,345	32,531	264,979	8,627
Accrued expenses	15,291	47,408	1,003	2,222
	293,636	79,939	265,982	10,849
<b>Total other payables</b>	<b>302,413</b>	<b>309,919</b>	<b>267,690</b>	<b>233,749</b>

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

		GROUP		COMPANY	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Accrued interest expenses	(i)	1	20	1	33
Amount payable to authorities in relation to development project		5,267	5,491	509	655
Amount payable to IJM Group	(ii)	255,979	221,562	255,756	221,339
Amount payable to director	(iii)	222	222	222	222
Refundable deposit received from purchasers of properties and tenants of complexes		1,890	1,798	9	15
Advance from Puan Sri Datin Thong Nyok Choo	(iv)	268	158	-	-
Advance from developer	(v)	2,302	1,181	-	-

- (i) The accrued interest expenses are in respect of the secured term loans.
- (ii) The amount payable to IJM Group is interest bearing at 6.50% per annum (2023: 6.50%) and is secured on the assets of the Group as disclosed in Note 6(a)(ii) and Note 6(b)(i) to the financial statements.

Included in the current other payables, an amount payable to IJM Group of RM235.76 million (2023: RM221.34 million (classified under non-current payables)). The Group had entered into a partial settlement arrangement with IJM Group to settle the owing to IJM Group by 20 May 2024 via contra of properties and/or in cash.

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

- (iii) The amount payable to a director of the Company is unsecured, interest free and is payable on demand.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 20. OTHER PAYABLES AND ACCRUED EXPENSES (CONT'D)

- (iv) The amount payable to Puan Sri Datin Thong Nyok Choo, the spouse of director Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon (demised on 11 June 2024) is unsecured, interest free and payable on demand.
- (v) The advance from a developer amounted to RM1.32 million and RM0.98 million (2023: RM1.18million) is unsecured, interest bearing at 12% per annum (2023: 12%) and to be paid by 31 May 2024 and 31 July 2024 respectively.

### 21. REVENUE

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Revenue from contract customers:</b>				
(i) Recognised at a point in time				
Sale of land	10,636	3,801	-	-
Sale of inventories	16,959	23,110	550	3,590
(ii) Recognised over time				
Construction revenue	26,832	29,714	-	-
Management fees and charges	2,414	-	-	-
	56,841	56,625	550	3,590
<b>Revenue from other sources:</b>				
Rental income from				
investment properties	4,733	4,766	-	-
Other revenue	11	14	-	-
	4,744	4,780	-	-
	61,585	61,405	550	3,590

For contracts that exceed one year, the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as at the end of this financial year is RM5.17 million, which the Group expects to recognise as revenue in 2025 and subsequent years.

### 22. COST OF SALES

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Construction cost	25,606	28,594	-	-
Cost of rental	5,442	4,226	-	-
Cost of land	1,706	1,615	-	-
Cost of inventories sold	9,721	12,074	329	1,737
Others	1,465	1,488	-	132
	43,940	47,997	329	1,869



## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 23. FINANCE INCOME AND COSTS

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Finance income:</b>				
Interest income	1,726	1,890	1,608	1,836
Amortisation of financial instrument	1,791	1,108	-	-
	3,517	2,998	1,608	1,836
<b>Finance cost:</b>				
Interest expenses on:				
- term and bridging loans	5,756	4,905	326	386
- other borrowings	14,416	13,508	14,417	13,509
- finance lease liability	5	11	5	10
	20,177	18,424	14,748	13,905
Amortisation of financial instrument	-	1,505	-	134
Profit on Islamic debt securities	-	675	-	675
	20,177	20,604	14,748	14,714

### 24. INCOME TAX EXPENSE

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Income tax:</b>				
- current financial year	50	56	20	23
- prior financial year	(15)	3	(9)	-
	35	59	11	23

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 24. INCOME TAX EXPENSE (CONT'D)

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

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

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Loss before tax:	(27,939)	(15,475)	(34,732)	(22,693)
Taxation at Malaysian statutory tax rate of 24% (2023: 24%)	(6,705)	(3,714)	(8,336)	(5,446)
Income not subject to tax	(332)	(12,566)	-	-
Expenses not deductible for tax purposes	8,283	17,449	6,775	5,750
Origination of deferred tax assets not recognised in the financial statements	(1,359)	(1,419)	1,581	(281)
Share of results of associates	163	306	-	-
Overprovision of income tax expense in prior financial year	(15)	3	(9)	-
Tax expense for the financial year	35	59	11	23

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

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Deductible temporary differences	4,578	5,593	35	15
Unused tax losses	158,116	162,766	49,183	42,614
	162,694	168,359	49,218	42,629
Potential deferred tax assets not recognised @ 24%	39,047	40,406	11,812	10,231

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

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 24. INCOME TAX EXPENSE (CONT'D)

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Year of assessments</b>				
2028	88,840	103,195	8,025	8,025
2029	33,456	34,230	28,736	28,736
2030	7,279	8,100	929	929
2031	4,624	4,796	-	-
2032	8,709	8,709	4,924	4,924
2033	3,735	3,736	-	-
2034	11,473	-	6,569	-
	158,116	162,766	49,183	42,614

### 25. LOSS BEFORE TAX

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

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Auditors' remuneration – statutory audit:</b>				
- Baker Tilly Monteiro Heng PLT	348	326	175	170
- Other auditors	38	42	-	-
<b>Written off:</b>				
- investment in subsidiaries	-	-	17	-
- amount owing by subsidiaries	-	-	5,264	-
- receivables – non trade	-	697	-	-
<b>Depreciation of:</b>				
- property, plant and equipment	236	242	167	167
- investment properties	980	983	-	-
<b>Impairment loss on:</b>				
- investment in subsidiaries	-	-	6,026	2,120
- amount owing by subsidiaries	-	-	4,504	6,829
- receivables – non trade	24	12	4	6
- property, plant and equipment	114	-	-	-
Inventories written down	5,680	82	4,874	-
<b>Staff costs:</b>				
- wages and salaries	3,551	3,379	-	-
- social security	67	51	-	-
- defined contribution	494	414	-	-
- other staff related expenses	337	248	-	-

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 25. LOSS BEFORE TAX (CONT'D)

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

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Gain on disposal of investment properties	(960)	-	-	-
(Gain)/loss on financial assets at amortised cost	(1,539)	397	-	-
Loss on financial liabilities at amortised cost	-	-	-	134
Reversal of impairment losses on:				
- investment in subsidiaries	-	-	-	(118)
- receivables - trade	(1)	(694)	-	-
- receivables - non trade	(205)	(92)	(200)	(90)
- amount owing by subsidiaries	-	-	(3,050)	(103)
- inventories	(454)	-	-	-
Realised loss on foreign exchange	1	406	1	406
Waiver of debt	-	(812)	-	(1,669)

### 26. LOSS PER SHARE

#### (a) Basic loss per ordinary share

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

	GROUP	
	2024	2023
Loss for the financial year attributable to owners of the Company (RM'000)	(27,892)	(15,407)
Weighted average number of shares (Units'000)	4,292,644	4,292,644
Basic loss per share (sen)	(0.65)	(0.36)

#### (b) Diluted loss per ordinary share

The Group has no potential dilutive of ordinary shares. As such, there is no dilution effect on the loss per share of the Group.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 27. DIRECTORS' REMUNERATION

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Directors of the Company:</b>				
<b><i>Executive directors:</i></b>				
- Fees	59	75	59	75
- Salaries	806	887	806	887
- Defined contribution	99	106	99	106
- Other emoluments	2	3	2	3
- Benefits-in-kind	34	24	34	24
	1,000	1,095	1,000	1,095
<b><i>Non-executive directors:</i></b>				
- Fees	100	100	100	100
- Other emoluments	314	285	314	285
	414	385	414	385
	1,414	1,480	1,414	1,480
<b>Directors of subsidiaries:</b>				
Salaries	198	75	-	-
Defined contribution	19	9	-	-
Other emoluments	61	23	-	-
	278	107	-	-
<b>Total</b>	<b>1,692</b>	<b>1,587</b>	<b>1,414</b>	<b>1,480</b>

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 27. DIRECTORS' REMUNERATION (CONT'D)

The numbers of directors of the Group and the Company whose total remuneration during the financial year fall within the following bands are as follows:

	GROUP		COMPANY	
	2024	2023	2024	2023
<b>Executive directors:</b>				
RM500,001 – RM550,000	1	-	1	-
RM450,001 – RM500,000	-	-	-	-
RM400,001 – RM450,000	-	2	-	2
RM350,001 – RM400,000	-	-	-	-
RM300,001 – RM350,000	-	-	-	-
RM250,001 – RM300,000	-	-	-	-
RM200,001 – RM250,000	2	-	2	-
RM150,001 – RM200,000	-	1	-	1
RM100,001 – RM150,000	1	-	-	-
Below RM100,000	2	2	-	-
<b>Non-Executive directors:</b>				
RM100,001 – RM150,000	1	1	1	1
Below RM100,000	6	4	6	3
	13	10	10	7

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 28. SUBSIDIARIES

Details of subsidiaries are as follows:

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2024 %	2023 %	
Abra Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Biltradex Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Bukit Khazanah Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Cekap Tropikal Sdn. Bhd.	Malaysia	100	100	Property development
Envy Vista Sdn. Bhd.	Malaysia	100	100	Dormant
Era-Casa Sdn. Bhd.	Malaysia	100	100	Investment holding
Europlus Berhad	Malaysia	100	100	Investment holding and property development
G.L. Development Sdn. Bhd.	Malaysia	100	100	Property investment and development
Good Debut Sdn. Bhd.	Malaysia	100	100	Property development
Inti Johan Sdn. Bhd.	Malaysia	100	100	Property investment and management
Lambang Wira Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Management Services Sdn. Bhd.	Malaysia	100	100	Investment holding
Larut Overseas Ventures Sdn. Bhd.	Malaysia	100	100	Investment holding
L.C.B. Management Sdn. Bhd.	Malaysia	100	100	Provision of management services and construction
Maxisegar Realty Sdn. Bhd.	Malaysia	100	100	Dormant
Mutual Prosperous Sdn. Bhd.	Malaysia	100	100	Investment holding and money lending
Pandan Lake Club Sdn. Bhd.	Malaysia	100	100	Dormant

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 28. SUBSIDIARIES (CONT'D)

Details of subsidiaries are as follows: (Cont'd)

Name of Companies	Principal place of business/ country of incorporation	Effective Equity Interest and Voting Interest		Principal Activities
		2024 %	2023 %	
Pintar Arif Sdn. Bhd.	Malaysia	99.49	97.44	Property development
Seaview Plantations Sdn. Bhd.	Malaysia	100	70	Property development, investment holding and agriculture
Saluran Evolusi Sdn. Bhd.	Malaysia	90	90	Property development and construction
Saujana Ukay Sdn. Bhd.	Malaysia	51	51	Dormant
Talam Leisure Development Sdn. Bhd.	Malaysia	100	100	Property development and investment holding
Talam Plantations Sdn. Bhd.	Malaysia	100	100	Investment holding
Terang Tanah Sdn. Bhd.	Malaysia	100	100	Investment holding
Untung Utama Sdn. Bhd.	Malaysia	100	100	Property development
Venue Venture Sdn. Bhd.	Malaysia	100	100	Investment holding, property investment and management
Winax Development Sdn. Bhd.	Malaysia	100	100	Investment holding
Winax Engineering Sdn. Bhd.	Malaysia	100	100	Investment holding
Zhinmun Sdn. Bhd.	Malaysia	100	100	Property development
Zillion Development Sdn. Bhd.	Malaysia	100	100	Property investment and development
Larut Talam International Management Services Limited *	Hong Kong	99.88	99.88	Dormant
Malim Enterprise (HK) Limited *	Hong Kong	100	100	Dormant
Noble House Investments Limited * [1]	Hong Kong	100	100	Dormant
Parkgrove Limited * [1]	Hong Kong	100	100	Dormant

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



## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 28. SUBSIDIARIES (CONT'D)

Details of subsidiaries are as follows: (Cont'd)

[1] The auditors' reports of these subsidiaries for the financial year ended 31 March 2024 contain a qualified opinion on these financial statements in view of the following:

- existence and ownership of associates
- no equity accounting for investment in associates

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS

During the financial year under review, the significant related party transactions were as follows:

#### (a) Transactions with related parties

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Interest expense paid/payable:				
- Pengurusan Projek Bersistem Sdn. Bhd.	161	163	161	163
Interest income received/receivable:				
- Wonderful Insight Sdn. Bhd.	724	1,146	-	-
Progress billing received/receivable:				
- Wonderful Insight Sdn. Bhd.	21,621	27,867	-	-
Project management services received/receivable:				
- Wonderful Insight Sdn. Bhd.	2,414	-	-	-

The nature of the relationship with the related parties is as follows:

Related Parties	Nature of Relationship
Pengurusan Projek Bersistem Sdn. Bhd. ("PPBSB")	PPBSB is a corporate shareholder of the Company.  Tan Sri Dato' (Dr.) Ir. Chan Ah Chye @ Chan Chong Yoon ("TSDCAC") (demised on 11 June 2024), a director of the Company and his spouse, Puan Sri Datin Thong Nyok Choo ("PSDTNC"), are both substantial shareholders of the Company, have substantial financial interest in PPBSB.
Wonderful Insights Sdn. Bhd. ("WISB")	Chua Kim Lan ("CKL") is a director and shareholder of the Company. Her spouse, Chin Chee Meng is a substantial shareholder of WISB.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

#### (b) Key management personnel compensation

The remuneration of key management personnel, which includes the directors' remuneration, is disclosed as follows:

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Directors of the Company:</b>				
Fees	159	175	159	175
Salaries	806	887	806	887
Defined contribution	99	106	99	106
Other emoluments	316	288	316	288
Benefits-in-kind	34	24	34	24
	1,414	1,480	1,414	1,480
<b>Directors of subsidiaries:</b>				
Salaries	198	75	-	-
Defined contribution	19	9	-	-
Other emoluments	61	23	-	-
	278	107	-	-
<b>Total</b>	<b>1,692</b>	<b>1,587</b>	<b>1,414</b>	<b>1,480</b>
Included in the staff costs:				
Key Management Personnel other than Directors:				
Salaries and other emoluments	1,065	987	-	-
Defined contribution	127	118	-	-
	1,192	1,105	-	-

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 30. CAPITAL MANAGEMENT

The primary objective of the Group's capital management practice is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value as well as to enable the Group to continue as going concern. To achieve this, the Group ensures that an optimal capital structure is maintained. The Group yearically reviews and manages its capital structure and makes adjustments to it, in light of changes in economic conditions.

The directors monitor and determine the optimal debt to equity ratio that complies with the debt covenants. No changes were made in the objectives, policies or processes during the financial year ended 31 March 2024 and 31 March 2023.

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Borrowings	50,781	31,649	2,032	2,164
Less: Cash and bank balances	(7,608)	(7,116)	(840)	(262)
Net debts	43,173	24,533	1,192	1,902
Equity attributable to owners of the Company	234,219	260,717	257,047	291,790
Net gearing ratio (times)	0.18	0.09	0.00	0.01

The Group is also required to comply with the disclosure and necessary capital requirements as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 31. FINANCIAL INSTRUMENTS

#### (a) Classification of financial instruments

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned:

- (i) Fair value through profit or loss ("FVPL")
- (ii) Amortised cost

	Carrying Amount RM'000	Amortised Cost RM'000
<b>2024</b>		
<b>Financial assets</b>		
<b>Group</b>		
Amount owing by associates	27,116	27,116
Trade and other receivables	45,784	45,784
Cash and bank balances	7,608	7,608
	80,508	80,508
<b>Company</b>		
Amount owing by subsidiaries	48	48
Amount owing by associates	24,566	24,566
Trade and other receivables	1,996	1,996
Cash and bank balances	840	840
	27,450	27,450
<b>Financial liabilities</b>		
<b>Group</b>		
Trade and other payables	343,513	343,513
Borrowings	50,781	50,781
	394,294	394,294
<b>Company</b>		
Trade and other payables	293,720	293,720
Amount owing to subsidiaries	6,616	6,616
Borrowings	2,032	2,032
	302,368	302,368

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

#### (a) Categories of financial instruments (Cont'd)

	Carrying Amount RM'000	Amortised Cost RM'000	FVPL RM'000
<b>2023</b>			
<b>Financial assets</b>			
<b>Group</b>			
Amount owing by associates	25,334	25,334	-
Trade and other receivables	57,264	57,264	-
Other investment	70	-	70
Cash and bank balances	7,116	7,116	-
	<b>89,784</b>	<b>89,714</b>	<b>70</b>
<b>Company</b>			
Amount owing by subsidiaries	2,537	2,537	-
Amount owing by associates	22,963	22,963	-
Trade and other receivables	2,537	2,537	-
Other investment	26	-	26
Cash and bank balances	262	262	-
	<b>28,325</b>	<b>28,299</b>	<b>26</b>
<b>Financial liabilities</b>			
<b>Group</b>			
Trade and other payables	356,846	356,846	-
Borrowings	31,649	31,649	-
	<b>388,495</b>	<b>388,495</b>	<b>-</b>
<b>Company</b>			
Trade and other payables	259,779	259,779	-
Amount owing to subsidiaries	71,077	71,077	-
Borrowings	2,164	2,164	-
	<b>333,020</b>	<b>333,020</b>	<b>-</b>

#### (b) Financial risk management

The Group's and the Company's activities are exposed to a variety of financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk, market price risk and operational risk. The Group's and the Company's overall financial risk management objective is to optimise value for their shareholders. The Group and the Company do not trade in financial instruments.

The Board of Directors reviews and agrees to policies and procedures for the management of these risks, which are executed by the Group's senior management. The audit committee provides independent oversight to the effectiveness of the risk management process.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

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

##### (i) Credit Risk

Credit risk is the risk of financial loss to the Group and the Company that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group and the Company are exposed to credit risk from its receivables and amount owing by associates. The Group and the Company have a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures.

#### Trade receivables and contract assets

As at the end of the reporting year, the maximum exposure to credit risk arising from trade receivables and contract assets is represented by the carrying amounts in the statements of financial position.

In determining the recoverability of these receivables, the Group and the Company consider any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. Receivables are monitored on a going concern basis via Group's management reporting procedures and action will be taken for long outstanding debt. Majority of the receivables are from property development segment. The credit risk is limited as the ownership and rights to the properties revert to the Group in the event of default.

#### Credit risk concentration profile

The Group and the Company determine the credit risk concentration of its trade receivables and contract assets by industry sector profile on an ongoing basis. The credit risk concentration profile of the Group's and the Company's trade receivables and contract assets at the reporting date are as follows:

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Property development	24,410	23,056	-	479
Property investment and management	721	607	-	-
Construction	5,570	19,252	-	-
	30,701	42,915	-	479

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

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

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

#### Trade receivables and contract assets (Cont'd)

##### Recognition and measurement of impairment losses

In managing credit risk of trade receivables, the Group and the Company manage its debtors and take appropriate actions (including but not limited to legal actions) to recover long overdue balances.

For construction contracts, as there are only a few customers, the Group assessed the risk of loss of each customer individually based on their financial information, past trend of payments and external credit ratings, where applicable. All of these customers have low risk of default.

The Group and the Company apply the simplified approach to providing for impairment losses prescribed by MFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables and contract assets. To measure the impairment losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The impairment losses also incorporate forward looking information.

Ageing analysis of the Group's and of the Company's trade receivables are as follow:

	GROUP		COMPANY	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Neither past due nor impaired	29,378	24,979	-	479
Past due but not impaired				
1-30 days past due	664	3,971	-	-
31-60 days past due	41	2,037	-	-
61-90 days past due	26	1,899	-	-
91-120 days past due	26	9,575	-	-
more than 121 days past due	4,539	4,428	-	-
Impaired Individually	5,296 (3,973)	21,910 (3,974)	-	-
	30,701	42,915	-	479

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

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

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

###### Other receivables and other financial assets

For other receivables and other financial assets, the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables and other financial assets is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting year. To assess whether there is a significant increase in credit risk the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

###### Inter-company loans and advances

The Company provides unsecured loans and advances to subsidiaries. The Company monitors the ability of the subsidiaries to repay loans and advances on an individual basis.

At the reporting date, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

Loans and advances provided are not secured by collateral or supported by other credit enhancements.

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payment of subsidiaries' loans and advances when they are payable, the Company considers the loans and advances to be in default when the subsidiaries are not able to pay when demanded.

##### (ii) Liquidity Risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations when they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities between financial assets and liabilities, principally from trade and other payables, loan and borrowings.

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met on timely basis. In addition, the Group and the Company maintain sufficient level of cash and available financing facilities at a reasonable level to its overall debt position to meet their working capital requirement.



## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

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

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

The following summarises the maturity profile of the Group's and of the Company's liabilities at the reporting date on contractual undiscounted repayment obligations:

GROUP	Carrying Amount RM'000	Contractual Cashflow RM'000	On demand / within one year RM'000	Two to five years RM'000
<b>2024</b>				
Trade and other payables	343,513	342,728	331,033	11,695
Borrowings	50,749	52,356	21,977	30,379
Lease liabilities	32	33	33	-
<b>Total undiscounted financial liabilities</b>	<b>394,294</b>	<b>395,117</b>	<b>353,043</b>	<b>42,074</b>
<b>2023</b>				
Trade and other payables	356,846	383,581	128,823	254,758
Borrowings	31,485	32,123	32,121	2
Lease liabilities	164	169	131	38
<b>Total undiscounted financial liabilities</b>	<b>388,495</b>	<b>415,873</b>	<b>161,075</b>	<b>254,798</b>

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

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

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

COMPANY	Carrying Amount RM'000	Contractual Cashflow RM'000	On demand / within one year RM'000	Two to five years RM'000
<b>2024</b>				
Trade and other payables	293,720	261,920	259,984	1,936
Borrowings	2,000	2,036	2,036	-
Lease liabilities	32	33	33	-
Amount owing to subsidiaries	6,616	7,025	1,160	5,865
<b>Total undiscounted financial liabilities</b>	<b>302,368</b>	<b>271,014</b>	<b>263,213</b>	<b>7,801</b>
<b>2023</b>				
Trade and other payables	259,779	288,685	38,440	250,245
Borrowings	2,000	2,074	2,074	-
Lease liabilities	164	169	131	38
Amount owing to subsidiaries	71,077	71,620	63,777	7,843
<b>Total undiscounted financial liabilities</b>	<b>333,020</b>	<b>362,548</b>	<b>104,422</b>	<b>258,126</b>

Despite the uncertainty in the property development market, the Group will endeavour to undertake all necessary measures to mitigate the adverse effects on the liquidity position of the Group.

The Group has prepared a cash flow forecast to consider the availability of unutilised funding facilities in supporting the management of liquidity risk that the Group will have sufficient financial resources for a year of at least 12 months from the end of the financial year. Significant assumptions and judgements are used in the preparation of the cash flow forecast.

The Group will dispose of its excess land, if the need arises, to generate cash to meet its obligations.

Besides current development projects, cash will be generated by joint venture projects undertaken with other reputable corporations.

# Notes to the Financial Statements for the Financial Year Ended 31 March 2024

## 31. FINANCIAL INSTRUMENTS (CONT'D)

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

#### (iii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group maintains a natural hedge, where possible, by borrowing in the currency of the country in which the investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investment.

Where the Group's operations are overseas, the funding is sourced in that local currency in which the operations are carried out to hedge against any foreign exchange fluctuation.

No sensitivity analysis for foreign currency risk is prepared at the end of reporting year as the Group does not have significant exposure to foreign currency risk.

#### (iv) Market Risk

The market risk arises from changes in the state of domestic property prices, the cost of building materials, availability of labour and other related cost in property development.

The Group concentrates on development projects in carefully selected locations and this has resulted in resilience against softening of the property sector.

#### (v) Operational Risk

The operational risk arises from the daily activities of the Group as a property developer and contractor which includes legal, credit, reputation and financing risk and other risks associated to daily running of its business operations.

Such risks are mitigated through proper authority levels of approvals limits, clear reporting structure, segregation of duties, policies and procedures implemented and yearic management meetings.

In dealing with its stewardship, the Board of Directors recognises that effective risk management is an integral part of good business practice.

The Board of Directors will pursue an on-going process of identifying, assessing and managing key business areas, overall operational and financial risks faced by the business units as well as regularly review and enhancing risk mitigating strategies with its appointed and key management personnel.

### (c) Fair value measurement

The carrying amounts at cash and cash equivalents, sinking funds held by trustee, short-term receivables and payables and short-term borrowings reasonably approximately their fair values due to the relatively short-term nature at these financial instruments.

There have been no transfers between level 1 and level 2 during the financial year (2023: no transfer in either direction).

The fair value of non-current financial lease liability is estimated using discounted cash flow analysis, based on current lending rate for similar types of lease arrangements.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

#### (c) Fair value measurement (Cont'd)

The following table provides the fair value measurement hierarchy of the Group's and the Company's financial instruments:

	Carrying amount Total RM'000	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value			
		Fair value				Fair value			
		Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<b>GROUP</b>									
<b>2024</b>									
<b>Non-current</b>									
<b>Financial assets</b>									
Amount owing by associate	24,567	-	-	-	-	-	-	24,567	24,567
Trade receivables	23,733	-	-	-	-	-	-	23,733	23,733
<b>Financial liabilities</b>									
Borrowings	29,485	-	-	-	-	-	-	29,485	29,485
Other payables	8,777	-	-	-	-	-	-	8,777	8,777
<b>2023</b>									
<b>Non-current</b>									
<b>Financial assets</b>									
Amount owing by associates	25,196	-	-	-	-	-	-	25,196	25,196
Trade receivables	22,268	-	-	-	-	-	-	22,268	22,268
<b>Financial liabilities</b>									
Borrowings	29,523	-	-	-	-	-	-	29,523	29,523
Other payables	229,980	-	-	-	-	-	-	229,980	229,980

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

#### (c) Fair value measurement (Cont'd)

The following table provides the fair value measurement hierarchy of the Group's and the Company's financial instruments: (Cont'd)

	Carrying amount Total RM'000	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value			
		Fair value			Total RM'000	Fair value			Total RM'000
		Level 1 RM'000	Level 2 RM'000	Level 3 RM'000		Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	
<b>COMPANY</b>									
<b>2024</b>									
<b>Non-current</b>									
<b>Financial asset</b>									
Amount owing by associate	24,566	-	-	-	-	-	-	24,566	24,566
<b>Financial liabilities</b>									
Amount owing to subsidiaries	5,456	-	-	-	-	-	-	5,456	5,456
Other payables	1,708	-	-	-	-	-	-	1,708	1,708
Borrowings	-	-	-	-	-	-	-	-	-
<b>2023</b>									
<b>Non-current</b>									
<b>Financial asset</b>									
Amount owing by associates	22,963	-	-	-	-	-	-	22,963	22,963
<b>Financial liabilities</b>									
Amount owing to subsidiaries	5,692	-	-	-	-	-	-	5,692	5,692
Other payables	222,900	-	-	-	-	-	-	222,900	222,900
Borrowings	38	-	-	-	-	-	-	38	38

There were no transfers between the levels during the financial year ended 31 March 2024 and financial year ended 31 March 2023.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 32. OTHER COMMITMENT

The Group has leased out several of its properties and have remaining lease terms of between one to five years which are renewable upon expiry. The leases do not include any contingent rentals.

Future minimum rental receivable under the non-cancellable operating leases at the reporting date are as follows:

	GROUP	
	2024	2023
	RM'000	RM'000
- Not later than one year	4,066	2,697
- More than one year but not later than five years	3,419	1,080
	7,485	3,777

### 33. SEGMENTAL INFORMATION

#### Measurement of reportable segments

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* based on the internal reports of the Group's strategic business units which are regularly reviewed by the Group's Executive Director of operation for the purpose of making decision about resource allocation and performance assessment.

Transactions between reportable segments are measured on the basis that is similar to those external customers.

#### Segment profit

Segment statements of comprehensive income are profit earned or loss incurred by each segment without allocation of central administrative costs, non-operating investment revenue, finance costs and income tax expense. There are no significant changes from previous financial years in the measurement methods used to determine reported segment statements of comprehensive income.

#### Segment assets

All the Group's assets are allocated to reportable segments other than assets used centrally for the Group, investment in associates and joint ventures. Jointly used assets are allocated on the basis of the revenues earned by individual segments.

#### Segment liabilities

All the Group's liabilities are allocated to reportable segments other than liabilities incurred centrally for the Group, current and deferred tax liabilities. Jointly incurred liabilities are allocated on proportion to the segment assets.

#### Business Segments

The Group's operations comprise the following business segments:

- Property development : Investment holdings, development of residential and commercial properties.
- Property investment and management : Rental and disposal of properties and provision of management services.
- Construction : Performance of construction activities.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 33. SEGMENTAL INFORMATION (CONT'D)

#### Business Segments (Cont'd)

	Property Development RM'000	Property Investment and Management RM'000	Construction RM'000	Others RM'000	Note	Total RM'000
<b>2024</b>						
Revenue	27,334	5,005	29,246		A	61,585
<b>Results</b>						
Depreciation of:						
- property, plant and equipment	168	1	33	34		236
- investment properties	4	976	-	-		980
Impairment loss on:						
- receivables - non trade	24	-	-	-		24
Inventories written down	5,019	-	661	-		5,680
Gain on financial assets at amortised cost	(1,539)	-	-	-		(1,539)
Impairment loss no longer required:						
- receivables - trade	(1)	-	-	-		(1)
- receivables - non trade	(205)	-	-	-		(205)
- inventories	(454)	-	-	-		(454)
Interest income	(1,726)	-	-	-		(1,726)
Share of results of associates	(680)	-	-	-		(680)
Results of segment profit/(loss)	(3,769)	(25,818)	1,991	(343)		(27,939)
Taxation	(35)	-	-	-		(35)
Profit/(loss) for the financial year	(3,804)	(25,818)	1,991	(343)		(27,974)
<b>Other information</b>						
Segment assets	520,183	76,422	16,134	63		612,802
Investment in associates	16,405	-	-	-		16,405
Segment liabilities	365,571	16,632	11,610	1,171		394,984
Capital expenditures	-	7	-	-	B	7

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 33. SEGMENTAL INFORMATION (CONT'D)

#### Business Segments (Cont'd)

	Property Development RM'000	Property Investment and Management RM'000	Construction RM'000	Others RM'000	Note	Total RM'000
<b>2023</b>						
Revenue	26,925	4,766	29,714	-	A	61,405
<b>Results</b>						
Bad debts written off	697	-	-	-		697
Depreciation of:						
- property, plant and equipment	161	1	46	34		242
- investment properties	7	976	-	-		983
Impairment loss on:						
- receivables - non trade	12	-	-	-		12
Inventories written down	82	-	-	-		82
Loss on financial assets at amortised cost	394	-	-	3		397
Impairment loss no longer required:						
- receivables - trade	1	(695)	-	-		(694)
- receivables - non trade	(92)	-	-	-		(92)
Interest income	(1,890)	-	-	-		(1,890)
Share of results of associates	1,276	-	-	-		1,276
Results of segment profit/(loss)	8,251	(25,466)	2,083	(343)		(15,475)
Taxation	(59)	-	-	-		(59)
Profit/(loss) for the financial year	8,192	(25,466)	2,083	(343)		(15,534)
<b>Other information</b>						
Segment assets	427,858	187,142	19,378	210		634,588
Investment in associates	17,085	-	-	-		17,085
Segment liabilities	358,960	16,483	12,515	1,168		389,126
Capital expenditures	-	855	-	16	B	871

\* Represent amount less than RM1,000



## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

### 33. SEGMENTAL INFORMATION (CONT'D)

#### Business Segments (Cont'd)

Note: Nature of adjustments and elimination to arrive at amounts reported in the consolidated financial statements.

A Inter-segment revenues are eliminated on consolidation

B Additions of capital expenditure consists of:

	GROUP	
	2024 RM'000	2023 RM'000
Property, plant and equipment	7	17
Investment properties	-	854

#### Geographical information

All the remaining operation are conducted in Malaysia. Hence, no geographical segment is presented.

#### Information about major customers

For construction segment, revenue from two (2023: two) customers represent approximately RM22.69 million (2023: RM29.30 million) of the Group's total revenue.

### 34. MATERIAL LITIGATION

Save as disclosed below, neither the Group and the Company are engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which has a material effect on the business or financial position of the Group, and the Board of Directors has no knowledge of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the business or financial position of the Group.

A Writ of Summons and the Statement of Claim was filed in the Kuala Lumpur High Court by Universal Healthcare (R&D) Sdn. Bhd. ("UHSB") against TTB and 3 other Defendants who were Directors of Pandan Indah Medical Management Sdn. Bhd. (In Liquidation), a former subsidiary of TTB ("PIMM").

UHSB claims against TTB for the Declarations that TTB is a director of PIMM and that the business of PIMM was carried out by its Directors and/ or TTB and that the Directors of PIMM and/or TTB are personally liable to UHSB. Consequently, UHSB is seeking an order that the Directors of PIMM and/ or TTB pay jointly and/ or severally, the alleged debt arising from the judgment sum of RM23.82 million assessed by UHSB against PIMM together with interest at the rate of 8% per annum from the date of Writ of Summons until full settlement amounting to a total alleged claim of RM49.23 million (as at 12 October 2015) and/ or in the alternative, damages to be assessed.

TTB has filed its Defence and also counterclaimed against UHSB and the 3 Directors of UHSB for general damages, exemplary damages and aggravated damages for the tort of abuse of process and/ or malicious prosecution.

## Notes to the Financial Statements for the Financial Year Ended 31 March 2024

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

The full trial of the Civil Suit commenced on 19, 23 and 24 January 2017 and continued to be partly heard on 19 and 20 June 2017, 1, 2 and 3 August 2017, 20 and 24 October 2017 and 27 and 28 November 2017. The Court further continued with the hearing on 18, 19 and 29 January 2018 and 9 and 12 February 2018 and 15 March 2018 and 5, 7 and 8 June 2018 for continued hearing and completed the full hearing on 25 June 2018. Both parties have put in their written submission on 20 August 2018 and the reply on 12 September 2018. The Court had on 10 January 2019 and 12th to 14th June 2019 heard oral submission and fixed 29 August 2019 to deliver its decision which was then deferred to 29 January 2020 and subsequently to 6 March 2020.

The High Court had on 6 March 2020 delivered its decision and dismissed UHSB's Civil Suit and also TTB's Counter Claim with no order as to costs. UHSB's Solicitors had on 14 May 2020 served a Notice of Appeal dated 1 April 2020 to appeal to the Court of Appeal against part of the decision of the High Court dismissing UHSB's High Court Civil Suit without cost. The date for the hearing of the Appeal is fixed on 23 October 2023 and 25 October 2023.

The case was heard by the Court on Appeal on 23 October 2023, 7 December 2023, and 8 January 2024, with the hearing completed, the Court of Appeal had initially fixed 27 March 2024 to deliver its decision, which was subsequently deferred to 27 May 2024.

On 27 May 2024, the Court of Appeal has unanimously dismissed the Appeal with costs of RM50,000.00 payable by the Appellant to TTB and affirmed the High Court's decision on 6 March 2020.

TTB has been served with a sealed Notice of Motion dated 24 June 2024 by UHSB to apply for leave to appeal to the Federal Court against the whole of the decision of the Court of Appeal on 27 May 2024 in Civil Appeal No. W-02(NCC)(W)-570-04/2020.

The board of directors does not expect to have any material financial and operational impact on the Group.

# Statement by Directors

*(Pursuant to Section 251(2) of the Companies Act 2016)*

We, **CHUA KIM LAN** and **CHAN TET EU**, being two of the directors of TALAM TRANSFORM BERHAD, do hereby state that in the opinion of the directors, the financial statements set out on pages 103 to 169 are drawn up in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2024 and of their financial performance and cash flows for the financial year then ended.

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

**CHUA KIM LAN**  
Director

**CHAN TET EU**  
Director

Kuala Lumpur

Date: 31 July 2024

# Statutory Declaration

*(Pursuant to Section 251(1) of the Companies Act 2016)*

I, **SOO KAH PIK**, being the officer primarily responsible for the financial management of TALAM TRANSFORM BERHAD, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 103 to 169 are correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

SOO KAH PIK  
(MIA No. 8102)

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on 31 July 2024.

Before me,

SHAMALA A/P BATUMALAI (W759)  
Commissioner for Oaths

# Independent Auditors' Report to the Members of Talam Transform Berhad (Incorporated in Malaysia)

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of **TALAM TRANSFORM BERHAD**, which comprise the statements of financial position as at 31 March 2024 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 103 to 169.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 March 2024, and of its financial performance and its cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

### Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the *Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence and Other Ethical Responsibilities*

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

### Information other than the Financial Statements and Auditors' Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## Group

### Funding requirements and ability to meet short term obligations (Note 4(a) to the financial statements)

The Group's policies and processes for the management of liquidity risk is disclosed in Note 31(b)(ii) to the financial statements. The directors have prepared the cash flow forecast for the next 12 months from the financial year to support the assertion that the Group will have sufficient funds to meet its cash flow obligations. We focus on this area due to significant judgement involved in determining the assumptions used by the directors in arriving at the Group's cash flow forecast for the next 12 months.

#### Our audit response:

Our audit procedures included, among others:

- reviewing the cash flow forecast over the next 12 months;
- comparing the Group's assumptions in the cash flow forecast to our understanding obtained during our audit in relation to key assumptions;
- agreeing sources of financing and uses of funds to relevant supporting documents; and
- testing the mathematical accuracy of the cash flow forecast calculation.

### Receivables and amount owing by an associate (Note 4(b), 9(b) and 11 to the financial statements)

We focused on this area because the directors made judgements over both the events or changes in circumstances indicating that receivables and amount owing by an associate are impaired and the estimation of the size of any such impairment. The receivables are monitored individually by management and therefore the impairment is assessed based on the knowledge of each individual receivables and amount owing by an associate.

#### Our audit response:

Our audit procedures included, among others:

- understanding of significant credit exposures which were significantly overdue through analysis of ageing reports prepared by management;
- obtaining confirmation of balances from selected receivables and associate; and
- reviewing subsequent receipts, correspondences, and considering the level of activity with the debtor and management explanations on recoverability with significantly past due balances.

# Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

## Key Audit Matters (Cont'd)

### Group (Cont'd)

#### Inventories (Note 4(c) and 6 to the financial statements)

The Group and the Company have significant balances of completed properties and properties held for development as at 31 March 2024. We focused on this area because the assessment of the net realisable value of these completed properties and properties held for development requires the application of significant judgements made by the directors.

#### Our audit response:

Our audit procedures included, among others:

- understanding the assumption used by the directors in determining the value of completed properties and properties held for development;
- comparing the recent transacted prices of comparable completed properties. We focused our evaluation on those completed properties that are slow moving;
- performing site visit on selected completed properties and properties held for development to ascertain the condition; and
- reviewing subsequent sales and Group's assessment on estimated net realisable value on selected inventory items.

#### Revenue recognition for construction activities (Note 4(d) and 21 to the financial statements)

The amount of revenue of the Group's construction activities is recognised over the year of the contract by reference to the progress towards complete satisfaction of that performance obligation. The progress towards complete satisfaction of performance obligation is determined by reference to proportion of construction costs incurred for works performed to date to the estimated total costs for each project (input method).

We focused on this area because significant directors' judgement is required, in particular with regards to determining the progress towards satisfaction of performance obligation, the extent of construction costs incurred and the estimated total construction contracts revenue and costs. The estimated total revenue and costs are affected by a variety of uncertainties that depend on the outcome of future events.

#### Our audit response:

Our audit procedures included, among others:

- reading the terms and conditions of agreements with customers to determine that revenue recognition is consistent with the requirements of MFRS 15 *Revenue from Contracts with Customers*;
- discussing the progress of projects and expected outcome with project manager to obtain an understanding of the basis on which the estimates are made;
- reviewing the reasonableness of computed progress towards anticipated satisfaction of performance obligation for identified projects against architect or consultant certificate; and
- checking the mathematical computation of recognised revenue for the projects during the financial year.

# Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

## Key Audit Matters (Cont'd)

### Company

#### Investment in subsidiaries (Note 4(e) and Note 8 to the financial statements)

The Company has significant balance of investment in subsidiaries. At the end of the financial year, the Company determined whether there is any indication of impairment of investment in subsidiaries.

We focused on this area because the directors' assessment of the recoverable amount involved significant judgement. The recoverable amount of investment in subsidiaries was determined based on the fair value less cost to sell or value-in-use which involves exercise of significant judgement on the discount rates applied and the assumptions supporting the underlying cash flow projections which include future sales, gross profit margin and operating expenses.

#### Our audit response:

Our audit procedures included, among others:

- comparing the Group's assumptions to our understanding obtained during our audit in relation to key assumptions to assess their reasonableness; and
- testing the mathematical accuracy of the impairment assessment.

## Responsibilities of the Directors for the Financial Statements

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

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

## Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



# Independent Auditors' Report to the Members of Talam Transform Berhad

(Incorporated in Malaysia)

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

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

# Independent Auditors' Report to the Members of Talam Transform Berhad (Incorporated in Malaysia)

## Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 28 to the financial statements.

## Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the contents of this report.

Baker Tilly Monteiro Heng PLT  
201906000600 (LLPO019411-LCA) & AF 0117  
Chartered Accountants

Ng Jou Yin  
03460/11/2025 J  
Chartered Accountant

Kuala Lumpur

Date: 31 July 2024

## List of Top 10 Properties

No.	+ Registered # Beneficial Owner	Location	*Acreage/ **Built up area (sq. ft.) (Nett Area)	Description/ proposed development	Date of Acquisition	Tenure	Expiry	Approximate age of the building (Years)	Net Book Value/ Net Carrying Value as at 31/03/2024 (RM'000)
1	Talam Leisure Development Sdn Bhd	# Mukim Dengkil, Daerah Sepang, Taman Putra Perdana, Puchong, Negeri Selangor	*66.78	Development of residential and commercial properties	05/02/2015	99 years Leasehold	19/10/2093	N/A	109,603
2	Europus Berhad	* Mukim Ulu Yam, Daerah Ulu Selangor, Bukit Beruntung 3, Negeri Selangor	*183.08	Residential, Industrial and Bukit Beruntung III	18/12/1991	Freehold	N/A	N/A	88,100
3	Cekap Tropikal Sdn Bhd	# Mukim of Batu, District of Gombak, State of Selangor	*50	Mixed Development	05/03/2007	99 years Leasehold	24/02/2105	N/A	70,000
4	Europus Berhad	* Mukim Serendah, Daerah Ulu Selangor, Bandar Bukit Beruntung, Negeri Selangor	*134.49	Township Development Bukit Beruntung	17/02/2015	Freehold	N/A	N/A	38,197
		# Mukim Serendah, Daerah Ulu Selangor, Bandar Bukit Sentosa, Negeri Selangor	*15.13 *6.29	Bukit Sentosa III Development of industrial, residential and commercial development	13/05/2019 17/03/2020	Freehold Freehold	N/A N/A	N/A N/A	5,270 8,080
5	Abra Development Sdn Bhd	* Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur	**365,029	Menara Maxisegar 24-storey commercial complex	22/06/1995	99 years Leasehold	03/04/2094	25	46,232
6	Zhinmun Sdn Bhd	* Mukim of Batu, District of Gombak, State of Selangor	*50	Mixed Development	08/02/2006	99 years Leasehold	23/12/2103	N/A	36,000
7	Inti Johan Sdn Bhd	# Pandan Kapital Shopping Mall, Jalan Pandan Utama, Pandan Indah, 55100 Kuala Lumpur	**177,471	Pandan Kapital Shopping Mall	09/03/2005	99 years Leasehold	24/03/2101	24	24,592

## List of Top 10 Properties

No.	+ Registered # Beneficial Owner	Location	*Acreage/ **Built up area (sq. ft.) (Nett Area)	Description/ proposed development	Date of Acquisition	Tenure	Expiry	Approximate age of the building (Years)	Net Book Value/ Net Carrying Value as at 31/03/2024 (RM'000)
8	Good Debut Sdn Bhd	* Mukim Hulu Kelang, Daerah Gombak, Negeri Selangor	*4.99	100 units Terraced Lots	17/11/2006	99 years Leasehold	22/06/2114	N/A	21,213
9	Pintar Arif Sdn Bhd	* Mukim Hulu Kelang, Daerah Gombak, Negeri Selangor	*3.97	26 units Semi-Detached House	23/02/2012	99 years Leasehold	04/10/2100	N/A	13,505
		* Mukim Hulu Kelang, Daerah Gombak, Negeri Selangor	*4.81	302 units Medium Cost Apartments	23/02/2012	99 years Leasehold	04/10/2116	N/A	10,053
10	Talam Transform Berhad	* Mukim Serendah, Daerah Ulu Selangor, Bandar Bukit Sentosa Negeri Selangor	*44.85	Bukit Sentosa III Development of industrial, residential and commercial development	29/10/1994	Freehold	N/A	N/A	17,470

# Statement on Directors' and Group Chief Executive Officer's Interests

## As at 3 July 2024

### DIRECTORS' AND GROUP CHIEF EXECUTIVE OFFICER'S SHAREHOLDINGS

(Based on Register of Directors' and Register of Principal Officers' shareholdings as at 3 July 2024)

	No. of Ordinary Shares Held			
	Direct Interest	% <sup>*5</sup>	Indirect Interest	% <sup>*5</sup>
<b>The Company</b>				
1. Puan Sri Datin Thong Nyok Choo	600,145	0.01	1,265,871,321 <sup>*1</sup>	29.49
2. Chua Kim Lan	90,039	0.002	28,125 <sup>*2</sup>	0.001
3. Chan Tet Eu	-	-	1,266,471,466 <sup>*3</sup>	29.50
4. Dato' Mohamad Razali Bin Mohamad Rahim	15	<sup>*4</sup>	-	-

#### Notes:

<sup>\*1</sup> Deemed interested through the Estate of her late spouse, Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon ("TSDCAC"), her daughter, Chan Siu Wei ("CSW") and deemed interested by virtue of her interest in Pengurusan Projek Bersistem Sdn Bhd ("PPBSB"), Sze Choon Holdings Sdn Bhd ("SCHSB") and Jejak Progressif Sdn Bhd ("JPSB") pursuant to Section 8 of the Companies Act 2016 ("Act")

<sup>\*2</sup> Held through her spouse, Chin Chee Meng pursuant to Section 59(1)(c) of the Companies Act 2016.

<sup>\*3</sup> Deemed interested through the Estate of his late father, TSDCAC, his mother, PSDTNC, his sister, Chan Siu Wei and by virtue of his interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Companies Act 2016.

<sup>\*4</sup> Negligible

<sup>\*5</sup> % shareholding based on the total number of voting shares as at 3 July 2024 of 4,292,643,762.

Puan Sri Datin Thong Nyok Choo and Mr Chan Tet Eu, by virtue of their interests in the shares of the Company are also deemed interested in the shares of all the Company's subsidiaries to the extent the Company has an interest.

Save as disclosed above, none of the other Directors of the Company have any interests in the shares of the Company and its related corporations as at 3 July 2024.

# Analysis of Shareholdings

## As at 3 July 2024

### SHARE CAPITAL

Total Number of Issued Shares	:	4,295,279,562 ordinary shares
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per ordinary share
Total Number of Voting Shares	:	4,292,643,762 (excluding treasury shares of 2,635,800)

### DISTRIBUTION OF ORDINARY SHAREHOLDINGS

(Based on Record of Depositors as at 3 July 2024)

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shares Held
1 – 99	1,562	8.45	69,649	0.00
100 – 1,000	1,997	10.81	1,215,677	0.03
1,001 – 10,000	5,891	31.88	26,717,594	0.62
10,001 – 100,000	6,037	32.67	292,242,992	6.81
100,001 – 214,632,187 <sup>(*)</sup>	2,990	16.18	3,048,397,850	71.01
214,632,188 and above <sup>(**)</sup>	3	0.02	924,000,000	21.53
<b>TOTAL <sup>(***)</sup></b>	<b>18,480</b>	<b>100.00</b>	<b>4,292,643,762</b>	<b>100.00</b>

#### NOTES:

- <sup>(\*)</sup> Less than 5% of the total number of voting shares  
<sup>(\*\*)</sup> 5% and above of the total number of voting shares  
<sup>(\*\*\*)</sup> Exclusive of treasury shares

No.	Name	No. of Ordinary Shares Held	%
1	CHAN AH CHYE @ CHAN CHONG YOON	400,000,000	9.32
2	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR CHAN AH CHYE @ CHAN CHONG YOON (PB)	294,000,000	6.85
3	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR JEJAK PROGRESIF SDN BHD	230,000,000	5.36
4	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHAN AH CHYE @ CHAN CHONG YOON	183,718,086	4.28
5	CHAN AH CHYE @ CHAN CHONG YOON	124,374,565	2.90
6	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR PROMINENT XTREME SDN BHD	107,849,781	2.51
7	WCE HOLDINGS BERHAD	79,670,967	1.86
8	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEO SIEW LAI	64,270,400	1.50

## Analysis of Shareholdings

As at 3 July 2024

No.	Name	No. of Ordinary Shares Held	%
9	UOB KAY HIAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR UOB KAY HIAN PTE LTD (A/C CLIENTS)	49,397,579	1.15
10	JASON CHING CHOU-YI	33,026,000	0.77
11	YEOH TEONG ENG	30,322,700	0.71
12	SIM CHENG CHENG	28,000,000	0.65
13	RESON SDN BHD	27,131,500	0.63
14	TENGGU UZIR BIN TENGGU UBAIDILLAH	27,086,800	0.63
15	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MICHELLE LOOI POH GAIK (002)	27,000,000	0.63
16	TAY HOCK SOON	25,680,100	0.60
17	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEO KWEE HOCK	25,000,000	0.58
18	PENGURUSAN PROJEK BERSISTEM SDN BHD	21,000,404	0.49
19	CHIA YOON LING	20,787,000	0.48
20	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAY HOCK SOON (MY1055)	18,000,000	0.42
21	FONG JUAT HOON	17,612,000	0.41
22	HONG ENG KWEE @ HONG ENG HWE	16,700,000	0.39
23	CHONG SIEW CHIN	16,500,000	0.38
24	NG LOO SOON	16,000,000	0.37
25	LIM SIEW KHEONG	15,700,000	0.37
26	TAN TIAM YEE	14,700,000	0.34
27	CHIA YOON KHENG	14,150,000	0.33
28	ONG YENG TIAN @ ONG WENG TIAN	13,934,470	0.32
29	GENERAL TECHNOLOGY SDN BHD	13,197,431	0.31
30	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WCE HOLDINGS BERHAD	13,169,550	0.31
<b>TOTAL</b>		<b>1,967,979,333</b>	<b>45.85</b>

# Analysis of Shareholdings

As at 3 July 2024

## SUBSTANTIAL SHAREHOLDERS

(Based on Register of Substantial Shareholders as at 3 July 2024)

	Name of Substantial Shareholders	No. of Ordinary Shares			
		Direct Interest	% <sup>*5</sup>	Indirect Interest	% <sup>*5</sup>
1.	Tan Sri Dato (Dr) Ir Chan Ah Chye @ Chan Chong Yoon (Estate)	1,007,710,694	23.47%	258,760,772 <sup>*1</sup>	6.03%
2.	Puan Sri Datin Thong Nyok Choo	600,145	0.01	1,265,871,321 <sup>*2</sup>	29.49
3.	Chan Siu Wei	3,259,950	0.07	1,263,211,516 <sup>*3</sup>	29.43
4.	Chan Tet Eu	-	-	1,266,471,466 <sup>*4</sup>	29.50
5.	Jejak Progresif Sdn Bhd	230,000,000	5.36	-	-

### NOTES:

- <sup>(\*1)</sup> Deemed interested through Tan Sri Dato' (Dr) Ir Chan Ah Chye @ Chan Chong Yoon ("TSDCAC")'s spouse, Puan Sri Datin Thong Nyok Choo ("PSDTNC"), TSDCAC's daughter, Chan Siu Wei ("CSW") and deemed interested by virtue of TSDCAC Estate's interest in Pengurusan Projek Bersistem Sdn Bhd ("PPBSB"), Sze Choon Holdings Sdn Bhd ("SCHSB") and Jejak Progresif Sdn Bhd ("JPSB") pursuant to Section 8 of the Companies Act 2016 ("Act").
- <sup>(\*2)</sup> Deemed interested through the Estate of her late spouse, TSDCAC, her daughter, CSW and by virtue of her interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act.
- <sup>(\*3)</sup> Deemed interested through the Estate of her late father, TSDCAC, her mother, PSDTNC, and by virtue of her interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act.
- <sup>(\*4)</sup> Deemed interested through the Estate of his late father, TSDCAC his mother, PSDTNC, his sister, CSW and by virtue of his interest in PPBSB, SCHSB and JPSB pursuant to Section 8 of the Act.
- <sup>(\*5)</sup> % shareholding based on the total number of voting shares as at 3 July 2024 of 4,292,643,762.



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the 99th Annual General Meeting of **TALAM TRANSFORM BERHAD** (“the Company”) will be held at Pusat Konvensyen, Triumph Convention Centre, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Wednesday, 25 September 2024 at 11.30 a.m. for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS

- |    |  |   |
|----|--|---|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2024 and the Reports of the Directors and Auditors thereon.   | <i>(Please refer to Explanatory Note 1)</i> |
| 2. | To approve the payment of Directors’ fees of RM25,000.00 for each Director for the financial year ended 31 March 2024.   | <i>(Resolution 1)</i>                       |
| 3. | To approve the payment of Non-Executive Directors’ remuneration (excluding Directors’ fees) up to an amount of RM312,000.00 from 26 September 2024 until the next Annual General Meeting of the Company to be held in the year 2025. | <i>(Resolution 2)</i>                       |
| 4. | To re-elect the Director, Ms Chua Kim Lan who is retiring in accordance with Clause 110 of the Constitution of the Company.  | <i>(Resolution 3)</i>                       |
| 5. | To re-elect the Director, Mr Tai Keat Chai who is retiring in accordance with Clause 110 of the Constitution of the Company.   | <i>(Resolution 4)</i>                       |
| 6. | To re-elect the Director, Puan Sri Datin Thong Nyok Choo who is retiring in accordance with Clause 90.3 of the Constitution of the Company.  | <i>(Resolution 5)</i>                       |
| 7. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  | <i>(Resolution 6)</i>                       |

### AS SPECIAL BUSINESS

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

- |    |  |                       |
|----|--|-----------------------|
| 8. | <b>ORDINARY RESOLUTION</b><br><b>Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights</b> | <i>(Resolution 7)</i> |
|----|--|-----------------------|

“THAT subject to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and approvals of the relevant governmental/regulatory authorities where such approval is necessary, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 12 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016; and

AND THAT such authority shall commence immediately upon the passing of this resolution and to continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

## Notice of Annual General Meeting

### 9. ORDINARY RESOLUTION

*(Resolution 8)*

**Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate I")**

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiary companies shall be mandated to enter into such recurrent transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those related parties as specified in Section 2.4 (1) to (3) of the Circular to Shareholders dated 31 July 2024 subject further to the following:-

- (i) the transactions are in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure will be made in the Annual Report of the aggregate value of transactions of the Proposed Shareholders' Mandate I conducted during the financial year, including amongst others, the following information:-
  - (a) the type of the recurrent transactions made; and
  - (b) the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company and/or its subsidiary companies.

**AND THAT** such mandate shall commence upon passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate I."

## Notice of Annual General Meeting

### 10. ORDINARY RESOLUTION

(Resolution 9)

**Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate II")**

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiary companies shall be mandated to enter into such recurrent transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those related parties as specified in Section 2.4(4) to (5) of the Circular to Shareholders dated 31 July 2024 subject further to the following:-

- (i) the transactions are in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure will be made in the Annual Report of the aggregate value of transactions of the Proposed Shareholders' Mandate II conducted during the financial year, including amongst others, the following information:-
  - (a) the type of the recurrent transactions made; and
  - (b) the names of the related parties involved in each type of the recurrent transactions made and their relationship with the Company and/or its subsidiary companies.

**AND THAT** such mandate shall commence upon passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate II."

- 11. To transact any other ordinary business which due notice shall have been given.

**BY ORDER OF THE BOARD**

**SOO KAH PIK (MIA 8102)**

SSM Practising Certificate No. 201908004099

Company Secretary

Kuala Lumpur  
31 July 2024

# Notice of Annual General Meeting

## NOTES:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, under its common seal or the hand of an officer or attorney duly authorised.
6. All Forms of Proxy must be deposited at the Registered Office of the Company situated at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining members who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 19 September 2024. Only members whose names appear therein shall be entitled to attend the said meeting or appoint a proxy to attend and vote on their behalf.
8. Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of this Annual General Meeting will be put to vote by poll.

## EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS

1. Audited Financial Statements of the Company for the financial year ended 31 March 2024

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Resolution 2: Payment of Non-Executive Directors' Remuneration (excluding Directors' Fees) from 26 September 2024 until the next Annual General Meeting of the Company to be held in the year 2025

The Company is seeking shareholders' approval for the payment of the Non-Executive Directors' remuneration for the period commencing from 26 September 2024 (being the date immediately after the 99th Annual General Meeting of the Company) until the next annual general meeting of the Company to be held in the year 2025.

## Notice of Annual General Meeting

### EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS (CONT'D)

2. Resolution 2: Payment of Non-Executive Directors' Remuneration (excluding Directors' Fees) from 26 September 2024 until the next Annual General Meeting of the Company to be held in the year 2025 (Cont'd)

The Remuneration Committee had conducted a review of the Directors' remuneration and had recommended that the following estimated Directors' remuneration (excluding Directors' Fees) payable to the Non-Executive Directors to remain the same as per last year considering the present difficult property market due to the soft economy coupled with tough bank lending policies and continuing weak financial condition of TTB Group:-

No.	Description	Designation	Amount
(i)	Fixed Monthly Allowance	Chairman	RM10,000 per month
		Non-Executive Directors	RM5,000 per month per director
(ii)	Meeting Allowance <ul style="list-style-type: none"> <li>• Board Meeting (5 times per year)</li> <li>• General Meeting (1 time per year)</li> </ul>	Non-Executive Directors	RM500 per meeting per director

The payment of the Directors' remuneration (excluding Directors' Fees) to the Non-Executive Directors will be made by the Company on a monthly basis and/or as and when incurred, if the Proposed Resolution 2 is passed at the 99th Annual General Meeting. The Board is of the view that it is fair and equitable for the Non-Executive Directors to be paid the Directors' remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, given that they have duly discharged their responsibilities and provided their services to the Company and the Group for the said period.

3. Resolution 7: Authority to issue shares and waiver of pre-emptive rights

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the 98th Annual General Meeting of the Company held on 26 September 2023, to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being ("General Mandate").

On 26 April 2024, the Company proposed to undertake a private placement of up to 10% of the total number of issued ordinary shares in the Company (excluding treasury shares) in accordance to the General Mandate ("Proposed Private Placement"). Bursa Malaysia Securities Berhad had on 15 May 2024 approved the listing of and quotation for up to 429,000,000 new ordinary shares to be issued pursuant to the Proposed Private Placement. As at the date of this notice, the Proposed Private Placement has yet to be completed and hence, no proceed was raised therefrom.

The new General Mandate will enable the Directors to take swift action for the allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions and to avoid delay and cost in convening general meetings to approve such issue of shares.

Pursuant to Section 85(1) of the Companies Act 2016 to be read together with Clause 12 of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares of the Company. Therefore, the waiver of pre-emptive rights will allow the Board of Directors to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares of the Company under the new General Mandate.

# Notice of Annual General Meeting

## EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS (CONT'D)

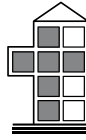
### 3. Resolution 7: Authority to issue shares and waiver of pre-emptive rights (Cont'd)

The following are excerpted from the Companies Act 2016 and the Company's Constitution:-

<u>Section 85 of the Companies Act 2016</u>	<u>Clause 12 of the Company's Constitution</u>
<p>Pre-Emptive Rights to New Shares</p> <p>(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.</p> <p>(2) An offer under subsection (1) shall be made to the holders of existing shares in a notice specifying the number of shares offered and the time frame of the offer within which the offer, if not accepted, is deemed to be declined.</p> <p>(3) If the offer is not accepted after the expiry of the period specified in the notice under subsection (2), the directors may dispose those shares in such manner as the directors think most beneficial to the company.</p>	<p>12. Subject to any direction to the contrary that may be given by the Company in meeting of Members, any shares or other convertible Securities proposed to be issued shall before they are issued be offered to such persons as are at the date of the offer entitled to receive notices from the Company of meeting of Members in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or convertible Securities offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or convertible Securities offered, the Directors may dispose of those shares or convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or convertible Securities which (by reason of the ratio which the new shares or convertible Securities bear to shares or Securities held by the persons entitled to an offer of new shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. Notwithstanding the above, the Directors shall not be required to offer any new shares or other convertible Securities from time to time to be created to the holders of the existing shares where the said shares or convertible Securities are to be issued as consideration or part consideration for the acquisition of shares, convertible Securities or assets by the Company.</p>

### 4. Resolution 8 and 9: Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature

The detailed information on the proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature, is set out in the Circular to Shareholders dated 31 July 2024 which is enclosed together with the Company's Annual Report 2024.



**TALAM TRANSFORM BERHAD**

Company Registration No.: 192001000012 (1120-H)  
(Incorporated in Malaysia)

**FORM OF PROXY**

CDS Account No.	
No. of ordinary shares held	

\*I/We \_\_\_\_\_  
(Full Name of Shareholder as per NRIC/Passport/Certificate of Incorporation in capital letters)

(NRIC/Passport/Company No. \_\_\_\_\_) of \_\_\_\_\_  
(Full Address)

\_\_\_\_\_ being a \*member/members of TALAM TRANSFORM BERHAD ("the Company")

hereby appoint \_\_\_\_\_ (NRIC/Passport No. \_\_\_\_\_)  
(Full Name of Proxy as per NRIC/Passport in capital letters)

of \_\_\_\_\_  
(Full Address)

\*and/ or \_\_\_\_\_ (NRIC/Passport No. \_\_\_\_\_)  
(Full Name of Proxy as per NRIC/Passport in capital letters)

of \_\_\_\_\_  
(Full Address)

\*\*or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the 99th Annual General Meeting ("99th AGM") of the Company to be held at Pusat Konvensyen, Triumph Convention Centre, Lot 1.01, Level 1, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur on Wednesday, 25 September 2024 at 11.30 a.m. and at any adjournment thereof.

NO.	RESOLUTIONS	FOR	AGAINST
<b>As Ordinary Business</b>			
1	To approve the payment of Directors' fees of RM25,000.00 for each Director for the financial year ended 31 March 2024.		
2	To approve the payment of Non-Executive Directors' remuneration (excluding Directors' fees) up to an amount of RM312,000.00 from 26 September 2024 until the next Annual General Meeting of the Company to be held in the year 2025.		
3	To re-elect the Director, Ms Chua Kim Lan who is retiring in accordance with Clause 110 of the Constitution of the Company		
4	To re-elect the Director, Mr Tai Keat Chai who is retiring in accordance with Clause 110 of the Constitution of the Company.		
5	To re-elect the Director, Puan Sri Datin Thong Nyok Choo who is retiring in accordance with Clause 90.3 of the Constitution of the Company.		
6	To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
<b>As Special Business</b>			
7	Ordinary Resolution Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights.		
8	Ordinary Resolution Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate I").		
9	Ordinary Resolution Proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature ("Proposed Shareholders' Mandate II").		

(Please indicate with an "X" in the appropriate spaces how you wish your vote to be casted. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstains from voting.)

For appointment of two (2) proxies, percentage of shareholdings to be represented by the proxies must be indicated below:-	
	<b>Percentage (%)</b>
First proxy	
Second proxy	

\_\_\_\_\_  
Signature/Common Seal of Member(s)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\* Please delete if not applicable.  
\*\* If you do not wish to appoint the Chairman of the Meeting as your proxy/one of your proxies, please strike out the words "or failing him/her, the Chairman of the Meeting" and insert the name(s) of the proxy(ies) you wish to appoint in the blank space(s) provided.

**NOTES:-**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member appoints two (2) proxies, the member shall specify the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation under its common seal or the hand of an officer or attorney duly authorised.
6. All Forms of Proxy must be deposited at the Registered Office of the Company situated at Unit 17.02, Level 17, Menara Maxisegar, Jalan Pandan Indah 4/2, Pandan Indah, 55100 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining members who shall be entitled to attend this Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 19 September 2024. Only members whose names appear therein shall be entitled to attend the said meeting or appoint a proxy to attend and vote on their behalf.
8. Pursuant to Paragraph 8.29(A)(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of this Annual General Meeting will be put to vote by poll.

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STAMP

THE COMPANY SECRETARY  
**TALAM TRANSFORM BERHAD**  
Company Registration No: 192001000012(1120-H)  
Unit 17.02, Level 17, Menara Maxisegar  
Jalan Pandan Indah 4/2  
Pandan Indah  
55100 Kuala Lumpur

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**TALAM TRANSFORM BERHAD**

(Incorporated in Malaysia) 192001000012 (1120-H)

Unit 17.02, Level 17, Menara Maxisegar,  
Jalan Pandan Indah 4/2,  
Pandan Indah, 55100 Kuala Lumpur.

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**[www.ttransform.com.my](http://www.ttransform.com.my)**