OVERSEA
ENTERPRISE BERHAD
[Registration No. 199401031473 (317155-U)]

ANNUAL REPORT
2026



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CORPORATE PROFILE

OVERSEA ENTERPRISE BERHAD is incorporated and domiciled in Malaysia and has been listed on the ACE Market of Bursa Malaysia Securities Berhad since 1 April 2010.

The Group has a history spanning over fifty (50) years in the food service industry, with principal activities comprising the operation of restaurants and the manufacturing and export of confectionery and bakery products.

FOOD SERVICE & CULINARY OPERATIONS

The Group started out in 1970's as a partnership business and established the first "Restoran Oversea" outlet in Jalan Imbi, Kuala Lumpur. Today, the Group's operation of food service outlets entails an extensive footprint across critical culinary hubs:

- **Klang Valley:** Seven (7) strategically positioned outlets serving diverse demographics.
- **Ipoh:** Two (2) prominent outlets continuing regional heritage.
- **Genting Highlands:** Two (2) establishments catering to high-altitude international tourism.

Our portfolio features highly acclaimed institutional brands:

- **RESTORAN OVERSEA:** The iconic core chain of Chinese restaurants, globally renowned for its authentic, traditional Cantonese themed cuisines.
- **EMP:** Delivering a stylish, classical interior design paired with avant-garde Chinese fusion cuisines and contemporary dim-sum menus located in the heart of Kuala Lumpur City Centre.
- **OVERSEA SEAFOOD**: Offering an unparalleled premium dining experience showcasing a grand selection of live fresh water and marine fish alongside exquisite shellfish, situated in the high-growth vicinity of the Tun Razak Exchange (TRX).
- **OVERSEA PALACE SEAFOOD:** Our latest strategic brand evolution, seamlessly combining the rich heritage offering of traditional "*RESTORAN OVERSEA*" with live-seafood prominence of "*OVERSEA SEAFOOD*".

MANUFACTURING & GLOBAL EXPORT FOOTPRINT

Beyond premium dining services, Oversea Enterprise Berhad operates a robust manufacturing wing focused on high-quality confectioneries and bakery products:

- 1986: Initial expansion into commercial confectionery manufacturing specialising in seasonal mooncakes.
- 1995: Constructed a dedicated mooncakes manufacturing facility in Sungai Buloh with built-up area of approximately 20,000 square feet.
- 1999: Product diversification into premium egg rolls and pastries.
- 2002: Scaled operations by moving to a new manufacturing facility in Shah Alam, Selangor with a total built-up area of 63,246 square feet.

As a testimony to our manufacturing quality and stringent standards, our consumer products are successfully exported globally to jurisdictions including the America, Australia, New Zealand, Indonesia, and United Kingdom.

AWARD AND INSTITUTIONAL RECOGNITIONS

Over decades of dedication to service standard consistency and product innovation, the Group has accumulated prestigious international honors:

- Asia's Finest Restaurants & Greatest Table in Kuala Lumpur.
- Winner of World Gold Kitchen Cooking Grand Competition.
- International Restaurant of Chinese Cuisine awarded by - The World Chinese Cuisine Association.
- The 15th Asia Pacific International Honesty Keris Award (2017) - Accorded the Honesty Enterprise Category winner for outstanding achievement demonstrating institutional honesty and flawless integrity in their daily business dealings.
- HAPA Awards 2023-2024 - The flagship outlet located at The Westin Hotel, Kuala Lumpur was officially listed under the ultra-exclusive HAPA Best 30 restaurants in Malaysia (Chinese Cuisine Category).

CORPORATE STRUCTURE

AS AT 30 SEPTEMBER 2026

OVERSEA ENTERPRISE BERHAD AND ITS SUBSIDIARIES

OPERATION OF RESTAURANTS

- 100% Restoran Oversea (Imbi) Sdn. Bhd.
- 100% Restoran Oversea (Bandar Baru Sri Petaling) Sdn. Bhd.
- 100% Haewaytian Restaurant Sdn. Bhd.
- 100% Restoran Oversea (Skyplaza GH) Sdn. Bhd.*
- 100% Restoran Oversea (P.J.) Sdn. Bhd.
- 100% EMP Collection Sdn. Bhd.
- 100% Nexus Excellent Sdn. Bhd. ^
- 100% Oversea Seafood Sdn. Bhd.*
- 100% Oversea Palace Seafood Sdn. Bhd.

MANUFACTURING OF BAKED PRODUCTS

- 100% Oversea Production Sdn. Bhd.
- 100% Restoran Oversea Confectioneries Sdn. Bhd.

OPERATION OF EXPRESS COUNTERS

- 100% Restoran Oversea (Skyplaza GH) Sdn. Bhd.* #
- 100% Restoran Oversea (P.J.) Sdn. Bhd. #

OWNER OF TRADEMARKS

- 100% Restoran Oversea Holdings Sdn. Bhd.

TRADING

- 100% Haewaytian Food Industries Sdn. Bhd.
- 100% Haewaytian Trading Sdn. Bhd.

LETTING OF PROPERTY

- 100% Nexus Excellent Sdn. Bhd.^ $
- 100% Everose Times Sdn. Bhd.©
- 100% Cahaya Rev Sdn. Bhd.©

INVESTMENT HOLDING

- 100% Restoran Oversea JV (International) Sdn. Bhd.
- 100% Restoran Oversea (CST) Sdn. Bhd. *
- 100% Tenshou International Sdn. Bhd.
- 100% HF Entertainment Sdn. Bhd. ®.
- 100% HWT & Co Limited
- 100% Oversea Training Academy Sdn. Bhd.

OTHERS

- 100% Restoran Oversea (Subang Parade) Sdn. Bhd.
- 100% HWT Catering Group Limited √
- 30% Have Fun KL Sdn. Bhd. **

 # The entity operates an express counter as well as Chinese restaurant
** Subsidiary of Restoran Oversea JV (International) Sdn. Bhd.*
© Subsidiary of Nexus Excellent Sdn. Bhd.
^ Subsidiary of Oversea Training Academy Sdn. Bhd.
√ Subsidiary of HWT & Co Ltd
® Subsidiary of Tenshou International Sdn. Bhd.
*** Associate of HF Entertainment Sdn. Bhd.*
$ Operates as Chinese restaurant as well as Letting of property

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai
Independent Non-Executive Chairman

Tay Ben Seng, Benson
Executive Director

Andy Liew Hock Sim
Independent Non-Executive Director

Tang Yee Ling
Independent Non-Executive Director

Tan Aik Heang
Independent Non-Executive Director
(Appointed on 27 February 2026)

Company Secretaries

Wong Yuet Chyn
(MAICSA 7047163)
(SSM PC NO. 202008002451)
Adeline Tang Koon Ling
(LS 0009611)
(SSM PC NO. 202008002271)

Audit and Risk Management Committee

Andy Liew Hock Sim
Chairman
Tang Yee Ling
Tan Aik Heang

Nomination and Remuneration Committee

Tan Aik Heang
Chairman
Andy Liew Hock Sim
Tang Yee Ling

Investment Committee

Tay Ben Seng, Benson
Chairman
Yu Tack Tein
Tang Yee Ling

Head Office

Lot 12.2, 12th Floor
Menara Lien Hoe
No. 8, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan
Tel : 03-7887 6838
Fax : 03-7887 6836
Website : www.oversea.com.my
Email : info@oversea.com.my

Registered Office

DF2-09-02, Level 9, Persoft Tower
6B, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan
Tel : 03-3008 1123
Fax : 03-3008 1124
Email : secretary@prosec.com.my

Principal Bankers

Public Bank Berhad
Hong Leong Bank Berhad
United Overseas Bank (Malaysia) Berhad

Auditors

UHY MALAYSIA PLT
(LLP0041391-LCA & AF 1411)
Suite 11.05, Level 11
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
W. P. Kuala Lumpur
Tel. : 03-2279 3088
Fax : 03-2279 3099

Share Registrar

Prosec Share Registration Sdn. Bhd.
DF2-09-02, Level 9, Persoft Tower
6B, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan
Tel : 03-3008 1123
Fax : 03-3008 1124
Email : sharereg@prosec.com.my

Stock Exchange Listing

ACE Market of Bursa Malaysia Securities Berhad
Stock Name : OVERSEA
Stock Code : 0153

FINANCIAL HIGHLIGHTS

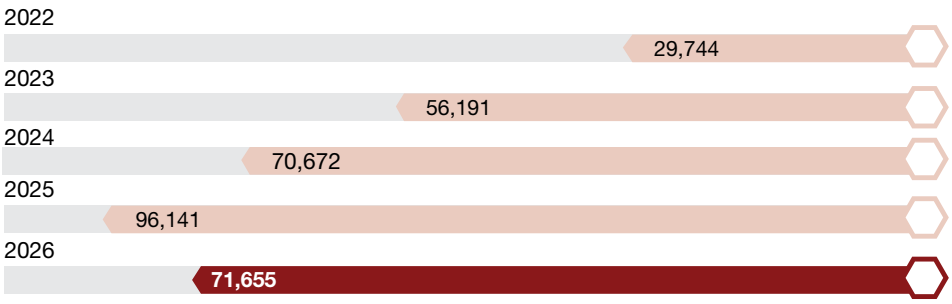
The following table sets out a summary of the Statement of Comprehensive Income of Oversea Enterprise Berhad and its subsidiaries ("**Group**") for the financial years ended 31 March 2022 till 30 June 2026.

Year Ended	Revenue	Profit/(Loss) Before Taxation	Profit/(Loss) After Taxation
	RM'000	**RM'000**	**RM'000**
31 March 2022	29,744	(7,652)	(7,720)
31 March 2023	56,191	(1,502)	(2,357)
31 March 2024	70,672	4,809	3,824
30 June 2025*	96,141	(9,796)	(10,324)
30 June 2026	**71,655**	**(15,672)**	**(15,955)**

* *The Group had on 23 May 2025 changed its financial year end from 31 March to 30 June. The financial period ended 30 June 2025 was made up of 15 months covering the period from 1 April 2024 to 30 June 2025.*

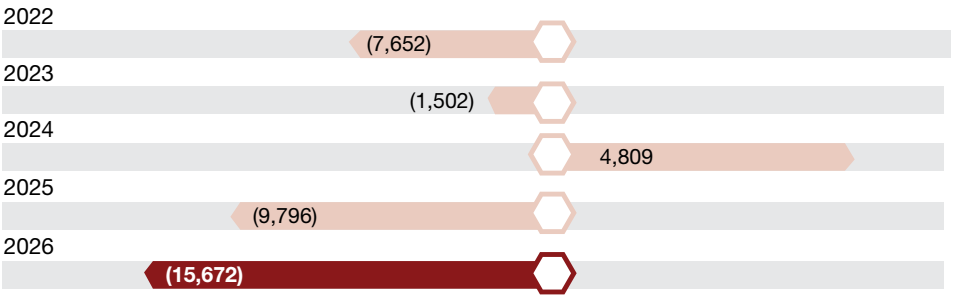
REVENUE

RM'000



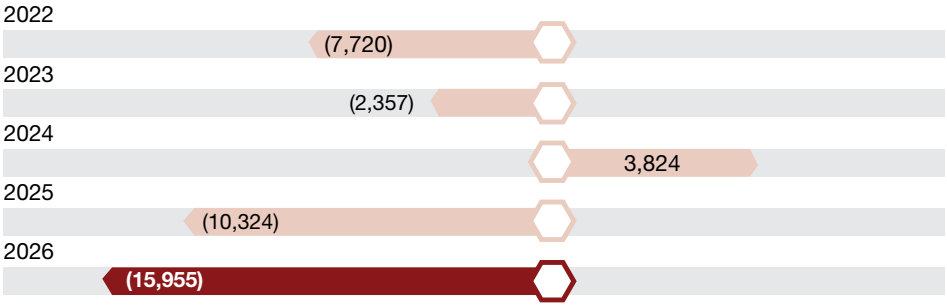
PROFIT/ (LOSS) BEFORE TAXATION

RM'000



PROFIT/ (LOSS) AFTER TAXATION

RM'000



MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF GROUP'S BUSINESS AND OPERATIONS

Oversea Enterprise Berhad ("**Oversea**") is a publicly traded company that, through its subsidiaries are principally engaged in the operation of "RESTORAN OVERSEA" chain of Chinese restaurants offering fine dining Cantonese cuisines offering ala-carte dining as well as banquet functions. In addition, Oversea is also engaged in the operation of express counters amongst other things and new dining concept under its "EMP", "OVERSEA SEAFOOD" and "OVERSEA PALACE SEAFOOD" brand. Oversea also manufactures seasonal confectioneries particularly moon cakes for the annual Mid-Autumn Festival which is sold locally as well as exported to Asian countries and other parts of the world such as United States of America and Australia.

Oversea is guided by the belief in an idea called "Jin Liang Shi Zu" / "斤两十足" (No Cutting Corners) in all of its business ventures by providing our customers with highest quality and safest ingredients of product. Our manufacturing facility is accredited with HALAL status by Jabatan Kemajuan Islam Malaysia as well as GMP (Good Manufacturing Practice) and MeSTI (Makanan Selamat Tanggungjawab Industri) by Kementerian Kesihatan Malaysia including HACCP. We remain uncompromising in our commitment for product quality and food safety.

Oversea vision is to transform the brand name "RESTORAN OVERSEA" into a leading quality household brand name in South East Asia by playing a leading role in the Asian foods in producing quality, tasty and convenient food that brings a healthy balance and wellness to our customers. Our stores operate in both shop lots as well as in mall as part of our strategy to have a market presence in the urban as well as suburban areas within Malaysia. As at 30 June 2026, the Company operate eleven (11) restaurants in Klang Valley, Genting Highlands and in Ipoh.

The food and beverage ("**F&B**") industry are highly competitive with respect to quality, variety and price of food products offered. Oversea competes with a significant number of national and regional restaurants. Additionally, there are many segments with the restaurant and café industry such as family dining, casual dining, full-service, fast casual and quick service restaurants, which often overlaps and provide competition for widely diverse restaurant concepts. We operate predominantly in the full-service segment of the industry.

Competition also exists in securing prime real estate location for new outlets, in hiring qualified employees, in advertising, in the attractiveness of facilities and with competitors having similar menu offerings or convenience. Oversea faces the same competition for its retail of seasonal confectionery products with its extensive distribution networks in major shopping malls all over Malaysia and overseas.

Thus, the restaurant and retail industries are often affected by changes in customer taste and preference, economic condition be it locally or regionally, locations of competing restaurants and retailers as well as customers' discretionary purchasing power.

STRATEGIES IN VALUE CREATION

Management believes that "RESTORAN OVERSEA" and "OVERSEA" brand remains one of the strongest and most differentiated brands in the restaurant industry. Our strategy over the long term revolves around three (3) pillars of thrust namely:

- 1st Pillar Thrust – Restaurant
- 2nd Pillar Thrust – Manufacturing
- 3rd Pillar Thrust – Retail

Our 1st pillar focuses on the core business with the intention of enhancing as well as extension of the particular segment of business. This pillar encompasses the key sales of our business including menu innovation, marketing programmes and cost-saving initiatives.

Our 2nd pillar focuses on the manufacturing ability to fully utilise the plant for whole year product instead of seasonal production cycles. The manufacturing segment's main thrust would be developing and bringing to market a new concept or product and at the same time leveraging on the Groups branding while providing customers with product differentiation.

Our 3rd strategic pillar is an extension of the manufacturing segment to promote premium lifestyle foodstuff. This segment was created to extend our reach into more metropolitan locations and attract new guests. Whilst do not expect it to have a material financial impact in the mid-term outlook but we are excited about this new concept and vision.

MANAGEMENT DISCUSSION AND ANALYSIS
(CONT'D)

ANTICIPATED OR KNOWN RISKS

Competition Risk

Generally, all operators of the food services including Chinese restaurants in Malaysia face normal competitive conditions namely brand name and market reputation, quality of products and services and economies of scale. Barriers to entry into the operation of Chinese restaurants are relatively low for operators with single outlet. This is substantiated by the large number of operators in the industry. However, operators with a network of chained outlets will have an advantage over smaller players due to economies of scales, thereby reducing operating costs and improving profit margins. Oversea has built significantly on its brand equity, which includes a high level of brand awareness and customer loyalty and is associated with Chinese fine dining and high-quality food, providing the Group with a key competitive advantage to compete effectively within the Food Services Industry.

Seasonality

Generally, there is no seasonality for our Chinese restaurants chain with the exception of banquet operations where the business encounters a slowdown during the month of May to July due to inauspicious Lunar Calendar and peaks between October and February. The peaks are due to festive seasons as well as year-end banquets including wedding functions, which are usually held during the months of October and February. As for the manufacturing concern, we currently only operate three (3) to five (5) months within a year commonly between May and September, prior to the Mid-Autumn Festival.

Single Customer Risk

Our customers for food services outlets are mainly end consumers. As for the manufacturing of moon cakes and other baked products, it is generally segregated to retailers such as hypermarkets, supermarkets, mini markets and Chinese medical halls, distributors and wholesalers as well as corporate clients and end consumers. This is reflected by the fact that our top 20 customers have been dealing with us for ten (10) years or more.

Commodity Price Risk

Many of the food products and packaging materials that we purchased are affected by commodity pricing or ingredients pricing and are, therefore, subject to price volatility, exchange rates, foreign demand, weather, seasonality and availability and other factors outside our control and which are generally unpredictable.

Generally, our purchases of food products are based on available products, and should any existing supplier fail, or are unable to deliver in quantities required by us, we believe that there are sufficient other quality suppliers in the marketplace that our source of supply can be replaced as necessary thus avoiding any adverse effects that could be caused by such unavailability. In many cases, or over a longer term, we believe we will be able to pass through some or much of the increased commodity costs by adjusting our menu and retail pricing. However, under competitive circumstances, price volatility may limit menu price and retail pricing flexibility and, in those instances, increase in commodity prices can result in lower margins.

MANAGEMENT DISCUSSION AND ANALYSIS
(CONT'D)

REVIEW OF OPERATING ACTIVITIES

	RM'000	
Period	**01.07.2025 To 30.06.2026**	**01.04.2024 To 30.06.2025**
REVENUE		
Restaurant	57,275	78,368
Manufacturing	18,069	21,934
Others	2,474	6,627
Elimination	(6,163)	(10,788)
Consolidated	71,655	96,141
(LOSS)/PROFIT BEFORE TAX		
Restaurant	(13,135)	(375)
Manufacturing	(1,283)	5,897
Others	(25,507)	2,824
Elimination	24,253	(18,142)
Consolidated	(15,672)	(9,796)
INCOME TAX	(283)	(528)
LOSS AFTER TAX	(15,955)	(10,324)

The financial year end of Oversea and its subsidiaries (the "**Group**") has been changed from 31 March to 30 June and the financial period ended 2025 are prepared for a period of 15 months from 1 April 2024 to 30 June 2025. Accordingly, the discussion and presentation hereon compares the Group's performance for 12-month financial year ended 30 June 2026 against the 15-month financial period ended 30 June 2025.

The Group's business and operation consist primarily of two (2) core sectors, namely F&B and manufacturing. During the financial year under review, the Group delivered total revenue of RM71.7 million.

During the financial year, the Group recorded a Loss Before Tax of RM15.7 million, compared to a Loss Before Tax of RM9.8 million in the preceding financial period, representing a decline of 60.2%. A key contributing factor was due to lower revenue recorded in all segments. Further impacting the results was a drop in the gross profit margin from 58.8% to 54.3% mainly due to increase in cost of sales.

Statement of Financial Position

During the financial year, capital expenditure for property, plant, and equipment totaled RM2.9 million, reflecting the Group's ongoing commitment to operational development. Taking into account a depreciation charge of RM9.2 million, the overall carrying value of property, plant and equipment closed at RM67.6 million, representing a net decrease of RM6.2 million as of 30 June 2026.

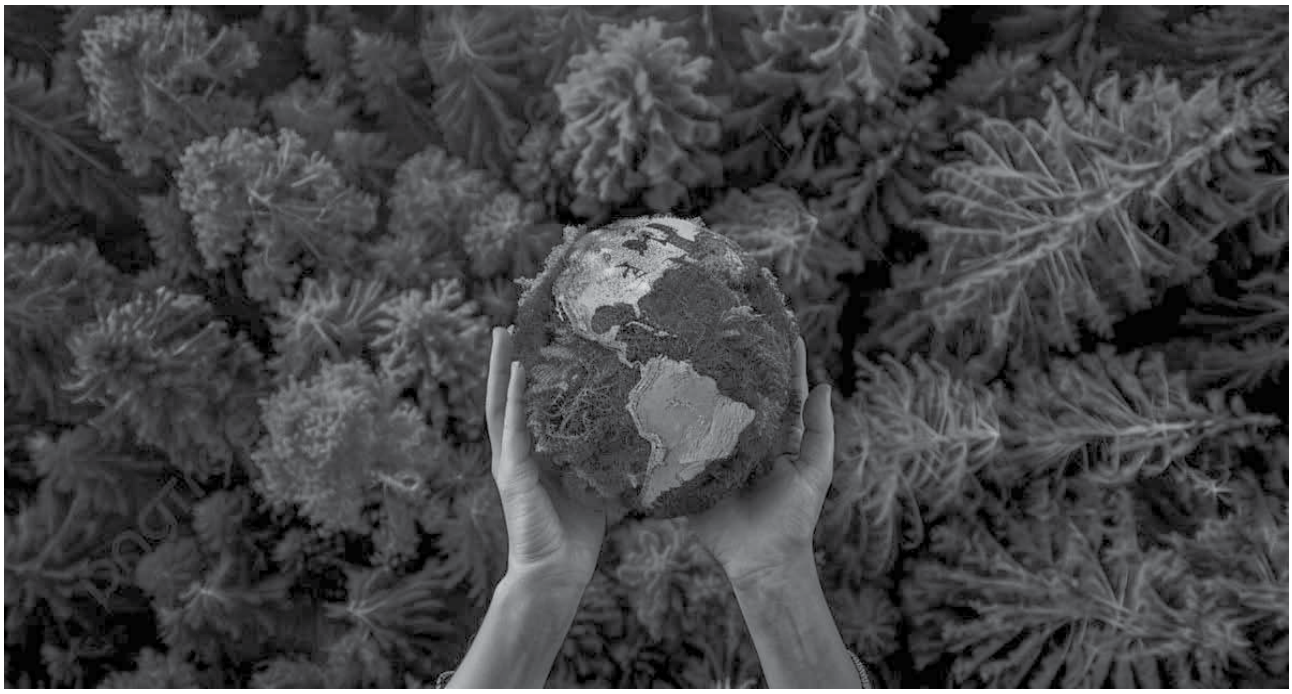
FUTURE PROSPECTS

The Group remains focused to strengthen its foundation and rebuilding momentum pursuant to its expansionary plans with greater discipline. We believe that all ongoing initiative shall fortify operational excellence and support sustainable long-term growth.

DIVIDEND

The Group does not have a policy with regards to dividend and dividend payment shall depend upon earnings, capital commitments and general financial conditions. Henceforth, in view of the future requirement the Directors do not recommend the payment of any final dividend for the current financial year.

SUSTAINABILITY STATEMENT



The Board of Directors ("**Board**") of Oversea Enterprise Berhad ("**OEB**") is pleased to present its Annual Sustainability Statement ("**the Statement**"), which provides a comprehensive overview of the Group's sustainability performance for the financial year ended 30 June 2026 ("**FYE 30 June 2026**"), covering the reporting period from 1 July 2025 to 30 June 2026.

This marks our second year of sustainability reporting, reflecting our continued efforts towards strengthening a more structured, accountable, and transparent approach to Environmental, Social, and Governance ("**ESG**") matters. Building upon the foundation established in our inaugural Sustainability Statement, we remain focused on progressively integrating sustainability considerations into our business operations and decision-making processes.

While our sustainability journey is still evolving, ESG-related matters continue to be discussed and considered at the Management Committee level. Although a formal Sustainability Committee and Sustainability Policy have yet to be established, we recognise the importance of strengthening our governance structure to support more effective oversight, accountability, and implementation of sustainability initiatives.

We acknowledge that sustainability is an integral part of our long-term business strategy, contributing to organisational resilience, enhancing competitiveness, and creating positive impacts on the communities and environment in which we operate. In this regard, we remain committed to progressively developing a dedicated sustainability governance framework, formalising a Sustainability Policy, and establishing a clear Sustainability Vision and Mission to guide our future sustainability direction.

As we advance in our sustainability journey, we aim to continuously review and enhance our ESG practices through ongoing assessments and the progressive adoption of measurable performance indicators. These efforts will enable us to better monitor our progress, identify areas for improvement, and ensure that our sustainability initiatives remain relevant and aligned with evolving stakeholder expectations.

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

SUSTAINABILITY STATEMENT
(CONT'D)

SUSTAINABILITY GOVERNANCE

At OEB, we recognise the increasing importance of ESG factors in shaping responsible business practices and supporting long-term business resilience. While our sustainability journey continues to evolve, the Group remains committed to progressively integrating sustainability considerations into its corporate strategy, business operations and long-term growth.

Sustainability Oversight and Governance Structure

The Board has overall responsibility for overseeing the Group's sustainability-related matters, with the support of Audit and Risk Management Committee ("**ARMC**").

The ARMC assists the Board in overseeing sustainability-related risks and opportunities, ensuring that material ESG considerations are appropriately identified, assessed, monitored and incorporated into the Group's overall risk management framework and business strategies.

At the operational level, the Risk Management Team (RMT) is responsible for coordinating and monitoring sustainability-related matters across the Group. This includes facilitating the identification and management of material sustainability risks and opportunities, monitoring relevant sustainability initiatives and supporting the integration of sustainability considerations into the Group's day-to-day business operations.

The Executive Director and respective departmental heads support the RMT by providing relevant information, implementing sustainability-related initiatives and monitoring progress within their respective areas of responsibility.

Through this governance structure, the Group aims to strengthen accountability, enhance risk oversight and promote a coordinated approach towards sustainability management.

Sustainability Policy and Strategic Direction

OEB recognises the importance of establishing a structured approach to sustainability management. While the Group has yet to formalise a standalone Sustainability Policy, efforts are being directed towards developing an appropriate policy framework to guide its sustainability commitments, priorities and practices.

The Group also intends to progressively establish its Sustainability Vision and Mission to align its ESG aspirations with its corporate values, business objectives and long-term strategic direction.

Review and Continuous Improvement

The Group is committed to continuously enhancing its sustainability governance practices in line with evolving regulatory requirements, stakeholder expectations and business priorities.

The effectiveness of the Group's sustainability governance approach will be reviewed periodically, with the ARMC and RMT supporting the monitoring and evaluation of sustainability-related risks, initiatives and performance.

As sustainability-related data and reporting practices mature, OEB will progressively refine its governance framework to strengthen transparency, accountability and continuous improvement.

Our ESG Framework and Materiality

For FYE 30 June 2026, OEB continues to strengthen its approach towards sustainability management. While a formal ESG Framework has yet to be established, the Group recognises the importance of developing a structured framework to guide the identification, assessment and management of material sustainability matters.

Moving forward, the Group intends to progressively develop its ESG Framework, focusing on the following key areas:

ESG Framework Highlights:

√ Development of a structured ESG Framework Conduct of a materiality assessment
√ Identification of ESG goals and key focus areas
√ Identification and engagement of relevant stakeholder groups

SUSTAINABILITY STATEMENT
(CONT'D)

SUSTAINABILITY GOVERNANCE (CONT'D)

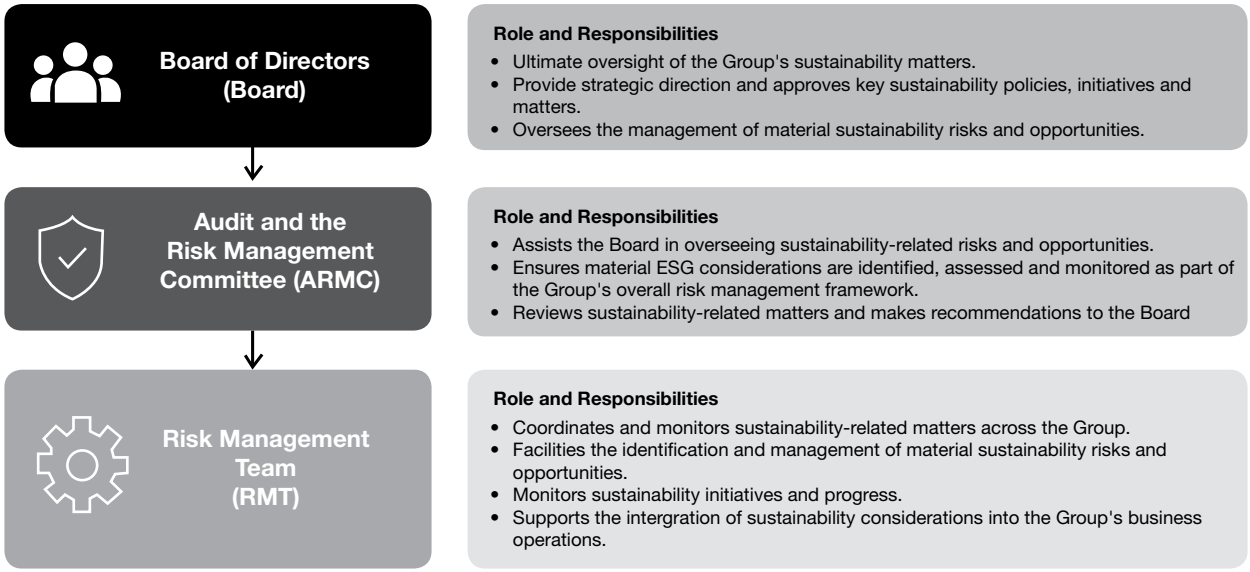
Governance Oversight

The Board retains ultimate oversight of the Group's sustainability matters, supported by the ARMC in reviewing and monitoring material sustainability risks and opportunities.

The RMT facilitates the coordination, implementation and monitoring of sustainability-related initiatives across the Group.

Material sustainability matters, including significant risks, opportunities and relevant initiatives, are escalated through the appropriate governance channels for review and consideration by the ARMC and, where necessary, the Board.

Governance Structure



Embedding ESG into Business Operations

Despite the absence of formal policies or structures at this stage, we wish to emphasise that sustainability is not an afterthought in our organisation. Some ESG practices have already been embedded into our operations, particularly in areas such as:

- Workplace safety and employee well-being
- Energy and Resources Efficiency
- Waste Management and Responsible Practices

As we move forward, OEB is committed to strengthening our sustainability governance and progressively integrating ESG considerations across all aspects of our business. Our management team recognises that long-term value creation must be built upon responsible environmental stewardship, social responsibility, and sound governances.

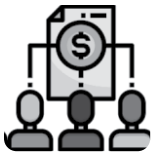
SUSTAINABILITY STATEMENT
(CONT'D)

STAKEHOLDER ENGAGEMENT

At OEB, we recognise that continuous, open, and transparent engagement with our stakeholders is fundamental to fostering trust, strengthening relationships, and supporting our long-term sustainability objectives. We remain committed to maintaining meaningful communication with our stakeholders to better understand their needs, concerns, and expectations, while incorporating their perspectives into our sustainability priorities and business practices.

We have identified our key stakeholder groups based on their influence on our business and the extent to which they are affected by our operations. These groups comprise shareholders, financial institutions, customers, employees, suppliers, and local authorities. We engage with our stakeholders through various formal and informal communication channels, including meetings, interviews, social media platforms, and face-to-face interactions, to encourage open dialogue and facilitate the exchange of information.

Insights and feedback gathered through these engagements provide valuable input in identifying material sustainability matters, guiding our ESG initiatives, and supporting informed business decisions. As we progress in our sustainability journey, we remain focused on enhancing stakeholder engagement practices to ensure that our sustainability efforts continue to address evolving expectations, strengthen stakeholder confidence, and contribute towards responsible business growth and long-term value creation.

Stakeholders	Areas of Interest	Method of Engagement	Frequency
Owners / Shareholders & Directors 	• Business outlook and strategy	• Results announcements	• Quarterly • Annually
	• Group Financial and operational performance	• Interim financial results	• Quarterly • Annually
	• ESG practices and commitments	• Annual Report • Oversea website	• Throughout the year • Annually
	• Company's reputation	• Investor Relations Portal	• As and when required
	• SORMIC	• Annual Report	• Annually
Employees 	• Career development and training opportunities	• Development and training programs	• Ongoing • As and when required
	• Workplace health and safety	• Meetings and discussions • Employees performance review and feedback	• As and when required • Annually
	• ESG and Climate Change Awareness • Equal opportunity and compensation	• Meetings and discussions • Employees performance review and feedback assessment	• Annually • On-going
Customers 	• Product and service quality	• Customer feedback • Customer satisfaction Survey	• Throughout the year • Annually

SUSTAINABILITY STATEMENT
(CONT'D)

STAKEHOLDER ENGAGEMENT (CONT'D)

Stakeholders	Areas of Interest	Method of Engagement	Frequency
Customers 	• Health and Safety practices	• Site inspection of the Group's facilities	• Throughout the year
	• ESG practices and commitments	• Annual Report • Oversea website	• Throughout the year • Annually
	• Competitive pricing	• Customer feedback • Customer satisfaction survey	• Throughout the year • Annually
	• On-time order	• Networking sessions • In-person engagements	• Throughout the year
	• Customer experience and support	• Customer feedback • Customer satisfaction Survey	• Throughout the year • Annually
Government Agencies & Local Authorities & Regulators 	• Legal conformity	• Government initiatives	• As and when required
	• Effective corporate governance	• Audits and inspections	• Annually
	• Certifications	• Audits and inspections	• As and when required
	• Sustainability impacts	• Meetings and site visits	• Annually
	• Energy & Water Management	• Meetings and site visits	• Annually
	• Waste Management	• Meetings and site visits	• Annually
Suppliers & Vendors 	• Contractual agreements	• Supplier audits and site visits	• Annually
	• Favorable payment schedule	• Supplier & vendor selection	• Ongoing • As and when required
	• Competitive pricing		• Ongoing • As and when required
	• Product and Service quality reliability	• Supplier assessment • Forum & exhibitions	• Annually • As and when required

SUSTAINABILITY STATEMENT
(CONT'D)

MATERIALITY ASSESSMENT

At OEB, we recognise that identifying and understanding material sustainability matters is essential to strengthening our ESG practices and supporting the long-term sustainability of our business. As we progress into our second year of sustainability reporting, we remain committed to enhancing the transparency, relevance, and effectiveness of our sustainability disclosures by focusing on matters that are significant to our stakeholders and business operations.

Materiality assessment forms an important component of our sustainability approach, providing a structured basis for identifying, evaluating, and prioritising ESG matters that may influence our business performance, operational resilience, stakeholder relationships, and long-term value creation. Through this process, we seek to better understand the sustainability-related risks and opportunities associated with our business activities while ensuring that our sustainability priorities remain aligned with our strategic objectives and stakeholder expectations.

As a company operating primarily within the food and beverage industry, we acknowledge that our business activities are closely connected to various environmental, social, and governance considerations. These may include food safety and quality, responsible sourcing, employee welfare, occupational health and safety, waste management, resource efficiency, customer satisfaction, regulatory compliance, and ethical business conduct. Understanding the significance of these matters enables us to adopt a more focused approach towards managing sustainability-related challenges and identifying opportunities for continuous improvement.

Our materiality assessment considers perspectives from key stakeholder groups, including owners, shareholders, directors, employees, customers, business partners, government agencies, and suppliers or vendors. These stakeholders play important roles in influencing our business activities or may be directly or indirectly affected by our operations. Their views and expectations provide valuable insights into the sustainability matters that require attention and consideration. Through various stakeholder engagement channels, including meetings, discussions, interviews, and other communication platforms, we gather feedback on sustainability-related concerns and expectations. The information obtained is considered alongside our business risks, operational priorities, industry considerations, and strategic direction to assess the relative importance of identified ESG matters.

The outcome of this assessment is reflected in OEB's Materiality Matrix, which illustrates the relative significance of identified ESG matters based on their importance to stakeholders and their potential impact on our business.

We recognise that material sustainability matters may evolve over time due to changes in stakeholder expectations, market conditions, industry developments, regulatory requirements, and the broader business environment. Accordingly, OEB remains committed to periodically reviewing and refining its materiality assessment to ensure that the identified ESG priorities continue to reflect the changing needs of our business and stakeholders.

As our sustainability journey progresses, we aspire to further enhance the robustness of our materiality assessment through improved stakeholder engagement, more systematic evaluation processes, and the progressive development of measurable sustainability indicators.

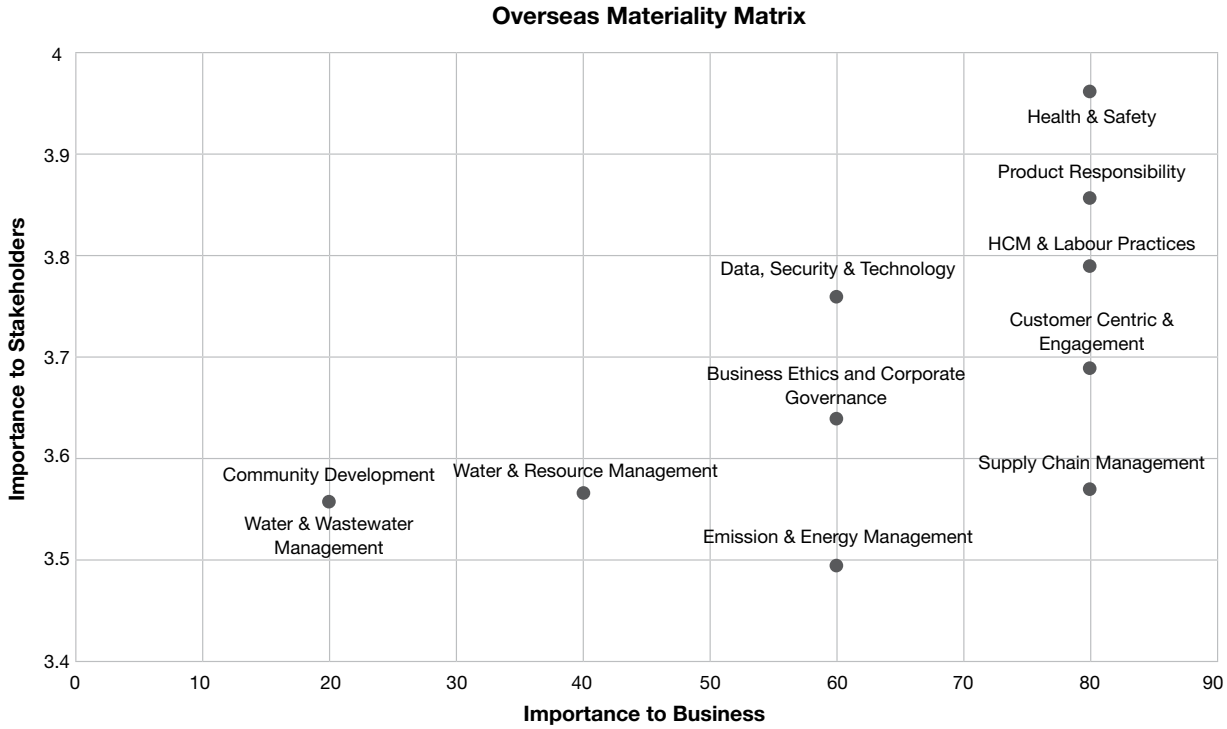
SUSTAINABILITY STATEMENT
(CONT'D)

MATERIALITY ASSESSMENT (CONT'D)

Materiality Assessment Process of OEB's

To ensure that OEB's sustainability strategy aligns with both our business objectives and stakeholder expectations, we conducted a comprehensive materiality assessment. This process involved multiple steps to identify, prioritise, and validate the material ESG matters most relevant to our business and stakeholders.

Based on the ranking given to each of the material topics, a Materiality Matrix is derived as shown below:



This two-dimensional approach enabled us to identify high-priority issues that warrant focused attention and reporting, as well as emerging issues to monitor. The resulting matrix guides our sustainability strategy and reporting focus areas, ensuring alignment with both stakeholder expectations and business objectives.

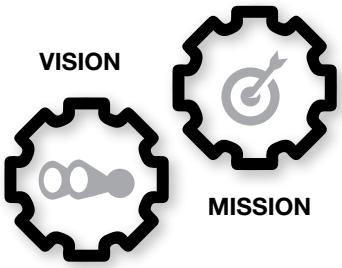
SUSTAINABILITY STATEMENT
(CONT'D)

SUSTAINABILITY FRAMEWORK

OEB's sustainability framework has been developed to align with business strategy and is guided by the Group's Vision and Mission. The framework reflects our commitment to meeting stakeholder expectations, minimising environmental impact, and contributing positively to the communities where we operate.

Our Vision: To responsibly manage material economic, environmental, and social (EES) risks and opportunities while contributing positively to the environment and society.

Our Mission: To drive environmental initiatives across our operations, including factories and restaurants, while delivering sustainable economic and social value to our stakeholders.



OUR FOCUS AREAS

ECONOMIC

Create economic and shared value for the mutual benefit of all stakeholders.

1. Contribute to national economic growth through value generated by our operations

ENVIRONMENT

Commit to environmental conservation by utilising resources wisely and maintaining ecological balance.

1. Emission & Energy Management

SOCIAL

Conduct business with ethics and concern for social responsibility while participating in enhancing society's quality of life.

1. Health & Safety
2. Human Capital Manangement & Labour Practise
3. Supply Chain Management
4. Customer Centricity & Engagement
5. Product Responsibility

GOVERNANCE

Ensure fairness, transparency and accountability are upheld in daily business conduct.

1. Business Ethics & Corporate Governance
2. Data, Security & Technology

The sustainability framework is supported by the following pillars of sustainability developed by UNSDG:



SUSTAINABILITY STATEMENT
(CONT'D)

ECONOMIC PERFORMANCE

RELATED UNSDGs:



At OEB, we are committed to building a resilient and sustainable business that generates long-term economic value for our stakeholders. Our focus is on driving financial growth through strategic business expansion, operational efficiency, and responsible investment decisions. Beyond financial performance, we aim to make a positive contribution to the broader economy by creating meaningful employment opportunities, strengthening partnerships with local suppliers, and fostering innovation within our food and beverage operations. By integrating economic priorities with our sustainability commitments, we strive to achieve balanced and inclusive growth that delivers lasting benefits to our shareholders, stakeholders, and the communities in which we operate.

OUR APPROACH

At OEB, we are committed to pursuing a responsible and forward-looking economic approach that supports financial stability, sustainable growth, and long-term value creation. We believe that strong economic performance is essential to building shareholder confidence, creating meaningful opportunities for employees, strengthening local business partnerships, and contributing positively to the communities we serve. By integrating economic objectives with our social and environmental commitments, we aim to foster a resilient and sustainable business that delivers lasting value to all stakeholders.

OUR PERFORMANCE

At OEB, we believe that financial performance should be measured not only by profitability but also by the economic value generated and shared among our stakeholders. We are committed to creating sustainable economic value through responsible business practices, operational efficiency, and strategic investments that strengthen our business resilience while contributing to the well-being of the communities we serve.

We continue to invest in our workforce, kitchen operations, and technology to enhance operational capabilities and consistently deliver safe, high-quality, and reliable food and beverage offerings that meet evolving customer expectations. We recognise that fair and transparent distribution of economic value plays an important role in fostering trust, strengthening stakeholder relationships, and supporting long-term business sustainability.

Our approach emphasises fair remuneration for employees, responsible and mutually beneficial partnerships with suppliers, and sustainable returns for shareholders. Through these efforts, we aim to ensure that the economic value generated by our operations is shared responsibly across our stakeholder ecosystem.

Beyond revenue generation and profitability, OEB recognises its broader role in supporting employment, strengthening local economies, and contributing to national economic development. Our key economic contributions include:

Employee Wages and Benefits

Our employees are the driving force behind our success. We are committed to providing competitive salaries, comprehensive benefits, and opportunities for professional growth to attract, retain, and motivate a skilled workforce.

Revenue Generation

By maintaining disciplined cost management, operational efficiency, and customer-focused strategies, the Group strengthens its financial position and generates the resources required to support future investments, business expansion, innovation, and sustainable value creation for stakeholders.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR PERFORMANCE (CONT'D)

Tax Contributions

As a responsible corporate citizen, the Group fulfils its tax obligations in accordance with applicable laws and regulations. Taxes paid on our business activities contribute to government revenues that support essential public services and national infrastructure, including education, healthcare, transportation, and community development. Through these contributions, the Group plays an active role in supporting economic growth and improving the quality of life within the communities where we operate.

EMISSION & ENERGY MANAGEMENT

RELATED UNSDGs:



At OEB, we are committed to reducing our environmental impact through long-term, sustainable energy practices and proactive emission management. We recognise the importance of aligning with Malaysia's low-carbon aspirations and global sustainability standards while ensuring our operations remain efficient, responsible, and future-ready.

We strive to continuously improve energy efficiency across our facilities, integrate renewable energy sources, and reduce emissions from our operations. Through structured governance, technology adoption, and employee participation, we aim to build a greener future while delivering long-term value for our stakeholders.

OUR APPROACH

Governance and Oversight

At OEB, we recognise the importance of strong governance in driving effective energy management and emissions reduction. Our RMT, comprising all Heads of Departments oversee progress towards our energy efficiency and emissions reduction objectives.

Through this governance structure, we aim to strengthen accountability, promote cross-departmental collaboration, and ensure that our energy and emissions management initiatives remain aligned with national climate policies and internationally recognised ESG standards.

Carbon Tracking and Monitoring

OEB recognises that effective energy and emissions management begins with accurate data collection and consistent monitoring. As part of our ongoing efforts, we currently maintain records of electricity, diesel, and liquefied petroleum gas ("**LPG**") consumption using Excel spreadsheets to track energy usage and support the assessment of our carbon footprint.

This systematic approach enables us to monitor consumption trends, identify areas of high energy usage, and establish a foundation for improving our emissions tracking practices. Moving forward, we aim to enhance our monitoring capabilities and leverage the data collected to develop targeted initiatives that optimise energy consumption, minimise wastage, and progressively reduce greenhouse gas ("**GHG**") emissions across our operations.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR APPROACH (CONT'D)

Renewable Energy Adoption

At OEB, we are committed to advancing the transition towards cleaner and more sustainable energy sources by exploring opportunities to integrate renewable energy solutions into our operations. As part of this commitment, we are assessing the feasibility of installing solar photovoltaic ("PV") systems across our facilities, while also exploring the potential procurement of renewable electricity from licensed solar energy providers.

These initiatives reflect our ongoing efforts to diversify our energy sources, reduce dependence on conventional fossil fuel-based electricity, and improve long-term energy efficiency. Through the gradual adoption of renewable energy, we aim to manage energy costs more effectively, minimise our carbon footprint, and support Malaysia's national renewable energy aspirations.

Fleet Modernisation for Emission Reduction

At OEB, we recognise that our logistics and transportation activities contribute to overall fuel consumption GHG emissions. With a portion of our existing fleet comprising vehicles that have been in service for more than 15 years, we acknowledge the importance of fleet modernisation in improving fuel efficiency and reducing our environmental impact.

To address this, we plan to progressively replace ageing vehicles with newer, more fuel-efficient models that comply with Euro 4 or Euro 5 emission standards. This phased approach aims to reduce fuel consumption and vehicle-related emissions while enhancing operational reliability, transportation safety, and overall logistics efficiency. Through continuous fleet improvements, we also seek to minimise maintenance requirements, optimise operating costs, and strengthen the long-term sustainability of our distribution and logistics operations.

OUR PERFORMANCE

GAS CONSUMPTION FOR SCOPE 1 EMISSIONS

At OEB, LPG is primarily used for food preparation and kitchen operations. For FYE 30 June 2026, metered LPG consumption was 52,370 m^3, while LPG cylinder/tank consumption was 168,192 kg, compared to 207,841 m^3 and 205,121 kg, respectively, for FPE 30 June 2025 (15 months).

Based on provisional emission factors, estimated GHG emissions from LPG consumption decreased from 1,652.38 tCO_2e in FPE 30 June 2025 to 716.41 tCO_2e in FYE 30 June 2026. After adjusting for the different reporting periods, average monthly metered LPG consumption decreased by approximately 68.5%, while LPG cylinder/tank consumption increased marginally by 2.5%.

DIESEL CONSUMPTION FOR SCOPE 1 EMISSIONS

Diesel is primarily used for transportation and operational support activities. For FYE 30 June 2026, diesel consumption decreased by 33.3% to 21,840 litres, compared to 32,760 litres in FPE 30 June 2025 (15 months).

Correspondingly, estimated GHG emissions decreased from 84.22 tCO_2e to 56.15 tCO_2e. On a comparable monthly basis, diesel consumption and associated emissions decreased by approximately 16.7%.

OEB's total estimated Scope 1 GHG emissions decreased by 55.5%, from 1,736.60 tCO_2e in FPE 30 June 2025 to 772.6 tCO_2e in FYE 30 June 2026. After adjusting for the different reporting periods, average monthly emissions decreased by approximately 44.4%. The Group remains committed to improving fuel efficiency, monitoring GHG emissions and promoting responsible resource management across its operations.

Note: Emissions are provisional estimates based on LPG and diesel emission factors of 2.57546 $kgCO_2e/kg$ and 2.57082 $kgCO_2e$/litre, respectively, with an assumed LPG vapour density of 2.10 kg/m^3 for metered consumption. Final figures are subject to verification of the LPG measurement basis and emission factors.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR PERFORMANCE (CONT'D)

ELECTRICITY CONSUMPTION FOR SCOPE 2 EMISSIONS

Scope 2 emissions refer to indirect GHG emissions arising from the generation of purchased electricity, steam, heating, and cooling consumed by an organisation. At OEB, electricity consumption represents a key component of our Scope 2 emissions, primarily supporting our food production, kitchen operations, and other operational activities.

For FYE 30 June 2026, OEB recorded total electricity consumption of 5,104,241 kWh, compared to 5,600,203 kWh for the preceding FPE 30 June 2025, which covered 15 months.

Based on the Peninsular Malaysia grid emission factor of 0.740 $kgCO_2e$/kWh, the Group's location-based Scope 2 GHG emissions amounted to 3,777.14 tCO_2e for FYE 30 June 2026, compared to 4,144.15 tCO_2e for FPE 30 June 2025, representing an absolute decrease of approximately 8.9%. However, after adjusting for the different reporting periods, average monthly Scope 2 emissions increased by approximately 13.9%, reflecting higher electricity consumption on a comparable monthly basis.

The Group remains committed to monitoring electricity consumption, improving operational energy efficiency and identifying opportunities to reduce its carbon footprint.

Note: Scope 2 emissions were calculated using the Energy Commission of Malaysia's provisional 2024 Peninsular Malaysia grid emission factor of 0.740 $kgCO_2e$/kWh, applied consistently to both reporting periods.

HEALTH & SAFETY

RELATED UNSDGs:



At OEB, we recognise Occupational Health and Safety as a key material sustainability matter that plays a vital role in safeguarding employee well-being, maintaining operational efficiency, and supporting long-term business resilience. We are committed to fostering a safe, healthy, and supportive working environment where the health, safety, and welfare of our employees remain a priority.

Our approach is guided by a commitment to promoting a strong safety culture, minimising workplace risks, and encouraging shared responsibility for health and safety across all levels of the organisation. Through continuous improvement, employee awareness, and the implementation of practical safety measures across our outlets and operations, we strive to create a workplace that protects our people while supporting sustainable business growth.

OUR APPROACH

Promoting a Safe Working Environment

At OEB, we prioritise workplace safety through Health and Safety Committees established across our operational outlets. These committees oversee safety compliance, identify potential hazards, and coordinate preventive measures to foster a strong safety culture, safeguard employees, and enhance operational resilience.

Employee Engagement in Food Safety and Hygiene

We promote shared responsibility for food safety and hygiene by encouraging all employees to actively maintain cleanliness and hygiene standards. Our Quality Assurance ("QA") Executives conduct regular outlet inspections, provide guidance, and monitor compliance to ensure consistent food safety practices across our operations.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR APPROACH (CONT'D)

Promoting Environmental Awareness Among Employees

We encourage environmentally responsible practices through employee awareness initiatives, training, and appropriate facilities. By promoting waste segregation, recycling, and efficient resource utilisation, we aim to cultivate a "no wastage" mindset and minimise our environmental footprint.

Safeguarding Organisational Assets

We emphasise responsible asset management through established SOPs, routine monitoring, and preventive maintenance. These practices aim to enhance equipment reliability, minimise operational disruptions, optimise maintenance costs, and support long-term business sustainability.

Promoting a Safe Working Environment

OEB is progressively establishing Health and Safety Committees across its operational outlets to strengthen workplace safety and regulatory compliance. These committees conduct safety audits and coordinate preventive initiatives, supported by employee participation in certified safety courses. Quarterly training sessions are planned to enhance safety awareness, knowledge sharing, and committee effectiveness.

Employee Engagement in Food Safety and Hygiene

Food safety and hygiene practices are currently supported by outsourced cleaning personnel, with ongoing monitoring to maintain cleanliness standards. Monthly awareness bulletins have been introduced to educate employees, while efforts continue to promote shared responsibility and recognise teams demonstrating good hygiene practices.

Promoting Environmental Awareness Among Employees

Waste segregation and recycling practices have yet to be consistently implemented across all outlets. OEB plans to introduce employee awareness programmes, training, and monitoring initiatives to encourage responsible waste management and foster a "no wastage" culture.

Safeguarding Organisational Assets

Routine equipment inspections and basic maintenance practices have been introduced across our operations, although implementation varies between outlets. OEB is developing standardised SOPs and daily monitoring logs to strengthen accountability, minimise equipment downtime, and improve operational efficiency.

Occupational Health and Safety

The Group maintained its strong workplace safety record, with zero work-related fatalities reported in FYE 30 June 2026, consistent with the nil fatalities recorded in FPE 30 June 2025. Similarly, the Group recorded a nil Lost Time Incident Rate ("LTIR") for both reporting periods, reflecting its continued commitment to maintaining a safe and healthy working environment.

The Group remains committed to maintaining a safe and healthy working environment for its employees, particularly within its manufacturing operations. As part of its ongoing efforts to strengthen workplace safety practices, the Group recruited a Safety Officer to oversee and support occupational health and safety initiatives at its manufacturing facility. The appointed Safety Officer attended a three-day Occupational Safety and Health (OSH) Coordinator course from 27 to 29 October 2025 to enhance her knowledge and competencies in workplace safety management. In addition, a total of **51 employees** participated in various occupational health and safety training programmes during FYE 30 June 2026, covering areas such as: Fire Fighting Training, Food Handling Course, Hearing Conservation Course and Safe Handling of Forklift Course.

	FYE 30 June 2026	FPE 30 June 2025
Number of work-related fatalities	Nil	Nil
Lost Time Incident Rate ("LTIR")	Nil	Nil
Number of employees trained on health and safety standards	51	Nil

SUSTAINABILITY STATEMENT
(CONT'D)

HUMAN CAPITAL MANAGEMENT & LABOUR PRACTISE

RELATED UNSDGs:



At OEB, we recognise Human Capital Management and Labour Practices as key material sustainability matters, acknowledging the vital role our employees play in supporting business growth and operational excellence. We are committed to creating an inclusive, safe, and supportive workplace that prioritises employee well-being, professional development, and engagement.

OUR APPROACH

Employee Data Protection

At OEB, we are committed to safeguarding employee information through responsible data management and appropriate security measures, guided by the Personal Data Protection Act ("**PDPA**"). Employee records are securely maintained on designated servers with access restricted to authorised personnel. PDPA declarations are incorporated into the onboarding process, supported by basic data privacy awareness training. Moving forward, we aim to strengthen data protection practices through expanded employee training and independent third-party assurance.

Salary Benchmarking

The Group is currently undertaking a comprehensive salary benchmarking exercise to assess and align its remuneration packages with prevailing industry standards. This ongoing initiative aims to enhance the competitiveness of employee compensation and benefits, promote employee satisfaction, and support long-term talent attraction and retention.

Development of E-Database

We recognise the importance of efficient and secure digital human resource management. Employee and payroll records are currently maintained through shared and cloud-based storage, with ongoing efforts to digitise historical documents. While progress remains constrained by manpower and storage limitations. The Group is currently working towards establishing a centralised Human Resources database, supported by improvements in digital infrastructure, data accessibility and management capabilities. This ongoing initiative aims to streamline HR processes, enhance operational efficiency and strengthen the accuracy, accessibility and security of employee information.

Employee Retention and Engagement

At OEB, we recognise that employee engagement and retention are essential to building a motivated, committed and sustainable workforce. The Group continues to strengthen employee engagement through ongoing initiatives, including town hall meetings and employee reward and recognition programmes, aimed at fostering open communication, recognising employee contributions and promoting a positive workplace culture. These initiatives provide opportunities for employees to share feedback, enhance communication between management and employees, and encourage greater employee involvement and a sense of belonging within the Group. Moving forward, OEB remains committed to continuously enhancing its employee engagement and retention strategies to improve employee satisfaction, strengthen workforce morale and support long-term talent retention.

Total hours of training by employee category

The Group recognises the importance of continuous learning and professional development in enhancing employee competencies, strengthening organisational capabilities and supporting long-term business growth. As part of its commitment to workforce development, the Group continues to provide training and learning opportunities across various employee categories.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR APPROACH (CONT'D)

Total hours of training by employee category (Cont'd)

During FYE 30 June 2026, the Group recorded a total of 734 training hours, compared to 470 hours in FPE 30 June 2025, representing an increase of approximately 56.2%. Training hours increased across all employee categories, reflecting the Group's continued emphasis on employee development and skills enhancement.

The breakdown of total training hours by employee category is presented below:

Employee Category	FYE 30 June 2026	FPE 30 June 2025
Management	155	116
Executive	282	222
Non-Executive	297	132
Total	**734**	**470**

Total number of employee turnover by employee category

During FYE 30 June 2026, the Group recorded a total of 199 employee departures, representing a decrease of approximately 16.7% compared to 239 departures in FPE 30 June 2025. The reduction was observed across all employee categories, with non-executive employees accounting for the largest proportion of departures in both reporting periods.

The Group recognises the importance of monitoring employee turnover trends to better understand workforce dynamics and identify opportunities to enhance employee engagement and retention. Moving forward, the Group will continue to review its human resource practices and explore initiatives aimed at fostering a supportive working environment, enhancing employee satisfaction and promoting long-term workforce stability.

Employee Category	FYE 30 June 2026	FPE 30 June 2025
Management	16	21
Executive	20	34
Non-Executive	163	184
Total	**199**	**239**

Percentage of employees that are contractors or temporary staff

Employee	FYE 30 June 2026	FPE 30 June 2025
Permanent	100.0%	100.0%
Contractual / Temporary	–	–
Total	**100.0%**	**100.0%**

The Group is committed to fostering a stable and sustainable workforce by providing long-term employment opportunities and promoting job security. During FYE 30 June 2026, 100% of the Group's employees were employed on a permanent basis, consistent with FPE 30 June 2025, with no contractual or temporary employees recorded in either reporting period.

Total Number of substantiated complaints concerning human rights violations

OEB is proud to report that for FYE 30 June 2026 and FPE 30 June 2025, there were zero substantiated complaints concerning human rights violations across all of our operations. This achievement reflects the effectiveness of our governance framework, workplace policies, and commitment to fostering a respectful, safe, and inclusive working environment for all employees and stakeholders.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR APPROACH (CONT'D)

Total Number of substantiated complaints concerning human rights violations (Cont'd)

We firmly believe that respecting and protecting human rights is fundamental to sustainable business practices and responsible corporate citizenship. Our commitment is embedded in our business ethics, corporate governance framework, and day-to-day operations, where we strive to ensure that every individual is treated with dignity, fairness, and respect, regardless of race, gender, age, religion, nationality, or other personal characteristics.

The Group maintains practices that promote equal opportunity, prohibit discrimination and harassment, safeguard employee welfare, and encourage ethical conduct throughout our operations. We also provide accessible communication channels that enable employees and stakeholders to raise concerns or report any suspected human rights-related issues confidentially and without fear of retaliation. All reported matters are treated seriously and investigated in accordance with our established procedures.

Percentage of Board Diversity by Gender

Directors (Gender)	FYE 30 June 2026	FPE FYE 30 June 2025
Male	80.0%	80.0%
Female	20.0%	20.0%
Total	**100.0%**	**100.0%**

Percentage of Board Diversity by Age

Directors (Age)	FYE 30 June 2026	FPE 30 June 2025
Under 30	0.0%	0.0%
30 – 50	60.0%	80.0%
Above 50	40.0%	20.0%
Total	**100.0%**	**100.0%**

The Group acknowledges the importance of promoting gender diversity and remains committed to considering suitably qualified candidates from diverse backgrounds in future Board appointments, taking into account the skills, experience, independence and competencies required to support the Group's strategic objectives.

Employee Category	FYE 30 June 2026			FYE 30 June 2025		
	Male	Female	Total	Male	Female	Total
Management	14.5%	5.4%	**19.9%**	12.1%	5.1%	**17.2%**
Executive	3.0%	7.9%	**10.9%**	3.5%	6.1%	**9.6%**
Non-Executive	51.7%	17.5%	**69.2%**	56.5%	16.7%	**73.2%**

Employee Category	FYE 30 June 2026			FYE 30 June 2025		
	Under 30	30 - 50	Above 50	Under 30	30 - 50	Above 50
Management	1.2%	11.2%	**7.6%**	1.4%	9.5%	**6.3%**
Executive	4.8%	5.1%	**0.9%**	4.7%	4.2%	**0.7%**
Non-Executive	25.1%	28.4%	**15.7%**	34.9%	24.4%	**14.0%**

The Group is committed to fostering a diverse, inclusive and equitable workplace where employees are valued and provided with equal opportunities for professional growth and career advancement, regardless of gender. We recognise that workforce diversity contributes to a broader range of perspectives, enhances collaboration and supports overall organisational effectiveness.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR APPROACH (CONT'D)

Percentage of Board Diversity by Age (Cont'd)

During FYE 30 June 2026, male employees accounted for approximately 69.2% of the Group's total workforce, while female employees represented 30.8%, compared to 72.1% and 27.9%, respectively, in FPE 30 June 2025. The increase in female representation reflects a positive development in the Group's workforce gender composition.

Across employee categories, non-executive employees continued to represent the largest proportion of the workforce at 69.2% in FYE 30 June 2026, followed by management at 19.9% and executive employees at 10.9%.

The Group remains committed to promoting fair employment practices, equal opportunities and an inclusive working environment. Moving forward, we will continue to support workforce diversity through merit-based recruitment, career development opportunities and fair employment practices, ensuring that employees are recognised and valued based on their skills, competencies and contributions.

SUPPLY CHAIN MANAGEMENT

RELATED UNSDGs:



At OEB, we acknowledge that a responsible, resilient, and sustainable supply chain is essential to our long-term business success and the well-being of our stakeholders. Recognised as a key material matter in our sustainability materiality matrix, Supply Chain Management remains an integral part of our sustainability strategy. We are committed to continuously enhancing our procurement practices in line with ESG principles, with an emphasis on responsible sourcing, environmental stewardship, ethical business practices, and greater transparency across our supply chain.

OUR APPROACH

Sustainable Sourcing

OEB is committed to strengthening sustainable procurement by progressively integrating ESG considerations into supplier selection. We aim to increase the sourcing of local, organic, and ethically produced ingredients to support local farmers, enhance product quality, and reduce our carbon footprint. Key initiatives include supplier sustainability assessments, expanding our supplier database, participating in trade expos, and fostering partnerships with local farmers.

Environmental Responsibility

OEB strives to minimise the environmental impact of its supply chain and operations through improved waste management, reduced plastic usage, and greater resource efficiency. Planned initiatives include enhancing environmental criteria in supplier assessments, identifying opportunities to repurpose food waste, and promoting biodegradable packaging across our outlets.

Transparency & Accountability

OEB aims to enhance supply chain transparency, traceability, and supplier accountability through stronger ESG compliance practices. Key initiatives include conducting supplier factory visits, strengthening documentation requirements, particularly for raw material origins, and implementing more robust verification processes to promote ethical sourcing and responsible supply chain management.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR PERFORMANCE

The Group continued to prioritise local procurement, with 96% of total procurement expenditure allocated to local suppliers in both FYE 30 June 2026 and FPE 30 June 2025. This reflects our consistent efforts to support local enterprises while strengthening supply chain resilience and fostering sustainable business relationships. Where possible, we prioritise sourcing from qualified local suppliers to strengthen supply chain resilience, reduce transportation-related environmental impacts, and foster long-term partnerships.

	FYE 30 June 2026	FPE 30 June 2025
Proportion of spending on local suppliers	96%	96%

CUSTOMER CENTRIC & ENGAGEMENT

RELATED UNSDGs:



At OEB, we believe that placing customers at the heart of our business is essential to achieving long-term sustainability and success. Guided by this commitment, we have established clear objectives and strategic initiatives aimed at enhancing customer experiences, strengthening trust, and consistently delivering exceptional value. Our aspiration is to turn every customer interaction into an opportunity to build meaningful and lasting relationships, fostering customer satisfaction, loyalty, and ultimately, strong brand advocacy.

OUR APPROACH

Transforming Customers into OEB Brand Advocates

At OEB, we remain committed to building meaningful and lasting customer relationships by delivering positive customer experiences across all touchpoints. The Group continues to strengthen customer engagement through ongoing initiatives, including gathering customer feedback, encouraging positive customer reviews and ratings, and implementing promotional activities to enhance customer satisfaction and brand awareness. As part of our continuous efforts, we are also exploring opportunities to further promote brand advocacy through customer testimonial videos, promotional incentives and positive word-of-mouth referrals. These initiatives aim to strengthen customer trust, foster long-term loyalty and encourage satisfied customers to become advocates of the OEB brand.

Delivering a Seamless End-to-End Customer Experience

Providing a consistent, personalised and seamless customer experience remains a key priority for OEB. The Group continues to strengthen its customer engagement and follow-up initiatives to ensure that customers receive attentive and responsive service throughout their interactions with the Group. While customer follow-up activities have traditionally focused on regular patrons, ongoing efforts are being undertaken to progressively extend proactive engagement to a broader customer base through enhanced manpower allocation and the implementation of more structured follow-up processes.

As part of these continuous improvement initiatives, OEB remains focused on strengthening service consistency across all customer touchpoints, improving responsiveness to customer needs and ensuring timely follow-up on customer feedback and enquiries. Through these ongoing efforts, the Group aims to enhance overall customer satisfaction, foster stronger customer relationships, build long-term trust and reinforce its commitment to delivering service excellence.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR APPROACH (CONT'D)

Establishing Oversea as the Top-of-Mind Choice for Chinese Dining

OEB remains committed to positioning the Oversea brand as a leading and preferred destination for Chinese dining. As the Group continues to strengthen its brand recognition and market presence, ongoing initiatives are being undertaken to enhance brand visibility, expand customer reach and increase awareness among existing and potential customers. These efforts include continuous digital advertising, targeted social media campaigns and promotional outreach activities aimed at strengthening customer engagement and showcasing the Group's dining offerings.

Building and Maintaining a Centralized Customer Database

Effective customer data management remains a key priority for OEB in strengthening customer relationships and supporting targeted marketing initiatives. The Group is currently undertaking ongoing efforts to enhance its customer data management practices, as customer information continues to be maintained independently at individual outlets, presenting opportunities for improved coordination, personalised promotions and systematic customer follow-ups. As part of these ongoing initiatives, OEB is progressively working towards establishing a centralised customer database to facilitate more efficient, consistent and coordinated management of customer information across all outlets. These efforts are supported by continuous staff training and the development of standardised data collection procedures to improve data accuracy, accessibility and reliability.

OUR PERFORMANCE

Customer Advocacy

OEB continues to strengthen customer relationships and enhance brand loyalty through ongoing customer engagement initiatives, including actively gathering customer feedback and encouraging positive ratings and reviews. As part of these efforts, the Group has launched a customer loyalty programme, aimed at rewarding loyal customers, encouraging repeat visits and fostering long-term customer relationships.

Data Privacy and Protection

OEB remains committed to safeguarding customer information and maintaining data confidentiality. Customer data is currently protected within our existing systems, reflecting our ongoing commitment to responsible data management and the protection of customer privacy.

End-to-End Customer Experience

OEB is focused on delivering seamless, consistent, and personalized customer experiences across all touchpoints. While follow-up activities have traditionally been concentrated on regular customers, additional manpower has been allocated to broaden customer engagement. This initiative aims to strengthen service consistency, enhance customer satisfaction, and build lasting relationships with a wider customer base.

Brand Awareness and Recall

OEB continues to enhance its brand presence through advertising, targeted social media campaigns, and boosted promotional activities. These initiatives have contributed to greater brand visibility and market reach, reinforcing Oversea's positioning as a recognizable and preferred choice for Chinese dining. Ongoing marketing efforts aim to further strengthen brand recall and customer preference.

Customer Data Management

OEB recognizes the importance of effective customer data management in supporting personalized engagement and targeted marketing initiatives. Currently, customer information remains stored independently at individual outlets, while efforts to establish a centralized database are ongoing. In parallel, staff training is being strengthened to promote accurate, consistent, and efficient data collection and record-keeping, laying the foundation for improved customer insights, coordinated promotional activities, and long-term relationship management.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR PERFORMANCE (CONT'D)

Customer Data Management (Cont'd)

For FYE 30 June 2026 and FPE 30 June 2025, there were no reported complaints regarding breaches of customer privacy or losses of customer data.

Year	Number of substantiated complaints concerning breaches of customer privacy and losses of customer data
FYE 30 June 2026	Nil
FPE 30 June 2025	Nil

PRODUCT RESPONSIBILITY

RELATED UNSDGs:



As part of our commitment to sustainability, OEB recognises Product Responsibility as a key material matter within our sustainability framework. We prioritise product safety, quality, and traceability while promoting consumer awareness, minimising environmental impact, and responding to evolving consumer needs. Our key focus areas and strategies are outlined below.

OUR APPROACH

Sustainable Packaging

OEB is committed to reducing its environmental footprint by exploring sustainable packaging alternatives. Through supplier engagement and the sourcing of biodegradable and environmentally friendly materials, we aim to identify practical, cost-effective solutions that support our long-term sustainability goals.

Customer Complaint Management

To enhance customer satisfaction and service responsiveness, OEB plans to develop a digital system to systematically record, monitor, and analyse customer feedback and complaints. This initiative aims to improve complaint resolution, identify areas for improvement, and better respond to evolving consumer needs.

Food Safety Enhancement

OEB prioritises product safety and quality by continuously strengthening its food safety management systems in alignment with internationally recognised standards. Through employee training, process improvements, and certification initiatives, we aim to uphold food safety best practices, maintain product quality, and reinforce consumer confidence.

Reducing Product Wastage

OEB is committed to minimising product wastage through responsible surplus management. Our initiatives include donating suitable surplus products to non govermental organisations ("**NGOs**") and charitable organisations and repurposing excess products into lower-grade alternatives where feasible. These efforts aim to reduce waste sent to landfills while supporting resource efficiency and community well-being.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR APPROACH (CONT'D)

Promoting Product and Brand Awareness

OEB aims to strengthen product and brand awareness through direct consumer engagement, including roadshows and promotional events. These initiatives provide opportunities to showcase our products and brand heritage, enhance consumer connections, and build lasting brand recognition and loyalty across different generations.

OUR PERFORMANCE

Sustainable Packaging

For FYE 30 June 2026, approximately 73% of OEB's packaging materials were non-biodegradable, compared to 80% in FPE 30 June 2025, representing a reduction of 7%. This improvement reflects the Group's ongoing efforts to adopt more sustainable packaging solutions. OEB continues to engage with suppliers to explore environmentally friendly and cost-effective alternatives, with the long-term aspiration of achieving 100% biodegradable packaging. Through these initiatives, the Group aims to progressively reduce its environmental footprint and promote sustainable resource management.

Food Safety Enhancement

OEB currently maintains Hazard Analysis and Critical Control Points (HACCP) and Good Manufacturing Practice (GMP) certifications, supported by foundational food safety training for relevant employees. Building on this foundation, we aim to achieve ISO 22000 certification to further strengthen our food safety management systems, align with internationally recognised standards, and enhance consumer confidence in our products.

Reducing Product Wastage

To minimise product wastage, OEB continues to implement initiatives such as donating surplus products to NGOs and charitable organisations, as well as repurposing excess products where feasible. Through these ongoing efforts, the Group aims to reduce product waste disposed of in landfills to below 2%, while promoting resource efficiency and responsible waste management.

As part of these initiatives, OEB donated mooncakes to a community project organised for Rukun Tetangga S1B at SJK(C) Chen Moh, Petaling Jaya, on 4 October 2025. The event benefited approximately 2,000 attendees and involved the participation of 10 employees, reflecting the Group's commitment to reducing food wastage while supporting community engagement and social well-being.

Promoting Product and Brand Awareness

OEB continues to undertake brand awareness initiatives aimed at strengthening engagement with younger consumers through targeted marketing campaigns, promotional activities and direct consumer outreach. As part of these ongoing efforts, the Group organised fresh baking demonstrations and complimentary tasting sessions across several locations over 18 days leading up to the Mid-Autumn Festival. In addition, pop-up kiosks were established at Sunshine Mall, Penang; AEON 1 Utama; and Lotus's Kepong Mall, offering freshly made and baked Shanghai mooncakes to customers.

These initiatives provided opportunities for direct consumer interaction, enhanced product awareness and strengthened the Group's market presence. Moving forward, OEB remains committed to expanding its outreach through roadshows, promotional events and experiential marketing activities to further enhance brand visibility, foster meaningful consumer connections and build long-term brand recognition and loyalty.

SUSTAINABILITY STATEMENT
(CONT'D)

BUSINESS ETHICS & CORPORATE GOVERNANCE

RELATED UNSDGs:



At OEB, we recognise Business Ethics and Corporate Governance as a key material matter that underpins stakeholder trust, organisational integrity, and long-term business sustainability. As part of our commitment to responsible and ethical business practices, we have identified two priority areas for further enhancement: Anti-Bribery and Anti-Corruption ("**ABAC**") Policy and the No-Gift Policy. These initiatives aim to strengthen our governance framework, promote transparency and accountability, and reinforce a culture of integrity and ethical conduct across all levels of the organisation.

OUR APPROACH

Anti-Corruption

OEB is committed to fostering a culture of transparency, accountability, and integrity, where Directors and employees uphold anti-corruption principles and comply with applicable laws and regulations. Recognising the importance of ethical conduct in maintaining stakeholder trust and long-term business sustainability, we have established a formalised ABAC and SOPs aligned with national and international best practices.

To reinforce this commitment, we emphasise regular training, awareness briefings, and ongoing communication to equip Directors and employees with the knowledge to identify corruption risks, make ethical decisions, and uphold responsible business practices. These efforts aim to embed anti-corruption principles into our organisational culture and strengthen ethical conduct across all levels of the organisation.

Gift Receiving / No-Gift Policy

OEB recognises the importance of maintaining impartiality and preventing actual or perceived conflicts of interest arising from gift acceptance. To strengthen ethical business practices, we had established a clear No-Gift Policy that minimises or eliminates the acceptance of gifts from third parties, with defined thresholds and guidelines where applicable.

This initiative will be supported by structured training and awareness programmes to ensure Directors and employees understand their responsibilities and adhere to the policy. Through these measures, we seek to promote transparency, fairness, and accountability in all business dealings while safeguarding the integrity of our stakeholder relationships.

OUR PERFORMANCE

OEB is committed to upholding high standards of integrity, transparency and ethical business conduct. The Group formally adopted its ABAC Policy on 8 October 2025, which incorporates a "No Gift, Entertainment & Hospitality" provision to provide clear guidance on ethical business practices and mitigate potential risks of bribery, corruption and conflicts of interest.

The policy serves as a framework to strengthen accountability and promote compliance among Directors, employees and relevant stakeholders. It is publicly available on the Group's corporate website for reference. OEB continues to reinforce awareness of anti-bribery and anti-corruption practices to foster a culture of integrity and responsible corporate governance. To further promote transparency and accountability, OEB has established a dedicated whistleblowing channel under its Whistleblower Policy, enabling employees and external stakeholders to report concerns confidentially through email, telephone, or mail. Both the ABAC Policy and Whistleblower Policy are publicly accessible on OEB's corporate website, demonstrating the organisation's commitment to ethical conduct, responsible governance, and stakeholder trust.

Year	Total No. of Whistleblowing case
FYE 30 June 2026	Nil
FPE 30 June 2025	Nil

SUSTAINABILITY STATEMENT
(CONT'D)

DATA, SECURITY & TECHNOLOGY

RELATED UNSDGs:



At OEB, we recognise Data, Security and Technology as a key material sustainability matter, reflecting its growing importance in enhancing operational efficiency, safeguarding stakeholder information, and promoting responsible technology management. We are committed to strengthening data governance, cybersecurity resilience, and sustainable technology practices through continuous improvement and effective risk management.

OUR APPROACH

Data Governance

At OEB, we are committed to strengthening data governance by improving data quality, accessibility, and integrity across our operations. Through the standardisation of data formats and reduction of data silos, we aim to establish a more integrated and reliable data management framework that supports informed decision-making and operational efficiency.

Cybersecurity

We recognise the importance of safeguarding sensitive information and maintaining stakeholder trust. OEB aims to enhance cybersecurity through system upgrades, stronger access controls, regular security assessments, and employee awareness training.

Technology Responsibility – E-Waste Management

OEB is committed to responsible electronic waste ("e-waste") management through licensed disposal contractors and compliance with applicable regulations. We aim to formalise our E-Waste Management Policy, promote recycling initiatives, enhance employee awareness of proper disposal practices, and improve e-waste tracking to minimise environmental impact and support sustainable technology management.

SUSTAINABILITY STATEMENT
(CONT'D)

OUR PERFORMANCE

Data Governance

OEB continues to strengthen its data governance practices through ongoing initiatives aimed at improving data integration, accessibility, accuracy and integrity across the Group. While data is currently maintained across different departments, the Group is progressively working towards minimising data silos, standardising data formats and establishing a more centralised data governance framework. These continuous efforts aim to enhance data management efficiency, facilitate more effective information sharing and support informed decision-making across business operations.

Cybersecurity

OEB remains committed to strengthening its cybersecurity framework through ongoing initiatives to safeguard sensitive information, enhance system security and mitigate potential cyber threats. The Group continues to review and improve its cybersecurity measures, including data encryption, access controls, security policies and protection systems. Ongoing efforts also focus on strengthening data backup and recovery processes, conducting periodic risk assessments and security audits, and enhancing employee awareness through cybersecurity training and communication initiatives. Through these continuous improvements, OEB aims to strengthen threat monitoring, enhance incident response readiness and maintain compliance with applicable data protection requirements.

Technology Responsibility (E-Waste Management)

OEB continues to promote responsible electronic waste (e-waste) management as part of its ongoing environmental sustainability initiatives. The Group manages e-waste disposal through licensed contractors in accordance with applicable regulatory requirements, while progressively strengthening its internal e-waste management practices. Ongoing efforts include developing a more structured E-Waste Management Policy, promoting responsible recycling and disposal practices, enhancing employee awareness and improving the monitoring and reporting of e-waste disposal and recycling activities. Through these initiatives, OEB aims to minimise the environmental impact of electronic waste, promote resource efficiency and support responsible technology management across its operations.

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Anti-Corruption	Bursa C1(a) Percentage of employees who have received training on anti- corruption by employee category - Management	Percentage	0	0	-	External (Limited)
Anti-Corruption	Bursa C1(a) Percentage of employees who have received training on anti- corruption by employee category - Executive	Percentage	0	0	-	External (Limited)
Anti-Corruption	Bursa C1(a) Percentage of employees who have received training on anti- corruption by employee category - Non-Executive	Percentage	0	0	-	External (Limited)
Anti-Corruption	Bursa C1(b) Percentage of operations assessed for corruption-related risk	Percentage	100%	100%	-	External (Limited)
Anti-Corruption	Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0	-	External (Limited)
Community/Society	Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	RM ('000)	0	0	-	External (Limited)
Community/Society	Bursa C2(b) Total number of beneficiaries of the investment in communitie	Number	0	0	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Management (Under 30)	Percentage	1.40%	1.21%	-	External (Limited)

OVERSEA ENTERPRISE BERHAD

BMLR Transition Period

Date & Time: 2026-10-29 19:33:28

Ace Market | Group 3 | FYE 30/06/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Bursa C3(a) Percentage of employees by age group by employee category-Management (Between 30-50)	Percentage	9.53%	11.18%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Management (Above 50)	Percentage	6.28%	7.55%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Executive (Under 30)	Percentage	4.65%	4.83%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Executive (Between 30-50)	Percentage	4.19%	5.14%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Executive (Above 50)	Percentage	0.70%	0.91%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Non-Executive (Under 30)	Percentage	34.88%	25.08%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Non-Executive (Between 30-50)	Percentage	24.42%	28.40%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category -Non-Executive (Above 50)	Percentage	13.95%	15.70%	-	External (Limited)

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Bursa 3(a) Percentage of employees by gender group by employee category Management (Male)	Percentage	12.09%	14.50%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category Management (Female)	Percentage	5.12%	5.44%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by gender group by employee category- Executive (Male)	Percentage	3.49%	3.02%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by age group by employee category - Executive (Female)	Percentage	6.05%	7.85%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by gender group by employee category - Non-Executive (Male)	Percentage	56.51%	51.66%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of employees by gender group by employee category - Non-Executive (Female)	Percentage	16.74%	17.52%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of directors by gender group (Male)	Percentage	87.50%	80.00%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of directors by gender group (Female)	Percentage	12.50%	20.00%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of directors by age group (Under 30)	Percentage	12.50%	0.00%	-	External (Limited)

OVERSEA ENTERPRISE BERHAD

BMLR Transition Period

Date & Time: 2026-10-29 19:33:28

Ace Market | Group 3 | FYE 30/06/2026

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Diversity	Bursa C3(a) Percentage of directors by age group (30-50)	Percentage	50.00%	60.00%	-	External (Limited)
Diversity	Bursa C3(a) Percentage of directors by age group (Above 50)	Percentage	37.50%	40.00%	-	External (Limited)
Energy Management	Bursa C4(a) Total energy consumption	kilowatts	5,600,203	5,104,241	-	External (Limited)
Health & Safety	Bursa C5(a) Number of work related fatalities	Number	0	0	-	External (Limited)
Health & Safety	Bursa C5(b) Lost Time Incident Rate ("LTIR")	Rate	0	0	-	External (Limited)
Health & Safety	Bursa C5(c) Number of employees trained on health and safety	Number	0	0	-	External (Limited)
Labour Practices and Standards	Bursa C6(a) Total hours of training by employee category - Management	Hours	116	154.50	-	External (Limited)
Labour Practices and Standards	Bursa C6(a) Total hours of training by employee category - Executive	Hours	222	282.50	-	External (Limited)
Labour Practices and Standards	Bursa C6(a) Total hours of training by employee category - Non-Executive	Hours	132	297	-	External (Limited)
Labour Practices and Standards	Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0.00%	0.00%	-	External (Limited)
Labour Practices and Standards	Bursa C6(c) Total number of employee turnover by employee category -Management	Number	21	16	-	External (Limited)

Sustainability Matter	Metric	Measurement Unit	2025	2026	Target	Assurance
Labour Practices and Standards	Bursa C6(c) Total number of employee turnover by employee category- Executive	Number	34	20	-	External (Limited)
Labour Practices and Standards	Bursa C6(c) Total number of employee turnover by employee category - Non-Executive	Number	184	163	-	External (Limited)
Labour Practices and Standards	Bursa C6 (d) Number of substantiated complaints concerning human rights violation	Percentage	0	0	-	External (Limited)
Supply Chain Management	Bursa C7(a) Proportion of spending on local suppliers	Percentage	96.05%	96.24%	-	External (Limited)
Data Privacy	Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy or losses of customer	Number	0	0	-	External (Limited)
Water Management	Bursa C9(a) Total volume of water used	megalitres	104.26	50.84	-	External (Limited)
Emission Management	Total GHG emissions (Scope 1)	tCO2e	1,736.60	772.56	-	External (Limited)
Emission Management	Total GHG emissions (Scope 2)	tCO2e	4,144.15	3,777.14	-	External (Limited)

SUSTAINABILITY STATEMENT
(CONT'D)

VAERSA

29th October 2026

OVERSEA ENTERPRISE BERHAD
12th Floor, Menara Lien Hoe,
No.8, Persiaran Tropicana,
Tropicana Golf & Country Resort,
47410 Petaling Jaya, Selangor.

Attention: Mr. Tay Ben Seng, Benson (Executive Director)

INDEPENDENT LIMITED ASSURANCE REPORT ON SUBJECT MATTER INFORMATION IN OVERSEA ENTERPRISE BERHAD'S SUSTAINABILITY REPORT 2026

To the Board of Directors of Oversea Enterprise Berhad

We, Vaersa Advisory Sdn. Bhd. have been engaged by Oversea Enterprise Berhad to perform an independent limited assurance engagement on selected sustainability indicators (hereinafter referred to as the "Subject Matter Information") as reported by Oversea Enterprise Berhad ("OEB") in its Sustainability Report for the financial year ended 30th June 2026 ("Sustainability Report 2026").

Our Limited Assurance Conclusion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Subject Matter Information contained in the OEB's Sustainability Report 2026 for the financial year ended 30th June 2026 has not been prepared, in all material respects, in accordance with the Reporting Criteria.

Subject Matter Information

In strengthening the credibility of our reporting, this Sustainability Statement have been subjected to independent assurance in accordance with recognised assurance standards for selected indicators and has been approved by the Company's Audit Committee.

The Scope, Subject Matter(s) covered, and Conclusion (where applicable) are provided below:

Type of Assurance	Material Matters	Subject Matter	Scope	Conclusion
Independent Assurance	Energy Management	Total energy consumption	Operations assessed: Malaysia	Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that
	Water Management	Total volume of water used		
	Labour Practices	Total hours of training by employee category		
		Percentage of employees that are contractors or temporary staff		
		Total number of employee turnover by employee category		
		Number of substantiated complaints concerning human		

SUSTAINABILITY STATEMENT
(CONT'D)

VAERSA

		rights violations		the Subject Matter as presented in OEB's Sustainability Statement have not been prepared and presented fairly, in all material respects, in accordance with the defined Criteria*.
	Human Capital Management (Diversity and Inclusivity)	Percentage of employees by gender and age group, for each employee category		
		Percentage of directors by gender and age group		
	Health and Safety	Number of work-related fatalities		
		Lost time incident rate ("LTIR")		
		Number of employees trained on health and safety standards		
	Business Ethics & Corporate Governance (Anti-Corruption)	Percentage of employees who have received training on anti-corruption by employee category		
		Percentage of operations assessed for corruption-related risks		
		Confirmed incidents of corruption and action taken		
	Emissions Management	Scope 1 emissions in tonnes of CO2e		
		Scope 2 emissions in tonnes of CO2e		
	Supply Chain Management	Proportion of spending on local suppliers		
	Data Privacy and Security	Number of substantiated complaints concerning breaches of customer privacy and losses of customer data		

***Reporting Criteria**

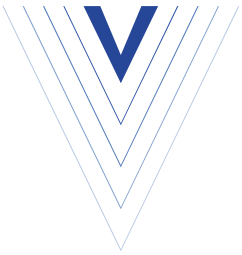
The Subject Matter Information needs to be read and understood together with the Reporting Criteria, which OEB is solely responsible for selecting and applying. The Reporting Criteria used for the reporting of the Subject Matter Information are as follows:

- OEB's internal sustainability reporting guidelines and procedures by which the Selected Information is gathered, collated, and aggregated internally; and
- The Global Reporting Initiative's Sustainability Reporting Standards ("GRI standards") for disclosures. (collectively referred to as the "Reporting Criteria").

Management's Responsibility

Management of OEB is responsible for the preparation of the Subject Matter Information included in OEB's Sustainability Report 2026 in accordance with the Reporting Criteria. This responsibility includes the selection and application of appropriate methods to prepare the Subject Matter Information reported in OEB's Sustainability Report 2026 as well as the design, implementation, and maintenance of internal control relevant for the preparation of the Subject Matter Information that is free from material misstatement, whether due to fraud or error. Furthermore, the responsibility

SUSTAINABILITY STATEMENT
(CONT'D)



VAERSA

includes the use of assumptions and estimates for disclosures made by OEB which are reasonable in the circumstances.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Subject Matter based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with the approved standard for assurance engagements in Malaysia, International Standard on Assurance Engagements ("ISAE") 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information". This standard requires that we plan
and perform this engagement under consideration of materiality to express our conclusion with limited assurance about whether the Subject Matter Information is free from material misstatement. The accuracy of the Subject Matter Information is subject to inherent limitations given their nature and methods for determining, calculating, and estimating such data. Our limited assurance report should therefore be read in conjunction with the Reporting Criteria.

A limited assurance engagement involves assessing the suitability in the circumstances of OEB's use of the Reporting Criteria as the basis for the preparation of Subject Matter Information, assessing the risks of material misstatement of the Subject Matter Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the Subject Matter Information. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

Restriction on Distribution and Use and Disclaimer of Liability to Third Parties and For Any Other Purpose

This report, including the conclusion, has been prepared solely for the Board of Directors of OEB in accordance with the agreement between us, in connection with the performance of an independent limited assurance engagement on the Subject Matter Information as reported by OEB in its Sustainability Report 2026 and should not be used or relied upon for any other purposes. We consent to the inclusion of this report in OEB's Sustainability Report 2026 to be disclosed on the website of OEB to assist the Directors in responding to their governance responsibilities by obtaining an independent limited assurance report on the Subject Matter Information in connection with the's Sustainability Report 2026. As a result, we will not accept any liability or responsibility to any other party to whom our report is shown or into whose hands it may come. Any reliance on this report by any third party is entirely at its own risk.

Yours faithfully,

Quincy Gan Hoong Huat
Executive Director

VAERSA
ADVISORY SDN BHD
(1272384-X)

B-5-12, Menara Prima,
Jalan PJU 1/39, Dataran Prima,
47301 Petaling Jaya, Selangor.

03-7886 4304
www.vaersa.my

BOARD OF DIRECTORS' PROFILE

TAN SRI DATO' SERI PROF. DR. TAN KING TAI @ TAN KHOON HAI

Independent Non-Executive Chairman

Age 71 | Malaysian | Male

Date of appointment as Director
22 March 2024

Length of service as director since appointment (as at 30 September 2026)
2 years 6 months

Board Committee(s) served on
Nil

Academic/Professional Qualification(s)
- Member of the Institute of Certified Public Accountants, Ireland
- Fellow Member of Chartered Accountants, Ireland
- Fellow Member of Malaysian Association of Company Secretaries
- Honorary Doctorate of Industry, University Sains Malaysia
- Degree in Business Management majoring in Accounting, Bolton University; and
- Professor in Practice of Kuala Lumpur University of Science and Technology

Present Directorship(s) in other Public/Listed Companies
- Muar Ban Lee Group Berhad
- SWS Capital Berhad
- Focus Dynamics Group Berhad

Working experience
Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai ("**Tan Sri Tan King Tai**") has over 44 years of working experience in the fields of auditing, accounting, and corporate finance. His experience and contribution in other directorship are as follows:

- Executive Chairman of Muar Ban Lee Group Berhad (appointed as the Executive Director on 30 June 2009 and redesignated as Executive Chairman on 5 October 2023);
- Non-Executive Chairman of SWS Capital Berhad (appointed as Executive Director on 30 November 2003 and resigned on 26 October 2010; subsequently appointed as Deputy Executive Chairman on 23 December 2015; redesignated as Executive Chairman on 16 November 2016; and redesignated as Non-Executive Chairman on 2 February 2021);
- Non-Executive Chairman of Focus Dynamics Group Berhad (appointed on 1 March 2024)
- Non-Executive Chairman of Symphony Life Berhad (appointed as a Non-Executive Director on 2 September 2021; redesignated as Executive Chairman on 15 November 2021; subsequently redesignated as Non-Executive Chairman on 1 October 2023 and resigned on 30 April 2024);
- Non-Executive Chairman of Oversea Enterprise Berhad (appointed on 22 March 2024);
- Non-Executive Chairman of Eka Noodles Berhad (appointed on 8 May 2017 and retired on 21 August 2020);
- Executive Director of Pensonic Holdings Berhad (appointed on 13 September 1995 and resigned on 1 October 2017);
- Senior Independent Non-Executive Director of Unimech Group Berhad (appointed on 6 March 2000 and resigned on 5 July 2016); and
- Independent Non-Executive Director of Denko Industrial Corporation Berhad (appointed on 27 December 2010 and resigned on 21 March 2017).

Apart from his directorship in the Company and other listed companies as mentioned above, he also sits on the board of several other private limited companies.

Time committed
Tan Sri Tan King Tai has attended all five (5) Board meetings of the Company held during the financial year ended 30 June 2026 ("**FYE 30 June 2026**").

BOARD OF DIRECTORS' PROFILE
(CONT'D)

TAY BEN SENG, BENSON
Executive Director

Age 42 | Malaysian | Male

Date of appointment as Director
14 July 2021

Length of service as director since appointment (as at 30 September 2026)
5 years 2 months

Board Committee(s) served on
Chairman of the Investment Committee

Academic/Professional Qualification(s)
Degree in Commerce, Marketing and Management from Curtin University Technology, Perth

Present Directorship(s) in other Public/Listed Companies
- Focus Dynamics Group Berhad
- SaudiGold Group Berhad
- Ace Pacific Group Berhad

Working experience
Mr. Tay Ben Seng ("**Mr. Benson**") was appointed as an Executive Director of Oversea Enterprise Berhad ("**OVERSEA**" or "**the Group**") on 14 July 2021. He has accumulated extensive experience across a broad range of industries, including food and beverage, event management, e-commerce, technology, property-related ventures, manufacturing, and investment holdings. Over the course of his career, he has played an active role in conceptualizing new business ventures and driving strategic business initiatives across diverse sectors.

Throughout his tenure with the Group, Mr. Benson has contributed to the Company's business expansion and the development of lifestyle-focused business concepts. His key responsibilities include business development, corporate planning, and evaluating strategic investment and business opportunities to support the Group's sustainable, long-term growth.

Time committed
Mr. Benson has attended all five (5) Board meetings of the Company held during the FYE 30 June 2026.

BOARD OF DIRECTORS' PROFILE
(CONT'D)

ANDY LIEW HOCK SIM
Independent Non-Executive Director

Age 46 | Malaysian | Male

Date of appointment as Director
12 November 2020

Length of service as director since appointment (as at 30 September 2026)
5 years 10 months

Board Committee(s) served on
- Chairman of the Audit and Risk Management Committee
- Member of the Nomination and Remuneration Committee

Academic/Professional Qualification(s)
- Member of the Malaysian Institute of Accountants (MIA)
- Member of the Certified Practising Accountant (CPA) Australia

Present Directorship(s) in other Public/Listed Companies
- XOX Berhad
- Perak Corporation Berhad
- XOX Networks Berhad

Working experience
Mr. Andy Liew Hock Sim ("**Mr. Andy**") is a Chartered Accountant with Malaysian Institute of Accountants (MIA) and member of Certified Practising Accountant (CPA) Australia. He has twenty (20) years of experience in audit, taxation and accountancy with major audit firms from both Malaysia and overseas. He was involved in numerous successful initial public offerings (IPO) in Malaysia, Singapore, Hong Kong and Germany throughout his career.

Mr. Andy started his career with a local audit firm in Malaysia. He then joined KPMG Kuala Lumpur after obtaining his professional qualifications, i.e. MIA and CPA Australia in 2006. In KPMG Kuala Lumpur, he was involved in the audit of multinational corporation (MNC) and public listed companies (PLC). He was also involved in the IPO of a financial services company in the Main Market of Kuala Lumpur Stock Exchange (KLSE).

In 2008, Mr. Andy ventured to China and since then, spent eight (8) years in China. From 2008 to 2012, he worked in KPMG Beijing and actively involved in audit and IPO engagements. In 2012, he joined a China-based manufacturing company in the capacity of Chief Financial Officer (CFO), and listed the company in Frankfurt Stock Exchange in 2014 prior to his return to Malaysia in 2016.

Upon his return to Malaysia in 2016, Mr. Andy joined Baker Tilly Malaysia as the Director of the Transaction Reporting department. He was then promoted to Partner in 2017 and led a team of forty (40), specialise in IPO engagements and actively involved in various corporate exercises, e.g. business restructuring, merger and acquisition (M&A), reverse takeover (RTO), transfer listing, financial due diligence, regularisation plan for PN17 company, fund raising etc.

In 2019, Mr. Andy started his own public practice and assumed the role of Managing Partner.

Time committed
Mr. Andy has attended four (4) out of five (5) Board meetings of the Company held during the FYE 30 June 2026.

BOARD OF DIRECTORS' PROFILE
(CONT'D)

TANG YEE LING
Independent Non-Executive Director

Age 31 | Malaysian | Female

Date of appointment as Director
12 November 2020

Length of service as director since appointment (as at 30 September 2026)
5 years 10 months

Board Committee(s) served on
- Member of the Nomination and Remuneration Committee
- Member of the Audit and Risk Management Committee

Academic/Professional Qualification(s)
- Bachelor of Science (Hons) Accounting and Finance from Sunway University (Lancaster University)

Present Directorship(s) in other Public/Listed Companies
- Focus Dynamics Group Berhad

Working experience
Ms. Tang Yee Ling ("**Ms. Tang**") started her career as a Vacation Trainee at Pricewaterhousecoopers (PwC) from January 2017 to March 2017. She then joined an e-commerce tech company as Business Development Executive in October 2017 and held the position of Business Development Senior Manager before she resigned from the Company in December 2019.

In January 2020, Ms. Tang joined a fintech company as Business Development Manager for Asia Pacific (APAC) which she still holds to-date.

Time committed
Ms. Tang has attended all five (5) Board meetings of the Company held during the FYE 30 June 2026.

BOARD OF DIRECTORS' PROFILE
(CONT'D)

TAN AIK HEANG
Independent Non-Executive Director

Age 59 | Malaysian | Male

Date of appointment as Director
27 February 2026

Length of service as director since appointment (as at 30 September 2026)
7 months

Board Committee(s) served on
- Chairman of the Nomination and Remuneration Committee
- Member of the Audit and Risk Management Committee

Academic/Professional Qualification(s)
- Member of the Malaysian Institute of Accountants (MIA)
- Associate of the Chartered Management Accountants

Present Directorship(s) in other Public/Listed Companies
- Vsolar Group Berhad
- Ace Pacific Group Berhad

Working experience
Mr. Tan Aik Heang ("**Mr. Tan**") started his career as an auditor with Hun & Co. In May 1993, Mr. Tan joined Trans-Global Agencies Sdn. Bhd., a trading company, as an Account Executive. Mr. Tan left in May 1995 and joined SJ Asset Management Sdn. Bhd., a fund management company as an Account Executive. On June 1997, Mr. Tan was promoted to Assistant Finance and Administration Manager and in June 1999 as Finance and Administration Manager. Subsequently in June 2006, Mr. Tan was promoted as Senior Finance and Administration Manager. After 15 years with the fund management industry, Mr. Tan left SJ Asset Management Sdn. Bhd. in June 2010. In year 2011 until 2022, Mr. Tan was in the business of manpower supply and management. Mr. Tan is currently a Partner of an old folks home and also attached to Kenanga Futures Sdn. Bhd. as a Futures Broker Representative.

Time committed
Mr. Tan has attended one (1) Board meeting of the Company held after his appointment as an Independent Non-Executive Director in the FYE 30 June 2026.

Other Information

1. **Family Relationship**

   None of the Directors have any family relationship with any Director and/or major shareholder of the Company.

2. **Conflict of Interest**

   None of the Directors have any conflict of interest or potential conflict of interests; including any interest in any competing business with the Company and its subsidiaries.

3. **Conviction of Offences**

   None of the Directors have been convicted for any offences within 5 years other than traffic offences, if any.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("**the Board**") presents this Statement to provide shareholders and investors with an overview of the corporate governance ("**CG**") practices of the Group during the financial year ended 30 June 2026 ("**FYE 30 June 2026**").

Appended below is a statement aimed to provide an insight on how the Group applied the principles and the extent of its compliance with the best practice as stipulated in the Malaysian Code on Corporate Governance ("**MCCG**") under the leadership of the Board. Other than the Directors, all management staff are also reminded that good governance is also part of their responsibilities.

This statement also serves as a compliance with Rule 15.25 of the ACE Market Listing Requirements ("**ACE LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

Detail application for each practice of the MCCG during the FYE 30 June 2026 is disclosed in the Company's Corporate Governance Report which is available on the Company's website: www.oversea.com.my.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

1.1 Establishing clear roles and responsibilities of the Board

Duties and Responsibilities of the Board

The Board is responsible for the business affairs and overall performance of the Company and its subsidiary companies. The Board plays an important role in determining the long term and strategic direction of the Group for the purpose of enhancing shareholders' value and to ensure long term sustainability of the Group.

Certain responsibilities of the Board are delegated to other Board Committees, which operate within clearly defined Terms of Reference ("**TOR**"). Standing committees of the Board include the Audit and Risk Management Committee ("**ARMC**"), Nomination and Remuneration Committee ("**NRC**"), and Investment Committee ("**IC**").

Although specific powers are delegated to the Board Committees, the Board keeps itself abreast of the key issues and/or decisions made by each Board Committee through the reports made by Chairman/Chairperson or representative of each Committee and the tabling of Board Committee Minutes of the applicable period for notation by the Board.

It is the general policy of the Company that all major decisions be considered by the Board as a whole.

To ensure the effective discharge of its function and duties, the primary duties and responsibilities of the Board include (but are not limited to) the following:

(i) Review and adopt the Group's strategic plans

The Directors play an active role in formulating, reviewing and adopting the strategic plans for the Group. The Executive Directors and the senior management team work together to formulate the yearly strategies and plans for the Group for approval by the Directors. The Board monitors the implementation of the strategic initiatives regularly, through reporting progress updates by the senior management, to ensure the Group is aligned with its objectives set.

The formulation of the business plans and budget setting for the FYE 30 June 2026 commenced three (3) months before the beginning of the financial year. During the process of strategic planning, the Executive Directors met the senior management team several times to discuss important issues and concerns in order to deliver the best outcomes. Previous year's business performance, economic factors, change in market conditions and government regulations that may affect the performance of the businesses were taken into consideration in formulating the business plans and setting the Group budget.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.1 Establishing clear roles and responsibilities of the Board (Cont'd)

Duties and Responsibilities of the Board (Cont'd)

(i) Review and adopt the Group's strategic plans (Cont'd)

For the FYE 30 June 2026, the Board has discharged the following principal duties and responsibilities on the affairs of the Company and its subsidiary companies:

(a) Strategic Planning

- **CRM Integration:** Partnered with a business CRM provider to launch an online platform for advertising and data transmission, enhancing client communication and enabling data-driven engagement.
- **E-Invoicing Rollout:** Successfully fully implemented E-Invoicing, inclusive of all vendor-led prerequisite training.
- **Market Diversification:** Secured a strategic investment in multi-entertainment outlets, expanding our portfolio into dynamic venues like karaoke lounges and live music hubs featuring local and international talent.
- **Production Automation:** Enhancing current manufacturing production lines via automation to boost operational efficiency and support new product development for revenue expansion.

(ii) Oversee the Group's business operations and financial performance against the approved business plans

The Board has a collective responsibility and accountability in overseeing the businesses of the Group.

The Independent Non-Executive Directors ("**INEDs**") bring independent judgment and objective views to decisions taken by the Board. The Executive Directors, on the other hand, is supported by senior management team for the day-to-day management of the business and operations of the Group by ensuring that effective systems, controls and resources are in place to execute business strategies and plans entrusted to them. The senior management team highlights to the Executive Directors the significant operational issues and concerns arisen from the normal business operation and the progress of the key initiatives undertaken by them.

During the FYE 30 June 2026, the Executive Directors conducted quarterly Group performance review together with the senior management team before ARMC and Board meetings. The Board monitors the performance of senior management team on a regular basis vide the insertion of the following agenda items in the Board meetings:

- "To review the financial performance for the quarterly financial period"; and
- "To receive the Progress Report on the Group for the quarterly financial period".

The senior management team analyses the financial results and discussed on various operational issues and factors that affected the businesses. Instructions were given by the Board to the senior management team to take necessary actions to rectify problems faced and preventive actions were taken to avoid recurrence of similar problems in future. Any enquiries/concerns raised by the Board members in relation to the abovementioned agenda items would be clarified by a member of the senior management team.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.1 Establishing clear roles and responsibilities of the Board (Cont'd)

Duties and Responsibilities of the Board (Cont'd)

(iii) Identify principal risks and ensuring the implementation of appropriate internal control system and to manage these risks

The Board recognises the importance of risk management and maintaining a sound and adequate system of internal controls which covers financial, operational and statutory compliance to mitigate risks.

The ARMC is led by an Independent Directors to assist the Board to oversee the risk management aspects of the Group. The Chairman of the ARMC reports to the Board on a periodical basis regarding the Group's risk exposures and the adequacy of compliance and control throughout the Group.

A Risk Management Team ("**RMT**") which was set up on 4 November 2016, comprising of the management team from various departments. The RMT is responsible to identify the business risks and report to the ARMC.

(iv) The Board is mindful that succession planning is an integral part of the business continuity plan of the Company in ensuring the Company continues to achieve its long-term objectives. The Board, through the NRC, is responsible for the succession planning of the Directors of the Company and Group. The NRC has been entrusted by the Board to identify and assess potential candidates for the position in the Board and senior management team.

The NRC will continue to perform its duty to identify potential candidates to ensure orderly succession of the position of the Board and senior management team.

The NRC will look into the preparation of the succession planning programme for Board and senior management of the Group.

(v) Review the adequacy and integrity of the internal control system and management information of the Group

The Board is committed to establish and maintain an adequate internal control system in all its business functions to provide reasonable assurance of effective and efficient operations, comply with the applicable laws and regulations as well as the internal policies and procedures of the Group.

The ARMC has been delegated by the Board to review the adequacy and integrity of the Group's internal control systems and management information systems. The ARMC has in turn entrusted the outsourced Internal Auditors, to carry out such tasks and the same be incorporated as part of the Internal Audit Plan of the year to be adopted. The Internal Auditors are required to report to the ARMC with their findings and recommendations on the status of the internal control system of the Group on a quarterly basis, and also to report on the status of implementation of previous quarters internal audit reports. The follow up of internal audit reports are done on the half yearly basis.

Details pertaining to the Group's internal control system and its effectiveness are set out in the Statement on Risk Management and Internal Control in this Annual Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.1 Establishing clear roles and responsibilities of the Board (Cont'd)

Duties and Responsibilities of the Board (Cont'd)

(vi) Oversee the development and implementation of various Board policies

The Board had established the following Board policies, serves as a guide to strengthen the governance of the Company:

- Board Charter;
- Whistle Blowing Policy;
- Shareholder Communication Policy;
- Policies and procedures to assess the suitability, objectivity and independence of External Auditors; and
- Anti-Bribery & Anti-Corruption Policy

The abovementioned policies are to be regularly reviewed by the Board as and when required.

(vii) Avoiding conflicts of interest and ensuring disclosure of possible conflicts of interest

The Board has instituted Code of Ethics and Conduct by way of inclusion in the Board Charter as a guide for all individual Directors, their personal interests or the interest of any associated person is not allowed to conflict with the interests of the Company and report to the Board on any potential conflict.

In addition, all individual Directors shall abstain from making decisions in respect of his own remuneration and re-election.

(viii) Undertake various functions and responsibilities as specified in the guidelines and directives issued by the regulatory authorities from time to time.

The Board take note of the functions and responsibilities as specified in the regulatory requirements i.e. ACE LR of Bursa Securities and Companies Act 2016 ("**CA 2016**") on a regular basis.

The Board has adopted a formal schedule of matters specifically reserved to the Board for decision-making, which include but not limited to the following:

i. Approval of business strategies and plans;
ii. Approval of Group annual budget;
iii. Acquisitions and disposals that are material to the business;
iv. Declaration of interim dividend and make recommendation of final dividend for approval by shareholders, if any;
v. Material corporate exercise, if any;
vi. Approval of financial statements;
vii. Investment in projects, if any;
viii. Appointment of new Directors, Managing Director and other senior management positions based on recommendation of the NRC; and
ix. Related party transactions.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.1 Establishing clear roles and responsibilities of the Board (Cont'd)

Chairman of the Board

The Board recognises the importance of having a clearly accepted division of power and responsibilities at the head of the Company to ensure a balance of power and authority.

The responsibilities of the Chairman, among others, include but not limited to the following:

(i) Lead the Board and ensure its effectiveness of all aspects;
(ii) Preside at Board and shareholders' meetings and ensuring the proceedings thereof comply with good conduct and practices;
(iii) Facilitate the deliberation and discussion to enable the Board to arrive at clear and quality decisions on issues discussed;
(iv) Ensure constructive relations between Directors, and between the Board and the management team; and
(v) Ensure effective communication with shareholders and relevant stakeholders.

To ensure a balance of power and authority on the Board, the Company has adopted the following practices:

(a) The decision of the Board shall always be agreed upon by at least majority of the Directors present at the Meeting, therefore, no individual Director can dominate the decision-making of the Board.

(b) A clear division of responsibilities between the Chairman of the Board and the Executive Director has been outlined in the Board Charter, which are distinct and separate from his roles and responsibilities as Group Managing Director through a separate employment contract.

The Chairman, Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai, is an Independent Non-Executive Director who is responsible for leading the Board and overseeing its effectiveness.

The Executive Director, Mr. Tay Ben Seng, Benson, is responsible for overseeing the day-to-day business operations and management of the Group, with the support of the Senior Management team.

Qualified Company Secretaries

The Board is supported by two (2) suitably qualified and competent Company Secretaries, both are qualified to act as Company Secretary under Section 235(2) of the CA 2016.

All Directors have unrestricted access to the advice and support of the Company Secretaries to enable them to discharge their duties effectively. The Company Secretaries play an advisory role, particularly on corporate administrative and governance matters to ensure the Company is complied with its own Constitution, relevant laws and regulatory requirements.

The Company Secretaries attended all shareholders, Board and Board Committee meetings and ensure all decisions made by the shareholders, Board and Board Committee meetings are accurately minuted, and the records of the proceedings are properly kept. The Company Secretaries constantly keep themselves abreast of the evolving capital market environment, regulatory changers and developments in corporate governance through attendance at relevant conferences and training programmes.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.1 Establishing clear roles and responsibilities of the Board (Cont'd)

Access to information and advice

In ensuring the effective functioning of the Board, all Directors have individual and independent access to the advice and support services of the Company Secretaries, Internal Auditors and External Auditors and, may seek advice from the management on issues under their respective purview.

During the FYE 30 June 2026, the Notice of the scheduled Board meeting is served to the Directors in a timely manner prior to the Board Meeting, except in the case of emergency, shorter notice shall be deemed sufficient.

During the FYE 30 June 2026, for each meeting, the board/meeting papers detailing the matters to be transacted at the meeting, had been circulated to all Directors in advance of the meeting, so that the Directors have ample time to review and consider the relevant information.

All proceedings of the Board meetings were duly noted and circulated to all Directors for their perusal prior to the confirmation of the minutes by the Chairman as a correct record. The Company Secretaries recorded the proceedings of all meetings including pertinent issues, the substance of inquiries, if any, and responses thereto, members' suggestion and the decision made, as well as the rationale for those decisions. By doing so, the Company Secretaries kept the Board updated on the follow-up actions arising from the Board's decisions and/or requests at subsequent meetings.

The Board is therefore able to perform its fiduciary duties and fulfil its oversight role towards instituting a culture of transparency and accountability in the Company.

Protocol for seeking of professional advisory services

Where applicable, the Directors whether as a full board or in their individual capacity, are encouraged to seek independent professional advice from the following parties:

- For corporate and/or governance matters, the external Company Secretaries;
- For audit and/or audit-related matters, any representatives of the audit engagement team of the External Auditors or the outsourced Internal Auditors;
- For any other specific issues where, professional advice is required to enable the Board to discharge its duties in connection with specific matters, the Board may proceed to do so, upon the approval of the Chairman/Group Managing Director, in relation to the quantum of fees to be incurred.

For the FYE 30 June 2026, the Board sought advices from the external Company Secretaries.

1.2 Demarcation of responsibility

Board Charter

The Board Charter serves as a guide to the Board members of their roles and responsibilities in discharging their duties as Directors. The principles of good corporate governance as set out in the MCCG and ACE LR were taken into consideration during the process of formalising the Board Charter.

The Board Charter is subject to review by the Board as and when necessary to ensure it complies with all applicable laws, rules and regulations of the regulators and remain consistent with the policies and procedures of the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.2 Demarcation of responsibility (Cont'd)

Board Charter (Cont'd)

The Board Charter entails the following:

i. The Board;
ii. Duties and responsibilities of the Board;
iii. Schedule of matters specifically reserved to the Board;
iv. Roles of the Chairman of the board;
v. Roles of the Chief Executive Officer/Group Managing Director;
vi. Board Committees;
vii. Code of ethics and conduct;
viii. Board meeting;
ix. Access to information and advice;
x. Appointment, re-appointment and re-election of Directors;
xi. Directors' training;
xii. Directors' remuneration;
xiii. Board and Board members assessment; and
xiv. Endorsement and review of the Board Charter.

A full copy of the Board Charter is available for viewing at the Group's corporate website at www.oversea.com.my.

1.3 Good business conduct and corporate culture

Code of Ethics and Conduct

The Directors and the employees of the Group are expected to behave ethically and professionally for or on behalf of the Company to comply with the Code of Ethics and Conduct of the Company.

The Code of Ethics and Conduct for Directors cover, among others, the aspects of the business operations, including compliance with the applicable laws, duties and responsibilities, conflict of interest, confidential information, workplace environment, working behavior, discipline and conduct, use of resources, protecting Company's assets, dealing with external parties and dealings in securities.

The Code of Ethics and Conduct will be communicated to new Director upon his/her appointment. All Directors are required to understand and accept the terms of the Code of Ethics and Conduct and it forms part of the Company's induction programme for newly appointed Directors. The contents of the Code of Ethic and Conduct as set out in the Board Charter are as follow:

(a) Corporate Governance

i. Compliance with legal and regulatory requirements and Board policies at all times;
ii. Recognise the primary responsibilities to the shareholders as a whole, having regard for the interest for all the stakeholders of the Group and to ensure that the business of the Group is properly managed and effectively controlled;
iii. Act in the best interest of the Company and its Shareholders with integrity and in good faith, with due diligence and care;
iv. To be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
v. Devote time and effort to attend meetings and to discharge those functions;
vi. Must not allow personal interests or the interest of any associated person, to conflict with the interests of the Company and report to the Board on any potential conflict;

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.3 Good business conduct and corporate culture (Cont'd)

Code of Ethics and Conduct (Cont'd)

(a) Corporate Governance (Cont'd)

vii. Must not take improper advantage and not to make improper use of information of the position as Director;
viii. Must not use price sensitive non-public information, which can affect the prices of the securities of the Company or make any gain from such information until and unless it becomes publicly known;
ix. Keep confidential of the board's discussions and deliberations; and
x. Notify the Chairman before accepting any new directorship outside the Group and limit the directorship in listed issuers.

(b) Relationship with Shareholders, Employees, Customers, Suppliers and Visitors

i. Promote professionalism and improve the competency of management and employees at all times; and
ii. Ensure adequate safety measures and provide proper protection to employees, customers, suppliers and visitors at workplace.

(c) Social Responsibilities

i. Ensure the effective use of natural resources and consider the environment impact before disposal of waste;
ii. Ensure the activities and the operations of the Company do not harm the interest and well-being of the society; and
iii. Care and proactive to the needs of the community and to assist in society-related programmes.

The Code of Ethics and Conduct as set out in the Board Charter is available for viewing at the Group's corporate website at www.oversea.com.my.

Whistle Blowing Policy

The Whistle Blowing Policy is established to provide employees or stakeholders (shareholders, customers and suppliers) with proper internal reporting channels and guidance to raise genuine concerns on any wrongdoing or improper/unlawful conduct, inappropriate behavior or malpractices within the Group or any action that could be harmful to the reputation of the Group or compromise the interests of the shareholders, stakeholders and the public.

(a) Reporting procedure

Employees of the Group who wish to report concerns for malpractice, illegal act or omission of work by any employee of the Group should be communicated to the immediate superior. If for any reason, it is believed that this is not possible or appropriate to do so, the concern should be reported to the Deputy General Manager as follows:

Name	:	Mr. Soh Jin Yiat
Email	:	sohjy@oversea.com.my
Mail	:	Oversea Enterprise Berhad Lot 12.2, 12th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor, Malaysia (Please mark "Strictly Confidential")

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.3 Good business conduct and corporate culture (Cont'd)

Whistle Blowing Policy (Cont'd)

(a) Reporting procedure (Cont'd)

In case where reporting to the management is a concern, the report should be made directly to the Chairman of the ARMC. The channel of reporting is as follows:

Name	:	Mr. Andy Liew Hock Sim
Email	:	andy.liew@hslgroup.com.my
Mail	:	Oversea Enterprise Berhad Lot 12.2, 12th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor, Malaysia (Please mark "Strictly Confidential")

(b) Action(s) to be taken upon received the report

i. All reports will be investigated promptly by the authorised person receiving the report. If required, he may seek assistance from the legal adviser or the Human Resource Department. He may also co-opt with any other employees from time to time to assist on investigation;
ii. Upon completion of investigation, the authorised person will prepare and endorse the investigation report and give recommendation to the ARMC and Board for their deliberation. Decision taken by the Board will be implemented immediately; and
iii. Where possible, proper steps will also be implemented to prevent similar situation arising.

(c) Investigation

Upon receipt of concerns raised under the Whistle Blowing Policy, investigation shall be carried out as soon as it is practicable. The objectives of conducting investigation are as follows:

i. To collate information relating to the allegation. This may involve taking steps to protect or preserve documents or materials;
ii. To consider the information collected and draw conclusions objectively and impartially;
iii. To maintain procedural fairness in the treatment of witnesses and the person who is the subject of the disclosure; and
vi. To make recommendations to the relevant approving authority arising from the conclusions drawn concerning remedial or other appropriate actions.

At the conclusion of the investigation, the authorised investigator will submit his findings to the Deputy General Manager or the Chairman of the ARMC, as appropriate.

The Committee was informed by Management that no reports or complaints had been received through the whistleblowing channels established under the Company's Whistleblowing Policy during the FYE 30 June 2026.

The Chairman of the Committee further confirmed that he had not received any whistleblowing reports or complaints directly during the financial year under review.

The Committee took note of the confirmations provided by Management and the Chairman of the Committee and noted that there were no whistleblowing matters requiring the Committee's attention during the FYE 30 June 2026.

The Committee also reviewed the disclosure on whistleblowing matters in the draft Corporate Governance Overview Statement for inclusion in the Annual Report 2026 and was satisfied that the disclosure was consistent with the confirmations provided by Management and the Chairman of the Committee.

A copy of the Whistle Blowing Policy is available for viewing at the Group's corporate website at www.oversea.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.3 Good business conduct and corporate culture (Cont'd)

Sustainability

The Group recognises the importance of promoting sustainability in regards to economic, environmental and social. It aims to follow and to promote good sustainability practices and continually integrates them into the Group's decision-making and activities, to avoid, minimise or mitigate adverse environmental, social or economic impacts of all our activities and to encourage our clients and business partners to do the same.

The Board oversees the Group's sustainability matters, with the support of the RMT. The RMT is responsible for coordinating and monitoring sustainability-related matters, including the identification and management of material sustainability risks and opportunities and the integration of sustainability considerations into the Group's business operations.

During the financial year under review, the Group's sustainability matters were managed collectively by the RMT under the oversight of the Board.

In upholding the commitment to sustainability, the Company is desirous to establish a Sustainability Policy with the guiding principles as follows:

i. To consider sustainability issues and integrate these considerations into all our business decisions, taking into consideration the economic, environmental and social aspects;
ii. To ensure that potential adverse impacts and risks are assessed and avoided, or where avoidance is not possible, minimised, mitigated and managed;
iii. Caring for the environment and promoting a culture of sustainability. Endeavour to remain environmentally friendly, avoid environmental contamination from its production effluents, efficient use and conservation of energy and resources and minimisation of waste;
iv. Create awareness of sustainability among the employees, business associates and the community;
v. Create a motivated, skilled and effective workforce through which organizational goals can be achieved by providing various training programs to staffs to boost their career growth;
vi. To contribute to the society by participating in community or charity activities;
vii. To observe and comply with all applicable legislation, regulations and practices; and
viii. To maintain and promote high standards of corporate governance at all times.

II. BOARD COMPOSITION

Size and Composition of the Board

For the FYE 30 June 2026, the Board comprises five (5) members, one (1) Executive Director four (4) of whom are INEDs (including one (1) chairman) which is in compliance with the Rule 15.02(1) of the ACE LR.

The roles of the Independent Directors are particularly important in ensuring that the strategies proposed by the Executive Directors and Management are deliberated on and have taken into account the interest, not only of the Company, but also that of the shareholders, employees, customers, suppliers and the community.

The Board took note of the requirement of Practice 5.2 of the MCCG which requires at least half (1/2) of the Board comprises Independent Directors.

The composition of the Board provides an effective blend of entrepreneurship, business and professional expertise in general management, finance, corporate affairs, legal and technical areas of the industry in which the Group operates. The individuality and vast experience of the Directors in arriving at collective decisions at board level will ensure impartiality.

As the alternate practice, the Board undertakes the decision of the Board shall always be agreed upon by at least majority of the Independent Directors present at the Meeting, therefore, no individual Director can dominate the decision-making of the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

Tenure of Independent Directors

It should be highlighted that the Company specialised in the provision of traditional and authentic Cantonese cuisine as well as various Hong Kong-styled cuisines. The ability to retain its key talent, which includes, inter alia, the Independent Directors with an intrinsic understanding of Cantonese culture as well as food and beverages trend remain one of the key success factors as well as sustainability of the Group.

The Board, guided by the Board Charter, adheres to the policy that the tenure of an Independent Director should not exceed a cumulative period of nine (9) years. Upon completion of the nine-year period, an Independent Director may continue to serve on the Board as a Non-Independent Director. In line with Practice 5.3 of the MCCG, if the Board intends to retain such Director as an Independent Director, it will provide justifications and seek annual shareholders' approval through a two-tier voting process. The NRC is responsible for assessing the independence of such Director and making the appropriate recommendation to the Board. As at the date of this report, none of the Independent Directors has served beyond nine (9) years.

Procedures for Appointment of Directors and Senior Management

The NRC is entrusted to develop the policies and procedures in formalising the approach in the recruitment process and annual assessment of Directors, which serve as guides for the NRC in discharging its duties in the aspects of nomination, evaluation, selection and appointment process of new Directors.

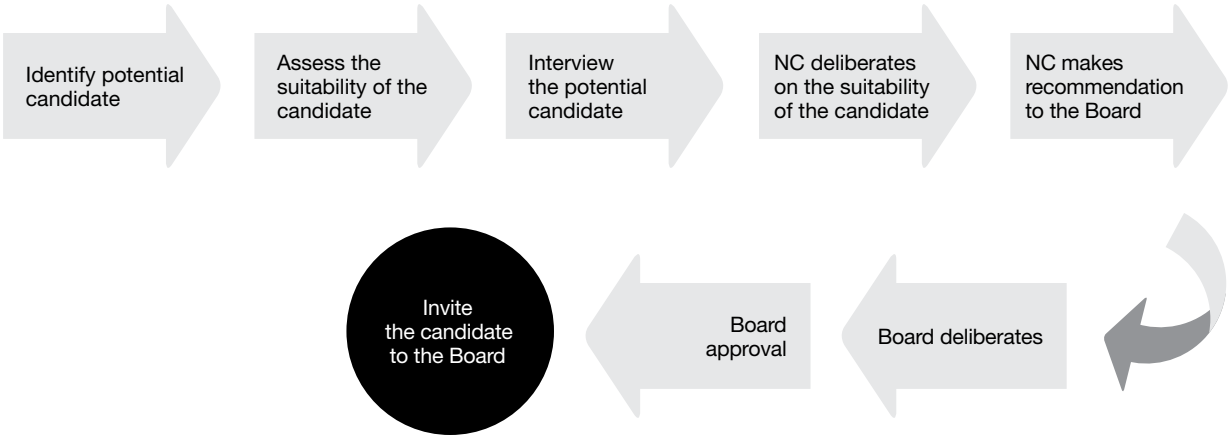
Appointment of Directors

In identifying suitable candidates for appointment to the Board, the NRC considers candidates identified through various available channels and recommendations. The NRC has not engaged an independent recruitment or executive search firm for the appointment of Directors during the financial year under review.

Regardless of the source of the candidates, the NRC assesses their suitability based on the established selection criteria, including skills, knowledge, experience, qualifications, professionalism, integrity, independence (where applicable) and time commitment, before making its recommendation to the Board for consideration and approval.

The NRC will assess the independence of the candidate in the case of appointment of an INED.

The process for the recruitment of new Director is summarised as follows:



The NRC is responsible to identify and select potential new Directors and to make recommendations to the Board for the appointment of Directors.

In the event that candidate is required for the appointment of Director, the NRC would use variety of approaches and sources to ensure that it identifies the most suitable candidates and will not limit themselves by solely rely on the recommendations from existing Board members, management or major shareholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

Re-election of Directors

In accordance with Clause 21.6 of the Company's Constitution, one-third (1/3) of the Directors for the time being, or the number nearest to one-third (1/3) shall retire from office at each Annual General Meeting ("**AGM**") provided always that all Directors shall retire from office at least once every three (3) years in compliance with the Rule 7.26(2) of ACE LR of Bursa Securities.

At the forthcoming Thirty-First (31st) AGM, Ms. Tang Yee Ling ("**Ms. Tang**") will be retiring by rotation in accordance to Clause 21.6 of the Company's Constitution. Ms. Tang offered herself for re-election as directors. Mr. Tan Aik Heang ("**Mr. Tan**") is due to retire in accordance to Clause 21.10 of the Company's Constitution and being eligible and has offered himself for re-election.

In determining the Director's eligibility for re-election, the NRC conducted the following assessments:

(i) Formal review of the performance of the retiring Directors, taking into account the results of the latest Board Effectiveness Evaluation, the time commitment to discharge their roles, the level of contribution to the Board through their skills, experience and strength in qualities; and
(ii) Ability to act in the best interest of the Company in decision-making.

Upon review, the NRC were satisfied with the performance of the abovementioned Directors, and recommended their re-election to the Board for approval. The Board has in turn, recommended the same to be considered by the shareholders at the forthcoming 31st AGM of the Company.

Appointments to Board Committees

The review is conducted on an annual basis, and as and when the need arises, such as when a new Director is appointed. In determining the candidates for appointment to the Board Committees, various factors are considered by the NRC, including but not limited to the following factors:

- the needs of the particular Board Committees;
- the results of the Board Effectiveness Evaluation for the Board Committees;
- time commitment and availability;
- regulatory requirements; and
- best practices or governance practices.

Appointments to Senior Management

The Human Resources Department is responsible for selection and appointment of candidates for senior management position based on selection criteria which best matches the requirements of the open position. The selection criteria include (but not limited to) diversity in skills, experience, age, cultural background and gender.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

Boardroom Diversity

The Board recognises the importance of diversity in enhancing its effectiveness and decision-making. The Company has adopted a Gender Diversity Policy which promotes diversity in Board composition, taking into consideration factors such as gender, age, skills, experience, knowledge and background.

Gender Diversity

For the FYE 30 June 2026, the Board comprises one (1) female Director, representing 20% of the total Board composition.

In line with the Gender Diversity Policy, the Board will continue to consider gender diversity as one of the criteria in the NRC's assessment and recommendation of suitable candidates for future Board appointments.

Ethnicity Diversity

The NRC does not set any target on ethnicity diversity but endeavour to include any member who will improve the Board's overall composition balance.

Age Diversity

The Board believes that the Directors with diverse age profile will be able to provide a different perspective and bring vibrancy to the Group's strategy making process.

The age profile of the Directors ranges from thirties to seventies years of age, which underlies the Board's commitment to age diversity at the Board level appointment.

Board Committee

ARMC

The Audit Committee ("**AC**") and Risk Management Committee ("**RMC**") was set up on 6 November 2009 and 19 August 2011 respectively. The AC and RMC merged into the ARMC on 29 November 2024.

The memberships of the ARMC are stated in the ARMC Report of this Annual Report. A summary of works of the ARMC to discharge their duties during the FYE 30 June 2026 is set out in the ARMC Report of this Annual Report.

A copy of the TOR of the ARMC is available for viewing at the Group's corporate website at www.oversea.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

NRC

The Nominating Committee ("**NC**") and Remuneration Committee ("**RC**") was set up on 17 May 2010 and 19 August 2011 respectively. The NC and RC merged into the NRC on 29 November 2024.The NRC comprises exclusively of INED as follows:

NRC	Designation	Directorate
Mr. Tan Aik Heang *(Appointed on 28 August 2026)*	Chairman	Independent Non-Executive Director
Mr. Hoong Yik Miin *(Retired on 26 November 2025)*	Chairman	Independent Non-Executive Director
Ms. Tang Yee Ling	Member	Independent Non-Executive Director
Mr. Andy Liew Hock Sim	Member	Independent Non-Executive Director

The Chairman of the NRC, Mr. Tan Aik Heang is an Independent Non-Executive Director of the Company was appointed on 28 August 2026. The NRC is governed by the TOR of the NRC which outlines its remit, duties and responsibilities. The principal duties and responsibilities of the NRC are as defined in the TOR, including but not limited to the following:

Nomination

i. To propose nominees for appointment to the Board and Board Committees as additional member or filling up vacancy. The NRC should consider the candidates' skills, knowledge, expertise, experience, professionalism, integrity, time commitment, character, competence and number of directorships in companies outside the Group, and in the case of candidates for the position of Independent Non-Executive Director, the NRC should ensure the candidate meets the requirements as an Independent Non-Executive Director;
ii. To oversee the overall composition of the Board and Board Committees in terms of the structure, size and composition;
iii. To assist the Board in carrying out annual assessment on the effectiveness of the Board and Board Committees and the performance of each Director;
iv. To carry out annual assessment on the independence of the Independent Directors;
v. To assess on an annual basis the tenure of an Independent Director, to ensure it does not exceed a cumulative term of nine (9) years;
vi. To make recommendation to the Board concerning the re-election of any Director under the retirement by rotation; and
vii. To identify and assess potential candidates for the position of the Board and key management, to ensure that an appropriate succession planning framework is in place.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

Remuneration

i. To ensure that remuneration for Directors is set at a competitive level to recruit, attract, retain and motivate high calibre individuals;
ii. To recommend to the Board the remuneration packages for the Executive Directors and to review and assess the remuneration packages of the Executive Directors in all forms, with or without other independent professional advice or other outside advice to reflect the Board's responsibilities, expertise and complexity of the Company's activities;
iii. To determine and agree with the Board an appropriate performance framework, assessing Directors' performance against targets and determine resultant annual remuneration levels;
iv. To determine the policy for and scope of service agreements for Directors, termination payment and compensation commitments;
v. To determine and recommend to the Board any performance related pay schemes for the Executive Directors and/or any other persons as the NRC is designated to consider by the Board; and
vi. Review and recommend to the Board a formal and transparent remuneration policy and framework for Non-Executive Directors.

A copy of the TOR of the NRC is available for viewing at the Group's corporate website at www.oversea.com.my.

(a) Summary of Works of the NRC

Pursuant to Rule 15.08A(3) of ACE LR of Bursa Securities, the summary of activities of the NRC during the FYE 30 June 2026 were disclosed as follows:

i. Reviewed and confirmed the minutes of the Nomination and Remuneration Committee meeting held in financial period ended 30 June 2025;
ii. Carried out annual assessment on the effectiveness of the Board, the contribution of each Director and the Board committees;
iii. Reviewed the term of office and performance of ARMC for the FYE 30 June 2026;
iv. Reviewed the assessment of the independency of the INED;
v. Reviewed and recommended the re-election of Directors who were retiring by rotation;
vi. Reviewed the attendance of the Directors at Board and/or Board Committee Meetings for the FYE 30 June 2026;
vii. Reviewed the training programmes attended by the Directors for the FYE 30 June 2026 and the training needs of the Directors for the financial year ending 30 June 2027 ("**FYE 30 June 2027**").
viii. Reviewed the Directors' fees payable to the Directors of the Company from 31st AGM until the next AGM and recommended the same to the Board for approval;
ix. Reviewed the benefits payable to the Directors of the Company from 31st AGM until the next AGM pursuant to Section 230(1)(b) of the CA 2016 and recommended the same to the Board for approval; and
x. Reviewed the remuneration package for senior management for the FYE 30 June 2027.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

(b) Time Commitment by Directors

The NRC has been tasked to review the attendance of the Directors at Board and/or Board Committee Meetings. Upon review, the NRC noted the Board members have devoted sufficient time and effort to attend Board and/or Board Committee meetings for the FYE 30 June 2026.

Details of attendance of each Director in respect of the Board and Board Committees meetings held during the FYE 30 June 2026 are as follows:

Board of Directors' Meeting

No.	Name	No. of Board Meetings attended	% of Attendance
1.	Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai	5/5	100%
2.	Tay Ben Seng, Benson	5/5	100%
3.	Andy Liew Hock Sim	4/5	80%
4.	Tang Yee Ling	5/5	100%
5.	Tan Aik Heang *(Appointed on 27 February 2026)*	1/1	100%
6.	Hoong Yik Miin *(Retired on 26 November 2025)*	2/3	67%

NRC

No.	Name	No. of NRC Meetings attended	% of Attendance
1.	Tan Aik Heang *(Appointed on 28 August 2026)*	–	–
2.	Hoong Yik Miin *(Retired on 26 November 2025)*	2/2	100%
3.	Tang Yee Ling	2/2	100%
4.	Andy Liew Hock Sim	2/2	100%

ARMC

The attendance of the ARMC meetings held during FYE 30 June 2026 is stated in the ARMC Report in this Annual Report.

Upon review, the NRC noted that the Directors, to the best of their ability, have devoted sufficient time and effort to attend Board and/or Board Committee meetings for the FYE 30 June 2026.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

(c) Continuing Education and Training of Directors

The Board acknowledges the importance of continuous education and training to equip themselves for the effective discharge of its duties.

The Board has cultivated the following best practices:

(a) All newly appointed Directors are required to attend the Mandatory Accreditation Training Programme (MAP) as prescribed by Bursa Securities within the stipulated timeframe;
(b) All Directors are encouraged to attend talks, training programmes and seminars to update their knowledge on the latest regulatory and business environment;
(c) The Directors may be requested to attend additional training courses according to their individual needs as Directors / Board Committee members on which they serve; and
(d) The Directors are briefed by the Company Secretaries on the letters issued by Bursa Securities at the Board Meeting.

Upon assessing the training needs of the Directors, the Board recognised that continuing education would be the way forward in ensuring its members are continually equipped with the necessary skills and knowledge to meet the challenges ahead. FYE 30 June 2026, the Board has participated in the following continuing education programmes:

No.	Name of Directors	Training/ Courses Attended
1.	Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai	• Impact of Malaysia Budget • Resolving Boardroom and Shareholders Disputes • Handling Boardroom Tussle & Tension: A Workshop for Company Secretaries
2.	Tay Ben Seng, Benson	• E-invoicing Reporting Requirements in Malaysia – Latest Updates on Key Technical Changes
3.	Andy Liew Hock Sim	• MIA Webinar Series: Auditing of Construction Contracts & Property Development Activities • MIA Webinar Series: Issuance & Redemption of Preference Shares • Service Tax: Integrated Approaches to Construction, Maintenance and Repair Excellence • MIA Webinar Series: Common Audit Deficiencies and Lessons from Regulatory Finding
4.	Tang Yee Ling	• Singapore FinTech Festival
5.	Tan Aik Heang	• Mandatory Accreditation Programme Part II: Leading for Impact • The Shifts & Shocks Reshaping the Global Economy • Anti Money Laundering, Counter Financing of Terrorism and Counter Proliferation Financing in Capital Markets • The Evolving Financial Industry-Technology Driven Banking and Capital Markets, Fintech Credit and ESG • Managing and Mitigating Money Laundering, Corruption, Data Protection & Cyber Security Risks • Malaysian Anti-Corruption Commission

In addition, the Company Secretaries and External Auditors update the Board on a regular basis the respective changes and amendments to regulatory requirements and laws and accounting standards to help Directors keep abreast of such developments.

Upon review, the Board concluded that the Directors' Trainings for the FYE 30 June 2026 were adequate.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

(c) Continuing Education and Training of Directors (Cont'd)

2026 Directors' Training

In recognising the need to keep abreast with the fast-changing business and regulatory environment, the Board has encouraged its members to attend at least one (1) continuing education programme, whereby it should be in relation to the ACE LR of Bursa Securities, CA 2016 or corporate governance of a listed corporation.

IC

The IC was set up on 17 May 2010.

The composition of the IC is as follows:

IC	Position	Office Designation
Tay Ben Seng, Benson	Chairman	Executive Director
Tang Yee Ling	Member	Independent Non-Executive Director
Yu Tack Tein	Member	Director of subsidiary

The IC is governed by the TOR of the IC which outlines its remit, duties and responsibilities. The principal duties and responsibilities of the IC are as defined in the TOR.

A copy of the TOR of the IC is available for viewing at the Group's corporate website at www.oversea.com.my.

During the FYE 30 June 2026, one (1) IC meeting was held. The activities carried out by the IC were as follows:

i. To ratify the investment in Have Fun KL Sdn. Bhd.

Annual Assessment on effectiveness of Board and Individual Directors

Assessments of the effectiveness of the Directors, the Board as a whole and the Board Committees are being carried out annually. The objective is to improve the Board's effectiveness by identifying gaps, maximise strengths and address weaknesses. The Chairman of the Board oversees the overall evaluation process and responses are analysed by the NRC, before being tabled and discussed at Board meeting.

FYE 30 June 2026, the Board through the NRC conducted the following annual assessments:

Evaluation	Assessment criteria
Individual Directors	• Fit and proper; • Contribution and performance; • Caliber and personality; and • Materiality in sustainability matter.
Board and Board Committee	• Board mix and composition; • Quality of information and decision making; • Boardroom activities; and • Board's relationship with the management.
Audit and Risk Management Committee	• Quality and composition; • Skills and Competencies; and • Meeting Administration and Conduct.

Based on the assessments conducted for the FYE 30 June 2026, the NRC was satisfied with the performance of the Board as a whole, the Board Committees and each individual Director.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. BOARD COMPOSITION (CONT'D)

Annual Assessment on Independence of Directors

The Board recognises that it is important to assess the independence of its Independent Directors. An "Independent Director" must satisfy the definition of "independent director" set out in Rule 1.01 and Guidance Note 9 of the ACE LR of Bursa Securities.

The Board has conducted annual assessment on its Independent Directors through the assistance of the NRC. The Board has put in place proper policies and procedures to ensure effectiveness of the INED on the Board.

For the FYE 30 June 2026, the NRC has received assurance from the following INED vide their Letters of Declaration, confirming their independence and have undertaken to inform the Company immediately should there be any change which could interfere with the exercise of their independent judgement or ability to act in the best interest of the Company:

- Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai
- Mr. Andy Liew Hock Sim
- Ms. Tang Yee Ling
- Mr. Tan Aik Heang

Based on the outcome of the abovementioned assessment conducted by the NRC, the Board is satisfied with the level of independence demonstrated by the INED and their ability to act in the best interest of the Company for the FYE 30 June 2026.

The Board considers that its Independent Directors provide an objective and independent views on various issues dealt with at the Board and Board Committees level. All INED are independent of management and free from any relationship. The Board is of the view that the current composition of Independent Directors fairly reflects the interest of minority shareholder in the Company through the Board representation.

III. REMUNERATION

Directors and Senior Managements' Remuneration Policy and Procedures

The Board had on 1 July 2019 adopted a Directors and Senior Management's Remuneration Policy and Procedures to set out the criteria for remunerating its Directors and/or Senior Management.

The objective of the Directors and Senior Management's Remuneration Policy and Procedures are as follows:

- Determine the level of remuneration package of Directors and senior management;
- Attract, develop and retain high performing and motivated Directors and Senior Management with a competitive remuneration package;
- Provide a remuneration such that the Directors and Senior Management are paid a remuneration commensurate with the responsibilities of their position; and
- Encourage value creation for the Company and its stakeholders.

The NRC, when recommending the remuneration package of the Directors and Senior Management, shall be guided by the main components and procedures provided in the Directors and Senior Management's Remuneration Policy and Procedures.

The Directors and Senior Management's Remuneration Policy and Procedures is to be regularly reviewed by the Board, as and when required.

A copy of the Directors and Senior Management's Remuneration Policy is available for viewing at the Group's corporate website at www.oversea.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

III. REMUNERATION (CONT'D)

Remuneration of Directors

For the FYE 30 June 2026, the aggregate remuneration received/receivable by the Directors of the Company from the Company and the Group categorised into appropriate components are as follows:

Received from the Company

Directors' Remuneration	Fees* (RM'000)	Salaries and Other emoluments (RM'000)	Bonus (RM'000)	Benefits -in-kind (RM'000)	Others (RM'000)	Total (RM'000)
Executive Directors						
Tay Ben Seng, Benson	–	–	–	–	–	–
Non-Executive Directors						
Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai	120	1	–	–	–	121
Andy Liew Hock Sim	48	1	–	–	–	49
Tang Yee Ling	48	1	–	–	–	49
Tan Aik Heang	12	–	–	–	–	12
Hoong Yik Miin	19	1	–	–	–	20

Received on the Group Basis

Directors' Remuneration	Fees (RM'000)	Salaries and Other emoluments (RM'000)	Bonus (RM'000)	Benefits-in-kind (RM'000)	Others (RM'000)	Total (RM'000)
Executive Directors						
Tay Ben Seng, Benson	–	736	50	–	83	869
Non-Executive Directors						
Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai	120	1	–	–	–	121
Andy Liew Hock Sim	48	1	–	–	–	49
Tang Yee Ling	48	1	–	–	–	49
Tan Aik Heang	12	–	–	–	–	12
Hoong Yik Miin	19	1	–	–	–	20

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. ARMC

Separation of the positions of the chair of the ARMC and the Board

In compliance with Practice 9.1 of the MCCG, the ARMC is chaired by Mr. Andy Liew Hock Sim, who is a separate person from the chair of the Board.

The composition of the ARMC is set out in the ARMC Report of this Annual Report.

No appointment of former key audit partners as member of the ARMC

In compliance with Practice 9.2 of the MCCG, the ARMC has instituted a policy by way of inclusion in the TOR of the ARMC that requires a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC.

As a matter of practice, the ARMC has recommended to the NRC not to consider any key audit partner as a potential candidate for Board Directorship/Audit Committee to affirm the ARMC's stand on such policy.

Assessment on External Auditors

In compliance with Practice 9.3 of the MCCG, the ARMC has policies and procedures to assess the suitability, objectivity and independence of External Auditors vide annual assessment on the suitability, objectivity and independence of the External Auditors.

The salient terms of the policies and procedures are as follows:

ASSESSMENT CRITERIA

(i) Fees

The External Auditors must provide a fee quotation for its audit services. However, price will not be the sole determining factor of suitability.

(ii) Competence, audit quality and resource capacity

Audit quality typically increases with audit firm size because of experience and functional industry knowledge. Typically, large or global companies have expansive resources, in terms of personnel, expertise and worldwide availability.

The Committee shall consider the audit firm's reputation and the qualifications of its professionals, including the breadth and depth of resources, expertise and experience of the team members. Their networking ability and competency to address any complex issues, are equally important to assess its suitability.

(iii) Non-audit work

All engagements of the External Auditors to provide non-audit services are subject to the necessary approvals outlined in the Policy (section 5).

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. ARMC (CONT'D)

ASSESSMENT CRITERIA (CONT'D)

(iv) Independence

The External Auditors must satisfy the Committee that it is independent and outline the procedures it has in place to maintain its independence.

The independence of the External Auditors is integral to the role of auditors and the Committee shall give due consideration to this requirement when putting forward a recommendation to the Board.

The External Auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditors. A written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements is to be given to the Company.

(v) Material matters

The External Auditors must outline its proposed procedures to address the issue of material significance or matter of disagreement with the Management. The External Auditors is required to disclose to the Committee all issues of material significance and all matters of disagreement with the Management, whether resolved or unresolved, and to assist the Committee to review such matters.

A copy of the Policies and Procedures to assess the Suitability, Objectivity and Independence of External Auditors is available for viewing at the Group's corporate website at www.oversea.com.my.

During FYE 30 June 2026, the ARMC has carried out the annual assessment and, in its assessment, the ARMC considered, inter alia, the following factors:

For "***suitability***" assessment:

- The External Auditors have the adequate resources, skills, knowledge and experience to perform their duties with professional competence and due care in accordance with approved professional auditing standards and applicable regulatory and legal requirements;
- To the knowledge of the ARMC, the External Auditors do not have any record of disciplinary actions taken against them for unprofessional conduct by the Malaysian Institute of Accountants ("**MIA**") which has not been reserved by the Disciplinary Board of MIA;
- The External Audit firm has the geographical coverage required to audit the Group;
- The External Audit firm advises the ARMC on significant issues and new developments pertaining to risk management, corporate governance, financial reporting standards and internal controls on a timely basis;
- The External Audit firm consistently meets the deadlines set by the Group;
- The level of quality control procedures in the external audit firm, including the audit review procedures; and
- The External Auditors' scope is adequate to cover the key financial and operational risks of the Group.

For "***objectivity***" assessment:

- The nature and extent of the non-audit services rendered and the appropriateness of the level of fees.

For "***independence***" assessment:

- The engagement partner has not served for a continuous period of more than five (5) years with the Company;
- The ARMC receives written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements; and
- Tenure of the current auditors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. ARMC (CONT'D)

ASSESSMENT CRITERIA (CONT'D)

The External Auditors provided a written statement that they will continuously comply with the relevant ethical requirements regarding independence throughout the audit of the Group, in accordance with the International Federation of Accountants' Code of Ethics for Professional Accountants and the Malaysian Institute of Accountants' By-Laws (On Professional Ethics, Conduct and Practice). They are not aware of any relationship between UHY Malaysia PLT and the Group that, in their professional judgment, may reasonably be thought to impair their independence. They have reviewed the non-audit services provided to the Company during the FYE 30 June 2026 and are not aware of any non-audit services that have compromised their independence as External Auditors of the Company.

Upon completion of its assessment, the ARMC was satisfied with UHY Malaysia PLT's technical competency and audit independence and recommended to the Board the re-appointment of UHY Malaysia PLT as External Auditors for the FYE 30 June 2027. The Board, in turn, has recommended the same for shareholders' approval at the 31st AGM of the Company.

Skillsets of ARMC

The ARMC conducts self and peer evaluation annually to assess the performance and skillsets of the individual ARMC members and their peers.

During the FYE 30 June 2026, the ARMC members had completed the assessment on individual basis and the results were compiled by the Company Secretaries and tabled for the NRC's review.

Based on the results of the assessment, the ARMC members are financially literate and understand the Group's business. The ARMC as a whole, has necessary skills and knowledge to discharge their duties. The ARMC members had also given feedback to their peers on areas of focus for enhancement.

The members of the ARMC have attended various continuous trainings and development programmes as detailed in **Principle A, Section II, Continuing Education and Training of Directors** in this Statement.

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Audit and Risk Management Committee and Internal Control Framework

The Board assumes its overall responsibility in establishing a risk management framework and maintaining a sound system of risk management and internal control throughout the Group which provides reasonable assurance in ensuring the effectiveness and efficiency of the Group's operations that not limiting to financial aspects of the business but also operational and regulatory compliance. The ARMC has been entrusted by the Board to ensure effectiveness of the Group's internal control systems the ultimate objectives are to protect the Group's assets and safeguard shareholders' investments.

The ARMC lead by an INED to assists the Board to oversee the risk management framework of the Group. The Chairman of the ARMC reports to the Board on areas of high risk and the adequacy of compliance and control throughout the Group. RMT comprises of the Management staff from various departments was formed on 4 November 2016 to assist on the risk management aspects of the respective departments. The RMT is responsible to report to the ARMC on key risks identified and action plans to mitigate such risks. As a result of the increased level of challenge, the ARMC continues to devote additional effort, time and resources in managing risk.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (CONT'D)

Audit and Risk Management Committee and Internal Control Framework (Cont'd)

The composition of the ARMC are as follows:

ARMC

Office	Name and Designation
Chairman	Andy Liew Hock Sim (Independent Non-Executive Director)
Member	Tang Yee Ling (Independent Non-Executive Director)
Member	Tan Aik Heang (Independent Non-Executive Director)

The Statement on Risk Management and Internal Control as set out in this Annual Report provides an overview of the state of risk management and internal controls within the Group.

Internal Audit Function

The Directors are responsible for the Group's system of internal controls and its effectiveness. The principal aim of the system of internal controls is the management of financial and business risks that are significant to the fulfilment of the Group's business objectives, which is to enhance the value of shareholders' investment and safeguarding the Group's assets.

The Company outsourced its internal audit function to an independent internal audit service provider, alphaOne Governance Sdn. Bhd. ("**alphaOne**"), which reported directly to the ARMC. On 25 August 2025, alphaOne tabled the Audit Planning Memorandum for the FYE 30 June 2026.

During the FYE 30 June 2026, alphaOne carried out the internal audit reviews for the first, second, third and fourth quarters and presented their findings to the ARMC.

The internal audit function assists the ARMC in providing independent assessment and review of the adequacy, efficiency and effectiveness of the Group's internal control, risk management and governance processes, as well as ensuring compliance with established policies and procedures. Internal audit reports and findings are tabled for the ARMC's review and comments before being presented to the Board. For the FYE 30 June 2026, alphaOne attended a total of four (4) ARMC meetings.

During the FYE 30 June 2026, the ARMC had reviewed and assessed the adequacy of the scope, functions, competency, resources and independence of the alphaOne, the outsourced Internal Auditors for the FYE 30 June 2026 and that they have the necessary authority to carry out their work.

The ARMC Report as set out in this Annual Report provides further details of the Internal Audit Function.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

I. COMMUNICATION WITH STAKEHOLDERS

The Board recognises the importance of an effective communication channel between the Board, Shareholders and the general public and shall inform in a timely manner to its Shareholders of its latest business and corporate developments in enhancing value to its shareholders.

In consequence thereto, the Board had a Shareholders' Communication Policy in placed to provide guidance as well as ensuring a consistent approach towards the Company's communication with the Shareholders.

A copy of the Shareholders' Communication Policy is available for viewing at the Group's corporate website at www.oversea.com.my.

During the FYE 30 June 2026, the Company has implemented the following manners to communicate with its Shareholders:

i. General meeting

The Thirtieth AGM was held on 26 November 2025. The Chairman of the AGM allowed reasonable time for questions and answers session in the AGM to ensure that all subject matters tabled are thoroughly considered and debated. The summary of the key matters discussed at the AGM of the Company was uploaded onto the Company's website after the AGM.

ii. Announcements made to Bursa Securities

Annual Report, quarterly financial results and various announcements were made to Bursa Securities in accordance with the ACE LR of Bursa Securities.

iii. Annual Report and Circular to Shareholders

The Annual Report for year 2025 of the Company, together with the notice of Thirtieth AGM were distributed to Shareholders on 28 October 2025.

iv. Company's website

All announcements released to Bursa Securities are also appearing in the Company's website at www.oversea.com.my. Shareholders and the general public may also access to the said website for information such as stock price, corporate information, financial information, Board Charter, TOR of the Board Committees, Annual Reports, outcome of the general meetings and other information.

v. Media release

Write-ups about the business of the Group were published on local newspapers and the clippings have been uploaded to the Company's website.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

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

II. CONDUCT OF GENERAL MEETINGS

The Board acknowledged that the AGM is a crucial mechanism and it is the principal forum in shareholder communication. The Board is also of the opinion that it already engages actively with the Company's shareholders at a level that promotes shareholder participation.

At the Company's general meetings, shareholders will be informed at the beginning of the general meetings that all resolutions set out in the notice of general meetings are to be voted by poll as required under the Listing Requirements. Scrutineer will be appointed by the Board to validate the votes cast at the general meetings. At each AGM, the Board presents the progress and performance of the Group and provides shareholders with the opportunity to raise questions pertaining to the Group.

The Board will be adopting electronic voting at the forthcoming AGM, and the notice of the AGM together with a copy of the Annual Report will be provided to the shareholders at least 28 days before the AGM.

The Board has ensured that each item of special business included in the notice of the AGM is accompanied by an explanatory statement on the effects of the proposed resolution to facilitate full understanding and evaluation of the issues involved. Where Extraordinary General Meeting is held to obtain shareholders' approval on business or corporate proposals, comprehensive circulars are sent to shareholders within prescribed deadlines in accordance with regulatory and statutory provisions.

CONCLUSION

The Board is satisfied that for the FYE 30 June 2026, it complies substantially with the principles and guidance of the MCCG.

This statement was made in accordance with a Board's approval on 16 October 2026.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors ("**Board**") is pleased to present the Audit and Risk Management Committee Report for the financial year ended 30 June 2026 ("**FYE 30 June 2026**").

COMPOSITION OF THE AUDIT AND RISK MANAGEMENT COMMITTEE ("ARMC")

The ARMC comprises the following three (3) Independent Non-Executive Directors:

ARMC	Designation	Directorate
Andy Liew Hock Sim	Chairman	Independent Non-Executive Director
Tang Yee Ling	Member	Independent Non-Executive Director
Tan Aik Heang *(Appointed on 27 February 2026)*	Member	Independent Non-Executive Director

The ARMC members satisfied the test of independence under the ACE Market Listing Requirements ("**ACE LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and also meets the requirements of the Malaysian Code on Corporate Governance ("**MCCG**").

The Chairman of the ARMC, Mr. Andy Liew Hock Sim is an Independent Non-Executive Director. In this respect, the Company complies with Rule 15.10 of the ACE LR of Bursa Securities. Furthermore, in compliance with Practice 9.1 of the MCCG, the Chairman of ARMC is not the Chairman of the Board.

In addition, Mr. Andy Liew Hock Sim, being a member of the Malaysian Institute of Accountants ("**MIA**"), fulfilled the requirement of Paragraph 15.09(1)(c) of the ACE LR of Bursa Securities.

The performance of the ARMC and each of its members was reviewed by the Nomination and Remuneration Committee ("**NRC**") on 27 August 2026. The NRC was satisfied that they are able to discharge their functions, duties and responsibilities in accordance with the Terms of Reference ("**TOR**") of the ARMC, thereby supporting the Board in ensuring appropriate corporate governance standards within the Group.

ATTENDANCE OF MEETINGS

A total of five (5) ARMC meetings were held during the FYE 30 June 2026. The details of attendance at ARMC meetings held during the FYE 30 June 2026 were as follows:

Name of ARMC Members	No. of ARMC Meetings Attended	% of Attendance
Andy Liew Hock Sim	4/5	80%
Tang Yee Ling	5/5	100%
Tan Aik Heang *(Appointed on 27 February 2026)*	1/1	100%
Hoong Yik Miin *(Retired on 26 November 2025)*	2/3	67%

MINUTES OF MEETINGS

The minutes of the ARMC meeting were recorded and tabled for confirmation at the next following ARMC meeting and presented to the Board for notation.

TOR

The Terms of Reference of the ARMC are available for viewing at the Group's corporate website at www.oversea.com.my.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT
(CONT'D)

SUMMARY OF WORK OF THE ARMC

During the FYE 30 June 2026 and up to the date of this Report, the summary of works undertaken by the ARMC to meet its responsibilities in the discharge of its function and duties comprised the followings:

a) Overview of Financial Performance and Reporting

i. Reviewed the unaudited quarterly financial results for the quarters ended 30 September 2025, 31 December 2025, 31 March 2026 and 30 June 2026 on 26 November 2025, 25 February 2026, 28 May 2026, and 27 August 2026, respectively, and recommended the same to the Board for approval;

ii. Reviewed the draft audited financial statements of the Company for the financial year ended 30 June 2026 and recommended the same to the Board for approval on 16 October 2026;

iii. Reviewed the financial performance of the Company and the Group;

iv. Reviewed the identified significant matters pursuant to Rule 15.12(1)(g)(ii) of the ACE LR; and

v. Reviewed the Group's compliance with the accounting standards and relevant regulatory requirements.

(b) Oversight of External Audit

i. Reviewed the Group's Audit Planning Memorandum for the period 1 July 2025 to 30 June 2026 on 28 May 2026 entailing mainly the overview of audit approach and areas of audit emphasis of the Group;

ii. Reviewed the Audit Review Memorandum for the period 1 July 2025 to 30 June 2026 presented by the External Auditors on 27 August 2026 entailing the key audit findings – revenue recognition, property, plant and equipment and right-of-use assets, lease receivables and other receivables, impairment assessment of investment in subsidiaries and amount due from subsidiaries, management override of controls, key audit matters and ARMC's representation on risk of fraud;

iii. Reviewed and evaluated the adequacy and effectiveness of the Group's accounting policies, procedures and system of internal controls;

iv. Met two (2) times with the External Auditors on 27 August 2026 and 16 October 2026 without the presence of the Management and the Executive Directors; and

v. Reviewed the sustainability and independence of the External Auditors vide a formalised "Assessment on External Auditors" on 16 October 2026 upon review and being satisfied with the results of the said assessment, the same has been recommended to the Board for approval.

(c) Oversight of Internal Audit

i. Reviewed the reports from the Internal Auditors and assessed the Internal Auditors' findings and the management's responses and made the necessary recommendations to the Board for approval on 25 August 2025, 26 November 2025, 25 February 2026 and 28 May 2026;

ii. Reviewed the adequacy of the scope and coverage of the Group's activities, functions, competency and resources of the Internal Audit functions;

iii. Reviewed the existing internal controls and work processes undertaken by the respective departments in the companies under review for relevant areas or business and the Group's systems and practices for identification and management of risks;

iv. Reviewed and recommended improvements to the existing System of Internal Controls and Risk Management System of the Group; and

v. Reviewed and assessed the adequacy of the scope, functions, competency and resources of the outsourced Internal Auditors on 16 October 2026 and that they have the necessary authority to carry out their work.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT
(CONT'D)

SUMMARY OF WORK OF THE ARMC (CONT'D)

(d) Review of related party transactions and Conflict of Interest

i. Reviewed the related party transactions and recurrent related party transactions undertaken by the Group on a quarterly basis;

ii. Reviewed and monitored any conflict of interest or potential conflict of interest situations that arose, persisted or might arise within the Group, including any transaction, procedure or course of conduct that raised questions of management integrity; and

iii. No conflict of interest or potential conflict of interest situations, other than related party transactions, were identified or reviewed by the ARMC during the financial year under review.

(e) Oversight of Internal Control Matters

i. Reviewed and confirmed the minutes of the ARMC Meetings; and

ii. Reviewed the ARMC Report and Statement on Risk Management and Internal Control for inclusion in the Annual Report 2026.

The Board is satisfied that the ARMC has carried out its responsibilities and duties in accordance with the ARMC's TOR.

INTERNAL AUDIT FUNCTION

The Company recognised that an internal audit function is essential to ensure the effectiveness of the Group's systems of internal control and is an integral part of the risk management process.

(1) Outsourced Internal Auditors

The Group has appointed an outsourced internal audit service provider, namely alphaOne Governance Sdn. Bhd. ("**alphaOne**") to carry out the internal audit function. The Internal Auditors conduct independent, regular and systematic reviews of the key controls and processes in the operating units and assess compliance with the established policies and procedures. The Internal Auditors report directly to the ARMC and assist the Board in monitoring the internal controls and mitigate the risks of the Group.

The profile of alphaOne is set out as follows:

Principal Engagement Lead	:	Yap Chee Wei
Qualifications	:	Fellow of Association of Chartered Certified Accountants (FCCA) Chartered Accountant of the Malaysian Institute of Accountants (MIA) Certified Internal Auditor and Chartered Member of the Institute of Internal Auditors (CMIIA)
Experiences	:	More than 21 years experience in internal audit and audit advisory
Number of resources	:	Each internal audit review ranges from two (2) to three (3) staff per visit

For the FYE 30 June 2026, alphaOne the Internal Auditors, affirmed to the ARMC that, in relation to the Company and the Group, they were free from any relationships or conflicts of interest which could impair their objectivity and independence.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT
(CONT'D)

INTERNAL AUDIT FUNCTION (CONT'D)

(2) Summary of Internal Audit works for the FYE 30 June 2026

During the FYE 30 June 2026 and up to the date of this Report, the summary of works undertaken by the Internal Auditors comprised the followings:

i. Reviewed compliance with policies, procedures and standards, relevant external rules and regulations;

ii. Assessed the adequacy and effectiveness of the Group's system of internal control and recommended appropriate actions to be taken where necessary;

iii. The internal audit works performed met the objective of highlighting to the ARMC the audit findings which required follow-up actions by the Management, any outstanding audit issues which required corrective actions to be taken to ensure an adequate and effective Internal Control System within the Group, as well as any weaknesses in the Group's Internal Control System;

iv. Ensured that those weaknesses were appropriately addressed and that recommendations from the internal audit reports and corrective actions on reported weaknesses were taken appropriately by the Management within the required timeframe; and

v. Presentation of audit findings and corrective actions to be taken by the Management in the quarterly ARMC Meetings.

(3) Total costs incurred for the FYE 30 June 2026

The cost incurred for the internal audit function of the Group for the FYE 30 June 2026 was amounted to RM60,000.

(4) Review of internal audit function

The ARMC and the Board were satisfied with the performance of the Internal Auditors for the FYE 30 June 2026. In the interest of maintaining independence and continuity in the internal audit function, the Company has decided to continue outsourcing the internal audit function.

This statement was made in accordance with a Board's approval on 16 October 2026.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Pursuant to Rule 15.26(b) of the ACE Market Listing Requirements ("**ACE LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Board of Directors is pleased to provide the Statement on Risk Management and Internal Control of the Group ("**SORMIC**"), which had been prepared in accordance with the "Statement of Risk Management & Internal Control: Guidance for Directors of Listed Issuer" ("**the Risk Management & Internal Control Guidance**") and Malaysian Code on Corporate Governance.

BOARD RESPONSIBILITY

The Board of Directors ("**Board**") is responsible for the adequacy and effectiveness of the Group's risk management and internal control system. The Board recognises the importance of good corporate governance and is committed to maintaining a sound system of internal control and risk management. This includes the establishment of an appropriate control environment and risk management framework, processes and structures and continually reviewing the adequacy and integrity of the said systems to safeguard shareholders' investment and the Group's assets. The Board is pleased to provide the SORMIC, which outlines the nature and scope of risk management and internal control of the Group during the financial year ended 30 June 2026 ("**FYE 30 June 2026**").

The system of risk management and internal control covers finance, operations, management information systems and compliance with relevant laws, regulations, policies and procedures. There is an ongoing process to identify, evaluate and manage significant risk faced or potentially to be encountered by the Group. The process is regularly reviewed by the Board, through the Audit and Risk Management Committee ("**ARMC**").

Due to the limitations that are inherent in any system of internal controls, these systems are designed to manage, rather than eliminate the risk of failure to achieve business objectives and it can only provide reasonable and not absolute assurance against material misstatement or loss.

The implementation of the risk management and internal control system within the Group inclusive of design, operation, identification, assessment, mitigation and control risks, are operated with the assistance of management throughout the FYE 30 June 2026.

The key features of the risk management and internal control systems are described under the following headings:

Risk Management Process

The Board regards risk management as an integral part of business operations. The Board has established a Risk Management Committee and was subsequently merged into the Audit Committee as the ARMC on 29 November 2024 to fulfil its corporate governance duties in overseeing the establishment of a risk management framework and maintaining a sound system of risk management and internal control throughout the Group. A Risk Management Team ("**RMT**") has in turn being formed by the ARMC to assist with the execution of the risk action plan formalised by the ARMC to instill risk management culture and awareness in the Group.

ARMC

The ARMC has identified and reviewed the major business risk factors affecting the Group and derive risk management strategies to manage and mitigate the risks identified. The following factors were considered in the risk assessment:

(a) The nature and extent of risks facing the Group;
(b) The extent and categories of risk which it regards as acceptable for the Group to bear;
(c) The likelihood of the risks concerned materialising; and
(d) The Group's ability to reduce the incidence of risks that may materialise and their impact on the business.

Further particulars on the ARMC and RMT in terms of their respective composition, Terms of Reference ("**TOR**") and summary of activities undertaken can be found in the Corporate Governance Overview Statement.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL
(CONT'D)

BOARD RESPONSIBILITY (CONT'D)

Identification of Principal Risks

Assisted by the RMT, the ARMC has conducted assessments on all potentially serious risks inherent in strategies and business processes as part of the internal control and essential for evaluating the relevance and reliability of information and its context.

Strategic risks have been identified by ARMC through RMT's discussions with the Group's management personnel in the context of their understanding of external forces, industry issues and the Group's business.

Given that the Group operates in the food service industry, the ARMC recognises that the business process of the Group would not be structured by process, but rather by the departmental basis for ease of identification, monitoring and control by the senior management team.

Risk Evaluation Process

The RMT assists the ARMC in defining the Group's risk appetite in terms of its tolerance through specific risk limits, during their process of assessing the identified principal risk.

The risk evaluation process undertaken by the RMT involves the utilisation of the following assessment models:

(a) Risk Likelihood Definitions

This model is to assist in ascertaining possibility of each identified risk might materialise as resulted from the Group's activities.

Risk Likelihood	Definitions
High (H)	More Than 50% Chance
Medium (M)	More Than 5% and Less Than 50% Chance
Low (L)	Less Than 5% Chance

(b) Impact Rating Definitions

This model is to assist in ascertaining the monetary and non-monetary impact of each identified risk to the Group's financial and non-financial position.

	Impact Definitions	
Magnitude of Impact	Monetary	Non-Monetary
High (H)	More Than RM 200,000	May Significantly Impact
Medium (M)	More Than RM 50,000 And Less Than RM 200,000	Probably May Materially Impact
Low (L)	Less Than RM 50,000	Probably May Not Materially Impact

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL
(CONT'D)

BOARD RESPONSIBILITY (CONT'D)

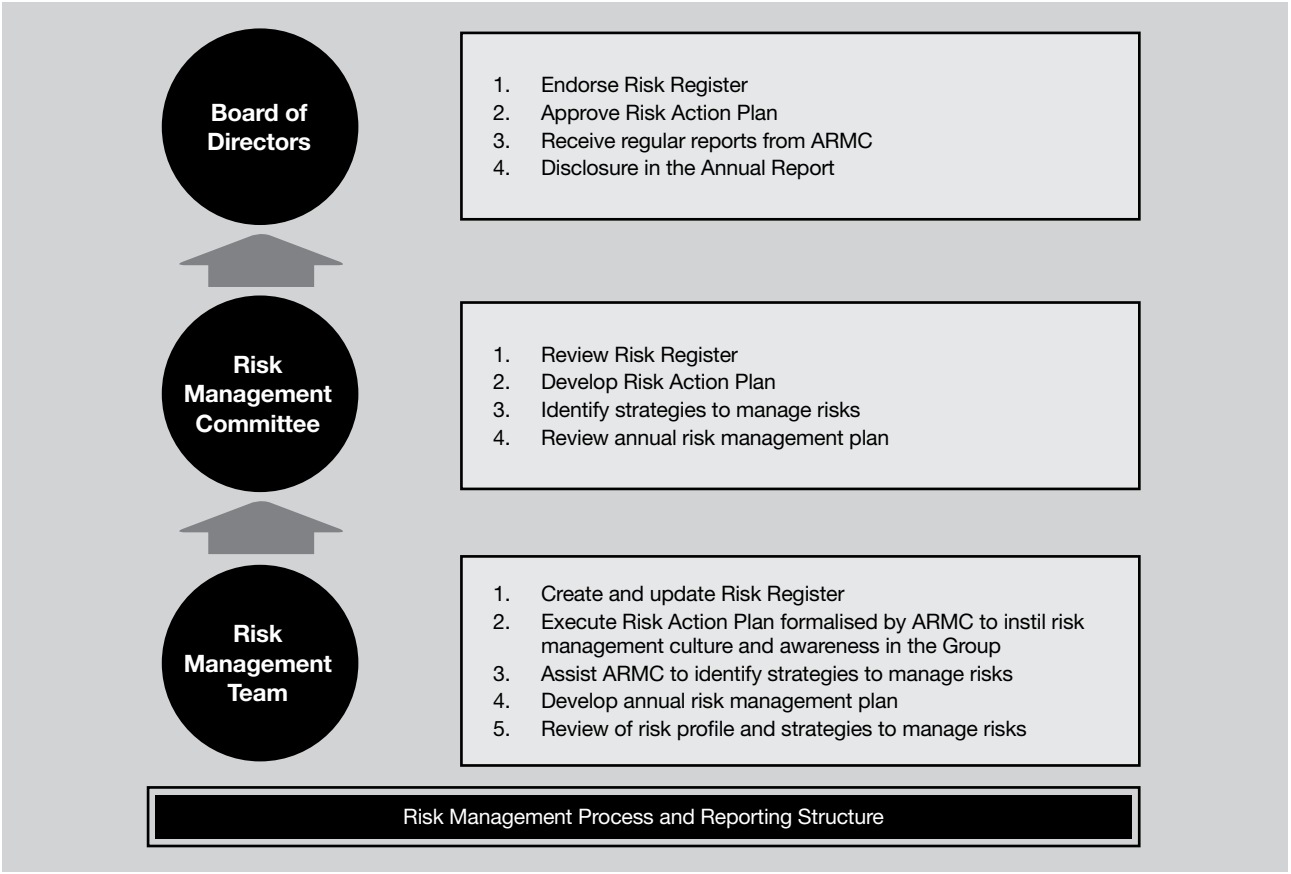
(c) Overall Risk Rating Matrix

This model used to determine overall risk rating after evaluating the likelihood of happen and the overall monetary and non-monetary impact to the Group.

Risk Likelihood	Risk Impact (Monetary and Non-Monetary)		
	Low (L)	Medium (M)	High (H)
High (H)	Low	Medium	High
Medium (M)	Low	Medium	Medium
Low (L)	Low	Low	Low

Risk Management Process and Reporting Structure

The risk management process and reporting structure have been illustrated in the diagram below:



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL
(CONT'D)

KEY ELEMENTS OF INTERNAL CONTROL

The Group has an established system of internal controls that enables the management to ensure that established policies, guidelines and procedures are followed and complied with. The control structure and environment are supported by the following activities:

1. Authority and Responsibility

Certain responsibilities are delegated to the following Board Committees through clearly defined TOR which are reviewed periodically and/or when the need arises:

i. ARMC; and
ii. Nomination and Remuneration Committee;

2. Internal Audit

Qualified and Independent Internal Auditors

The Group's internal audit has been outsourced to an independent service provider. The Board had appointed alphaOne Governance Sdn. Bhd. ("**alphaOne**") an established internal audit advisory practice provider in Malaysia on 8 July 2025. Prior to their appointment, the ARMC has considered the following criteria:

i. Length of establishment;
ii. Core specialty area;
iii. Industry reputation;
iv. International affiliation;
v. Qualification and experience of the engagement partner and team; and
vi. Existing client base.

The costs incurred for the internal audit functions for the FYE 30 June 2026 were RM60,000.

Risk-Based Internal Audits

alphaOne has carried out internal audit reviews based on the risk-based internal audit plan. The findings of the internal audits, including the recommended corrective actions, potential risks, implications and Management's responses, were presented directly to the ARMC.

Through alphaOne, the effectiveness and efficiency of the Group's internal control system were examined and evaluated in an independent capacity. alphaOne has assessed the Group's compliance with policies and procedures as well as relevant laws and regulations. alphaOne then provided reports on issues relating to internal controls and the associated risks together with recommendations for appropriate actions to the ARMC.

Summary of Works Undertaken by the Internal Auditors

For FYE 30 June 2026, alphaOne had:

- Carried out their activities in accordance with the approved internal audit plan;
- Presented their findings to the ARMC on a quarterly basis and recommended corrective actions for the Management; and
- Conducted follow-up review on their previous internal audit reports.

Based on the internal audit reviews conducted during FYE 30 June 2026, none of the weaknesses noted have resulted in any material losses, contingencies or uncertainties that would require a separate disclosure in this annual report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL
(CONT'D)

KEY ELEMENTS OF INTERNAL CONTROL (CONT'D)

2. Internal Audit (Cont'd)

Adequacy of Scope, Functions, Competency and Resources of the Outsourced Internal Audit Functions

In FYE 30 June 2026, the ARMC had vided its assessment, assessed the adequacy of scope, functions, competency and resources of the outsourced internal audit function and that it has the necessary authority to carry out its work and the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function for the FYE 30 June 2026.

Based on the collated results of the above said assessment, the ARMC was of the view that the internal audit has added value to the Group by providing further assurance relating to internal control and fraud control and assessed the Internal Auditors' performance as "Adequate".

3. Monitoring and Reporting

The Financial Controller in charge of the Group's financial affairs is required to give assurance to the ARMC that adequate processes and controls are in place in the preparation of each quarterly financial statements, including consolidated condensed financial statements, and that appropriate accounting policies are adopted and applied consistently to give a true and fair view of the state of affairs of the Group and to ensure compliance with the Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

4. Staff Competency

It is part of the Company's policies to ensure the provision of constant training and development programmes to ensure that the employees are kept up-to-date with the necessary competencies to carry out their responsibilities towards achieving the Group's objectives.

ASSURANCE FROM THE MANAGEMENT

The Board has received assurance from the Executive Director that the function of the Company's risk management and internal control system for the financial year under review, and up to the date of approval of this statement, has been sound and sufficient, in all material aspects, based on the risk management model and internal control system adopted by the Group, thereby safeguarding the shareholders' investments; the interests of customers; regulators; employees and other stakeholders, as well as the Group's assets.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL
(CONT'D)

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the listing requirements, the External Auditors have reviewed this SORMIC for inclusion in the 2026 Annual Report. Their reviews were performed in accordance with Audit and Assurance Practice Guide 3 Guidance for Auditors on Engagement to Report on the SORMIC included in the Annual Report issued by the Malaysian Institute of Accountants.

Based on their review, the External Auditors reported to the Board that nothing has come to their attention that causes them to believe that this statement is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Risk Management and Internal Control Guidance to be set out, nor is the statement factually inaccurate.

CONCLUSION

For the financial year under review and up to 16 October 2026, being the date of this SORMIC, the Board noted that there is an ongoing process of identifying, evaluating, and managing significant risks faced by the Group. The Board considers the existing systems of internal controls currently in place for the Group to be adequate and sufficient taking into the account the material risks of the business environment within which the Group operates. The Board will ensure that the internal control framework be continuously reviewed, improved and enhanced to ensure its effectiveness, adequacy and relevance.

This statement was made in accordance with a Board's approval on 16 October 2026.

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DIRECTORS' REPORT

The Directors hereby submit the report together with the audited financial statements of the Group and the Company for the financial year ended 30 June 2026.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of investment holding.

There has been no significant change in the nature of the principal activity during the financial year.

SUBSIDIARY COMPANIES

The Group's principal activities are investment holding; restaurant operator; manufacturer and wholesaler of confectioneries.

The details of the subsidiary companies and their business activities are disclosed in Note 7 to the financial statements.

The auditors' report on the financial statements of the subsidiary companies did not contain any qualification.

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

FINANCIAL RESULTS

The results of the Group and of the Company for the financial year are as follows:

	Group RM	Company RM
Loss for the financial year attributable to owners of the Company	15,955,223	1,363,566

DIVIDENDS

There were no dividend has been paid, declared or proposed by the Company since the end of the previous financial period. The Directors also do not recommend any dividend in respect of the current financial year.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

The Company did not issue any shares or debentures during the financial year.

DIRECTORS' REPORT
(CONT'D)

WARRANT 2023/2026

On 28 August 2023, the Company issued 377,689,939 units of free warrants ("Warrants B") pursuant to the rights issue of warrant on the basis of one (1) unit of warrant for every three (3) units of shares held by entitled shareholders after the completion of share split.

The Warrants are constituted by the Deed Poll dated 10 July 2023. The salient features of the Warrants B are as follows:

(i) the exercise price is RM0.06 per ordinary share and each Warrants B entitles the registered holder ("Warrant holders") to subscribe for one (1) unit of new ordinary share of the Company during the 3-year period expiring on 22 August 2026 ("Exercise Period");

(ii) at the expiry of the Exercise Period, any Warrants B, which have not been exercised shall automatically lapse and cease to be valid for any purposes;

(iii) Warrant holders must exercise the Warrants B in accordance with the procedures set out in the Deed Poll, and shares allotted and issued upon such exercise shall rank pari passu in all respects with the then existing ordinary shares of the Company and shall be entitled to any dividends, rights, allotments and/or other distributions after the issue and allotment thereof; and

(iv) the Warrant holders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in the Company until and unless such Warrant holders exercise their Warrants B for new ordinary shares of the Company.

The Warrants B had expired and lapsed on 22 August 2026.

Movement in the Warrants B since the listing and quotation thereof are as follows:

	Number of warrants			
	Balance as at 1.7.2025	**Addition**	**Expired**	**Balance as at 30.6.2026**
Warrants B	377,689,939	–	–	377,689,939

TREASURY SHARES

The shareholders of the Company, by a resolution passed in the last Annual General Meeting held on 26 November 2025, renewed their approval for the Company's plan to repurchase its own shares. The Directors of the Company are committed to enhance the value of the Company for its shareholders and believe that the repurchase plan can be applied in the best interest of the Company and its shareholders.

During the financial year, there were no treasury shares being purchased, resale, distributed or cancelled by the Company.

The Company held a total of 11,700,000 units of treasury shares at a carrying amount of RM835,550 as at 30 June 2026. The details on the treasury shares are disclosed in Note 19 to the financial statements.

DIRECTORS' REPORT
(CONT'D)

SHARE OPTIONS

No options have been granted by the Company to any parties during the financial year to take up unissued shares of the Company.

No shares have been issued during the financial year by virtue of the exercise of any options to take up unissued shares of the Company. As at the end of the financial year, there were no unissued shares of the Company under options.

DIRECTORS IN OFFICE

The Directors who have held office since the beginning of the current financial year to the date of this report are:

Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai
Tay Ben Seng, Benson*
Andy Liew Hock Sim
Tang Yee Ling
Tan Aik Heang (Appointed on 27 February 2026)
Hoong Yik Miin (Retired on 26 November 2025)

** Director of the Company and of its subsidiary companies*

The Directors who served on the subsidiary companies of the Company (excluding Directors who are also Directors of the Company) since the beginning of the current financial year to the date of this report are:

Yu Tack Tein
Tan Tiam Pueh
Ying Kan Man (Resigned on 4 May 2026)

DIRECTORS' BENEFITS

Since the end of the previous financial period, no Director has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as disclosed in the "Directors' Remuneration" of this report) by reason of a contract made by the Company or a related corporation with the Directors or with a firm of which a Director is a member, or with a company in which a Director has a substantial financial interest other than any deemed benefits arising from related party transactions as disclosed in Note 30 to the financial statements.

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

DIRECTORS' REPORT
(CONT'D)

DIRECTORS' REMUNERATION

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

	Group RM	Company RM
Executive Director		
Salaries, bonuses and allowances	785,940	–
Employees' Provident Fund	82,781	–
Non-executive Directors		
Fees	247,681	247,681
Salaries, bonuses and allowances	4,000	4,000
	1,120,402	251,681

DIRECTORS' INTERESTS

According to the register of Directors' shareholdings, the interests of the Director in office at the financial year end in the shares of the Company and its related corporations (other than wholly-owned subsidiary companies) were as follows:

	Number of ordinary shares			
	Balance as at 1.7.2025	Bought	Sold	Balance as at 30.6.2026
Shareholdings in the Company				
Direct interest				
Tay Ben Seng, Benson	2,200,000	–	–	2,200,000

None of the other Directors in office at the end of the financial year held or dealt in shares and share options in the Company or its related corporations during the financial year.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps:

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

b) 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 have been written down to an amount which they might be expected to realise.

DIRECTORS' REPORT
(CONT'D)

OTHER STATUTORY INFORMATION (CONT'D)

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

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

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

c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or

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

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

a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year to secure the liability of any other person; or

b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

In the opinion of the Directors,

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

b) the results of the Group's and of the Company's operations during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature; and

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

DIRECTORS' REPORT
(CONT'D)

INDEMNITIES AND INSURANCE COSTS TO DIRECTORS, OFFICERS OR AUDITORS

During the financial year, the total amount of indemnity coverage and insurance premium paid for the Directors and certain officers of the Company were RM10,000,000 and RM19,450 respectively under the Directors' and Officers' Liability Insurance.

There was no indemnity given to or insurance effected for auditors of the Company in accordance with Section 289 of the Companies Act 2016 in Malaysia.

Auditors' Remuneration

The details of the auditors' remuneration for the financial year ended 30 June 2026 are as follows:

	Group RM	Company RM
Auditors' remuneration		
- Statutory audit - UHY Malaysia PLT	248,000	25,000
- Statutory audit - Other auditors	5,223	–
- Non-statutory audit - UHY Malaysia PLT	5,000	5,000
	258,223	30,000

AUDITORS

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

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 16 October 2026.

.....
TAN SRI DATO' SERI PROF. DR. TAN KING TAI
@ TAN KHOON HAI

.....
TAY BEN SENG, BENSON

STATEMENT BY DIRECTORS

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

The Directors of **OVERSEA ENTERPRISE BERHAD** state that, in the opinion of the Directors, the financial statements set out on pages 94 to 174 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting 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 30 June 2026 and of their financial performance and cash flows of the Group and of the Company for the financial year ended 30 June 2026.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 16 October 2026.

.....
TAN SRI DATO' SERI PROF. DR. TAN KING TAI
@ TAN KHOON HAI

.....
TAY BEN SENG, BENSON

STATUTORY DECLARATION

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

I, **TAY BEN SENG, BENSON**, being the Director primarily responsible for the financial management of **OVERSEA ENTERPRISE BERHAD**, do solemnly and sincerely declare that, to the best of my knowledge and belief, the financial statements set out on pages 94 to 174 are correct.

And I make this solemn declaration, conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed at **KUALA LUMPUR**)
in the Federal Territory this day of)
16 October 2026)
)

.....
TAY BEN SENG, BENSON

Before me

Zainul Abidin Bin Ahmad (No. W790)
Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF OVERSEA ENTERPRISE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS OPINION

We have audited the financial statements of **OVERSEA ENTERPRISE BERHAD**, which comprise the statements of financial position as at 30 June 2026 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year ended 30 June 2026, and notes to the financial statements, including material accounting policy information, as set out on pages 94 to 174.

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 30 June 2026, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting 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"), as applicable to audits of financial statements of public interest entities and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and 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 we addressed the key audit matters
Impairment assessment of property, plant and equipment and right-of-use assets The Group recognised property, plant and equipment and right-of-use assets with net carrying amount of RM67,617,693 and RM57,110,996, which representing 29% and 24% respectively of total assets of the Group as at 30 June 2026. The management is required to perform an annual impairment test or more frequently when there is an indication of impairment exist. Certain subsidiaries of the Group have recorded operating losses during the financial year. These indicates that the carrying amount of property, plant and equipment and right-of-use assets may be impaired. The Group applies the value-in-use ("VIU") calculations using cash flow projections derived from the most recent financial forecast approved by the Directors covering a five-year period to determine the recoverable amount. We considered this to be an area of audit focus as it involved significant management judgements, estimates and assumptions and it are inherently uncertain.	We performed the following audit procedures amongst others: • Discussed with the management and obtained an understanding of impairment assessment prepared by the management. • Reviewed the cash flow projections with comparison to recent performance, trend analysis by reference to prior years' forecasts. • Assessed and challenged the reasonableness of the key assumptions used in the cash flows projection. • Performed sensitivity analysis on the impairment calculations to understand the impact of changes in key assumptions used to the overall recoverable amounts. • Considered the adequacy of the management's disclosures in respect of impairment testing and whether the disclosures appropriately communicate the underlying sensitivities.

We have determined that there is no key audit matter in the audit of the financial statements of the Company to be communicated in our Auditors' Report.

INDEPENDENT AUDITORS' REPORT
(CONT'D)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS OPINION (CONT'D)

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, IFRS Accounting 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 of the Company's internal control.

INDEPENDENT AUDITORS' REPORT
(CONT'D)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS OPINION (CONT'D)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for 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 7 to the financial statements.

INDEPENDENT AUDITORS' REPORT
(CONT'D)

OTHER MATTERS

1. This report is made solely to the member of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

2. The financial statements of the Group and of the Company as at 30 June 2025 were audited by another auditors who expressed an unqualified opinion in the financial statements dated 16 October 2025.

UHY Malaysia PLT
202406000040 (LLP 0041391-LCA) & AF 1411
Chartered Accountants

LEE YIK LOONG
Approved Number: 03630/12/2027 J
Chartered Accountant

Kuala Lumpur
16 October 2026

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2026

	Note	Group		Company	
		30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
ASSETS					
Non-current assets					
Property, plant and equipment	4	67,617,693	73,836,297	719,092	877,770
Investment properties	5	4,959,254	4,290,000	–	–
Right-of-use assets	6	57,110,996	56,375,633	–	–
Investment in subsidiary companies	7	–	–	82,495,114	83,226,992
Investment in an associate company	8	–	–	–	–
Other investments	9	86,939	3,079,304	–	–
Intangible assets	10	45,409	59,567	–	–
Lease receivable	11	34,080,141	34,154,254	–	–
Other financial assets	12	261,738	–	–	–
Deferred tax assets	13	19,068,355	18,324,245	–	–
Total non-current assets		183,230,525	190,119,300	83,214,206	84,104,762
Current assets					
Inventories	14	12,982,804	14,235,343	–	–
Receivables	15	26,450,634	20,019,572	23,279,613	14,563,707
Lease receivable	11	74,116	69,197	–	–
Tax recoverable	16	1,137,535	804,700	6,249	44,541
Other investments	9	104,443	6,778,496	104,443	6,778,496
Deposits, cash and bank balances	17	12,782,240	12,330,601	281,579	2,247,455
Total current assets		53,531,772	54,237,909	23,671,884	23,634,199
TOTAL ASSETS		236,762,297	244,357,209	106,886,090	107,738,961
EQUITY AND LIABILITIES					
EQUITY					
Equity attributable to owners of the Company					
Share capital	18	155,069,642	155,069,642	155,069,642	155,069,642
Treasury shares	19	(835,550)	(835,550)	(835,550)	(835,550)
Reserves	20	(46,645,077)	(27,697,092)	(49,888,573)	(48,525,007)
Total equity		107,589,015	126,537,000	104,345,519	105,709,085

STATEMENTS OF FINANCIAL POSITION
(CONT'D)

	Note	Group		Company	
		30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
LIABILITIES					
Non-current liabilities					
Borrowings	21	314,935	–	–	–
Lease liabilities	22	73,630,083	71,376,565	–	–
Deferred tax liabilities	13	25,325,909	24,487,608	47,278	–
Total non-current liabilities		99,270,927	95,864,173	47,278	–
Current liabilities					
Payables	23	19,934,518	18,278,325	2,493,293	2,029,876
Borrowings	21	6,670,052	1,073,237	–	–
Lease liabilities	22	3,285,755	2,554,764	–	–
Tax payable	16	12,030	49,710	–	–
Total current liabilities		29,902,355	21,956,036	2,493,293	2,029,876
Total liabilities		129,173,282	117,820,209	2,540,571	2,029,876
TOTAL EQUITY AND LIABILITIES		236,762,297	244,357,209	106,886,090	107,738,961

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

	Note	Group		Company	
		1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
REVENUE	24	71,654,767	96,140,504	–	–
COST OF SALES		(32,766,828)	(39,566,172)	–	–
GROSS PROFIT		38,887,939	56,574,332	–	–
OTHER OPERATING INCOME	25	6,046,673	11,649,956	91,014	628,109
FINANCE INCOME	25	2,543,317	3,186,704	27,825	223,568
NET (LOSS)/GAIN ON IMPAIRMENT OF FINANCIAL ASSETS		(2,042,006)	(2,196,321)	24,509	120,664
NET LOSS ON IMPAIRMENT OF NON-FINANCIAL ASSETS		(667)	(1,380,347)	(731,878)	(35,864,532)
SELLING AND DISTRIBUTION COSTS		(45,522,862)	(58,768,404)	–	–
ADMINISTRATIVE EXPENSES		(9,981,838)	(12,884,699)	(704,913)	(930,367)
LOSS FROM OPERATIONS, CARRIED FORWARD	26	(10,069,444)	(3,818,779)	(1,293,443)	(35,822,558)
SHARE OF LOSS ON INVESTMENT IN AN ASSOCIATE COMPANY		(300,000)	–	–	–
FINANCE COSTS	27	(5,302,940)	(5,977,628)	–	–
LOSS BEFORE TAXATION		(15,672,384)	(9,796,407)	(1,293,443)	(35,822,558)
TAXATION	16	(282,839)	(527,661)	(70,123)	1,238
LOSS FOR THE FINANCIAL YEAR/PERIOD		(15,955,223)	(10,324,068)	(1,363,566)	(35,821,320)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
(CONT'D)

	Note	Group 1.7.2025 to 30.6.2026 RM	Group 1.4.2024 to 30.6.2025 RM	Company 1.7.2025 to 30.6.2026 RM	Company 1.4.2024 to 30.6.2025 RM
OTHER COMPREHENSIVE (LOSS)/INCOME					
Item that may be reclassified subsequently to profit or loss:					
Foreign currency translation difference for foreign operation		(497)	(661)	–	–
Items that may not be reclassified subsequently to profit or loss:					
Fair value changes of other investments		(2,992,265)	(2,219,903)	–	–
Revaluation surplus on:					
- Property, plant and equipment		–	4,912,359	–	–
- Right-of-use assets		–	700,034	–	–
Less: Deferred tax		–	(649,761)	–	–
Other comprehensive (loss)/ income for the financial year/period		(2,992,762)	2,742,068	–	–
TOTAL COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR/PERIOD		(18,947,985)	(7,582,000)	(1,363,566)	(35,821,320)
LOSS PER SHARE (SEN)					
- Basic	29	(0.703)	(0.455)		
- Diluted	29	(0.703)	(0.455)		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

	Attributable to owners of the Company						
			Non-distributable			Distributable	
Group	Share capital RM	Treasury shares RM	Revaluation reserve RM	Foreign exchange translation reserve RM	Fair value reserve RM	Accumulated losses RM	Total equity RM
As at 1 April 2024	155,069,642	(835,550)	20,293,600	(112)	(10,069,301)	(30,339,279)	134,119,000
Loss for the financial period	–	–	–	–	–	(10,324,068)	(10,324,068)
Other comprehensive income/(loss) for the financial period	–	–	4,962,632*	(661)	(2,219,903)	–	2,742,068
Total comprehensive income/(loss) for the financial period	–	–	4,962,632	(661)	(2,219,903)	(10,324,068)	(7,582,000)
Transfer between reserves:							
Depreciation transfer on revalued land and buildings	–	–	(449,565)	–	–	449,565	–
As at 30 June 2025	155,069,642	(835,550)	24,806,667	(773)	(12,289,204)	(40,213,782)	126,537,000

* Included in the revaluation surplus (net of deferred tax) is an amount of revaluation deficit of RM62,048 in relation to the properties remeasured before transfer to investment properties, as disclosed in Note 5(d) to the financial statements.

STATEMENTS OF CHANGES IN EQUITY
(CONT'D)

	Attributable to owners of the Company							
	Non-distributable					Distributable		
Group	Share capital RM	Treasury shares RM	Revaluation reserve RM	Foreign exchange translation reserve RM	Fair value reserve RM	Accumulated losses RM		Total equity RM
As at 1 July 2025	155,069,642	(835,550)	24,806,667	(773)	(12,289,204)	(40,213,782)		126,537,000
Loss for the financial year	–	–	–	–	–	(15,955,223)		(15,955,223)
Other comprehensive loss for the financial year	–	–	–	(497)	(2,992,265)	–		(2,992,762)
Total comprehensive loss for the financial year	–	–	–	(497)	(2,992,265)	(15,955,223)		(18,947,985)
Transfer between reserves:								
Depreciation transfer on revalued land and buildings	–	–	(344,950)	–	–	344,950		–
As at 30 June 2026	155,069,642	(835,550)	24,461,717	(1,270)	(15,281,469)	(55,824,055)		107,589,015

STATEMENTS OF CHANGES IN EQUITY
(CONT'D)

	← Attributable to owners of the Company →			
Company	**Share capital RM**	**Treasury shares RM**	**Accumulated losses RM**	**Total RM**
As at 1 April 2024	155,069,642	(835,550)	(12,703,687)	141,530,405
Loss and total comprehensive loss for the financial period	–	–	(35,821,320)	(35,821,320)
As at 30 June 2025/1 July 2025	155,069,642	(835,550)	(48,525,007)	105,709,085
Loss and total comprehensive loss for the financial year	–	–	(1,363,566)	(1,363,566)
As at 30 June 2026	155,069,642	(835,550)	(49,888,573)	104,345,519

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

	Note	Group		Company	
		1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before taxation		(15,672,384)	(9,796,407)	(1,293,443)	(35,822,558)
Adjustments for:					
Allowance for impairment loss on:					
- trade receivables		2,252,483	2,261,112	–	–
- other receivables		–	188,743	–	–
- property, plant and equipment		–	1,380,347	–	–
- investment in subsidiary companies		–	–	731,878	35,864,532
- amount due from subsidiary companies		–	–	–	52,097
- goodwill		667	–	–	–
Amortisation of intangible assets		14,158	19,500	–	–
Depreciation of property, plant and equipment		9,225,746	8,818,848	161,934	195,716
Depreciation of right-of-use assets		5,408,110	6,114,291	–	–
Distribution income from unit trust, net of non-allowable expenses		(20,981)	(275,670)	(20,914)	(275,670)
Fair value (gain)/loss on					
- other financial assets		(1,183)	–	–	–
- other investments		(57,693)	(305,977)	(56,343)	(306,182)
- investment properties		–	274,000	–	–
Gain on remeasurement of lease liabilities		–	(1,980,443)	–	–
Gain on disposal of:					
- other investments		(72,992)	(46,986)	(13,959)	(46,257)
- property, plant and equipment		(236)	(468,354)	–	–
Gain on termination of lease liabilities		–	(4,450)	–	–
Inventories written down to net realisable value		34,025	–	–	–
Property, plant and equipment written off		5,728	11,048	–	–
Reversal of allowance for impairment loss on:					
- trade receivables		(28,742)	–	–	–
- other receivables		(109,235)	(253,534)	–	–
- other investments		(72,500)	–	–	–
- amount due from subsidiary companies		–	–	(24,509)	(172,761)
Interest expenses		42,603	8,026	–	–
Interest expense on lease liabilities		5,260,337	5,969,602	–	–
Interest income		(187,482)	(458,125)	(27,825)	(223,568)
Interest income from lease receivable		(2,355,835)	(2,728,579)	–	–
Share of loss on investment in associate company		300,000	–	–	–
Operating profit/(loss) before working capital changes		3,964,594	8,726,992	(543,181)	(734,651)
Inventories		1,218,514	(2,346,767)	–	–
Receivables		(8,168,472)	(11,763,613)	2,524	4,953,001
Payables		1,068,975	4,787,081	463,417	(530,233)
Other investments		57,693	305,977	56,343	306,182
Cash (used in)/generated from operations, carried forward		(1,858,696)	(290,330)	(20,897)	3,994,299

STATEMENTS OF CASH FLOWS
(CONT'D)

	Note	Group 1.7.2025 to 30.6.2026 RM	Group 1.4.2024 to 30.6.2025 RM	Company 1.7.2025 to 30.6.2026 RM	Company 1.4.2024 to 30.6.2025 RM
CASH FLOWS FROM OPERATING ACTIVITIES (CONT'D)					
Cash (used in)/generated from operations, brought forward (cont'd)		(1,858,696)	(290,330)	(20,897)	3,994,299
Interest paid		(42,603)	(8,026)	–	–
Interest paid on lease liabilities		(5,260,337)	(5,969,602)	–	–
Tax paid	16	(1,011,528)	(2,006,087)	(133)	–
Tax refunded	16	452,365	60,682	15,580	–
Net cash (used in)/from operating activities		(7,720,799)	(8,213,363)	(5,450)	3,994,299
CASH FLOWS FROM INVESTING ACTIVITIES					
Distribution income received		20,981	275,670	20,914	275,670
Interest received		187,482	458,125	27,825	223,568
Payment for intangible assets		–	(15,590)	–	–
Proceeds from disposal of:					
- property, plant and equipment		3,487	1,417,820	–	–
- other investments		145,492	46,986	13,959	46,257
Purchase of property, plant and equipment		(2,886,636)	(10,673,103)	(3,256)	(35,134)
Purchase of investment properties		(69,254)	–	–	–
Acquisition of other investments		–	(100)	–	–
Acquisition of a subsidiary company	7(a)	(1,000)	–	–	–
Repayment from lease receivable		2,425,029	2,679,532	–	–
Subscription of additional shares in a subsidiary company		–	–	–	(100,000)
Advances to subsidiary companies		–	–	(8,693,921)	(22,815,000)
Net cash used in investing activities		(174,419)	(5,810,660)	(8,634,479)	(22,404,639)
CASH FLOWS FROM FINANCING ACTIVITIES					
Withdrawal/(Placement) of deposits pledged with licensed banks		28,177	(9,124)	–	–
Repayment of hire purchase obligations		(132,597)	(20,784)	–	–
Repayment of lease liabilities		(3,658,964)	(3,947,576)	–	–
Net cash used in financing activities		(3,763,384)	(3,977,484)	–	–
NET DECREASE IN CASH AND CASH EQUIVALENTS		(11,658,602)	(18,001,507)	(8,639,929)	(18,410,340)
Effect of exchange rate changes on cash and cash equivalents		(497)	(661)	–	–
CASH AND CASH EQUIVALENTS BROUGHT FORWARD		17,588,990	35,591,158	9,025,951	27,436,291
CASH AND CASH EQUIVALENTS CARRIED FORWARD	31	5,929,891	17,588,990	386,022	9,025,951

STATEMENTS OF CASH FLOWS
(CONT'D)

Note to statements of cash flows

(i) Reconciliation of liabilities arising from financing activities:

Group

	Note	As at 1.7.2025 RM	Cash flows RM	Non-cash changes* RM	As at 30.6.2026 RM
Hire purchase obligations	21	8,749	(132,597)	229,485	105,637
Lease liabilities	22	73,931,329	(3,658,964)	6,643,473	76,915,838
		73,940,078	(3,791,561)	6,872,958	77,021,475

	Note	As at 1.4.2024 RM	Cash flows RM	Non-cash changes* RM	As at 30.6.2025 RM
Hire purchase obligations	21	29,533	(20,784)	–	8,749
Lease liabilities	22	62,633,562	(3,947,576)	15,245,343	73,931,329
		62,663,095	(3,968,360)	15,245,343	73,940,078

* Non-cash changes include new leases, new hire purchase, remeasurement and termination of lease liabilities.

(ii) Cash outflows for leases as a lessee

	Group	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Included in operating activities:		
- Payment relating to short-term leases	1,979,606	3,331,353
- Interest paid in relation to lease liabilities	5,260,337	5,969,602
Included in financing activities:		
- Payment of lease liabilities	3,658,964	3,947,576
Total cash outflows for leases	10,898,907	13,248,531

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

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The principal activity of the Company is that of investment holding.

The principal activities of its subsidiary companies are as disclosed in Note 7 to the financial statements.

There have been no significant changes in 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 ACE Market of Bursa Malaysia Securities Berhad.

The address of the registered office of the Company is at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor.

The address of the principal place of business of the Company is at Lot 12.2, 12th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor.

2. BASIS OF PREPARATION

(a) Statement of compliance

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

The financial statements of the Group and of the Company have been prepared under the historical cost convention, unless otherwise indicated in the material accounting policies below.

Adoption of amendments to MFRSs during the financial year

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

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

Standards issued but not yet effective

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

		Effective dates for financial periods beginning on or after
Amendments to MFRS 9 and MFRS 7	Amendments to Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

The Group and the Company have not applied the following new standards and amendments to standards that have been issued by the MASB but are not yet effective for the Group and for the Company: (Cont'd)

		Effective dates for financial periods beginning on or after
Annual Improvements to MFRS Accounting Standards - Volume 11:		1 January 2026
• Amendments to MFRS 1		
• Amendments to MFRS 7		
• Amendments to MFRS 9		
• Amendments to MFRS 10		
• Amendments to MFRS 107		
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to MFRS 19	Subsidiaries without Public	
Amendments to MFRS 121	The Effects of Changes in Foreign Exchange Rates	1 January 2027
MFRS 20	Regulatory Assets and Regulatory Liabilities	1 January 2029
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The Group and the Company intend to adopt the above new and amendments to standards, if applicable, when they become effective.

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

MFRS 18 *Presentation and Disclosure in Financial Statements*

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

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

MFRS 18 additional requirements are as follows:

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

MFRS 18 introduces newly defined "operating profit or loss" and "profit or loss before financing and income tax" subtotal which are to be presented in the statement of profit or loss, while the net profit or loss remains unchanged.

Statement of profit or loss to be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

(ii) Statement of Cash Flows

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

(iii) New disclosures of expenses by nature

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

(iv) Management-defined Performance Measures ("MPMs")

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

(v) Enhanced Guidance on Aggregation and Disaggregation

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

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

(b) Functional and presentation currency

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

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

(c) Significant accounting judgements, estimates and assumptions

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

Judgements

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

Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on MFRS 140 Investment Property in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes.

If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are significant that a property does not qualify as investment property.

Determination of lease term of contracts with extension or termination options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to extend or to terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the extension or termination. After the commencement date, the Group reassesses the lease term whether there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Key sources of estimation uncertainty

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

Valuation of investment properties

Investment properties of the Group are reported at fair value which is based on valuations performed by independent professional valuers.

The independent professional valuers have exercised judgement in determining location, size, physical characteristics and time element used in the valuation process. Also, judgement has been applied in estimating prices for less readily observable external parameters. Other factors such as model assumptions, market dislocations and unexpected correlations can also materially affect these estimates and the resulting fair value. The carrying amount of investment properties as at the reporting date is disclosed in Note 5 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

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

Key sources of estimation uncertainty (Cont'd)

Property, plant and equipment and right-of-use assets under revaluation

Certain property, plant and equipment and right-of-use assets of the Group are reported at revalued amounts which are based on valuations performed by independent professional valuers by reference to the selling prices of recent transactions and asking prices of similar properties of nearby location and where necessary, adjusting for tenure, location, size and market trends. Other factors such as model assumptions, market dislocations and unexpected correlations can also materially affect these estimates and the resulting valuations. The carrying amounts of property, plant and equipment and right-of-use assets measured at revaluation at the reporting date are disclosed in Note 4 and Note 6 to the financial statements respectively.

Depreciation of property, plant and equipment and right-of-use assets

The cost of property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over their estimated useful lives. Management applied judgement in the selection of depreciation method, useful lives and residual values and estimates the useful lives of these property, plant and equipment to be within 5 to 50 years and right-of-use assets to be 2 to 99 years. The carrying amounts of the Group's and of the Company's property, plant and equipment and right-of-use assets as at 30 June 2026 are as disclosed in Note 4 and Note 6 to the financial statements respectively. Changes in the expected level of usage or the underlying lease tenure could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected sales prices less estimated cost to sell. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's products, the Group might be required to reduce the value of its inventories. Details of inventories are disclosed in Note 14 to the financial statements.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the cash-generating units to which the goodwill is allocated. Estimating the value-in-use amount requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unutilised capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses, unutilised capital allowances and other deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of recognised and unrecognised deferred tax assets are disclosed in Note 13 to the financial statements.

Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

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

Key sources of estimation uncertainty (Cont'd)

Impairment loss on investment in subsidiary companies

The Company reviews the carrying amounts of investment in subsidiary companies at each reporting date to determine whether there is any indication of impairment. Impairment exists when the carrying amounts of investment in subsidiary companies or cash generating units ("CGU") exceeds its recoverable amount, which is higher of its fair value less costs of disposal and its value in use. The principal assumptions used are as disclosed in Note 7(d) to the financial statements.

Provision for expected credit loss of financial assets at amortised cost

The Group and the Company review the recoverability of its financial assets at each reporting date to assess whether an impairment loss should be recognised. The impairment provisions for receivables are based on assumptions about risk of default and expected loss rates. The Group and the Company use judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's and on the Company's past history, existing market conditions at the end of each reporting period.

Information about the expected credit losses is disclosed in Notes 15 to the financial statements.

Income taxes

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

The Group and the Company recognise liabilities for tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and/or deferred tax provisions in the period in which such determination is made.

Fair value measurement of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

3. MATERIAL ACCOUNTING POLICIES

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

(a) Investment in subsidiary companies

In the Company's separate financial statements, investment in subsidiary companies are stated at cost less any accumulated impairment losses.

(b) Investment in an associate company

Investment in an associate company is for in the consolidated and the Company's financial statements using the equity method at cost less any impairment losses, unless it is classified as held for sale or distribution.

(c) Goodwill on consolidation

Goodwill is measure at cost less accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired.

(d) Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment except for freehold land and buildings are measured at cost less any accumulated depreciation and accumulated impairment losses.

Freehold land is stated at valuation less impairment losses recognised after the date of the revaluation. Buildings are stated at revalued amount less accumulated depreciation and impairment losses recognised after the date of the revaluation. Valuations are performed at least once in every five years, to ensure that the carrying amount does not differ materiality from the fair value of the freehold land and buildings at the end of the reporting period.

(ii) Depreciation

Depreciation is recognised in the profit or loss on straight-line basis to write off the cost or valuation of each asset to its residual value over its estimated useful life. Capital work-in-progress are not depreciated until the assets are ready for its intended use.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Buildings	50 years
Plant and machinery	5 years
Motor vehicles	5 years
Renovation, furniture and fittings	5 to 10 years
Equipment and electrical installation	5 to 10 years

Freehold land is not depreciated.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

(e) Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequently, investment properties are measured at fair value which reflects market conditions at the reporting date. Gains and losses arising from changes in the fair values of investment properties are in profit or loss for the period in which they arise, including the corresponding tax effect.

Investment properties are valued by independent professionally qualified valuers, having appropriate recognised professional qualifications and recent experience in the locations and segments of the investment properties valued. The management team reviewed and discussed the valuations, including valuation processes, performed by the independent valuers for financial reporting purposes.

(f) Intangible assets

Trademarks

The purchased trademarks are stated at cost less accumulated amortisation and impairment losses, if any. The trademarks have finite useful lives and are amortised over their remaining useful life. The estimated useful lives is 10 years. In the event that the expected future economic benefits are no longer probable of being recovered, the trademarks are written down to their recoverable amounts.

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average cost method and comprises the purchase price, production costs and incidentals incurred in bringing the inventories to their present location and condition.

Net realisable value represents the estimated selling price less the estimated costs of production and the estimated costs necessary to make the sale.

(h) Leases

(i) As lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. Right-of-use assets except for leasehold land are initially measured at cost less any accumulated amortisation and accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities. Leasehold land are measured at revalued amount less accumulated amortisation and any accumulated impairment losses after the date of revaluation. Amortisation is computed on the straight-line basis over the shorter of useful life or the lease term.

The lease liabilities are initially measured at the present value of the lease payments that are paid at commencement date, discounted using the interest rate implicit in the lease contract. If that rate cannot be readily determined, the Group uses its incremental borrowing rate. It is measured at amortised cost and adjusted for any lease reassessment or modification subsequent to the initial recognition.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an operating expense on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

(h) Leases (Cont'd)

(ii) As lessor

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

If the lease arrangement contains lease and non-lease components, the Group apply MFRS 15 Revenue from Contracts with Customers to allocate the consideration in the contract based on the stand-alone selling price.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. Contingent rents are recognised as revenue in the period in which they are earned.

The Group enters into sub-lease arrangements in respect of right-of-use assets arising from its head lease arrangements. Sub-leases under which the Group retains substantially all the risks and reward incidental to ownership of the underlying right-of-use assets are classified as operating leases. Lease receivable is recognised when the Group's right to receive rental payments become unconditional and are measured at amortised cost.

(i) Impairment of assets

(i) Non-financial assets

Impairment loss is recognised in profit or loss, unless the asset is carried at a revalued amount, in which such impairment loss is recognised directly against any revaluation surplus for the asset to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset.

An impairment loss recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised.

(ii) Financial assets

The Group and Company recognise an allowance for expected credit losses ("ECL") for all debt instruments not held at FVTPL.

Impairment for lease receivable, other receivables and inter-company balances of the Group and of the Company are recognised based on the general approach using the forward-looking ECL model. Impairment for trade receivables of the Group is recognised based on simplified approach.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

(j) Income taxes

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

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

The measurement of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, at the end of the reporting period, except for investment properties carried at fair value model. Where investment properties measured using fair value model, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying amounts at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale.

(k) Fair value measurement

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

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

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

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

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

Level 3: unobservable inputs for the asset or liability.

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

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

(I) Revenue and other income recognition

(i) Revenue from contracts with customers

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

(1) Sale of food and beverage

Revenue from sale of food and beverage is recognised when the Group has transferred control of the food and beverage to the customer, being when the food and beverage have been delivered to the customer and upon its acceptance. Payment of the transaction is due at the point the food and beverage being accepted by the customer.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(2) Sale of goods

Revenue from sale of goods is recognised when the Group has transferred control of the goods to the customer, being when the goods have been delivered to the customer and upon its acceptance. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, and bears the risks of obsolescence and loss in relation to the goods.

(ii) Interest income

Interest income is recognised on an accrual basis using the effective interest method unless collectability is in doubt.

(iii) Rental income

Rental income is accounted for on a straight-line method over the lease term unless collectability is in doubt.

(iv) Service fee income

Service fee income represents service charge to customers at the Group's restaurants and is recognised at the point of sales.

(v) Distribution income

Distribution income from unit trust is recognised when the right to receive payment has been established.

Significant financing component

The Group receives short-term advances from its customers. Using the practical expedient in MFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customers and when the customer pays for that goods or service will be one year or less.

4. PROPERTY, PLANT AND EQUIPMENT

Group	← At revaluation → Freehold land RM	Buildings RM	← At cost → Plant and machinery RM	Motor vehicles RM	Renovation, furniture and fittings RM	Equipment and electrical installation RM	Capital work-in-progress RM	Total RM
Cost or revaluation								
As at 1 April 2024	4,890,000	32,364,323	8,515,797	1,870,923	16,291,397	22,148,824	10,113,609	96,194,873
Additions	–	–	581,983	–	5,141,066	4,950,054	–	10,673,103
Disposals	–	–	(931,646)	–	(7,520)	(12,741)	–	(951,907)
Written off	–	–	–	(167,996)	–	(15,780)	–	(183,776)
Reclassification	–	–	931,646	–	9,181,963	–	(10,113,609)	–
Revaluation surplus	4,395,000	517,359	–	–	–	–	–	4,912,359
Elimination of accumulated depreciation on revaluation	–	(1,644,787)	–	–	–	–	–	(1,644,787)
Transfer to investment properties (Note 5)	(785,000)	(152,700)	–	–	–	–	–	(937,700)
As at 30 June 2025/ 1 July 2025	8,500,000	31,084,195	9,097,780	1,702,927	30,606,906	27,070,357	–	108,062,165
Additions	–	1,485,012	179,689	223,657	29,667	185,330	1,012,766	3,116,121
Disposals	–	–	–	–	(2,665)	(760)	–	(3,425)
Written off	–	–	–	–	(4,950)	(2,607)	–	(7,557)
Transfer to investment properties (Note 5)	–	(100,000)	–	–	–	–	–	(100,000)
As at 30 June 2026	8,500,000	32,469,207	9,277,469	1,926,584	30,628,958	27,252,320	1,012,766	111,067,304

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	← At revaluation →		← At cost →					
Group (Cont'd)	**Freehold land RM**	**Buildings RM**	**Plant and machinery RM**	**Motor vehicles RM**	**Renovation, furniture and fittings RM**	**Equipment and electrical installation RM**	**Capital work-in-progress RM**	**Total RM**
Accumulated depreciation								
As at 1 April 2024	–	1,308,577	7,500,546	1,796,374	3,013,528	8,319,774	–	21,938,799
Depreciation	–	1,300,073	509,845	23,786	3,091,253	3,893,891	–	8,818,848
Disposals	–	–	–	–	(1,379)	(1,062)	–	(2,441)
Written off	–	–	–	(167,995)	–	(4,733)	–	(172,728)
Elimination of accumulated depreciation on revaluation	–	(1,644,787)	–	–	–	–	–	(1,644,787)
Transfer to investment properties (Note 5)	–	(7,700)	–	–	–	–	–	(7,700)
As at 30 June 2025/1 July 2025	–	956,163	8,010,391	1,652,165	6,103,402	12,207,870	–	28,929,991
Depreciation	–	999,011	445,608	60,033	4,453,620	3,267,474	–	9,225,746
Disposals	–	–	–	–	(121)	(53)	–	(174)
Written off	–	–	–	–	(578)	(1,251)	–	(1,829)
As at 30 June 2026	–	1,955,174	8,455,999	1,712,198	10,556,323	15,474,040	–	38,153,734
Accumulated impairment losses								
As at 1 April 2024	–	–	–	2	1,983,006	1,932,522	–	3,915,530
Impairment losses	–	1,372,872	–	–	–	7,475	–	1,380,347
As at 30 June 2025/1 July 2025/ 30 June 2026	–	1,372,872	–	2	1,983,006	1,939,997	–	5,295,877
Net carrying amount								
As at 30 June 2026	8,500,000	29,141,161	821,470	214,384	18,089,629	9,838,283	1,012,766	67,617,693
As at 30 June 2025	8,500,000	28,755,160	1,087,389	50,760	22,520,498	12,922,490	–	73,836,297

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Renovation, furniture and fittings RM	Equipment and electrical installation RM	Total RM
Cost			
As at 1 April 2024	735,324	771,037	1,506,361
Additions	1,500	33,634	35,134
As at 30 June 2025/1 July 2025	736,824	804,671	1,541,495
Additions	–	3,256	3,256
As at 30 June 2026	736,824	807,927	1,544,751
Accumulated depreciation			
As at 1 April 2024	109,681	312,141	421,822
Depreciation	90,240	105,476	195,716
As at 30 June 2025/1 July 2025	199,921	417,617	617,538
Depreciation	72,201	89,733	161,934
As at 30 June 2026	272,122	507,350	779,472
Accumulated impairment losses			
As at 1 April 2024/30 June 2025/ 1 July 2025/30 June 2026	6,312	39,875	46,187
Net carrying amount			
As at 30 June 2026	458,390	260,702	719,092
As at 30 June 2025	530,591	347,179	877,770

(a) Included in buildings are the following net carrying amount where they are erected on the leasehold land classified as right-of-use assets as disclosed in Note 6 to the financial statements:

	Group	
	30.6.2026 RM	30.6.2025 RM
Buildings erected on:		
- Long lease	14,490,634	14,887,394
- Short lease	14,650,527	13,867,766
	29,141,161	28,755,160

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(b) Operating leases arrangements where the Group is a lessor

Operating leases, in which the Group is the lessor, related to property, plant and equipment owned by the Group with lease terms between one to three years with an extension option.

As at the reporting date, the Group is unable to separately determine the cost and accumulated depreciation attributable to the portion of property, plant and equipment that is subject to operating leases due to the leased portion is immaterial to the financial statements.

	Group	
	1.7.2025 to 30.6.2026 RM	**1.4.2024 to 30.6.2025 RM**
Rental income	1,004,117	858,876

Maturity analysis of the remaining tenure of the operating lease receivables:

	Group	
	30.6.2026 RM	**30.6.2025 RM**
Less than one year	1,004,117	1,142,474
Between one to two years	502,058	1,142,474
Between two to three years	–	490,967
	1,506,175	2,775,915

(c) Included in the property, plant and equipment of the Group were motor vehicles with net carrying amount of RM182,653 (30.6.2025: RM1) which were acquired under hire purchases instalment plan as disclosed in Note 21 to the financial statements.

(d) The net carrying amount of the revalued land and buildings that would have been included in the financial statements stated at cost less accumulated depreciation are as follows:

	Group	
	30.6.2026 RM	**30.6.2025 RM**
Freehold land	2,053,988	2,053,988
Buildings	22,574,923	22,568,969
	24,628,911	24,622,957

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(e) The following property, plant and equipment of the Group have been pledged as securities for banking facilities granted to certain subsidiary companies as disclosed in Note 21(a) to the financial statements:

	Group	
	30.6.2026 RM	30.6.2025 RM
Net carrying amount		
Buildings	10,059,667	299,000

(f) The Group engaged an independent professional valuer, Mr. Stanley Toh Kim Seng of Laurelcap Sdn. Bhd., on 13 August 2026 (30.6.2025: 30 May 2025), to assess the fair value of the freehold land and buildings based on the comparison and cost approach. The valuers have relevant recognised professional qualification and have recent experience in valuing similar properties in the relevant locations and category of property.

The fair value measurement including the basis of measurement, valuation techniques and approaches, significant assumptions and inputs used in determining fair values are disclosed in Note 34(b) to the financial statements.

(g) Purchase of property, plant and equipment

The aggregate additional cost for the property, plant and equipment of the Group and of the Company acquired under lease financing and cash payments is as follows:

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Total additions	3,116,121	10,673,103	3,256	35,134
Less: Lease financing	(229,485)	–	–	–
Cash payments	2,886,636	10,673,103	3,256	35,134

5. INVESTMENT PROPERTIES

Group	Freehold land and buildings RM	Leasehold land and buildings RM	Total RM
At fair value			
As at 1 April 2024	2,850,000	784,000	3,634,000
Fair value (loss)/gain	(370,000)	96,000	(274,000)
Transfer from property, plant and equipment (Note 4)	930,000	–	930,000
As at 30 June 2025/1 July 2025	3,410,000	880,000	4,290,000
Additions	69,254	–	69,254
Transfer from property, plant and equipment (Note 4)	–	100,000	100,000
Transfer from right-of-use assets (Note 6)	–	500,000	500,000
As at 30 June 2026	3,479,254	1,480,000	4,959,254

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

5. INVESTMENT PROPERTIES (CONT'D)

(a) Investment properties represent:

(i) Three (3) units of freehold double storey terraced house located in Petaling Jaya and Subang Jaya, Selangor;
(ii) One (1) unit of freehold stratified shop unit located at Pusat Perdagangan Kuchai Lama, Kuala Lumpur;
(iii) One (1) unit of leasehold single storey semi-detached house located at Petaling Jaya, Selangor; and
(iv) One (1) unit of leasehold single storey terraced house located at Petaling Jaya, Selangor.

(b) The investment properties are valued at fair value based on market values determined by an independent firms of professional valuers. The fair value measurements including the basis of measurement, valuation techniques and approaches, significant assumption and input used in determining fair value of the investment properties are disclosed in Note 34(b) to the financial statements.

(c) The leasehold land and buildings have a lease period of 99 years.

(d) During the financial year (30.6.2025: previous financial period), certain freehold and leasehold land (30.6.2025: freehold land) with buildings erected thereon were transferred to investment properties from property, plant and equipment and right-of-use assets as they were no longer used by the Group and would be leased to a third party.

Immediately before the transfer, the Group remeasured the properties at fair value and recognised a revaluation deficit, net of deferred taxation, amounting to RM Nil (30.6.2025: RM62,048), in the non-distributable revaluation reserve.

(e) The following investment properties of the Group have been pledged as securities for banking facilities granted to certain subsidiary companies as disclosed in Note 21(a) to the financial statements:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Net carrying amount		
Freehold land and buildings	1,710,000	1,710,000

(f) The rental income and operating expenses related to the investment properties are as follows:

	Group	
	1.7.2025 to 30.6.2026	**1.4.2024 to 30.6.2025**
	RM	**RM**
Rental income	151,100	176,600
Direct operating expenses of revenue generating investment properties	16,499	70,097

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

5. INVESTMENT PROPERTIES (CONT'D)

(g) Operating leases arrangements where the Group is a lessor

Operating leases, in which the Group is the lessor, related to investment properties owned by the Group with lease terms between one to three years with an extension option.

The leases do not have an option to purchase the properties at the expiring of the lease period.

Maturity analysis of the remaining tenure of the operating lease receivables:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Less than one year	134,400	78,400
Between one to two years	31,000	10,000
	165,400	88,400

(h) The entire additional cost for the investment properties of the Group are acquired under cash payments.

6. RIGHT-OF-USE ASSETS

	At revaluation	← At amortised cost →			
	Leasehold land				
Group	**Long lease**	**Short lease**	**Shoplot**	**Motor vehicles**	**Total**
	RM	**RM**	**RM**	**RM**	**RM**
Net carrying amount					
As at 1 April 2024	17,302,557	29,331,390	2,518,435	181,234	49,333,616
Additions	–	–	5,153,086	448,564	5,601,650
Termination	–	–	(58,448)	–	(58,448)
Depreciation	(301,269)	(1,761,854)	(3,773,993)	(277,175)	(6,114,291)
Remeasurement	–	6,913,072	–	–	6,913,072
Revaluation surplus	700,034	–	–	–	700,034
As at 30 June 2025	17,701,322	34,482,608	3,839,080	352,623	56,375,633
Net carrying amount					
As at 1 July 2025	17,701,322	34,482,608	3,839,080	352,623	56,375,633
Additions	–	–	6,643,473	–	6,643,473
Depreciation	(244,063)	(3,066,096)	(1,873,669)	(224,282)	(5,408,110)
Transfer to investment properties (Note 5)	(500,000)	–	–	–	(500,000)
As at 30 June 2026	16,957,259	31,416,512	8,608,884	128,341	57,110,996

6. RIGHT-OF-USE ASSETS (CONT'D)

(a) Additional information about the ongoing leasing activities of the Group are as follows:

	Leasehold land							
	Long lease		Short lease		Shoplot		Motor vehicles	
Group	**30.6.2026**	**30.6.2025**	**30.6.2026**	**30.6.2025**	**30.6.2026**	**30.6.2025**	**30.6.2026**	**30.6.2025**
i. Lease term (years)	99	99	3	3	2 to 3	2 to 3	2	2
ii. Renewal option (years)	No	No	21	21	3 to 6	3 to 6	No	No
iii. Termination option	No	No	Yes	Yes	Yes	Yes	Yes	Yes
iv. Restrictions imposed	No	No	Yes	Yes	No	No	No	No
v. Lease term determined by the management (years)	99	99	24	24	2 to 3	2 to 3	2	2

(b) No lease liabilities have been recognised for certain leasehold lands as the Group has settled its lease obligations prior to the date of the initial application of MFRS 16.

(c) The maturity analysis of the lease liabilities is presented in Note 22 to the financial statements.

(d) The net carrying amount of the buildings erected on the above leasehold land are disclosed in Note 4(a) to the financial statements.

(e) The entire additional cost for the right-of-use assets of the Group during the financial year/period are acquired under lease financing.

(f) Long lease land of the Group with net carrying amount of RM15,737,089 (30.6.2025: RM Nil) have been pledged as securities for banking facilities granted to certain subsidiary companies as disclosed in Note 21(a) to the financial statements.

(g) The long leasehold of the Group were revaluated by an independent firms of professional valuers, with appropriate professional qualifications and recent experience in the location and category of property being valued. The fair value measurements including the basis of measurement, valuation techniques and approaches, significant assumptions and input used in determining fair value of the right-of-use assets are disclosed in Note 34(b) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. INVESTMENT IN SUBSIDIARY COMPANIES

Company	Unquoted shares outside Malaysia RM	Unquoted shares in Malaysia RM	Redeemable convertible preference shares in Malaysia RM	Total RM
At cost				
As at 1 April 2024	473	47,109,805	–	47,110,278
Addition (Note (b))	–	100,000	–	100,000
Addition (Note (c))	–	–	82,677,000	82,677,000
As at 30 June 2025/1 July 2025/ 30 June 2026	473	47,209,805	82,677,000	129,887,278
Accumulated impairment losses				
As at 1 April 2024	–	10,795,754	–	10,795,754
Impairment loss (Note (d))	–	2,443,937	33,420,595	35,864,532
As at 30 June 2025/1 July 2025	–	13,239,691	33,420,595	46,660,286
Impairment loss (Note (d))	–	731,878	–	731,878
As at 30 June 2026	–	13,971,569	33,420,595	47,392,164
Net carrying amount				
As at 30 June 2026	473	33,238,236	49,256,405	82,495,114
As at 30 June 2025	473	33,970,114	49,256,405	83,226,992

The details of the subsidiary companies are as follows:

	Equity interest 30.6.2026 %	Equity interest 30.6.2025 %	Principal activities
Subsidiary companies of the Company			
Restoran Oversea (Imbi) Sdn. Bhd.	100	100	Restaurant operator
Restoran Oversea (Subang Parade) Sdn. Bhd.	100	100	Restaurant operator (Dormant)
Restoran Oversea (Bandar Baru Sri Petaling) Sdn. Bhd.	100	100	Restaurant operator
Oversea Training Academy Sdn. Bhd.	100	100	Investment holding
Haewaytian Restaurant Sdn. Bhd.	100	100	Restaurant operator
Oversea Palace Seafood Sdn. Bhd.	100	100	Restaurant operator
EMP Collection Sdn. Bhd.	100	100	Restaurant operator
Oversea Production Sdn. Bhd.	100	100	Manufacturer and wholesaler of confectioneries
Haewaytian Food Industries Sdn. Bhd.	100	100	Distributor of food products

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

The details of the subsidiary companies are as follows: (Cont'd)

	Equity interest 30.6.2026 %	Equity interest 30.6.2025 %	Principal activities
Subsidiary companies of the Company			
Restoran Oversea Confectioneries Sdn. Bhd.	100	100	Manufacturer and wholesaler of confectioneries
Tenshou International Sdn. Bhd.	100	100	Investment holding
Haewaytian Trading Sdn. Bhd.	100	100	Distributing general products
Restoran Oversea Holdings Sdn. Bhd.	100	100	Owner of trademark
Restoran Oversea JV (International) Sdn. Bhd.	100	100	Investment holding
Restoran Oversea (P.J.) Sdn. Bhd.	100	100	Restaurant operator
HWT & Co Limited @ #	100	100	Investment holding
Subsidiary companies of Restoran Oversea JV (International) Sdn. Bhd.			
Oversea Seafood Sdn. Bhd.	100	100	Restaurant operator
Restoran Oversea (Skyplaza GH) Sdn. Bhd.	100	100	Restaurant operator
Restaurant Oversea (CST) Sdn. Bhd.	100	100	Investment holding
Subsidiary company of Oversea Training Academy Sdn. Bhd.			
Nexus Excellent Sdn. Bhd.	100	100	Restaurant operator and letting and managing of commercial property
Subsidiary companies of Nexus Excellent Sdn. Bhd.			
Everose Times Sdn. Bhd.	100	100	Music entertainment organiser and property management services
Cahaya Rev Sdn. Bhd.	100	100	Operators of discotheques, live entertainment and music show and the running of restaurant and fast-food outlets (Dormant)
Subsidiary company of Tenshou International Sdn. Bhd.			
HF Entertainment Sdn. Bhd.	100	100	Investment holding
Subsidiary company of HWT & Co Limited			
HWT Catering Group Limited @^	100	100	Food and beverage service (Dormant)

@ Company not audited by UHY Malaysia PLT and not required to be audited under the laws of the country of incorporation.

All subsidiary companies were having place of business and incorporated in Malaysia except for the following:

Subsidiary company incorporated in the Republic of Seychelles.

^ Subsidiary company incorporated in Hong Kong.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(a) Acquisition of a subsidiary company

On 15 January 2025, HF Entertainment Sdn. Bhd. was incorporated with an issued share capital of 1,000 units of ordinary shares, of which the Group held 100 units of ordinary shares, representing 10% equity interest in HF Entertainment Sdn. Bhd. For a total consideration of RM100 and other shareholders, namely Mogulmax Group Sdn. Bhd. and Luk Hing Development Limited BVI, who subscribed 330 units of ordinary shares and 570 units of ordinary shares respectively for a total consideration of RM330 and RM570 respectively. It is classified as other investment on 30 June 2025.

On 18 July 2025, the Group, through Tenshou International Sdn. Bhd. acquired the remaining 900 units of ordinary shares, representing 90% equity interest in HF Entertainment Sdn. Bhd., from the other shareholders for a cash consideration of RM900. Following the acquisition, HF Entertainment Sdn. Bhd. became a wholly-owned subsidiary of the Group.

The effect of acquisition of HF Entertainment Sdn. Bhd. is as follows:-

	HF Entertainment Sdn. Bhd. RM
30.6.2026	
Investment in an associate company	300,000
Other receivables	287,551
Other payables	(587,218)
Net identified assets	333
Consideration settled in cash/Net cash outflow arising from acquisition of a subsidiary company	1,000
Goodwill arising on acquisition	
Fair value of net identifiable assets	333
Less: Cost of business combination	(1,000)
Goodwill on consolidation	(667)

(b) In the previous financial period, the Company subscribed for an additional 100,000 units of new ordinary shares in Oversea Production Sdn. Bhd. at an issue price of RM1 per ordinary share with cash consideration of RM100,000.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(c) In the previous financial period, the Group had reviewed and assessed the amount due from its subsidiary companies and capitalised the balance as part of its investment in the subsidiary companies through the issuance of new redeemable convertible preference shares ("RCPS"). The following subsidiary companies had since allotted new RCPS in which the Company had fully subscribed these allotments of RCPS shares. The following are the balances capitalised in previous financial period:

	Subscription of RCPS RM
Oversea Training Academy Sdn. Bhd.	13,850,000
Restoran Oversea JV (International) Sdn. Bhd.	48,451,000
EMP Collection Sdn. Bhd.	3,800,000
Restoran Oversea (CST) Sdn. Bhd.	16,576,000
	82,677,000

(d) Impairment assessment of investment in subsidiary companies and amount due from subsidiary companies

As at the reporting date, the Company carried out a review of the recoverable amount of its investment in subsidiary companies and amount due from subsidiary companies on the restaurant segment as there is indication of impairment.

Restaurant Segment

The recoverable amount of the cash generating units ("CGU") is determined based on the value-in-use ("VIU") calculation. The VIU of the restaurant segment was determined by discounting the future cash flows to be generated from the continuing use of the unit and exceeds the carrying amount of the CGU.

The VIU is derived based on the management's cash flow forecast and projections. The key assumptions used in the calculation of the VIU are as follows:

(i) A high growth potential is projected from the newly opened restaurant outlets and recent renovations. Revenue is expected to grow exponentially in financial year 2027, followed by an annual growth rate of 13.05% thereafter. A terminal value has been determined at the end of Year 5 based on perpetual cash flows with no growth assumed beyond Year 5.

(ii) The Group's restaurant operations will continue as a going concern.

(iii) The gross profit margin is projected to remain in the range of 57% to 79% over the next five years.

(iv) The inflation rate is assumed to remain at 1.9% per annum over the next five years.

(v) The pre-tax discount rate is assumed at 8.92% per annum.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

7. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(d) Impairment assessment of investment in subsidiary companies and amount due from subsidiary companies (Cont'd)

The VIU is derived based on the management's cash flow forecast and projections. The key assumptions used in the calculation of the VIU are as follows: (Cont'd)

(vi) The Group will be able to renew its lease agreements on a going concern basis.

Based on the assessment carried out, the Company recognised the following additional and reversal of impairment loss:

	Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Impairment loss on investment in subsidiary companies	731,878	35,864,532
Impairment loss on amount due from subsidiary companies (Note 15(i))	–	52,097
Reversal of impairment loss on amount due from subsidiary companies (Note 15(i))	(24,509)	(172,761)
	707,369	35,743,868

Sensitivity to changes in assumptions

With regards to the assessment of the value-in-use of the CGUs, the management believes that no reasonably possible movements in any of the above key assumptions would cause the carrying values of the investment in subsidiary companies and amount due from subsidiary companies to materially exceed its recoverable amounts.

8. INVESTMENT IN AN ASSOCIATE COMPANY

	Group	
	30.6.2026 RM	30.6.2025 RM
At cost		
As at 1 July 2025/1 April 2024	–	–
Addition through acquisition of a subsidiary company	300,000	–
As at 30 June 2026/30 June 2025	300,000	–
Less: Share of post-acquisition losses		
As at 1 July 2025/1 April 2024	–	–
Share of post-acquisition loss	(300,000)	–
As at 30 June 2026/30 June 2025	(300,000)	–
Net carrying amount		
As at 30 June 2026/30 June 2025	–	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

8. INVESTMENT IN AN ASSOCIATE COMPANY (CONT'D)

The details of the associate is as follows:

Name of company	Equity interest 30.6.2026 %	Equity interest 30.6.2025 %	Principal activities
Indirect interest through HF Entertainment Sdn. Bhd.			
Have Fun KL Sdn. Bhd. (Incorporated and place of business in Malaysia)	30	–	Operation and management of a multi-entertainment outlet that includes karaoke, live music performance and food and beverages

(a) The associate company is not audited by UHY Malaysia PLT.

(b) The associate company's financial year end is 31 December which is different financial year end from the Group. Accordingly, the Group is using the unaudited management accounts as at 30 June 2026 in the application of the equity method and the carrying amount. The potential effect is estimated to be immaterial as the Group has unrecognised share of post-acquisition losses.

(c) The Group has not recognised its share of losses of Have Fun KL Sdn. Bhd. amounting to RM155,340 because the Group's cumulative share of losses has exceeded its interest in that associate company and the Group has no obligation in respect of these losses. The Group's cumulative accumulated losses not recognised were RM155,340.

(d) The associate company have no contingent liabilities or capital commitments related to the Group as at the reporting date.

(e) The summarised financial information of the Group's associates are as follows:

(i) Summarised statement of financial position

	30.6.2026 RM
Assets and Liabilities	
Non-current assets	41,300,115
Current assets	4,026,006
Non-current liabilities	(16,340,303)
Current liabilities	(31,398,291)
Net assets	(2,412,473)
Group's share of net assets	(723,742)

(ii) Summarised statement of profit or loss and other comprehensive income

	1.7.2025 to 30.6.2026 RM
Financial Results	
Loss and total comprehensive loss	(1,517,800)
Group's share of result for the financial year ended 30 June	
Group's share of total comprehensive loss	(455,340)

9. OTHER INVESTMENTS

Group	Non-current: Fair value through other comprehensive income – Quoted investment outside Malaysia RM	Non-current: Fair value through other comprehensive income – Quoted investment in Malaysia RM	Non-current: Amortised cost – Unquoted shares in Malaysia RM	Non-current: Total RM	Current: Fair value through profit or loss – Unit trust RM	Grand total RM
Cost						
As at 1 April 2024	5,297,307	1,800	393,379	5,692,486	17,350,781	23,043,267
Additions	–	–	100	100	13,425,102	13,425,202
Redemptions	–	–	–	–	(24,579,034)	(24,579,034)
Changes in fair value	(2,219,453)	(450)	–	(2,219,903)	305,977	(1,913,926)
Distribution reinvested	–	–	–	–	275,670	275,670
As at 30 June 2025/1 July 2025	3,077,854	1,350	393,479	3,472,683	6,778,496	10,251,179
Additions	–	–	–	–	5,900,000	5,900,000
Redemptions	–	–	–	–	(12,652,727)	(12,652,727)
Disposal	–	–	(72,500)	(72,500)	–	(72,500)
Changes in fair value	(2,992,265)	–	–	(2,992,265)	57,693	(2,934,572)
Distribution reinvested	–	–	–	–	20,981	20,981
Reclassified to investment in subsidiary companies	–	–	(100)	(100)	–	(100)
As at 30 June 2026	85,589	1,350	320,879	407,818	104,443	512,261
Accumulated impairment losses						
As at 1 April 2024/30 June 2025/ 1 July 2025	–	–	393,379	393,379	–	393,379
Disposal	–	–	(72,500)	(72,500)	–	(72,500)
As at 30 June 2026	–	–	320,879	320,879	–	320,879
Net carrying amount						
As at 30 June 2026	85,589	1,350	–	86,939	104,443	191,382
As at 30 June 2025	3,077,854	1,350	100	3,079,304	6,778,496	9,857,800

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

9. OTHER INVESTMENTS (CONT'D)

Current	Company 30.6.2026 RM	Company 30.6.2025 RM
Investment in unit trust classified as financial assets at fair value through profit or loss		
As at 1 July 2025/1 April 2024	6,778,496	17,250,377
Additions	5,400,000	13,274,102
Redemptions	(12,151,310)	(24,327,835)
Changes in fair value	56,343	306,182
Distribution reinvested	20,914	275,670
As at 30 June 2026/30 June 2025	104,443	6,778,496

(a) The currency exposure profile of the other investments are as follows:

	Group 30.6.2026 RM	Group 30.6.2025 RM	Company 30.6.2026 RM	Company 30.6.2025 RM
Ringgit Malaysia	105,793	6,779,946	104,443	6,778,496
Hong Kong Dollar	85,589	3,077,854	–	–
	191,382	9,857,800	104,443	6,778,496

(b) The fair values of quoted investments are measured based on the reporting date/period quoted prices in an active market.

(c) The fair value of the unit trust is determined by reference to the bid price at the close of the business at the end of each reporting period.

(d) Investment in unit trust is classified as cash and cash equivalents as the fund is redeemable on demand at face value and can be readily converted to cash within a short period, with minimal risk of changes in value.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

10. INTANGIBLE ASSETS

	Goodwill RM	Trademark RM	Total RM
Cost			
As at 1 April 2024	–	503,373	503,373
Addition	–	15,590	15,590
Written off	–	(180,156)	(180,156)
As at 30 June 2025/1 July 2025	–	338,807	338,807
Acquisition through business combination	667	–	667
As at 30 June 2026	667	338,807	339,474
Accumulated amortisation			
As at 1 April 2024	–	439,896	439,896
Addition	–	19,500	19,500
Written off	–	(180,156)	(180,156)
As at 30 June 2025/1 July 2025	–	279,240	279,240
Addition	–	14,158	14,158
As at 30 June 2026	–	293,398	293,398
Accumulated impairment losses			
As at 1 April 2024/30 June 2025/ 1 July 2025	–	–	–
Impairment losses	667	–	667
As at 30 June 2026	667	–	667
Net carrying amount			
As at 30 June 2026	–	45,409	45,409
As at 30 June 2025	–	59,567	59,567

Impairment assessment

Trademark

The Group performed an assessment during the financial year on the recoverable amount of the trademark to determine whether the carrying amount of the trademark is recoverable. The view was carried out in accordance with MFRS 136 Impairment of Assets. The estimated recoverable amount is determined based on value in use ("VIU"). Cash flow projections used in these calculations were based on financial budgets approved by management covering a five years period.

Key assumptions used in the value in use calculations for the trademark impairment assessment are gross profit margin in the range of 25% to 77% and revenue growth rate of 7.3% to 13.05%. The values assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external sources and internal sources.

A discount rates of 8.92% to 9.77% were applied in determining the recoverable amounts of the trademark. The discount rate was estimated based on the weighted average cost of capital of the subsidiary.

Goodwill

The Group had decided to impaired the goodwill as it was not in favourable financial position as at reporting date.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

11. LEASE RECEIVABLE

	Group	
	30.6.2026 RM	30.6.2025 RM
At amortised cost		
Non-current	34,080,141	34,154,254
Current	74,116	69,197
	34,154,257	34,223,451

(a) The Group acts as a head lease in a lease arrangement in which the sub-lessee has partially undertaken to assume a certain percentage of the lease arrangement. The details of the lease liability are disclosed in Note 22 to the financial statements.

(b) The incremental discount rate applied to the lease receivable is at 6.89% (30.6.2025: 6.89%) per annum.

(c) The movement of the lease receivable during the financial year/period is as follows:

	Group	
	30.6.2026 RM	30.6.2025 RM
As at 1 July 2025/1 April 2024	34,223,451	29,400,442
Accretion of interest income	2,355,835	2,728,579
Lease rental received:		
- Principal	(69,194)	49,047
- Interest	(2,355,835)	(2,728,579)
Remeasurement [(1)]	–	4,773,962
As at 30 June 2026/30 June 2025	34,154,257	34,223,451

(1) Remeasurement

The remeasurement arises from the adjustment made to the annual lease rental income by 28% from the last annual lease income. This reflects a corresponding adjustment made by the lessor as disclosed in Note 22 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

11. LEASE RECEIVABLE (CONT'D)

(d) The lease income to be received is as follows:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Minimum lease income:		
- not later than one year	2,425,033	2,425,032
- later than one year and not later than two years	2,566,493	2,425,033
- later than two years and not later than three years	2,667,536	2,566,493
- later than three years and not later than four years	2,667,537	2,667,536
- later than four years and not later than five years	2,667,537	2,667,536
- later than five years	56,256,322	58,923,857
	69,250,458	71,675,487
Less: Unearned interest income	(35,096,201)	(37,452,036)
	34,154,257	34,223,451
Present value of lease receivable:		
- non-current portion	34,080,141	34,154,254
- current portion	74,116	69,197
	34,154,257	34,223,451

(e) The table below summarises the maturity profile of the Group's lease receivable as at the end of the reporting period, based on the undiscounted contractual income to be received:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Term 2, 36 months ending November 2027	3,435,464	5,860,497
Term 3, 48 months ending November 2031	10,670,147	10,670,146
Term 4, 36 months ending November 2034	8,802,870	8,802,870
Term 5, 36 months ending November 2037	9,683,157	9,683,157
Term 6, 48 months ending November 2041	14,201,965	14,201,964
Term 7, 36 months ending November 2044	11,716,621	11,716,620
Term 8, 30 months ending May 2047	10,740,234	10,740,233
	69,250,458	71,675,487

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

11. LEASE RECEIVABLE (CONT'D)

(f) Finance lease income

Finance income recognised on the net investment in the finance lease amounted to RM2,355,835 (1.4.2024 to 30.6.2025: RM2,728,579).

(g) Impairment of lease receivable

The Group assesses expected credit losses on lease receivable in accordance with MFRS 9 Financial Instruments. The assessment takes into consideration historical credit loss experience, the current financial position of the sub-lessee, prevailing economic conditions and reasonable and supportable forward-looking information.

The management considers the credit risk associated with the lease receivable to be nil. The assessment is reviewed at each reporting date, and any changes in expected credit losses are recognised in profit or loss in accordance with MFRS 9.

12. OTHER FINANCIAL ASSETS

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
At 1 July 2025/1 April 2024	–	–
Addition	260,555	–
Changes in fair value recognised in profit or loss	1,183	–
At 30 June 2026/30 June 2025	261,738	–

Other financial asset represents a keyman insurance policy (the "Policy") taken up to insure an executive director of the Company (the "Insured Person"). For any insured events happened to the Insured Person, the insured sum will be payable to the Company. The Policy can be withdrawn at any time with surrender charges if such withdrawal occurs before the maturity date of the Policy and a cash refund will be based on the cash surrender value of the Policy at the date of withdrawal.

As at 30 June 2026, the Directors of the Company expect that the Policy will be terminated at the maturity date and there will be no specific surrender charge in accordance with the terms of the Policy.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

13. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set-off tax recoverable against tax payable and when the deferred taxes relate to the same tax authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Net deferred tax liabilities as at 1 July 2025/1 April 2024	6,163,363	6,295,814	–	–
Recognised in profit or loss				
- Current financial year/period	(312,753)	(565,554)	47,278	–
- Under/(Over) recognised in prior financial period/ year	406,944	(216,658)	–	–
	94,191	(782,212)	47,278	–
Recognised in other comprehensive income:				
- Revaluation of land and buildings	–	649,761	–	–
Net deferred tax liabilities as at 30 June 2026/2025	6,257,554	6,163,363	47,278	–
Presented after appropriate offsetting as follows:				
Deferred tax assets	(19,068,355)	(18,324,245)	–	–
Deferred tax liabilities	25,325,909	24,487,608	47,278	–
	6,257,554	6,163,363	47,278	–

	← Temporary differences arising from: →					
Group	Unused tax losses RM	Lease liabilities RM	Service charge fund RM	Total RM	Offsetting* RM	Grand total RM
Deferred tax assets						
As at 1 April 2024	(609,086)	(14,346,729)	–	(14,955,815)	14,955,815	–
Recognised in profit or loss	147,086	(3,077,516)	(438,000)	(3,368,430)	3,368,430	–
As at 30 June 2025	(462,000)	(17,424,245)	(438,000)	(18,324,245)	18,324,245	–
As at 1 July 2025	(462,000)	(17,424,245)	(438,000)	(18,324,245)	18,324,245	–
Recognised in profit or loss	462,000	(1,161,005)	(45,105)	(744,110)	744,110	–
As at 30 June 2026	–	(18,585,250)	(483,105)	(19,068,355)	19,068,355	–

13. DEFERRED TAXATION (CONT'D)

	← Temporary differences arising from: →						
Group	**Property, plant and equipment and investment properties RM**	**Right-of-use assets RM**	**Lease receivable RM**	**Asset revaluation reserve RM**	**Total RM**	**Offsetting* RM**	**Grand total RM**
Deferred tax liabilities							
As at 1 April 2024	1,759,262	7,039,534	7,056,106	5,396,727	21,251,629	(14,955,815)	6,295,814
Recognised in profit or loss	(910,497)	1,929,291	1,157,523	409,901	2,586,218	(3,368,430)	(782,212)
Recognised in other comprehensive income	–	–	–	649,761	649,761	–	649,761
As at 30 June 2025	848,765	8,968,825	8,213,629	6,456,389	24,487,608	(18,324,245)	6,163,363
As at 1 July 2025	848,765	8,968,825	8,213,629	6,456,389	24,487,608	(18,324,245)	6,163,363
Recognised in profit or loss	481,674	1,139,043	–	(782,416)	838,301	(744,110)	94,191
As at 30 June 2026	1,330,439	10,107,868	8,213,629	5,673,973	25,325,909	(19,068,355)	6,257,554

* The offsetting is within the same subsidiary company.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

13. DEFERRED TAXATION (CONT'D)

Company	Temporary differences arising from property, plant and equipment RM
Deferred tax liabilities	
As at 1 July 2025	–
Recognised in profit and loss	47,278
As at 30 June 2026	47,278

The potential deferred tax assets that have not been recognised are as follows:

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Temporary differences arising from				
- property, plant and equipment	2,894	109,907	–	–
Unused capital allowances	13,430,262	12,011,428	270,565	53,088
Unused tax losses	23,444,572	19,142,580	163,166	163,166
	36,877,728	31,263,915	433,731	216,254
Potential deferred tax assets not recognised calculated at 24%	8,850,655	7,503,340	104,095	51,901

Deferred tax assets of the companies in the Group are only recognised to the extent where it is probable that future taxable profit will be available against which deductible temporary differences can be utilised. The balance of the deferred tax assets have not been recognised as it is not probable that sufficient future taxable profits will be available to offset against the unrecognised deferred tax assets.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

14. INVENTORIES

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Restaurant segment		
Food	4,553,240	4,984,880
Wine, liquor and other beverages	6,451,547	7,170,876
Manufacturing segment	11,004,787	12,155,756
Raw materials	752,977	651,903
Work-in-progress	946,463	633,961
Finished goods	278,577	570,194
Packing materials	–	223,529
	1,978,017	2,079,587
	12,982,804	14,235,343

	Group	
	1.7.2025 to 30.6.2026	**1.4.2024 to 30.6.2025**
	RM	**RM**
Recognised in profit or loss and included in cost of sales:		
Inventories recognised as cost of sales	27,511,586	37,544,814
Inventories written down to net realisable value	34,025	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

15. RECEIVABLES

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Trade receivables				
- third parties	2,705,128	3,306,195	–	–
- related parties	5,099,444	4,867,564	–	–
Less: Allowance for impairment loss	(4,728,905)	(2,505,164)	–	–
	3,075,667	5,668,595	–	–
Other receivables	13,392,090	5,137,106	975	–
impairment loss	(4,752,813)	(4,862,048)	–	–
	8,639,277	275,058	975	–
Deposits	9,328,333	8,647,878	10,740	10,740
Prepayments	5,407,357	5,428,041	4,632	8,131
	23,374,967	14,350,977	16,347	18,871
Due from subsidiary companies - non-trade	–	–	23,875,363	15,181,442
Less: Allowance for impairment loss	–	–	(612,097)	(636,606)
	–	–	23,263,266	14,544,836
	26,450,634	20,019,572	23,279,613	14,563,707

(a) Related parties refer to companies in which a Director of the Company have financial interest, significant influence or control.

(b) The Group's normal trade receivables' credit periods range from 30 to 90 days (30.6.2025: 30 to 90 days). Other credit terms are assessed and approved on a case-by-case basis.

(c) As at the reporting date, the Group is exposed to a significant concentration of credit risk whereby a substantial amount of the total trade receivables is due from two (30.6.2025: three) major receivables, representing approximately 54% (30.6.2025: 88%) of the total trade receivables of the Group.

(d) The non-trade amount due from subsidiary companies are unsecured, interest free and repayable upon demand.

The related party relationships and transactions with the above parties are as disclosed in Note 30 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

15. RECEIVABLES (CONT'D)

(e) The ageing analysis of the Group's trade receivables is as follows:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Neither past due nor impaired		
Past due but not impaired	904,725	3,701,608
- 1 to 30 days	643,893	268,471
- 31 to 60 days	85,846	189,964
- 61 to 90 days	79,208	491,022
- More than 90 days	1,361,995	1,017,530
	2,170,942	1,966,987
Impaired	4,728,905	2,505,164
	7,804,572	8,173,759

The Group does not hold any collateral or other credit enhancement over the balances.

Trade receivables that are not past due nor individually impaired are creditworthy debtors with good payment records with the Group.

As at 30 June 2026, gross trade receivables of RM2,170,942 (30.6.2025: RM1,966,987) were past due but not individually impaired. These relate to a number of independent customers from whom there is no recent history of default.

The trade receivables of the Group that are individually assessed to be impaired amounting to RM4,728,905 (30.6.2025: RM2,505,164). These relate to a number of independent customers that are in financial difficulties and have defaulted on payments.

(f) Included in the deposits of the Group is an amount of RM2,610,885 (30.6.2025: RM2,610,885) paid to The Arch Galeries Sdn. Bhd., a subsidiary company of Focus Dynamic Group Berhad, a company in which a Director of the Company has control or significant influence for rental of event halls.

(g) Included in the prepayments of the Group is an advance paid to contractors for renovation works amounting to RM2,985,000 (30.6.2025: RM2,985,000) in relation to a new restaurant that has yet to commence business.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

15. RECEIVABLES (CONT'D)

(h) Measurement of Expected Credit Loss ("ECL") - simplified approach for trade receivables

The Group applies the MFRS 9 simplified approach to measure ECL which employs a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables (including related parties) have been grouped based on shared credit risk characteristics and the days past due. The Group uses an ageing analysis to monitor the credit risk quality of the trade receivables. Any trade receivables having significant balances past due more than 120 days are deemed to have higher credit risk and are monitored closely.

The Group measures the expected credit losses of certain major customers, trade receivables that are credit-impaired and trade receivables with a high risk of default on an individual basis.

The expected loss rates are based on the payment profiles of sales over 12 months (30.6.2025: 12 months) before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the trade receivables to settle their debts using the simplified approach.

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial period.

The movement in the allowance for impairment loss is as follows:

	Individually impaired RM	Expected credit loss RM	Total RM
Trade receivables			
As at 1 April 2024	121,803	122,249	244,052
Addition	2,261,112	–	2,261,112
As at 30 June 2025/1 July 2025	2,382,915	122,249	2,505,164
Addition	2,252,483	–	2,252,483
Reversal	(28,742)	–	(28,742)
As at 30 June 2026	4,606,656	122,249	4,728,905

(i) Measurement of ECL – general 3-stage approach for financial assets other than trade receivables

Other financial assets include lease receivable, other receivables, deposits and amount due from subsidiary companies.

The Group and the Company consider the probability of default upon initial recognition of the asset and whether there has been any significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information, where available.

Loss allowance is measured on either a 12-month ECL or a lifetime ECL.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

15. RECEIVABLES (CONT'D)

(i) Measurement of ECL – general 3-stage approach for financial assets other than trade receivables (Cont'd)

Lease receivable

The Group has assessed the allowance for impairment loss for lease receivable individually. The risk of default on lease receivable is assessed to be low, taking into consideration of the payment history and creditworthiness. In additions, security deposits collected from lease receivable provide a form of credit risk mitigation, as they may be utilised to offset outstanding lease receivable in the event of default, subject to the terms of the respective lease arrangements.

Other receivables

Allowance for impairment loss is assessed for other receivables individually. The movement of the allowance for impairment loss is as follows:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Individually impaired		
As at 1 July 2025/1 April 2024	4,862,048	4,926,839
Addition	–	188,743
Reversal	(109,235)	(253,534)
As at 30 June 2026/30 June 2025	4,752,813	4,862,048

Deposits

Deposits mainly represent deposits paid for the rental of premises and transactions as disclosed in Note 15(f) to the financial statements. The deposit is refundable at the end of the leasing terms or upon termination of agreement. No allowance for impairment loss is recognised as the probability of default is low.

Amount due from subsidiary companies

The Company has assessed the allowance for impairment loss for amount due from subsidiary companies individually. As at reporting date, the movement of the allowance for impairment loss is as follows:

	Company	
	30.6.2026	**30.6.2025**
	RM	**RM**
Individually impaired		
As at 1 July 2025/1 April 2024	636,606	757,270
Addition	–	52,097
Reversal	(24,509)	(172,761)
As at 30 June 2026/30 June 2025	612,097	636,606

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

16. TAXATION

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Net tax recoverable as at 1 July 2025/ 1 April 2024	754,990	119,458	44,541	43,303
Income taxation				
- Current tax provision	(296,359)	(1,357,416)	(27,856)	1,238
- Adjustment in respect of prior financial period/year	107,711	47,543	5,011	–
Payment made during the financial year/period	1,011,528	2,006,087	133	–
Tax refunded	(452,365)	(60,682)	(15,580)	–
Net tax assets as at 30 June	1,125,505	754,990	6,249	44,541
Disclosed as:				
Tax recoverable	1,137,535	804,700	6,249	44,541
Tax payable	(12,030)	(49,710)	–	–
	1,125,505	754,990	6,249	44,541

	Group		Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Taxation expenses/(income) comprise:				
Malaysian taxation				
- Current tax provision	296,359	1,357,416	27,856	(1,238)
- Over provision in prior financial period/year	(107,711)	(47,543)	(5,011)	–
	188,648	1,309,873	22,845	(1,238)
Deferred taxation (Note 13)				
- Current tax provision	(312,753)	(565,554)	47,278	–
- Under/(Over) provision in prior financial period/year	406,944	(216,658)	–	–
	94,191	(782,212)	47,278	–
	282,839	527,661	70,123	(1,238)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

16. TAXATION (CONT'D)

Reconciliation of tax expenses/(income) with loss before taxation:

	Group		Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Loss before taxation	(15,672,384)	(9,796,407)	(1,293,443)	(35,822,558)
Tax at the current income tax rate at 24%	(3,761,372)	(2,351,138)	(310,426)	(8,597,414)
Tax effects in respect of:				
- Non-allowable expenses	3,785,079	2,739,994	164,393	228,553
- Non-taxable income	(1,278,147)	(106,221)	(6,678)	(245,865)
- Gain arising from remeasurement of lease liabilities	–	(475,306)	–	–
- Impairment loss on investment in subsidiary companies	–	–	175,651	8,607,488
- Crystallisation of deferred tax liabilities on revaluation surplus	(109,269)	(87,751)	–	–
- Utilisation of deferred tax assets previously not recognised	(278,133)	(457,266)	–	–
- Deferred taxation not recognised	1,625,448	1,529,550	52,194	6,000
Over provision in prior financial period/year				
- Income taxation	(107,711)	(47,543)	(5,011)	–
- Deferred tax assets	406,944	(216,658)	–	–
	282,839	527,661	70,123	(1,238)

Pursuant to Section 8 of the Finance Act 2021 (Act 833) and the amendment to Section 44(5F) of the Income Tax Act 1967, unused tax losses can be carried forward for a maximum period of ten (10) consecutive Year of Assessment ("YA"), effective from YA 2019. The details of the recognised and unrecognised unused tax losses shall be disregarded after the end of the year of assessment as follows:

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Utilisation period				
Expires by YA 2028	5,042,981	5,472,233	66,281	66,281
Expires by YA 2029	2,127,608	2,127,608	41,681	41,681
Expires by YA 2030	960,713	960,713	55,204	55,204
Expires by YA 2031	3,421,517	3,421,517	–	–
Expires by YA 2032	1,575,908	1,575,908	–	–
Expires by YA 2033	937,305	937,305	–	–
Expires by YA 2034	1,276,682	1,276,682	–	–
Expires by YA 2035	3,093,950	3,370,614	–	–
Expires by YA 2036	5,007,908	–	–	–
	23,444,572	19,142,580	163,166	163,166

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

17. DEPOSITS, CASH AND BANK BALANCES

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Fixed deposits with licensed banks	583,201	2,716,118	11,103	2,104,507
Bank balances	12,122,550	9,540,823	269,476	141,948
Cash in hand	76,489	73,660	1,000	1,000
	12,782,240	12,330,601	281,579	2,247,455

(a) Included in fixed deposits with licensed banks are deposits of RM427,442 (30.6.2025: RM455,619) pledged as securities for bank guarantees granted to certain subsidiary companies.

(b) The effective interest rates and maturity periods of the Group's and of the Company's fixed deposits with licensed banks are as follows:

Effective interest rates per annum	Group	Company
- 30.6.2026	1.70% to 3.10%	1.75% to 2.15%
- 30.6.2025	2.15% to 3.00%	2.15% to 3.00%
Maturity periods		
- 30.6.2026	1 to 12 months	1 to 12 months
- 30.6.2025	1 to 12 months	1 to 12 months

18. SHARE CAPITAL

	30.6.2026 Number of shares (Units)	30.6.2025 Number of shares (Units)	30.6.2026 RM	30.6.2025 RM
Group and Company Issued and paid-up (no par value)				
Ordinary shares				
As at 1 April 2024/ 30 June 2025/ 1 July 2025/30 June 2026	2,279,739,933	2,279,739,933	155,069,642	155,069,642

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

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

18. SHARE CAPITAL (CONT'D)

WARRANT 2023/2026

On 28 August 2023, the Company issued 377,689,939 units of free warrants ("Warrants B") pursuant to a rights issue of warrants on the basis of one (1) warrant for every three (3) shares held by entitled shareholders after the completion of a share split.

The Warrants B are constituted by a Deed Poll dated 10 July 2023. The salient features of the Warrants B are as follows:

(i) the exercise price is RM0.06 per ordinary share and each Warrants B entitles the registered holder ("Warrant holders") to subscribe for one (1) new ordinary share of the Company during the three years period expiring on 22 August 2026 ("Exercise Period");

(ii) at the expiry of the Exercise Period, any Warrants B, which have not been exercised shall automatically lapse and cease to be valid for any purposes;

(iii) Warrant holders must exercise the Warrants B in accordance with the procedures set out in the Deed Poll and shares allotted and issued upon such exercise shall rank pari passu in all respects with the then existing ordinary shares of the Company, and shall be entitled to any dividends, rights, allotments and/or other distributions after the issue and allotment thereof; and

(iv) the Warrant holders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in the Company until and unless such Warrant holders exercise their Warrants B for new ordinary shares of the Company.

The Warrants B had expired and lapsed on 22 August 2026.

Movement in the Warrants B since the listing and quotation thereof are as follows:

	Number of warrants			
	Balance as at 1.7.2025	**Addition**	**Expired**	**Balance as at 30.6.2026**
Warrants B	377,689,939	–	–	377,689,939

Capital management

The primary objective of the Group's capital management is to ensure that entities of the Group are able to continue as going concerns whilst maximising the return to shareholders.

The Group reviews the capital structure on an annual basis and the Directors consider the cost of capital and the risk associated with the capital. The Group manages its capital structure and makes adjustments to address changes in the economic environment, regulatory requirements and risk characteristics in the business operations of the Group. These initiatives include dividend payments and other adjustments in light of economic conditions.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

18. SHARE CAPITAL (CONT'D)

Capital management (Cont'd)

The Group monitors capital using a debt-to-equity ratio, which is total lease liabilities and borrowings divided by total equity. The debt-to-equity ratio is as follows:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Total borrowings (Note 21)	6,984,987	1,073,237
Total lease liabilities (Note 22)	76,915,838	73,931,329
Total debt	83,900,825	75,004,566
Total equity	107,589,015	126,537,000
Total capital employed	191,489,840	201,541,566
Debt-to-equity ratio	44 : 56	37 : 63

There are no changes made on the capital management policies and procedures of the Group and of the Company during the financial year.

19. TREASURY SHARES

	Group and Company	
	30.6.2026	**30.6.2025**
	RM	**RM**
As at 30 June	835,550	835,550

The shareholders of the Company, by a resolution passed in the last Annual General Meeting held on 26 November 2025, renewed their approval for the Company's plan to repurchase its own shares. The Directors of the Company are committed to enhance the value of the Company for its shareholders and believe that the repurchase plan can be applied in the best interest of the Company and its shareholders.

The amount relates to the acquisition cost of treasury shares.

The total shares purchased under the share buy-back program were financed by internally generated funds. The ordinary shares purchased were retained as treasury shares in accordance with Section 127(6) of the Companies Act 2016 in Malaysia and are presented as a deduction from equity.

Of the total 2,279,739,933 (30.6.2025: 2,279,739,933) units of issued and fully paid-up ordinary shares at the end of the financial year/period, 11,700,000 (30.6.2025: 11,700,000) units of ordinary shares are held as treasury shares by the Group and the Company. None of the treasury shares were resold or cancelled during the financial year/period.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

20. RESERVES

	Note	Group 30.6.2026 RM	Group 30.6.2025 RM	Company 30.6.2026 RM	Company 30.6.2025 RM
Non-distributable					
- Revaluation reserve	(i)	24,461,717	24,806,667	–	–
- Foreign exchange translation reserve	(ii)	(1,270)	(773)	–	–
- Fair value reserve	(iii)	(15,281,469)	(12,289,204)	–	–
Distributable					
Accumulated losses		(55,824,055)	(40,213,782)	(49,888,573)	(48,525,007)
		(46,645,077)	(27,697,092)	(49,888,573)	(48,525,007)

Non-distributable

The non-distributable reserves mainly arise from:

(i) revaluation reserve which represents the revaluation surpluses (net of deferred taxation) of properties presented under property, plant and equipment and right-of-use assets or immediately prior to its reclassification as investment properties as a result of a change in use. Upon retirement or disposal of the properties, the revaluation reserve will be transferred directly to retained earnings;

	Group 30.6.2026 RM	Group 30.6.2025 RM
As at 1 July 2025/1 April 2024	24,806,667	20,293,600
Revaluation surplus of properties	–	4,962,632
Realisation of revaluation surplus	(344,950)	(449,565)
At 30 June 2026/30 June 2025	24,461,717	24,806,667

(ii) foreign exchange translation reserve which arose from the translation of the financial statements of foreign subsidiaries whose functional currency is different from the Group's presentation currency; and

(iii) fair value reserve which represents the cumulative fair value changes (net of tax, where applicable) of investments designated at fair value through other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

21. BORROWINGS

	Group	
	30.6.2026	30.6.2025
Secured	**RM**	**RM**
Bank overdrafts	6,529,350	1,064,488
Term loan	350,000	–
Hire purchase obligations	105,637	8,749
	6,984,987	1,073,237
Disclosed as:		
- current portion	6,670,052	1,073,237
- non-current portion	314,935	–
	6,984,987	1,073,237

(a) The bank overdrafts are secured by legal charge over the buildings, investment properties and long leasehold land as disclosed in Note 4(e), Note 5(e) and Note 6(f) to the financial statements respectively and the corporate guarantee from the Company.

(b) The term loan is secured by assignment of keyman insurance of a Director of the Company.

(c) Interest rates charged are as follows:
- bank overdraft is 7.89% (30.6.2025: 7.89%) per annum.
- term loan is 7.14% (30.6.2025: Nil) per annum.
- hire purchase obligation is 2.40% (30.6.2025: 6.69%) per annum.

(d) Hire purchase obligations:

	Group	
	30.6.2026	30.6.2025
	RM	**RM**
Minimum lease payments:		
- not later than one year	79,100	8,897
- later than one year and not later than five years	34,600	–
	113,700	8,897
Less: Unexpired term charges	(8,063)	(148)
	105,637	8,749
Present value of hire purchase obligation:		
- current portion	73,295	8,749
- non-current portion	32,342	–
	105,637	8,749

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

21. BORROWINGS (CONT'D)

(e) The maturity of bank borrowings are as follows:

	Group	
	30.6.2026 RM	30.6.2025 RM
Within one year	6,670,052	1,073,237
Later than one year and not later than two years	101,485	–
Later than two years and not later than five years	213,450	–
	6,984,987	1,073,237

22. LEASE LIABILITIES

	Group	
	30.6.2026 RM	30.6.2025 RM
At amortised cost		
Non-current	73,630,083	71,376,565
Current	3,285,755	2,554,764
	76,915,838	73,931,329

(a) The Group acts as the head lease in one of the lease arrangements. The portion in which the Group retains significant risk and rewards is recognised in the right-of-use assets as disclosed in Note 6 to the financial statements. The remaining portion in which the substantial risks and rewards incidental to ownership have been transferred to the sub-lessee is disclosed as lease receivable. The details of lease receivable are disclosed in Note 11 to the financial statements.

(b) The Group determines the lease term of a lease as the non-cancellable period of the lease, together with periods covered by an option to extend or to terminate the lease if the Group is reasonably certain to exercise the relevant option. Management exercises significant judgement in determining whether these extension options are reasonably certain to be exercised. The Management has considered the relevant facts and circumstances that create an economic incentive for the Group to either exercise the option to extend the lease, or to exercise the option to terminate the lease.

(c) The remeasurement in the prior financial year arises from the adjustment made to the annual lease rental by 28% against the last annual lease payment imposed by the lessor.

(d) The incremental borrowing rates applied to the lease liabilities ranges from 6.64% to 6.89% (30.6.2025: 6.64% to 6.89%) per annum.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

22. LEASE LIABILITIES (CONT'D)

(e) The movements of the lease liabilities during the financial year/period are as follows:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
As at 1 July 2025/1 April 2024	73,931,329	62,633,562
Additions	6,643,473	5,601,650
Interest charged	5,260,337	5,969,602
Remeasurement	–	9,706,591
Termination	–	(62,898)
Lease payment:		
- Principal	(3,658,964)	(3,947,576)
- Interest	(5,260,337)	(5,969,602)
As at 30 June 2026/30 June 2025	76,915,838	73,931,329

(f) Lease liabilities obligations:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Minimum lease payments:		
- not later than one year	8,459,339	7,655,074
- later than one year and not later than five years	25,965,701	22,939,653
- more than five years	114,750,568	119,806,101
	149,175,608	150,400,828
Less: Unexpired term charges	(72,259,770)	(76,469,499)
	76,915,838	73,931,329
Present value of lease liabilities		
- current portion	3,285,755	2,554,764
- non-current portion	73,630,083	71,376,565
	76,915,838	73,931,329

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

22. LEASE LIABILITIES (CONT'D)

(g) The table below summarises the maturity profile of the Group's lease liabilities, in which the Group had acted as a head lease, as at the end of the reporting period based on undiscounted contractual payments:

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Term 2, 36 months ending November 2027	6,985,108	11,915,772
Term 3, 48 months ending November 2031	21,694,923	21,694,923
Term 4, 36 months ending November 2034	17,898,312	17,898,312
Term 5, 36 months ending November 2037	19,688,143	19,688,143
Term 6, 48 months ending November 2041	28,875,943	28,875,943
Term 7, 36 months ending November 2044	23,822,653	23,822,653
Term 8, 30 months ending May 2047	21,837,432	21,837,432
	140,802,514	145,733,178

(h) There were no expenses relating to variable lease payments, and as such, none have been included in the measurement of lease liabilities.

(i) The corresponding right-of-use assets and lease receivable of the lease liabilities are disclosed in Note 6 and Note 11 to the financial statements respectively.

23. PAYABLES

	Group		Company	
	30.6.2026	**30.6.2025**	**30.6.2026**	**30.6.2025**
	RM	**RM**	**RM**	**RM**
Trade payables	6,317,525	5,523,189	–	–
Other payables	6,473,937	6,011,957	20,545	32,552
Sales and service tax payable	355,227	292,189	–	–
Accruals	3,008,791	3,378,764	150,524	143,500
Advance from customers	1,010,430	276,724	–	–
Deposits received (d)	2,153,674	2,280,071	–	–
Due to subsidiary companies				
- Non-trade (c)	–	–	2,322,224	1,835,000
Due to related parties				
- Trade	311,502	293,431	–	–
- Non-trade (c)	303,432	222,000	–	18,824
	19,934,518	18,278,325	2,493,293	2,029,876

(a) Related parties refer to companies in which a Director of the Company have financial interest, significant influence or control.

(b) The normal trade credit periods granted to the Group range from 30 to 90 days (30.6.2025: 30 to 90 days) or such other periods as negotiated with the suppliers.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

23. PAYABLES (CONT'D)

(c) The non-trade amounts due to subsidiary companies and related parties are unsecured, interest free and repayable upon demand.

The related party relationships and transactions with the above parties are disclosed in Note 30 to the financial statements.

(d) Deposits received mainly represent deposits received for the rental of premises. The deposit is refundable at the end of the leasing terms or upon termination of agreement.

24. REVENUE AND COST OF SALES

	Group		Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Revenue from contracts with customers, recognised at point in time				
- Sales of food and beverage	57,275,077	78,367,674	–	–
- Sales of mooncakes and other baked products	12,560,691	16,281,576	–	–
	69,835,768	94,649,250	–	–
Other sources of revenue				
- Rental income	1,818,999	1,491,254	–	–
	71,654,767	96,140,504	–	–

No revenue disclosure was provided for major customers during the financial year/period, as none of the customer generated revenue more than 10% of the Group's total revenue.

Disaggregation of revenue from contracts with customers

	Group	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Primary geographical markets		
Malaysia	70,128,107	90,716,977
United States	1,526,660	5,423,527
	71,654,767	96,140,504

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

25. OTHER OPERATING INCOME AND FINANCE INCOME

Included in other operating income and finance income are the following:

	Group		Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Distribution income from unit trust, net of non-allowable expenses	20,981	275,670	20,914	275,670
Fair value gain on other investments	57,693	305,977	56,343	306,182
Fair value gain on other financial assets	1,183	–	–	–
Gain on disposal of:				
- property, plant and equipment	236	468,354	–	–
- other investments	72,992	46,986	13,959	46,257
Gain on termination of lease liabilities	–	4,450	–	–
Gain on remeasurement of lease liabilities	–	1,980,443	–	–
Interest income	187,482	458,125	27,825	223,568
Interest income from lease receivable	2,355,835	2,728,579	–	–
Reversal of allowance for impairment loss on:				
- trade receivables	28,742	–	–	–
- other receivables	109,235	253,534	–	–
- other investments	72,500	–	–	–
- amount due from subsidiary companies	–	–	24,509	172,761
Services fee income	3,606,538	5,077,639	–	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

26. LOSS FROM OPERATIONS

The following items have been charged in arriving at loss from operations:

	Group		Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Allowance for impairment loss on:				
- Trade receivables	2,252,483	2,261,112	–	–
- Other receivables	–	188,743	–	–
- Amount due from subsidiary companies	–	–	–	52,097
- Property, plant and equipment	–	1,380,347	–	–
- Investment in subsidiary companies	–	–	731,878	35,864,532
- Goodwill	667	–	–	–
Amortisation of intangible assets	14,158	19,500	–	–
Auditors' remuneration:				
- UHY Malaysia PLT				
- Statutory audit	248,000	–	25,000	–
- Non-statutory audit	5,000	–	5,000	–
- Other auditors				
- Statutory audit	5,223	275,700	–	50,000
- Non-statutory audit	–	5,000	–	5,000
Depreciation of:				
- Property, plant and equipment	9,225,746	8,818,848	161,934	195,716
- Right-of-use assets	5,408,110	6,114,291	–	–
Directors' remuneration (Note 28)				
- Directors of the Company	1,120,402	1,425,777	251,681	354,800
- Director of the subsidiary companies	275,480	324,311	–	–
Expenses related to short-term leases:				
- Premises	1,539,018	3,188,934	–	–
- Plant and machineries	440,588	142,419	–	–
Fair value loss on investment properties	–	274,000	–	–
Inventories written down to net realisable value	34,025	–	–	–
Property, plant and equipment written off	5,728	11,048	–	–
Staff costs:				
- Salaries, wages, bonuses and allowances	22,692,636	31,035,497	–	–
- Employees' Provident Fund	1,950,390	3,245,111	–	–
- Other employee benefits	489,513	1,563,243	–	19,440

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

27. FINANCE COSTS

	Group	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Interests on:		
- bank overdrafts	33,995	6,535
- hire purchase obligations	8,608	1,491
- lease liabilities	5,260,337	5,969,602
	5,302,940	5,977,628

28. DIRECTORS' REMUNERATION

	Group		Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
(i) Directors of the Company				
Executive Director				
- Salaries, bonuses and allowances	785,940	966,024	–	–
- Employees' Provident Fund	82,781	104,953	–	–
	868,721	1,070,977	–	–
Non-executive Director				
- Fees	247,681	350,800	247,681	350,800
- Salaries, bonuses and allowances	4,000	4,000	4,000	4,000
	251,681	354,800	251,681	354,800
Total	1,120,402	1,425,777	251,681	354,800
(ii) Director of the subsidiary companies				
Executive Director				
- Salaries, bonuses and allowances	249,970	296,172	–	–
- Employees' Provident Fund	25,510	28,139	–	–
	275,480	324,311	–	–
Grand Total	1,395,882	1,750,088	251,681	354,800

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

29. LOSS PER SHARE

The loss per share is calculated by dividing the Group's loss after taxation attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue excluding treasury shares during the financial year/period:

	Group	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Loss attributable to the owners of the Company	(15,955,223)	(10,324,068)

	Number of shares	
	2026	2025
Issued ordinary shares on 1 July 2025/1 April 2024	2,279,739,933	2,279,739,933
Effect of treasury shares held	(11,700,000)	(11,700,000)
Weighted average number of ordinary shares for basic earnings per share	2,268,039,933	2,268,039,933
Weighted average number of ordinary shares for diluted earnings per share on 30 June 2026/30 June 2025	2,268,039,933	2,268,039,933

	Sen	Sen
Basic loss per share	(0.703)	(0.455)
Diluted loss per share	(0.703)	(0.455)

30. SIGNIFICANT RELATED PARTY DISCLOSURES

In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are the other significant related party disclosures:-

(a) Related party relationships

The Directors who are major shareholders and close members of their families and any companies where they have a significant influence are considered as related parties.

Related parties are those whereby one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Group and the Company have related party relationships with the following:

(i) Subsidiary companies as disclosed in Note 7 to the financial statements.

(ii) Companies in which the Director of the Company, Tay Ben Seng, Benson has control or significant influence:

- Focus Dynamics Group Berhad and its subsidiary companies
- SaudiGold Group Berhad and its subsidiary companies
- Ace Pacific Group Berhad and its subsidiary companies

(iii) Key management personnel, including Directors, are those persons having authority and responsibility for planning, directing and controlling the activities of the Group.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

30. SIGNIFICANT RELATED PARTY DISCLOSURES (CONT'D)

(b) Significant related party transactions

In the normal course of business, the Group and the Company undertake on agreed terms and prices, the following significant transactions with its related parties:

	Group		Company	
	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM	1.7.2025 to 30.6.2026 RM	1.4.2024 to 30.6.2025 RM
Transactions entered into with subsidiary companies				
Expenses paid on behalf of	–	–	30,468	1,045,900
Expenses paid by	–	–	9,478	9,021
Advances to	–	–	10,420,012	22,815,000
Advances from	–	–	2,550,000	–
Subscription of:				
- Ordinary shares	–	–	–	100,000
- Redeemable Convertible Preference Shares	–	–	–	82,677,000
Sharing of expenses	–	–	728,375	858,322
Transactions entered into with related parties				
Focus Dynamic Group Berhad and its subsidiary companies				
Sales to	524,947	945,951	–	–
Purchase from	649,935	521,044	–	2,586
Advance deposits paid to	–	2,610,885	–	–
Advertising charged by	432,000	270,000	216,000	252,000
Allowance for impairment loss	–	1,787,766	–	–
Cleaning services	72,000	90,000	–	–
Delivery charges to	6,453	5,441	–	–
Disposal of property, plant and equipment	–	5,006	–	–
License fee income	–	455,000	–	–
Rental income	769,279	706,578	–	–
Ace Pacific Group Berhad and its subsidiary companies				
Sales to	623,252	1,495,905	–	–
Purchase from	–	711,968	–	–
Delivery charges to	1,212	1,690	–	–
SaudiGold Group Berhad and its subsidiary companies				
Sales to	20,250	8,616	–	–

Information regarding the outstanding balances arising from related party transactions are disclosed in Note 15 and Note 23 to the financial statements.

(c) Compensation of key management personnel

The key management's remuneration includes fees, salary, bonus, allowances and other benefits computed based on the costs incurred by the Group and the Company. The Group and the Company define its Directors as key management and their compensations are as stated in Note 28 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

31. CASH AND CASH EQUIVALENTS

	Group		Company	
	30.6.2026 RM	30.6.2025 RM	30.6.2026 RM	30.6.2025 RM
Represented by:				
Investment in unit trust (Note 9)	104,443	6,778,496	104,443	6,778,496
Deposits, cash and bank balances (Note 17)	12,782,240	12,330,601	281,579	2,247,455
	12,886,683	19,109,097	386,022	9,025,951
Less:				
Deposits pledged to bank (Note 17(a))	(427,442)	(455,619)	–	–
Bank overdrafts (Note 21)	(6,529,350)	(1,064,488)	–	–
	5,929,891	17,588,990	386,022	9,025,951

32. FINANCIAL GUARANTEE CONTRACTS

Secured

The Company has provided corporate guarantees totalling RM9,700,000 (30.6.2025: RM2,000,000) to certain licensed banks for banking facilities granted to its subsidiary companies. As at 30 June 2026, the amount utilised under the corporate guarantee is RM6,529,350 (30.6.2025: RM1,064,488).

33. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The table below provides an analysis of the financial instruments categorised as follows:

(i) Financial assets measured at amortised cost ("AC")
(ii) Financial liabilities measured at amortised cost ("FL")
(iii) Financial assets measured at fair value through profit or loss ("FVTPL")
(iv) Financial assets designated at fair value through other comprehensive income ("FVTOCI")

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

33. FINANCIAL INSTRUMENTS (CONT'D)

(a) Categories of financial instruments (Cont'd)

	Carrying amount RM	AC/(FL) RM	FVTPL RM	FVTOCI RM
Group				
30.6.2026				
Financial assets				
Other investments	191,382	–	104,443	86,939
Lease receivable	34,154,257	34,154,257	–	–
Receivables *	21,043,277	21,043,277	–	–
Deposits, cash and bank balances	12,782,240	12,782,240	–	–
	68,171,156	67,979,774	104,443	86,939
Financial liabilities				
Borrowings	(6,984,987)	(6,984,987)	–	–
Lease liabilities	(76,915,838)	(76,915,838)	–	–
Payables #	(18,568,861)	(18,568,861)	–	–
	(102,469,686)	(102,469,686)	–	–
30.6.2025				
Financial assets				
Other investments	9,857,800	100	6,778,496	3,079,204
Lease receivable	34,223,451	34,223,451	–	–
Receivables *	14,591,531	14,591,531	–	–
Deposits, cash and bank balances	12,330,601	12,330,601	–	–
	71,003,383	61,145,683	6,778,496	3,079,204
Financial liabilities				
Borrowings	(1,073,237)	(1,073,237)	–	–
Lease liabilities	(73,931,329)	(73,931,329)	–	–
Payables #	(17,709,412)	(17,709,412)	–	–
	(92,713,978)	(92,713,978)	–	–

* Prepayments is excluded from receivables as it does not meet the definition of a financial instrument.

\# Sales and service tax payable and advance from customers are excluded from payables as they do not meet the definition of a financial instrument.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

33. FINANCIAL INSTRUMENTS (CONT'D)

(a) Categories of financial instruments (Cont'd)

	Carrying amount RM	AC/(FL) RM	FVTPL RM
Company			
30.6.2026			
Financial assets			
Other investments	104,443	–	104,443
Receivables*	23,274,981	23,274,981	–
Deposits, cash and bank balances	281,579	281,579	–
	23,661,003	23,556,560	104,443
Financial liability			
Payables	(2,493,293)	(2,493,293)	–
30.6.2025			
Financial assets			
Other investments	6,778,496	–	6,778,496
Receivables *	14,555,576	14,555,576	–
Deposits, cash and bank balances	2,247,455	2,247,455	–
	23,581,527	16,803,031	6,778,496
Financial liability			
Payables	(2,029,876)	(2,029,876)	–

* Prepayments is excluded from receivables as it does not meet the definition of a financial instrument.

(b) Financial risk management

The Group is exposed to a variety of financial risks, including market risks, credit risk and liquidity risk. The Group's overall risk management objective is to ensure the Group creates value for its shareholders whilst minimising the potential adverse effects on the performance of the Group. The Group does not trade in financial instruments or engage in speculative transactions.

(i) Credit risk

Credit risk is the risk of financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group and the Company are exposed to credit risk mainly from trade receivables, lease receivable, other receivables, deposits, amounts due from subsidiary companies and related parties, investment in unit trust, deposits, cash and bank balances and financial guarantee.

The Group manages its exposure to credit risk from trade receivables by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including investment in unit trust and cash and bank balances), the Group minimises its credit risk by dealing exclusively with high credit rating counterparties.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

33. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

At the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amounts in the statements of financial position.

Analyses of the Group's and the Company's trade receivables and other receivables are reflected in Note 15 to the financial statements.

Lease receivable

The Group is exposed to credit risk arising from its sub-lessee, classified as lease receivable. This risk is managed through regular assessments of the sub-lessee's financial position and payment history. The Group applies the expected credit loss model in accordance with MFRS 9 to measure impairment on lease receivable, taking into account the ageing profile, historical default experience and forward-looking information, where applicable. Based on the management's assessment, given the enforceable terms of the lease agreement entered into, the risk of loss arising from non-repayment by the sub-lessee is considered to be minimal.

Amounts due from subsidiary companies and related parties

The credit risk arising from the amounts due from subsidiary companies and related parties are managed individually by the management of the Group and of the Company to ensure that the risk of losses incurred by the Group and the Company due to non-repayment by the subsidiary companies and related parties are minimal.

Analysis of the Group's and the Company's amounts due from subsidiary companies and related parties are reflected in Note 15 to the financial statements.

Deposits, cash and bank balances

In respect of cash and cash equivalents, the Group's and the Company's policies are to place surplus cash with licensed banks in Malaysia. The likelihood of default by licensed banks is remote based on their high credit ratings.

Financial guarantee contracts

The Company provides unsecured financial guarantees to the respective licensed banks in respect of banking facilities granted to subsidiary companies. The Company monitors on an ongoing basis the results of the subsidiary companies and the repayments made by the subsidiary companies. As at the reporting date, there is no indication that the subsidiary companies would default on repayment. The financial guarantees have not been recognised since the fair value on initial recognition is not material.

(ii) Liquidity risk

Liquidity risk arises mainly from general funding and business activities. The Group practises prudent risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

33. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(ii) Liquidity risk (Cont'd)

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

Group	Carrying amount RM	Contractual interest rate/ Discount rate %	Contractual cash flows RM	Under 1 year RM	Between 1 to 5 years RM	More than 5 years RM
30.6.2026						
Borrowings	6,984,987	2.40 to 7.89	7,048,288	6,698,419	349,869	–
Lease liabilities						
- Head lease outflow	76,915,838	6.64 to 6.89	149,175,608	8,459,339	25,965,701	114,750,568
Payables classified as financial liabilities (Note 33(a))	18,568,861	–	18,568,861	18,568,861	–	–
	102,469,686		174,792,757	33,726,619	26,315,570	114,750,568
Less: Lease receivable						
- Sub-lease inflow	(34,154,257)	6.89	(69,250,458)	(2,425,033)	(10,569,103)	(56,256,322)
	68,315,429		105,542,299	31,301,586	15,746,467	58,494,246
30.6.2025						
Borrowings	1,073,237	6.69 to 7.89	1,073,385	1,073,385	–	–
Lease liabilities						
- Head lease outflow	73,931,329	6.64 to 6.89	150,400,828	7,655,074	22,939,653	119,806,101
Payables classified as financial liabilities (Note 33(a))	17,709,412	–	17,709,412	17,709,412	–	–
	92,713,978		169,183,625	26,437,871	22,939,653	119,806,101
Less: Lease receivable						
- Sub-lease inflow	(34,223,451)	6.89	(71,675,487)	(2,425,032)	(10,326,598)	(58,923,857)
	58,490,527		97,508,138	24,012,839	12,613,055	60,882,244

33. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(ii) Liquidity risk (Cont'd)

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

Company	Carrying amount RM	Contractual interest rate/ Discount rate %	Contractual cash flows RM	Under 1 year RM	Between 1 to 5 years RM	More than 5 years RM
30.6.2026						
Financial guarantee contracts (Note 32)	–	–	6,529,350	6,529,350	–	–
Payables (Note 33(a))	2,493,293	–	2,493,293	2,493,293	–	–
	2,493,293		9,022,643	9,022,643	–	–
30.6.2025						
Financial guarantee contracts (Note 32)	–	–	1,064,488	1,064,488	–	–
Payables (Note 33(a))	2,029,876	–	2,029,876	2,029,876	–	–
	2,029,876		3,094,364	3,094,364	–	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

33. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Market risks

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

Interest rate risk

The Group is exposed to interest rate risk mainly from its fixed deposits with licensed banks, lease liabilities, lease receivable and borrowings. There is no formal hedging policy in respect of interest rate exposure. The interest rate risk is monitored on an ongoing basis and the Group endeavours to keep the exposure at an acceptable level.

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

	Group	
	30.6.2026	**30.6.2025**
	RM	**RM**
Fixed rate instruments:		
Financial assets		
Fixed deposits with licensed banks	583,201	2,716,118
Lease receivable	34,154,257	34,223,451
	34,737,458	36,939,569
Financial liabilities		
Lease liabilities	(76,915,838)	(73,931,329)
Hire purchase obligations	(105,637)	(8,749)
	(42,284,017)	(37,000,509)
Floating rate instrument:		
Financial liability		
Borrowings	6,634,987	1,081,986

Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the Group's loss before taxation by RM68,974 (1.4.2024 to 30.6.2025: RM10,645), arising mainly as a result of higher/lower interest expense on floating rate loans and borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

33. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Market risks (Cont'd)

Foreign currency risk

The Group is exposed to foreign currency risk on assets and liabilities that are denominated in currencies other than the functional currency of the transacting entity.

Foreign currency risk is monitored closely and managed to an acceptable level.

The net carrying amounts of financial assets and financial liabilities stated at currencies other than the functional currency are as follows:

	Group	
	30.6.2026 RM	30.6.2025 RM
Financial assets		
Investment in quoted shares		
- in Hong Kong Dollar ("HKD")	85,589	3,077,854

A 5% and 10% (30.6.2025: 5% and 10%) weakening of the Malaysian Ringgit ("RM") against the Hong Kong Dollar ("HKD") respectively at the end of the reporting period would have increased loss after tax and decrease equity by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Effect of change in RM against foreign currency	Increase in loss after tax RM	Decrease in equity RM
30.6.2026		
- Weakened by 5%	4,279	4,279
- Weakened by 10%	8,558	8,558
30.6.2025		
- Weakened by 5%	153,893	153,893
- Weakened by 10%	307,786	307,786

Conversely, a strengthening of RM against the HKD at the end of the reporting period would have the equal but opposite effect on the above currency to the amounts shown above assuming that all other variables remained constant.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

33. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Market risks (Cont'd)

Equity price risk

The Group is exposed to equity price risk arising from its investment in quoted equity instruments. These instruments are classified as financial assets at fair value through other comprehensive income.

The Group's exposure to equity price risk based on the carrying amounts as at the end of the reporting period was:

	Group	
	30.6.2026 RM	**30.6.2025 RM**
Financial assets at fair value through other comprehensive income		
Investment in quoted shares	86,939	3,079,204
Net exposure in the consolidated statement of financial position	86,939	3,079,204

A 10% (30.6.2025: 10%) increase in equity price at the end of the reporting period would have increased equity by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Increase	**30.6.2026 RM**	**30.6.2025 RM**
Increase in equity	10%	8,694	307,920

A 10% (30.6.2025: 10%) decrease in equity price at the end of the financial year would have had an equal but opposite effect on the above amounts assuming that all other variables remained constant.

34. FAIR VALUE OF ASSETS AND LIABILITIES

(a) Fair value hierarchy

The assets are disclosed under the assets carried at fair value as disclosed in Note 34(b) to the financial statements.

As disclosed in Note 3(c) to the financial statements, land and buildings are carried at fair value less accumulated depreciation. A valuation is performed at least once in every five years. The last full valuation was performed an assessed in 30 May 2025 (Level 2). The desktop valuation was performed and assessed in 13 August 2026 (Level 2).

No disclosure of the fair value of lease liabilities was made, as permitted by paragraph 29 of MFRS 7 Financial Instruments: Disclosures.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(b) Assets carried at fair value

The following table shows an analysis of each class of assets carried at fair value at the end of the reporting period:

Group	← Assets carried at fair value → Level 1 RM	Level 2 RM	Level 3 RM	Carrying amount RM
30.6.2026				
Non-financial assets				
Property, plant and equipment				
- Freehold land	–	8,500,000	–	8,500,000
- Buildings	–	29,190,621	–	29,141,161
Investment properties	–	4,959,254	–	4,959,254
Right-of-use assets				
- Leasehold land, long lease	–	17,742,000	–	16,957,259
	–	60,391,875	–	59,557,674

Group	Assets not carried at fair value but the fair value is Level 1 RM	Level 2 RM	Level 3 RM	Carrying amount RM
30.6.2025				
Non-financial assets				
Property, plant and equipment				
- Freehold land	–	8,500,000	–	8,500,000
- Buildings	–	28,804,620	–	28,755,160
Investment properties	–	4,290,000	–	4,290,000
Right-of-use assets				
- Leasehold land, long lease	–	17,742,000	–	17,701,322
	–	59,336,620	–	59,246,482

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

34. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(b) Assets carried at fair value (Cont'd)

The following table shows an analysis of each class of assets carried at fair value at the end of the reporting period: (Cont'd)

	← Assets carried at fair value →			Carrying amount
	Level 1 RM	Level 2 RM	Level 3 RM	RM
30.6.2026				
Financial assets				
Group				
Other investments				
- 30.6.2026	191,382	–	–	191,382
- 30.6.2025	9,857,800	–	–	9,857,800
Other financial assets				
- 30.6.2026	–	–	261,738	261,738
Company				
Other investments				
- 30.6.2026	104,443	–	–	104,443
- 30.6.2025	6,778,496	–	–	6,778,496

Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within level 2 of the fair value hierarchy:

(i) Property, plant and equipment, investment properties and right-of-use assets

The valuations of land and buildings are based on the comparison and cost approach.

The underlying assumptions used in the determination of fair values within level 2 are as follows:

Freehold land, leasehold land and buildings

The selling price of comparable market transactions that are in close proximity is adjusted for differences in key attributes such as property location, size, shape, lease period and terrain.

The cost is estimated based on the current cost of construction adjusted based on the age and conditions of the buildings.

(ii) The fair value of the quoted investment is measured based on the reporting date/period quoted prices in an active market.

(iii) The fair value of the investment in unit trust is determined by reference to the bid price at the close of the business at the end of each reporting period.

(iv) The fair value of the other financial assets represents keyman insurance contract purchased for a key management personnel of the Group is determined based on the cash surrender value in accordance with the keyman insurance policy which is not an observable input. The fair value of the keyman insurance was estimated by reference to the cash surrender value set out in the keyman insurance policy.

Transfer between levels of fair value hierarchy

There is no transfer between levels of fair value hierarchy during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

35. SEGMENTAL INFORMATION

(a) The Group has the following reportable segments which are operating in Malaysia:

Reportable segments	Operations
Restaurant segment	Involved in the business as restaurant operators
Manufacturing segment	Involved in the manufacturing and wholesale of moon cake and other baked products
Trading and investment holding segment	Involved in the letting and management of properties, trading of general and food products and providing corporate services and treasury functions

The management monitors the operating results of its reportable segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which is the most relevant to the evaluation of the results of the segments.

Segment results, assets and liabilities include items directly attributable to a segment. Segment capital expenditure is the total costs incurred during the reporting period to acquire segment assets that are expected to be used for more than one year.

(b) Segmental information

	Restaurants RM	Manufacturing RM	Trading and investment holding RM	Elimination RM	Consolidated RM
1.7.2025 to 30.6.2026					
Revenue					
Revenue from external customers	57,275,077	12,560,691	1,818,999	–	71,654,767
Inter-segment revenue	–	5,507,821	655,330	(6,163,151)	–
	57,275,077	18,068,512	2,474,329	(6,163,151)	71,654,767
Represented by:-					
Revenue recognised at a point of time					
- Sales of food and beverage	57,275,077	–	–	–	57,275,077
- Sales of mooncakes and other baked product	–	18,068,512	–	(5,507,821)	12,560,691
- Sales of general product	–	–	655,330	(655,330)	–
- Rental income	–	–	1,818,999	–	1,818,999
					71,654,767
Results					
Segmental result	(12,558,983)	(1,201,827)	(20,717,451)	24,108,817	(10,369,444)
Finance costs	(575,944)	(81,126)	(4,789,973)	144,103	(5,302,940)
(Loss)/profit before taxation	(13,134,927)	(1,282,953)	(25,507,424)	24,252,920	(15,672,384)
Taxation					(282,839)
Loss for the financial year					(15,955,223)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

35. SEGMENTAL INFORMATION (CONT'D)

(b) Segmental information (Cont'd)

	Restaurants RM	Manufacturing RM	Trading and investment holding RM	Elimination RM	Consolidated RM
30.6.2026					
Other information					
Assets					
Segment assets	145,296,987	44,203,423	112,266,302	(85,210,305)	216,556,407
Unallocated assets					
- tax recoverable	870,329	260,957	6,249	–	1,137,535
- deferred tax assets	2,259,781	108,329	16,700,245	–	19,068,355
Total assets					236,762,297
Liabilities					
Segment liabilities	96,668,123	11,368,861	104,513,839	(108,715,480)	103,835,343
Unallocated liabilities					
- tax payable	1,459	–	10,571	–	12,030
- deferred tax liabilities	2,811,445	5,960,402	16,554,062	–	25,325,909
Total liabilities					129,173,282
1.7.2025 to 30.6.2026					
Capital expenditure	2,698,540	414,327	3,254	–	3,116,121
Non-cash items					
Amortisation of intangible assets	731	7,267	6,160	–	14,158
Depreciation of property, plant and equipment	8,081,868	981,944	161,934	–	9,225,746
Depreciation of right-of-use assets Allowance for impairment loss on:	3,683,252	475,083	1,573,355	(323,580)	5,408,110
- trade receivables	1,626,366	626,117	–	–	2,252,483
- goodwill	–	–	–	667	667
Fair value gain on other investments	(1,350)	–	(56,343)	–	(57,693)
Gain arising from termination of lease liabilities	(2,261,023)	–	–	2,261,023	–
Gain on disposal of other investments	(1,482)	–	(71,510)	–	(72,992)
Property, plant and equipment written off	5,728	–	–	–	5,728
Reversal of allowance for impairment loss on:					
- trade receivables	–	(28,742)	–	–	(28,742)
- other receivables	(22,284)	–	(86,951)	–	(109,235)
- other investments	–	–	(72,500)	–	(72,500)
- amount due from related companies	(164,315)	(158,185)	(44,509)	367,009	–
Gain on disposal of property, plant and equipment	(236)	–	–	–	(236)
Inventories written down to net realisable value	–	–	–	–	34,025
Fair value gain on other financial assets	–	–	–	–	(1,183)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

35. SEGMENTAL INFORMATION (CONT'D)

(b) Segmental information (Cont'd)

	Restaurants RM	Manufacturing RM	Trading and investment holding RM	Elimination RM	Consolidated RM
1.4.2024 to 30.6.2025					
Revenue					
Revenue from external customers	78,367,674	16,264,979	1,507,851	–	96,140,504
Inter-segment revenue	–	5,668,892	5,118,691	(10,787,583)	–
	78,367,674	21,933,871	6,626,542	(10,787,583)	96,140,504
Represented by:-					
Revenue recognised at a point of time					
- Sales of food and beverage	78,367,674	–	–	–	78,367,674
- Sales of mooncakes and other baked product	–	21,933,871	16,597	(5,668,892)	16,281,576
- Sales of general product	–	–	961,044	(961,044)	–
- Rental income	–	–	5,648,901	(4,157,647)	1,491,254
					96,140,504
Results					
Segmental result	1,226,621	5,916,941	8,371,737	(19,334,078)	(3,818,779)
Finance costs	(1,601,876)	(19,735)	(5,547,846)	1,191,829	(5,977,628)
(Loss)/profit before taxation	(375,255)	5,897,206	2,823,891	(18,142,249)	(9,796,407)
Taxation					(527,661)
Loss for the financial period					(10,324,068)
30.6.2025					
Other information					
Assets					
Segment assets	132,198,176	39,487,796	288,444,155	(234,901,863)	225,228,264
Unallocated assets					
- tax recoverable	639,014	117,888	47,798	–	804,700
- deferred tax assets	1,162,000	–	17,162,245	–	18,324,245
Total assets					244,357,209
Liabilities					
Segment liabilities	61,347,709	5,473,244	97,882,452	(71,420,514)	93,282,891
Unallocated liabilities					
- tax payable	38,080	–	11,630	–	49,710
- deferred tax liabilities	2,145,852	5,832,143	16,509,613	–	24,487,608
Total liabilities					117,820,209

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

35. SEGMENTAL INFORMATION (CONT'D)

(b) Segmental information (Cont'd)

	Restaurants RM	Manufacturing RM	Trading and investment holding RM	Elimination RM	Consolidated RM
1.4.2024 to 30.6.2025					
Capital expenditure	9,739,685	898,284	35,134	–	10,673,103
Non-cash items					
Amortisation of intangible assets	1,563	8,651	9,286	–	19,500
Depreciation of property, plant and equipment	6,285,020	1,068,090	1,465,738	–	8,818,848
Depreciation of right-of-use assets	6,259,691	519,594	1,761,855	(2,426,849)	6,114,291
Allowance for impairment loss on:					
- trade receivables	330,486	513,702	1,416,924	–	2,261,112
- other receivables	69,700	–	119,043	–	188,743
- property, plant and equipment	1,380,347	–	–	–	1,380,347
Fair value loss on investment properties	274,000	–	–	–	274,000
Fair value gain on other investments	–	–	(305,977)	–	(305,977)
Gain arising from termination of lease liabilities	–	(4,450)	–	–	(4,450)
Gain arising from remeasurement of lease liabilities	–	–	(1,980,443)	–	(1,980,443)
Gain on disposal of other investments	–	–	(46,986)	–	(46,986)
Property, plant and equipment written off	11,047	1	–	–	11,048
Reversal of allowance for impairment loss on other receivables	–	(80,000)	(173,534)	–	(253,534)
Reversal of allowance for impairment loss on amount due from related companies	(10,026,592)	(5,373,557)	(2,715,360)	18,115,509	–
Gain on disposal of property, plant and equipment	–	–	(468,354)	–	(468,354)

Segment revenue and segment results include transfers between business segments. Such transfers are accounted for at agreed terms and prices amongst the related companies.

The Group's business activities were predominantly carried out in Malaysia and therefore, information by geographical segment is not presented.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

36. COMPARATIVE FIGURES

(a) The financial statements of the Group and of the Company as at 30 June 2025 were audited by another auditors who expressed an unqualified opinion on the financial statements on 16 October 2025.

(b) During the prior financial period, the Group and the Company changed their financial year end from 31 March to 30 June and made up their financial statement for 15 months period from 1 April 2024 to 30 June 2025. Accordingly, figures for the statements of profit or loss and other comprehensive income, statements of changes in equity, statements of cash flows and the related notes are not entirely comparable with those for the current financial year.

(c) Certain comparative figures have been reclassified to confirm with current financial year presentation:

	As per previously stated RM	Reclassified RM	As per reclassified RM
1.4.2026 to 30.6.2025			
Group			
Statements of profit or loss and other comprehensive income			
Other operating income	15,090,194	(3,440,238)	11,649,956
Finance income	–	3,186,704	3,186,704
Net loss on impairment of financial assets	–	(2,196,321)	(2,196,321)
Net loss on impairment of non-financial assets	–	(1,380,347)	(1,380,347)
Administrative expenses	(16,714,901)	3,830,202	(12,884,699)
Statements of cash flows			
Investing activities			
Withdrawal of deposits pledged with licensed bank	(9,124)	9,124	–
Financing activities			
Withdrawal of deposits pledged with licensed bank	–	(9,124)	(9,124)
Company			
Statements of profit or loss and other comprehensive income			
Other operating income	1,024,438	(396,329)	628,109
Finance income	–	223,568	223,568
Net gain on impairment of financial assets	–	120,664	120,664
Administrative expenses	(982,464)	52,097	(930,367)

37. DATE OF AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of Directors on 16 October 2026.

ADDITIONAL COMPLIANCE INFORMATION

1. STATUS OF UTILISATION OF PROCEEDS

(A) Private Placement – 30%

On 28 July 2021, the Company proposed to undertake the following:

(i) Proposed Private Placement of up to 396,384,000 new ordinary shares, representing thirty percent (30%) of the total number of issued shares of the Company ("**Placement Shares**").

(ii) Proposed renounceable rights issue of up to 1,717,664,991 new Shares ("**Rights Shares**") together with up to 572,554,997 free detachable warrants in the Company ("**Warrants B**") on the basis of 3 Rights Shares together with 1 free Warrants B for every 3 existing Shares held by the entitled shareholders on an entitlement date to be determined.

With the completion of the Private Placement 30% on 18 November 2021, the Company raised a total proceed of RM19,303,000.

On 15 November 2024, the Company has announced to extend time frame of fund utilisation for Placement Shares for another 12 months period from 18 November 2024 to 17 November 2025 (revised time frame).

On 9 January 2025, the Board of Directors ("**Board**") of the Company had approved the variation of the utilisation of proceeds raised from the Placement Shares in the manner as set out below (Variation).

On 28 July 2025, the Company has announced to extend time frame of fund utilisation for Placement Shares for another 12 months period from 17 November 2025 to 17 November 2026 (revised time frame).

The said proceeds have been utilised as follows:

Utilisation of proceeds		Proposed utilisation RM'000	Amount utilised RM'000	Balance unutilised RM'000	Timeframe for utilisation from 18 November 2021
(i)	Expansion of new restaurants	9,000	9,000	–	–
(ii)	Expansion and upgrading of manufacturing facilities	3,254	3,254	–	–
(iii)	Digital transformation	600	–	600	Within 60 months
(iv)	Working capital	5,921	5,921	–	–
(v)	Expenses for the proposals	528	528	–	–
Total		**19,303**	**18,703**	**600**	

(B) Rights Issue

On 28 July 2023, the Company had circulated the Abridged Prospectus in relation to the proposed renounceable right issue of up to 1,583,196,991 new ordinary shares at an issue price of RM0.06 each together with up to 527,732,330 free detachable warrant B for every 3 existing shares held by the entitled shareholders ("**Rights Issue with Warrants**").

The Rights Issue with Warrants has been completed following the listing and quotation of 1,133,069,933 Rights Shares, 377,689,939 Warrants B and 159,330,537 additional Warrants A on the ACE Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") on 28 August 2023.

With the completion of the Rights Issue with Warrants following the listing and quotation of 1,133,069,933 Rights Shares, 377,689,939 Warrants B and 159,330,537 additional Warrants A on the ACE Market of Bursa Securities on 28 August 2023, the Company has raised a total proceed of RM67.98 million.

ADDITIONAL COMPLIANCE INFORMATION
(CONT'D)

1. STATUS OF UTILISATION OF PROCEEDS (CONT'D)

(B) Rights Issue (Cont'd)

On 9 January 2025, the Board of the Company had approved the variation of the utilisation of proceeds raised from the Right Issue with Warrants in the manner as set out below (Variation).

On 28 August 2026, the Company has announced to extend time frame of fund utilisation for Rights Issue with Warrants for another 12 months period from 28 August 2026 to 27 August 2027 (revised time frame).

The said proceed have been utilised as follows:

Utilisation of proceeds		Proposed utilisation RM'000	Amount utilised RM'000	Balance unutilised RM'000	Timeframe for utilisation from 28 August 2023
(i)	Expansion of new restaurants	33,000	33,000	–	–
(ii)	Digital transformation	400	–	400	Within 48 months
(iii)	Acquisition and/ or investment in other complementary businesses and/or assets	20,000	20,000	–	–
(iv)	Working capital	14,304	14,304	–	–
(v)	Expenses for the proposals	280	280	–	–
Total		**67,984**	**67,584**	**400**	–

2. AUDIT AND NON-AUDIT FEES

The breakdown of audit and non-audit fees incurred for services rendered to the Company and its subsidiaries for the financial year ended 30 June 2026 ("**FYE 30 June 2026**") by UHY Malaysia PLT, the External Auditors, or a firm affiliated to the External Auditors' firm are as follow:

	Group (RM)	Company (RM)
Audit services rendered	248,000	25,000
Non-audit services rendered		
- Review of the Statement on Risk Management	5,000	5,000
	253,000	**30,000**

3. MATERIAL CONTRACTS

There were no material contracts entered into by the Company and/or its subsidiaries involving the interests of the Director, Chief Executive who is not a Director or major shareholders, either subsisting as at 30 June 2026 or, if not then subsisting, entered into since the end of the previous financial year.

ADDITIONAL COMPLIANCE INFORMATION
(CONT'D)

4. DISCLOSURE OF FINANCIAL DATA FOR SHARIAH SCREENING

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

(a) Group Total Income and Total Assets

	Group	
	2026	2025
Total Income	**RM'000**	**RM'000**
Revenue	71,655	96,141
Dividend income	21	276
Interest income	2,543	3,187
Other income	6,237	11,627
Total Income	**80,456**	**111,231**

(b) Business Activities

	Group	
	2026	2025
Shariah Non-compliant Activities	**RM'000**	**RM'000**
Trading of food and beverages related to non-halal product	66,544	88,093
Dividend income	21	276
Interest income	2,543	3,187
Other income	6,237	11,627
Total Income	**75,345**	**103,183**

(c) Components of Financial Position

(i) Cash Component

	Group	
	2026	2025
Conventional Account	**RM'000**	**RM'000**
Investment in unit trust	104	6,779
Cash and bank balances	12,199	9,614
Fixed deposit with licensed banks	583	2,716
Total conventional accounts	**12,886**	**19,109**

ADDITIONAL COMPLIANCE INFORMATION
(CONT'D)

4. DISCLOSURE OF FINANCIAL DATA FOR SHARIAH SCREENING (CONT'D)

(c) Components of Financial Position (Cont'd)

(ii) Debt component

	Group	
	2026	2025
Conventional borrowing	**RM'000**	**RM'000**
Current		
Term loan	67	–
Hire purchase obligation	74	9
Bank overdraft	6,529	1,064
	6,670	**1,073**
Non- Current		
Term Loan	283	–
Hire purchase obligation	32	–
Total debt	**6,985**	**1,073**

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 ("**CA 2016**") to prepare financial statements for each year which give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year and of their results and cash flow for the financial year then ended. In preparing these financial statements, the Directors have:

i. adopted appropriate accounting policies and applying them consistently;
ii. made judgement and estimates that are prudent and reasonable;
iii. ensured all applicable approved accounting standards have been followed; and
iv. prepared the financial statements on the going concern basis.

The Directors have relied on the system of internal controls to ensure that the information generated for the preparation of the financial statements from the underlying accounting records are accurate and reliable.

The Directors are responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the CA 2016, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and the applicable approved Malaysian Accounting Standard Board approved accounting standard in Malaysia.

The Directors have overall responsibility for taking such steps that are reasonably open to them to safeguard the assets of the Group and the Company to prevent and detect fraud and other irregularities.

This statement on Directors' Responsibility in respect of the Financial Statements is made in accordance with the Board's approval on 16 October 2026.

TEN LARGEST PROPERTIES HELD BY THE GROUP

No.	Registered Owner	Location	Description/ Existing Use	Type of Land	Tenure	Remaining Lease Period (Expiry Date)	Age of Property	Land Area (sq ft)	Built up area (sq ft)	NBV @ 30.6.2026 (RM,000)	Year of last revaluation
1	Oversea Production Sdn. Bhd.	Lot 13, Jalan Utarid U5/16, Seksyen U5, Kawasan Perindustrian Mah Sing Integrated, 40150 Shah Alam, Selangor	2-storey detached warehouse cum factory with 1-storey office attached/ warehouse, factory cum office	Industrial Land/Building	Leasehold 99 years	70 years (11.12.2096)	29	84,067	63,246	25,504	30/05/2025
2	Haewaytian Restaurant Sdn. Bhd.	No. 28 Jalan Datoh, 30000 Ipoh, Perak	Restaurant	Commercial/ Building	Freehold	-	17	43,287	28,555	11,918	30/05/2025
3	Restoran Oversea (P.J.) Sdn. Bhd.	H-0-02 & H-1-02 (Lot H-02), Pusat Perdagangan Kuchai, No.2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 KL	2-storey shop office/for rental purpose	Commercial/ Building	Freehold	-	17	1,430	2,487	1,000	30/05/2025
4	Restoran Oversea (Subang Parade) Sdn. Bhd.	No. 29, Jln SS15/2B, 47500 Subang Jaya, Selangor	2-storey staff's hostel	Residential/ Building	Freehold	-	47	2,560	1,524	930	30/05/2025
5	Restoran Oversea (P.J.) Sdn. Bhd.	No. 31, Jln U5/28, Bandar Pinggiran Subang, Seksyen U5, 40150 Shah Alam, Selangor	1 1/2 storey terrace/ factory, store room	Industrial Land/ Building	Leasehold 99 years	70 years (11.12.2096)	29	3,003	3,181	1,226	30/05/2025
6	Restoran Oversea (Subang Parade) Sdn. Bhd.	No. 4, Jln SS15/3A, 47500 Subang Jaya, Selangor	2-storey terrace/for rental purpose	Residential/ Building	Freehold	-	47	1,760	1,818	780	30/05/2025
7	Restoran Oversea (P.J.) Sdn. Bhd.	No. 1, Jln Lampan 8/3, Seksyen 8, 46050 Petaling Jaya, Selangor	Single storey semi-detached house/ for rental purpose	Residential/ Building	Leasehold 99 years	44 years (11.01.2070)	55	5,655	1,144	880	30/05/2025
8	Oversea Training Academy Sdn. Bhd.	No. 477, Jalan 5/46, Section 5, 46000 Petaling Jaya, Selangor	2-storey townhouse/ for rental purposes	Residential/ Building	Freehold	-	24	1,700	2,060	769	30/05/2025

TEN LARGEST PROPERTIES HELD BY THE GROUP
(CONT'D)

No.	Registered Owner	Location	Description/ Existing Use	Type of Land	Tenure	Remaining Lease Period (Expiry Date)	Age of Property	Land Area (sq ft)	Built up area (sq ft)	NBV @ 30.6.2026 (RM,000)	Year of last revaluation
9	Restoran Oversea (P.J.) Sdn. Bhd.	No. 45, Jln Dato Jamil, Jln 14/15, 46300 Petaling Jaya, Selangor	Terrace House	Residential/ Building	Leasehold 99 years	40 years (18.04.2066)	59	1,672	1,221	600	30/05/2025
10	Restoran Oversea (Bandar Baru Sri Petaling) Sdn. Bhd.	No. 64, Jalan 5/149D, Sri Petaling, 57000 Kuala Lumpur	Double Storey Link House	Residential/ Building	Leasehold 99 years	56 years (01.07.2082)	43	753	784	420	30/05/2025
11	Oversea Production Sdn. Bhd.	No. 7, Tingkat 1, Block 6 (6-1-07), Pangsapuri Mutiara Subang, Jalan Utarid U5/9, 40150 Shah Alam, Selangor	Apartment	Residential/ Building	Leasehold 99 years	70 years (11.12.2096)	29	-	850	293	30/05/2025
12	Oversea Production Sdn. Bhd.	No. 7-5-53, Pangsapuri Mutiara Subang, Jalan Utarid U5/9, 40150 Shah Alam, Selangor	Apartment	Residential/ Building	Leasehold 99 years	70 years (11.12.2096)	29	-	850	293	30/05/2025
13	Oversea Production Sdn. Bhd.	No. 5-5-40, Blok 5, Tingkat 5, Unit No. 40, Mutiara Subang, No.9, Jalan Utarid U5/9, 40150 Shah Alam, Selangor	Apartment	Residential/ Building	Leasehold 99 years	70 years (11.12.2096)	29	-	850	293	30/05/2025

ANALYSIS OF SHAREHOLDINGS

AS AT 30 SEPTEMBER 2026

SHARE CAPITAL

Issued and Fully Paid-up Capital	:	2,279,739,933 Ordinary Shares (including 11,700,000 treasury shares)
Class of Shares	:	Ordinary shares
Voting Rights	:	One vote per ordinary share

SHAREHOLDING DISTRIBUTION SCHEDULE (BASED ON THE RECORD OF DEPOSITORS)

No. of Shareholders	Size of Shareholdings	No. of Shares Held	% of Shares
61	Less than 100	1,933	*
190	100 to 1,000	60,458	*
191	1,001 to 10,000	1,075,754	0.05
371	10,001 to 100,000	16,102,300	0.71
212	100,001 to less than 5% of issued shares	1,676,837,812	73.93
3	5% and above of the issued shares	573,961,676	25.31
1,028	**TOTAL**	**2,268,039,933**	**100.00**

* Less than 0.01%

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

No.	Name of Shareholders	No. of Shares Held	Percentage (%)
1.	Lim Kon Lian	261,916,000	11.55
2.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. *- Exempt an for Lazarus Securities Pty Ltd*	185,214,176	8.17
3.	Affin Hwang Nominees (Asing) Sdn. Bhd. *- Exempt an for SFGHK Limited (Account Client)*	126,831,500	5.59
4.	Perusahaan Saudee Sdn. Bhd.	110,000,000	4.85
5.	M & A Nominee (Tempatan) Sdn. Bhd. *- For Oriented Media Holdings Limited*	109,464,600	4.83
6.	AE Multi Industries Sdn. Bhd.	107,570,000	4.74
7.	Pasukhas Properties Sdn. Bhd.	100,000,000	4.41
8.	Mlabs Capital Sdn. Bhd.	90,000,000	3.97
9.	AT Precision Tooling Sdn. Bhd.	85,357,600	3.76
10.	LKL Advance Metaltech Sdn. Bhd.	83,333,333	3.67
11.	Focus Dynamics Centre Sdn. Bhd.	75,277,200	3.32
12.	Cubetech Asia Sdn. Bhd.	75,000,000	3.31
13.	Key Alliance Group Berhad	72,500,000	3.20
14.	Jadi Chemicals Sdn. Bhd.	61,673,400	2.72
15.	Unik Makmur Sdn. Bhd.	58,936,000	2.60
16.	Botanical Distribution Sdn. Bhd.	50,000,000	2.20
17.	Supernova International Sdn. Bhd.	50,000,000	2.20
18.	UOBM Nominees (Asing) Sdn. Bhd. *- Exempt an for SFGHK Limited*	48,678,500	2.15

ANALYSIS OF SHAREHOLDINGS

AS AT 30 SEPTEMBER 2026
(CONT'D)

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON) (CONT'D)

No.	Name of Shareholders	No. of Shares Held	Percentage (%)
19.	Amsec Nominees (Asing) Sdn. Bhd. *- Exempt an for KGI Securities (Singapore) Pte. Ltd.*	46,196,700	2.04
20.	Unik Makmur Sdn. Bhd.	32,009,600	1.41
21.	M & A Nominee (Tempatan) Sdn. Bhd. *- Exempt an for SFGHK Limited (Account Client)*	31,721,600	1.40
22.	Parlo Tours Sdn. Bhd.	30,398,700	1.34
23.	Yu Soo Chye @ Yee Soo Chye	29,101,800	1.28
24.	Fast Assets Sdn. Bhd.	26,470,500	1.17
25.	Cubetech Asia Sdn. Bhd.	25,000,000	1.10
26.	Attractive Holdings Sdn. Bhd.	21,168,900	0.93
27.	UOB Kay Hian Nominees (Asing) Sdn. Bhd. *- Exempt an for UOB Kay Hian Pte Ltd (A/C Clients)*	15,010,900	0.66
28.	Champagne Carbon Asia Limited	14,835,800	0.65
29.	General Labels & Labelling (M) Sdn. Bhd.	14,730,000	0.65
30.	M & A Nominees (Asing) Sdn. Bhd. *- Exempt an for SFGHK Limited (Account Client)*	14,178,900	0.63
	TOTAL	**2,052,575,709**	**90.50**

LIST OF SUBSTANTIAL SHAREHOLDERS (BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS)

No.	Name of Shareholders	No. of Shares Held			
		Direct	%	Indirect	%
1.	Lim Kon Lian	261,916,000	11.55	–	–

LIST OF DIRECTORS' SHAREHOLDINGS (BASED ON THE REGISTER OF DIRECTORS' SHAREHOLDINGS)

No.	Name of Directors	No. of Shares Held			
		Direct	%	Indirect	%
1.	Tan Sri Dato' Seri Prof. Dr. Tan King Tai @ Tan Khoon Hai	–	–	–	–
2.	Tay Ben Seng, Benson	2,200,000	0.10	–	–
3.	Andy Liew Hock Sim	–	–	–	–
4.	Tang Yee Ling	–	–	–	–
5.	Tan Aik Heang	–	–	–	–

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First ("**31st**") Annual General Meeting ("**AGM**") of Oversea Enterprise Berhad ("**the Company**") will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 26 November 2026** at **10.30 a.m.** or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 ("**FYE 30 June 2026**") together with the Reports of the Directors and the Auditors thereon. **(See Explanatory Note 8)**

2. To approve the payment of Directors' Fees up to RM325,000 from 27 November 2026 until the conclusion of the next AGM of the Company, payable monthly in arrears after each completed month of service. **Ordinary Resolution 1**

3. To re-elect Ms. Tang Yee Ling as a Director who retires pursuant to Clause 21.6 of the Company's Constitution, and being eligible, has offered herself for re-election. **Ordinary Resolution 2 (See Explanatory Note 9)**

4. To re-elect Mr. Tan Aik Heang as a Director who retires pursuant to Clause 21.10 of the Company's Constitution, and being eligible, has offered himself for re-election. **Ordinary Resolution 3 (See Explanatory Note 9)**

5. To re-appoint UHY Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4 (See Explanatory Note 10)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions:

6. **Payment of Benefits Payable to the Directors**

   "**THAT** the benefits payable to the Directors of the Company up to an amount of RM10,000 from 27 November 2026 until the conclusion of the next AGM of the Company, pursuant to Section 230(1) of the Companies Act 2016 ("**CA 2016**"), be and are hereby approved." **Ordinary Resolution 5 (See Explanatory Note 11)**

7. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the CA 2016 ("Proposed General Mandate")** **Ordinary Resolution 6 (See Explanatory Note 12)**

   "**THAT** subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time 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 (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 16.5 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

8. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

WONG YUET CHYN (MAICSA 7047163)
(SSM PC NO. 202008002451)
ADELINE TANG KOON LING (LS 0009611)
(SSM PC NO. 202008002271)
Company Secretaries

Selangor Darul Ehsan
30 October 2026

Notes:

(A) Information for Members/Proxies

1. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 16 November 2026. Only a depositor whose name appears on the Record of Depositors as at 16 November 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

2. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy. There is no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.

3. To be valid, the Form of Proxy, duly completed, must be deposited at the registered office of the Company at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting of members or adjourned meeting of members, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid:

   (a) By electronic means via email: The Form of Proxy must be received via email at sharereg@prosec.com.my
   (b) By electronic means via facsimile: The Form of Proxy must be received via facsimile at +603-3008 1124
   (c) In hardcopy form: The Form of Proxy must be deposited at the registered office of the Company at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

Notes: (Cont'd)

(A) Information for Members/Proxies (Cont'd)

4. A member shall not appoint more than 2 proxies to attend at the same meeting and the appointment shall be invalid unless the member specified the proportions of his/her holdings to be represented by each proxy.

5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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.

6. If the appointor is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

7. Any notice of termination of a person's authority to act as proxy must be in writing and be deposited at the registered office of the Company or at such other place within Malaysia as permitted under Clause 20.17 of the Company's Constitution, or conveyed in person by the member to the Share Registrar of the Company, before the commencement of the AGM or any adjournment thereof.

   Unless the Company receives the notice of termination before the commencement at the AGM or any adjournment thereof, the termination of proxy's authority shall not affect the matters specified under Section 338(1) of the CA 2016.

Explanatory Notes to Ordinary Business:

8. Item 1 of the Agenda – Audited Financial Statements for the FYE 30 June 2026

   This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the CA 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

9. Ordinary Resolution 2 – Re-election of Ms. Tang Yee Ling as Director who retires pursuant to the Clause 21.6 of the Company's Constitution

   Ordinary Resolution 3 – Re-election of Mr. Tan Aik Heang as Director pursuant to the Clause 21.10 of the Company's Constitution

   (collectively referred to as the "**Retiring Directors**")

   The Board of Directors ("**Board**"), through the Nomination and Remuneration Committee ("**NRC**"), has assessed the suitability of the Retiring Directors for re-election, taking into consideration their character, experience, integrity, competence and time commitment in discharging their responsibilities as Directors of the Company.

   The Board is also satisfied that the Retiring Directors continue to meet the independence criteria under the AMLR of Bursa Securities and remain independent in exercising their judgement as Independent Non-Executive Directors.

   The respective Retiring Directors abstained from deliberation on their own re-election at the Board meeting.

   Having considered the recommendation of the NRC, the Board recommends the re-election of the Retiring Directors for shareholders' approval at the forthcoming 31st AGM.

10. Ordinary Resolution 4 – Re-appointment of Auditors

    The Audit and Risk Management Committee ("**ARMC**") have assessed the suitability, objectivity and independence of UHY Malaysia PLT and recommended its re-appointment as Auditors of the Company for the financial year ending 30 June 2027. UHY Malaysia PLT has expressed its willingness to continue in office. The Board, having considered the recommendation of the ARMC, recommends the re-appointment of UHY Malaysia PLT for shareholders' approval at the forthcoming 31st AGM.

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

Notes: (Cont'd)

Explanatory Notes to Special Business:

11. Ordinary Resolution 5 – Payment of Benefits Payable to the Directors

    The benefits payable to the Directors pursuant to Section 230(1) of the CA 2016 have been reviewed by the NRC and the Board of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from 31st AGM to the next AGM in the year 2027. The benefits comprised of meeting allowances.

12. Ordinary Resolution 6 – Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the CA 2016.

    The proposed resolution is for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The proposed resolution, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.

    The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

    By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 16.5 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

    As at the date of this notice, no new shares have been allotted and issued pursuant to the general mandate granted to the Directors at the 30th AGM held on 26 November 2025. Accordingly, no proceeds were raised from the previous general mandate, which will lapse at the conclusion of the 31st AGM.

    The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

Personal Data Privacy

By registering to attend, participate, speak and vote at the AGM and/or submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's ("or its agents") compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's ("or its agents") processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.

STATEMENT ACCOMPANYING NOTICE OF THE 31ST ANNUAL GENERAL MEETING

(PURSUANT TO RULE 8.29(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

1. Details of Individuals Standing for Election as Directors (Excluding Directors Standing for Re-election)

There are no individuals standing for election as Directors at the forthcoming 31st Annual General Meeting ("**AGM**") of the Company, other than the Directors standing for re-election as set out in the Notice of the 31st AGM.

2. General Mandate for Issue of Securities

The Company will seek shareholders' approval for the proposed renewal of the general mandate for the allotment and issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Rule 6.04 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**AMLR**").

Further details of the proposed general mandate, including the information required under Rule 6.04(3) of the AMLR, are set out in **Explanatory Note 12 to Ordinary Resolution 6** in the Notice of the 31st AGM.

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OVERSEA ENTERPRISE BERHAD
Registration No. 199401031473 (317155-U)
(Incorporated in Malaysia)

FORM OF PROXY

CDS ACCOUNT NO.				-				-									
NO. OF SHARES HELD																	

*I/We .....
(FULL NAME IN BLOCK LETTERS)

*(NRIC No./Passport No./Company Registration No .....)

of .....
(FULL ADDRESS)

Email Address ..... Contact No. .....

being member(s) of **OVERSEA ENTERPRISE BERHAD** ("**Company**"), hereby appoint

Name of Proxy	***NRIC No./Passport No.**	**% of Shareholding to be Represented**
Address		
Email Address	**Contact No.**	

*and/or failing *him/her

Name of Proxy	***NRIC No./Passport No.**	**% of Shareholding to be Represented**
Address		
Email Address	**Contact No.**	

or failing *him/her, the **CHAIRMAN OF THE MEETING**, as *my/our proxy to attend, participate, speak and vote for *me/us and on *my/our behalf at the Thirty-First ("**31st**") Annual General Meeting ("**AGM**") of the Company which will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 26 November 2026** at **10.30 a.m.** or at any adjournment thereof.

ORDINARY RESOLUTIONS		**FOR**	**AGAINST**
1.	To approve the payment of Directors' Fees from 27 November 2026 until the conclusion of the next AGM.		
2.	To re-elect Ms. Tang Yee Ling as a Director who retires pursuant to Clause 21.6 of the Company's Constitution.		
3.	To re-elect Mr. Tan Aik Heang as a Director who retires pursuant to Clause 21.10 of the Company's Constitution.		
4.	To re-appoint UHY Malaysia PLT as Auditors of the Company.		
5.	Payment of benefits payable to the Directors from 27 November 2026 until the conclusion of the next AGM.		
6.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		

* Delete if not applicable

(Please indicate with an "X" in the appropriate box how you wish your vote to be cast. If no voting instruction is given, the proxy may vote or abstain from voting at his/her discretion. All resolution set out in the Notice of AGM will be voted on by poll)

Dated this ..... day of ..... 2026.

.....
Signature(s) of member(s)

Notes:

1. *For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 16 November 2026. Only a depositor whose name appears on the Record of Depositors as at 16 November 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*

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   Unless the Company receives the notice of termination before the commencement at the AGM or any adjournment thereof, the termination of proxy's authority shall not affect the matters specified under Section 338(1) of the Companies Act 2016.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 30 October 2026.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries
OVERSEA ENTERPRISE BERHAD
Registration No. 199401031473 (317155-U)
c/o Prosec Corporate Services Sdn. Bhd.
DF2-09-02, Level 9, Persoft Tower
6B, Persiaran Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan

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OVERSEA ENTERPRISE BERHAD
海外天集团有限公司
[Registration No. 199401031473 (317155-U)]

Lot 12.2, 12th Floor, Menara Lien Hoe, No.8, Persiaran Tropicana,
Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.
Tel No: +603-7887 6838 I Fax No: +603-7887 6836

www.oversea.com.my oversea 海外天