



GUH HOLDINGS BERHAD

(196101000062 (4104-W))



Annual Report 2024

VISION

To be a profitable and well-established conglomerate that maximises the interest for its

SHAREHOLDERS

EMPLOYEES

SUPPLIERS/VENDORS

CUSTOMERS

COMMUNITY

and to achieve sustainability throughout the supply chain

MISSION

FOR ITS SHAREHOLDERS

- Practise good corporate governance to enhance transparency
- Identify profitable ventures and business development to maximise shareholders' value
- Provide good dividend payment

FOR ITS EMPLOYEES

- Provide a conducive working environment
- Provide proper training, development and opportunities for career advancement
- Recognise and reward excellent employees

FOR ITS SUPPLIERS/VENDORS

- Impartiality in the selection of suppliers/vendors
- Effective communication to facilitate suppliers'/vendors' timeliness and quality

FOR ITS CUSTOMERS

- Respond efficiently to the changing demands of the customers
- Improve product quality and technical innovation to fulfill customers' needs and satisfaction in the market place

FOR ITS COMMUNITY

- Integrate environmental protection into its business and to minimise environmental impact
- Uphold its corporate responsibilities for the benefits of the community

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CORPORATE PROFILE

GUH Holdings Berhad is a Malaysian-based corporation
with key businesses in
electronic, property development and utilities

As a proud and home-grown company
with diversified portfolio,
GUH is committed to building
a sustainable future and bringing positive benefits
to all its stakeholders

www.guh.com.my

CORPORATE INFORMATION

Board of Directors

Tan Sri Dato' Seri H'ng Bok San
Non-Independent Non-Executive Chairman

Datuk Seri Kenneth H'ng Bak Tee
Chief Executive Officer/Group Managing Director

Dato' Harry H'ng Bak Seah
Non-Independent Non-Executive Director

Datin Seri Jessica H'ng Hsieh Ling
Non-Independent Non-Executive Director

Dato' Dr. Gan Kong Meng
Independent Non-Executive Director

Ms. Phoon Yee Min
Independent Non-Executive Director

Mr. Teng Chang Yeow
Independent Non-Executive Director

Board Committees

Audit Committee

Ms. Phoon Yee Min (Chairlady)
Dato' Dr. Gan Kong Meng
Mr. Teng Chang Yeow

Risk Management & Sustainability Committee

Ms. Phoon Yee Min (Chairlady)
Dato' Dr. Gan Kong Meng
Mr. Teng Chang Yeow

Nomination Committee

Dato' Dr. Gan Kong Meng (Chairman)
Ms. Phoon Yee Min
Mr. Teng Chang Yeow

Remuneration Committee

Dato' Dr. Gan Kong Meng (Chairman)
Datin Seri Jessica H'ng Hsieh Ling
Ms. Phoon Yee Min

Company Secretaries

Datuk Seri Kenneth H'ng Bak Tee
(LS 0008988) (SSM PC No.: 201908001173)
Ms. Kee Gim Tee
(MAICSA 7014866) (SSM PC No.: 201908002255)

Share Registrar

Mega Corporate Services Sdn. Bhd.
(198901010682 (187984-H))
Level 15-2 Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel: 03-26924271
Fax: 03-27325388
Email: mega-sharereg@megacorp.com.my

Registered Office

Part of Plot 1240 & 1241
Bayan Lepas Free Industrial Zone
Phase 3, 11900 Bayan Lepas, Penang
Tel: 04-6166333
Fax: 04-6166366
Email: guhholdings@guh.com.my
Website: www.guh.com.my

Independent Auditors

Thelyx Malaysia PLT
(Formerly known as STYL Associates PLT)
(201906000689 (LLP0019500-LCA) & (AF 001929))
Chartered Accountants
10-05 Mercu Aspire
No. 3 Jalan Bangsar KL Eco City
59200 Kuala Lumpur
WP Kuala Lumpur
Tel: 03-22022125
Email: info@thelyx.com.my
Website: www.thelyx.com.my

Principal Bankers

CIMB Bank Berhad
Hong Leong Bank Berhad
Malayan Banking Berhad
Public Bank Berhad
United Overseas Bank (Malaysia) Bhd

Stock Exchange Listing

Listed on the Main Market of
Bursa Malaysia Securities Berhad
under Industrial Products & Services Sector

Stock Code: 3247
Stock Name: GUH

Tan Sri Dato' Seri H'ng Bok San, JP

Aged 85, Malaysian

Non-Independent Non-Executive Chairman

Tan Sri Dato' Seri H'ng Bok San is the founder of GUH Circuit Industry (PG) Sdn. Bhd., the Chairman of GUH Holdings Berhad ("GUH") Group and the substantial shareholder of GUH. He was appointed to the Board of GUH on 6 January 1994. Tan Sri Dato' Seri H'ng also sits on the Board of Leader Energy Holding Berhad, a public company. He holds directorships in several other private limited companies.

An experienced and well-known entrepreneur who completed his high school examination before obtaining a Certificate in Business Administration and Accounting in Singapore, Tan Sri Dato' Seri H'ng began his career in various fields from marketing management, business administration to the setting up of businesses and manufacturing. Tan Sri Dato' Seri H'ng founded Leader Cable Industry Berhad in 1976 and implemented a restructuring and merger exercise between Leader Cable Industry Berhad and Universal Cable (M) Berhad and established Leader Universal Holdings Berhad as the holding company, which was formerly listed on Bursa Malaysia Securities Berhad. Throughout his career, Tan Sri Dato' Seri H'ng has been very much involved in the business entrepreneurship and he has gained extensive operational experience in the manufacturing as well as the corporate restructuring and merger exercise and many other fields including industry sectors. He has accumulated in-depth knowledge and recognition over the years.

Tan Sri Dato' Seri H'ng's daughter, Datin Seri Jessica H'ng Hsieh Ling and his two brothers, Dato' Harry H'ng Bak Seah and Datuk Seri Kenneth H'ng Bak Tee are also the Directors of GUH. Tan Sri Dato' Seri H'ng is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 61st Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or



trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 150 of the Annual Report.

Tan Sri Dato' Seri H'ng is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected, whom are common directors and/or major shareholders having interest in those transactions. In line with the Company's internal policies, any transaction disclosed are reviewed and approved by the Audit Committee to ensure they are conducted on arm's length terms and in the best interest of the Company.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which he has personal interests.

The Company is committed to maintaining the highest standards of corporate governance, and all potential conflicts of interest are carefully mentioned to ensure transparency and fairness in all business dealings.

Tan Sri Dato' Seri H'ng attended all of the 4 Board meetings which were held in the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

Datuk Seri Kenneth H'ng Bak Tee

Aged 65, Malaysian

Chief Executive Officer/Group Managing Director



Datuk Seri Kenneth H'ng Bak Tee has been appointed to the Board as the Chief Executive Officer/Group Managing Director of GUH since 1 September 2004. He is a member of the Share Grant Plan Committee of the Board. He serves as the Director in majority of the subsidiaries of GUH and several other private limited companies. Apart from GUH Group, Datuk Seri Kenneth also sits on the Board of SBS Nexus Berhad, a public company.

He started his career with International Business Machines (IBM) in Kuala Lumpur and IBM in Asia South Pacific Area (ASPA) HQ in Hong Kong. He was also with Leader Universal Holdings Berhad for 16 years.

Datuk Seri Kenneth graduated with a Bachelor of Mathematics (Double Honours) in Computer Science and Combinatoric & Optimization and also holds a Master of Applied Science (Management Science) from the University of Waterloo, Canada. He is currently a Fellow Member of the Institute of Approved Company Secretaries, an Affiliate Member of the Malaysian Institute of Chartered Secretaries and Administrators and a member of Registered Financial Planner.

Datuk Seri Kenneth is the brother of the Group's Chairman, Tan Sri Dato' Seri H'ng Bok San and the Non-Executive Director, Dato' Harry H'ng Bak Seah. His niece, Datin Seri Jessica H'ng Hsieh Ling is also a Non-Executive Director of GUH. Datuk Seri Kenneth is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 61st Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of

the Company and its subsidiaries as disclosed on page 150 of the Annual Report.

Datuk Seri Kenneth is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected, whom are common directors and/or major shareholders having interest in those transactions. In line with the Company's internal policies, any transaction disclosed are reviewed and approved by the Audit Committee to ensure they are conducted on arm's length terms and in the best interest of the Company.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which he has personal interests.

The Company is committed to maintaining the highest standards of corporate governance, and all potential conflicts of interest are carefully mentioned to ensure transparency and fairness in all business dealings.

Datuk Seri Kenneth attended all of the 4 Board meetings which were held in the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

Dato' Harry H'ng Bak Seah

Aged 75, Malaysian

Non-Independent Non-Executive Director

Dato' Harry H'ng Bak Seah has been appointed to the Board as a Non-Executive Director of GUH on 13 January 1994. He also holds directorships in several other local and overseas private limited companies.

Upon completing his high school education, he began his career in the manufacturing and operations of pewter and magnet wire. Subsequently, he ventured into the telecommunications and power cable business. He has held various positions from the Group Managing Director of Leader Universal Holdings Berhad since 1993 until the appointment as the Executive Vice Chairman from 1997 to 2005. Throughout his career, Dato' Harry gained extensive experience which enhanced his knowledge in the manufacturing operations and diversified business environment over the years.

Dato' Harry is the brother of the Group's Chairman, Tan Sri Dato' Seri H'ng Bok San and the Chief Executive Officer/ Group Managing Director, Datuk Seri Kenneth H'ng Bak Tee. His niece, Datin Seri Jessica H'ng Hsieh Ling is also a Non-Executive Director of GUH. Dato' Harry is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 61st Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 150 of the Annual Report.



Dato' Harry is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected, whom are common directors and/or major shareholders having interest in those transactions. In line with the Company's internal policies, any transaction disclosed are reviewed and approved by the Audit Committee to ensure they are conducted on arm's length terms and in the best interest of the Company.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which he has personal interests.

The Company is committed to maintaining the highest standards of corporate governance, and all potential conflicts of interest are carefully mentioned to ensure transparency and fairness in all business dealings.

Dato' Harry attended all of the 4 Board meetings which were held in the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

Datin Seri Jessica H'ng Hsieh Ling

Aged 59, Malaysian

Non-Independent Non-Executive Director



Datin Seri Jessica H'ng Hsieh Ling has been appointed to the Board as a Non-Executive Director on 20 February 2001. She is a member of the Remuneration Committee of the Board. She holds directorships in several other private limited companies.

Datin Seri Jessica graduated from Southern Illinois University at Carbondale, USA with a Bachelor of Science Degree, majoring in Accounting and she also obtained a Master of Science Degree, majoring in Taxation from Drexel University, Philadelphia, USA. Upon completing her tertiary education, Datin Seri Jessica started her career by holding various major key positions in multinational companies and gained extensive knowledge and experience in corporate finance and business management prior to joining Leader Universal Holdings Berhad.

Datin Seri Jessica is the daughter of the Group's Chairman, Tan Sri Dato' Seri H'ng Bok San. Both her uncles, Dato' Harry is the Non-Executive Director and Datuk Seri Kenneth is the Chief Executive Officer/Group Managing Director of GUH. Datin Seri Jessica is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 61st Annual General Meeting. She is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 150 of the Annual Report.

Datin Seri Jessica is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of her family members and such persons connected, whom are common directors and/or major shareholders having interest in those transactions. In line with the Company's internal policies, any transaction disclosed are reviewed and approved by the Audit Committee to ensure they are conducted on arm's length terms and in the best interest of the Company.

Save as aforesaid disclosed, there are no other business arrangements with the Company in which she has personal interests.

The Company is committed to maintaining the highest standards of corporate governance, and all potential conflicts of interest are carefully mentioned to ensure transparency and fairness in all business dealings.

Datin Seri Jessica attended 3 of the 4 Board meetings which were held in the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

Dato' Dr. Gan Kong Meng

Aged 70, Malaysian

Independent Non-Executive Director



Dato' Dr. Gan Kong Meng has been appointed as an Independent Non-Executive Director on 1 June 2015. He serves as the Chairman of Nomination Committee, Remuneration Committee and Share Grant Plan Committee. He is also a member of Audit Committee and Risk Management & Sustainability Committee. He was previously a Senior Vice President for corporate integrity/surveillance & security and Chairman for credit review and risk assessment/investor relations of a public listed company till 15 March 2020. Key responsibilities included implementing internal controls, working with relevant authorities and adopting important rules such as those relating to business relations and those relating to the prevention of money laundering and terrorist financing.

Dato' Dr. Gan graduated from the University of Science, Malaysia with a Bachelor of Science Degree in Physics & Mathematics, a Master of Social Science Degree in Anthropology/Sociology and he also obtained a PhD in Drug Research.

Dato' Dr. Gan served in the Royal Malaysia Police for more than 30 years before retiring in early January 2015. He was

the OCPD of Georgetown, Penang, OCCl of Kuala Lumpur City and he also held various positions in the special branch, management as well as public order. Dato' Dr. Gan's vast experience will benefit the Group in reinforcing the security and risk management issues.

Save as aforesaid disclosed, Dato' Dr. Gan does not have any family relationship with and is not related with any Director and/or major shareholder of GUH nor has any personal interest in any business arrangement involving the Company. He does not possess any conflict of interest or potential conflict of interest, which includes having an interest in any competing business with the Group.

Dato' Dr. Gan attended all of the 4 Board meetings which were held in the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

Ms. Phoon Yee Min

Aged 43, Malaysian

Independent Non-Executive Director



Ms. Phoon Yee Min has been appointed to the Board as an Independent Non-Executive Director of GUH on 30 May 2022. She serves as the Chairlady of Audit Committee and Risk Management & Sustainability Committee and a member of Nomination Committee, Remuneration Committee and Share Grant Plan Committee of the Board. Presently, she is an Independent Non-Executive Director of Mi Technovation Berhad, L&P Global Berhad and Coraza Integrated Technology Berhad.

Ms. Phoon graduated from Universiti Sains Malaysia with a Bachelor of Accounting Degree. She is a member of the Association of Chartered Certified Accountant (ACCA) and the Institute of Internal Auditors Malaysia (IIAM). She is also a member of the Malaysian Institute of Accountants (MIA) and a Certified Internal Auditor (CIA). Ms. Phoon is familiar with financial reporting standards and has extensive experience in providing internal audit, risk management and process improvement engagements to clients in various industries in Malaysia, China, Taiwan, Singapore, Indonesia, Philippines and Cambodia through her career in an international audit firm in the past.

She is currently an Executive Director of YNC Business Consulting Sdn Bhd, a consulting company that provides

management consultancy services including sustainability reporting, outsource internal audit, enterprise risk management, corporate governance and compliance services.

Save as aforesaid disclosed, Ms. Phoon continues to meet the independence criteria under the Malaysian Code on Corporate Governance. She does not have any family relationship with and is not related with any Director and/or major shareholder of GUH nor has any personal interest in any business arrangement involving the Company. She does not possess any conflict of interest or potential conflict of interest, which includes having an interest in any competing business with the Group.

Ms. Phoon attended all of the 4 Board meetings which were held in the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

Mr. Teng Chang Yeow

Aged 60, Malaysian

Independent Non-Executive Director



Mr. Teng Chang Yeow has been appointed to the Board as an Independent Non-Executive Director of GUH on 30 May 2022. He serves as a member of Audit Committee, Risk Management & Sustainability Committee and Nomination Committee of the Board. Mr. Teng also sits on the Board of several local private limited companies.

Mr. Teng graduated from the Universiti Sains Malaysia with a Bachelor of Arts (Hons) Degree. He was a State Executive Councillor (EXCO) from 2004-2008 holding the portfolio of Tourism Development and Environment. He served as the Chairman of Nominating Committee, member of Audit Committee and Remuneration Committee of GCCP Resources Ltd.

Save as aforesaid disclosed, Mr. Teng continues to meet the independence criteria under the Malaysian Code on Corporate Governance. He does not have any family

relationship with and is not related with any Director and/or major shareholder of GUH nor has any personal interest in any business arrangement involving the Company. He does not possess any conflict of interest or potential conflict of interest, which includes having an interest in any competing business with the Group.

Mr. Teng attended all of the 4 Board meetings which were held in the financial year ended 31 December 2024.

None of the Directors of GUH have committed any offences within the past 5 years other than traffic offences nor been imposed with public sanction or penalty by the relevant bodies during the financial year.

PROFILE OF MANAGEMENT TEAM

Mr. Lewis H'ng Chun Li

Aged 37, Male, Malaysian

Job position: Corporate Office – Chief Operating Officer

Appointment to current position: 1 October 2017

Qualifications:

- Bachelor Degree in Economics, Monash University, Australia

Working experiences:

- Gained extensive knowledge and experience in business management from Citigroup and Kiyamas Group of Companies
- 2 years working experience as Deputy General Manager in GUH Circuit Industry (Suzhou) Co. Ltd.
- Personal Assistant to CEO/Group Managing Director of GUH Holdings Berhad
- General Manager of Corporate Division of GUH Holdings Berhad
- Chief Operating Officer of Corporate Division of GUH Holdings Berhad

Mr. Lewis H'ng is the son of Datuk Seri Kenneth H'ng Bak Tee, CEO/Group Managing Director. He is also the nephew of Tan Sri Dato' Seri H'ng Bok San and Dato' Harry H'ng Bak Seah and cousin of Datin Seri Jessica H'ng Hsieh Ling.

Mr. Lewis H'ng sits on the board of the majority of subsidiaries of GUH. He is deemed to have an interest pertaining to the proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature which will be tabled at the forthcoming 61st Annual General Meeting. He is also deemed to be interested in certain recurrent related party transactions or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries as disclosed on page 150 of the Annual Report.

Mr. Lewis H'ng is also deemed to have and declared the conflict of interest and potential conflict of interest situation arising from business arrangement or contract, if any, entered between GUH Group and the corporate group of companies of his family members and such persons connected, whom are common directors and/or major shareholders having interest in those transactions. In line with the Company's internal policies, any transaction disclosed are reviewed and approved by the Audit Committee to ensure they are conducted on arm's length terms and in the best interest of the Company.

The Company is committed to upholding the highest standards of corporate governance, and all potential conflicts of interest are carefully disclosed to ensure transparency and fairness in all business dealings.

Mr. George Koay Soo Keat

Aged 39, Male, Malaysian

Job position: Corporate Office – General Manager

Appointment to current position: 1 January 2021

Qualifications:

- Fellow member of the Association of Chartered Certified Accountants (UK)
- Member of the Malaysian Institute of Accountants
- Chartered Accountant

Working experiences:

- More than 18 years of experience in the field of Corporate Finance, Strategic Planning, Business Development, Accounting, Auditing and Corporate Advisory

Ms. Ng Ling Zte

Aged 41, Female, Malaysian

Job position: Corporate Office – Senior Finance Manager

Appointment to current position: 15 May 2023

Qualifications:

- Bachelor Degree in Accounting, University of Science Malaysia
- Member of the Malaysian Institute of Accountants
- Provisional Member of the Malaysian Institute of Certified Public Accountants

Working experiences:

- Assurance field with PricewaterhouseCoopers (PwC)
- Finance field with CapitaLand Retail Malaysia Sdn. Bhd.
- Finance Manager of GUH Holdings Berhad
- Senior Finance Manager of GUH Holdings Berhad

PROFILE OF MANAGEMENT TEAM

Dr. Brian Kok Siew Foong

Aged 68, Male, Malaysian

Job position: Electronic Division – Senior General Manager

Appointment to current position: 9 January 2023

Qualifications:

- Diploma in Electronics Engineering, ICS Schools, UK
- Master in Business Administration
- Doctorate of Philosophy in Business Administration, Bulacan State University of Philippines
- Member of The Institution of Engineering and Technology UK (MIET)

Working experiences:

- Test Equipment Engineer with Sanyo Electric
- Senior Design Engineer/R&D Project Manager with Grundig R&D
- Production Manager with Asian Driveshaft
- Application Engineering & Commercial Manager with GKN Driveline
- Personal Assistant to Group Executive Director with GUH Electrical Appliances Sdn. Bhd.
- Personal Assistant to General Manager with GUH Circuit Industry (PG) Sdn. Bhd.
- General Manager of GUH Circuit Industry (PG) Sdn. Bhd.

Mr. Lee Li Chiat

Aged 50, Male, Malaysian

Job position: Electronic Division – General Manager

Appointment to current position: 9 January 2023

Qualifications:

- Diploma in Canadian Pre-University, Taylor's College, Malaysia
- Degree in Accounting, Curtin University of Technology, Western Australia

Working experiences:

- 28 years of PCB manufacturing experience for single sided, double sided and multi-layers PCB
- QCA Engineer in GUH Circuit Industry (PG) Sdn. Bhd. since July 1997
- QCA Head of Department in GUH Circuit Industry (PG) Sdn. Bhd. since June 1998
- Personal Assistant to General Manager in GUH Circuit Industry (PG) Sdn. Bhd. since July 2018
- General Manager in GUH Circuit Industry (PG) Sdn. Bhd. since January 2023

Mr. Thomas Wong Yoke Hung

Aged 58, Male, Malaysian

Job position: Properties Division – Head of Property

Appointment to current position: 16 August 2023

Qualifications:

- Diploma in Architectural Draughtsmanship, Malaysia
- B Eng (Hon's) Building Design Engineering, University of Strathclyde, UK
- MSc. Advance Architectural Studies, The Robert Gordon University, UK
- Chartered Member of Royal Institute of British Architect (RIBA)
- Pertubuhan Arkitek Malaysia (PAM)
- Lembaga Arkitek Malaysia (LAM)

Working Experiences:

- Project Architect with Arkitek Integra, Arkitek Akiprima, Arkitek Maju Bina
- Project Manager with CapitaLand Malaysia Pte. Ltd.
- Senior Project Manager with KL Ecocity Sdn. Bhd.
- General Manager, Planning & Design with MRCB Sentral Properties Sdn. Bhd.
- Head of Property Department / Senior General Manager with Tan Chong Group
- Regional General Manager, Bintulu with Naim Group of Companies

Mr. Leow Chee Jian

Aged 59, Male, Malaysian

Job position: Properties Division – Deputy General Manager

Appointment to current position: 1 January 2018

Qualifications:

- Certificate in Architecture
- Diploma in Civil and Structure Engineering

Working experiences:

- More than 34 years of experience in construction and property development inclusive of design, planning, implementation, marketing and sale administration

Mr. Lee Hian Woon

Aged 32, Male, Malaysian

Job position: Properties Division – Senior Finance Manager

Appointment to current position: 5 January 2023

Qualifications:

- CFA® charterholder, CFA Institute
- BSc (Hon) Accounting & Finance

Working experiences:

- 11 years experience in the field of accounting, costing, taxation, finance and risk management

PROFILE OF MANAGEMENT TEAM

Mr. Sim Tzer Yung

Aged 47, Male, Malaysian

Job position: Properties Division – Senior Manager (Project)

Appointment to current position: 1 July 2018

Qualifications:

- Bachelor of Engineering in Civil Engineering, University of Technology, Malaysia
- Registered Graduate Engineer of Board of Engineers Malaysia
- Graduate Member of The Institution of Engineers, Malaysia (IEM)

Working experiences:

- Quantity Surveyor with Hock Kheng Construction Sdn. Bhd.
- Assistant Unit Manager with Ann Joo Steel Bhd.
- Assistant Project Manager with Konzen Engineering Sdn. Bhd.
- Project Manager with Warisan Pinang Sdn. Bhd.
- Project Manager with GUH Development Sdn. Bhd.

Mr. Lim Chin Wang

Aged 45, Male, Malaysian

Job position: Utilities Division – Senior General Manager

Appointment to current position: 1 January 2018

Qualifications:

- Master of Business Administration, International Business Academy of Switzerland
- Bachelor Degree in Chemical Engineering, University of Technology Malaysia
- Registered Engineer of Board of Engineer Malaysia

Working experiences:

- More than 23 years of experience in planning and implementation of large scale water and wastewater projects, having worked in among others, Biwater, Hyflux and MMC
- Identification and acquisition of water and wastewater treatment plants

Ir. Tan Tee Giap

Aged 69, Male, Malaysian

Job position: Utilities Division – General Manager (Project)

Appointment to current position: 4 January 2021

Qualification:

- BSc. (Hons) Electro-Mechanical Engineering, University College of Swansea, United Kingdom
- MSc. Hydraulic & Pneumatic Engineering, University of Bath, United Kingdom
- Professional Engineer
- Member Institution of Engineers Malaysia

Working Experience:

- 42 years of experience in Water Treatment Industry

Mr. Chong Yong Cheng

Aged 60, Male, Malaysian

Job position: Utilities Division – Senior Manager (Commercial and Contract)

Appointment to current position: 1 June 2015

Qualification:

- Diploma in Technology (Building), TAR College, Malaysia
- BSc (Hons) Quantity Surveying, United Kingdom

Working Experience:

- 34 years of experience in the fields of Quantity Surveying Consultant Services. Construction and Engineering Industries and Water and Sewerage Industries

Additional notes on the above Management Team

Save as aforesaid disclosed, none of the Management Team has:

1. Directorship in public companies and listed issuers;
2. Family relationship with any Director or/and major shareholder of the Company;
3. Conflict of interests or potential conflict of interest, which includes having interest in any competing business with the Company or its subsidiaries; and
4. Committed any offences within the past 5 years other than traffic offences nor have been imposed with public sanction or penalty by the relevant regulatory bodies during the financial year.

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors of GUH Holdings Berhad ("GUH" or "the Company"), I am pleased to present the Annual Report and Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2024.

Performance Overview

The revenue for GUH Group was RM247.1 million, RM19.3 million higher than the revenue for year 2023 of RM227.8 million. The increase in revenue was mainly due to the higher revenue generated from the Properties Division which in tandem with the higher sales of residential property units. GUH Group had narrowed a loss before tax of RM8.4 million for year 2024 compared to RM13.6 million for year 2023 mainly due to higher contributions from Properties and Investment Divisions.

GUH Group remains resilient in delivering value to shareholders despite the challenging and competitive business environment and global economy.

Corporate Milestone

On 13 February 2025, the Board also announced that its wholly-owned subsidiary, GUH Circuit Industry (Suzhou) Co., Ltd. ("GUH SZ"), has entered into a Compensation Agreement with Suzhou High-tech Zone Shishan Business Innovation District Management Office ("SHZ Management Office") for the repossession of the state-owned land use right for the land located at 588 Changjiang Road, Suzhou High-tech Zone, People's Republic of China ("PRC") for a total consideration of CNY195,006,129 (approximately RM119,831,266). On the same day, the two parties entered into an ancillary agreement with the Shuzhou High-tech Zone (Huqiu District) Land Reserve Center to outline the obligations of each party in facilitating the recovery and cancellation procedures for the land certificate pertaining to the land. The proposed disposal entailing the repossession of the aforesaid state-owned land use rights in the Suzhou High-tech Zone, PRC, by the Suzhou government, will be recommended for shareholders' approval at the extraordinary general meeting to be convened.

Sustainability

GUH Group's principal business include, among others, the manufacturing and sale of Printed Circuit Boards ("PCB"), catering to a diverse range of industries, including communications, audio and video, computing,

automotive, home appliances and consumer products. These operations have been the cornerstone of the Group's revenue and profitability over the years.

In its ongoing efforts to strengthen its market presence and enhance profitability, GUH Group continues to explore both domestic and international market opportunities within the PCB sector. However, in response to increasing competition and the emergence of new industry players, the Group actively seeks alternative ventures to diversify its revenue streams and reduce dependency on its core operations.

GUH Group will continue to explore and pursue opportunities, while also driving business growth and increasing shareholder value.

The Board of GUH recognises that the success of a business extends beyond achieving financial objectives, it also involves maintaining ethical standards and ensuring sustainability. GUH Group is committed to integrating sustainability into its business practices and operations, upholding strong corporate governance, and adhering to relevant regulatory requirements. It also considers the environmental and social impacts of its activities, aiming to create long-term value for its stakeholders.

Details on GUH Group's sustainability efforts and disclosures are available in the Sustainability Statement 2024.

Corporate Governance

In line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code of Corporate Governance, the Board firmly believes that sound governance enables is essential to maintaining the trust and confidence of its stakeholders. The Board is committed to upholding the highest standards of corporate governance to support the delivery of GUH's business strategy. Therefore, the Board remains vigilant in fulfilling its duties and responsibilities, fostering a strong culture on corporate governance culture. The Board recognises that effective governance is essential to safeguarding the

CHAIRMAN'S STATEMENT

best interest of the Company and its stakeholders while ensuring the interests of other stakeholders are also protected.

During the financial year end, the change of the long serving external auditors from Messrs Crowe Malaysia PLT to Messrs Thelyx Malaysia PLT underscores the Company's commitment to upholding strong corporate governance practices by introducing fresh perspectives and ensuring continued transparency and accountability through a new professional audit firm.

GUH carries out all business dealings with integrity and has adopted a zero-tolerance approach against all forms of bribery and corruption. GUH adheres to the principles of good corporate governance and emphasises on operating its business with fairness and transparency.

More information regarding corporate governance is available in the Corporate Governance Overview Statement of the Company's Annual Report 2024.

Dividend and Return to Shareholders

No dividend was declared by the Board for the financial year ended 31 December 2024 due to uncertain market conditions and the Group's performance, including working capital requirements and cash flow management. GUH Group is currently prioritising the strengthening of its business and operations to ensure long term growth.

Related Party Transactions

Save as disclosed above, the related party transactions of GUH Group are disclosed in Note 37 of the Notes to the Financial Statements which also set out the recurrent related party transactions conducted during the year in accordance with the mandate obtained from the shareholders at GUH's Annual General Meeting held on 27 May 2024. Except as aforesaid disclosed, there is no other material contract involving the interest of the Directors and major shareholders during the year.

Outlook and Prospects

Year 2024 has marked another challenging year shaped by a volatile global environment. Geopolitical tensions, economic slowdowns, global inflation and tightening

financial. GUH Group is cautiously optimistic about its business operations in the year 2025 whilst challenges remain with rising inflation, spike in raw material prices, foreign exchange risk and supply chain disruption. GUH Group shall focus on strengthening its fundamentals to create a resilient business in overcoming the challenges.

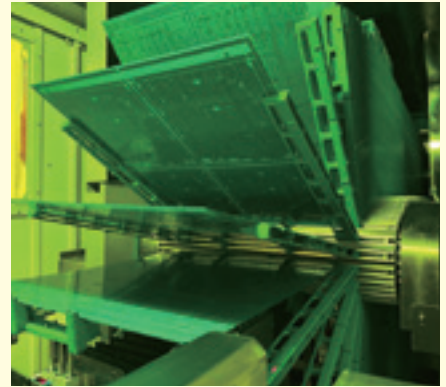
GUH Group will remain committed to delivering sustainable growth for its existing businesses with refining business strategies including optimising cost, technical collaboration with business partners, investments in machineries, upgrading infrastructures and plant layouts, continuous development of skills and competencies, as well as tapping into new business opportunities to strengthen both its financial and operational performance.

Appreciation

It has been a privilege to have chaired GUH this past year. This role would have been impossible without the support and cooperation of my fellow Board Members and I would like to thank them for their unwavering commitment, contributions and input during this past year.

On behalf of the Board and GUH Group, I would like to take this opportunity to express our sincere appreciation to the management and staff for their continuous valuable contributions, loyalty and dedication to the Group despite the challenges faced. We also wish to record our heartfelt gratitude to our shareholders, suppliers/vendors, customers, bankers, business associates and all the respected government authorities for their invaluable support and assistance, continuous trust and understanding during the year. Your commitment remains a motivation for our progress and success.

Tan Sri Dato' Seri H'ng Bok San, JP
Chairman



MANAGEMENT'S DISCUSSION AND ANALYSIS

MANAGEMENT'S DISCUSSION AND ANALYSIS

GUH GROUP REVENUE

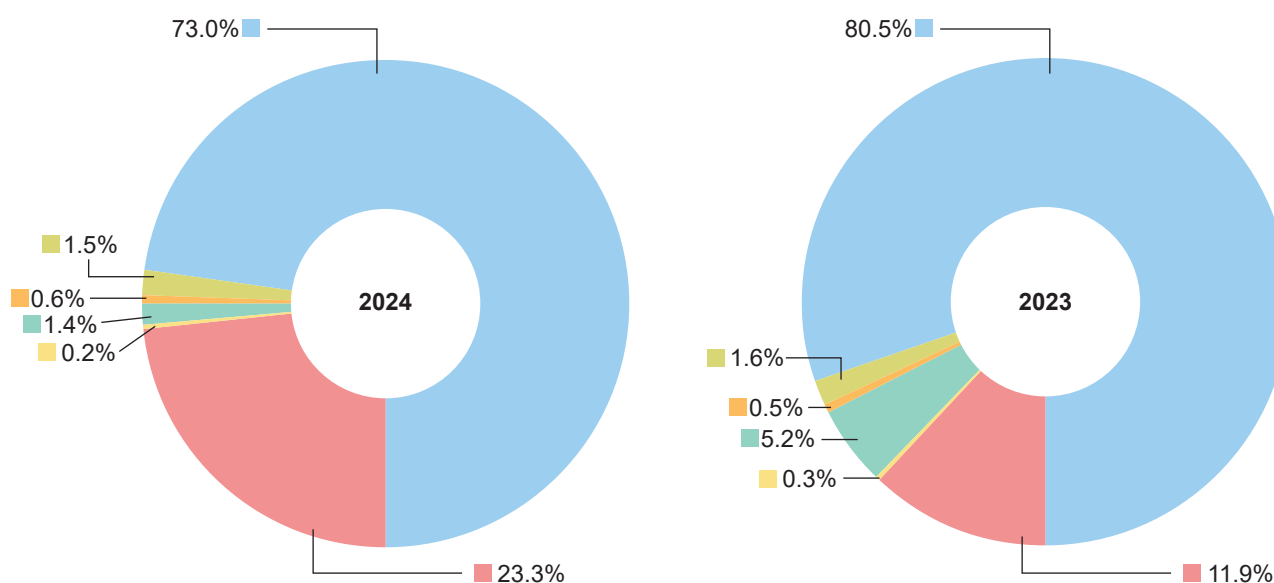
For the financial year ended 31 December 2024, GUH Group recorded a higher revenue of RM247.1 million compared to RM227.8 million for the year 2023.

The increase in revenue was mainly due to higher revenue generated by the Properties Division of RM57.6 million or 23.3% of Group revenue (year 2023: RM27.0 million or 11.9% of Group revenue) in tandem with the higher sales of residential property units.

In contrast, the Electronic Division recorded a lower revenue of RM180.3 million or 73.0% of Group revenue (year 2023: RM183.3 million or 80.5% of Group revenue) in line with slower demand for printed circuit board, while the Plantation Division's revenue decreased to RM0.6 million or 0.2% of Group revenue (year 2023: RM0.8 million or 0.3% of Group revenue) due to lower FFB output.

In addition, the Utilities Division's revenue decreased to RM3.4 million or 1.4% of Group revenue (year 2023: RM11.9 million or 5.2% of Group revenue) mainly due to a lower completion percentage for water projects, whilst Investment Division achieved a similar revenue of RM3.7 million or 1.5% of Group revenue (year 2023: RM3.6 million or 1.6%). Besides that, eVehicle Division contributed RM1.4 million or 0.6% of Group revenue (year 2023: RM1.2 million or 0.5% of Group revenue).

GUH GROUP REVENUE BY SEGMENT



■ Manufacture of printed circuit boards	■ Water and wastewater treatment	■ Cultivation of oil palm
■ Property development	■ Unallocated non-operating segments	■ Sale of electric vehicles

MANAGEMENT'S DISCUSSION AND ANALYSIS

GUH GROUP PROFIT/(LOSS) BEFORE TAX

Due to the challenging market condition, GUH Group had narrowed a loss before tax of RM8.4 million for year 2024 compared to RM13.6 million for year 2023 mainly due to higher contributions from the Properties and Investment Divisions.

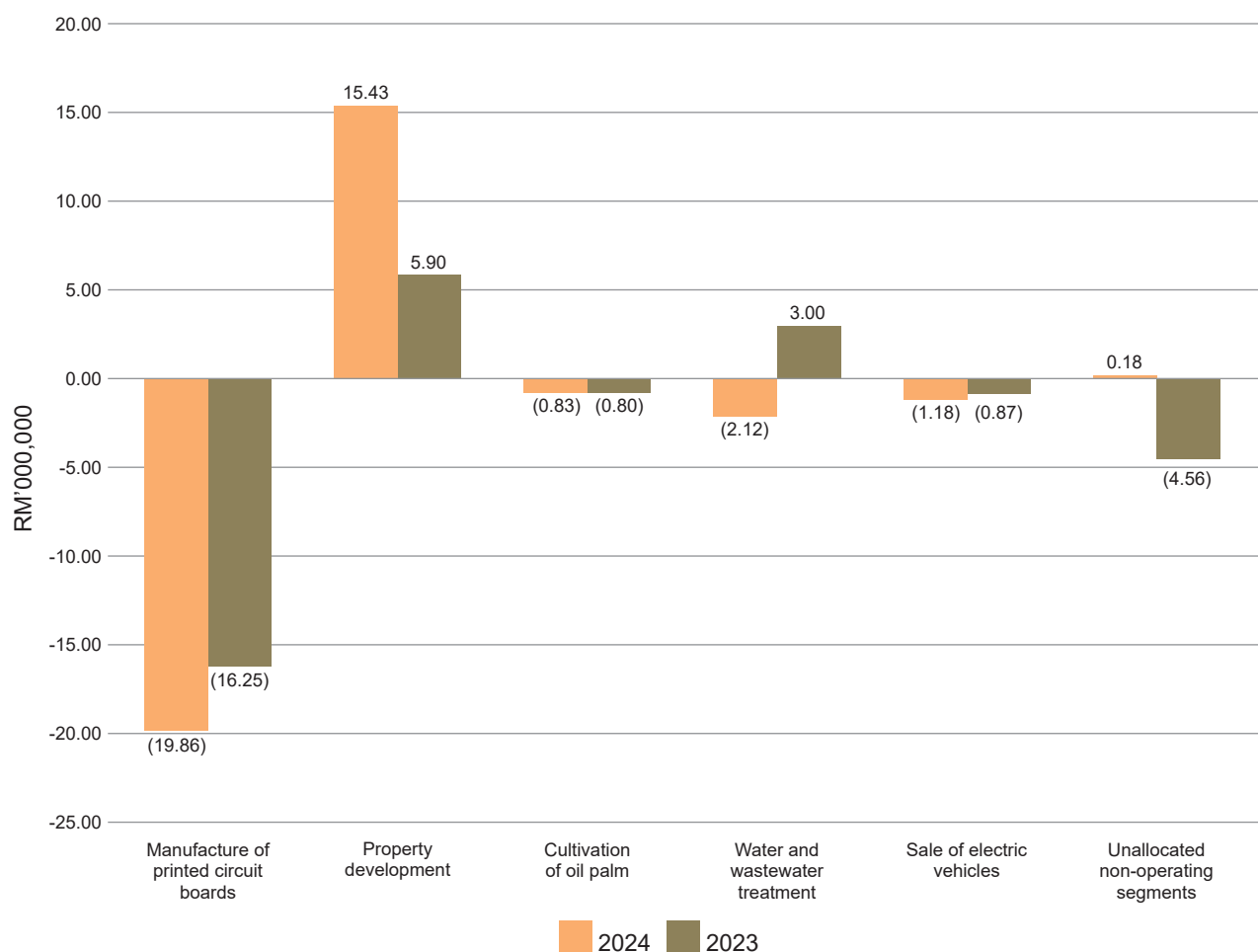
Electronic Division recorded a higher loss before tax of RM19.9 million for year 2024 compared to RM16.2 million for year 2023 mainly due to other operating expenses in its China operation which were partly offset by favourable sales mix from Malaysia operation.

Properties Division generated a higher profit before tax of RM15.4 million for year 2024 compared to RM5.9 million for year 2023 in line with higher property units sold, whilst the Plantation Division recorded a similar loss before tax of RM0.8 million for year 2024 compared to the previous year.

Utilities Division incurred a loss before tax of RM2.1 million for year 2024 in contrast to a profit before tax of RM3.0 million for year 2023 mainly due to lower completion percentage for water projects.

Investment Division turned in a profit before tax of RM0.2 million for year 2024 in contrast to a loss before tax of RM4.6 million for year 2023 mainly due to gain on fair value adjustment of other investments, whilst eVehicle recorded a higher loss before tax of RM1.2 million for year 2024 compared to RM0.9 million for year 2023 mainly due to higher administration expenses.

GUH GROUP PROFIT/(LOSS) BEFORE TAX BY SEGMENT



ELECTRONIC DIVISION

Manufacturing of Printed Circuit Boards (PCB)

GUH Circuit Industry (PG) Sdn. Bhd. ("GUH PG")

Overview

GUH PG operates in a global market characterised by rapid technological advancements and shifting consumer demands. Although the company currently manufactures printed circuit boards (PCBs) for a variety of consumer products including air conditioners, digital musical instruments, and car audio systems, it has yet to fully tap into high-growth sectors such as smartphones, electric vehicles (EVs), and IoT devices. As global adoption of advanced technologies like 5G, artificial intelligence (AI), and renewable energy accelerates, the demand for more complex, high-performance PCBs continues to rise. However, GUH PG's existing technological capabilities may present a challenge to fully seize these emerging opportunities in cutting-edge industries.

Nonetheless, GUH PG's focus on consumer electronics places it within a stable market segment that maintains consistent demand, particularly in home appliances and automotive entertainment systems. With ongoing advancements in smart home technologies and the expanding automotive electronics market, GUH PG remains a relevant player. By investing in research and development, enhancing its manufacturing technologies, and diversifying its product offerings, the company can better position itself for long-term growth. These strategic moves will enable GUH PG to adapt to a rapidly evolving industry and capitalise on new technologies, ensuring its continued competitiveness in the global market.

Business Domain Discussion

GUH PG's PCB business is strategically positioned at the forefront of the electronics supply chain, playing a crucial role in the production of essential base components for a wide range of consumer and industrial applications. Its core focus on the consumer electronics sector, a market characterised by consistent demand, provides a stable foundation for its operations. While this stability offers certain advantages, it also presents challenges, particularly



Laser Drilling Machine

the limited pricing power typically associated with the consumer from electronics segment. Nevertheless, GUH PG has built a strong market presence, supported by a diverse customer base that includes several prominent Japanese companies. GUH PG is actively pursuing opportunities in higher-end markets to enhance its long-term competitiveness with the aim to strengthen its pricing power and improve market positioning. These efforts are key to driving future growth and profitability while maintaining its edge in the fast-evolving electronics industry.

The journey towards innovation and product advancement began in 2012, marked by a pivotal shift from single-sided PCBs to double-sided and multi-layer PCBs. This transformation involved significant investments in machinery, materials, production methodologies, and human capital, all aimed at enhancing GUH PG's manufacturing capabilities. As a result, GUH PG has successfully ramped up production of double-sided PCBs and expanded into six-layer multi-layer PCBs, positioning itself to meet the increasing complexity of modern electronic devices. Recently, GUH PG achieved a major milestone by producing and delivering pre-production 10-layer PCBs to a European client, marking an important step toward establishing a foothold in the high-end PCB market.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Financial Performance

In year 2024, revenue and sales volume remained stable compared to year 2023 while profit before tax showed improvement, driven by various internal efficiency initiatives implemented within the factory. However, overall performance could have been better if it had not been affected by higher material costs and the appreciation of the Malaysian Ringgit against the US Dollar. GUH PG's strategic initiatives in expanding its customer base into the US and European markets also encountered some unforeseen delays. This expansion was meant to diversify revenue streams and enhance its global presence and further strengthen its competitive position. Several cost-saving measures have been implemented and closely monitored. This includes tighter controls on the issuance and yield factor of key materials which resulted in favourable KPI trends. Changes in production methodologies have improved efficiency indicators and significantly reduced the direct labour costs.

Trends that Relate to the Business

Rigid PCBs remain a critical component across a wide range of industries, providing the reliability and performance required for modern electronic systems. The global Rigid PCB market is projected to grow at a CAGR of 4–6% from 2023 to 2028, driven by increasing demand from sectors such as 5G, IoT, electric vehicles (EVs), healthcare devices and industrial automation.

The global rollout of 5G networks has significantly boosted the need for high-performance PCBs. Rigid PCBs are essential in supporting the infrastructure and devices that power 5G connectivity, including smartphones, routers, and telecommunications equipment, where speed and reliability are paramount. The 5G PCB segment is expected to grow at a CAGR of 10–12% during the same period, serving as a major contributor to the overall expansion of the Rigid PCB market.

Similarly, the rapidly growing IoT market is fueling demand for compact, reliable, and energy-efficient PCBs. Ranging from smart sensors and home automation systems to industrial IoT devices, Rigid PCBs play a central role in enabling seamless connectivity. The IoT PCB market is projected to grow at an 8–10% CAGR, with Rigid PCBs

playing a key role in devices like smart sensors, home automation systems, and industrial IoT equipment.

The accelerating shift toward EVs is another key growth driver. EVs depend on advanced electronic systems for battery management, onboard charging, and autonomous driving capabilities, all of which rely on stable and high-quality Rigid PCBs. The automotive PCB market, including applications in EVs, is expected to grow at a 6–8% CAGR from 2023 to 2030, propelled by increasing adoption of EVs and smart mobility technologies.

In the healthcare sector, Rigid PCBs are indispensable for powering critical devices such as patient monitoring systems, ECG monitors, surgical robots, patient monitoring systems, and portable diagnostic tools. As the medical device market is forecasted to grow at a CAGR of 5.4%, the demand for reliable and precise PCBs will continue to rise, particularly with the increasing adoption of remote healthcare solutions and wearable health technologies.

Industrial automation and smart manufacturing are also contributing to the growth of the Rigid PCB market. Devices such as robotics, automated machinery, and smart factory systems rely heavily on Rigid PCBs to deliver consistent performance under demanding conditions. With the growth of Industry 4.0 and increased investment in automated production, the market for automated PCB assembly equipment is projected to grow at a CAGR of 6–8%, further supporting the expansion of Rigid PCB usage in industrial automation.

Capital Expenditure

GUH PG's capital expenditure (CAPEX) plan focuses on modernising its plant to tap into high-potential markets. In year 2024, significant investments were made in automation and robotics across key production stages to streamline operations and enhance precision, reliability, and consistency. This enables GUH PG to meet the increasing demand for higher quality and more efficient production. Another key focus is moving up the value chain by producing more complex products, including higher-layer count PCBs for sophisticated applications. The company is targeting high-growth markets like HDI, automotive, industrial, 5G, and IoT, which require advanced PCB designs. Over the next five years, GUH

MANAGEMENT'S DISCUSSION AND ANALYSIS

PG plans to continue investing in machine capabilities and HDI expertise to stay at the forefront of these sectors. This commitment will help the company solidify its leadership and unlock new growth opportunities in emerging industries.

Review of Operating Activities

GUH PG focuses on expanding its market segment across established customers and new customers in the PCB industry. As part of its forward and long-term strategy, GUH PG is working on developing HDI PCB capabilities with the aspiration of getting a foothold in the US and EU markets. A catalyst for GUH PG to leverage is the “spillover” effect from the US-China tensions. GUH PG has invested in some five HDI related machines as stage one of the strategy to spearhead the HDI PCB making process. GUH PG has recruited expatriates with PCB expertise from the region. Additionally, GUH PG has shipped its 10 layer PCB to a Swedish company, 4 layer PCBs to a US company, 4 layer PCBs to an Australia company and a successful sample development for a complex HDI PCB used in a high-end digital piano.

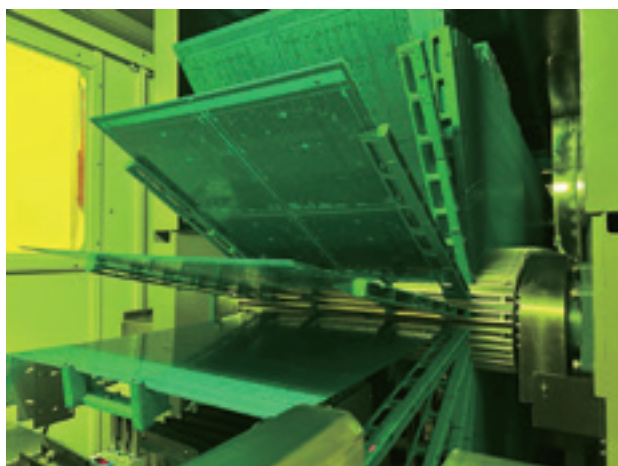
Risk Management and Mitigation Strategies

Water and Air Pollution Risks: Given the complex chemical processes involved in PCB production, water and air pollution must be proactively managed. The process requires the use of chemicals, solvents, and heavy metals, which can result in water contamination and harmful air emissions if not properly handled. In order to mitigate

these risks, GUH PG follows industry leading practices to minimise the environmental impact of its operations. For water pollution control, GUH PG has invested heavily in state-of-the-art water treatment systems to remove harmful chemicals before discharge. The filtration, neutralisation and removal process used in its water treatment plant is designed to eliminate remnant hazardous substances ensuring that the water released into the environment is clean and safe and complies with regulatory standards of water discharge. Additionally, GUH PG conducts daily water quality tests to detect and address potential issues promptly. Water samples are also collected weekly at random sampling intervals by its appointed external laboratory and all results are officially documented.

In terms of air pollution prevention, GUH PG's comprehensive gas scrubbing system plays a critical role in filtering harmful emissions before being released into the atmosphere. This system operates across multiple discharge points in the facility, effectively reducing the emission of volatile organic compounds and other pollutants. The scrubbers, certified by environmental authorities, are continuously monitored, and periodic testing by an independent laboratory ensures that its air emissions remain within regulatory limits.

GUH PG's environmental strategy goes beyond compliance, incorporating a continuous improvement mindset. GUH PG regularly reviews its pollution control technologies and procedures to identify new opportunities for further reducing emissions and enhancing environmental performance. Through these efforts, GUH PG demonstrates a strong commitment to sustainability, regulatory compliance, and the protection of both the environment and public health.



Liquid Solder Mask Spray Coating

Material Price Fluctuations, Supply Chain Challenges and Competitive Market Risks: GUH PG faces heightened competitive pressures, particularly in negotiating material costs and dealing with the stagnation of consumer PCB prices. The disadvantage in negotiating power with suppliers, coupled with the challenges of subdued pricing in the consumer sector, increases operational risks. In addressing these challenges, it focuses on positioning itself as a reliable, high-quality supplier rather than competing purely on volume. By emphasising consistent delivery and

MANAGEMENT'S DISCUSSION AND ANALYSIS

superior product quality, GUH PG differentiates itself in the marketplace. In order to further enhance its customer offering, GUH PG is exploring the potential of automated quick-turn machines, which would allow it to better meet customer demands and improve confidence in its capabilities. Additionally, GUH PG is investing in advanced technologies and machinery to expand into higher-margin markets such as HDI PCBs and 12 layer designs. These investments are aimed at improving its price-to-cost ratio and positioning GUH PG for long-term growth.

Looking Forward and Strategies

The future of PCB factories in Malaysia is intricately linked to geopolitical developments. Governmental policies will significantly impact China, the US, and by extension, Malaysia, which has become a pivotal player in the global electronics supply chain.

The global PCB market size was valued at approximately USD70 billion in year 2022 and is projected to reach about USD100 billion by year 2028, reflecting an annual growth rate of 6%. Given Malaysia's strategic position in the global electronics supply chain, it is well-positioned to benefit from the shifts caused by US-China trade tensions and subsequent changes in sourcing strategies. For example, US companies have sought alternative suppliers in countries like Malaysia to mitigate the risks they face. Trade policies have encouraged US companies to diversify their supply chains to reduce reliance on Chinese manufacturers. This shift has positioned Malaysia as an attractive alternative, particularly as it already hosts many multinational corporations involved in electronics and semiconductor manufacturing. Nevertheless, despite these opportunities, Malaysia faces competition from other Southeast Asian countries, such as Vietnam and Thailand, which are also vying to attract businesses looking to relocate production. According to the World Bank, Vietnam's electronics exports surged by over 30% in year 2021 as companies sought alternatives to Chinese suppliers, highlighting the region's competitive landscape.

GUH PG's strategy is designed to foster continuous improvement and innovation over three distinct timeframes. In the short term, the company is focused on enhancing its existing PCB manufacturing processes by

refining methodologies, adopting advanced technologies, and improving yield and efficiency per square meter. Additionally, GUH PG is working on developing high-density interconnect (HDI) boards and high-current, high-thickness PCBs to maintain a competitive edge in advanced industry segments. The company also prioritises quality and yield improvements to meet external benchmarks, positioning itself as a reliable and high-performing manufacturer for both existing customers and potential markets in the US and Europe. In the medium term, GUH PG plans to expand into more advanced products such as Multi-Layer Boards with 10 or more layers, and sophisticated HDIs, targeting industries like telecommunications, automotive, and industrial controls that require higher performance and reliability. Achieving this will involve substantial research and development, the adoption of specialised manufacturing techniques, and further strengthening its competitive position. The company will also focus on factory re-layout, process consolidation, and automation of certain processes to improve operational efficiency, reduce costs, and increase profitability as production capabilities expand. Additionally, GUH PG is investing in developing its workforce by equipping employees with the skills needed to handle complex tasks and embrace new technologies. In the long term, GUH PG's strategy emphasizes the importance of forming strategic partnerships, such as joint ventures, with technologically advanced companies to gain access to cutting-edge technologies, global markets, and specialised expertise that would otherwise be difficult to obtain. These partnerships will create new opportunities for innovation, driving the company stay at the forefront of technological advancements. GUH PG will also target high-growth sectors, including 5G-related technologies, servers, network solutions, automotive controls, industrial applications, life sciences, and LED PCBs, ensuring the company's capabilities align with the increasing demand for connected devices, smart systems, and energy-efficient solutions. This approach will solidify GUH PG's position as a leading supplier of specialised PCBs in emerging technological fields.

PROPERTIES DIVISION

Property Development

GUH Properties Sdn. Bhd. ("GUH Properties")

GUH Land Sdn. Bhd. ("GUH Land")

GUH Development Sdn. Bhd. ("GUH Development")

GUH Centralised Dormitory Sdn. Bhd. ("GUH CD")

GUH Realty Sdn. Bhd. ("GUH Realty")

Milan Diamond Sdn. Bhd. ("Milan Diamond")

In year 2024, GUH Properties reached a significant milestone, generating RM57.57 million in revenue and RM15.34 million in profit before tax. Compared to the preceding year, there has been a noticeable improvement, with sales increasing by RM30.57 million and profit before tax rising by RM7.94 million.

The development lands of GUH Properties, namely Taman Bukit Kepayang, are strategically located in the full-fledged Seremban town, right beside the North-South highway and serving as the gateway to Seremban toll plaza. It is situated along the main corridor of Jalan Sungai Ujong, which seamlessly links the old and new parts of Seremban, with the development benefits from a well-connected road network. A wide range of public amenities, including shopping malls, medical centers, commercial hubs and sports facilities, are just a stone's throw away, ensuring a lifestyle of comfort and convenience.

Strategically positioned next to the Seremban-Labu toll exit, Kepayang Sentral is a distinguished mixed-use commercial development. It features a diverse range of commercial premises and structures, thoughtfully designed to complement the vibrant business landscape of the area. The first and second phases, comprising 56 shop office units, were successfully handed over by 2024, while the third phase, consisting of 30 additional units, is scheduled for completion in year 2025. With its contemporary and sophisticated architectural design, the development is well-aligned with the dynamic commercial growth in the vicinity.

Additionally, the construction of 114 units of double-storey superlink homes in Kepayang Residence is underway and is expected to be handed over to the purchasers by year 2025. These exceptional linked houses boast an impressive frontage of 24 feet and an extended length of 80 feet, offering unparalleled spaciousness. Such generously sized land is a rare gem in Seremban, making this a unique and sought-after opportunity for homeowners.

Construction of the first phase of Kepayang Haven, comprising 28 units of 2-storey and 3-storey semi-detached houses measuring 40 feet in width and 87.5 feet in length, has commenced and is expected to be completed and handed over by year 2026. Located on elevated ground with stunning views of Seremban, these homes offer an enviable vista for their owners. Their prime location, surrounded by essential amenities, makes this vibrant area an ideal choice for those seeking a comfortable family home or a smart investment opportunity in a rapidly growing community.



Kepayang Haven

MANAGEMENT'S DISCUSSION AND ANALYSIS

In the fiscal year of 2024, the global economy has faced significant challenges amid ongoing geopolitical tensions, including the prolonged Russia-Ukraine conflict, the enduring Israel-Palestine crisis, and the US-China trade disputes. These uncertainties, coupled with rising inflation, fluctuating exchange rates and supply chain disruptions, have severely impacted the availability of raw materials and labour, driving up production costs across the construction industry. Despite these hurdles, GUH Properties remains committed to sustaining its market presence by identifying evolving property demands and continuously enhancing its offerings. GUH Properties will continue to increase marketing efforts as well as introduce attractive packages to drive sales and address the sluggish and competitive property market. In response to the current market conditions, the management has re-planned part of the subject land to introduce more affordable housing options, ensuring accessibility while aligning with market needs.

GUH Development is embarking on masterplan development known as SA Central, which comprises drive-thru restaurants, retail shops, condominium, serviced apartments and terrace houses in the centre of the township of Simpang Ampat, Pulau Pinang. Strategically positioned within this integrated township, SA Central will be surrounded by integrated infrastructures, public transport systems, residential housing, and commercial hub. The KFC restaurant which operated since mid-2022 is still generating recurring rental income. The launch of 61 units terrace houses at Taman Simpang Ampat is scheduled in mid-2025 while 48 units retail shops are scheduled for launch by the end of year 2025.



SA Central Avenue

GUH CD is a joint venture company between GUH Asset Holdings Sdn Bhd and Centralised Dormitory Sdn Bhd. GUH CD is currently operating a foreign worker dormitory project in Sungai Bakap, Penang. This purpose-built lodge sits on 7.62 acres of land in the Northern Region of Malaysia with a full capacity of 5,025 beds and fully integrated recreational facilities. The project is strategically located near Batu Kawan Industrial Park, Bukit Minyak Industrial Park and Nibong Tebal Industrial Park that caters to the needs of foreign workers' accommodation. The project was completed and obtained Certificate of Completion and Compliance in November 2024.

Besides, Milan Diamond, a wholly-owned subsidiary of GUH Asset Holdings Sdn Bhd, has completed the construction of an international school building at Tamansari, Rawang, Selangor in year 2018. The land and building are leased to Straits International Education Group on a long-term basis, generating recurring rental income.

Given the current challenging economic climate and rising of living cost, greater efforts are needed to boost sales. The Property Division adopts cautious marketing strategies to sustain stable sales and withstand the intense competition in the local property market. Events, multimedia publicity and property types tailored to consumers' lifestyles have been orchestrated and organised to capture market share and increase brand awareness.



GUH Centralised Dormitory

UTILITIES DIVISION

Water & Wastewater Solutions

Teknoserv Engineering Sdn. Bhd. ("Teknoserv")

Teknoserv's revenue declined from RM17.5 million in year 2023 to RM12.2 million in year 2024. Teknoserv also recorded a lower profit before tax of RM0.5 million in year 2024 compared to RM4.7 million in year 2023. This is mainly due to slow progress of the on-going projects.

In April 2024, Teknoserv secured a RM69.49 million contract under the Sungai Rasau water supply scheme project from Gamuda M&E Sdn Bhd. The contract involves the supply, delivery, installation, testing and commissioning, and maintenance of mechanical and electrical process, surface aeration system, destratification system, and algae control system for the intake and raw water pumping plant and ponds.

As at 31 December 2024 Teknoserv has two on-going water projects, with unbilled balance of RM78.5 million.

Teknoserv foresees that Malaysia's data centre boom will drive increasing demand for water resources, primarily for cooling purposes. Early indications suggests, a hyperscale

data centre with a capacity of 100mw, based on current technology, may require approximately 9,000m³ to 9500m³ of treated water per day to operate. As such, Teknoserv anticipates that more investments in water infrastructure projects are required, particularly in Johor and Selangor to accommodate the expansion of data centres.

An amendment was made to the Water Services Industry Act 2006 which allows private companies to invest in water reclamation plant via Build, Operate, Transfer ("BOT") model in Malaysia. Water reclamation plants use advanced treatment methods, such as membranes to treat effluent from existing sewage treatment plants. The treated water from water reclamation plants will be sold to industrial zone or data centres for non-potable usage. Teknoserv is actively exploring and looking forward to making forays into BOT projects in Malaysia as well as other South East Asia countries. If the investment materialises, it is anticipated to generate recurrent and stable income for the group in the near future.



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MANAGEMENT'S DISCUSSION AND ANALYSIS

PLANTATION DIVISION

Cultivation of Oil Palm

GUH Plantations Sdn. Bhd. ("GUH Plantations")

GUH Plantations strives to maintain the quality of its fresh fruit bunches to achieve the highest Oil Extraction Rate ("OER") offered by oil mills. GUH Plantations' average OER for 2024 improved to 19.46% compared to 19.31% in 2023.

However, GUH Plantations' yield decreased by 26.9%, compared to 2023 (728.73mt versus 996.57mt), with an annual yield per acre of 2.44mt. Palm oil plantation yields are directly influenced by weather with rainfall having a significant impact.

Crude Palm Oil price closed high at RM5,119.50 in December 2024. Crude palm oil price is expected to remain strong in year 2025. Malaysia palm oil stock has decreased by 25%, from 2.29 million mt in December 2023 to 1.71 million mt in December 2024.

GUH Plantations has obtained and maintained its Malaysian Sustainable Palm Oil ("MSPO") surveillance audit certification. The annual audit was conducted from 3 to 5 September 2024 and was successfully completed.



FINANCIAL POSITION OF GUH GROUP

As at 31 December 2024, GUH Group's total assets were RM614.4 million, an increase of 3.1% from RM596.1 million at end of the previous financial year. GUH Group's other investments increased to RM7.1 million as at 31 December 2024 compared to RM3.1 million at end of the previous financial year after reflecting the purchase of quoted shares. GUH Group's receivables increased by 7.4% to RM37.6 million as at 31 December 2024 from RM35.0 million at end of the previous financial year in line with higher revenue. GUH Group's cash and cash equivalents stood at RM69.4 million as at 31 December 2024 compared to RM80.7 million at end of the previous financial year as GUH Group used internally and externally generated funds to finance property development projects and working capital.

GUH Group's total liabilities increased by 28.8% to RM164.1 million as at 31 December 2024 from RM127.4 million at end of the previous financial year. GUH Group's payables increased to RM53.6 million as at 31 December 2024 from RM42.5 million at end of the previous financial year mainly due to the increase in purchase of raw materials. GUH Group's deferred income on government grants increased to RM2.9 million as at 31 December 2024 from RM0.7 million at end of the previous financial year mainly due to the government grants received during the year. On the other hand, GUH Group's loans and borrowings coupled with lease liabilities increased to RM79.8 million as at 31 December 2024 from RM58.2 million at end of the previous financial year and consequently, GUH Group's gearing ratio increased to 17.7% as at 31 December 2024 compared to 12.4% at end of the previous financial year.

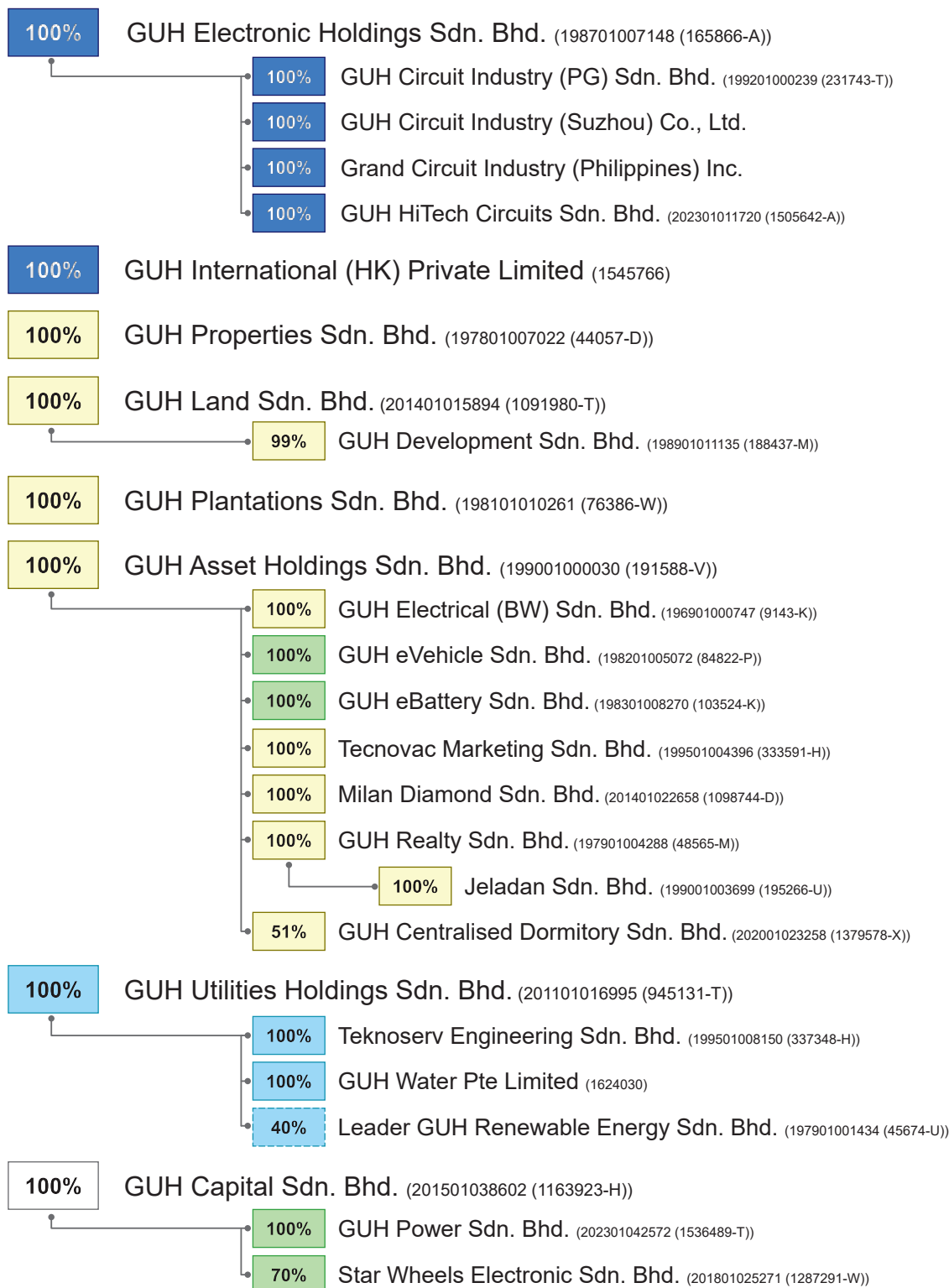
Overall, GUH Group registered a lower net assets per share attributable to owners of the Company of RM1.60 as at 31 December 2024 compared to RM1.67 at end of the previous financial year.

CORPORATE STRUCTURE



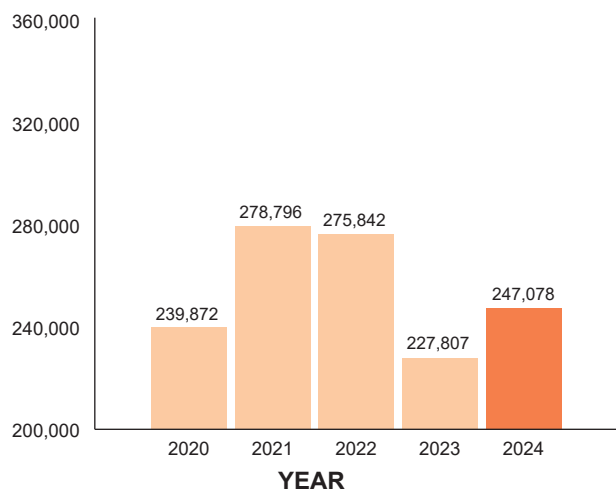
GUH HOLDINGS BERHAD

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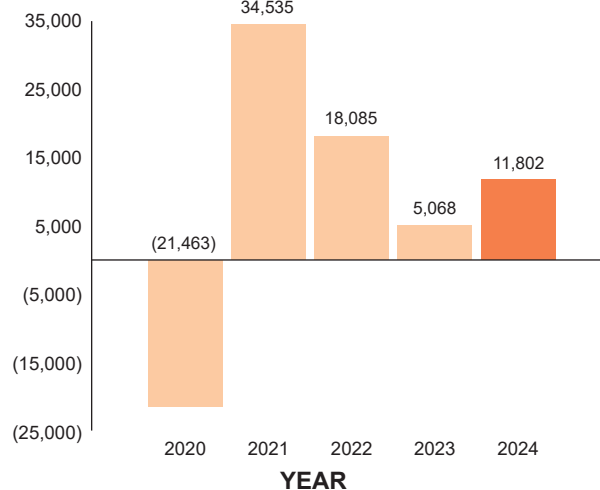


FINANCIAL HIGHLIGHTS

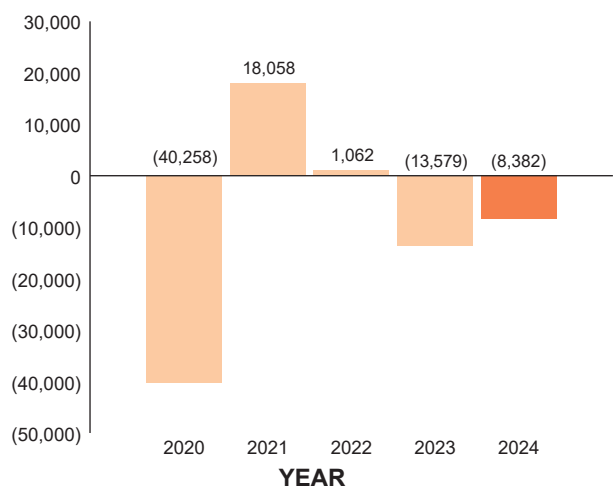
REVENUE (RM'000)



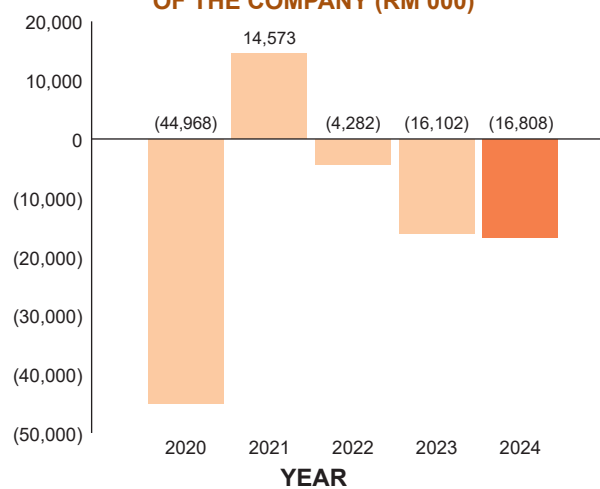
EBITDA (RM'000)



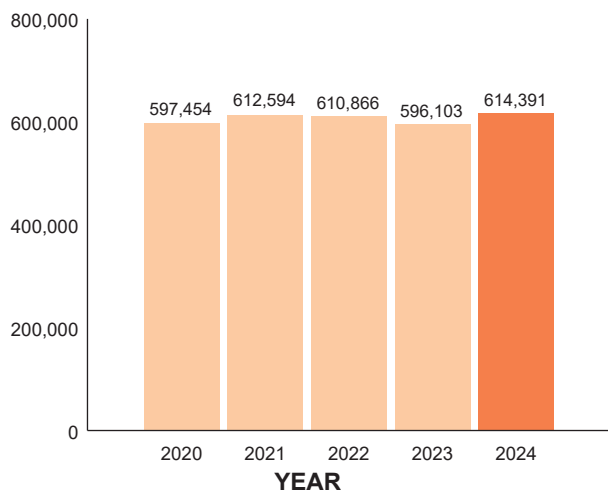
PROFIT/(LOSS) BEFORE TAX (RM'000)



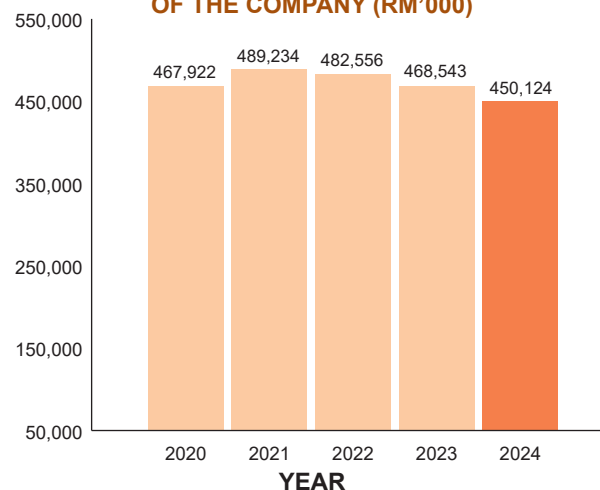
**PROFIT/ (LOSS) FOR THE FINANCIAL YEAR
ATTRIBUTABLE TO OWNERS
OF THE COMPANY (RM'000)**



TOTAL ASSETS (RM'000)

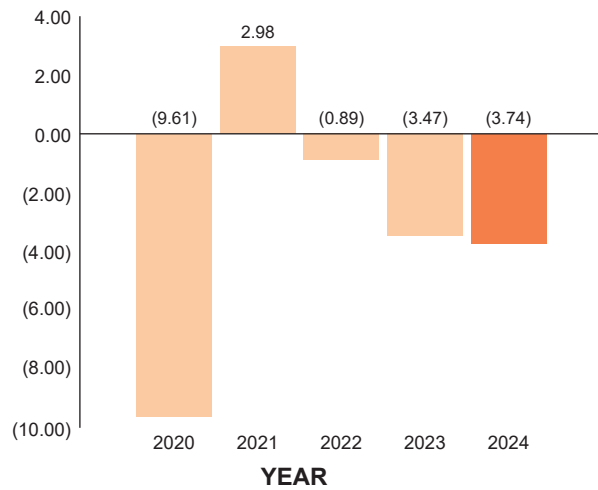


**EQUITY ATTRIBUTABLE TO OWNERS
OF THE COMPANY (RM'000)**

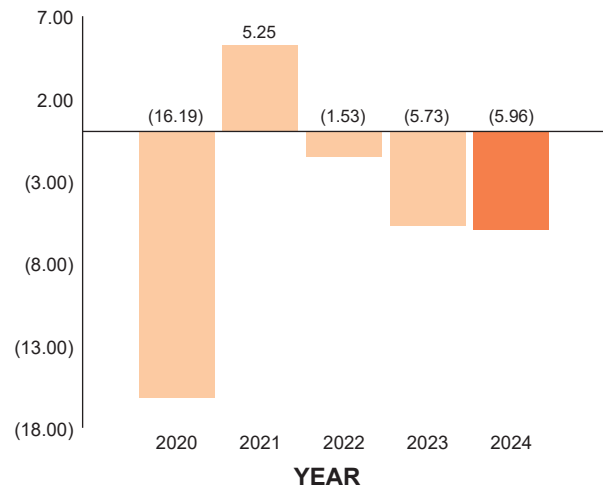


FINANCIAL HIGHLIGHTS

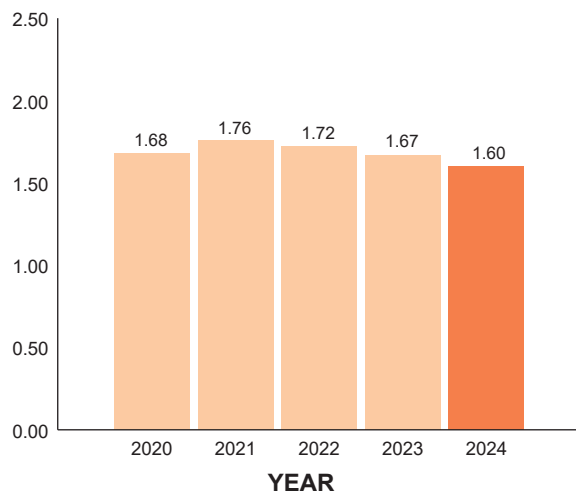
RETURN ON TOTAL EQUITY (%)



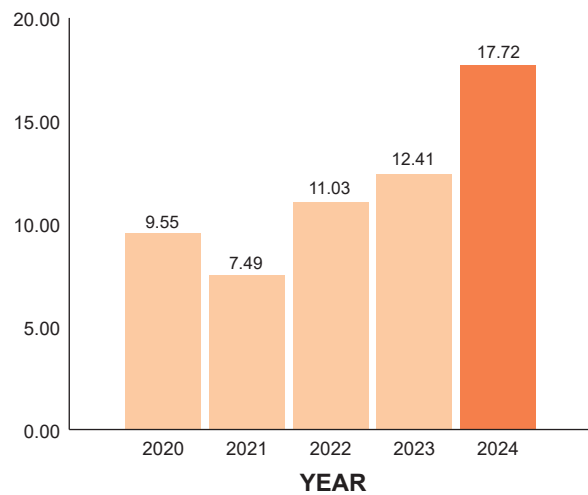
BASIC EARNINGS/ (LOSS) PER SHARE (SEN)



NET ASSETS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (RM)



GEARING RATIO (%)



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("the Board") of GUH Holdings Berhad ("GUH" or "the Company") is dedicated to implementing a robust corporate governance framework with GUH Group. This commitment aligns with the principles and practices outlined in the Malaysian Code on Corporate Governance ("MCCG") 2021 which forms part of the continuing obligations under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"). The Board firmly believes that excellence in corporate governance fosters an ethical and decisive environment, while also enhancing stakeholder value which is essential for long-term business sustainability.

This Corporate Governance Overview Statement ("CG Statement") provides a summary of the Group's corporate governance practices for the financial year ended 31 December 2024, in alignment with the three (3) key principles of the MCCG: Board Leadership and Effectiveness, Effective Audit and Risk Management and Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

The CG Statement should be read in tandem with the Corporate Governance Report ("CG Report"), which is published on the Company's website, www.guh.com.my based on the prescribed format as specified in Paragraph 15.25(2) of the Listing Requirements.

As there is no 'one size fits all' approach to corporate governance while maintaining the best approach to adopting the principles, the Board will use its best endeavours to maintain the compliance of the relevant principles as set out in MCCG and to promote high standards of corporate governance. The Company has applied and/or adopted most of the practices in the MCCG 2021 except for the following:

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority Independent Directors.

Practice 5.4 - Step up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Practice 5.9

The board comprises at least 30% women directors

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

BOARD RESPONSIBILITIES

(i) Board Roles and Responsibilities

The Board assumes responsibility for effective stewardship of the Company's affairs, including the Group's direction and operations, with the support of the management team. The Board also oversees the integration of sustainability considerations into corporate strategy, governance and decision making.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board Charter of the Company which is reviewed periodically sets out the Board's strategic intent and clearly defines the Board's roles and responsibilities as well as elaborates the fiduciary and leadership functions of the Board. To ensure the effective discharge of its fiduciary duties and to enhance business and operational efficiency, specific responsibilities have been delegated to various Board Committees where appropriate. Each Committee operates within its respective terms of reference which have been approved by the Board. The Terms of Reference of all the Board Committees are reviewed and updated regularly to ensure the latest requirements of the MCCG and Listing Requirements are incorporated. Each Chairperson of the Committee reports its recommendations and decisions to the Board for approval.

The Board Charter and Terms of Reference of the Board Committees are available online at the Company's website, www.guh.com.my.

(ii) Separation of the position of Chairman and the Chief Executive Officer/Group Managing Director ("CEO/Group MD")

The positions of Chairman and CEO/Group MD are held by different individuals to ensure an appropriate balance of roles, responsibilities and accountability. The roles and responsibilities of the Chairman and CEO/Group MD are defined in the Board Charter.

Tan Sri Dato' Seri H'ng Bok San, the Chairman of the Company provides leadership and governance to the Board to ensure its smooth and effective functioning. The Chairman ensures no single Board member can dominate discussion and decision making and all Board resolutions are put to vote with the will of the majority to prevail. He is the presiding Chairman during the General Meeting of the Company as well.

Datuk Seri Kenneth H'ng Bak Tee has assumed the role of the CEO/Group MD since 2004. He leads the management team and oversees the day-to-day operational and financial management of GUH Group, including fulfillment of all policies. He also oversees daily conduct of operating divisions, business affairs, financial management, human resource management with respect to key positions in the Group's hierarchy to ensure organisational effectiveness.

(iii) Board's Commitment

Board meetings are scheduled ahead in order to enable the Board members to have good attendance at Board meetings and the expected degree of attention to the Board meeting agenda. Formal agenda and relevant reports covering strategic, financial, operational and regulatory compliance matters are normally circulated to all members a week before the scheduled meeting. During the financial year 2024, a total of four (4) Board meetings were held where the Board deliberated upon and considered a variety of matters including the Group's quarterly financial results and operations, strategic decisions, business plan and discussing other pertinent matters. Relevant senior management and external consultants were invited to attend the Board meetings as and when required in order to present and advise the Board members with information and clarification on the meeting agenda to facilitate informed decision making. At the Board meetings, active deliberations of issues by Board members are encouraged and such deliberations, decisions and conclusions are recorded and properly documented. Any Director who has an interest in the subject matter to be deliberated shall abstain and had abstained from deliberating and voting during the meetings. Minutes of each Board meeting are circulated to each Director prior to confirmation of the minutes by the Chairman in the next Board meeting.

The daily operational matters that require immediate Board decision in the interval between Board meetings will be sought via Directors' circular resolutions, supported by full detailed information. The Board is satisfied with the level of time commitment given by each of the Directors towards fulfilling their roles on the Board and Board Committees.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The attendance record of each member of the Board during the financial year ended 2024 is set out below:

Board of Directors	Feb	May	Aug	Nov	Total
Tan Sri Dato' Seri H'ng Bok San Non-Independent Non-Executive Chairman	√	√	√	√	4/4
Datuk Seri Kenneth H'ng Bak Tee CEO/Group MD	√	√	√	√	4/4
Dato' Harry H'ng Bak Seah Non-Independent Non-Executive Director	√	√	√	√	4/4
Datin Seri Jessica H'ng Hsieh Ling Non-Independent Non-Executive Director	√	√	√	X	3/4
Dato' Dr. Gan Kong Meng Independent Non-Executive Director	√	√	√	√	4/4
Ms. Phoon Yee Min Independent Non-Executive Director	√	√	√	√	4/4
Mr. Teng Chang Yeow Independent Non-Executive Director	√	√	√	√	4/4

During the financial year ended 31 December 2024, the Board carried out the following activities:

- Reviewed the Company's performance in 2024 and the business outlook for 2025;
- Supervised and assessed management's performance;
- Received reports on any related party transaction(s) and declaration of interest by Directors;
- Approved the Directors' Report and Audited Financial Statement for the financial year ended 31 December 2023;
- Approved Annual Report 2023;
- Approved the Statement in relation to the Proposed Renewal of Share Buy Back;
- Approved the draft Circular to Shareholders in relation to the Proposed Renewal of Recurrent Related Party Transactions of revenue or trading nature;
- Reviewed and approved quarterly results for 2024 and announcements;
- Reviewed the quarterly reports from the CEO/Group MD on the progress of all business divisions and any significant change in the business and the external environment, which affected operations;
- Approved the annual budget and capital expenditure budget;
- Reviewed the Company's strategies and plans;
- Reviewed and approved the proposed change of external auditors for the Company and Group;
- Proposed the re-appointment of the Group's external auditors and ensured that the external auditors meet the criteria provided by the Listing Requirements;
- Approved the reports of the Audit Committee, Nomination Committee, Remuneration Committee, Risk Management & Sustainability Committee and the Share Grant Plan Committee;
- Reviewed the risk management framework of GUH;
- Reviewed and discussed conflict of interest or potential conflict of interest situation involving Directors and Key Senior Management of GUH Group;
- Reviewed the succession planning for the Group's continuity in leadership for all key positions; and
- Noted the updates and any amendments made to the Listing Requirements, laws and regulations.

All Directors of the Company have completed the Mandatory Accreditation Programme ("MAP") Part I and MAP Part II within the prescribed time frame. Directors are encouraged to attend seminars and trainings to keep themselves abreast with the latest developments of new regulations and compliance including to enhance their skills and knowledge, where relevant. Directors will be informed and updated on key corporate governance developments and salient changes to the Listing Requirements, laws and regulations. The external auditors also brief the Audit Committee on any changes to the Malaysian Financial Reporting Standards that affect the Group's financial statements.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The summary of courses, seminars and trainings attended by respective Directors of the Company during the financial year ended 31 December 2024 are set out as follows:

Tan Sri Dato' Seri H'ng Bok San <ul style="list-style-type: none"> • E-invoicing and Transfer Pricing (26/01/2024) • MAP Part II: Leading for Impact (LIP) (06~07/03/2024) • Knowledge Sharing Session on Solar Industry (14/03/2024)
Datuk Seri Kenneth H'ng Bak Tee <ul style="list-style-type: none"> • Register of Charges – Creation, Variation, Release and Satisfaction (19/04/2024) • Identification of Beneficial Owner (29/05/2024) • Share Buy Back (20/06/2024) • Legal Guide to Due Diligence for M&A Transactions (27/06/2024) • Financial Assistance by PLC (12/07/2024) • Sustainability Matters: How to Align Your Strategy With the Latest Sustainability Trends and Market Opportunities New (17/07/2024) • Spotting Key Red Flags in Financial Statements (18/07/2024) • Companies Act 2016 Series: A Company's Constitution – Key Elements and Importance (24/10/2024)
Dato' Harry H'ng Bak Seah <ul style="list-style-type: none"> • MAP Part II: Leading for Impact (LIP) (03~04/07/2024)
Datin Seri Jessica H'ng Hsieh Ling <ul style="list-style-type: none"> • Part II: Leading for Impact (LIP) (28~29/02/2024)
Dato' Dr. Gan Kong Meng <ul style="list-style-type: none"> • Fraud Risk Management: Understanding the various schemes of fraud and Directors' responsibility in embedding pertinent measures to prevent or mitigate such the risks (14/08/2024)
Ms. Phoon Yee Min <ul style="list-style-type: none"> • Get to Know the New Global Internal Audit Standards (25/01/2024) • ESG Matters@ACCA: Double Materiality Assessment for Sustainability Reporting (31/01/2024) • Ethics For Internal Auditors Workshop 2024 (01/03/2024) • Conflict of Interest and Anti-Bribery and Anti-Corruption (03/04/2024) • ESG Matters@ACCA: Applying IFRS Sustainability Disclosures Standards (ISSB S1 & S2) (08/04/2024) • Climate Reporting Pitfalls (22/04/2024) • ACCA Half Day Conference (22/04/2024) • MIA Townhall 2023/2024 - Surveillance and Enforcement and updates from MACC (24/04/2024) • Fraud Risk Management: Understanding the various schemes of fraud and Directors' responsibility in embedding pertinent measures to prevent or mitigate such the risks (14/08/2024) • ESG Matters@ACCA - Green Gold: Dive into Climate Finance Certification (21/08/2024) • ACCA Technical Symposium 2024 (24/09/2024) • ICDM PowerTalk : Strategic Data and Frameworks in Board Governance (02/12/2024)
Mr. Teng Chang Yeow <ul style="list-style-type: none"> • Part II: Leading for Impact (LIP) (03~04/07/2024) • Fraud Risk Management: Understanding the various schemes of fraud and Directors' responsibility in embedding pertinent measures to prevent or mitigate such the risks (14/08/2024)

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(iv) Qualified Company Secretaries, Access to Information and Advice

The Board is supported by Company Secretaries who are qualified to act under Section 235 of the Companies Act 2016 ("the Act") and are registered holders of the Practicing Certificate issued by the Companies Commission of Malaysia. The Company Secretaries provide advice and guidance to the Board on policies and procedures, corporate disclosures, relevant rules, regulations and laws in relation to corporate secretarial matters and principles of good governance practices. They also manage the process of the Board Meetings and Annual General Meeting ("AGM"). The Company Secretaries receive regular updates and attended training programmes from various organisations to keep themselves abreast with regulatory requirements and corporate governance development.

All Directors have access to independent professional advice and services, if required, in pursuance of their duties at the Group's expense.

The Board members are satisfied that the information is sufficiently supplied on a timely basis and of quality to enable them to discharge their duties.

(v) Strengthening Corporate Governance Culture

GUH Group recognises the needs of its employees to discharge their responsibilities ethically and appropriately in order to protect the best interest of the Group and its stakeholders. The Code of Ethics and Code of Conduct adopted by the Group set out the principles in relation to integrity, dependability, excellence and fairness to be upheld by the Directors and employees of the Group in dealing with their daily work and to achieve the Group's business goals in an ethical manner.

GUH Group's employee handbook guides the desired standard of behavior from all employees in discharging their duties including terms and conditions of general employment, compensation and benefits.

In line with Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018, the Board has adopted Anti-bribery and Corruption Policy to provide a strong framework to prevent its employees, Directors and business partners from undertaking corruption practices relating to its business activities.

In addition, GUH Group also has a Whistleblowing Policy establishing proper communication channels for reporting of any misconduct within the Group while maintaining integrity and ethical behaviour. This helps to encourage transparency and confidentiality to its employees and external parties to report the issues regarding business conduct.

The details of The Code of Ethics and Code of Conduct, Anti-bribery and Corruption Policy and Whistleblowing Policy are available on the Company's website at www.guh.com.my.

(vi) Sustainable Practices

The Board acknowledges that sustainable development is crucial and essential part for GUH Group in achieving its long term business success. The Board is responsible for the Group's sustainability strategies and assisted by the Risk Management & Sustainability Committee, which in turn supported by the CEO/Group MD, Chief Operating Officer and all senior management in managing sustainability related matters. Sustainability has been included as one of the criteria in the performance evaluations of the Board members.

Sustainability strategies, priorities and targets are being developed and communicated to its stakeholders through the Sustainability Statement 2024.

Directors are encouraged to participate ongoing trainings to stay updated on current sustainability issues and initiatives to address them. The Board consistently shares their views and opinions on the Group's sustainability issues during Board meeting.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

BOARD COMPOSITION

(i) Composition and Independence of the Board

For the financial year 2024, the Board consists of seven (7) members of whom are the Non-Independent Non-Executive Chairman, the CEO/Group MD, two (2) Non-Independent Non-Executive Directors and three (3) Independent Non-Executive Directors. The current Board composition is able to provide independent and objective judgement to facilitate a balanced leadership in the Company as well as to provide effective check and balance to safeguard the interest of the Company and its shareholders.

The Independent Directors play a pivotal role in the Board's responsibilities. They do not participate and engage in any business dealings or other relationships within the Group. The Independent Directors have been actively involved in various Board Committees to assist the Board in carrying out the duties and responsibilities in accordance with the Terms of Reference as set out in each Committee.

All related party transactions or potential conflict of interest situations (if any) will be submitted to the Audit Committee for review to assure accountability and to avoid any conflict of interest. The Board is comfortable that there is no undue risk involved as all related party transactions are disclosed and strictly dealt with in accordance with the Listing Requirements. The Board remains vigilant about potential conflicts of interest that may arise in transactions, ensuring that interested Directors abstain from participating in decision making.

(ii) Gender Diversity

GUH Group is committed to providing fair and equal opportunities and nurturing diversity within the Group. The appointment of board members and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

With the different backgrounds, specialisation and mix of expertise from the present Directors, GUH is essentially led and guided by an experienced and competent Board. The profile of each Director is summarised in the Profile of Directors of this Annual Report 2024.

At present, the Board consists of two (2) female Directors reflecting a 28.57% allocation and also complies with the Listing Requirement mandating presence of one (1) female Director on Board. The Board opined that diversity should be in phase with expertise, skills and experience but not gender alone.

NOMINATION COMMITTEE

The Nomination Committee of GUH currently comprises exclusively of Independent Non-Executive Directors, with the responsibilities of assessing the balance composition of the Board members, nominating any proposed Board member(s) by looking into his/her skills and expertise for the contribution to the Company. The tenure of each Director is reviewed and annual re-election of the Directors should contingent on a satisfactory evaluation of the Directors' performance and contribution to the Board. Nomination Committee is also responsible to perform the annual assessment of the Board, Board Committees and individual Directors including to disclose the conduct of evaluation in the Corporate Governance Report.

The present members of the Committee are:

Dato' Dr. Gan Kong Meng
Chairman, Independent Non-Executive Director

Ms. Phoon Yee Min
Member, Independent Non-Executive Director

Mr. Teng Chang Yeow
Member, Independent Non-Executive Director

The Board has stipulated the Terms of Reference for the Nomination Committee and the details are available for reference at www.guh.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The summary of activities undertaken by the Nomination Committee during the financial year ended 31 December 2024 included the following:

- Reviewed overall structure, size and composition of the Board with an aim to achieve a balance of view from the Board;
- Reviewed the required mix of skills, experiences and other qualities including core competencies and time commitment to the Board;
- Reviewed and confirmed the minutes of the Nomination Committee meeting held;
- Conducted annual performance evaluation and assessment on the effectiveness of the Board, Board Committees and individual Directors;
- Reviewed and assessed the independence of the Independent Directors on their ability to deliver independent judgement and decisions; and
- Recommended the re-appointment of Independent Director who served the Board for a cumulative term of more than nine (9) years.

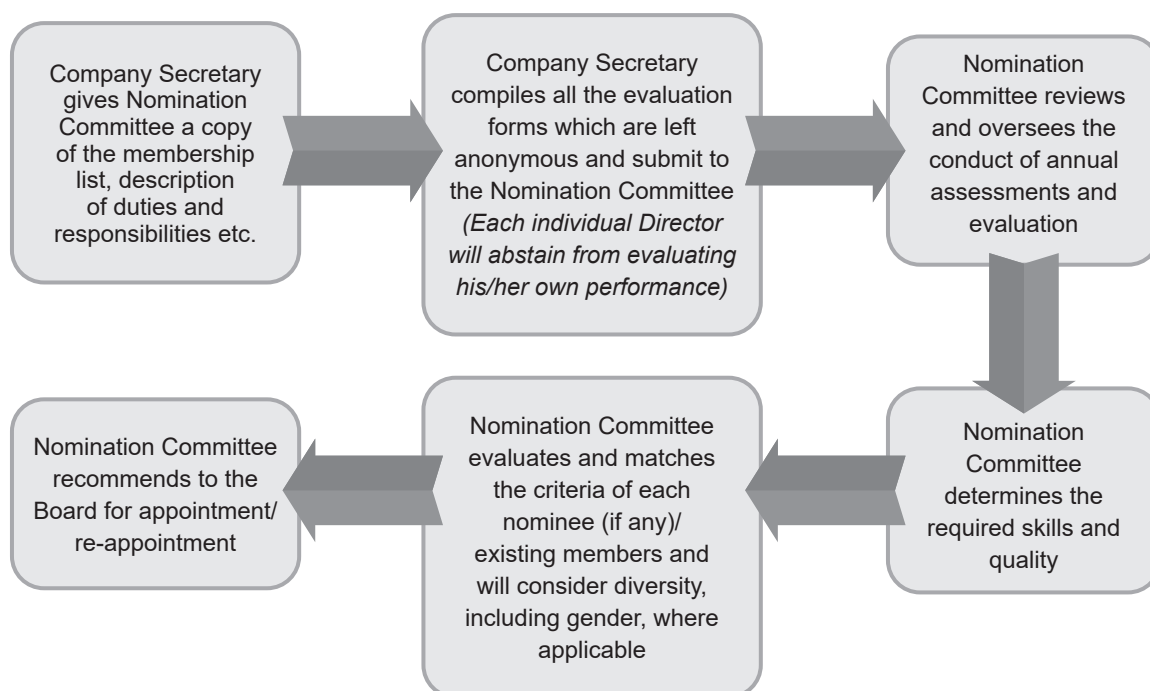
Evaluation for Board, Board Committees and Individual Directors

The Nomination Committee conducted an annual assessment of the performance of the Board as a whole, Board Committees and individual Directors based on the Directors peer evaluation approach. The criteria used in evaluating the performance of individual, including their contribution to interaction, integrity, competency and time commitment of the members of the Board as well as the Board Committees in discharging their duties, are in a set of questionnaires.

The Constitution of GUH provides that an election of Directors shall take place each year. All Directors shall retire from office once at least in every three (3) years. A retiring Director shall be eligible for re-election. Upon deliberation of the Nomination Committee and the Board, no election of new Director has been proposed. The Directors who are retiring at the forthcoming AGM of the Company and subject to re-election are stated in the Notice of the AGM.

A Fit and Proper Policy is published on the Company's website at www.guh.com.my to guide the Nomination Committee for the assessment and evaluation of the potential Directors on their new appointments and those who are seeking re-election.

For the financial year ended 31 December 2024, the Nomination Committee carried out a peer evaluation, where the name of the Director completing the evaluation has been left anonymous as it is believed that the anonymity would achieve an honest general consensus. The Directors who are subject to re-election at AGM is assessed by the Nomination Committee before recommendation is made to the Board and/or shareholders. Appropriate assessment and recommendation by the Nomination Committee is based on the annual assessment conducted. All assessments and comments from the evaluation are documented and discussed during the Nomination Committee Meeting which was then tabled at the Board Meeting held thereafter.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

All candidates to the Board and retiring Directors who are subject to re-election are assessed by the Nomination Committee prior to their appointment by taking into account the assessment criteria as set out in the Fit and Proper Policy. Personal qualities such as probity, personal integrity, financial integrity and personal reputation are considered in evaluating the candidates or Directors. In assessing their experience and competency, qualifications, training and skills, relevant past performance or track record, inter alia, time and commitment are also taken into consideration.

The performance of the Board, Committees and individual Directors are appraised whether the person or Committees have sufficient achievements or demonstrated performance in the Company's nature of business. The Nomination Committee will also consider whether the candidates or Directors are occupying high-level positions in comparable organisations and were accountable for driving and leading the organisation's governance, business performance or operations.

Based on the assessment conducted, the Board and the Nomination Committee are satisfied with the current size, composition as well as the mix of qualifications, skills and expertise among the Board and the Board Committee members.

Tenure of Independent Directors

Pursuant to the Board Charter of GUH, where the tenure of an Independent Director exceeds a cumulative term of nine (9) years, the Board shall make recommendation and provide justifications and to seek shareholders' approval to retain a person to continue to serve as Independent Director annually and annual Shareholders' approval through a two (2) tier voting process is required.

GUH always strives its best to adhere to all applicable laws, rules and regulations in order to ensure good corporate governance principles are applied in every aspect of business processes and at all levels of the Group. The principles of good corporate governance are needed to achieve long term sustainability of the Group.

For the financial year ended 31 December 2024 under review, the tenure of the 3 present Independent Directors are in line with the Listing Requirements which has been amended to restrict the tenure of Independent Director to 12 years. Nevertheless, Dato' Dr. Gan Kong Meng has served the Board for a cumulative term of more than nine (9) years subsequent to his first appointment effective from 1 June 2015. The Nomination Committee and Board have conducted a thorough review and assessment on Dato' Dr. Gan's independence and shall propose that Dato' Dr. Gan be retained as Independent Director of the Company for annual shareholders' approval through a two-tier voting process to adhere with corporate governance best practices while benefiting from Dato' Dr. Gan's knowledge and experience. The proposed justifications to retain Dato' Dr. Gan Kong Meng are set out below:

- Provide quarterly declaration to confirm his independency and fulfills the criteria of an Independent Director in accordance with guidelines and criteria as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- Provide the Board with diverse set of experience, skills and expertise in the relevant field/business industry;
- Sufficient time and attention to his professional obligations for informed and balanced decision making;
- Demonstrate his integrity and diligence towards his responsibility and his familiarity and long relationship with other Board members has not impaired his independent judgement and objective participation in Board and Board Committees, as applicable;
- Have exercised his due care during his tenure as an Independent Director and carried out his professionalism duties in the best interest of the Company; and
- Long service with the Company enhances his knowledge and understanding of the business operation of the Group which enable him to contribute actively and effectively during deliberations and discussion at the Audit and Risk Management & Sustainability Committee and Board meetings.

The Nomination Committee has assessed the independence of the Independent Directors and all the Independent Directors have demonstrated independence in their conduct by providing independent and unbiased advice and judgement on the Group strategies and performances. The Independent Directors do not participate in the daily management of the Group and free from any business or other relationships which could interfere the independency of the decision made.

Upon the recommendation of the Nomination Committee, the Board is satisfied with the composition of the existing 3 Independent Directors with their ability to act in the best interest of the Company and continue to help the Company in improving corporate credibility and governance standards.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Independent Sources to Identify Qualified Candidates

The Board relies on recommendations from Nomination Committee and existing Board members, management or major shareholders to identify qualified candidates for any appointments (including women Directors) to the Board instead of utilises other independent sources in consideration of cost saving factor and remain competitive in the challenging market environment. The Nomination Committee is responsible to deliberate and recommend the candidates to the Board in consideration of the most appropriate Board size and composition, criteria as outline in the Fit and Proper Policy as well as the annual assessment of Directors in the recruitment process. Absence of using independent sources will not jeopardise the independence of Board's deliberations and all decisions made were in the best interest of the Company.

The Nomination Committee meets at least once every financial year and may be required as and when necessary. The attendance record of each member of the Nomination Committee during the financial year ended 2024 is set out below:

Nomination Committee	Nov	Total
Dato' Dr. Gan Kong Meng, Chairman	√	1/1
Ms. Phoon Yee Min, Member	√	1/1
Mr. Teng Chang Yeow, Member	√	1/1

REMUNERATION

(i) Remuneration Policies and Procedures

Directors and Senior Management Remuneration Policies and Procedures have been established to provide guidance in recommending the remuneration package to the Directors and senior management as well as in line with the best practise as recommended by MCCG.

The Remuneration Policies and Procedures of the Directors and senior management are available on the Company's website at www.guh.com.my.

During the financial year, the Remuneration Committee has considered the remuneration package for the Executive Director as well as Directors' fees and benefits with the Director(s) concerned abstaining from the decision in respect of their individual remuneration.

(ii) Remuneration Committee

The Remuneration Committee of GUH currently comprises the following Directors, all of whom are Non-Executive, with the majority of Independent Directors.

Dato' Dr. Gan Kong Meng
Chairman, Independent Non-Executive Director

Ms. Phoon Yee Min
Member, Independent Non-Executive Director

Datin Seri Jessica H'ng Hsieh Ling
Member, Non-Independent Non-Executive Director

The Remuneration Committee is responsible for ensuring that the compensation and other benefits will encourage Executive Director to act in ways that enhance the Company's long-term profitability and value. None of the Executive Director participated in any way in determining their individual remuneration. The Executive Director is paid fixed salaries, allowances, bonuses and other benefits in accordance with the terms and conditions as agreed upon, which are normally reviewed annually to ensure performance and contributions are justified.

During the financial year, the Remuneration Committee met once to discuss and recommend the remuneration package of the Executive Director to the Board for approval. The Director's fee was proposed at RM75,000 per Director and the shareholders' approval had been sought at the last AGM held in year 2024. During the year, the Remuneration Committee also recommended the Directors' fee and other benefits for the period from year 2025 to the next AGM in year 2026 for the Board's endorsement, subject to the shareholders' approval at the forthcoming AGM prior to payment.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The detailed disclosure on the named basis for the remuneration of individual directors can be found in the Company's Corporate Governance Report 2024.

The attendance record of each member of the Remuneration Committee during the financial year ended 2024 is set out below:

Remuneration Committee	Mar	Nov	Total
Dato' Dr. Gan Kong Meng, Chairman	√	√	2/2
Ms. Phoon Yee Min, Member	√	√	2/2
Datin Seri Jessica H'ng Hsieh Ling, Member	√	X	1/2

(iii) Details of Top Five Senior Management's Remuneration

The Board believes that disclosing the remuneration package of the Company's top five senior management who are not Directors either an aggregate or named basis in the bands of RM50,000 is unnecessary, as such disclosure could harm the Group's business interests due to the highly competitive human capital environment in which it operates.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

AUDIT COMMITTEE

(i) Audit Committee

The Audit Committee supports the Board in overseeing the Group's financial reporting processes, ensuring the quality of its financial reports, reviewing the results of both internal and external audits, and ensuring compliance with applicable accounting standards and relevant regulatory requirements. The Audit Committee comprises solely Independent Non-Executive Directors and is chaired by Ms. Phoon Yee Min while the Chairman of the Board is Tan Sri Dato' Seri H'ng Bok San. This is to ensure that the objectivity of the Board's review of the Audit Committee's findings and recommendations is not impaired. At present none of the members of Audit Committee is a former partner of the external audit firm. In the event of any potential candidate of a former audit partner were to be appointed the cooling-off period of at least three (3) years will be observed.

All the Audit Committee members are financially literate and have sufficient understanding of the Group's business and matters under the purview of the Audit Committee including the financial reporting process. The diversified skills and experiences of the committee members enable them to discharge their roles and responsibilities effectively. The Audit Committee has reviewed and provided advice on the financial statements which provide a true and fair view of the Company's financial position and performance.

Further details and activities of the Audit Committee are outlined in the Audit Committee Report of this Annual Report 2024.

(ii) External Auditors

GUH Group fosters a professional and transparent relationship with external auditors to ensure compliance with accounting standards and reliable financial statements. The Audit Committee met with the external auditors twice to discuss the audit plan and audit findings during the year.

The Audit Committee has undertaken annual assessment to assess the suitability and independence of external auditors during the financial year. The criteria for the assessment include among others, quality of services, sufficiency of resources, communication, independence and interaction. In addition, the external auditors have also given written assurance to the Audit Committee confirming their independence throughout the conduct of audit engagement.

During the financial year ended 2024, Messrs. Thelyx Malaysia PLT ("Thelyx") has been appointed as the external auditors of the Company in place of the resigning external auditor, Messrs. Crowe Malaysia PLT. The independence, capabilities, audit team and proposed fees of Thelyx have been assessed and reviewed by the Audit Committee before recommending them to the Board for appointment. Accordingly, the Board has recommended the re-appointment of Thelyx for shareholders' approval at the forthcoming 61st AGM. The Audit Committee will also ensure that the audit partner will rotate every five (5) years after the closure of the statutory audit.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

(i) Risk Management & Sustainability Committee

The Board set up a Risk Management & Sustainability Committee to lead and drive the importance of embedding practices of risk management throughout the business operations of the Group.

The Risk Management & Sustainability Committee comprises three (3) members, all of whom are Independent Non-Executive Directors.

Ms. Phoon Yee Min
Chairlady, Independent Non-Executive Director

Dato' Dr. Gan Kong Meng
Member, Independent Non-Executive Director

Mr. Teng Chang Yeow
Member, Independent Non-Executive Director

The attendance record of each member of the Risk Management & Sustainability Committee during the financial year ended 2024 is set out below:

Risk Management & Sustainability Committee	Nov	Total
Ms. Phoon Yee Min, Chairlady	√	1/1
Dato' Dr. Gan Kong Meng, Member	√	1/1
Mr. Teng Chang Yeow, Member	√	1/1

The Board acknowledges the responsibilities for maintaining a sound system of internal control encompassing risk management practices as well as reviewing its adequacy and integrity to safeguard the shareholders' investment and the Group's assets. The internal control system is designed to provide reasonable assurance against material misstatements and losses. The Board reviewed the effectiveness of the system of internal controls through the Audit Committee which supervised the work of the internal audit function of the Group and the comments made by the Company's external auditors. The external auditors are also appointed to review the Statement of Risk Management and Internal Control of the Company and to report thereon.

The Statement on Risk Management and Internal Control provides an overview of the risk management framework and the state of internal control within the Group and is disclosed in this Annual Report 2024.

The Group's internal audit function is performed in-house by the Group's Internal Audit Department which is independent of the operations and activities of the Group in order to maintain impartiality. The Internal Audit Department reports directly to the Audit Committee and is involved in reviewing the operational controls, adequacy of risk management, management efficiency, and compliance with the Group policies, procedures, laws and regulations, among others. In addition, areas such as efficient use of resources, safeguarding assets, response to assertions of fraud and reliability and integrity of financial information are also audited.

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

ENGAGEMENT WITH STAKEHOLDERS

(i) Communication With Stakeholders

The Company values dialogues with shareholders and investors. In order to ensure shareholders and investors are well informed of the Group's business operations, financial performance and corporate developments, accurate and factual, timely and informative, information is disseminated via the Company's annual reports, circulars/statements, various announcements and press releases made from time to time.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Annual report of the Company is continuously enhanced to take into account the latest development in the area of corporate governance and regulatory requirements.

The shareholders and investors are also encouraged to visit the Group's website at www.guh.com.my and Bursa Malaysia Securities Berhad at www.bursamalaysia.com for latest. All material announcements are endorsed by the Board prior to release to the public via the Bursa Malaysia Securities Berhad's website.

The Board reviews and approves all quarterly and other announcements to ensure accuracy and compliance. For the financial year ended 31 December 2024, the Board approved and released the quarterly financial results on the following dates:

2024 Quarterly Results	Date of Release	Listing Requirements Deadline
1st Quarter	27 May 2024	31 May 2024
2nd Quarter	26 August 2024	30 August 2024
3rd Quarter	25 November 2024	29 November 2024
4th Quarter	24 February 2025	28 February 2025

The Company's AGM, normally scheduled in May each year, are the primary platform for communications with the shareholders. The shareholders are at liberty to raise questions while the Directors will provide answers and clarifications during the Company's AGM. The notice of AGM provides a detailed explanation of each resolution proposed to enable shareholders to make informed decision in exercising their voting rights. All the resolutions set out in the AGM were put to vote with outcome announced to Bursa Malaysia Securities Berhad on the same day of the meetings.

The management of the Company also holds conferences and meetings with the press, research analysts and fund managers to provide updates on the latest developments within the Group and to give the best information possible so that they can accurately apply it to evaluate the Company.

The Board is aware of the need to establish a disclosure policy that will provide constructive communication to the shareholders and investors in a prompt manner in order for these stakeholders to be able to make informed investment decisions.

(ii) Integrated Reporting

Integrated reporting based on a globally recognised framework is not applicable to the Company presently as GUH does not fall within the category of "Large Company".

CONDUCT OF GENERAL MEETINGS

The AGM provides an opportunity for the shareholders to seek and clarify any issues and to have a better understanding of the Group's performance. In exercising good corporate governance, the Notice for the AGM is circulated at least 28 days prior to the date of the meeting. Shareholders are encouraged to attend and vote on all resolutions.

The Company's 60th AGM of the Company held on 27 May 2024 were conducted on a virtual basis through live streaming and electronic voting using remote participation and electronic voting facilities. All Directors of the Company together with the finance manager, investment bankers and external auditors attended the said AGM physically or virtually to engage with shareholders and address issues of concern raised by the shareholders. Minutes of AGM together with a summary of the key pertinent matters discussed at the AGM are published on the website within 30 business days after the general meeting.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

STATEMENT ON DIRECTORS' RESPONSIBILITIES IN PREPARING THE AUDITED FINANCIAL STATEMENT

The Board in discharging its fiduciary duties is accountable to shareholders to prepare and present a clear and meaningful assessment of the Group's financial performance and prospects. The Board is assisted by the Audit Committee to oversee the Group's financial reporting processes and the quality of its financial reporting. The Board is required under Paragraph 15.26(a) of the Listing Requirements to make a statement explaining its responsibility for preparing the annual audited financial statements.

In preparing the Group's consolidated audited financial statements for the financial year ended 31 December 2024, the Directors have provided assurance that the financial statements are drawn up in accordance with the applicable approved accounting standards in Malaysia and the Companies Act 2016 so as to give a true and fair view of the state of affairs and financial position of the Company and the Group in a transparent manner. The Statement by Directors pursuant to Section 251(2) of the Companies Act 2016 is set out in the section titled "Statement by Directors" of the Directors' Report enclosed with the Group's consolidated annual audited financial statements for the financial year ended 31 December 2024. The Directors' Report for the audited financial statements of the Company and the Group are set out on pages 60 to 68 of this Annual Report 2024.

The Board has taken the following measures in order to ensure the financial statements are properly drawn up:

- Adoption of appropriate, adequate and applicable accounting standards and policies and applied them consistently;
- Applicable approved accounting standards have been complied with;
- Judgements and estimates are made on a reasonable and prudent basis; and
- Due inquiry has been made into the state of affairs of the Company, there are no material matters that may affect the ability of the Company to continue in business on a going concern basis.

The Directors also responsible for taking such steps that are reasonably open to them to safeguard the assets of the Group to prevent and detect fraud and irregularities.

COMPLIANCE INFORMATION AS AT 31 DECEMBER 2024

Related Party Transactions

The Group has an internal compliance framework in connection with related party transactions, to ensure it meets the obligations under the Listing Requirements. The Board, through its Audit Committee, reviews all related party transactions. Any Director who has an interest in the related party transaction(s) must abstain from deliberations and voting on the relevant resolution, in respect of such transaction(s) at the Board meeting and any general meeting convened to consider the matter.

There are policies and procedures established by the Company to ensure that all related party transactions are undertaken on an arm's length basis and on normal commercial terms, consistent with the company's usual business practices and policies, which are generally not more favourable than those generally available to the public and are not detrimental to the minority shareholders.

Significant related party transactions of the Group for the financial year are disclosed in Note 37 to the Financial Statements and the Additional Disclosure on page 47 to 49.

For all other transactions with any related parties which do not fall within the ambit of the above disclosure, will be subject to other applicable provisions of the Listing Requirements and/or any other applicable law.

ADDITIONAL DISCLOSURE

1. Status of Utilisation of Proceeds

There were no proceeds raised by the Company from any corporate proposal during the financial year.

2. Audit and Non-Audit Fees

In general, the Company engages the External Auditors for audit purposes only. Nevertheless, as and when necessary, the Group also engages the External Auditors for their non-audit expertise to carry out non-audit services and activities.

For the financial year ended 31 December 2024, the amount of audit fees paid or payable by the Company and the Group to the external auditors are as follows:

	Company RM	Group RM
Audit fees	59,000	221,000

3. GUH's Share Grant Plan

The Share Grant Plan ("SGP") is the only share issuance scheme of the Company. It was approved by the shareholders at the Extraordinary General Meeting of the Company held on 30 June 2020 and commenced with effect from 10 July 2020. This SGP is in force for a period of 5 years from the effective date and may be extended at the discretion of the Board upon the recommendation of the SGP Committee provided that the SGP Period shall not in aggregate exceed the duration of 10 years from the effective date or such longer duration as may from time to time be permitted by the relevant authorities and it is administered in accordance with its By-Law of SGP Committee. The SGP Committee administers and reviews the share grant plan of the Company and its Group and aligning the compensation of management based on their contribution and position in the Company to attain a better performance for the Company and its Group.

On 18 December 2020, a total of 13,889,464 SGP grants (Grant 1) comprises 3,757,100 Restricted Stock Units ("RSU") and 10,132,364 Performance Stock Units ("PSU") were offered to the selected eligible Executive Directors and employees of GUH and its subsidiary companies (excluding subsidiaries which are dormant) ("eligible persons"). Subsequently on 2 January 2024, a total of 11,597,702 SGP grants (Grant 2) comprises 2,604,274 RSU and 8,993,428 PSU were offered to the selected eligible persons.

ADDITIONAL DISCLOSURE

Details of the number of ordinary shares ("Shares") granted, forfeited, offered, vested and outstanding pursuant to the SGP since commencement in July 2020 to the financial year 2024 are set out below:

SHARE GRANT PLAN	Directors/ Chief Executive	Other Eligible Employees	Total
Shares Granted (Grant 1)	2,777,892	10,486,546	13,264,438
Number of Shares Vested @ 18/03/2022	(805,588)	(1,561,174)	(2,366,762)
Number of Shares Forfeited @ 31/12/2022	-	(902,815)	(902,815)
Number of Shares Offered @ 31/12/2022	-	1,527,841	1,527,841
Number of Shares Vested @ 10/04/2023	(694,474)	(394,465)	(1,088,939)
Number of Shares Forfeited @ 31/12/2023	(638,915)	(1,208,382)	(1,847,297)
Number of Shares Offered @ 31/12/2023	-	-	-
Shares Granted (Grant 2)	1,388,946	10,208,756	11,597,702
Number of Shares Vested @ 01/04/2024	(416,684)	(290,987)	(707,671)
Number of Shares Forfeited @ 31/12/2024	-	(1,100,045)	(1,100,045)
Number of Shares Offered @ 31/12/2024	-	-	-
Number of Shares Outstanding @ 31/12/2024	1,611,177	16,765,275	18,376,452

A total of 1,160,468 Shares have been vested to the eligible persons on 21 March 2025.

Based on the By-Laws of the SGP, the total number of Shares awarded under the SGP shall be determined at the sole and absolute discretion of the SGP Committee, subject to the following:

- (i) The maximum number of Shares shall not in aggregate exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the SGP ("Maximum Limit");
- (ii) The aggregate allocation to the Executive Directors/Chief Executive shall not exceed 20% of the Maximum Limit;
- (iii) The allocation to any individual eligible person who, either singly or collectively through persons connected with the eligible person holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any), shall not exceed 10% of the Maximum Limit.

In regard to shares granted to the Directors/Chief Executive of the Company since commencement of the SGP, the aggregate maximum allocation and the actual percentage granted to Tan Sri Dato' Seri H'ng Bok San, the Chairman and Datuk Seri Kenneth H'ng Bak Tee, the CEO/Group MD representing 20%. Subsequent to Tan Sri Dato' Seri H'ng's re-designation from Executive Chairman to Non-Executive Chairman with effect from 1 June 2023, balance of the unvested Shares allocated to him were forfeited. None of the Shares were granted or vested to the Non-Executive Directors of the Company under the SGP.

4. Material Contract

Save as disclosed in this Annual Report 2024, there were no material contracts entered into by the Company and its subsidiaries involving the interests of the Directors or major shareholders, either still subsisting at the end of the financial year or entered into since the end of the financial year.

ADDITIONAL DISCLOSURE

5. Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature

At the last 60th Annual General Meeting held on 27 May 2024, the Company has obtained its shareholders' renewal mandate to allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as disclosed in the Circular to Shareholders dated 26 April 2024.

Details of the recurrent related party transactions transacted during the financial year ended 31 December 2024 pursuant to shareholders' renewal mandate are disclosed as follows in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:

Transacting Party of the Group	Transacting Party	Nature of Relationship	Nature of Transactions	Actual Value Transacted from 27 May 2024 to 31 December 2024
GUH Circuit Industry (PG) Sdn. Bhd. (Recipient & Provider)	Kiyamas Chemical Sdn. Bhd. ["KCSB"] (Provider & Recipient)	Lizheng Holdings Sdn. Bhd. ("Lizheng") has a direct shareholding of approximately 30.0% in Kiyamas Holdings Sdn. Bhd. ("Kiyamas") Gan Chern Nee has a direct shareholding of approximately 8.3% in Kiyamas H'ng Chun Li is a director and shareholder of Lizheng. He is also a director of Kiyamas and KCSB	Transactions of raw materials, goods and services	RM8,091,998.21 (Approved Limit: RM30,000,000.00)
GUH Circuit Industry (PG) Sdn. Bhd. (Recipient)	Kyosha Precision Engineering Sdn. Bhd. ["Kyosha"] (Provider)	H'ng Chun Li is a director of Kyosha	Provision of precision engineering and fabrication of parts	RM1,892,402.20 (Approved Limit: RM5,000,000.00)

Notes:

* Kiyamas is the Holding Company of KCSB.

- (1) Datuk Seri Kenneth H'ng Bak Tee, the CEO/Group MD of the Group, is also a director and shareholder of Lizheng and the father of H'ng Chun Li
- (2) Dato' Harry H'ng Bak Seah, the Non-Executive Director and a shareholder of GUH, is the spouse of Gan Chern Nee.
- (3) Tan Sri Dato' Seri H'ng Bok San, the Chairman and the major shareholder of GUH, is the brother of Dato' Harry H'ng Bak Seah and Datuk Seri Kenneth H'ng Bak Tee.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

The Board is committed to uphold throughout the Group a sound system of risk management, internal controls and good corporate governance practices as set out in the Statement on Risk Management and Internal Control, prepared in compliance with Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance ("MCCG") 2021 and guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

Board's Responsibility

In accordance with Principle B (II) of the MCCG, the Board is responsible for the Group's risk management and internal control system which includes the establishment of appropriate policies on internal control and ensure the systems are functioning effectively and manage risks that form part of the corporate culture.

The Audit Committee and Risk Management & Sustainability Committee assist the Board to review the adequacy and effectiveness of the Group's risk management and internal control system and to ensure that measures are carried out by Management to obtain the level of assurance required by the Board.

The risk management and internal control system is designed to manage any inadequacies that are identified, to minimise or eliminate the risk of failure to achieve the Group's business and corporate objectives. Accordingly, such systems can only provide a reasonable but not absolute assurance against material misstatement, loss or fraud.

Risk Management and Internal Control

In accordance with Practice 10.1 of the MCCG 2021, the Board has, through its Risk Management & Sustainability Committee, established a sound risk management and control framework that was implemented throughout the Group.

The Group has an in-house structured risk management framework for an on-going process in identifying, evaluating, monitoring and reporting the significant risks faced by the Group to ensure its system of internal control is carried out efficiently except for associates. Such process is regularly reviewed and examined as and when there are significant new issues which require changes to be made to the current system and policies.

The Risk Management & Sustainability Committee comprises three (3) Independent Directors of whom are all Non-Executive and supported by Senior Management from the Group's business divisions, meetings are convened for the purpose of identifying, evaluating and managing the significant risks.

Risks records, which identify key risks, potential financial impact, the likelihood of those risks occurring, as well as the control strategies to manage those risks associated with the Group's activities are presented to the Risk Management & Sustainability Committee for review. The Risk Management & Sustainability Committee reviews and deliberates the performance of the business divisions of the Group and reports to the Board. This risk management process will help GUH to achieve its performance and profitability targets by providing risk information to enable better decision-making. The Board will have ultimate responsibility for managing risks and internal controls associated with the operations of each Division.

The Board is committed to articulate, implement and review the Group's internal control system. The internal control system is designed to facilitate achievement of the Group's business objectives and assist the Board to maintain a proper control environment. Internal controls also promote efficiency, reduce risk of asset loss, and help to ensure the reliability of financial statements which are in compliance with laws and regulations.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Review of Risk Management and Internal Control System

Reviewing the effectiveness of risk management and internal control through on-going assessments is an essential part of the Board's responsibilities.

The Group has an on-going process of identifying, evaluating and managing the significant risks in order to achieve its objectives. On a quarterly basis, the Board receives management reports from Senior Management in respect of business risks that have impacted or the likelihood to impact the Group and its achievement of its objectives and strategies and actions taken in response to the risks reported. The Risk Management & Sustainability Committee convenes with the divisional managers once a year for an annual assessment of any significant aspects of risks and internal control matters.

The Board reviews the risk management and internal control system to identify, evaluate and manage the significant risks faced by the Group in its achievement of objectives and strategize the necessary actions to be carried out to remedy any significant weaknesses identified from the review.

The Group has an in-house Internal Audit Function, which is independent of the activities or operations of the subsidiaries, departments, and sections it audits. Its principal responsibility is to undertake regular and systematic reviews of the risk management and system of internal control in order to provide reasonable assurance that such system operates satisfactorily and effectively and report directly to the Audit Committee.

The Internal Audit Function adopts a risk-based approach in preparation of its yearly internal audit plan and strategy which is reviewed and approved by the Audit Committee.

Internal audit reviews on the adequacy and effectiveness of the risk management, internal control system and reports its findings on major weaknesses and risk control procedures, makes recommendations for improvements and performs follow up audits to assess the status of implementation thereof by Management.

Internal audit also investigates complaints of misuse and abuse of the Group's systems and processes, mismanagement of the Group's assets and other instances of fraud and malpractice, if any.

A whistleblowing policy has been established to provide appropriate channels that facilitate whistleblowing in a transparent and confidential manner for stakeholders to raise concerns, without fear of retaliation on any wrongdoing that they may observe within the Group.

Key Features of Risk Management and Internal Control Processes

The Group's key features on Risk Management and Internal Control are summarised as follows: -

1. Clear definition of the terms of reference, functions, authorities and responsibilities of the various Committees of the Board.
2. Well defined organisational structure with clear lines of accountability and responsibility to enable the Group's vision, mission, strategies and operational objectives to be achieved.
3. Documented internal policies and procedures are set out in the Group Policies to govern the financial and operational functions; which are subject to regular review and improvement.
4. Where appropriate, certain subsidiaries have ISO 9001: 2015, ISO 14001: 2015 and IATF 16949: 2016 accreditations for their operational processes.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

5. Clear definitions of authorisation procedures and delegated authority levels for all operational transactions.
6. Review of all major proposals for investment and divestment by the Risk Management & Sustainability Committee before being deliberated and approved by the Board.
7. The CEO/ Group Managing Director holds weekly and monthly management meetings with the Divisional heads. At these meetings, all key performance indices are discussed and monitored, including discussions of significant issues. Accordingly, the Board is updated by the CEO/ Group Managing Director and is able to assess significant operational and financial risks of the business units concerned.
8. Performance Reports, benchmarked against budgets and objectives are provided to the Board at each Board meeting.
9. Detailed budgeting process where companies under the Group prepare annual budgets, which are approved at company level and reviewed by the CEO/ Group Managing Director.
10. Progress reports, financial summary and current issues which may significantly affect the company's business for all divisions are discussed at each Board meeting.
11. The Risk Management framework of the Group is in place to assist in the risk management process of the Group.
12. The Group's Internal Audit Function perform regular reviews, monitor compliance with policies and procedures and recommend action plans to improve on areas where control deficiencies are identified during field audits. Thus, providing an independent assurance on the adequacy and effectiveness of the Group's system of internal control.
13. The Audit Committee, on behalf of the Board, reviews report from the Group internal auditors and external auditors and reports its conclusion to the Board.

The associates have not been dealt with as part of the Group for the purpose of this Statement.

Conclusion

For the financial year under review and up to the date of issuance of this statement, the Board is pleased to state that the Group's system of risk management and internal control is adequate and effective to safeguard the shareholders' investment, the interests of customers, regulators and employees, as well as the Group's assets. There have been no material losses, contingencies or uncertainties arising from the reviews.

As recommended by the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers, the Board has received assurance from the CEO/ Group Managing Director, COO and all the Divisional heads that the Group's risk management and internal control system is operating adequately and effectively in all material aspects, during the financial year under review and up to the date of this Statement.

The Group will continue to monitor all major risks affecting the Group and will take the necessary measures to mitigate them and enhance the adequacy and effectiveness of the risk management and internal control system of the Group.

The external auditors have reviewed this Statement on Risk Management and Internal Control as required by Paragraph 15.23 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Based on their review, nothing has come to their attention that causes them to believe that this Statement on Risk Management and Internal Control set out above is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed issuers and Practices 10.1, 10.2 and 10.3 of the MCCG 2021 to be set out, nor is factually inaccurate.

AUDIT COMMITTEE REPORT

The Audit Committee of GUH Holdings Berhad (“GUH” or “the Company”) supports the Board of Directors (“the Board”) in fulfilling its statutory and fiduciary responsibilities by overseeing the Company and all its subsidiaries (“the Group”) business processes and monitoring management of financial risk process along with its accounting and financial reporting practices and ensuring the Group’s system of internal control is maintained. The Audit Committee carried out its duties and functions ensuring the integrity of financial reporting and that the financial statements of the Company give a true and fair view of the financial position and results, in compliance with all applicable legal and regulatory financial reporting requirements, accounting standards and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) and to act independently to safeguard the interest of shareholders. The Audit Committee is of the view that no material misstatements or losses, contingencies or uncertainties have arisen, based on their reviews made and discussions held.

MEMBERS

The present members of the Audit Committee are:

Ms. Phoon Yee Min
Chairlady, Independent Non-Executive Director

Dato’ Dr. Gan Kong Meng
Member, Independent Non-Executive Director

Mr. Teng Chang Yeow
Member, Independent Non-Executive Director

OBJECTIVES

The primary objective of the Audit Committee is to assist the Board in the effective discharge of its fiduciary responsibilities:

- To review the results of internal and external audit activities to ensure the audit findings are brought up to the highest level for consideration;
- To comply with all the applicable accounting standards and required disclosure policies of the Listing Requirements;
- To ensure the compliance and consistency of the corporate governance framework as set out by the relevant regulatory authorities.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises three (3) members, all of whom are Independent Non-Executive Directors. The current Chairlady of the Audit Committee is Ms. Phoon Yee Min who is an Independent Non-Executive Director of the Company and also member of the Association of Chartered Certified Accountant (ACCA), Institute of Internal Auditors Malaysia (IIAM), Malaysian Institute of Accountants (MIA) and a Certified Internal Auditor (CIA). Thus, the Company is in compliance with Paragraph 15.09(1) of the Listing Requirements. The other members of the Audit Committee are Dato’ Dr. Gan Kong Meng and Mr. Teng Chang Yeow. All members of the Audit Committee are financially literate and equipped with the required business skills and necessary knowledge to analyse and interpret financial statements in discharge their duties effectively. No alternate director shall be appointed as a member of the Audit Committee. Also, any former key audit partner of the Company shall observe a cooling period of at least three (3) years before being appointed as a member of the Audit Committee.

During the assessment in 2024, the Nomination Committee evaluated the performance and effectiveness of the Audit Committee based on a few areas including the quality of judgment and the commitment/time attend at the meeting as well as the time devoted outside the meeting by the Audit Committee members. The Board is satisfied that the Audit Committee and its members have efficiently discharged its roles, functions and duties in accordance with the Terms of Reference as well as having appropriate level of knowledge and experience to contribute to the effective functioning of the Audit Committee in ensuring a good governance structure within the Group.

The Board is always mindful that an effective Audit Committee can bring transparency, focus and independent judgment needed to oversee the financial reporting process. The appropriate level of knowledge, skills, experience and commitment of its members is critical to the Audit Committee’s ability to discharge its responsibilities effectively and strengthen the quality of Audit Committee deliberations.

THE PROCESS OF THE AUDIT COMMITTEE

The Chairlady of the Audit Committee is responsible for ensuring the efficient conduct of Audit Committee meetings. She is responsible for the management, development and effective performance of the Audit Committee, as well as planning and organising the activities of the Audit Committee.

The Audit Committee will meet as frequently as determined by the Chairlady to discharge its duties, but no less than four (4) times a year. The quorum of two (2) members, a majority of whom must be Independent Directors, has always been met for the meetings of the Audit Committee.

During the financial year, the Audit Committee met on a quarterly basis to carry out their duties which include the discussion of proposed disclosures in the quarterly announcement and matters falling within the Audit Committee's Terms of Reference and recommended to the Board for public release. The CEO/Group MD, the senior management and the internal auditor have attended the meetings. Upon invitation by the Audit Committee, representatives of the external auditors have attended two (2) meetings held in February and November 2024. The external auditors may request a special meeting if they consider and deem necessary. Where circumstances arise, the Audit Committee members shall meet with the external auditors without management and/or executive officer of the Group being present.

The Company Secretary is responsible for preparing and circulating the agenda, notice of meetings and supporting documentation to all Audit Committee members ahead of each meeting. Additionally, she is tasked with recording, maintaining and distributing the minutes of each meeting to all members and the Board. The Chairlady of the Audit Committee is responsible for reporting key discussions from each meeting to the Board. The minutes of each meeting are distributed and confirmed by all Audit Committee members.

During the financial year, five (5) meetings were held and details of the Audit Committee members' attendance are tabled below:

Audit Committee	Feb	Apr	May	Aug	Nov	Total
Ms. Phoon Yee Min, Chairlady	√	√	√	√	√	5/5
Dato' Dr. Gan Kong Meng, Member	√	√	√	√	√	5/5
Mr. Teng Chang Yeow, Member	√	√	√	√	√	5/5

The Terms of Reference of the Audit Committee is accessible on the Company's website at www.guh.com.my.

SUMMARY OF ACTIVITIES UNDERTAKEN BY THE AUDIT COMMITTEE

The main activities carried out by the Audit Committee during the financial year ended 31 December 2024 were as follows:

1. Financial Reporting

- Reviewed the unaudited quarterly financial results and year-end financial statements of the Company and the Group which include discussion among others, any change of implementation of major accounting policies, the going concern assumption and significant matters;
- Reviewed the integrity Group's quarterly and year-end financial statements and ensured that the financial reporting and disclosures requirements are in compliance with the Listing Requirements, Malaysian Accounting Standards Board and other relevant legal and regulatory requirements before recommending the same to the Board for approval;
- Reviewed the unaudited financial results announcements before recommending the same to the Board for approval;
- Reviewed the significant matters highlighted by the external auditors in the financial statements and significant judgments made by management.

2. External Audit

- Reviewed the audit review memorandum for the financial year prepared by the former external auditors, examining their findings, especially the issues raised in the management letter. Where necessary, the Committee ensured that corrective actions were implemented by management;

AUDIT COMMITTEE REPORT

- Reviewed the findings of the former external auditors reports, particularly the issues raised in the management letter and ensured where appropriate, that the necessary corrective actions had been taken by the management;
- Deliberated on and reported the results of the annual audit to the Board;
- Met and discussed with the former external auditors if any important and major issue need to be highlighted without the presence of management of the Company. During the private session the auditors confirmed that there was no major concern and they had reviewed full co-operation from the management and the staff during the audit process;
- Reviewed on the proposed change of external auditors in October 2024.
- Reviewed and approved the new external auditors Audit Planning Memorandum which outline the engagement team, areas of audit emphasis, scope of work, proposed audit timeline, reporting responsibilities, updates on accounting standards update, proposed audit fees and the evaluation of the internal control system for the financial year ended 31 December 2024.
- Reviewed and approved the provision of audit services carried out by the new external auditors. The amount of external audit fees incurred for the financial year ended 31 December 2024 are as follows:

2024 Fees incurred	Company (RM)	Group (RM)
Audit services	59,000	221,000

- Conducted the assessment of the objectivity, independence, performance and quality of service provided by the external auditors to ensure their competence and independence throughout the audit engagement. This assessment also ensured compliance with the Listing requirements. Based on this evaluation, the Committee made recommendations to the Board regarding the appointment and remuneration of external auditors.

3. Internal Audit

- Reviewed and approved the annual risk-based internal audit plans, monitored the effectiveness of its work and tabled to the Board;
- Reviewed the internal audit reports, processes and results of internal audit to ensure appropriate actions were taken on the recommendations of the Internal Audit function and tabled to the Board;
- Assessed the performance of the Group's internal audit function and advised whether the appointment of additional internal audit staff is necessary;
- Monitored and assessed the role and effectiveness of the internal audit function in the overall context of the Company's risk management system;
- Monitored the corrective actions taken on the outstanding audit issues to ensure that all the key risks and control weakness have been addressed;
- Deliberated the results of ad-hoc investigations and reports performed by the internal audit function and tabled to the Board.

4. Risk Management

- Reviewed the Risk Management & Sustainability Committee's reports and risk records from all business divisions of the Group and reported to the Board;
- Assessed the adequacy and effectiveness of the risk management framework, internal control systems and the appropriateness of management's responses to key risk areas and highlighted to the Board;
- Reviewed and recommended to the Board the disclosure included in the Annual Report with regards to the risk management and internal control system.

5. Related Party Transactions

- Reviewed the procedures and processes established by the Company with regards to related party transactions/ recurrent related party transactions and to ensure that any related projects are appropriately identified and that the related party transactions are declared, approved and reported appropriately on a quarterly basis;
- Reviewed the related party transactions that were arising within the Group to ensure that the transactions are fair, reasonable and not detrimental to the minority shareholders;
- Reviewed the Circular to Shareholders in relation to the proposed renewal of shareholders' mandate for existing recurrent related party transactions of a revenue or trading nature and recommended to the Board for approval;
- Reviewed submission of disclosures on the changes in shareholdings held by Directors, any conflict of interest situation that may arise within the Company or the Group on a quarterly basis;
- Reviewed any other transactions that do not fall within the definition of a related party transaction as stated in Chapter 10 of the Listing Requirements but involve a certain level of conflict of interest due to the close proximity of the transacting parties so that to safeguard the best interest of the Company.

6. Annual Reporting

- Reviewed the consolidated audited financial statements of the Company and the Group and confirmed with the management and the external auditors that the statements have been prepared in compliance with applicable Financial Reporting Standards and recommended to the Board for approval;
- Reviewed the Audit Committee Report, Reports on related party transactions and recurrent related party transactions, Corporate Governance Overview Statement including the Corporate Governance Report, Statement on Risk Management and Internal Control, Sustainability Report/Statement, record on Share Buy-Back and any other statements of the Annual Report and recommended to the Board for approval.

7. Conflict of Interest

- Reviewed and reported to the Board, any conflict of interest situation (excluding related party transactions) that arose, persists or may arise during the financial year as well as persisting conflict of interest from previous years together with the measures taken to resolve, eliminate or mitigate such conflict on a quarterly basis;

8. Corporate Governance

- Reviewed relevant regulatory changes and ensure compliance by the Company and the Group;
- Reviewed the reports or matters involving the interest as proposed by the management.

INTERNAL AUDIT FUNCTION

The Group has an in-house Internal Audit Department that is independent of the activities and operations it audits. The head of internal audit reports directly to the Audit Committee who reviews and approves the Internal Audit Department's annual risk-based audit plan.

The Internal Audit Department is considered an integral part of the assurance framework and its primary mission is to provide assurance on the adequacy and effectiveness of the risk, control and governance of the Group.

During the year, various internal audit assignments have been undertaken covering various areas, departments and subsidiaries within the Group.

Internal audit reports incorporating audit recommendations and management responses were presented to the Audit Committee for deliberations and forwarded to management to carry out necessary preventive and corrective actions.

AUDIT COMMITTEE REPORT

SUMMARY OF ACTIVITIES UNDERTAKEN BY THE INTERNAL AUDIT DEPARTMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

- Prepared annual risk-based audit plan for Audit Committee's deliberations;
- Performed risk assessment to evaluate risk within the organisation for audit planning purposes;
- Implemented the annual audit plan, performed financial, operational and compliance audits on various areas and companies in the Group to ascertain the adequacy and integrity of their system of internal controls;
- Reviewed related party transactions to assess compliance with Listing Requirements;
- Carried out ad-hoc appraisals and reviews as requested by the Audit Committee or management;
- Performed follow up reviews to ensure that agreed management actions have been effectively implemented;
- Provided consulting services, i.e. provide advice and assistance to management and staff on procedures, systems, internal control matters etc. throughout the year to assist management in meeting its objectives.

The total costs incurred by the Internal Audit Function of the Group for year 2024 was RM250,483 (2023: RM230,562).

The Board of Directors of GUH Holdings Berhad (“GUH” or “the Group”) is committed to embedding sustainability at the heart of its business strategy, recognising its importance for the long-term success of GUH and its subsidiaries (“GUH Group”). Beyond mere compliance, GUH strives to lead in environmental sustainability, social well-being, and strong governance (“ESG”). The efforts are focused on reducing environmental footprint, fostering an inclusive culture, and maintaining transparency, which strengthens stakeholder relationships and enhances operational efficiency. This Sustainability Statement highlights progress and reaffirms the Group’s dedication to innovation, continuous improvement, and creating lasting value for a sustainable future.

The Board of Directors, comprising seven members including the Chairman, CEO/Group Managing Director, two Non-Executive Directors, and three Independent Non-Executive Directors, is responsible for setting the strategic direction of GUH Group. Sustainability has been seamlessly integrated into this strategic planning process, with structured governance ensured through the collaborative efforts of the CEO/Group MD, Chief Operating Officer, and senior management. The Board holds ultimate accountability for overseeing risk management and internal controls, underscoring its commitment to sustainability and sound governance practices.



This Sustainability Statement, prepared in accordance to Bursa Malaysia guidelines, highlights GUH Group’s 2024 achievements, focusing on the Electronic and Properties Divisions as these divisions cumulatively contribute approximately 96% of the GUH Group’s revenue. Each division has implemented strategies to enhance resource efficiency, reduce environmental impact, and uphold ethical practices, achieving key milestones in energy conservation, waste reduction, and water optimisation. The Properties Division emphasises sustainable project development, while the Electronic Division focuses on carbon reduction and eco-friendly innovations. GUH Group is committed to integrating sustainability across its operations, aiming for long-term environmental stewardship and value creation.



For more detailed disclosures on our sustainability efforts and material matters, please refer to our Sustainability Statement 2024, publicly available online via our website at www.guh.com.my.

Financial Statements

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The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding, provision of corporate and management services to the Group.

The principal activities and other details of the subsidiaries are disclosed in Note 9 to the financial statements.

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

RESULTS

	Group RM'000	Company RM'000
Loss for the financial year attributable to:-		
- Owners of the Company	(16,808)	(2,563)
- Non-controlling interests	(32)	-
	<u>(16,840)</u>	<u>(2,563)</u>

DIVIDEND

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

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

RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in the financial statements.

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were prepared, the directors took 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 took 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 so 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 that have arisen which render adherence to the existing methods 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 which 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 period of 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.

ISSUES OF SHARES AND DEBENTURES

During the financial year, the Company issued 707,671 ordinary shares pursuant to its Share Grant Plan ("SGP").

The new ordinary shares issued during the financial year rank pari passu in all respects with the existing ordinary shares of the Company. The details are disclosed in Note 28 to the financial statements.

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

TREASURY SHARES

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

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

As at 31 December 2024, the Company held no treasury shares. The details are disclosed in Note 28(a) to the financial statements.

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 other than the issue of options pursuant to the SGP.

At an Extraordinary General Meeting held on 30 June 2020, the Company's shareholders approved the establishment of a SGP for directors and employees who meet the criteria as set out in the By-Laws. The salient features and details of the SGP were disclosed in Note 28(b) to the financial statements.

During the financial year, the Company has awarded the shares in the Company under the Restricted Stock Units ("RSU") and the Performance Stock Units ("PSU") of the Company's SGP. A total of 11,597,702 SGP grants were offered to the selected eligible executive director and employees of the Company and its subsidiaries (excluding subsidiaries that are dormant), of which 1,388,946 SGP grants were offered to the executive director of Company.

DIRECTORS' REPORT

OPTIONS GRANTED OVER UNISSUED SHARES (CONTINUED)

The options offered for the subscription of unissued ordinary shares and the respective exercise prices are as follows:-

Grant date	Expiry date	Exercise price	Number of options over ordinary shares				
			At 01.01.2024	Granted	Exercised	Forfeited	At 31.12.2024
04 January 2021	04 January 2026	RM 0.445	3,065,407	-	(597,941)	-	2,467,466
05 January 2021	05 January 2026	RM 0.440	650,026	-	(16,668)	-	633,358
08 January 2021	08 January 2026	RM 0.510	541,688	-	(13,890)	-	527,798
11 January 2021	11 January 2026	RM 0.510	325,013	-	(8,334)	-	316,679
15 January 2021	15 January 2026	RM 0.580	1,290,331	-	(15,278)	-	1,275,053
03 March 2021	03 March 2026	RM 0.440	52,779	-	(2,778)	-	50,001
04 March 2021	04 March 2026	RM 0.440	487,521	-	(12,501)	-	475,020
10 March 2021	10 March 2026	RM 0.440	487,520	-	(12,501)	(475,019)	-
12 March 2021	12 March 2026	RM 0.445	162,507	-	(4,167)	-	158,340
26 January 2022	26 January 2027	RM 0.550	694,473	-	(6,945)	-	687,528
06 January 2023	06 January 2028	RM 0.410	829,201	-	(16,668)	-	812,533
02 January 2024	02 January 2029	RM 0.395	-	10,903,229	-	(625,026)	10,278,203
16 January 2024	16 January 2029	RM 0.410	-	694,473	-	-	694,473
			8,586,466	11,597,702	(707,671)	(1,100,045)	18,376,452

The remainder of this page is intentionally left blank.

WARRANTS

During the financial year, the Company did not issue any new warrants, nor were any existing warrants exercised.

As at 31 December 2024, the total number of unexercised warrants stood at 140,676,879. The details are disclosed in Note 28(c) to the financial statements.

DIRECTORS

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

Tan Sri Dato' Seri H'ng Bok San, JP, PSM, DPPN, DGPN, DSPN, PKT, PJK *
Datuk Seri H'ng Bak Tee, DGSM, DPNS, DSPN, PKT, PJM *
Dato' H'ng Bak Seah, DSPN, PJK
Datin Seri H'ng Hsieh Ling
Dato' Dr. Gan Kong Meng, DSDK, PSPP, SDK, DJN, BCN, SMP, AMK, KMN, PPA, PhD
Teng Chang Yeow
Phoon Yee Min

* Directors of the Company and certain subsidiaries.

DIRECTORS OF SUBSIDIARIES

Pursuant to Section 235(2) of the Companies Act 2016 in Malaysia, the directors who held office in subsidiaries of the Company during the financial year and during the period from the end of the financial year to the date of this report, not including those directors mentioned above are:-

H'ng Chun Li
Kok Siew Foong
Yam Chong Song
Lee Hee Yau
Toh Guan Kin (Deceased on 05 June 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 ended 31 December 2024 were as follows:-

Name of directors	Number of ordinary shares			At 31.12.2024
	At 01.01.2024	Issued/ Bought	Sold	
Tan Sri Dato' Seri H'ng Bok San				
- Direct	750,031	-	-	750,031
- Indirect ¹	32,435,375	-	-	32,435,375
- Indirect ²	17,401,855	-	-	17,401,855

DIRECTORS' REPORT

DIRECTORS' INTERESTS (CONTINUED)

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 ended 31 December 2024 were as follows:- (Continued)

Name of directors	Number of ordinary shares			At 31.12.2024
	At 01.01.2024	Issued/ Bought	Sold	
Datuk Seri H'ng Bak Tee				
- Direct	4,862,031	2,993,193	-	7,855,224
- Indirect ²	1,760,219	133,339	(488,909)	1,404,649
Dato' H'ng Bak Seah				
- Direct	2,497,710	-	-	2,497,710
Datin Seri H'ng Hsieh Ling				
- Direct	3,598,465	-	-	3,598,465
- Indirect ³	32,435,375	-	-	32,435,375

Name of director	Number of ordinary shares granted under SGP			At 31.12.2024
	At 01.01.2024	Granted	Vested	
Datuk Seri H'ng Bak Tee				
- Direct	638,915	1,388,946	(416,684)	1,611,177
- Indirect ²	755,587	1,111,157	(133,339)	1,733,405

Name of directors	Number of warrants over ordinary shares			At 31.12.2024
	At 01.01.2024	Issued	Sold	
Tan Sri Dato' Seri H'ng Bok San				
- Direct	375,015	-	-	375,015
- Indirect ¹	16,217,687	-	-	16,217,687
- Indirect ²	8,700,927	-	-	8,700,927
Dato' H'ng Bak Seah				
- Direct	1,248,854	-	-	1,248,854
Datin Seri H'ng Hsieh Ling				
- Direct	1,799,232	-	-	1,799,232
- Indirect ³	16,217,687	-	-	16,217,687

¹ Deemed interest by virtue of shares held by company controlled by family members

² Deemed interest by virtue of shares held by family members (who are not directors of the Company)

³ Deemed interest by virtue of shares held by company in which the director has interest

DIRECTORS' INTERESTS (CONTINUED)

Other than as stated above, none of the other directors in office at the end of the financial year had any interest in ordinary shares or debentures 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 the 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 except for any benefits which may be deemed to have arisen by virtue of certain related party transactions as disclosed in Note 37 to the financial statements.

The directors' benefits of the Group and of the Company were as follows:-

	Group RM'000	Company RM'000
Directors of the Company		
Executive directors		
- Fees	112	75
- Other emoluments	4,214	4,214
	<u>4,326</u>	<u>4,289</u>
Non-executive directors		
- Fees	612	450
- Other emoluments	3,286	1,774
	<u>3,898</u>	<u>2,224</u>
	<u>8,224</u>	<u>6,513</u>

Neither during, nor at the end of the financial year, was the Company a party to any arrangement, apart from the Company's SGP, whose 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 AND INSURANCE FOR DIRECTORS AND OFFICERS

There was no indemnity given to any director or officer of the Group or of the Company during the financial year. The Group maintains a liability insurance for certain directors and officers and the insurance costs incurred during the financial year amounted to RM13,000/-.

DIRECTORS' REPORT

AUDITORS' REMUNERATIONS, INDEMNITY AND INSURANCE

The amounts paid and payable as remunerations of the auditors of the Group and of the Company for the financial year ended 31 December 2024 are as below:-

	Group RM'000	Company RM'000
Auditors' remunerations		
Audit fees:-		
- Auditors of the Company	221	59
- Other auditors	10	-
	<u>231</u>	<u>59</u>

There was no indemnity given to or liability insurance effected for the auditors during the financial year.

SUBSIDIARIES

Details of the Company's subsidiaries are disclosed in Note 9 to the financial statements.

SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

Details of the significant event during the financial year are disclosed in Note 43 to the financial statements.

SIGNIFICANT EVENTS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Details of the significant events subsequent to the end of the financial year are disclosed in Note 44 to the financial statements.

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AUDITORS

The auditors, **Messrs Thelyx Malaysia PLT** (formerly known as **STYL Associates PLT**), have expressed their willingness to continue in office.

Signed on behalf of the Board of Directors,

TAN SRI DATO' SERI H'NG BOK SAN, JP
PSM, DPPN, DGPN, DSPN, PKT, PJK
Director

George Town, Penang

Date: 17 April 2025

DATUK SERI H'NG BAK TEE
DGSM, DPNS, DSPN, PKT, PJM
Director

STATEMENT BY DIRECTORS

(Pursuant to Section 251(2) of the Companies Act 2016 in Malaysia)

We, **TAN SRI DATO' SERI H'NG BOK SAN** and **DATUK SERI H'NG BAK TEE**, being two of the directors of **GUH HOLDINGS BERHAD**, do hereby state that in the opinion of the directors, the accompanying financial statements and notes set out on pages 76 to 169 are properly 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 December 2024 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors,

TAN SRI DATO' SERI H'NG BOK SAN, JP
PSM, DPPN, DGPN, DSPN, PKT, PJK
Director

DATUK SERI H'NG BAK TEE
DGSM, DPNS, DSPN, PKT, PJM
Director

George Town, Penang

Date: 17 April 2025

STATUTORY DECLARATION

(Pursuant to Section 251(1)(b) of the Companies Act 2016 in Malaysia)

I, **NG LING ZTE** (MIA membership no: 39875), being the officer primarily responsible for the financial management of **GUH HOLDINGS BERHAD**, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements and notes set out on pages 76 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.

NG LING ZTE

Senior Finance Manager

Subscribed and solemnly declared by the abovenamed at George Town in the State of Penang on 17 April 2025.

Before me,

ONG LIN TEONG

No. P192

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **GUH HOLDINGS BERHAD**, which comprise the statements of financial position as at 31 December 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 policies information, as set out on pages 76 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 December 2024, and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matters
Revenue recognition - Property development activities Refer to material accounting policies information in Note 3.11(c) and Note 3.11(d), and the disclosure in Note 30 to the financial statements. As of 31 December 2024, the Group recognised RM57.6 million of revenue for property development activities, representing 23.3% of the Group's total revenue.	Our audit procedures include the following:- <ul style="list-style-type: none"> - Obtained an understanding of the process flow in deriving the stage of completion, including verifying the certified work done, examining the progress claims from contractors, architect certification, and performing site visits via a walkthrough process; - Evaluated the assumptions applied in estimating the gross property development costs on a sampling basis by examining documentary evidence such as letters of award issued to contractors; - Verified the gross development value against the signed sales and purchase agreements and estimated selling prices of unsold development to transacted selling price on a sampling basis;

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)

Key Audit Matters (Continued)

Key audit matters	How our audit addressed the key audit matters												
<p>Revenue recognition - Property development activities (Continued)</p> <p>Revenue from property development activities is recognised over time using the percentage of completion ("POC") method. The amount of revenue recognised is dependent on, amongst others, the extent of actual costs incurred to the estimated total gross development costs to derive the percentage of completion, the actual sales value of units sold, and the estimated total gross development value for each of the respective projects.</p> <p>The revenue recognition vis-a-vis property development activities were identified as a key audit matter due to the involvement of significant management's judgement and estimates.</p>	<p>Our audit procedures include the following:- (Continued)</p> <ul style="list-style-type: none"> - Performed cut-off tests related to gross development costs to ascertain the proper cut-off for costs incurred; - Obtained understanding and assessed the progress billing procedures to ensure the progress billings are recorded in the correct period; - Reviewed aging of the progress bills to assess the recoverability of cash buyers; - Checked the mathematical accuracy of the revenue and profit based on the percentage of completion formula in accordance with MFRS 15 <i>Revenue from Contracts with Customers</i>; and - Performed search for unrecorded liabilities to ensure the completeness of the actual cost incurred as of the financial year ended. 												
<p>Valuation of inventories</p> <p>Refer to material accounting policies information in Note 3.7 and the disclosure in Note 13 to the financial statements.</p> <p>As of 31 December 2024, the carrying amount of the Group's inventories is RM293.4 million, representing 47.7% of the Group's total assets.</p> <table border="1"> <thead> <tr> <th></th><th>RM'000</th></tr> </thead> <tbody> <tr> <td>Land held for property development</td><td>181,357</td></tr> <tr> <td>Completed development units</td><td>45,454</td></tr> <tr> <td>Property development costs</td><td>40,497</td></tr> <tr> <td>Others (raw materials, WIP, finished goods, etc)</td><td>26,059</td></tr> <tr> <td></td><td>293,367</td></tr> </tbody> </table> <p>Inventories are subject to assessment for any potential write-down of cost to net realisable value. Judgement and estimates used in considering information about the inventory's value and conditions, and economic performance.</p>		RM'000	Land held for property development	181,357	Completed development units	45,454	Property development costs	40,497	Others (raw materials, WIP, finished goods, etc)	26,059		293,367	<p>Our audit procedures include the following:-</p> <ul style="list-style-type: none"> - Discussed with management and assessed the basis used to write down inventories at the period end to its Net Realisable Value ("NRV"). <p><u>Land held for property development ("LHPD")</u></p> <ul style="list-style-type: none"> - Reviewed and verified costs capitalised to respective supporting document on a sampling basis to ensure that only costs directly attributable to the land are capitalised; - Compared the carrying amount to the market value of comparable land in similar or nearby locations or valuation report engaged by the management in the current year following ISA 620 Using the Work of an Expert; - Performed physical sighting of LHPD on a sampling basis to verify the existence of the land; and - Obtained land title of land held for property development to verify the ownership. <p><u>Property development costs ("PDC")</u></p> <ul style="list-style-type: none"> - Performed vouching to respective supporting documents for the additions of PDC on a sampling basis; - Compared project development value to project development cost to assess for impairment indicator; and - Performed physical sighting of PDC to verify the progress of the project.
	RM'000												
Land held for property development	181,357												
Completed development units	45,454												
Property development costs	40,497												
Others (raw materials, WIP, finished goods, etc)	26,059												
	293,367												

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)

Key Audit Matters (Continued)

Key audit matters	How our audit addressed the key audit matters
Valuation of inventories (Continued) We identified the valuation of inventories as a key audit matter due to the involvement of significant management's judgement and estimates and its significant impact on the financial statements.	Our audit procedures include the following:- (Continued) <u>Completed development units</u> <ul style="list-style-type: none"> - Compared the carrying amount to the selling price for the unsold completed development units which have recent sale transactions on a sampling basis; - Obtained the recently transacted prices of comparable development units in similar or nearby locations and take into consideration the estimated cost necessary to complete the sales for the unsold completed development units which did not have recent sale transactions on a sampling basis; - Performed physical sighting of completed properties on a sampling basis and assessed the related cost of maintenance to determine any potential write-down due to physical obsolescence; and - Obtained land title of completed development units to verify ownership. <u>Others (raw materials, work-in-progress ("WIP"), finished goods, etc)</u> <ul style="list-style-type: none"> - Validated the unit costing of WIP and finished goods to the Bill of Material ("BOM"); - Assessed the Group's inventory write-down by considering the age, historical consumption and sales trend of the inventories; - Checked the subsequent replacement cost/selling price of the selected inventories on a sampling basis; and - Observed the year-end physical inventory count to examine the physical existence and condition of the inventories, on a sampling basis.

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 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 on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)**

Responsibilities of the Directors for the Financial Statements

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

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:-

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

GUH HOLDINGS BERHAD 196101000062 (4104-W) (Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:- (Continued)

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 9 to the financial statements.

Other Matters

The financial statements of the Group and of the Company for the financial year ended 31 December 2023 were audited by another auditor who expressed an unmodified opinion on these statements on 17 April 2024.

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.

THELYX MALAYSIA PLT
(formerly known as **STYL ASSOCIATES PLT**)
LLP0019500-LCA & AF 001929
Chartered Accountants

ONG THIAN GHIM
No. 03331/10/2025(J)
Chartered Accountant

Kuala Lumpur

Date: 17 April 2025

CONSOLIDATED STATEMENT OF
FINANCIAL POSITION
AS AT 31 DECEMBER 2024

		Group	
	Note	2024 RM'000	2023 RM'000
Non-current assets			
Property, plant and equipment	5	100,408	104,095
Investment properties	6	37,975	38,940
Right-of-use assets	7	22,508	24,483
Goodwill	8	-	1,392
Investment in associate	10	9,328	10,538
Investment in joint venture	11	22,415	20,806
Other investments	12	7,114	3,064
Inventories	13	181,357	174,019
Receivables	14	31	8
Prepayments		1,060	1,227
Deferred tax assets	15	1,484	1,062
Total non-current assets		383,680	379,634
Current assets			
Inventories	13	112,010	89,741
Biological assets	16	88	134
Contract costs	17	492	1,171
Contract assets	18	8,033	6,059
Receivables	14	37,608	35,031
Derivative assets	19	-	152
Prepayments		616	609
Current tax assets		2,435	2,857
Cash and cash equivalents	20	69,429	80,707
Assets held for sale	21	-	8
Total current assets		230,711	216,469
Current liabilities			
Contract liabilities	18	2,801	5,096
Derivative liabilities	19	34	-
Payables	22	53,614	42,537
Loans and borrowings	23	22,338	14,756
Lease liabilities	24	304	353
Financial guarantee contracts	25	4,465	4,507
Current tax liabilities		5,617	1,578
Total current liabilities		89,173	68,827
Net current assets		141,538	147,642
Non-current liabilities			
Deferred tax liabilities	15	7,603	8,288
Loans and borrowings	23	56,574	42,439
Lease liabilities	24	583	627
Retirement benefits	26	7,225	6,585
Deferred income on government grants	27	2,945	671
Total non-current liabilities		74,930	58,610
Net assets		450,288	468,666
Equity			
Share capital	28	279,914	279,596
Treasury shares	28	-	-
Share grant reserve	28	933	511
Statutory reserve		13,960	13,960
Currency translation reserve		37,478	39,844
Retained profits		117,839	134,632
Equity attributable to owners of the Company		450,124	468,543
Non-controlling interests	29	164	123
Total equity		450,288	468,666

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

**CONSOLIDATED STATEMENT OF
 COMPREHENSIVE INCOME**
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

		Group	
		2024	2023
	Note	RM'000	RM'000
Revenue	30	247,078	227,807
Cost of sales		(211,828)	(208,534)
Gross profit		35,250	19,273
Other income		7,814	7,114
Administrative expenses		(28,574)	(29,938)
Distribution expenses		(3,387)	(3,666)
Finance costs		(3,722)	(2,836)
Impairment losses on financial assets	31	(357)	-
Loss on derecognition of financial assets measured at amortised cost	32	(63)	(8)
Other expenses		(14,345)	(1,272)
Share of associate's loss		(312)	(2,084)
Share of joint venture's loss		(686)	(162)
Loss before tax	33	(8,382)	(13,579)
Tax expense	35	(8,458)	(2,663)
Loss for the financial year		(16,840)	(16,242)

**CONSOLIDATED STATEMENT OF
 COMPREHENSIVE INCOME**
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

		Group	
		2024	2023
	Note	RM'000	RM'000
Loss for the financial year attributable to:-			
- Owners of the Company		(16,808)	(16,102)
- Non-controlling interests	29	(32)	(140)
		<u>(16,840)</u>	<u>(16,242)</u>
Loss per share:-	36		
- Basic (sen)		(5.96)	(5.73)
- Diluted (sen)		(5.96)	(5.73)
Loss for the financial year		(16,840)	(16,242)
Other comprehensive (deficit)/income:-			
<i>Item that will not be reclassified to profit or loss:-</i>			
- Remeasurement of defined benefit liability		15	766
<i>Items that may be reclassified subsequently to profit or loss:-</i>			
- Currency translation differences for foreign operations		(1,468)	749
- Share of associate's other comprehensive (deficit)/income		(898)	480
Total comprehensive (deficit)/income for the financial year		(2,351)	1,995
Comprehensive deficit for the financial year		<u>(19,191)</u>	<u>(14,247)</u>
Comprehensive deficit for the financial year attributable to:-			
- Owners of the Company		(19,159)	(14,107)
- Non-controlling interests		(32)	(140)
		<u>(19,191)</u>	<u>(14,247)</u>

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Non-distributable				Distributable				Equity	
	Share capital RM'000	Treasury shares RM'000	Statutory reserve ¹ RM'000	Share grant reserve RM'000	Currency translation reserve RM'000	Retained profits RM'000	attributable to owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000	
Group										
At 1 January 2024	279,596	-	13,960	511	39,844	134,632	468,543	123	468,666	
Remeasurement of defined benefit liability	-	-	-	-	-	15	15	-	15	
Currency translation differences for foreign operations	-	-	-	-	(1,468)	-	(1,468)	-	(1,468)	
Share of associate's other comprehensive income	-	-	-	-	(898)	-	(898)	-	(898)	
Total other comprehensive (deficit)/income for the financial year	-	-	-	-	(2,366)	15	(2,351)	-	(2,351)	
Loss for the financial year	-	-	-	-	-	(16,808)	(16,808)	(32)	(16,840)	
Comprehensive deficit for the financial year	-	-	-	-	(2,366)	(16,793)	(19,159)	(32)	(19,191)	
Share-based payments	-	-	-	740	-	-	740	-	740	
Issue of shares pursuant to Share Grant Plan	318	-	-	(318)	-	-	-	-	-	
Total transactions with owners	318	-	-	422	-	-	740	-	740	
Change in ownership interests in a subsidiary	-	-	-	-	-	-	-	73	73	
At 31 December 2024	279,914	-	13,960	933	37,478	117,839	450,124	164	450,288	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

	Non-distributable			Distributable			Equity		
	Share capital RM'000	Treasury shares RM'000	Statutory reserve ¹ RM'000	Share grant reserve RM'000	Currency translation reserve RM'000	Retained profits RM'000	attributable to owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
Group									
At 1 January 2023	279,084	(148)	13,960	991	38,615	150,054	482,556	(25)	482,531
Acquisition of subsidiary	-	-	-	-	-	-	-	288	288
Remeasurement of defined benefit liability	-	-	-	-	-	766	766	-	766
Currency translation differences for foreign operations	-	-	-	-	749	-	749	-	749
Share of associate's other comprehensive income	-	-	-	-	480	-	480	-	480
Total other comprehensive income for the financial year	-	-	-	-	1,229	766	1,995	-	1,995
Loss for the financial year	-	-	-	-	-	(16,102)	(16,102)	(140)	(16,242)
Comprehensive income/(deficit) for the financial year	-	-	-	-	1,229	(15,336)	(14,107)	(140)	(14,247)
Resale of treasury shares	-	148	-	-	-	(86)	62	-	62
Share-based payments	-	-	-	32	-	-	32	-	32
Issue of shares pursuant to Share Grant Plan	512	-	-	(512)	-	-	-	-	-
Total transactions with owners	512	148	-	(480)	-	(86)	94	-	94
At 31 December 2023	279,596	-	13,960	511	39,844	134,632	468,543	123	468,666

¹ This represents the cumulative amount transferred from the retained profits of a subsidiary under the statutory requirements of the People's Republic of China.

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

**CONSOLIDATED STATEMENT
OF CASH FLOWS**
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Group	
	2024	2023
Note	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES:-		
Loss before taxation	(8,382)	(13,579)
Adjustments for:-		
Depreciation on:-		
- Investment properties	966	967
- Property, plant and equipment	13,976	13,288
- Right-of-use assets	1,520	1,556
Dividend income	(91)	(64)
Fair value changes in biological assets	46	12
Fair value gains on financial instruments	(2,694)	(2,184)
Financial guarantee contracts income	(42)	-
Gain on disposal of right-of-use assets	-	(54)
Gain on lease modification	(4)	-
Government grants income	(851)	(186)
Impairment loss on goodwill	1,392	-
Impairment losses on financial assets	357	-
Interest expense	3,722	2,836
Interest income	(1,820)	(1,831)
Inventories written down	126	262
Loss on derecognition of financial assets	63	8
Loss on disposal of property, plant and equipment	6,111	322
Property, plant and equipment written off	2	10
Provision for retirement benefits	655	1,032
Provision for slow-moving inventories	372	299
Reversal of inventories written down	(262)	(70)
Reversal on provision for slow-moving inventories	(219)	(239)
Share-based payments	740	32
Share of associate's loss	312	2,084
Share of joint venture's loss	686	162
Unrealised loss/(gain) on foreign exchange	1,170	(437)
Operating profit before working capital changes and balance carried forward	17,851	4,226

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

		Group	
		2024	2023
	Note	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES:- (CONTINUED)			
Operating profit before working capital changes and balance brought forward		17,851	4,226
Changes in:-			
Inventories		(29,626)	(1,633)
Contract costs		679	(799)
Contract assets		(1,974)	(361)
Receivables		(2,412)	2,743
Derivatives		152	9
Prepayments		159	1,009
Contract liabilities		(2,295)	(459)
Payables		10,901	(4,169)
Cash (used in)/generated from operations		(6,565)	566
Retirement benefits paid		-	(2,505)
Tax paid		(5,254)	(3,113)
Tax refunded		251	148
Net cash used in operating activities		(11,568)	(4,904)
CASH FLOWS FROM INVESTING ACTIVITIES:-			
Acquisition of property, plant and equipment		(17,947)	(14,149)
Acquisition of right-of-use assets		-	(191)
Acquisition of subsidiaries, net of cash acquired		-	(1,087)
Additions of investment properties		(1)	-
Additions of other investments		(6,772)	-
Dividends received		91	64
Government grants received		3,125	857
Interest and fund distributions received		1,835	1,867
Placement of pledged fixed deposits		(5,371)	-
Proceeds from disposal of other investment		5,435	4,975
Proceeds from disposal of property, plant and equipment		1,075	1,907
Proceeds from disposal of right-of-use assets		-	708
Subscription for shares in associate		-	(1,084)
Subscription for shares in joint venture		(2,295)	-
Net cash used in investing activities		(20,825)	(6,133)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

		Group	
		2024	2023
	Note	RM'000	RM'000
CASH FLOWS FROM FINANCING ACTIVITIES:-			
Increase/(Decrease) in short-term loans and borrowings, net		15,828	(12,209)
Drawdown of term loans		11,580	20,141
Interest paid		(3,722)	(2,816)
Proceeds from allotment of non-controlling interests in subsidiary		73	-
Payment of lease liabilities		(371)	(985)
Resale of treasury shares		-	62
Repayment of term loans		(5,709)	(3,199)
Net cash generated from financing activities		17,679	994
NET CHANGE IN CASH AND CASH EQUIVALENTS		(14,714)	(10,043)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		(1,935)	421
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR		80,687	90,309
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR		64,038	80,687
ANALYSIS OF CASH AND CASH EQUIVALENTS:-			
Cash and bank balances		32,591	34,236
Term deposits		36,829	45,452
Short-term funds - at fair value		9	1,019
		69,429	80,707
Less: Term deposits pledged to licensed banks		(5,391)	(20)
		64,038	80,687
CASH OUTFLOWS FOR LEASES AS LESSEE			
Included in net cash from operating activities			
Payment relating to short-term leases	33	45	43
Interest paid in relation to lease liabilities	33	41	37
Included in net cash from financing activities			
Payment of lease liabilities		371	985
Total cash outflows for leases		457	1,065

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

Reconciliation of movements of liabilities to cash flows arising from financing activities:-

	Trust receipts RM'000	Revolving credits RM'000	Term loans RM'000	Lease liabilities RM'000
Group				
At 1 January 2023	7,939	14,000	30,913	382
Net changes from financing cash flows	1,569	(13,778)	(3,199)	(985)
Acquisition of subsidiary	-	-	140	185
Drawdown of term loans	-	-	20,141	-
Drawdown of hire purchase financing	-	-	-	1,252
Acquisition of new leases	-	-	-	162
Derecognition	-	-	-	(16)
Currency translation differences	-	(222)	(308)	-
At 31 December 2023	9,508	-	47,687	980
Net changes from financing cash flows	(4,855)	20,683	(5,709)	(371)
Drawdown of term loans	-	-	11,580	-
Acquisition of new leases	-	-	-	318
Derecognition	-	-	-	(40)
Currency translation differences	-	-	18	-
At 31 December 2024	4,653	20,683	53,576	887

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

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

		Company	
		2024	2023
	Note	RM'000	RM'000
Non-current assets			
Property, plant and equipment	5	157	57
Investment properties	6	23,125	23,125
Right-of-use assets	7	510	647
Investment in subsidiaries	9	401,006	212,496
Investment in joint venture	11	4,507	4,507
Other investments	12	7,114	3,064
Receivables	14	527	193,585
Total non-current assets		436,946	437,481
Current assets			
Receivables	14	18,124	19,822
Prepayments		60	35
Current tax assets		-	1
Cash and cash equivalents	20	11,916	10,475
Total current assets		30,100	30,333
Current liabilities			
Payables	22	1,632	5,163
Lease liabilities	24	105	108
Financial guarantee contracts	25	4,465	4,507
Current tax liabilities		4,072	-
Total current liabilities		10,274	9,778
Net current assets		19,826	20,555
Non-current liabilities			
Deferred tax liabilities	15	1,099	1,099
Lease liabilities	24	350	446
Retirement benefits	26	7,225	6,585
Total non-current liabilities		8,674	8,130
Net assets		448,098	449,906
Equity			
Share capital	28	279,914	279,596
Treasury shares	28	-	-
Share grant reserve	28	933	511
Retained profits		167,251	169,799
Total equity		448,098	449,906

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

STATEMENT OF COMPREHENSIVE INCOME
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

		Company	
		2024	2023
	Note	RM'000	RM'000
Revenue	30	17,008	12,462
Cost of sales		(7,571)	(7,778)
Gross profit		9,437	4,684
Other income		3,054	2,683
Administrative expenses		(4,334)	(3,603)
Finance costs		(20)	(13)
Impairment gains/(losses) on financial assets	31	14,676	(822)
Other expenses		(21,299)	(716)
Profit before tax	33	1,514	2,213
Tax expense	35	(4,077)	(3)
(Loss)/Profit for the financial year		(2,563)	2,210
Other comprehensive income:-			
<i>Item that will not be reclassified to profit or loss:-</i>			
- Remeasurement of defined benefit liability		15	766
Total comprehensive income for the financial year		15	766
Comprehensive (deficit)/income for the financial year		(2,548)	2,976

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

STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Non-distributable			Distributable	Total equity RM'000
	Share capital RM'000	Treasury shares RM'000	Share grant reserve RM'000	Retained profits RM'000	
Company					
At 1 January 2024	279,596	-	511	169,799	449,906
Remeasurement of defined benefit liability (representing total other comprehensive income for the financial year)	-	-	-	15	15
Loss for the financial year	-	-	-	(2,563)	(2,563)
Comprehensive deficit for the financial year	-	-	-	(2,548)	(2,548)
Share-based payments	-	-	740	-	740
Issue of shares pursuant to Share Grant Plan	318	-	(318)	-	-
Total transactions with owners	318	-	422	-	740
At 31 December 2024	279,914	-	933	167,251	448,098
At 1 January 2023	279,084	(148)	991	166,909	446,836
Remeasurement of defined benefit liability (representing total other comprehensive income for the financial year)	-	-	-	766	766
Profit for the financial year	-	-	-	2,210	2,210
Comprehensive income for the financial year	-	-	-	2,976	2,976
Resale of treasury shares	-	148	-	(86)	62
Share-based payments	-	-	32	-	32
Issue of shares pursuant to Share Grant Plan	512	-	(512)	-	-
Total transactions with owners	512	148	(480)	(86)	94
At 31 December 2023	279,596	-	511	169,799	449,906

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

STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Company	
	2024	2023
Note	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES:-		
Profit before taxation	1,514	2,213
Adjustments for:-		
Depreciation on:-		
- Property, plant and equipment	27	25
- Right-of-use assets	137	121
Dividend income	(6,091)	(6,064)
Fair value gains on financial instruments	(2,728)	(2,032)
Financial guarantee contracts income	(42)	-
Gain on disposal of right-of-use assets	-	(54)
(Reversal of impairment losses)/Impairment losses on financial assets	(14,676)	822
Interest expense	20	13
Interest income	(283)	(249)
Loss on disposal of property, plant and equipment	-	1
Impairment losses/(Reversal of impairment losses) on investments in subsidiaries	20,581	(337)
Provision for retirement benefits	655	1,032
Share-based payments	450	(9)
Unrealised loss/(gain) on foreign exchange	4	(7)
Operating loss before working capital changes	(432)	(4,525)
Changes in:-		
Receivables	209,432	(3,438)
Prepayments	(25)	2
Payables	(3,531)	(1,247)
Cash generated from/(used in) operations	205,444	(9,208)
Retirement benefits paid	-	(2,505)
Tax paid	(5)	(3)
Net cash generated from/(used in) operating activities	205,439	(11,716)

STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONTINUED)

		Company	
		2024	2023
	Note	RM'000	RM'000
CASH FLOWS FROM INVESTING ACTIVITIES:-			
Acquisition of property, plant and equipment		(127)	(25)
Acquisition of right-of-use assets		-	(190)
Additions of other investments		(6,772)	-
Dividends received		6,091	6,464
Interest and fund distributions received		298	285
Proceeds from disposal of other investment		5,435	4,975
Proceeds from disposal of property, plant and equipment		-	1
Proceeds from disposal of right-of-use assets		-	708
Subscription for preference shares in subsidiaries		(208,800)	-
Net cash (used in)/generated from investing activities		(203,875)	12,218
CASH FLOWS FROM FINANCING ACTIVITIES:-			
Interest paid		(20)	(13)
Payment of lease liabilities		(99)	(679)
Resale of treasury shares		-	62
Net cash used in financing activities		(119)	(630)
NET CHANGE IN CASH AND CASH EQUIVALENTS		1,445	(128)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		(4)	7
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR		10,475	10,596
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR		11,916	10,475
CASH OUTFLOWS FOR LEASES AS LESSEE			
Included in net cash from operating activities			
Payment relating to short-term leases	33	160	159
Interest paid in relation to lease liabilities	33	20	13
Included in net cash from financing activities			
Payment of lease liabilities		99	679
Total cash outflows for leases		279	851

Reconciliation of movements of liabilities to cash flows arising from financing activities:-

	Lease liabilities RM'000
Company	
At 1 January 2023	58
Net changes from financing cash flows	(679)
Drawdown of hire purchase financing	1,175
At 31 December 2023	554
Net changes from financing cash flows	(99)
At 31 December 2024	455

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

1. GENERAL INFORMATION

The Company is principally engaged in investment holding, provision of corporate and management services to the Group. The principal activities and other details of the subsidiaries are as disclosed in Note 9 to the financial statements. There have been no significant changes to the nature of these principal activities during the financial year.

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

The registered office and principal place of business of the Company are located at Part of Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, 11900 Bayan Lepas, Penang, Malaysia.

The financial statements are expressed in Ringgit Malaysia and all values are rounded to the nearest thousand ("RM'000") unless otherwise indicated.

The financial statements of the Group and of the Company have been authorised for issue by the Board of Directors in accordance with a resolution of the directors on 17 April 2025.

2. BASIS OF PREPARATION

2.1 Statement of compliance

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

2.2 New MFRSs, Amendments/Improvements to MFRSs and New IC Interpretations ("IC Int") adopted during the financial year

The Group and the Company adopted the following standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ("MASB") during the financial year:-

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2024

- Amendments to MFRS 16, *Leases* - Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101, *Presentation of Financial Statements* – Non-current Liabilities with Covenants and Classification of Liabilities as Current or Non-current
- Amendments to MFRS 107, *Statement of Cash Flows* and MFRS 7, *Financial Instruments: Disclosures* – Supplier Finance Arrangements

The adoption of the above amendments/improvements 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRSs, Amendments/Improvements to MFRSs and New IC Interpretations ("IC Int") that have been issued but not yet effective for current financial year

The following are accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been adopted by the Group and the Company:-

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2025

- MFRS 121, *The Effects of Changes in Foreign Exchange Rates* - Lack of Exchangeability

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2026

- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures* - Classification and Measurement of Financial Instruments
- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures* - Contracts Referencing Nature-dependent Electricity
- Amendments that are part of Annual Improvements - Volume 11:-
 - Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards*
 - Amendments to MFRS 7, *Financial Instruments: Disclosures*
 - Amendments to MFRS 9, *Financial Instruments*
 - Amendments to MFRS 10, *Consolidated Financial Statements*
 - Amendments to MFRS 107, *Statement of Cash Flows*

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2027

- MFRS 18, *Presentation and Disclosure in Financial Statements*
- MFRS 19, *Subsidiaries without Public Accountability: Disclosures*

MFRSs, Interpretations and amendments effective for annual periods on or after a date yet to be confirmed

- Amendments to MFRS 10, *Consolidated Financial Statements* and MFRS 128, *Investments in Associates and Joint Ventures* - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments, where applicable from the annual period beginning on 1 January 2025 for those accounting standards, interpretations and amendments that are effective for annual periods beginning on or after 1 January 2025.

The initial application for the accounting standards, interpretations and amendments are not expected to have any material financial impact to the current period or prior period financial statements of the Group and of the Company.

2.4 Basis of measurement

The financial statements of the Group and of the Company have been prepared under the historical cost basis, other than as disclosed in the material accounting policies information in Note 3 to the financial statements.

2. BASIS OF PREPARATION (CONTINUED)

2.5 Use of estimates and judgement

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 disclosures 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, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4 to the financial statements.

3. MATERIAL ACCOUNTING POLICIES INFORMATION

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

3.1 Basis of consolidation

(a) Subsidiaries and business combination

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

(b) Accounting for non-controlling interest

The Group accounts for all changes in its ownership interest in a subsidiary that do not result in a loss of control as equity transactions between the Group and its non-controlling interest holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against the Group's reserve.

(c) Associate

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

(d) Joint arrangements

The Group classifies its joint arrangements as disclosed in Note 11 as joint venture and accounts its interests using the equity method as the Group has rights to the net assets of the arrangements.

(e) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

3.2 Separate financial statements

In the Company's statement of financial position, investment in subsidiaries, joint venture and associate are measured at cost less any accumulated impairment losses.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.3 Financial instruments

Financial assets – subsequent measurement and gains and losses

Financial assets at fair value through profit or loss

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

Debt instruments at amortised cost

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

Debt instruments at fair value through other comprehensive income

The Group and the Company subsequently measure these assets at fair value. Interest income calculated under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

Equity instruments at fair value through other comprehensive income

The Group and the Company subsequently measure all equity investments at fair value. Upon initial recognition, the Group and the Company have made an irrevocable election to classify its equity investments that are not held for trading as equity instruments designated at fair value through other comprehensive income or fair value through profit or loss. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are not recycled to profit or loss. Dividend are recognised as other income in the profit or loss when the right of payment has been established, except when the Group and the Company benefit from such proceeds as a recovery of part of the cost of the financial assets, in which case, such gains are recorded in other comprehensive income or fair value through profit or loss. Equity instruments designated at fair value through other comprehensive income or fair value through profit or loss are not subject to impairment assessment.

Regular way purchase or sale of financial assets

A regular way purchase or sale of financial assets is recognised and derecognised, as applicable, using trade date accounting (i.e. the date the Group and the Company commit themselves to purchase or sell an asset). Generally, interest does not start to accrue on the asset and corresponding liability until the settlement date when title passed.

Financial liabilities – subsequent measurement and gains and losses

The Group and the Company classify the financial liabilities at amortised cost or fair value through profit or loss. Financial liabilities are classified as fair value through profit or loss if it is classified as held for trading, it is a derivative, it is contingent consideration of an acquirer in a business combination or it is designated as such on initial recognition. Financial liabilities at fair value through profit or loss are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

The Group and the Company subsequently measure other financial liabilities at amortised cost under the effective interest method. Interest expenses 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 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.3 Financial instruments (Continued)

Derivatives

The Group uses forward exchange contracts to hedge the exposure of currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains and losses arising from changes in the fair value of derivatives are taken directly to the profit or loss.

Financial guarantee contracts

Financial guarantees issued are initially measured at fair value. Subsequently measured at higher of:-

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

Liabilities arising from financial guarantees are presented together with other provisions.

3.4 Property, plant and equipment and depreciation

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

Cost of bearer plants consists of plantation development costs incurred from the commencement of planting of oil palm seeding up to the maturity of the crop cultivated. Capitalisation of plantation development and other operating costs ceases upon the commencement of commercial harvesting of the agricultural produce.

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. The immature bearer plants are not depreciated until such time when they are 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.

	Rate
Buildings	2% - 5%
Plant and machinery	5% - 33%
Furniture, fittings and office equipment	5% - 50%
Motor vehicles	20%
Bearer plant (oil palm trees)	5% - 10%

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.5 Leases

(a) Lessee accounting

The Group and the Company present right-of-use assets and lease liabilities as separate lines in the statements of financial position.

Short-term leases and leases of low value assets

The Group and the Company has 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 recognises 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 the 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 lease term.

Leasehold lands and buildings are depreciated on a straight-line basis over the remaining lease term and remaining useful live.

Leasehold lands and buildings are revalued periodically, at least once in every five (5) years. Surpluses arising from revaluation are recognised in other comprehensive income and accumulated in equity under revaluation reserve to the extent that it reserves a revaluation deficit of the same asset previously recognised in profit or loss. Deficits arising from the revaluation, to the extent that they are not supporting by any previous revaluation surpluses, are recognised in profit or loss.

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 has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

(b) Lessor accounting

The Group recognised lease payment 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 sub-lease properties which recognise as other income.

3.6 Investment properties

Investment properties are properties held (by the owner or the lessee as right-of-use asset) to earn rentals or capital appreciation or both. Investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. All other investment properties are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Years
Buildings	27 - 50

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.7 Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(a) Land held for property development

Land held for property development (classified within non-current assets) comprise land banks which are in the process of being prepared for development but have not been launched, or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses.

Cost associated with the acquisition of land includes the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other relevant levies. Generally, no significant development work would have been undertaken on these lands other than project planning, infrastructure work, earth work and landscape work incurred to prepare the land for development.

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

(b) Property development cost

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

Property development cost is subsequently recognised in profit or loss by reference to the progress towards complete satisfaction of that performance obligations at the reporting period. It is measured based on direct measurements of the value transferred by the Group to the customers and the Group's efforts or inputs to the satisfaction of the performance obligation.

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

Property development costs of unsold unit is transferred to completed properties once the development is completed.

(c) Completed properties

Costs comprise costs of acquisition of land including all related costs incurred subsequent to the acquisition necessary to prepare the land for its intended use, related development costs to projects and direct building costs.

(d) Finished goods, raw materials and work in progress

Costs incurred in bringing the inventories to their present location and condition are accounted as follows:-

- Raw materials: purchase costs on a weighted average basis.
- Finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a weighted average cost basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.8 Contract assets and contract liabilities

(a) Contract assets

A contract asset is the right of the Group to consideration in exchange for goods or services that it has transferred to the customer when that right is conditional upon future performance but not through the passage of time. If the Group has performed its obligation by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised and presented net of any amounts that has been recognised as receivables. Contract asset is presented as the excess of cumulative revenue earned or recognised in profit or loss over the billings to date to the customer. Contract assets are subject to impairment assessment in accordance with MFRS 9 *Financial Instruments*.

(b) Contract liabilities

A contract liability is the obligation of the Group to transfer goods and services to a customer for which it has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional before it transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs its obligation under the contract. Contract liability is the excess of the billings to date to the customer over the cumulative revenue earned or recognised in profit or loss. Contract liabilities include advance payment and down payments received from customers and other amounts where the Group has billed before the goods are delivered or services are provided to the customers.

3.9 Impairment

(a) Impairment of financial assets

The Group and the Company recognise loss allowances for expected credit losses on financial assets measured at amortised cost, debt investments measured at fair value through other comprehensive income, contract assets and lease receivables. Expected credit losses are a probability-weighted estimate of credit losses.

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

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

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

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.9 Impairment (Continued)

(a) Impairment of financial assets (Continued)

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

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

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

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

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

(b) Impairment of other assets

The carrying amounts of other assets (except for inventories, contract assets, deferred tax asset and investment properties measured at fair value) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.9 Impairment (Continued)

(b) Impairment of other assets (Continued)

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

3.10 Cash and cash equivalents

Cash and cash equivalents comprise of cash on hand, bank balances, deposits with banks and other short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value with original maturity periods of three months or less. Cash and cash equivalents are stated at net of bank overdrafts and deposits pledged to the financial institution.

3.11 Revenue and other income

Revenue from contracts with customers is recognised by reference to each distinct performance obligation in the contract with customers. Revenue from contracts with customers is measured at its transaction price, being the amount of consideration which the Group and the Company expect to be entitled in exchange for transferring promised goods or services to a customer, net of goods and service tax, returns, rebates and discounts. Transaction price is allocated to each performance obligation on the basis of the relative standalone selling prices of each distinct good or services promised in the contract. Depending on the substance of the contract, revenue is recognised when the performance obligation is satisfied, which may be at a point in time or over time.

(a) Sale of goods

The Group determines that the transfer of control of promised goods generally coincides with the transfer of risks and rewards of ownership. Accordingly, revenue from the sale of goods is recognised at a point in time when the significant risks and rewards of ownership have been transferred to the customer upon delivery.

(b) Rendering of services

The Group determines that the transfer of control of promised services generally coincides with the Group's performance as the customer simultaneously receives and consumes the benefits of the performance as the Group performs. Accordingly, revenue from the rendering of services is recognised over time when the services are performed. The Group measures the progress towards complete satisfaction of the performance obligation using an output method, i.e. time elapsed.

(c) Property development

The Group develops and sell residential and commercial properties. Contracts with customers may include multiple distinct promises to customers and therefore are accounted for as separate performance obligations. In the contract with customer contains more than one performance obligation, when the stand-alone selling price is not directly observable, they are estimated based on expected cost plus margin approach.

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.11 Revenue and other income (Continued)

(c) Property development (Continued)

Revenue from residential and commercial properties is 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 performance do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to-date. 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).

Based on the Group's customary business practice, the customers' legal fees are borne by the Group. Revenue is recognised based on the transaction price agreed in the contracts, net of the customers' legal fees. The Group uses its experience in estimating the legal fees to be incurred by using the expected value method. The amount of revenue recognised does not include any customers' legal fees which are constrained.

For residential properties, as part of the statutory requirements, the Group's obligations are to rectify any defects that become apparent within the defect liability period of 24 months after the customer takes vacant possession of the building. No provision for rectification costs has been made as at the end of the financial year as there has been no known material defect reported and only minimal costs have been incurred in the past.

(d) Sales of completed development units

The Group recognises sales at a point in time for the sales of completed development units, when the control of the properties has been transferred to the purchasers, being when the properties have been completed and delivered to the customers.

(e) Construction contracts

Revenue from construction contracts is recognised 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 bear to the estimated total construction costs (an input method).

(f) Sale of agricultural commodities

Revenue from sale of agricultural commodities is recognised net of discount and taxes collected on behalf at a point in time when control of the agricultural commodities has been transferred to the customer. The control transfers upon delivery of the agricultural commodities to a location specified by the customer and acceptance of the agricultural commodities by the customer.

(g) Management income

Management fee is recognised on an accrual basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.11 Revenue and other income (Continued)

(h) Dividend income

Dividend income is recognised in profit or loss only when the right to receive payment of the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(i) Rental income

Rental income is recognised in profit or loss on a straight-line basis over the term of the lease. Rental income from sub-leased property is recognised as other income.

(j) Interest income

Interest income is recognised as it accrues using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

3.12 Government grants

The Group presents the government grants related to assets in the statements of financial position as deferred income which is amortised on a straight-line basis over the estimated useful lives of the assets.

3.13 Employee benefits

(a) Short-term employee benefits

Short-term employee benefits such as wages, salaries, bonuses and social security contributions are recognised in profit or loss, where appropriate, in the period in which the associated services are rendered by the employee.

(b) Defined contribution plans

As required by law, the Group and the Company are required to make monthly contributions to the Employees Provident Fund ("EPF"), a statutory defined contribution plan for all its eligible employees based on certain prescribed rate of the employees' salaries. The Group's and the Company's contribution to EPF are disclosed separately and the employees' contributions to EPF are included in salaries, bonuses, allowances and other staff benefits. Once the contributions have been paid, the Group and the Company have no further payment obligations.

(c) Defined benefits plans

The Group and the Company operate an unfunded final salary defined benefit plan for certain key management personnel. The benefits are calculated based on the length of service and the agreed percentages of eligible employees' salaries over the period of their employment.

The liability in respect of a defined benefit plan is the present value of the defined benefit obligation at the reporting date minus the fair value of plan assets.

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.13 Employee benefits (Continued)

(c) Defined benefits plans (Continued)

The defined benefit obligation is calculated by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

All components of defined benefit costs are recognised in profit or loss in the period in which they are incurred, except for remeasurement of the defined benefit liability which is recognised in other comprehensive income.

Past-service costs are recognised immediately in profit or loss.

(d) Share-based payment transactions

The Share Grant Plan of the Company grants the Group's eligible employees shares in the Company upon satisfying specified vesting conditions. These equity compensation benefits are treated as equity-settled share-based payment transactions and recognised in profit or loss with a corresponding increase in equity over the vesting period as share grant reserve. The total amount to be recognised is determined by reference to the fair value of the shares at grant date and the estimated number of shares expected to vest on vesting date.

3.14 Borrowing costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

3.15 Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

3.16 Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.17 Foreign currencies

(a) Functional and presentation currency

The Group's consolidated financial statements are presented in RM which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

(b) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at the functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in foreign exchange reserve other comprehensive income ("OCI") until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

(c) Group companies

On consolidation, the assets and liabilities of foreign operations are translated into RM at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

3. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.18 Biological assets

Biological assets (excluding bearer plants but including the produce growing thereon) and agricultural produce harvested therefrom are measured at fair value less costs of disposal. Any gain or loss arising from initial recognition at or a change in the fair value less costs of disposal is recognised in profit or loss.

3.19 Government grants

Government grants are recognised when there is reasonable assurance that the Group or the Company will comply with the conditions attaching to the grants and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group or the Company recognises as expenses the related costs for which the grants are intended to compensate. Grants related to assets are presented in the statement of financial position as deferred income which is amortised on a straightline basis over the estimated useful lives of the assets. Grants related to income are presented under "other income" in the statement of profit or loss.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than the following:-

(a) Impairment assessment of financial assets and contract assets

The Group and the Company assess the credit risk at each reporting date, whether there have been significant increases in credit risk since initial recognition on an individual basis. To determine whether there is a significant increase in credit risk, the Group and the Company consider factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is significant increase in credit risk, the Group and the Company determine the lifetime expected credit loss by considering the loss given default and the probability of default assigned to each counterparty customer. The financial assets are written-off either partially or full when there is no realistic prospect of recovery. This is generally the case when the Group and the Company determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-offs.

The carrying amounts of the receivables and the contract assets are disclosed in Note 14 and Note 18 to the financial statements.

(b) Revenue and costs from property development activities

The Group recognises property development revenue over time by measuring the progress towards complete satisfaction of the performance obligation. Property development costs and incremental costs of obtaining the contract are also recognised in profit or loss on a systematic basis that is consistent with the recognition of related revenue. These procedures involve judgements and estimation uncertainty in predicting the outcome of the performance obligation based on past experience, work of experts and continuous monitoring mechanism.

The carrying amounts of the inventories, contract costs, contract assets and contract liabilities are disclosed in Note 13, Note 17 and Note 18(a) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) Revenue and costs from construction contracts

The Group considers the effects of variable consideration in determining the transaction price of a performance obligation satisfied over time, and recognises revenue accordingly by measuring the progress towards complete satisfaction of the performance obligation. These procedures involve judgements and estimation uncertainty in predicting the outcome of the performance obligation based on past experience, work of experts and continuous monitoring mechanism.

The carrying amounts of the contract assets and contract liabilities are disclosed in Note 18(b) to the financial statements.

(d) Valuation of inventories

Inventories are subject to assessment for any potential write-down of cost to net realisable value. Such assessment involves judgements and estimation uncertainty in considering information about the asset's value and economic performance as well as the overall property market conditions.

The carrying amount of the inventories is disclosed in Note 13 to the financial statements.

(e) Income tax

Significant judgement and estimates are used in arriving at taxable profits for the year and for prior years, including assessing the deductibility of expense items for tax purposes. Management is guided by tax laws/cases on such instances. Management believes that all deductions claimed, in arriving at taxable profits for current and prior years, are appropriate and justifiable.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

5. PROPERTY, PLANT AND EQUIPMENT

		Freehold land	Buildings	Plant and machinery	Furniture, fittings and office equipment	Motor vehicles	Bearer plants	Capital work-in- progress	Total
	Note	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Group									
Cost									
At 1 January 2023		21,193	64,618	232,031	9,372	6,051	804	2,298	336,367
Acquisition of subsidiary		-	-	-	133	-	-	-	133
Additions		-	1,016	10,290	337	1,656	-	850	14,149
Disposals		-	-	(15,315)	(31)	(1,504)	-	-	(16,850)
Write-offs		-	-	(100)	(10)	-	-	-	(110)
Currency translation differences		-	665	1,879	77	8	-	-	2,629
Reclassifications		-	-	844	845	-	-	(1,689)	-
Transfer to asset held for sale	21	-	-	-	(9)	-	-	-	(9)
At 31 December 2023		21,193	66,299	229,629	10,714	6,211	804	1,459	336,309
Additions		2,880	2,729	2,697	566	890	-	8,185	17,947
Disposals		-	(4)	(77,550)	(3,531)	(398)	-	-	(81,483)
Write-offs		-	-	(3,526)	(35)	-	-	-	(3,561)
Currency translation differences		-	(1,863)	(2,013)	(81)	(11)	-	-	(3,968)
Reclassifications		-	6,191	6,880	(72)	(73)	-	(9,344)	3,582
Transfer from asset held for sale	21	-	-	-	1	-	-	-	1
At 31 December 2024		24,073	73,352	156,117	7,562	6,619	804	300	268,827
Accumulated depreciation									
At 1 January 2023		-	39,866	176,458	8,250	4,785	610	-	229,969
Acquisition of subsidiary		-	-	-	31	-	-	-	31
Charges for the financial year		-	3,923	8,412	499	421	33	-	13,288
Disposals		-	-	(13,836)	(29)	(756)	-	-	(14,621)
Write-offs		-	-	(90)	(10)	-	-	-	(100)
Currency translation differences		-	494	1,674	69	7	-	-	2,244
Transfer to asset held for sale	21	-	-	-	(1)	-	-	-	(1)
At 31 December 2023		-	44,283	172,618	8,809	4,457	643	-	230,810
Charges for the financial year		-	3,896	8,944	442	662	32	-	13,976
Disposals		-	(3)	(70,743)	(3,184)	(375)	-	-	(74,305)
Write-offs		-	-	(3,526)	-	(33)	-	-	(3,559)
Currency translation differences		-	(1,613)	(1,794)	(72)	(10)	-	-	(3,489)
Reclassifications		-	2,905	991	(90)	(123)	(1)	-	3,682
At 31 December 2024		-	49,468	106,490	5,905	4,578	674	-	167,115
Accumulated impairment losses									
At 1 January 2023/ 31 December 2023		-	379	1,018	7	-	-	-	1,404
Reclassifications		-	925	(1,018)	(7)	-	-	-	(100)
At 31 December 2024		-	1,304	-	-	-	-	-	1,304
Carrying amount									
At 31 December 2023		21,193	21,637	55,993	1,898	1,754	161	1,459	104,095
At 31 December 2024		24,073	22,580	49,627	1,657	2,041	130	300	100,408

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Total RM'000
Company			
Cost			
At 1 January 2023	301	626	927
Additions	25	-	25
Disposals	(17)	-	(17)
Write-offs	(10)	-	(10)
At 31 December 2023	299	626	925
Additions	54	73	127
Write-offs	(11)	-	(11)
At 31 December 2024	342	699	1,041
Accumulated depreciation			
At 1 January 2023	242	626	868
Charges for the financial year	25	-	25
Disposals	(15)	-	(15)
Write-offs	(10)	-	(10)
At 31 December 2023	242	626	868
Charges for the financial year	25	2	27
Write-offs	(11)	-	(11)
At 31 December 2024	256	628	884
Carrying amount			
At 31 December 2023	57	-	57
At 31 December 2024	86	71	157

(a) Cash disbursed for the purchase of property, plant and equipment

The cash disbursed for the purchase of property, plant and equipment is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Cost of property, plant and equipment purchased	17,947	14,149	127	25
Amount financed through term loans	(4,080)	-	-	-
Cash disbursed for purchase of property, plant and equipment	13,867	14,149	127	25

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(b) Assets pledged as security

The carrying amount of freehold land and buildings pledged as security for loans and borrowings granted (as disclosed in Note 23(b) to the financial statements) to the Group are as follows:-

	Group	
	2024	2023
	RM'000	RM'000
Freehold land	6,330	3,450
Buildings	2,862	974
	<u>9,192</u>	<u>4,424</u>

6. INVESTMENT PROPERTIES

	Freehold land RM'000	Buildings RM'000	Total RM'000
Group			
Cost			
At 1 January 2023/31 December 2023	12,389	31,411	43,800
Addition	-	1	1
Reclassification	(229)	230	1
At 31 December 2024	<u>12,160</u>	<u>31,642</u>	<u>43,802</u>
Accumulated depreciation			
At 1 January 2023	-	3,893	3,893
Charge for the financial year	-	967	967
At 31 December 2023	-	4,860	4,860
Charge for the financial year	-	966	966
Reclassification	-	1	1
At 31 December 2024	<u>-</u>	<u>5,827</u>	<u>5,827</u>
Carrying amount			
At 31 December 2023	<u>12,389</u>	<u>26,551</u>	<u>38,940</u>
At 31 December 2024	<u>12,160</u>	<u>25,815</u>	<u>37,975</u>
Fair value			
Estimated fair value at 31 December 2023	<u>16,560</u>	<u>33,390</u>	<u>49,950</u>
Estimated fair value at 31 December 2024	<u>16,560</u>	<u>33,390</u>	<u>49,950</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

6. INVESTMENT PROPERTIES (CONTINUED)

	Freehold land RM'000
Company	
Cost	
At 1 January 2023/31 December 2023/31 December 2024	<u>23,125</u>
Fair value	
Estimated fair value at 31 December 2023	<u>26,800</u>
Estimated fair value at 31 December 2024	<u>26,800</u>

The fair values of investment properties were measured based on appraisals performed by independent professional valuers using the market comparison approach. The appraised values were derived from observable prices per square foot for comparable properties in similar locations. (i.e. Level 2)

The carrying amount of freehold land and buildings pledged as security for loans and borrowings granted (as disclosed in Note 23(b) to the financial statements) to the Group are as follows:-

	Group	
	2024	2023
	RM'000	RM'000
Freehold land	7,662	7,662
Buildings	<u>25,160</u>	<u>26,093</u>
	<u>32,822</u>	<u>33,755</u>

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

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Lease income	3,702	3,640	1,045	1,043
Direct operating expenses:-				
- income generating investment properties	1,017	1,014	4	4
- non-income generating investment properties	<u>38</u>	<u>38</u>	<u>19</u>	<u>19</u>

The Group's investment properties comprise a number of commercial properties that are leased to third parties. These leases contains an initial non-cancellable period up to three (3) to thirty (30) years (2023: three (3) to thirty (30) years) with an option to renew for subsequent three (3) years. The Company also leases certain portion of its freehold land to a subsidiary on a yearly basis from January to December.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

7. RIGHT-OF-USE ASSETS

	Leasehold land RM'000	Buildings RM'000	Motor vehicles RM'000	Total RM'000
Group				
At 1 January 2023	24,228	156	222	24,606
Acquisition of subsidiary	-	77	97	174
Additions	-	240	1,365	1,605
Depreciation charges during the year	(1,107)	(237)	(212)	(1,556)
Disposal	-	-	(654)	(654)
Derecognition ¹	-	(16)	-	(16)
Currency translation differences	324	-	-	324
At 31 December 2023	23,445	220	818	24,483
Additions	-	318	-	318
Depreciation charges during the year	(1,095)	(210)	(215)	(1,520)
Derecognition ¹	-	(36)	-	(36)
Currency translation differences	(737)	-	-	(737)
At 31 December 2024	21,613	292	603	22,508

¹ Derecognition of the right-of-use assets during the financial year is as a result of termination of lease.

	Motor vehicles RM'000
Company	
At 1 January 2023	57
Addition	1,365
Depreciation charges during the year	(121)
Disposal	(654)
At 31 December 2023	647
Depreciation charges during the year	(137)
At 31 December 2024	510

The Group acquired the rights to use the leasehold land as its principal places of business for twenty-eight (28) to thirty-two (32) years. It also leases the buildings as branch offices for two (2) to three (3) years. The rights to use the motor vehicles were acquired by the Group and the Company under hire purchase financing whereby ownership will be transferred by the end of the lease terms of five (5) years.

The carrying amount of motor vehicles pledged as security for the lease liabilities granted (as disclosed in Note 24 to the financial statements) to the Group and the Company are RM603,000/- and RM510,000/- respectively (2023: RM818,000/- and RM647,000/- respectively).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

7. RIGHT-OF-USE ASSETS (CONTINUED)

The following are recognised in profit or loss in respect of right-of-use assets:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Interest on lease liabilities	41	37	20	13
Expenses relating to short-term leases and low value assets	45	43	160	159
Rental income	26	43	-	-

Extension options

Some leases of office contain extension options exercisable by the Group up to two (2) years before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

8. GOODWILL

	Group	
	2024	2023
	RM'000	RM'000
Cost		
At 1 January	1,392	-
Acquisition of subsidiary	-	1,392
At 31 December	1,392	1,392
Accumulated impairment losses		
At 1 January	-	-
Impairment loss for the financial year	1,392	-
At 31 December	1,392	-
Carrying amount		
At 31 December	-	1,392

Goodwill arising from business combination has been allocated to a cash-generating unit ("CGU") for impairment testing purpose. The carrying amounts of goodwill amounting to Nil (2023: RM1,392,000/-) has been allocated to the investment in Star Wheels Electronic Sdn. Bhd..

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

8. GOODWILL (CONTINUED)

Impairment loss on goodwill

At each reporting date, the Group assesses goodwill for impairment by comparing the carrying amount of the CGU to its recoverable amount, which is determined as the higher of fair value less costs to sell and value in use.

During the financial year, the Group recognised an impairment loss of RM1,392,000/- (2023: Nil) on goodwill. The impairment loss was primarily due to a decline in the recoverable amount of the CGU, resulting from a reduction in the value of its underlying assets.

9. INVESTMENT IN SUBSIDIARIES

	Note	Company	
		2024 RM'000	2023 RM'000
Unquoted shares - at cost		232,476	232,476
Subscription of redeemable convertible preference shares ("RCPS")	(a)	208,800	-
Contributions under Share Grant Plan		1,110	819
Impairment losses	(b)	(41,380)	(20,799)
		<u>401,006</u>	<u>212,496</u>

Details of the subsidiaries are as follows:-

Name of subsidiaries	Effective equity interest		Country of incorporation and place of business	Principal activities
	2024 %	2023 %		
<u>Direct subsidiaries</u>				
GUH Asset Holdings Sdn. Bhd. ²	100	100	Malaysia	Investment holding
GUH Capital Sdn. Bhd.	100	100	Malaysia	Investment holding
GUH Electronic Holdings Sdn. Bhd.	100	100	Malaysia	Investment holding
GUH International (HK) Private Limited ^{1,3}	100	100	Hong Kong	Dormant
GUH Land Sdn. Bhd. ²	100	100	Malaysia	Investment holding
GUH Plantations Sdn. Bhd.	100	100	Malaysia	Cultivation of oil palm
GUH Properties Sdn. Bhd.	100	100	Malaysia	Property development
GUH Utilities Holdings Sdn. Bhd. ²	100	100	Malaysia	Investment holding

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

9. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows:- (Continued)

Name of subsidiaries	Effective equity interest		Country of incorporation and place of business	Principal activities
	2024	2023		
	%	%		
<u>Indirect subsidiaries</u>				
<i><u>Held through GUH Asset Holdings Sdn. Bhd.</u></i>				
GUH Realty Sdn. Bhd.	100	100	Malaysia	Property development and investment in real estate
GUH Electrical (BW) Sdn. Bhd. ²	100	100	Malaysia	Dormant
GUH eVehicle Sdn. Bhd. ²	100	100	Malaysia	Sale of electric vehicles
GUH eBattery Sdn. Bhd. ²	100	100	Malaysia	Dormant
Tecnovac Marketing Sdn. Bhd. ²	100	100	Malaysia	Dormant
Milan Diamond Sdn. Bhd.	100	100	Malaysia	Property letting
<i><u>Held through GUH Capital Sdn. Bhd</u></i>				
GUH Power Sdn. Bhd.	100	100	Malaysia	Dormant
Star Wheels Electronic Sdn. Bhd.	70	70	Malaysia	Sale and repair of electric scooters, bicycles and hoverboards
<i><u>Held through GUH Electronic Holdings Sdn. Bhd.</u></i>				
GUH Circuit Industry (PG) Sdn. Bhd.	100	100	Malaysia	Manufacture and sale of printed circuit boards ("PCB")
GUH Circuit Industry (Suzhou) Co., Ltd. ¹	100	100	People's Republic of China	Manufacture and sale of printed circuit boards ("PCB")
Grand United (BVI) Co., Ltd. ^{1,3}	100	100	British Virgin Islands	Dormant
Grand Circuit Industry (Philippines) Inc. ^{1,2}	100	100	Philippines	Dormant
GUH HiTech Circuits Sdn. Bhd. ²	100	100	Malaysia	Dormant

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

9. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows:- (Continued)

Name of subsidiaries	Effective equity interest		Country of incorporation and place of business	Principal activities
	2024	2023		
	%	%		
<u>Indirect subsidiaries (Continued)</u>				
<i><u>Held through GUH Land Sdn. Bhd</u></i>				
GUH Development Sdn. Bhd.	99	99	Malaysia	Property development
<i><u>Held through GUH Utilities Holdings Sdn. Bhd.</u></i>				
Teknoserv Engineering Sdn. Bhd.	100	100	Malaysia	Project managers and contractors for construction of water and waste water treatment plant and road infrastructure
GUH Water Pte Limited ^{1,3}	100	100	Hong Kong	Dormant
<i><u>Held through GUH Realty Sdn. Bhd.</u></i>				
Jeladan Sdn. Bhd. ²	100	100	Malaysia	Dormant
<i><u>Held through Star Wheels Electronic Sdn. Bhd</u></i>				
Starwheels Creative Studio Sdn.Bhd. ^{2,4}	36	36	Malaysia	Sale and modification of electric scooters, bicycles and hoverboards

¹ Not audited by Thelyx Malaysia PLT (formerly known as STYL Associates PLT).

² The audited financial statements and auditors' report for the financial year ended 31 December 2024 consist of material uncertainties related to going concern assumptions.

³ These subsidiaries were consolidated based on their unaudited management accounts as at 31 December 2024.

⁴ In accordance with MFRS 10 "Consolidated Financial Statements", the Company was deemed to have a de-facto control on Starwheels Creative Studio Sdn. Bhd. ("SWCS") even though it has less than 50% of effective equity interest in SWCS.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

9. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(a) Subscription of preference shares allotted by its wholly-owned subsidiaries

On 31 December 2024, the Company approved the repayment of the outstanding advances from its wholly-owned subsidiaries through the issuance of new 208,800,000 Redeemable Convertible Preference Shares ("RCPS") at an issue price of RM1/- per share, as full settlement of the outstanding advances, subject to the terms and conditions.

The salient terms of the new RCPS are as follows:-

(i) Non-cumulative dividend rate

The RCPS shall carry any dividend rate as determined by the Board of Directors at the time of issue, subject to availability of profits and in accordance with subsidiaries' financial position.

(ii) Redemption rights

The RCPS shall be redeemable at the option of subsidiaries, subject to agreement by the Board of Directors of both subsidiaries and the Company.

(iii) Voting rights

The RCPS shall not carry any voting rights in the general meeting of subsidiaries except in the following circumstances:-

- (a) reduction of the capital of subsidiaries; or
- (b) disposal of the whole property, business and undertakings of subsidiaries; or
- (c) any abrogation or variation of the special rights and privileges attached to the preference shares; or
- (d) winding up of subsidiaries.

(iv) Liquidation preference

In the event of liquidation or winding-up of subsidiaries, the holders of the preference shares shall be entitled to receive, before any distribution to holders of ordinary shares, an amount equal to the issue price of the RCPS plus any accumulated but unpaid dividends.

After the liquidation preference is satisfied, any remaining assets will be distributed to the holders of ordinary shares.

(v) Conversion rights

The RCPS may be convertible into ordinary shares of subsidiaries at a conversion ratio to be determined at the time of issuance.

The conversion may be triggered by any specific event(s), such as a predetermined date, sale or initial public offering, or may be at the discretion of the preference shareholders, subject to the terms and conditions set out in the Constitution.

(b) Impairment loss on investment in subsidiaries

At each reporting date, the Company conducts an impairment review of its investment in subsidiaries, principally based on the Company's share of net assets in these subsidiary companies, which represents the directors' estimation of fair value less costs to sell of these subsidiary companies.

During the year, the review gave rise to the recognition of impairment losses of investment in subsidiaries of RM20,581,000/- (2023: reversal of impairment loss of RM337,000/-). The impairment losses arose mainly because the subsidiaries have recorded a decline in the value of their assets.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

10. INVESTMENT IN ASSOCIATE

	Group	
	2024	2023
	RM'000	RM'000
Unquoted shares - at cost	12,631	12,631
Share of post-acquisition changes in net assets	(3,303)	(2,093)
	<u>9,328</u>	<u>10,538</u>

Details of associate are as follows:-

Name of associate	Effective equity interest		Country of incorporation and place of business	Principal activities
	2024	2023		
	%	%		
Leader GUH Renewable Energy Sdn. Bhd. ("LGRESB") ¹	40	40	Malaysia	Investment holding

¹ Not audited by Thelyx Malaysia PLT (formerly known as STYL Associates PLT).

(a) Summarised financial information of an associate

The following table summarises the information of LGRESB, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in LGRESB:-

	2024	2023
	RM'000	RM'000
Summarised statement of financial position		
Non-current assets	20,703	22,747
Current assets	4,027	5,956
Current liabilities	(544)	(1,392)
Net assets	<u>24,186</u>	<u>27,311</u>
Summarised statement of comprehensive income		
Loss for the financial year	(781)	(5,210)
Other comprehensive (deficit)/income for the financial year	(2,245)	1,199
Total comprehensive deficit for the financial year	<u>(3,026)</u>	<u>(4,011)</u>
Included in the total comprehensive deficit is:-		
Revenue	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

10. INVESTMENT IN ASSOCIATE (CONTINUED)

(a) Summarised financial information of an associate (Continued)

The reconciliation of the above summarised financial information to the carrying amount of the investment in LGRESB is as follows:-

	2024	2023
	RM'000	RM'000
Net assets	24,186	27,311
Non-controlling interests	(866)	(966)
Net assets attributable to owners	23,320	26,345
Effective ownership interest	40%	40%
Carrying amount	9,328	10,538
Group's share of results:-		
- Group's share of loss	(312)	(2,084)
- Group's share of other comprehensive (deficit)/income	(898)	480
Group's share of total comprehensive deficit	(1,210)	(1,604)

11. INVESTMENT IN JOINT VENTURE

		Group		Company	
		2024	2023	2024	2023
	Note	RM'000	RM'000	RM'000	RM'000
Unquoted shares - at cost ¹		-	-	-	-
Share application monies	(a)	16,600	16,600	-	-
Subscription of redeemable convertible preference shares	(b)	2,295	-	-	-
Contribution via financial guarantee contract	25	4,507	4,507	4,507	4,507
Share of post-acquisition changes in net assets		(987)	(301)	-	-
		22,415	20,806	4,507	4,507

¹ Denotes RM51/- (2023: RM51/-)

Details of the joint venture are as follows:-

Name of joint venture	Effective equity interest		Country of incorporation and place of business	Principal activities
	2024	2023		
	%	%		
GUH Centralised Dormitory Sdn. Bhd. ("GUHCD")	51	51	Malaysia	Other short term accommodation activities

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

11. INVESTMENT IN JOINT VENTURE (CONTINUED)

In March 2020, the Group (through a wholly-owned subsidiary) entered into a Joint Venture Agreement ("JVA") with another joint venturer to establish GUHCD. Pursuant to the JVA, decisions about the relevant activities of GUHCD require the unanimous consent of the joint venturers sharing control. Accordingly, the Group determines that it does not control GUHCD on its own even though it holds 51% of the equity interest therein.

(a) Share application monies

The intended principal activities of GUHCD are the construction and subsequent operation of foreign worker dormitories on a property of the Group identified in the JVA ("Identified Property"). In 2021, the Group had transferred the Identified Property to GUHCD at fair value of RM16,600,000/- as its contribution to the enlarged capital of GUHCD. The said contribution was accounted for as share application monies.

(b) Subscription of preference shares allotted by its joint venture

On 31 December 2024, the Company approved the repayment of the outstanding advances from its joint venture through the issuance of new 2,295,000 Redeemable Convertible Preference Shares ("RCPS") at an issue price of RM1/- per share, as full settlement of the outstanding advances, subject to the terms and conditions.

The salient terms of the new RCPS are as follows:-

(i) Non-cumulative dividend rate

The RCPS shall carry any dividend rate as determined by the Board of Directors at the time of issue, subject to availability of profits and in accordance with subsidiaries' financial position.

(ii) Redemption rights

The RCPS shall be redeemable at the option of subsidiaries, subject to agreement by the Board of Directors of both subsidiaries and the Company.

(iii) Voting rights

The RCPS shall not carry any voting rights in the general meeting of subsidiaries except in the following circumstances:-

- (a) reduction of the capital of subsidiaries; or
- (b) disposal of the whole property, business and undertakings of subsidiaries; or
- (c) any abrogation or variation of the special rights and privileges attached to the preference shares; or
- (d) winding up of subsidiaries.

(iv) Liquidation preference

In the event of liquidation or winding-up of subsidiaries, the holders of the preference shares shall be entitled to receive, before any distribution to holders of ordinary shares, an amount equal to the issue price of the RCPS plus any accumulated but unpaid dividends.

After the liquidation preference is satisfied, any remaining assets will be distributed to the holders of ordinary shares.

(v) Conversion rights

The RCPS may be convertible into ordinary shares of subsidiaries at a conversion ratio to be determined at the time of issuance.

The conversion may be triggered by any specific event(s), such as a predetermined date, sale or initial public offering, or may be at the discretion of the preference shareholders, subject to the terms and conditions set out in the Constitution.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

11. INVESTMENT IN JOINT VENTURE (CONTINUED)

(c) Summarised financial information of joint venture

The following table summarises the information of GUHCD as adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in GUHCD:-

	2024	2023
	RM'000	RM'000
		Restated
Summarised statement of financial position		
Non-current assets	82,515	62,638
Current assets	3,662	5,477
Non-current liabilities	(35,485)	(24,306)
Current liabilities	(7,471)	(6,497)
Net assets	<u>43,221</u>	<u>37,312</u>
Included in current assets is:-		
Cash and cash equivalents	<u>3,056</u>	<u>5,299</u>
Included in current liabilities is:-		
Current financial liabilities (excluding trade and other payables and provisions)	<u>3,267</u>	<u>1,363</u>
Included in non-current liabilities is:-		
Non-current financial liabilities (excluding trade and other payables and provisions)	<u>35,485</u>	<u>24,306</u>
Summarised statement of comprehensive income		
Loss for the financial year, representing total comprehensive deficit for the financial year	<u>(1,344)</u>	<u>(317)</u>
Included in the total comprehensive deficit is:-		
Revenue	-	-
Depreciation	(373)	(3)
Interest income	17	76
Interest expenses	(375)	-
Income tax expenses	<u>(4)</u>	<u>(27)</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

11. INVESTMENT IN JOINT VENTURE (CONTINUED)

(c) Summarised financial information of joint venture (Continued)

The reconciliation of the above summarised financial information to the carrying amount of the investment in GUHCD is as follows:-

	Group	
	2024	2023
	RM'000	RM'000
		Restated
Net assets	43,221	37,312
Effective ownership interest	51%	51%
Group's share of net assets	22,043	19,029
Contribution via financial guarantee contract	4,507	4,507
Elimination of capital contribution reserve for issuing financial guarantee	(4,135)	(2,730)
Carrying amount	22,415	20,806
Group's share of results:-		
- Group's share of loss for the financial year, representing the total comprehensive deficit for the financial year	(686)	(162)

* Certain comparative figures have been restated to reflect the correct financial position arising from financial guarantee contract at GUHCD level.

12. OTHER INVESTMENTS

	Group and Company	
	2024	2023
	RM'000	RM'000
Quoted shares - at fair value	7,114	3,064

(a) Quoted shares

Quoted ordinary shares of the Group and of the Company are categorised as Level 1 in the fair value hierarchy respectively. The fair value of quoted ordinary shares that are actively traded in an active market is derived from quoted and observable market prices.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

13. INVENTORIES

	Group	
	2024	2023
	RM'000	RM'000
Non-current:-		
Land held for property development	181,357	174,019
Current:-		
Property development costs	40,497	14,218
Completed development units	45,454	49,892
Raw materials	8,254	8,557
Work-in-progress	4,690	4,147
Finished goods	4,951	5,393
Consumables	4,733	3,911
Goods-in-transit	3,431	3,623
	<u>112,010</u>	<u>89,741</u>
Total inventories	<u>293,367</u>	<u>263,760</u>

- (a) Certain land held for property development with carrying amount of RM56,614,000/- (2023: RM18,559,000/-) have been pledged to banks as security for loans and borrowings granted to the Group as disclosed in Note 23(b) and Note 23(c) to the financial statements.
- (b) During the financial year, inventories recognised as cost of sales amounted to RM137,735,000/- (2023: RM123,659,000/-).

The cost of inventories of the Group recognised as an expenses in cost of sales during the financial year includes:-

	Group	
	2024	2023
	RM'000	RM'000
Inventories written down	126	262
Provision for slow-moving inventories	372	299
Reversal of inventories written down	(262)	(70)
Reversal on provision for slow-moving inventories	(219)	(239)
	<u>17</u>	<u>252</u>

- (c) The following are recognised in profit or loss in respect of certain completed development units leased under operating leases which are cancellable at its discretion:-

	Group	
	2024	2023
	RM'000	RM'000
Rental income	<u>1,350</u>	<u>1,329</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

14. RECEIVABLES

Note	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Non-current				
Finance lease receivables	(a) 31	8	-	-
Amount due from subsidiaries	(b) -	-	3,424	211,064
Loss allowance	-	-	(2,897)	(17,479)
	-	-	527	193,585
Total non-current receivables	31	8	527	193,585
Current				
Finance lease receivables	(a) 306	73	-	-
Loss on derecognition	(34)	-	-	-
	272	73	-	-
Amount due from subsidiaries	(b) -	-	12,082	13,850
Loss allowance	-	-	(13)	(107)
	-	-	12,069	13,743
Trade receivables	(c)			
- Joint venture	33	79	-	-
- Other related party ¹	504	247	-	-
- Unrelated parties	35,579	32,682	-	-
	36,116	33,008	-	-
Loss allowance	(2,459)	(2,479)	-	-
Loss on derecognition	-	(8)	-	-
Trade receivables, net	33,657	30,521	-	-
Other receivables	(d)			
- Joint venture	45	47	-	-
- Unrelated parties	2,957	2,220	50	74
	3,002	2,267	50	74
Loss allowance	(282)	(30)	-	-
Loss on derecognition	(29)	-	-	-
Other receivables, net	2,691	2,237	50	74
Dividend receivables	-	-	6,000	6,000
Deposits	988	2,200	5	5
Total current receivables	37,608	35,031	18,124	19,822
Total receivables	37,639	35,039	18,651	213,407

¹ Being a Company in which a director has substantial financial interest.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

14. RECEIVABLES (CONTINUED)

(a) Finance lease receivables

	Group	
	2024	2023
	RM'000	RM'000
At 1 January	81	-
Additions	425	110
Interest income	15	-
Lease payment received	(175)	(26)
Loss on derecognition	(34)	-
Others	(9)	(3)
At 31 December	303	81

Included in the Group's finance lease receivables are leases on electrical bicycles and scooters amounting to RM303,000/- (2023: RM81,000/-) under finance lease expiring from one (1) year to five (5) years. These leases transfer substantially all the control to the lessee of the electrical bicycles and scooters. The Group expects the residual value of the electrical bicycles and scooters at the end of the lease terms to be minimal. These leases do not include buy-back agreements or residual value guarantees.

Gross investment under finance leases together with the present value of minimum lease payment receivables are as follows:-

	Group	
	2024	2023
	RM'000	RM'000
Minimum lease payments receivables:-		
- not later than one year	283	76
- one to five years	31	8
	314	84
Less: Unearned interest income	(11)	(3)
Present value of minimum lease payment receivables	303	81
Analysis of present value of lease payment receivables:-		
Current		
- within the next twelve months	282	73
Non-current		
- later than one year but not later than five years	21	8
Total finance lease receivables	303	81

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

14. RECEIVABLES (CONTINUED)

(b) Amount due from subsidiaries

The amounts due from subsidiaries are unsecured, interest-free and recoverable on demand.

The Company measures the loss allowance at an amount equal to lifetime expected credit losses. The gross carrying amounts and the related loss allowance changes are as follows:-

	Not credit- impaired RM'000	Credit- impaired RM'000	Total RM'000
2024			
Gross carrying amount	12,082	3,424	15,506
Loss allowance:-			
- At 1 January	(119)	(17,467)	(17,586)
- Impairment gains	106	14,570	14,676
- At 31 December	(13)	(2,897)	(2,910)
	<u>12,069</u>	<u>527</u>	<u>12,596</u>
Disclosed as:-			
- Non-current assets	-	527	527
- Current assets	<u>12,069</u>	<u>-</u>	<u>12,069</u>
	<u>12,069</u>	<u>527</u>	<u>12,596</u>
2023			
Gross carrying amount	120,806	104,108	224,914
Loss allowance:-			
- At 1 January	(311)	(16,453)	(16,764)
- Impairment gains/(losses)	192	(1,014)	(822)
- At 31 December	(119)	(17,467)	(17,586)
	<u>120,687</u>	<u>86,641</u>	<u>207,328</u>
Disclosed as:-			
- Non-current assets	106,944	86,641	193,585
- Current assets	<u>13,743</u>	<u>-</u>	<u>13,743</u>
	<u>120,687</u>	<u>86,641</u>	<u>207,328</u>

The Company determines that an amount due from subsidiaries is credit-impaired when the subsidiaries are in negative equity position.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

14. RECEIVABLES (CONTINUED)

(c) Trade receivables

The Group's credit period granted ranges from 15 to 135 days (2023: 14 to 135 days). Other credit terms are assessed and approved on a case by case basis.

The currency exposure profile of trade receivables is as follows:-

	Group	
	2024	2023
	RM'000	RM'000
Ringgit Malaysia	8,227	5,259
United States Dollar	25,430	25,262
	<u>33,657</u>	<u>30,521</u>

The ageing analysis of the Group's trade receivables is as follows:-

	Group	
	2024	2023
	RM'000	RM'000
Neither past due nor impaired	26,463	27,228
Past due not impaired		
1 to 30 days	5,568	1,595
31 to 60 days	1,552	1,613
61 to 90 days	-	3
More than 90 days	2,533	2,561
	9,653	5,772
Impaired	(2,459)	(2,479)
	<u>33,657</u>	<u>30,521</u>

Impairment of trade receivables

The reconciliation of trade receivables' movements in accumulated impairment losses of the Group is as follows:-

	Group	
	2024	2023
	RM'000	RM'000
At 1 January	2,479	2,427
Impairment loss during the year	105	-
Currency translation differences	(125)	52
At 31 December	<u>2,459</u>	<u>2,479</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

14. RECEIVABLES (CONTINUED)

(d) Other receivables

Other receivables are unsecured and interest-free. The currency exposure profile of other receivables is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Ringgit Malaysia	1,297	1,265	50	74
Chinese Yuan	1,394	972	-	-
	<u>2,691</u>	<u>2,237</u>	<u>50</u>	<u>74</u>

The reconciliation of other receivables' movements in accumulated impairment losses of the Group is as follows:-

	Group RM'000
At 1 January 2023/31 December 2023	30
Impairment loss during the year	<u>252</u>
At 31 December 2024	<u>282</u>

15. DEFERRED TAX ASSETS/(LIABILITIES)

	Group		Company	
	2024	2023	2024	2023
Note	RM'000	RM'000	RM'000	RM'000
At 1 January	(7,226)	(7,270)	(1,099)	(1,099)
Acquisition of subsidiary	-	(12)	-	-
Recognised in profit or loss:-				
Deferred tax income relating to origination and reversal of temporary differences	1,026	190	-	-
Deferred tax liabilities over/(under) provided in prior year	81	(134)	-	-
	<u>1,107</u>	<u>56</u>	<u>-</u>	<u>-</u>
At 31 December	<u>(6,119)</u>	<u>(7,226)</u>	<u>(1,099)</u>	<u>(1,099)</u>
Disclosed as:-				
- Deferred tax assets	1,484	1,062	-	-
- Deferred tax liabilities	<u>(7,603)</u>	<u>(8,288)</u>	<u>(1,099)</u>	<u>(1,099)</u>
	<u>(6,119)</u>	<u>(7,226)</u>	<u>(1,099)</u>	<u>(1,099)</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

15. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
In respect of (taxable)/deductible temporary differences of:-				
- Property, plant and equipment	(7,330)	(8,152)	-	-
- Investment properties	(291)	(286)	(1,099)	(1,099)
- Right-of-use assets	-	(11)	-	-
- Inventories	537	357	-	-
- Financial instruments	965	855	-	-
- Lease liabilities	-	11	-	-
	<u>(6,119)</u>	<u>(7,226)</u>	<u>(1,099)</u>	<u>(1,099)</u>

16. BIOLOGICAL ASSETS

	Group	
	2024	2023
	RM'000	RM'000
At fair value less costs to sell		
At 1 January	134	146
Fair value gains	570	768
Harvest and sales	(616)	(780)
At 31 December	<u>88</u>	<u>134</u>
Estimated quantities:-		
- Harvested during the year (metric tonnes)	729	997
- Unharvested at 31 December (metric tonnes)	<u>150</u>	<u>320</u>

Biological assets represent fresh fruit bunches ("FFBs") growing on oil palm trees and are measured at fair value less costs of disposal. The fair values were measured by multiplying the estimated quantities of FFBs of different age attributes by the observable current market prices of harvested FFBs pro-rated using a linear interpolation (i.e. Level 2).

17. CONTRACT COSTS

	Group	
	2024	2023
	RM'000	RM'000
Costs of obtaining contracts	<u>492</u>	<u>1,171</u>

The costs to obtain contracts are amortised in accordance with the pattern of transfer of services to which the asset relates. During the financial year, the contract costs recognised as cost of sales amounted to RM1,002,000/- (2023: RM557,000/-).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

18. CONTRACT ASSETS/(CONTRACT LIABILITIES)

		Group	
	Note	2024 RM'000	2023 RM'000
Contract assets			
Property development	(a)	7,707	5,895
Construction contracts	(b)	326	164
		<u>8,033</u>	<u>6,059</u>
Contract liabilities			
Property development	(a)	13	728
Construction contracts	(b)	2,788	4,368
		<u>2,801</u>	<u>5,096</u>

The Group generally satisfies its performance obligations over time during the development period. Any excess of revenue recognised over progress billings is presented as contract asset, whereas any deficit is presented as contract liability.

The Group measures the loss allowance for contract assets at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. Based on the low historical observed default rates (adjusted for forward-looking estimates), the expected credit losses on contract assets are not considered to be material and hence, have not been recognised.

(a) Contract assets and contract liabilities from property development

	Group	
	2024 RM'000	2023 RM'000
At 1 January	5,167	4,660
Revenue recognised during the year	38,329	24,738
Progress billings during the year	(35,802)	(24,231)
At 31 December	<u>7,694</u>	<u>5,167</u>
Disclosed as:-		
- contract assets	7,707	5,895
- contract liabilities	(13)	(728)
	<u>7,694</u>	<u>5,167</u>

(b) Contract assets and contract liabilities from construction contracts

	Group	
	2024 RM'000	2023 RM'000
At 1 January	(4,204)	(4,517)
Revenue recognised during the year	3,393	11,854
Progress billings during the year	(1,651)	(11,541)
At 31 December	<u>(2,462)</u>	<u>(4,204)</u>
Disclosed as:-		
- contract assets	326	164
- contract liabilities	(2,788)	(4,368)
	<u>(2,462)</u>	<u>(4,204)</u>

NOTES TO THE FINANCIAL STATEMENTS
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19. DERIVATIVE ASSETS/(LIABILITIES)

	Group	
	2024	2023
	RM'000	RM'000
At fair value through profit or loss		
Forward exchange contracts		
- Financial assets	-	152
- Financial liabilities	(34)	-
	<u>(34)</u>	<u>152</u>

Forward exchange contracts are used to hedge the exposure to currency risk. The Group does not apply hedge accounting. As at 31 December 2024, the Group had contracts with financial institutions due within 1 year to buy RM10,432,000/- (2023: RM12,978,000/-) and sell USD2,350,000/- (2023: USD2,800,000/-) at contractual forward rates.

20. CASH AND CASH EQUIVALENTS

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Cash and bank balances	32,591	34,236	336	247
Term deposits	36,829	45,452	11,580	9,218
Short-term funds - at fair value	9	1,019	-	1,010
	<u>69,429</u>	<u>80,707</u>	<u>11,916</u>	<u>10,475</u>

The currency exposure profile of cash and cash equivalents is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Ringgit Malaysia	54,448	63,337	11,746	10,305
United States Dollar	10,493	16,722	170	170
Chinese Yuan	4,488	648	-	-
	<u>69,429</u>	<u>80,707</u>	<u>11,916</u>	<u>10,475</u>

Cash and bank balances and term deposits are placed with reputable financial institutions with low credit risk. Accordingly, their expected credit losses are not considered to be material and hence, have not been recognised.

Certain term deposits of the Group totalling RM5,391,000/- (2023: RM20,000/-) have been pledged as security for credit facilities granted (as disclosed in Note 23(b) to the financial statements) to the Group. Accordingly, these term deposits are not freely available for use.

The effective interest rates of term deposits ranged from 1.25% to 5.77% (2023: 2.10% to 5.45%) per annum.

Short-term funds represent highly liquid investments in money market funds managed by financial institutions that invest in low-risk instruments, and are readily redeemable with insignificant risk of changes in value.

Included in cash and bank balances of the Group is amount of RM7,851,000/- (2023: RM5,467,000/-) held pursuant to Section 7A of the Housing Development (Control and Licensing) Act 1966 and therefore restricted from use in other operations.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

21. ASSETS HELD FOR SALE

		Group	
		2024	2023
	Note	RM'000	RM'000
At 1 January		8	-
Transfer (to)/from property, plant and equipment	5	(1)	8
Disposal during the financial year		(7)	-
At 31 December		<u>-</u>	<u>8</u>

22. PAYABLES

		Group		Company	
		2024	2023	2024	2023
	Note	RM'000	RM'000	RM'000	RM'000
Trade payables	(a)				
- Related party ¹		1,484	927	-	-
- Unrelated parties		<u>31,901</u>	<u>25,920</u>	<u>-</u>	<u>-</u>
		33,385	26,847	-	-
Other payables					
- Related party ¹		294	239	-	-
- Joint venture		20	20	-	-
- Unrelated parties		<u>19,915</u>	<u>15,431</u>	<u>1,632</u>	<u>1,619</u>
		20,229	15,690	1,632	1,619
Amount due to subsidiaries	(b)	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,544</u>
		53,614	42,537	1,632	5,163

¹ Being companies in which a director has substantial financial interests.

The currency exposure profile of payables are as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Ringgit Malaysia	35,917	30,308	1,632	5,163
United States Dollar	12,783	8,262	-	-
Chinese Yuan	4,908	3,950	-	-
Singapore Dollar	<u>6</u>	<u>17</u>	<u>-</u>	<u>-</u>
	53,614	42,537	1,632	5,163

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

22. PAYABLES (CONTINUED)

(a) Trade payables

The credit period granted to the Group for trade purchases ranges from 30 to 120 days (2023: 30 to 120 days).

(b) Amount due to subsidiaries

The amount due to subsidiaries are unsecured, interest free and repayable on demand.

23. LOANS AND BORROWINGS

		Group	
	Note	2024 RM'000	2023 RM'000
Current			
Trust receipts	(a)	4,653	9,508
Term loans	(b)	17,652	5,248
Revolving credits	(c)	33	-
		22,338	14,756
Non-current			
Term loans	(b)	35,924	42,439
Revolving credits	(c)	20,650	-
		56,574	42,439
Total loans and borrowings		78,912	57,195

The currency exposure profile of loans and borrowings are as follows:-

	Group	
	2024 RM'000	2023 RM'000
Ringgit Malaysia	59,449	32,497
United States Dollar	19,463	24,698
	78,912	57,195

(a) Trust receipts

Interest rates of trust receipts of the Group at end of the reporting period ranged from 5.49% to 5.77% (2023: 6.47% to 6.67%) per annum. The trust receipts are secured by way of corporate guarantee by the Company.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

23. LOANS AND BORROWINGS (CONTINUED)

(b) Term loans

	Group	
	2024	2023
	RM'000	RM'000
Analysis of present value of term loans:-		
Current		
Within the next twelve months	17,652	5,248
Non-current		
After the next twelve months		
- later than one year but not later than five years	19,822	30,532
- later than five years	16,102	11,907
	35,924	42,439
Total term loans	53,576	47,687

Interest rates on term loans of the Group at the end of the reporting period ranged from 3.50% to 6.72% (2023: 3.50% to 6.72%) per annum. The term loans are secured by way of:-

- (i) corporate guarantee by the Company;
- (ii) guarantee by Directors of the Subsidiaries;
- (iii) legal charge over property, plant and equipment, investment properties and inventories as disclosed in Note 5(b), Note 6 and Note 13(a) respectively to the financial statements;
- (iv) assignment of monthly rental proceeds amounted to RM304,000/-; and
- (v) pledged of term deposits as disclosed in Note 20 to the financial statements.

(c) Revolving credits

	Group	
	2024	2023
	RM'000	RM'000
Analysis of present value of revolving credit:-		
Current		
Within the next twelve months	33	-
Non-current		
After the next twelve months		
- later than one year but not later than five years	20,650	-
Total revolving credit	20,683	-

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

23. LOANS AND BORROWINGS (CONTINUED)

(c) Revolving credits (Continued)

Interest rates on revolving credits of the Group at the end of the reporting period ranged from 5.10% to 5.38% (2023: Nil) per annum. The revolving credits are secured by way of:-

- (i) corporate guarantee by the Company;
- (ii) legal charge over inventories as disclosed in Note 13(a) to the financial statements; and
- (iii) pledged of term deposits as disclosed in Note 20 to the financial statements.

24. LEASE LIABILITIES

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Gross lease liabilities:-				
- Within 1 year	338	388	122	130
- 1 to 5 years	616	677	375	487
Total contractual undiscounted cash flows	954	1,065	497	617
Future finance charges	(67)	(85)	(42)	(63)
Present value of lease liabilities	887	980	455	554
Disclosed as:-				
- Current liabilities	304	353	105	108
- Non-current liabilities	583	627	350	446
	887	980	455	554

The incremental borrowing rates applied to lease liabilities ranges from 4.20% to 5.00% (2023: 3.65% to 5.00%) per annum.

Certain lease liabilities granted to the Group and to the Company are secured by way of charge over the leased assets as disclosed in Note 7 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

25. FINANCIAL GUARANTEE CONTRACTS

	Group and Company	
	2024	2023
	RM'000	RM'000
At 1 January	4,507	4,507
Charge out during the financial year	(42)	-
At 31 December	<u>4,465</u>	<u>4,507</u>

The above financial guarantee contract is in respect of the joint venture, GUH Centralised Dormitory Sdn. Bhd. ("GUHCD") as stated in Note 11 to the financial statements.

In 2022, the Group and the Company entered into a financial guarantee contract to provide proportionate financial guarantee to a financial institution for credit facilities granted to GUHCD. The total limit of the credit facilities is RM51,000,000/- and the portion guaranteed by the Group and the Company are capped at RM26,010,000/-. The total utilisation of these credit facilities as at 31 December 2024 amounted to RM38,752,000/- (2023: RM25,669,000/-).

The aforementioned financial guarantee contract was initially recognised at fair value based on valuation performed by independent professional valuer who calculated the present value of the guarantee amount multiplied by the probability of default. The probability of default was estimated using credit rating methodologies with observable market and external data (i.e. Level 2). The financial guarantee contract will be amortised on a straight-line basis over the contractual term of 15 years commencing from October 2024. No maturity analysis is presented for the financial guarantee contract as the entire guarantee amount could be called at any time in the event of default by GUHCD.

Financial guarantees to subsidiaries

The Company provides corporate guarantees amounting up to RM292,268,000/- (2023: RM237,194,000/-) to licensed banks for banking facilities granted to certain subsidiaries. The financial guarantees have not been recognised (other than financial guarantee to joint venture) since the fair value on initial recognition was immaterial as the financial guarantees provided by the Company did not contribute towards credit enhancement of the subsidiaries' borrowing in the view of the securities pledged by the subsidiaries and it is not probable that the licensed banks to financial guarantee contracts will claim under the contracts.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

26. RETIREMENT BENEFITS

	Group and Company	
	2024	2023
	RM'000	RM'000
Present value of defined benefit obligations:-		
At 1 January	6,585	8,824
Defined benefit costs	640	266
Payments	-	(2,505)
At 31 December	<u>7,225</u>	<u>6,585</u>
	Group and Company	
	2024	2023
	RM'000	RM'000
At 1 January	6,585	8,824
Included in profit or loss		
Current service cost	355	711
Interest expenses	300	321
	655	1,032
Included in other comprehensive income		
Remeasurement gain of the net defined benefit liability	-	(766)
Actuarial (loss)/gain arising from changes in:-		
- Plan experiences	(280)	-
- Financial assumptions	265	-
	(15)	(766)
Others		
Benefit payments	-	(2,505)
At 31 December	<u>7,225</u>	<u>6,585</u>

The principal actuarial assumptions used to determine the present value of the defined benefit obligations are as follows:-

	Group and Company	
	2024	2023
	%	%
Discount rate	4.00	4.88
Future salary growth	<u>4.00</u>	<u>4.00</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

26. RETIREMENT BENEFITS (CONTINUED)

The following table demonstrates the sensitivity of the defined benefit obligations to changes in each principal actuarial assumption that were reasonably possible at the end of the reporting period, with all other variables held constant:-

	(Increase)/Decrease in defined benefit obligations	
	2024	2023
	RM'000	RM'000
Group and Company		
Increase in discount rate by 1%	(303)	(333)
Decrease in discount rate by 1%	331	360
Increase in future salary growth by 1%	328	447
Decrease in future salary growth by 1%	(306)	(419)

27. DEFERRED INCOME ON GOVERNMENT GRANTS

	Group	
	2024	2023
	RM'000	RM'000
Non-current		
Government grants:-		
At 1 January	671	-
Received during the financial year	3,125	857
Charge out during the financial year	(851)	(186)
At 31 December	2,945	671

Government grants have been received by the Group for modernisation and upgrading of manufacturing facilities and equipment. The grants covered 50% of the projects costs subject to the limits approved by the local government. There are no unfulfilled conditions or contingencies attached to these grants.

The grants are being amortised over the useful lives of ten (10) years of the assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

28. SHARE CAPITAL

	Group and Company			
	2024		2023	
	Number of shares Unit ('000)	Amount RM'000	Number of shares Unit ('000)	Amount RM'000
Ordinary shares with no par value Issued and fully paid:-				
At 1 January	281,361	279,596	280,272	279,084
Add:-				
- Issuance of ordinary shares pursuant to share grant plan	708	318	1,089	512
At 31 December	<u>282,069</u>	<u>279,914</u>	<u>281,361</u>	<u>279,596</u>

During the financial year, the issued and paid-up capital of the Company was increased by RM318,000/- from RM279,596,000/- to RM279,914,000/- by way of issuance of 707,671 new ordinary shares from the exercise of options under the Company's Share Grant Plan ("SGP") at an average exercise price of RM0.40.

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

(a) Treasury shares

Treasury shares relate to ordinary shares of the Company that are repurchased and held by the Company. The Company's share buyback scheme was first approved by the Company's shareholders in the Annual General Meeting held on 19 May 2010 for the Company to repurchase 10% of its issued ordinary shares. The directors of the Company believe that the repurchase plan are applied in the best interests of the Company and its shareholders.

The share repurchases were financed by internally generated funds and are being held as treasury shares in accordance with the requirement of Section 127 of the Companies Act 2016 in Malaysia.

Movement of treasury shares as follows:-

	Group and Company			
	2024		2023	
	Number of shares Unit ('000)	Amount RM'000	Number of shares Unit ('000)	Amount RM'000
At 1 January	-	-	(116)	(148)
Share resold	-	-	116	148
At 31 December	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

28. SHARE CAPITAL (CONTINUED)

(a) Treasury shares (Continued)

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

The number of outstanding shares in issue after excluding the treasury shares is as follows:-

	Number of ordinary shares	
	2024	2023
	Unit ('000)	Unit ('000)
At 1 January	281,361	280,156
Shares issued	708	1,089
Shares resold	-	116
At 31 December	<u>282,069</u>	<u>281,361</u>

(b) Share Grant Plan ("SGP")

The shareholders of the Company, by a resolution passed at the extraordinary general meeting held on 30 June 2020, approved the Company's Share Grant Plan ("SGP"). The SGP became effective on 10 July 2020 and is administered in accordance with its by-laws by the SGP committee. Under the SGP, no monetary consideration is required to be paid by the eligible persons for the acceptance of and subsequent vesting of the new shares.

The salient terms of the SGP are as follows:-

- (i) The maximum number of shares which may be made available under the SGP shall not in aggregate exceed 10% of the total number of issued shares (excluding treasury shares) in the Company at any point in time during the tenure of the SGP.
- (ii) The number of shares that may be offered to an eligible person shall be determined at the sole discretion of the SGP committee after taking into consideration, amongst others, the provisions of the relevant regulatory requirements, the eligible person's performance, target, position, annual appraised performance, seniority, length of service, contribution, potential for future contribution to the success and development of the Group, category or grade of employment, or such other matters which the SGP committee may in its sole discretion deem fit. Further, the SGP committee shall have sole and absolute discretion in determining whether the granting of the SGP shares shall be subject to any vesting period and/or conditions.
- (iii) The aggregate allocation of grants to the executive directors/chief executive shall not exceed 20% of the maximum number of shares available under the SGP. In addition, not more than 10% of the maximum number of shares available under the SGP shall be allocated to an eligible person who either singly or collectively, through person connected to him/her, holds 20% or more of the total number of issued shares (excluding treasury shares) in the Company. At any point in time when an offer is made, not more than 90% of the total grants available under the SGP shall be allocated, in aggregate, to the executive directors and senior management of the Group who are eligible person.
- (iv) Only eligible executive directors and employees of the Group who meet the criteria as set out in the SGP by-laws are eligible to participate in the SGP. In the case of an executive director, chief executive or major shareholder of the Company and/or persons connected to them who is an eligible person, their specific entitlements/allotments under the SGP shall be approved by the shareholders of the Company in a general meeting.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

28. SHARE CAPITAL (CONTINUED)

(b) Share Grant Plan ("SGP") (Continued)

The salient terms of the SGP are as follows:- (Continued)

- (v) The SGP shall be in force for a period of 5 years from the effective date and may be extended at the discretion of the directors upon the recommendation of the SGP committee provided that the SGP period shall not in aggregate exceed the duration of 10 years from the effective date or such longer duration as may from time to time be permitted by the relevant authorities.
- (vi) The new shares to be issued upon vesting of the SGP grants will, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in the Company in issue, save and except that the new shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the new shares.
- (vii) The new shares to be issued and allotted to the eligible persons pursuant to the SGP may be subject to such reasonable retention period or restriction on transfer (if any/applicable) imposed or determined by the SGP committee at its discretion.

The movements in the number of ordinary shares granted under the SGP during the financial year are as follows:-

	2024		2023	
	Number of shares Unit ('000)	Weighted average fair value RM'000	Number of shares Unit ('000)	Weighted average fair value RM'000
At 1 January	8,586		10,689	
Granted on 6 January 2023	-		833	0.41
Granted on 1 January 2024	10,903	0.40	-	
Granted on 16 January 2024	695	0.41	-	
Exercised during the year	(708)	0.40	(1,089)	0.40
Forfeited during the year	(1,100)		(1,847)	
At 31 December	<u>18,376</u>		<u>8,586</u>	

The fair values of the shares granted were measured at the market prices of the Company's shares at grant dates. Where appropriate, the market prices were adjusted to take into account the terms and conditions upon which the shares were granted.

(c) Warrants

On 26 June 2023, the Company issued 140,676,879 free warrants to its shareholders on the basis of 1 warrant for every 2 existing ordinary shares in issue at an exercise price of RM0.525 per warrant. These warrants were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad on 3 July 2023.

The salient terms of the warrants are as follows:-

- (i) The exercise period commenced on the date of issue of the warrants and will expire 5 years from the date of issuance. Warrants that are not exercised during the exercise period will thereafter lapse and cease to be valid.
- (ii) The warrants are issued in registered form and constituted by a Deed Poll dated 7 June 2023.
- (iii) The exercise price is RM0.525 payable in full in respect of each new share of the Company issued upon the exercise of the warrant. Each warrant carries the entitlement to subscribe for 1 new ordinary share of the Company.

NOTES TO THE FINANCIAL STATEMENTS
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28. SHARE CAPITAL (CONTINUED)

(c) Warrants (Continued)

The salient terms of the warrants are as follows:- (Continued)

- (iv) The new shares to be issued upon the exercise of the warrant will, upon allotment and issuance, rank equally in all respects with the existing ordinary shares in the Company in issue, save and except that the new shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders, the entitlement date of which precedes the date of allotment and issuance of the new shares.

As at 31 December 2024, 140,676,879 warrants remained unexercised.

29. NON-CONTROLLING INTERESTS ("NCI")

	Accumulated NCI		Loss allocated to NCI	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
GUH Development Sdn. Bhd.	(39)	(32)	(6)	(7)
Star Wheels Electronic Sdn. Bhd.	203	155	(26)	(133)
	<u>164</u>	<u>123</u>	<u>(32)</u>	<u>(140)</u>

The details of the subsidiaries that have NCI are as follows:-

Name of subsidiaries	Effective equity interest held by NCI		Country of incorporation and place of business	Principal activities
	2024	2023		
	%	%		
GUH Development Sdn. Bhd.	1	1	Malaysia	Property development
Star Wheels Electronic Sdn. Bhd.	30	30	Malaysia	Sale and repair of electric scooters, bicycles and hoverboards
<i>Held through Star Wheels Electronic Sdn. Bhd.</i>				
Starwheels Creative Studio Sdn. Bhd.	64	64	Malaysia	Sale and modification of electric scooters, bicycles and hoverboards

The summarised financial information of the above subsidiaries has not been disclosed as their NCI are not material to the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

30. REVENUE

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Revenue from contract with customers:-				
Sale of goods	181,757	184,552	-	-
Sale of agricultural produce	615	780	-	-
Property development	57,569	27,005	-	-
Construction contracts	3,393	11,854	-	-
Management fee income	-	-	9,872	5,356
	<u>243,334</u>	<u>224,191</u>	<u>9,872</u>	<u>5,356</u>
Other source of revenue:-				
Rental income	3,653	3,552	1,045	1,042
Dividend income	91	64	6,091	6,064
	<u>3,744</u>	<u>3,616</u>	<u>7,136</u>	<u>7,106</u>
Total revenue	<u>247,078</u>	<u>227,807</u>	<u>17,008</u>	<u>12,462</u>

(a) Disaggregation of revenue

The Group reports the following major segments: manufacturing of printed circuit boards, cultivation of oil palm, property development, construction contracts and sale of electric vehicles in accordance with MFRS 8 *Operating Segments*. For the purpose of disclosure for disaggregation of revenue, the Group disaggregates revenue into major goods or services, primary geographical markets, timing of revenue recognition (i.e. goods transferred at a point in time or services transferred over time).

	Manufacture of printed circuit boards	Cultivation of oil palm	Property development	Construction contracts	Sale of electric vehicles	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Group						
2024						
Major products or services:-						
Printed circuit boards	180,337	-	-	-	-	180,337
Properties under development	-	-	38,329	-	-	38,329
Completed development units	-	-	19,240	-	-	19,240
Water and wastewater treatment plant and road infrastructure	-	-	-	3,393	-	3,393
Electric vehicles	-	-	-	-	1,420	1,420
Fresh fruit bunches	-	615	-	-	-	615
	<u>180,337</u>	<u>615</u>	<u>57,569</u>	<u>3,393</u>	<u>1,420</u>	<u>243,334</u>
Primary geographical market						
Malaysia	80,059	615	57,569	3,393	1,420	143,056
Singapore	65,393	-	-	-	-	65,393
Indonesia	24,063	-	-	-	-	24,063
China	1,094	-	-	-	-	1,094
Others	9,728	-	-	-	-	9,728
	<u>180,337</u>	<u>615</u>	<u>57,569</u>	<u>3,393</u>	<u>1,420</u>	<u>243,334</u>
Timing of revenue recognition						
At a point in time	180,337	615	19,240	-	1,420	201,612
Over time	-	-	38,329	3,393	-	41,722
	<u>180,337</u>	<u>615</u>	<u>57,569</u>	<u>3,393</u>	<u>1,420</u>	<u>243,334</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

30. REVENUE (CONTINUED)

(a) Disaggregation of revenue (Continued)

	Manufacture of printed circuit boards RM'000	Cultivation of oil palm RM'000	Property development RM'000	Construction contracts RM'000	Sale of electric vehicles RM'000	Total RM'000
Group						
2023						
Major products or services:-						
Printed circuit boards	183,314	-	-	-	-	183,314
Properties under development	-	-	24,738	-	-	24,738
Completed development units	-	-	2,267	-	-	2,267
Water and wastewater treatment plant and road infrastructure	-	-	-	11,854	-	11,854
Electric vehicles	-	-	-	-	1,238	1,238
Fresh fruit bunches	-	780	-	-	-	780
	183,314	780	27,005	11,854	1,238	224,191
Primary geographical market						
Malaysia	86,911	780	27,005	11,854	1,238	127,788
Singapore	57,291	-	-	-	-	57,291
Indonesia	25,298	-	-	-	-	25,298
China	3,916	-	-	-	-	3,916
Others	9,898	-	-	-	-	9,898
	183,314	780	27,005	11,854	1,238	224,191
Timing of revenue recognition						
At a point in time	183,314	780	2,267	-	1,238	187,599
Over time	-	-	24,738	11,854	-	36,592
	183,314	780	27,005	11,854	1,238	224,191

Information about disaggregation of revenue has not been disclosed for the Company as the Company derives revenue mainly from rendering management services to its subsidiaries.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

30. REVENUE (CONTINUED)

(b) **Nature of goods and services**

The following information reflects the typical transactions of the Group and of the Company:-

Nature of goods and services	Timing of recognition	Significant payment terms	Variable element in consideration	Obligation for returns or refunds	Warranty
Sales of printed circuit boards	Revenue is recognised at a point in time when the goods are delivered to customers.	Credit period of 30 to 135 days from the invoice date.	Trade discounts.	Not applicable.	Not applicable.
Properties under development	Revenue from properties under development is recognised overtime using an input method, which based on the level of completion in proportion of cost incurred to date against the expected total construction costs.	Based on the stage of completion certified by architects. Credit period of 30 days from the progress billings date.	Trade rebates.	Not applicable.	Defect liability period up to 24 months is given to the contract customers.
Completed development units	Revenue is recognised at a point in time when the properties has been transferred to customers.	Credit period of 90 days from the sales and purchase agreement date.	Trade rebates.	Not applicable.	Not applicable.
Construction contracts	Revenue from construction contracts is recognised overtime using an input method, which based on the level of completion in proportion of cost incurred to date against the expected total construction costs.	Based on the stage of completion certified by architects. Credit period of 30 to 60 days from the invoice date.	Variation orders.	Not applicable.	Defect liability period up to 24 months is given to the contract customers.
Sales of electric vehicles	Revenue is recognised at a point in time when the goods are delivered to customers.	Credit period of 30 to 60 days from the invoice date.	Trade discounts.	Not applicable.	1 year warranty is given to customers.
Sales of fresh fruit bunches	Revenue is recognised at a point in time when the goods are delivered to customers.	Credit period of 15 days from the invoice date.	Not applicable.	Not applicable.	Not applicable.
Rental income	Revenue is recognised at a point in time with the substance of the relevant terms of agreements/ contracts.	Credit period of 30 days from the invoice date.	Not applicable.	Not applicable.	Not applicable.
Dividend income	Revenue is recognised at a point in time when the right to receive the dividend is established.	Credit period of 30 days from the invoice date.	Not applicable.	Not applicable.	Not applicable.
Management fees	Revenue is recognised at a point in time with the substance of the relevant terms of agreements/ contracts.	Credit period of 30 days from the invoice date.	Not applicable.	Not applicable.	Not applicable.

NOTES TO THE FINANCIAL STATEMENTS
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30. REVENUE (CONTINUED)

(c) Transaction price allocated to the remaining performance obligations

(i) Remaining performance obligations for property development

As at 31 December 2024, the aggregate transaction price allocated to the remaining performance obligations amounted to RM21,034,000/- (2023: RM42,325,000/-) and the Group expects to recognise this revenue when the projects are completed over the next one (1) (2023: one (1) to two (2)) years.

(ii) Remaining performance obligations for construction contracts

As at 31 December 2024, the aggregate transaction price allocated to the remaining performance obligations amounted to RM75,562,000/- (2023: RM9,388,000/-) and the Group expects to recognise this revenue when the projects are completed over the next one (1) to three (3) (2023: one (1) to two (2)) years.

31. IMPAIRMENT (LOSSES)/GAINS ON FINANCIAL ASSETS

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Amount due from subsidiaries	-	-	14,676	(822)
Trade receivables	(105)	-	-	-
Other receivables	(252)	-	-	-
	<u>(357)</u>	<u>-</u>	<u>14,676</u>	<u>(822)</u>

32. LOSS ON DERECOGNITION OF FINANCIAL ASSETS MEASURED AT AMORTISED COST

		Group	
		2024	2023
	Note	RM'000	RM'000
Finance lease receivables			
Trade receivables	14(a)	34	-
Other receivables	14(c)	-	8
	14(d)	<u>29</u>	<u>-</u>
		<u>63</u>	<u>8</u>

NOTES TO THE FINANCIAL STATEMENTS
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33. (LOSS)/PROFIT BEFORE TAX

		Group		Company	
		2024	2023	2024	2023
	Note	RM'000	RM'000	RM'000	RM'000
(Loss)/Profit before tax is arrived at after charging:-					
Amortisation of contract costs		1,002	557	-	-
Auditors' remunerations					
- Company's auditors					
- Current year		221	226	59	58
- Prior year		-	(4)	-	-
- Other auditors					
- Current year		10	-	-	-
Depreciation on:-					
- Investment properties		966	967	-	-
- Property, plant and equipment		13,976	13,288	27	25
- Right-of-use assets		1,520	1,556	137	121
Employee benefits expense	34	52,539	49,163	9,868	9,365
Fair value changes in biological assets, net		46	12	-	-
Fee expense for financial instruments not measured at fair value through profit or loss		459	254	6	6
Impairment loss on goodwill		1,392	-	-	-
Impairment loss on investments in subsidiaries ¹		-	-	20,581	-
Interest expense for financial liabilities not measured at fair value through profit or loss		3,681	2,799	-	-
Interest expense for lease liabilities		41	37	20	13
Inventories written down		126	262	-	-
Lease expense relating to:-					
- Short-term leases		-	-	156	156
- Leases of low-value assets (other than short-term leases)		45	43	4	3
Loss on disposal of property, plant and equipment		6,111	322	-	1
Property, plant and equipment written off		2	10	-	-
Provision for slow-moving inventories		372	299	-	-
Unrealised loss on foreign exchange		1,170	-	4	-

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

33. (LOSS)/PROFIT BEFORE TAX (CONTINUED)

	Group		Company	
	2024	2023	2024	2023
Note	RM'000	RM'000	RM'000	RM'000
And crediting:-				
Fair value gains on financial instruments mandatorily measured at fair value through profit or loss	(2,694)	(2,184)	(2,728)	(2,032)
Financial guarantee contract income	(42)	-	(42)	-
Gain on lease modification	(4)	-	-	-
Gain on disposal of right-of-use assets	-	(54)	-	(54)
Gain on foreign exchange:-				
- Realised	(57)	(645)	-	-
- Unrealised	-	(437)	-	(7)
Government grants income	(851)	(186)	-	-
Interest income for financial assets measured at amortised cost	(1,820)	(1,831)	(283)	(249)
Operating lease income from:-				
- Investment properties	(3,702)	(3,640)	(1,045)	(1,043)
- Right-of-use assets	(26)	(43)	-	-
- Property, plant and equipment	(4)	-	-	-
- Inventories	(1,350)	(1,329)	-	-
- Others	(5)	(5)	-	-
Reversal of impairment loss on investments in subsidiaries ²	-	-	-	(377)
Reversal of inventories written down	(262)	(70)	-	-
Reversal on provision for slow-moving inventories	(219)	(239)	-	-

¹ Included in other expenses

² Included in other income

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

34. EMPLOYEE BENEFITS EXPENSE (INCLUDING DIRECTORS' REMUNERATION)

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Directors of the Company:-				
- Fees	572	565	525	525
- Other short-term employee benefits	4,599	4,372	4,599	4,372
- Defined contribution plans	510	544	510	544
- Defined benefit plans	618	995	618	995
- Shared-based payments	261	(69)	261	(69)
	6,560	6,407	6,513	6,367
Directors of subsidiaries:-				
- Fees	152	51	-	-
- Other short-term employee benefits	1,163	1,508	-	-
- Defined contribution plans	136	146	-	-
- Defined benefit plans	37	37	-	-
- Shared-based payments	176	45	-	-
	1,664	1,787	-	-
Other employees:-				
- Short-term employee benefits	41,297	38,256	2,811	2,608
- Defined contribution plans	2,715	2,620	318	293
- Defined benefits plans	-	-	37	37
- Shared-based payments	303	56	189	60
- Termination benefits	-	37	-	-
	44,315	40,969	3,355	2,998
	52,539	49,163	9,868	9,365

The estimated money value of benefits received or receivable by certain directors otherwise than in cash is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Directors of the Company	56	27	56	27
Directors of subsidiaries	22	12	10	-
	78	39	66	27

The directors' remuneration represents the entire key management personnel compensation of the Group and the Company as there were no other key management personnel apart from all the directors who have the authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

35. TAX EXPENSE

Note	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Income tax:-				
- current year	9,672	2,591	4,077	3
- (over)/under provision in prior years	(107)	128	-	-
	<u>9,565</u>	<u>2,719</u>	<u>4,077</u>	<u>3</u>
Deferred tax:-				
15				
- current year	(1,026)	(190)	-	-
- (over)/under provision in prior years	(81)	134	-	-
	<u>(1,107)</u>	<u>(56)</u>	<u>-</u>	<u>-</u>
Total tax expense	<u>8,458</u>	<u>2,663</u>	<u>4,077</u>	<u>3</u>

The numerical reconciliation between the product of (loss)/profit before tax multiplied by the applicable tax rate, which is the statutory income tax rate, and the tax expense is as follows:-

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
(Loss)/Profit before tax	<u>(8,382)</u>	<u>(13,579)</u>	<u>1,514</u>	<u>2,213</u>
Taxation at applicable tax rate of 24%	(2,012)	(3,259)	363	531
Tax effects arising from:-				
- non-deductible expenses	13,391	5,681	5,276	1,253
- non-taxable income	(7,340)	(564)	(5,645)	(2,038)
- increase in unrecognised deferred tax assets	849	822	10	257
- tax incentives claimed	(315)	(129)	-	-
- effect of differential in tax rates	-	(150)	-	-
- provision of tax penalty	4,073	-	4,073	-
- (over)/under provision in prior years:-				
- income tax	(107)	128	-	-
- deferred tax	(81)	134	-	-
Tax expenses for the financial year	<u>8,458</u>	<u>2,663</u>	<u>4,077</u>	<u>3</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

35. TAX EXPENSE (CONTINUED)

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

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Property, plant and equipment	370	457	521	540
Biological assets	-	(164)	-	-
Unutilised capital allowances carried forward	2,513	2,420	1,381	1,320
Unabsorbed tax losses carried forward	56,011	52,899	32,094	32,094
Other temporary differences	256	-	-	-
	<u>59,150</u>	<u>55,612</u>	<u>33,996</u>	<u>33,954</u>
Potential deferred tax assets not recognised	<u>14,196</u>	<u>13,347</u>	<u>8,159</u>	<u>8,149</u>

Deferred tax assets have not been recognised in respect of the above unabsorbed tax losses due to uncertainty of its realisation.

The unabsorbed tax assets are available to offset against future taxable profits of the Group, subject to the requirements under Income Tax Act 1967 and guidelines issued by Inland Revenue Board of Malaysia.

With effect from the year of assessment ("YA") 2019, unabsorbed tax losses in a YA can only be carried forward for a maximum period of ten (10) consecutive YAs. Unabsorbed tax losses for YA 2024 can be set off against income from any business source for ten (10) YAs and will be disregarded in YA 2035. Unabsorbed tax losses accumulated up to YA 2018 can be utilised for another 10 YAs and will be disregarded in YA 2029.

The unabsorbed tax losses can only be carried until the following YAs:-

	Group	Company
	2024	2024
	RM'000	RM'000
Prior and up to YA 2028	26,750	19,069
2029	4,503	2,260
2030	6,435	1,865
2031	4,058	2,193
2032	5,356	3,085
2033	5,415	3,622
2034	3,494	-
	<u>56,011</u>	<u>32,094</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

36. LOSS PER SHARE

(a) Basic loss per share

The basic loss per ordinary share is calculated by dividing the Group's loss for the financial year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year as follows: -

	Group 2024 RM	2023 RM
Loss for the financial year attributable to owners of the Company (RM'000)	(16,808)	(16,102)
Number of shares in issue as at 1 January('000)	281,361	280,156
Effect of shares issued pursuant to SGP ('000)	531	817
Effect of treasury shares resold ('000)	-	67
Weighted average number of shares ('000)	281,892	281,040
Basic loss per share (sen)	(5.96)	(5.73)

(b) Diluted loss per share

The diluted loss per share equals the basic loss per share due to the anti-dilutive effect of the shares under SGP and warrants which have been ignored in calculating the diluted loss per share.

37. RELATED PARTY DISCLOSURES

Other than the financial guarantee contracts and directors' remunerations as disclosed in Notes 25 and Note 34 respectively, transactions with related parties during the financial year are as follows:-

	Group 2024 RM'000	2023 RM'000	Company 2024 RM'000	2023 RM'000
Acquisition of property, plant and equipment from other related parties ¹	82	130	-	-
Acquisition of property, plant and equipment from a subsidiary	-	-	73	-
Contributions to subsidiaries under SGP	-	-	290	41
Dividend declared from subsidiary	-	-	6,000	6,000
Purchase of goods from other related parties ¹	13,192	12,078	-	-
Receiving of services from other related parties ¹	295	231	-	-
Rendering of services to joint venture	388	419	-	-
Rendering of services to subsidiaries	-	-	9,872	5,356
Rental charged by subsidiary	-	-	156	156
Rental charged by other related parties ¹	114	114	-	-
Rental charged to joint venture	26	43	-	-
Rental charged to subsidiary	-	-	785	784
Rental charged to other related parties ¹	181	181	181	181
Sale of development unit to other related party ¹	-	1,930	-	-
Sale of goods to other related party ¹	2,901	3,071	-	-
Subscription for shares in associate	-	1,084	-	-

¹ Being companies in which certain directors have substantial financial interests

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

38. SEGMENT REPORTING

Operating segments

For management purposes, the Group is organised into business units based on their products and services and has the following reportable operating segments:-

- (i) Manufacture of printed circuit boards
- (ii) Cultivation of oil palm
- (iii) Property development
- (iv) Construction contracts (for water and wastewater treatment plant and road infrastructure)
- (iv) Sale of electric vehicles

Except as indicated above, no operating segments have been aggregated to form the above reportable segments.

The accounting policies and measurement bases of the segment items reported are the same as those disclosed in Note 3. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with external parties.

Group	Manufacture of printed circuit boards	Cultivation of oil palm	Property development	Construction contracts	Sale of electric vehicles	Unallocated non-operating segments	Total
2024	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Segment assets	181,312	17,692	307,596	12,022	7,177	52,930	578,729
Investment in associate	-	-	-	-	-	9,328	9,328
Investment in joint venture	-	-	-	-	-	22,415	22,415
Tax assets	2,013	29	1,847	-	30	-	3,919
Total assets	183,325	17,721	309,443	12,022	7,207	84,673	614,391
Additions to non-current assets	12,841	-	472	24	4,800	128	18,265
Segment liabilities	31,624	36	20,938	3,661	88	14,737	71,084
Tax liabilities	8,064	-	45	-	6	5,105	13,220
Loans and borrowings	19,463	-	36,592	-	4,154	18,703	78,912
Lease liabilities	-	-	269	73	91	454	887
Total liabilities	59,151	36	57,844	3,734	4,339	38,999	164,103
External revenue	180,337	615	57,569	3,393	1,420	3,744	247,078
Inter-segment revenue	49	-	-	8,849	-	16,657	25,555
Total revenue	180,386	615	57,569	12,242	1,420	20,401	272,633
Segment (loss)/profit	(19,652)	(831)	16,555	(2,272)	(1,225)	1,943	(5,482)
Interest income	1,136	-	194	155	52	283	1,820
Interest expenses	(1,341)	-	(1,319)	(4)	(9)	(1,049)	(3,722)
Share of associate's loss	-	-	-	-	-	(312)	(312)
Share of joint venture's loss	-	-	-	-	-	(686)	(686)
(Loss)/Profit before tax	(19,857)	(831)	15,430	(2,121)	(1,182)	179	(8,382)
Income tax expenses	330	-	(3,998)	(37)	-	(4,753)	(8,458)
(Loss)/Profit for the financial year	(19,527)	(831)	11,432	(2,158)	(1,182)	(4,574)	(16,840)
Non-cash incomes	1,334	-	-	-	4	2,770	4,108
Depreciation	14,656	33	542	133	128	970	16,462
Other non-cash expenses	7,889	46	214	126	40	2,754	11,069

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

38. SEGMENT REPORTING (CONTINUED)

Group	Manufacture of printed circuit boards	Cultivation of oil palm	Property development	Construction contracts	Sale of electric vehicles	Unallocated non-operating segments	Total
2023	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Segment assets	202,559	17,983	267,452	16,911	7,512	48,423	560,840
Investment in associate	-	-	-	-	-	10,538	10,538
Investment in joint venture	-	-	-	-	-	20,806	20,806
Tax assets	2,562	26	1,317	-	13	1	3,919
Total assets	205,121	18,009	268,769	16,911	7,525	79,768	596,103
Additions to non-current assets	14,037	-	141	16	1,853	1,390	17,437
Segment liabilities	21,758	57	15,655	7,822	301	13,803	59,396
Tax liabilities	8,866	-	46	3	6	945	9,866
Loans and borrowings	24,698	-	11,625	-	107	20,765	57,195
Lease liabilities	-	-	110	109	208	553	980
Total liabilities	55,322	57	27,436	7,934	622	36,066	127,437
External revenue	183,314	780	27,005	11,854	1,238	3,616	227,807
Inter-segment revenue	33	-	-	5,737	-	11,859	17,629
Total revenue	183,347	780	27,005	17,591	1,238	15,475	245,436
Segment (loss)/profit	(16,199)	(806)	6,065	2,976	(873)	(1,491)	(10,328)
Interest income	1,138	-	372	54	18	249	1,831
Interest expenses	(1,187)	-	(538)	(27)	(13)	(1,071)	(2,836)
Share of associate's loss	-	-	-	-	-	(2,084)	(2,084)
Share of joint venture's loss	-	-	-	-	-	(162)	(162)
(Loss)/Profit before tax	(16,248)	(806)	5,899	3,003	(868)	(4,559)	(13,579)
Income tax expenses	(261)	-	(1,840)	(21)	9	(550)	(2,663)
(Loss)/Profit for the financial year	(16,509)	(806)	4,059	2,982	(859)	(5,109)	(16,242)
Non-cash incomes	1,057	-	-	20	-	2,003	3,080
Depreciation	13,993	33	527	160	147	951	15,811
Other non-cash expenses	591	12	5	16	8	1,023	1,655

Geographical information

In presenting information about geographical areas, segment revenue is based on the geographical location of customers whereas segment assets are based on the geographical location of assets.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

38. SEGMENT REPORTING (CONTINUED)

Geographical information (Continued)

	External revenue		Non-current assets	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Malaysia	146,800	131,404	364,841	349,486
China	1,094	3,916	18,839	30,148
Singapore	65,393	57,291	-	-
Indonesia	24,063	25,298	-	-
Others	9,728	9,898	-	-
	<u>247,078</u>	<u>227,807</u>	<u>383,680</u>	<u>379,634</u>

Major customers

The major groups of customers of the manufacture of printed circuit boards segment that contributed 10% or more of the Group's total revenue are as follows:-

	External revenue		Segments
	2024	2023	
	RM'000	RM'000	
Customer A	65,327	57,208	Manufacture of printed circuit board
Customer B	<u>22,141</u>	<u>24,346</u>	

39. CONTRACTUAL COMMITMENTS

	Group	
	2024	2023
	RM'000	RM'000
Acquisition of property, plant and equipment		
Approved and contracted for	<u>1,220</u>	<u>3,364</u>

40. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:-

- (i) Financial assets measured at fair value through profit or loss
- (ii) Financial assets measured at amortised cost
- (iii) Financial liabilities measured at fair value through profit or loss
- (iv) Financial liabilities measured at amortised cost

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40. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (Continued)

The table below provides an analysis of financial instruments categorised as follows:- (Continued)

	Carrying amounts RM'000	Financial assets at fair value through profit or loss RM'000	Financial assets at amortised cost RM'000	Financial liabilities at fair value through profit or loss RM'000	Financial liabilities at amortised cost RM'000
Group					
2024					
Financial assets					
Other investments	7,114	7,114	-	-	-
Receivables	37,639	-	37,639	-	-
Contract assets	8,033	-	8,033	-	-
Cash and cash equivalents	69,429	9	69,420	-	-
	<u>122,215</u>	<u>7,123</u>	<u>115,092</u>	<u>-</u>	<u>-</u>
Financial liabilities					
Contract liabilities	2,801	-	-	-	2,801
Derivative liabilities	34	-	-	34	-
Payables	53,614	-	-	-	53,614
Loans and borrowings	78,912	-	-	-	78,912
Lease liabilities	887	-	-	-	887
Financial guarantee contracts	4,465	-	-	4,465	-
	<u>140,713</u>	<u>-</u>	<u>-</u>	<u>4,499</u>	<u>136,214</u>
2023					
Financial assets					
Other investments	3,064	3,064	-	-	-
Receivables	35,039	-	35,039	-	-
Contract assets	6,059	-	6,059	-	-
Derivative assets	152	152	-	-	-
Cash and cash equivalents	80,707	1,019	79,688	-	-
	<u>125,021</u>	<u>4,235</u>	<u>120,786</u>	<u>-</u>	<u>-</u>
Financial liabilities					
Contract liabilities	5,096	-	-	-	5,096
Payables	42,537	-	-	-	42,537
Loans and borrowings	57,195	-	-	-	57,195
Lease liabilities	980	-	-	-	980
Financial guarantee contracts	4,507	-	-	4,507	-
	<u>110,315</u>	<u>-</u>	<u>-</u>	<u>4,507</u>	<u>105,808</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (Continued)

The table below provides an analysis of financial instruments categorised as follows:- (Continued)

	Carrying amounts RM'000	Financial assets at fair value through profit or loss RM'000	Financial assets at amortised cost RM'000	Financial liabilities at fair value through profit or loss RM'000	Financial liabilities at amortised cost RM'000
Company					
2024					
Financial assets					
Other investments	7,114	7,114	-	-	-
Receivables	18,651	-	18,651	-	-
Cash and cash equivalents	11,916	-	11,916	-	-
	<u>37,681</u>	<u>7,114</u>	<u>30,567</u>	<u>-</u>	<u>-</u>
Financial liabilities					
Payables	1,632	-	-	-	1,632
Lease liabilities	455	-	-	-	455
Financial guarantee contracts	4,465	-	-	4,465	-
	<u>6,552</u>	<u>-</u>	<u>-</u>	<u>4,465</u>	<u>2,087</u>
2023					
Financial assets					
Other investments	3,064	3,064	-	-	-
Receivables	213,407	-	213,407	-	-
Cash and cash equivalents	10,475	1,010	9,465	-	-
	<u>226,946</u>	<u>4,074</u>	<u>222,872</u>	<u>-</u>	<u>-</u>
Financial liabilities					
Payables	5,163	-	-	-	5,163
Lease liabilities	554	-	-	-	554
Financial guarantee contracts	4,507	-	-	4,507	-
	<u>10,224</u>	<u>-</u>	<u>-</u>	<u>4,507</u>	<u>5,717</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Net (gains)/losses arising from financial instruments

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Net (gains)/losses on:-				
Financial assets at fair value through profit or loss	(2,694)	(2,184)	(2,728)	(2,032)
Financial assets at amortised cost	(1,757)	(1,823)	(283)	(249)
Financial liabilities at fair value through profit or loss	(42)	-	(42)	-
Financial liabilities at amortised cost	3,718	2,836	20	13
	<u>(775)</u>	<u>(1,171)</u>	<u>(3,033)</u>	<u>(2,268)</u>
Net (gains)/losses on impairment of financial assets:-				
Financial assets at amortised cost	<u>(357)</u>	<u>-</u>	<u>14,676</u>	<u>(822)</u>

(c) Financial risk management

The activities of the Group and of the Company are exposed to certain financial risks, including credit risk, liquidity risk, interest rate risk, foreign currency risk, agricultural risk on biological assets and other price risk. The overall financial risk management objective of the Group and of the Company is to ensure that adequate financial resources are available for business development whilst minimising the potential adverse impacts of financial risks on their financial position, performance and cash flows.

The aforementioned financial risk management objective and its related policies and processes explained below have remained unchanged from the previous financial year.

(i) Credit risk

The Group's exposure to credit risk arises mainly from receivables, contract assets, derivatives contracts and deposits placed with financial institutions. The Company is also exposed to credit risk in respect of financial guarantees provided for credit facilities granted to certain subsidiaries. The maximum credit risk exposure of these financial assets is best represented by their respective carrying amounts in the statements of financial position.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(i) Credit risk (Continued)

Trade receivables and contract assets

Risk management objectives, policies and processes for managing the risk

The Group has a credit policy in place to monitor and minimise the exposure of default. Credit evaluations are performed on all customers requiring credit over certain amount. The Group also has an internal credit review which is conducted if the credit risk is material. Trade receivables and contract assets are monitored on an on-going basis via Group management reporting procedures.

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

Exposure to credit risk, credit quality and collateral

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

The Group determines credit risk concentrations in terms of counterparties and geographical areas. As at 31 December 2024, there were two (2) (2023: Two (2)) major groups of customers that individually accounted for 10% or more of the Group's trade receivables and the total outstanding balances due from these major groups amounted to RM11,726,000/- (2023: RM9,929,000/-). The credit risk concentration profile by geographical areas of trade receivables is as follows:-

	Group	
	2024	2023
	RM'000	RM'000
Malaysia	21,149	19,137
Singapore	7,341	2,620
Indonesia	6,850	7,192
Others	776	1,294
China	-	2,757
	<u>36,116</u>	<u>33,000</u>

Management has taken reasonable steps to ensure that trade receivables and contract assets that are neither past due nor impaired are measured at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any past due receivables having significant balances, which are deemed to have higher credit risk are monitored individually.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(i) Credit risk (Continued)

Trade receivables and contract assets (Continued)

Expected credit losses ("ECL") assessment for trade receivables and contract assets

The Group determines that a trade receivable is credit-impaired when the customer is experiencing significant financial difficulty and has defaulted in payments. Unless otherwise demonstrated, the Group generally considers a default to have occurred when the trade receivable is more than 90 days past due. The gross carrying amount of a credit-impaired trade receivable is directly written-off when there is no reasonable expectation of recovery. This normally occurs when there is reasonable proof of customer insolvency.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9: *Financial Instruments*.

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

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
Group			
2024			
Trade receivables			
Current (not past due)	26,463	-	26,463
1 to 30 days past due	5,568	1	5,567
31 to 60 days past due	1,552	1	1,551
61 to 90 days past due	-	-	-
	33,583	2	33,581
Credit impaired			
More than 90 days past due	2,533	2,457	76
	36,116	2,459	33,657
Contract assets	8,033	-	8,033

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(i) Credit risk (Continued)

Trade receivables and contract assets (Continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets:- (Continued)

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
2023			
Trade receivables			
Current (not past due)	27,228	-	27,228
1 to 30 days past due	1,595	-	1,595
31 to 60 days past due	1,613	-	1,613
61 to 90 days past due	3	-	3
	30,439	-	30,439
Credit impaired			
More than 90 days past due	2,561	2,479	82
	33,000	2,479	30,521
 Contract assets	 6,059	 -	 6,059

Movements in the allowance for impairment losses in respect of trade receivables

During the financial year, the Group recognised ECLs of RM105,000/- (2023: Nil) for trade receivables as disclosed in Note 14(c) to the financial statements.

During the financial year, the Group has not credit impaired any contract assets.

Other receivables

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

Expected credit loss of other receivables is determined individually after considering the financial strength, payment patterns and expected default rate of the other receivables. During the financial year, the Group recognised a ECLs of RM252,000/- (2023: Nil) for other receivables as disclosed in Note 14(d) to the financial statements.

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) **Financial risk management (Continued)**

(i) **Credit risk (Continued)**

Finance lease receivables

The credit risk associated with finance lease receivables is mitigated by way of obtaining security over the leased equipment. As at the end of the reporting period, the maximum exposure to credit risk arising from other receivables is represented by the carrying amounts in the statements of financial position.

During the financial year, the Group has not credit impaired any finance lease receivables.

Financial guarantee

The Company provides unsecured financial guarantees to licensed banks for banking facilities granted to certain subsidiaries and a joint venture. The Company monitors the ability of the subsidiaries and a joint venture to service their loans on individual basis.

The maximum exposure to credit risk amounts to RM318,278,000/- (2023: RM263,204,000/-) representing the maximum amount the Company could pay if the guarantee is called on as disclosed in Note 25 to the financial statements.

The Company assumes that there is a significant increase in credit risk when a subsidiary's or joint venture's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when the subsidiary is unlikely to repay its credit obligation to the bank in full.

During the financial year, the Company has not credit impaired any financial guarantee.

Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

(ii) **Liquidity risk**

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risks arises primarily from mismatched of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all financing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group and the Company maintain sufficient levels of cash or cash convertible investments to meet its working capital requirements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(ii) Liquidity risk (Continued)

Maturity analysis

The table below summarises the maturity profile of the Group's and of the Company's liabilities at the end of the reporting period based on contractual undiscounted repayment obligations:-

	Carrying amounts RM'000	Contractual interest rate/ Discount rate	Contractual undiscounted cash flows RM'000	On demand or within 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000
Group						
2024						
Financial liabilities						
Payables	53,614	-	53,614	53,614	-	-
Contract liabilities	2,801	-	2,801	2,801	-	-
Trust receipts	4,653	5.49% - 5.77%	4,653	4,653	-	-
Term loans	53,576	3.50% - 6.72%	63,210	20,060	24,697	18,453
Revolving credits	20,683	5.10% - 5.38%	21,149	1,000	20,149	-
Lease liabilities	887	4.20% - 5.00%	954	338	616	-
Financial guarantee contracts	4,465	2.00%	26,010	26,010	-	-
Derivative liabilities	34	-	34	34	-	-
	<u>140,713</u>		<u>172,425</u>	<u>108,510</u>	<u>45,462</u>	<u>18,453</u>
2023						
Financial liabilities						
Payables	42,537	-	42,537	42,537	-	-
Contract liabilities	5,096	-	5,096	5,096	-	-
Trust receipts	9,508	6.47% - 6.67%	9,508	9,508	-	-
Term loans	47,687	3.50% - 6.72%	57,744	7,835	35,912	13,997
Lease liabilities	980	3.65% - 5.00%	1,065	388	677	-
Financial guarantee contracts	4,507	2.00%	26,010	26,010	-	-
	<u>110,315</u>		<u>141,960</u>	<u>91,374</u>	<u>36,589</u>	<u>13,997</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(ii) Liquidity risk (Continued)

Maturity analysis (Continued)

The table below summarises the maturity profile of the Group's and of the Company's liabilities at the end of the reporting period based on contractual undiscounted repayment obligations:- (Continued)

	Carrying amounts RM'000	Contractual interest rate/ Discount rate	Contractual undiscounted cash flows RM'000	On demand or within 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000
Company						
2024						
Financial liabilities						
Payables	1,632	-	1,632	1,632	-	-
Lease liabilities	455	4.39% - 4.46%	497	122	375	-
Financial guarantee contracts	4,465	2.00%	318,278	318,278	-	-
	6,552		320,407	320,032	375	-
2023						
Financial liabilities						
Payables	5,163	-	5,163	5,163	-	-
Lease liabilities	554	4.39% - 4.46%	617	130	487	-
Financial guarantee contracts	4,507	2.00%	263,204	263,204	-	-
	10,224		268,984	268,497	487	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(iii) Interest rate risk

The Group's and the Company's exposure to interest rate risk arises mainly from interest-bearing financial instruments, namely term deposits and loans and borrowings.

The Group and the Company observe the movements in interest rates and strive to obtain the most favourable rates available for new financing or during repricing. It is also the Group's and the Company's policy to maintain a mix of fixed and floating rate financial instruments.

	2024		2023	
	Effective interest rate %	Carrying amounts RM'000	Effective interest rate %	Carrying amounts RM'000
Group				
Financial asset				
Term deposits	1.25 - 5.77	36,829	2.10 - 5.45	45,452
Financial liabilities				
Trust receipts	5.49 - 5.57	4,653	6.47 - 6.67	9,508
Term loans	3.50 - 6.72	53,576	3.50 - 6.72	47,687
Revolving credits	5.09 - 5.38	20,683	-	-
Lease liabilities	4.20 - 5.00	887	3.65 - 5.00	980
Company				
Financial asset				
Term deposits	2.70 - 2.75	11,580	2.10 - 5.45	9,218
Financial liability				
Lease liabilities	4.39 - 4.46	455	4.39 - 4.46	554

Sensitivity analysis for interest rate

As the Group does not account for its fixed rate financial instruments at fair value through profit or loss, any changes in interest rates at the end of reporting period would not affect its profit or loss. For floating rate financial instruments stated at amortised cost, the following table demonstrates the sensitivity of profit or loss to changes in interest rates that were reasonably possible at the end of the reporting period, with all other variables held constant:-

	Group (Increase)/Decrease in Profit or Loss	
	2024 RM'000	2023 RM'000
Increase in interest rate by 5%	(2,822)	(1,812)
Decrease in interest rate by 5%	2,822	1,812

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(iv) 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 the changes in foreign exchange rates.

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities. Foreign exchange exposures in transactional currencies other than functional currencies of the operating entity are kept to an acceptable level.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including China and Hong Kong. The Group's investments in foreign operations are not hedged.

The financial assets and financial liabilities of the Group that are not denominated in the functional currencies are disclosed in respective notes to the financial statements.

Sensitivity analysis for foreign currency

The following table demonstrates the sensitivity of the Group's profit net of tax to a reasonably possible change in the exchange rates of United States Dollar ("USD"), Chinese Yuan ("RMB") and Singapore Dollar ("SGD") against the functional currency of the Group, with all other variables held constant.

		Group	
		Increase/(Decrease)	
		in Profit or Loss	
		2024	2023
		RM'000	RM'000
USD/RM	- strengthened 5%	140	343
	- weakened 5%	(140)	(343)
RMB/RM	- strengthened 5%	262	62
	- weakened 5%	(262)	(62)
SGD/RM	- strengthened 5%	-	1
	- weakened 5%	-	(1)

(v) Agricultural risk on biological assets

The Group is exposed to risk arising from environmental and climatic changes, commodity prices and financing risks arising from the FFB.

The Group is exposed to risks arising from fluctuations in the price and volume of FFB.

Sensitivity analysis for biological assets

The management are in view that the impact from the change in the Group's fair value of FFB, if the key estimates and assumption on selling price and production volume had increased or decreased by 10% at the reporting date, is insignificant to the Group. Therefore, the sensitivity analysis is not presented.

NOTES TO THE FINANCIAL STATEMENTS
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Financial risk management (Continued)

(vi) Other price risk

The Group's exposure to other price risk arises mainly from other investments. The Group manages its exposure to other price risk by maintaining a portfolio of debt securities and equities with different risk profiles. Reports on the investment portfolio are submitted to the Group's senior management on a regular basis.

The following table demonstrates the sensitivity of profit or loss to reasonably possible price movements in other investments, with all other variables held constant:-

	Group	
	Increase/(Decrease)	
	in Profit or Loss	
	2024	2023
	RM'000	RM'000
Increase in price by 10%	541	233
Decrease in price by 10%	<u>(541)</u>	<u>(233)</u>

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Fair value information

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

The table below analyses the fixed rate current financial instruments carried at fair value is disclosed, together with its fair value and carrying amount shown in the statements of financial position:-

	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Total fair value	Carrying amount
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000		
Group								
2024								
Financial assets								
Other investments	7,114	-	-	-	-	-	7,114	7,114
Finance lease receivables	-	-	-	-	-	314	314	303
Financial liabilities								
Trust receipts	-	-	-	-	-	4,653	4,653	4,653
Term loans	-	-	-	-	-	63,210	63,210	53,576
Revolving credits	-	-	-	-	-	21,149	21,149	20,683
Lease liabilities	-	-	-	-	-	954	954	887
Derivative liabilities	34	-	-	-	-	-	34	34
2023								
Financial assets								
Other investments	3,064	-	-	-	-	-	3,064	3,064
Finance lease receivables	-	-	-	-	-	84	84	81
Derivative assets	152	-	-	-	-	-	152	152
Financial liabilities								
Trust receipts	-	-	-	-	-	9,508	9,508	9,508
Term loans	-	-	-	-	-	57,744	57,744	47,687
Lease liabilities	-	-	-	-	-	1,065	1,065	980

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

40. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Fair value information (Continued)

The table below analyses the fixed rate current financial instruments carried at fair value is disclosed, together with its fair value and carrying amount shown in the statements of financial position:- (Continued)

	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Total fair value	Carrying amount
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000		
Company								
2024								
Financial asset								
Other investments	7,114	-	-	-	-	-	7,114	7,114
Financial liability								
Lease liabilities	-	-	-	-	-	497	497	455
2023								
Financial asset								
Other investments	3,064	-	-	-	-	-	3,064	3,064
Financial liability								
Lease liabilities	-	-	-	-	-	617	617	554

40. FINANCIAL INSTRUMENTS (CONTINUED)

(d) Fair value information (Continued)

Fair value hierarchy

Level 1 fair value

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the entity can access at the measurement date.

Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

There has been no transfer between Level 1 and Level 2 fair values during the financial year.

Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the financial assets and liabilities. The Group uses valuation techniques in determining fair values for financial instruments.

Type of financial instruments	Description of valuation technique and inputs used
Unquoted shares	Revalued net asset valuation method and adjusted net asset method

41. CAPITAL MANAGEMENT

The overall capital management objective of the Group and of the Company is to safeguard its ability to continue as a going concern so as to provide fair returns to shareholders and benefits to other stakeholders. In order to meet this objective, the Group and the Company always strive to maintain an optimal capital structure to reduce the cost of capital and sustain its business development.

The Group and the Company consider its total equity and total loans and borrowings and lease liabilities to be the key components of its capital structure and do, from time to time, adjust the dividend payouts, purchase own shares, issue new shares, sell assets, raise or redeem debts, where necessary, to maintain an optimal capital structure. The Group and the Company monitor capital using a debt-to-equity ratio, which is calculated as total loans and borrowings and lease liabilities divided by total equity.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

41. CAPITAL MANAGEMENT (CONTINUED)

The gearing ratio of the Group and of the Company is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Loans and borrowings	78,912	57,195	-	-
Lease liabilities	887	980	455	554
Total debts	79,799	58,175	455	554
Total equity	450,288	468,666	448,098	449,906
Gearing ratio	17.7%	12.4%	0.1%	0.1%

42. COMPARATIVE FIGURES

The financial statements of the Group and of the Company for the financial year ended 31 December 2023 were audited by another auditor who expressed an unmodified opinion on these financial statements on 17 April 2024.

Certain comparative figures have been reclassified to conform with current year's presentation.

43. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

Acceptance of Letter of Award – RM69.49 Million Subcontract

On 30 April 2024, Teknoserv Engineering Sdn. Bhd., a wholly-owned subsidiary, received and accepted a subcontract valued at RM69,492,000/- (inclusive of taxes and duties) from Gamuda M&E Sdn. Bhd.. The subcontract encompasses the construction of the Rasau Intake, Raw Water Pumping Mains, Water Treatment Plant, and associated works as part of the proposed development of the Sg. Rasau Water Supply Scheme (Stage 1) in Selangor Darul Ehsan.

44. SIGNIFICANT EVENTS SUBSEQUENT TO THE FINANCIAL YEAR

Compensation Agreement for Repossession of Land in Suzhou, China

On 13 February 2025, GUH Circuit Industry (Suzhou) Co., Ltd. ("GUH Suzhou"), a wholly-owned subsidiary, has entered into a Compensation Agreement with the Suzhou High-tech Zone Shishan Business Innovation District Management Office ("SHZ Management Office"), of the People's Republic of China ("PRC"), for the repossession of the state-owned land use right for the land located at 588 Changjiang Road, Suzhou High-tech Zone, PRC ("the Land"). Under the agreement, GUH Suzhou has agreed to transfer the Land held by it to the SHZ Management Office for a total consideration of CNY 195 million, which is approximately RM120 million.

Proposed acquisition of freehold land located at Mukim Semenyih, Daerah Ulu Langat, Negeri Selangor

On 28 March 2025, GUH eBattery Sdn. Bhd, ("GUH eBattery"), a wholly-owned indirect subsidiary, has entered into a Sales and Purchase Agreement with Rich Couty Estate Sdn. Bhd. for the acquisition of all that piece of freehold land measuring 27.2252 hectares (2,930,496.14 square feet) held under title identified as H.S.(D) 79638, PT 23728, Mukim Semenyih, Daerah Ulu Langat, Negeri Selangor for a total consideration of RM71,757,070/-.

ANALYSIS OF SHAREHOLDINGS

Total number of issued shares : 283,228,379 ordinary shares

Class of Shares : Ordinary Shares

Voting Rights : One vote per ordinary share

Distribution Schedule of Shares

As at 28 March 2025

Holdings	No. of Holders	Total Holdings	%
Less than 100	1,415	73,219	0.03
100 - 1,000	2,252	975,491	0.34
1,001 – 10,000	5,978	22,448,268	7.93
10,001 – 100,000	1,811	52,523,692	18.54
100,001 – less than 5% of issued shares	250	127,032,262	44.85
5% and above of issued shares	2	80,175,447	28.31
	11,708	283,228,379	100.00

ANALYSIS OF SHAREHOLDINGS

Substantial Shareholders

As at 28 March 2025

No.	Name of Substantial Shareholders	Direct Interest		Deemed Interest	
		No. of Shares	%	No. of Shares	%
1.	HSBC Nominees (Asing) Sdn. Bhd. <i>HBAP For Gold Connection Assets Limited</i>	47,740,072	16.86	-	-
2.	Zun Holdings Sdn. Bhd.	32,435,375	11.45	-	-
3.	Puan Sri Datin Seri Ang Gaik Nga	12,103,708	4.27	32,435,375 ^a	11.45
4.	Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.27	32,435,375 ^a	11.45
5.	Dato' H'ng Chun Hsiang	2,438,748	0.86	32,435,375 ^a	11.45
6.	H'ng Chun Ching	1,965,200 ^c	0.69	32,435,375 ^a	11.45
7.	H'ng Hsieh Fern	894,199	0.32	32,435,375 ^a	11.45
8.	Tan Sri Dato' Seri H'ng Bok San	750,031	0.26	53,435,695 ^b	18.87

Directors' Shareholdings

As at 28 March 2025

No.	Name of Directors	Direct Interest		Deemed Interest	
		No. of Shares	%	No. of Shares	%
1.	Tan Sri Dato' Seri H'ng Bok San	750,031	0.26	53,435,695 ^b	18.87
2.	Datuk Seri Kenneth H'ng Bak Tee	8,872,461	3.13	1,671,327 ^d	0.59
3.	Dato' Harry H'ng Bak Seah	2,497,710	0.88	-	-
4.	Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.27	32,435,375 ^a	11.45
5.	Dato' Dr. Gan Kong Meng	-	-	-	-
6.	Mr. Teng Chang Yeow	-	-	-	-
7.	Ms. Phoon Yee Min	-	-	-	-

Notes:

^a Deemed interested by virtue of shareholdings held through Zun Holdings Sdn. Bhd., pursuant to Section 8 of the Companies Act 2016

^b Deemed interested by virtue of his spouse's and children's shareholdings in the Company, as well as his shareholdings held through Zun Holdings Sdn. Bhd., pursuant to Sections 8 and 59(11)(c) of the Companies Act 2016

^c Shares are held through UOBM Nominees (Tempatan) Sdn. Bhd.

^d Deemed interested by virtue of his spouse's and son's shareholdings in the Company pursuant to Section 59(11)(c) of the Companies Act 2016. 1,404,649 shares are held through Inter-Pacific Equity Nominees (Tempatan) Sdn. Bhd.

ANALYSIS OF SHAREHOLDINGS

Thirty (30) Largest Shareholders

As at 28 March 2025

No.	Name of Securities Account Holders	No. of Shares	%
1	HSBC Nominees (Asing) Sdn. Bhd. <i>HBAP for Gold Connection Assets Limited (PB-SGDIV501999)</i>	47,740,072	16.86
2	Zun Holdings Sdn. Bhd.	32,435,375	11.45
3	Puan Sri Datin Seri Ang Gaik Nga	12,103,708	4.27
4	Datuk Seri Kenneth H'ng Bak Tee	8,872,461	3.13
5	Song Siew Gnoh	6,600,000	2.33
6	Tay Teck Ho	5,300,000	1.87
7	Kan Yu Oi Ling	4,507,445	1.59
8	Datin Seri Jessica H'ng Hsieh Ling	3,598,465	1.27
9	Chee Sai Mun	3,411,850	1.20
10	Laico Jaya Sdn. Bhd.	3,147,954	1.11
11	Ho Whye Chong	2,532,000	0.89
12	Dato' H'ng Chun Hsiang	2,438,748	0.86
13	Dato' Harry H'ng Bak Seah	2,360,329	0.83
14	UOBM Nominees (Tempatan) Sdn. Bhd. <i>UOBM for H'ng Chun Ching (PBM)</i>	1,965,200	0.69
15	Shoptra Jaya (M) Sdn. Bhd.	1,464,128	0.52
16	Inter-Pacific Equity Nominees (Tempatan) Sdn. Bhd. <i>Datin Seri Tham Hooi Loon (0151)</i>	1,404,649	0.50
17	Sim Mui Khee	1,400,000	0.49
18	Dato' Lai Chang Hun	1,383,042	0.49
19	Amsec Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Chong Chun Shiong</i>	1,381,000	0.49
20	Kenanga Nominees (Asing) Sdn. Bhd. <i>Exempt An for Phillip Securities Pte Ltd (Client Account)</i>	1,365,617	0.48
21	Sia Lai Seng	1,313,000	0.46
22	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Chee Sai Mun (E-KLC)</i>	1,145,629	0.40
23	RHB Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Gak Jia Weng</i>	1,145,000	0.40
24	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Ng Sak Tun</i>	1,125,500	0.40
25	CGS International Nominees Malaysia (Asing) Sdn. Bhd. <i>Exempt An for CGS International Securities Singapore Pte. Ltd. (Retail Clients)</i>	970,737	0.34
26	Rudy Yeap Ee Kiat	950,000	0.34
27	H'ng Hsieh Fern	894,199	0.32
28	Tan Pak Nang	821,340	0.29
29	Nyiew Teng Sia @ Yang Ting Chern	810,834	0.29
30	Siaw Poon Keong	803,378	0.28

ANALYSIS OF SHAREHOLDINGS

Total number of issued Warrants : 140,676,879 Warrants

Exercise Price : RM0.5250

Expiry Date : 25 June 2028

Distribution Schedule of Warrants

As at 28 March 2025

Holdings	No. of Holders	Total Holdings	%
Less than 100	2,250	102,628	0.07
100 - 1,000	3,926	2,184,507	1.55
1,001 – 10,000	3,731	12,328,164	8.76
10,001 – 100,000	692	19,803,158	14.08
100,001 – less than 5% of issued shares	130	66,170,699	47.04
5% and above of issued shares	2	40,087,723	28.50
	10,731	140,676,879	100.00

Directors' Warrant Holdings

As at 28 March 2025

No.	Name of Directors	Direct Interest		Deemed Interest	
		No. of Warrants	%	No. of Warrants	%
1.	Tan Sri Dato' Seri H'ng Bok San	375,015	0.27	26,717,846 ^a	18.99
2.	Datuk Seri Kenneth H'ng Bak Tee	-	-	-	-
3.	Dato' Harry H'ng Bak Seah	1,248,854	0.89	-	-
4.	Datin Seri Jessica H'ng Hsieh Ling	1,799,232	1.28	16,217,687 ^b	11.53
5.	Dato' Dr. Gan Kong Meng	-	-	-	-
6.	Mr. Teng Chang Yeow	-	-	-	-
7.	Ms. Phoon Yee Min	-	-	-	-

Notes:

^a Deemed interest by virtue of his spouse's and children's interest in the Company, as well as his interest in Zun Holdings Sdn. Bhd., pursuant to Sections 8 and 59(11)(c) of the Companies Act 2016

^b Deemed interest by virtue of her interest in Zun Holdings Sdn. Bhd., pursuant to Section 8 of the Companies Act 2016

ANALYSIS OF SHAREHOLDINGS

Thirty (30) Largest Warrant Holders

As at 28 March 2025

No.	Name of Securities Account Holders	No. of Shares	%
1	HSBC Nominees (Asing) Sdn. Bhd. <i>HBAP for Gold Connection Assets Limited (PB-SGDIV501999)</i>	23,870,036	16.97
2	Zun Holdings Sdn. Bhd.	16,217,687	11.53
3	Puan Sri Datin Seri Ang Gaik Nga	6,051,854	4.30
4	Koon Woh	5,221,600	3.71
5	Tay Teck Ho	2,650,000	1.88
6	Lee Mee Kuen	2,486,600	1.77
7	Kan Yu Oi Ling	2,253,722	1.60
8	Tan Ee Hung	2,000,000	1.42
9	Leong Hon Wah	1,980,000	1.41
10	Datin Seri Jessica H'ng Hsieh Ling	1,799,232	1.28
11	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Looi Boon Han</i>	1,750,000	1.24
12	Laico Jaya Sdn. Bhd.	1,573,977	1.12
13	Kong Mei Cheng	1,357,500	0.97
14	Kenanga Nominees (Tempatan) Sdn. Bhd. <i>Rakuten Trade Sdn Bhd for Lim Pei Pei</i>	1,250,000	0.89
15	Dato' H'ng Chun Hsiang	1,219,374	0.87
16	Dato' Harry H'ng Bak Seah	1,180,164	0.84
17	Khong Heng Jian	1,080,000	0.77
18	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Wong Ai Ming (E-KLC)</i>	1,026,931	0.73
19	UOBM Nominees (Tempatan) Sdn. Bhd. <i>UOBM for H'ng Chun Ching (PBM)</i>	982,600	0.70
20	Lau San Sian	900,000	0.64
21	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Teh Kian Lang (E-KLC)</i>	817,678	0.58
22	Lee Khoon Chang	800,000	0.57
23	Lim Kam Yoke	790,000	0.56
24	Siah Boon Pah	759,500	0.54
25	Dato' Lai Chang Hun	691,521	0.49
26	Kok Min Jun	668,500	0.48
27	Lim Eng Kiat	665,500	0.47
28	Kenanga Nominees (Asing) Sdn. Bhd. <i>Exempt An For Phillip Securities Pte Ltd (Client Account)</i>	643,276	0.46
29	Tan Kah Hooi	600,000	0.43
30	Siew Chi Min	500,312	0.36

LIST OF PROPERTIES

AS AT 31 DECEMBER 2024

No.	Address/ Location	Tenure	Description	Area (square metre)	Approximate Age of properties/ buildings	Net Book Value (RM'000)	Date of Acquisition/ Re-Valuation
1	Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang	Leasehold 60 years Expiring on 27/8/2041	Office/ Factory building	16,339	38 years	15,781	31/12/2013
2	Plot 208A Bayan Lepas Free Industrial Zone, Phase 3, Bayan Lepas, 11900 Penang	Leasehold 60 years Expiring on 20/10/2049	Office/ Factory building	6,167	38 years	8,129	31/12/2013
3	160-4-3 Anson Road, 10400 Penang	Freehold	Apartment	153	43 years	447	31/12/2016
4	588 Changjiang Road, New District Suzhou, Jiangsu, China	Leasehold 50 years Expiring on 17/8/2047	Office/ Factory building	53,325	27 years	17,270	31/12/2013
5	Unit 16, Rose Garden Xiang Xie Mountain Villa Resort No. 289 Jin San Road, Mudu Town, Wuzhong District, 215101 Suzhou Jiangsu Province, China	Leasehold 70 years Expiring on 17/5/2068	Bungalow	232	26 years	114	31/12/2013
6	Along Kuala Lumpur/ Seremban Highway, Pekan Bukit Kepayang, District of Seremban Negeri Sembilan	Freehold	Ongoing mixed development scheme known as Taman Bukit Kepayang	389,653	-	110,653	30/09/2004
7	Lot 50878 & Lot 50879, Bandar Seremban Utama, Seremban, Negeri Sembilan	Freehold	Residential land	33,655	-	9,528	09/11/2023
8	Along off Jalan Simpang Ampat Mukim 14 & 15 District of Seberang Perai Tengah, Pulau Pinang	Freehold	Ongoing mixed development scheme known as Simpang Ampat	182,949	-	82,269	27/03/2014
9	Lot No. 20339 Mukim 12, Province Wellesley South, Penang	Freehold	Industrial Land	15,126	-	8,136	09/09/2015
10	Lot No. 20338 Mukim 12, Province Wellesley South, Penang	Freehold	Industrial Land	12,747	-	6,719	09/09/2015
11	Lot No. 20337 Mukim 12, Province Wellesley South, Penang	Freehold	Industrial land	11,357	-	4,550	31/12/2016
12	Lot No. 1693, Mukim 12, Province Wellesley South, Penang	Freehold	Industrial land	1,998	-	520	31/12/2016
13	27 Jalan Serendah 26/40 Kawasan Perindustrian Hicom Seksyen 26, 40400 Shah Alam Selangor	Freehold	3-Storey Semi-D factory	819	11 years	4,400	27/12/2013
14	Lot No. 5 Mukim Telui Kiri, Daerah Kuala Muda, Kedah	Freehold	Agricultural land	1,551,773	-	21,200	31/12/2013
15	PT No. 47843 Mukim of Rawang District of Gombak Selangor Darul Ehsan	Freehold	Commerical land	13,901	6 years	28,310	04/06/2015
16	Flat No. 27-C, Unit 75, 3rd Floor, Jalan Tembikai, Taman Mutiara, 14000 Bukit Mertajam, Penang	Freehold	3rd floor of a 3-storey shophouse	86	37 years	37	31/12/2013
17	1-1-05 No. 1, Persiaran Bukit Jambul 1, Complex Relau, 11900 Penang	Freehold	Shoplot	86	30 years	208	31/12/2016
18	Unit No. 24, 25, 27, 91, 100, 101 & 103 Lembah Beringin, Sector 26-2, Selangor	Freehold	7 units of double storey terrace houses	1,169	26 years	-	31/12/2009
19	PT 666, Pekan Bukit Selambau, Daerah Kuala Muda, Negeri Kedah	Freehold	Industrial Land	3,971	-	522	12/09/2019
20	Lot 20987, Mukim 14 District of Seberang Perai Selatan Pulau Pinang	Freehold	Commercial land	2,793	-	4,512	27/03/2014
21	73, Jalan SS23/15, Taman SEA, 47400 Petaling Jaya, Selangor	Freehold	Four-storey commercial shophot	221	1 year	4,792	13/09/2024

Revaluation Policy

The land and buildings of the Group were revalued by firms of independent professional valuers using open market value basis.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 61st Annual General Meeting ("AGM") of GUH Holdings Berhad ("the Company") will be held on a hybrid mode, physically at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, 11900 Bayan Lepas, Penang and virtually by way of live streaming via remote participation and electronic voting facilities on Monday, 26 May 2025 at 10:30 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees and benefits up to an amount of RM2,453,000. **Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 95 of the Company's Constitution and being eligible, offer themselves for re-election:
 - (i) Datin Seri Jessica H'ng Hsieh Ling **Resolution 2**
 - (ii) Dato' Dr. Gan Kong Meng **Resolution 3**
4. To re-appoint Messrs. Thelyx Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. **Resolution 4**

As Special Business

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

5. **ORDINARY RESOLUTION -
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Resolution 5**

 "THAT approval be and is hereby given to Dato' Dr. Gan Kong Meng who has served as an Independent Non-Executive Director for a cumulative term of nine years, to continue to act as an Independent Non-Executive Director of the Company until the next AGM."
6. **ORDINARY RESOLUTION -
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Resolution 6**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the Company's Constitution and approval from relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM 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, pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued, subject always to the approval of all relevant regulatory bodies being obtained for such issues."

NOTICE OF ANNUAL GENERAL MEETING

7 ORDINARY RESOLUTION -

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Resolution 7

"THAT subject to the Company's compliance with all applicable rules, regulations and orders made pursuant to the Companies Act 2016 ("Act"), the provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and the approval of all other relevant authorities, the Directors of the Company be and is hereby authorised to utilise an amount not exceeding the total retained profits of RM167.3 million of the Company, based on the latest Audited Financial Statements as at 31 December 2024 to purchase such amount of ordinary shares in the Company as maybe determined by the Directors of the Company from time to time upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares to be purchased pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad at any given point in time ("Proposed Share Buy-Back").

AND THAT the Directors of the Company be and are hereby authorised to deal with the shares so purchased by the Company pursuant to the Proposed Share Buy-Back in the following manner:

- (i) to cancel the shares; and/or
- (ii) to retain the shares as treasury shares which may be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities, transferred for the purposes of or under an employees' share scheme, transferred as purchase consideration, cancelled and/or sold, transferred or otherwise used for such other purposes as the Minister may by order prescribe; and/or
- (iii) to retain part of the shares as treasury shares and cancel the remainder; and/or
- (iv) any combination of the above; and/or
- (v) in any other manner as prescribed by the Act, Listing Requirements and any other relevant authority for the time being in force.

AND THAT such authority for the Proposed Share Buy-Back conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the said authority shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT, the Directors of the Company or any of them be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise and to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company."

NOTICE OF ANNUAL GENERAL MEETING

8 ORDINARY RESOLUTION -

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Resolution 8

"THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, approval be and is hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part B of the Statement/Circular to Shareholder dated 25 April 2025, which are necessary for the day-to-day operations, in the ordinary course of business, made at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those normally available to the public and are not to the detriment of the minority shareholders of the Company AND THAT the authority conferred by this mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that AGM;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but not extending to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transaction contemplated and/or authorised by this Ordinary Resolution."

- 9 To transact any other business of the Company for which due notice shall have been given.

By Order of the Board,

Datuk Seri Kenneth H'ng Bak Tee (LS 0008988) (SSM PC No.: 201908001173)
Kee Gim Tee (MAICSA 7014866) (SSM PC No.: 201908002255)

Company Secretaries
Penang

Dated this 25 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Only a member whose name is registered in the Record of Depositors as at 19 May 2025 shall be regarded as member to attend, speak and vote at this meeting. A member shall be entitled to appoint any person as his proxy. A proxy need not also be a member. A member who appoints more than one (1) proxy must specify the proportion of his holdings to be represented by each proxy.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at this meeting. Where a member 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.
3. 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, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of Share Registrar, Mega Corporate Services Sdn Bhd situated at Level 15-2 Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or email to mega-sharereg@megacorp.com.my. Kindly refer to the Administrative Guide published on the Company's website at <http://www.guh.com.my> for procedures on registration and attendance at the meeting for further information.
5. Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution(s) will be put to vote by way of poll.

Explanatory Notes:

Audited Financial Statements for the financial year ended 31 December 2024

This Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. Shareholders' approval is not required. Hence, this Agenda item will not be put forward for voting.

Resolution 1 - Payment of Directors' fees and benefits

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. In this respect, the Board agreed with the recommendation from the Remuneration Committee that shareholders' approval shall be sought at the Company's 61st AGM for the payment of Directors' fees and benefits from 61st AGM up to the 62nd AGM of the Company to be held in 2026. The payment of fixed fees to the Directors is to compensate them for their time and effort on an on-going basis for their service to the Company. The total amount comprises fixed allowances, meeting allowances which vary from one Director to another depending on the number of committees they sit on and the number of meetings attended by them as well as other benefits in kind.

The full details of the Directors' fees and other benefits paid during the financial year ended 31 December 2024 are disclosed in Note 34 to the financial statements under the Company's Annual Report 2024 and enumerated under the Corporate Governance Report.

Re-election of retiring Directors

Article 95 of the Company's Constitution – An election of Directors shall take place each year. All Directors shall retire from office once at least in each three (3) years. A retiring Director shall be eligible for re-election. The retiring Directors, Datin Seri Jessica H'ng Hsieh Ling and Dato' Dr. Gan Kong Meng being eligible, have offered themselves for re-election. The profile of the Directors standing for re-election are set out under the Profile of Directors in the Annual Report 2024.

NOTICE OF ANNUAL GENERAL MEETING

Based on the annual assessment and recommendation from the Nomination Committee, the Board is satisfied with the Directors' performance and contribution based on the following justifications supporting their re-election.

Resolution 2 – Re-election of Datin Seri Jessica H'ng Hsieh Ling

Datin Seri Jessica H'ng Hsieh Ling is the Non-Independent Non-Executive Director of the Company. She has demonstrated her objectivity through her proactive engagements during meetings of the Board by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. Datin Seri Jessica has exercised due care and carried out her professional duties effectively throughout her tenure as Director of the Company.

Resolution 3 – Re-election of Dato' Dr. Gan Kong Meng

Dato' Dr. Gan Kong Meng is the Independent Non-Executive Director of the Company. He has fulfilled the requirements on independence as set out in the Listing Requirements and the prescribed criteria under the Malaysian Code on Corporate Governance. He has also demonstrated his objectivity through his proactive engagements during meetings of the Board by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. He has exercised due care and carried out his professional duties effectively throughout his tenure as Director of the Company.

Resolution 4 - Re-appointment of Auditors

Pursuant to Section 273(b) of the Companies Act 2016, the term of office of the present Auditors, Messrs. Thelyx Malaysia PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office. Thelyx Malaysia PLT have indicated their willingness to be reappointed as Auditors for the financial year ending 31 December 2025.

Resolution 5 - Continuation in office as Independent Non-Executive Director

The proposed Resolution 5 is to retain Dato' Dr. Gan Kong Meng as Independent Director of the Company. His profile is set under the Profile of Directors in the Annual Report 2024.

The Board of Directors had via the Nomination Committee reviewed and assessed his independence, regards him to be independent based on among others, the following justifications and recommends that Dato' Dr. Gan be retained as Independent Director of the Company:

- (a) Provide quarterly declaration to confirm his independency and fulfills the criteria of an Independent Director in accordance with guidelines and criteria as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) Provide the Board with diverse set of experience, skills and expertise in the relevant field/business industry;
- (c) Sufficient time and attention to his professional obligations for informed and balanced decision making;
- (d) Demonstrate his integrity and diligence towards his responsibility and his familiarity and long relationship with other Board members has not impaired his independent judgement and objective participation in Board and Board Committees, as applicable;
- (e) Have exercised his due care during his tenure as an Independent Director and carried out his professionalism duties in the best interest of the Company; and
- (f) Long service with the Company enhances his knowledge and understanding of the business operation of the Group which enable him to contribute actively and effectively during deliberations and discussion at the Audit and Risk Management & Sustainability Committee and Board meetings.

Dato' Dr. Gan has no conflict of interest or potential conflict of interest, including in any competing business of the Group or family that could affect the execution of his role.

The Board will seek shareholders' approval through a two-tier voting process in line with practice recommended by the Malaysian Code on Corporate Governance.

NOTICE OF ANNUAL GENERAL MEETING

Resolution 6 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 6 is a renewal of the general authority given to the Directors of the Company to allot and issue shares as approved by the shareholders at the 60th AGM held on 27 May 2024 ("previous mandate"). The proposed Resolution 6, if passed, will give authority to the Directors of the Company to issue and allot shares up to and not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) for the time being without convening a general meeting which will be both time and cost consuming. The authority given pursuant to Sections 75 and 76 of the Companies Act 2016 will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing up shares, for purpose of funding future investment, working capital and/or acquisition.

Resolution 7 - Proposed renewal of Share Buy-Back authority

The proposed Resolution 7, if passed, would empower the Directors of the Company to purchase its own shares through Bursa Malaysia Securities Berhad up to 10% of the total number of issued shares of the Company. Further information is set out in Part A of the Share Buy-Back Statement dated 25 April 2025.

Resolution 8 - Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Resolution 8, if passed, would allow the Company and/or its subsidiaries and related companies to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations with the related parties.

This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM, or the expiration of the period within which the next AGM is required by law to be held, or revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting, whichever is earlier. Further information is set out in Part B of the Circular to Shareholders dated 25 April 2025.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individuals who are standing for election as Directors (excluding Directors standing for re-election).

No individual is seeking election as Director at the forthcoming 61st Annual General Meeting (AGM) of the Company.

2. General mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The details of the proposed authority for Directors to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Notes of Resolution 6 of the Notice of AGM.

The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.



GUH HOLDINGS BERHAD
196101000062 (4104-W)
PROXY FORM

No. of Shares Held	
CDS Account No.	

	Shareholder	Proxy 1	Proxy 2
Name			
NRIC No.			
Phone No.			
Email			
Address			
% of shareholding			

or failing him, the Chairman of the Meeting as my/our proxy(ies) to vote for me/us and on my/our behalf at the 61st Annual General Meeting ("AGM") of the Company to be held on a hybrid mode, physically at the Auditorium of the Company at 2nd Floor, Plot 1240 & 1241, Bayan Lepas Free Industrial Zone, Phase 3, 11900 Bayan Lepas, Penang and virtually by way of live streaming via remote participation and electronic voting facilities on Monday, 26 May 2025 at 10:30 a.m. and at any adjournment thereof.

Please indicate with an "X" as to how you wish to cast your vote. If no instruction as to voting is given, the proxy will vote or abstain from voting at his discretion.

Ordinary Business		For	Against
To approve the payment of Directors' fees and benefits	Resolution 1		
To re-elect Datin Seri Jessica H'ng Hsieh Ling who is retiring pursuant to Article 95 of the Company's Constitution	Resolution 2		
To re-elect Dato' Dr. Gan Kong Meng who is retiring pursuant to Article 95 of the Company's Constitution	Resolution 3		
To re-appoint Messrs. Thelyx Malaysia PLT as Auditors of the Company and to authorize the Directors to fix their remuneration	Resolution 4		
Special Business		For	Against
To approve Dato' Dr. Gan Kong Meng's continuation in office as Independent Non-Executive Director	Resolution 5		
Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	Resolution 6		
Proposed renewal of Share Buy-Back Authority	Resolution 7		
Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature	Resolution 8		

Dated this day of, 20



.....
Signature of Member/Common Seal

Fold this flag sealing

Notes:

1. Only a member whose name is registered in the Record of Depositors as at 19 May 2025 shall be regarded as member to attend, speak and vote at this meeting. A member shall be entitled to appoint any person as his proxy. A proxy need not also be a member. A member who appoints more than one (1) proxy must specify the proportion of his holdings to be represented by each proxy.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at this meeting. Where a member 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.
3. 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, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of Share Registrar, Mega Corporate Services Sdn Bhd situated at Level 15-2 Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or email to mega-sharereg@megacorp.com.my. Kindly refer to the Administrative Guide published on the Company's website at <http://www.guh.com.my> for procedures on registration and attendance at the meeting for further information.
5. Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution(s) will be put to vote by way of poll.

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Affix
stamp here

MEGA CORPORATE SERVICES SDN BHD

Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

1st fold here

www.guh.com.my