

# ANNUAL REPORT 2023

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**50<sup>TH</sup> ANNUAL GENERAL MEETING**

Day/Date: Thursday, 6 June 2024

Time: 2.30 p.m.

Broadcast Venue:  
Bale Club, Multi-Purpose Hall  
No. 1, Jalan Polo, Leisure Farm  
81560 Gelang Patah  
Johor Darul Takzim, Malaysia



*Run the QR Code Reader app and point your camera at the QR Code.*

The online version of Mulpha International Bhd.'s Annual Report 2023 is available on the website. Go to <https://www.mulpha.com.my> or scan the QR Code with your smartphone.

# 01

## About Us



### **INTERCONTINENTAL SYDNEY**

Mulpha's flagship asset overlooking the Sydney Harbour and Opera House has completed its extensive refurbishment to all guest rooms, suites and public spaces.



**MULPHA**



# At A Glance



REVENUE  
**1.20**  
RM BILLION



PROFIT BEFORE TAX  
**97.59**  
RM MILLION



MARKET CAPITALISATION  
**731.27**  
RM MILLION



CASH AND DEPOSITS  
**278.89**  
RM MILLION



SHARE PRICE  
**2.35**  
RM



TOTAL ASSETS  
**6.34**  
RM BILLION



# Corporate Profile



Mulpha International Bhd. (“Mulpha” or “the Company”) is committed to long-term value creation with its focus on high-end property development, property investment, hospitality and education. Mulpha invests in some of the fastest-growing and most vibrant economies in the region, including Malaysia, Australia, New Zealand, United Kingdom and Singapore.

In Malaysia, Mulpha is the developer of the award winning 1,765-acre Leisure Farm in Iskandar Malaysia. Mulpha is Malaysia’s largest real estate investor and developer in Australia. Assets in Australia include the world renowned, resort-styled Sanctuary Cove on the Gold Coast; Norwest Business Park, Sydney; InterContinental Sydney Hotel; Transport House, Sydney; and InterContinental Hayman Island, Great Barrier Reef.

In the United Kingdom, Mulpha has a strategic investment in the London Marriott Hotel Grosvenor Square, a landmark hotel in the heart of London’s Mayfair district.

Listed on the Main Market of Bursa Malaysia Securities Berhad, Mulpha’s total assets are in excess of RM6.34 billion, with shareholders’ funds in excess of RM3.60 billion.

[www.mulpha.com.my](http://www.mulpha.com.my)



# Corporate Information

## BOARD OF DIRECTORS

### Non-Independent Executive Chairman

Lee Seng Huang

### Non-Independent Executive Director

Lee Eng Leong

### Non-Independent Non-Executive Directors

Chew Hoy Ping  
Loong Caesar

### Senior Independent Non-Executive Director

Geoffrey Earl Grady

### Independent Non-Executive Director

Josephine Phan Su Han



### AUDIT AND RISK MANAGEMENT COMMITTEE ("ARMC")

Geoffrey Earl Grady (*Chairman*)  
Chew Hoy Ping  
Josephine Phan Su Han

### NOMINATION COMMITTEE

Josephine Phan Su Han (*Chairman*)  
Geoffrey Earl Grady  
Loong Caesar

### REMUNERATION COMMITTEE

Chew Hoy Ping (*Chairman*)  
Geoffrey Earl Grady  
Josephine Phan Su Han  
Loong Caesar

### DEVELOPMENT RISK MANAGEMENT SUB-COMMITTEE (*Sub-Committee of ARMC*)

Geoffrey Earl Grady (*Chairman*)  
Chew Hoy Ping  
Josephine Phan Su Han  
Alan Jones

### COMPANY SECRETARIES

Lee Eng Leong (*MIA 7313*)  
(*SSM PC No. 201908003732*)

Lee Suan Choo (*MAICSA 7017562*)  
(*SSM PC No. 202008003634*)

### REGISTERED OFFICE

D'Rimbunan  
No. 8, Jalan Peranginan  
Leisure Farm  
81560 Gelang Patah  
Johor Darul Takzim  
Malaysia  
Tel No : (607) 556 3003  
Fax No : (607) 556 3160  
Email : enquiry@mulpha.com.my

### SHARE REGISTRAR

Boardroom Share Registrars Sdn. Bhd.  
Registration No. 199601006647 (378993-D)  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia  
Tel No : (603) 7890 4700  
Fax No : (603) 7890 4670  
Helpdesk Email :  
BSR.Helpdesk@boardroomlimited.com

### AUDITORS

KPMG PLT  
Chartered Accountants

### PRINCIPAL BANKERS

Alliance Bank Malaysia Berhad  
AmBank (M) Berhad  
Australia and New Zealand Banking  
Group Limited  
Bank of New Zealand  
Bank of Queensland  
CIMB Bank Berhad  
Clean Energy Finance Corporation  
DBS Bank Limited  
Industrial and Commercial Bank of  
China Limited  
National Australia Bank  
OCBC Bank  
United Overseas Bank Limited  
Westpac Banking Corporation

### STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia  
Securities Berhad  
Stock Name : MULPHA  
Stock Code : 3905

### WEBSITE ADDRESS

www.mulpha.com.my

### INVESTOR RELATIONS

Email : irmulpha@mulpha.com.my  
Tel No : (603) 7718 6288 /  
(603) 7718 6266

# 02

## Leadership



### **NORWEST QUARTER, SYDNEY**

Norwest Quarter (formerly known as The Greens, Norwest City) comprises a series of 9 high-rise towers, ranging from 8 to 26 storeys, housing a total of 864 residential apartments. Designed with sustainability in mind, Norwest Quarter is intended to be carbon neutral by incorporating state-of-the-art technology throughout the design and development process.



**MULPHA**



## Profile of Board of Directors



### LEE SENG HUANG

**Non-Independent Executive Chairman**

**Age / Nationality / Gender : 49 / Malaysian / Male**

Mr Lee was educated at the University of Sydney in Australia and has wide ranging financial services and real estate investment experience in the Asian region.

Mr Lee is the Executive Chairman of Mulpha International Bhd. (**"the Company"**) (a Malaysian listed conglomerate with operations in Malaysia, Australia, New Zealand, United Kingdom and Singapore), as well as the Chairman of Mulpha Australia Limited, a wholly-owned subsidiary of the Company. He was previously the Non-Executive Chairman (resigned in November 2019) of Aveo Group Limited (**"Aveo"**), a company which was listed on the Australian Securities Exchange until it was privatised and delisted in December 2019. Mr Lee is also the Group Executive Chairman of Sun Hung Kai & Co. Limited, a leading alternative investment company listed on the Hong Kong Stock Exchange.

Mr Lee was appointed to the Board as Executive Chairman on 15 December 2003.

Mr Lee has no directorships in other listed issuers or non-listed public companies in Malaysia.



### LEE ENG LEONG

**Non-Independent Executive Director**

**Age / Nationality / Gender : 56 / Malaysian / Male**

Mr Lee is a member of the Malaysian Institute of Accountants (**"MIA"**) and Malaysian Institute of Certified Public Accountants. He attained his INSEAD Global Executive Master of Business Administration (MBA) in 2018.

Mr Lee was formerly the Group Chief Financial Officer of Alliance Bank Malaysia Berhad from 4 January 2010 to 2 October 2012. Prior to joining Alliance Bank Malaysia Berhad, he was the Chief Financial Officer for Microsoft, a major global company where he oversaw their finance operations covering the Asia region. For over 25 years, he has held various leadership roles in management positions within both local companies and multinational companies in Asia. Prior to Mr Lee's appointment as Executive Director of the Company, he was the Group Chief Financial Officer since 3 October 2012.

Mr Lee was appointed to the Board as Executive Director on 3 July 2017.

Mr Lee's directorship in other listed issuer in Malaysia is Thriven Global Berhad. His directorship in non-listed public company in Malaysia is Mudajaya Corporation Berhad.

## Profile of Board of Directors



### CHEW HOY PING

**Non-Independent Non-Executive Director**

**Age / Nationality / Gender : 66 / Malaysian / Male**

Mr Chew is a member of the MIA and Malaysian Institute of Certified Public Accountants.

Mr Chew had a professional career with PricewaterhouseCoopers (“PwC”) spanning 30 years, including 15 years as a partner of the firm. Whilst at PwC, he engaged in a diverse range of professional services encompassing auditing, corporate finance and business recovery services. He held various leadership roles including the chair of its financial advisory services for the Asia Pacific region and in risk, governance and management functions. Mr Chew had work secondment experiences with PwC Houston, Texas and with Bank Negara Malaysia in the 1980’s.

Mr Chew was appointed to the Board as an Independent Non-Executive Director on 16 May 2007 and was subsequently redesignated as Non-Independent Non-Executive Director on 1 June 2023. Mr Chew also serves as Chairman of the Remuneration Committee as well as a member of the Audit and Risk Management Committee and Development Risk Management Sub-Committee. He is also a Director of Mulpha Australia Limited, a wholly-owned subsidiary of the Company.

Mr Chew is currently an Independent Non-Executive Director of Mudajaya Group Berhad where he is the Chair of its Audit Committee. He has no directorships in non-listed public companies in Malaysia.



### LOONG CAESAR

**Non-Independent Non-Executive Director**

**Age / Nationality / Gender : 64 / Malaysian / Male**

Mr Loong was trained at Raffles Institution, Singapore; the London School of Economics and Political Science (LSE); and Gonville and Caius College, Cambridge University. He was admitted as a Barrister of the Middle Temple, London in 1983 and as an Advocate and Solicitor of the High Court of Malaya in 1985. In 1994, he was admitted as an Advocate and Solicitor of the Supreme Court of Singapore.

Mr Loong is a Senior Advocate and Solicitor practising at Raslan Loong, Shen & Eow, a medium sized law firm that handles corporate, commercial, banking, finance and property work, amongst others. He is a corporate and commercial lawyer with extensive experience in all areas of corporate and commercial law including mergers and acquisitions, investment funds, capital markets, securities, listings, public offerings, corporate banking, structured finance, power and corporate restructuring. He is a Director and Exco member of the Malaysia-Australia Business Council (MABC), and was a former Director and Exco member of the EU-Malaysia Chamber of Commerce and Industry.

Mr Loong was appointed to the Board as an Independent Non-Executive Director on 13 July 2011 and was subsequently redesignated as Non-Independent Non-Executive Director on 1 June 2023. Mr Loong also serves as a member of the Nomination Committee and Remuneration Committee.

Mr Loong has no directorships in other listed issuers in Malaysia. His directorships in non-listed public companies in Malaysia are Edunity Foundation, Yayasan KCT and Badan Warisan Malaysia.

## Profile of Board of Directors



### **GEOFFREY EARL GRADY**

**Senior Independent Non-Executive Director**

**Age / Nationality / Gender : 64 / Australian / Male**

Mr Grady graduated from Queensland University with degrees in Commerce and Law (Hons) and is a Chartered Accountant. He was admitted to practice as a solicitor of the Supreme Court of Queensland.

Mr Grady is an independent company director and retirement consultant. He was until recently the Chief Executive Officer (“**CEO**”) of Easycare Technology, an Australian assisted-living technology platform for approximately 1 year until December 2022. Previously, he has performed a number of high-profile roles including as the Executive Director and CEO of Aveo, one of Australia’s largest retirement and aged care operators and its most innovative and expansive operator, from July 2013 to November 2019. In November 2019, Aveo was sold to Brookfield Property Group for AUD2 billion introducing large institutional capital into the sector for the first time. From 2009, he was Aveo’s Chief Operating Officer and on becoming its CEO, he transformed Aveo from being an integrated property developer to a dedicated retirement and aged care operation. Before joining Aveo, Mr Grady was the CEO of the Mulpha Sanctuary Cove Group of companies following the sale of the resort to the Mulpha Australia Limited Group in 2002. Prior to this, he was a partner in the corporate recovery practice at KPMG Brisbane.

Mr Grady was appointed to the Board as an Independent Non-Executive Director on 1 April 2020 and was subsequently redesignated as Senior Independent Non-Executive Director on 1 June 2023. He also serves as Chairman of the Audit and Risk Management Committee and Development Risk Management Sub-Committee as well as a member of the Remuneration Committee and Nomination Committee.

Mr Grady has no directorships in other listed issuers or non-listed public companies in Malaysia.

## Profile of Board of Directors



### JOSEPHINE PHAN SU HAN

#### Independent Non-Executive Director

**Age / Nationality / Gender : 59 / Malaysian / Female**

Ms Phan graduated with a Bachelor of Economics (Accounting and Computer Science) Degree from Monash University, Melbourne, Australia. She is a fellow member of the Certified Practising Accountant (CPA), Australia and a member of the MIA. She is also an alumni of INSEAD Business School and Harvard Business School, and a platinum member of Information Systems Audit and Controls Association (ISACA), Malaysia Chapter.

Prior to her retirement as Senior Partner in PwC Malaysia, Ms Phan led the Information Technology (“IT”) Risk Assurance Practice in providing assurance and advisory services to clients on their IT systems and financial processes. She has more than 30 years of professional experience working with clients across various industries, both locally and overseas. Her experience includes financial statutory audits, IT governance, IT internal and external audits, information security, IT risk and regulatory compliance, IT and operational due diligence.

Ms Phan was the past President of CPA Australia (Malaysia Division) and past Vice President of Information Systems Audit and Control Association (Malaysia Chapter) as well as past Member of the Auditing and Assurance Standards Board, MIA Disciplinary Appeal Board and CPA Australia Board Nomination Committee respectively.

Ms Phan is currently a member of MIA Education Board and MIA Digital Technology Implementation Committee. She is also a panel member for MIA Accreditation of Local Universities Accounting Degrees.

Ms Phan was appointed to the Board as an Independent Non-Executive Director on 1 April 2023. She also serves as Chairman of the Nomination Committee as well as a member of the Audit and Risk Management Committee, Remuneration Committee and Development Risk Management Sub-Committee.

Ms Phan’s directorship in other listed issuer in Malaysia is VSTECS Berhad. She has no directorships in non-listed public companies in Malaysia.

#### NOTES:

**1. Family Relationship with Director and/or Major Shareholder**

Mr Lee Seng Huang, the Executive Chairman and major shareholder of the Company, is the son of Mr Lee Ming Tee, who is a major shareholder of the Company.

Save as disclosed above, none of the other Directors has any family relationship with any director and/or major shareholder of the Company.

**2. Conflict of Interest**

None of the Directors has any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.

**3. Conviction for Offences**

None of the Directors has any conviction for offences within the past 5 years (other than traffic offences, if any). There were no public sanctions and/or penalties imposed on the Directors by the relevant regulatory bodies during the financial year.

**4. Attendance of Board Meetings**

The attendance of the Directors at Board Meetings held during the financial year ended 31 December 2023 is disclosed in the Corporate Governance Overview Statement.

## Profile of Key Senior Management

### GREGORY DAVID SHAW

#### Chief Executive Officer

Age / Nationality / Gender : 64 / Australian / Male

Mr Shaw graduated with a Bachelor of Commerce Degree from University of Queensland, Australia.

Mr Shaw has extensive management experience across a range of industry sectors, including education, leisure, entertainment, property, and finance sectors. Mr Shaw was previously the Chief Executive Officer of 3 public listed companies in Australia namely Koala Corporation Australia from 1990 to 1998, Port Douglas Reef Resorts from 1998 to 2002 and Ardent Leisure Group from 2002 to 2015. He was appointed as Chief Executive Officer of Mulpha Australia Limited, a wholly-owned subsidiary of the Company in 2015.

Mr Shaw was appointed as Chief Executive Officer of the Company on 2 December 2016.

Mr Shaw has no directorships in listed issuers or non-listed public companies in Malaysia.

### IVAN NIGEL GORRIDGE

#### Chief Financial Officer

Age / Nationality / Gender : 52 / Australian / Male

Mr Gorrige graduated with a Bachelor of Business (Accounting) Degree and Graduate Diploma of Business (Accounting) from Curtin University of Technology, Australia. He also holds a Graduate Diploma of Applied Corporate Governance from Governance Institute of Australia and is a fellow member of the Certified Practising Accountant (CPA), Australia.

Mr Gorrige has over 20 years of experience working in the commercial real estate, funds management and hospitality industries. He has been responsible for managing large finance teams, complex acquisitions and disposals, capital management and debt strategies together with taxation, financial reporting, corporate planning and governance.

Mr Gorrige started his career with Sime Darby Australia Limited in Perth, Australia from December 1993 to July 1999, holding the positions of Assistant Accountant, Management Accountant and Chief Accountant. He then joined Fugro/Thales GeoSolutions (with offices in Perth, Australia; London, England; Houston and San Diego, USA) from August 1999 to June 2004. Subsequently he worked for 17 years at Investa Property Group in Sydney, Australia commencing as Finance & Administration Manager in November 2004, and in 2007 was a divisional Chief Financial Officer. In 2016 and until November 2021 he became Investa's Group Chief Financial Officer. From November 2021 to November 2023, he held the position of Chief Financial Officer at Fiveight, which is part of the Andrew & Nicola Forrest Group of Companies in Perth, Australia.

Mr Gorrige was appointed as Chief Financial Officer of the Company on 22 November 2023.

Mr Gorrige has no directorships in listed issuers or non-listed public companies in Malaysia.

#### NOTES:

1. **Family Relationship with Director and/or Major Shareholder**  
None of the key senior management has any family relationship with any director and/or major shareholder of the Company.
2. **Conflict of Interest**  
None of the key senior management has any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.
3. **Conviction for Offences**  
None of the key senior management has any conviction for offences within the past 5 years (other than traffic offences, if any). There were no public sanctions and/or penalties imposed on the key senior management by the relevant regulatory bodies during the financial year.
4. **Shareholdings in the Company or its subsidiaries**  
None of the key senior management has any shareholding in the Company or its subsidiaries during the financial year.

# 03

## Our Performance



### **BEACHFRONT PAVILIONS, HAYMAN ISLAND**

Set on a private beach, the new unique Beachfront Pavillions were designed as an adult-only haven as an additional room type for the InterContinental Hayman Island Resort.

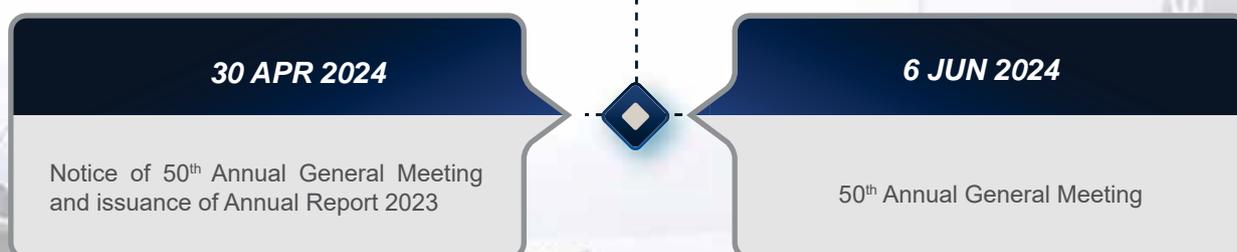
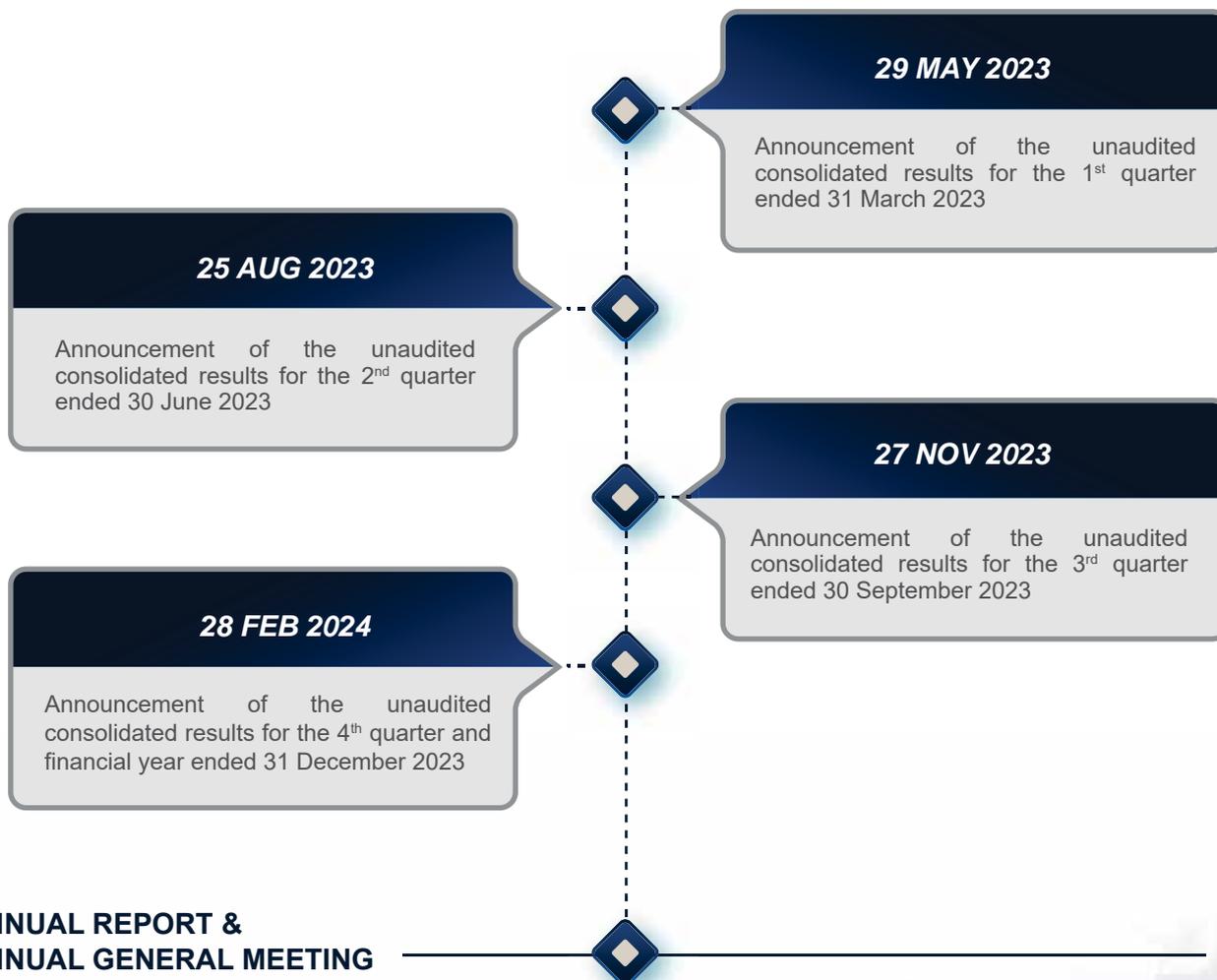


**MULPHA**



# Financial Calendar

## ANNOUNCEMENT OF QUARTERLY RESULTS



Martimo

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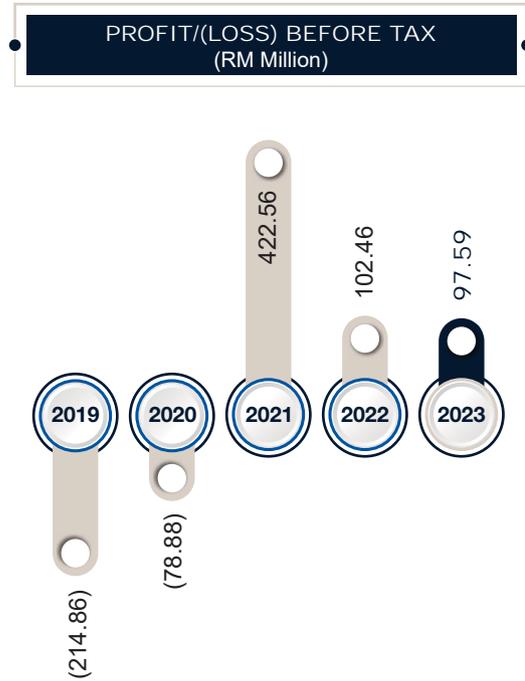
Martimo

## Group's 5-Year Financial Highlights

	2023 RM'000	2022 RM'000	2021 RM'000	2020 RM'000	2019 RM'000
<b>ASSETS</b>					
Non-current assets	4,792,187	4,497,803	3,969,013	3,757,338	3,393,188
Current assets	1,550,985	1,419,879	1,474,543	1,609,231	1,912,188
<b>Total assets</b>	<b>6,343,172</b>	5,917,682	5,443,556	5,366,569	5,305,376
<b>EQUITY AND LIABILITIES</b>					
<b>Capital and Reserves</b>					
Share Capital	1,983,858	1,983,858	2,036,698	2,036,698	2,037,459
Reserves	1,620,454	1,543,629	1,406,943	938,325	832,252
Equity attributable to owners of the Company	3,604,312	3,527,487	3,443,641	2,975,023	2,869,711
Non-controlling interests	21,464	25,940	26,298	22,761	20,898
<b>Total equity</b>	<b>3,625,776</b>	3,553,427	3,469,939	2,997,784	2,890,609
<b>Liabilities</b>					
Non-current liabilities	961,134	1,612,691	1,263,330	605,995	798,602
Current liabilities	1,756,262	751,564	710,287	1,762,790	1,616,165
<b>Total liabilities</b>	<b>2,717,396</b>	2,364,255	1,973,617	2,368,785	2,414,767
<b>Total equity and liabilities</b>	<b>6,343,172</b>	5,917,682	5,443,556	5,366,569	5,305,376
<b>GROUP RESULTS</b>					
Profit/(Loss) before tax	97,592	102,463	422,559	(78,878)	(214,857)
Tax benefit/(expense)	16,388	(15,959)	10,871	21,749	3,739
Profit/(Loss) after tax	113,980	86,504	433,430	(57,129)	(211,118)
Non-controlling interests	(4,436)	(1,625)	(535)	(1,237)	(757)
Net Profit/(Loss) attributable to owners of the Company	109,544	84,879	432,895	(58,366)	(211,875)
<b>SELECTED RATIOS</b>					
Earnings/(Loss) per share (Sen)	35.20	27.28	136.99	(18.27)	(66.32)
Net assets per share (RM)	11.58	11.34	11.07	9.31	8.98
<b>SHARE PERFORMANCE</b>					
Year high (RM) *	2.53	2.48	2.56	1.88	2.65
Year low (RM) *	2.05	2.04	1.23	1.17	1.62
Year close (RM) *	2.35	2.15	2.44	1.34	1.89
Trading volume ('000) *	5,989	26,891	61,850	21,971	23,330
Market capitalisation as at 31 December (RM'000) *	731,269	669,034	759,275	428,085	604,080

\* Source: Investing.com

## Group's 5-Year Financial Highlights



# Awards & Achievements 2023

## InterContinental Sydney

- Development of the Year, Build to Rent, Hotels and Accommodation, Urban Developer Awards 2023
- Excellence in Construction Award, National Commercial Historical Restoration/Renovation, MBA National Awards 2023
- Excellence in Construction Award, Hospitality Buildings – Refurbishment AUD30 million & over, MBA NSW Awards 2023
- Excellence in Safety Innovation, MBA NSW Awards 2023
- Professional Excellence in Sustainability, AIB NSW Awards 2023
- Professional Excellence in Project Management, AIB NSW and National Awards 2023
- Winner – Construction/Engineering, AIPM NSW Awards 2023
- Aster – Third best rooftop bar in Sydney by Australian Traveller
- Vivid Sydney official partner for the inaugural Vivid Food program
- Finalist in the 2023 Hotel and Accommodation Excellence Awards for Luxury Hotel, Hotel Bar and Marketing Campaign

## InterContinental Hayman Island Resort

- Resort of the Year, Accommodation Excellence, Hotel Management Awards 2023 (third consecutive year)
- Gold, 5-Star Luxury Accommodation, Tourism Queensland Awards 2023
- Best Resort Event Venue, Spice Magazine

## InterContinental Sanctuary Cove Resort

- Finalist in the 2023 Hotel and Accommodation Excellence Awards for Best Resort Meetings and Conference Property and Hotel Restaurant
- Gold Coast Top Wedding Venue, Wedded Wonderland

## The Bond, Norwest

- Commendation, UDIA NSW Award for Excellence in Commercial Development
- Excellence in Construction Award – Commercial building up to AUD60 million, Master Builders Association of NSW

## Bimbadgen Hunter Valley

- 5 Star Winery, Halliday Wine Companion 2024
- 2024 Halliday Wine Companion Ratings (announced in August 2023). 11 wines received a rating over 90 points:
  - 2014 Signature Hunter Valley Semillon – 97 Points
  - 2017 Signature Hunter Valley Shiraz – 97 Points
  - 2014 Signature Palmers Lane Semillon – 96 Points
  - 2017 Signature Palmers Lane Semillon – 95 Points
  - 2017 Single Vineyard McDonalds Road Shiraz – 94 Points
  - 2022 Growers Vermentino – 94 Points
  - 2022 Signature Hunter Valley Semillon – 93 Points
  - 2019 Signature Hunter Valley Semillon – 93 Points
  - 2022 Single Vineyard Palmers Lane Semillon – 92 Points
  - 2022 Single Vineyard McDonalds Road Semillon – 91 Points
  - 2021 Blanc de Blancs – 90 Points
  - 2019 Semillon – 91 Points
- Finalist – Esca, Restaurant & Catering Awards for Excellence 2023
- 2014 Signature Palmers Lane Semillon, Winner, Len Evans Trophy for Best Single Vineyard White, PKF Hunter Valley Wine Show 2023
- 2023 Growers Vermentino, Best other White Wine Varietal, NSW Wine Awards 2023

## Sanctuary Cove Marina

- Commercial Marina of the Year, Marina Industries Association Awards 2023
- Industry Innovation Award, Marine Industries Association Awards 2023



# Management Discussion & Analysis



Total Revenue

RM1,200.99  
million



Profit After Tax

RM113.98  
million

**GREGORY DAVID SHAW**  
Chief Executive Officer



## OVERVIEW OF THE GROUP'S BUSINESS AND OPERATIONS

Mulpha International Bhd. (“**Mulpha**” or “the **Group**”) reported a 24% increase in revenue year on year from RM970.92 million to RM1,200.99 million in financial year (“**FY**”) 2023. The Group recorded a profit after tax of RM113.98 million, a RM27.48 million increase from FY2022.

The Hospitality and Leisure division is more optimised, with the InterContinental Sydney being a significant contributor in FY2023 following full refurbishment of the hotel. The Sydney market has seen a resurgence in business and leisure travel, concerts and conferences. InterContinental Sanctuary Cove managed to deliver another historically strong year despite the softer domestic market. During FY2023, the Lagoon Beach Club was refurbished and relaunched. InterContinental Hayman Island Resort started 2023 with a major rain event and infrastructure matters which have been addressed and reaching expectations in the later part of the year.



## Management Discussion & Analysis

The Sydney housing market continued to see exceptional demand which is supported by ongoing price growth. However, this is combatted by construction cost escalations with several building companies going into receivership. Specifically the decision to initiate the Norwest Quarter (Norwest) and Harbour One (Sanctuary Cove) projects at the right time provides Mulpha with quality product which are well progressed in pre-sales and construction which will be delivered over 2024 and 2025.

The successful completion and delivery of The Bond at Norwest Business Park delivered positive earnings to the Group in FY2023 as an icon for the use of the highly sustainable material, cross laminated timber. Land sales at Sanctuary Cove have been consistent in 2023 with the renewed foreign investor interest expected next year. Leisure Farm in Johor benefitted from a population uplift as more people are exploring living and working opportunities in the Johor vicinity as new industries emerge and businesses redomicile to Johor and Singapore.

The Group's Investment Properties have performed consistently in 2023, reaping the benefits from the remix strategies and introduction of higher quality tenants across the board.

The Group has executed its 2023 plan being the completion of: (i) The Lane Retreat at Bimbadgen; and (ii) Swing City at Norwest. These modern and exciting ventures will compliment and strengthen the asset value of our real estate in the same respective areas and associated business units.

Lastly, Mulpha completed the executive recruitment of a Group Chief Financial Officer ("CFO") and have onboarded a new Head of Hospitality and Leisure which further strengthens the corporate leadership and culture of the Group as it optimises strategies across all the diversified business units and assets.

### REVIEW OF OPERATING ACTIVITIES

Mulpha has a diversified business operating across a range of industry segments. Our assets are segmented based on the following business categories:

- (i) Hospitality and Leisure;
- (ii) Property Development;
- (iii) Property Investment and Finance; and
- (iv) Investment and Others.

### HOSPITALITY AND LEISURE

The hospitality sector experienced a mixed year of results. Sydney, as Australia's primary gateway city, continued to benefit from a rise in overseas visitors, leading to growth in both occupancy rates and room rates. Although our resort properties were affected by weather events at different times throughout 2023, the mix of properties and cities where our assets are located resulted in the Group's overall performance stability and value uplift.

#### InterContinental Sydney Hotel

The InterContinental Sydney completed its AUD120.00 million refurbishment of all guest rooms, suites and public spaces in late 2022. Mulpha worked with leading architects, Woods Bagot and InterContinental Hotel & Resorts to deliver a contemporary and operationally efficient design which includes upgrades to the historical Treasury Building built in 1851. A brand-new signature rooftop bar called Aster has opened on Level 32 with unparalleled views of Sydney Harbour, Opera House, Harbour Bridge, Royal Botanic Gardens and Circular Quay.

Following the refurbishment, the hotel remained a key anchor and contributor to the Group's overall performance in FY2023. The refurbishment strategies and repositioning now sees the hotel realigned to the 5 star luxury hotel set and is set to deliver even better performance in FY2024.



# Management Discussion & Analysis

## InterContinental Hayman Island Resort

Located on Hayman Island, one of Australia’s most renowned private islands in the Whitsundays, the InterContinental Hayman Island Resort is consistently recognised as one of the country’s premier resorts.

The resort faced operational challenges in the first quarter of 2023 due to a significant rainfall event in January 2023, which led to reduced room availability and limited access to resort facilities. However, the addition of new luxury beachfront pavilions has proven to be a successful enhancement to the resort’s range of accommodations, performing strongly in trading.



## InterContinental Sanctuary Cove Resort

The InterContinental Sanctuary Cove Resort is located approximately 60 kilometers from Brisbane Airport and serves as the centerpiece of the prestigious Sanctuary Cove development. In FY2023, the resort’s financial performance was positive, marking the second-best result behind the record year in FY2022. This success was largely attributed to the 35th Sanctuary Cove International Boat Show, which attracted approximately 47,000 visitors to the Sanctuary Cove precinct over the course of the three-day event.

Throughout 2023, an extensive upgrade of the hotel’s signature Lagoon swimming pool and a full renovation of the Pool Bar were completed, resulting in the introduction of the new Lagoon Beach Club.



## Management Discussion & Analysis

### London Marriott Hotel Grosvenor Square

The London Marriott Hotel Grosvenor Square is located in Mayfair, one of London's most desirable locations, and home to Gordon Ramsay's restaurant, the Lucky Cat. Mayfair is renowned for its luxury shopping, world-class restaurants, and exclusive hotels, catering to a discerning clientele that includes business travelers, affluent tourists, and celebrities.

The hotel concluded FY2023 with near record trading results as the luxury transient market from USA, Middle East, and Asia support the Mayfair and London hospitality market in general.

### Nesuto Stadium Apartment Hotel, Auckland New Zealand

The Nesuto Stadium Apartment Hotel is located approximately 25 kilometers from Auckland airport in the central business district of Auckland, within walking distance of the Spark Arena and the Britomart district adjacent to the Port of Auckland.

Despite over 1,000 new 4 and 5 star hotel rooms entering the Auckland market, there is confidence that the market will be able to absorb the extra capacity due to an increase of flights, cruise ship visits and events which will drive the rebound in the Auckland CBD hotel market in 2024. That being said, FY2023 marked the hotel's first full year of trading post-COVID and the financial results have met expectations.

### Bimbadgen Estate, Hunter Valley Australia

Bimbadgen Estate which includes neighbouring properties, Palmers Lane and Emma's Cottage in Lovedale, has further expanded its offerings to deliver: (i) wine-making, (ii) distillery production, (iii) food & beverage; (iv) weddings; (v) events; (vi) cottage accommodation; and (vii) hotel accommodation.

The Lane Retreat was opened in 2023 with 60 premium rooms launched to support the properties' wedding guests, concert/event attendees and visitors to the region. With the forecast of another 200 weddings in 2024, and at least 4 large-scale concerts, 2024 is expected to be another year of growth for the Bimbadgen operations.

### PROPERTY DEVELOPMENT

#### MALAYSIA

##### Leisure Farm Resort, Johor Bahru

Established in 1991, Leisure Farm is an award-winning township development covering 1,765 acres of strategically located freehold land. Its proximity to the Malaysia-Singapore Second Link and connectivity to an extensive network of highways provide easy access to Singapore and Johor Bahru.

Leisure Farm's unique features include a wide range of well-designed products, supported by quality amenities and natural spaces. Leisure Farm in FY2023 has achieved a record increase in population with the Johor luxury residential market turning a corner with many new families committing to a new investment and lifestyle.

The Malaysian government has made positive announcements which gave tailwinds to the Johor market such as the revised Malaysia My Second Home (MM2H) programs and an increase in bilateral announcements between the Malaysian and Singaporean government to facilitate travel between both countries.



## Management Discussion & Analysis

### AUSTRALIA

#### Mulpha Norwest, Sydney

Mulpha Norwest is a diverse portfolio of property assets strategically located in the north-west growth corridor of Sydney. The Group's award-winning Norwest Business Park is an integrated commercial and residential estate comprising of Watermark and Haven apartments, Bella Vista Waters and Edgewater land subdivisions. The Bond commercial asset has been fully leased and sold, whilst the Norwest Quarter project is underway.

Outside of Norwest, the Group's other projects include Essentia Land and Townhouses at Bella Vista, and a strategic partnership in Mt Taurus, Menangle in south-western Sydney.

#### Mulpha Sanctuary Cove, Queensland

Situated on the Gold Coast of Queensland, Sanctuary Cove is one of Australia's premier golfing, lifestyle and marina resort communities. It provides a self-contained residential environment with its own shopping and dining precinct, entertainment facilities and 24-hour land and water security.

Horizon, a collection of 23 homes in a quiet cul-de-sac, finished construction in late 2023. These homes, all with individual elevators were designed for downsizing in mind, offering a low maintenance, high quality product that is well suited to local market demand.

With continued expansion of the marina, Mulpha Sanctuary Cove continued construction of Harbour One, a new complex of 45 Marine Village Apartments & Townhouses. The absolute waterfront project has attracted considerable interest from existing residents looking to downsize, with record breaking pre-sales at constantly increasing prices.

Sales of vacant land continued to be strong, again at considerable increase in price. A variety of land was on offer, including waterfront, golf course front, park front, and marina view land.

Since launching in 1988, the Sanctuary Cove International Boat Show has evolved to become the largest boating showcase in Australia. The 2023 event was a standout record success with all exhibition spaces sold out, 740 boats on water and land, and attracted more than 47,000 visitors throughout the event.

### PROPERTY INVESTMENT AND FINANCE

#### PROPERTY INVESTMENT

Our investment portfolio of commercial and retail properties comprises of Norwest City and Transport House in Sydney, Sanctuary Cove Marine Village and Marina, Capri on Via Roma, Brimbank Shopping Centre and Enacon, a car wash and parking operator.

Since the acquisition of Capri on Via Roma (Gold Coast), a range of initiatives have been taken by management to improve its performance and tenant quality mix. Norwest and Brimbank are supported by a strong non-discretionary tenant mix anchored by major supermarkets, fresh food, and services which has maintained traffic flow. Overall, our shopping centre portfolio has outperformed the market despite the weakening market conditions.



## Management Discussion & Analysis

### FINANCE

#### Mulpha Finance Group

Mulpha Funds Management (“MFM”) has continued to collaborate with Mulpha’s core business channels to unlock co-investment opportunities with the aim of generating additional fee income streams by leveraging on Mulpha’s real estate expertise.

MFM has continued to build relationships with distribution platforms and partners, family offices and private clients to add to the existing sources of capital from the Significant Investor Visa (SIV) and Investor Visa (IV) related programs. In addition, the Mulpha Real Estate Debt Fund aims to launch onto a private wealth platform in 2024, known as Netwealth, also providing a new source of capital for that vehicle.

Mulpha Finance continues to act as an underwriter of real estate backed debt lending providing direct exposure to quality real estate investment and development opportunities in a secured, typically first mortgage debt position. These positions are diversified across a range of opportunities in key capital city markets and real estate asset classes.

Mulpha Finance and MFM’s collaboration allows the Group to benefit from greater scale when investing in real estate backed debt investment opportunities.

### INVESTMENT AND OTHERS

#### PRINCIPAL INVESTMENTS

Mulpha is directing its private equity and venture capital activities through Mulpha Principal Investments. This segment leverages Mulpha’s unique combination of operational experience, management expertise and investment track-record across a range of asset classes, industries, and businesses where it can make a strategic difference, as well as being a source of capital. Key investment areas include technology venture capital, child care, education and promotional products and hospitality software. Amongst the highlights of 2023, it undertook further acquisitions in the promotional product industry and consolidated operations to a single facility in the Gold Coast, providing a base for operational efficiencies and synergies. Hospitality software operations expanded with an increased customer base in Australia, as well as entry into and growth across several Asian markets.

### EDUCATION

#### The Hotel School Sydney, Melbourne, Brisbane & Hayman Island

2023 was another challenging year for The Hotel School as part of its transition to reposition to access the overseas student market. Whilst The Hotel School is well positioned in emerging markets such as India, Nepal, Vietnam and Indonesia, governmental headwinds are affecting both new enrolments and sentiment into Australian migration for education. In the meantime, The Hotel School will continue its focus to drive a high application pipeline towards the domestic market.

### SUSTAINABILITY REPORTING

Mulpha’s aspiration to deliver long-term value creation is centred on a strong sustainability focus. Sustainability is driven by a triple bottom-line comprising environment, social and governance (“ESG”) matters that is supported by a comprehensive ESG framework.

As a responsible corporate citizen, Mulpha’s business strategies continue to be both financial and ESG driven with considerations and objectives embedded into the Group’s business model.

Further details on our approach to sustainability and value creation are set out in the Sustainability Statement of this Annual Report.

### DISCUSSION AND ANALYSIS OF THE FINANCIAL RESULTS AND FINANCIAL CONDITION OF THE GROUP

The Group’s financial results and financial condition are delivered in the following tables that present the Group’s Profit and Loss Analysis, Financial Position Analysis and Cash Flow Analysis.

## Management Discussion & Analysis

### PROFIT AND LOSS ANALYSIS

	2023	2022	Change	
	RM'000	RM'000	RM'000	% Change
Revenue	1,200,994	970,918	230,076	24%
Profit from operations	226,035	157,027	69,008	44%
Profit before interest and tax	224,999	169,877	55,122	32%
Profit before tax	97,592	102,463	(4,871)	(5%)
Profit after tax	113,980	86,504	27,476	32%
Profit attributable to owners of the Company	109,544	84,879	24,665	29%

### Revenue by Business Segment

	2023	2022	
	RM'000	RM'000	% Change
Hospitality and leisure	679,805	584,011	16%
Property development	360,712	246,314	46%
Property investment and finance	106,997	97,801	9%
Investment and others	53,480	42,792	25%
<b>TOTAL</b>	<b>1,200,994</b>	<b>970,918</b>	<b>24%</b>

### Profit/(Loss) Before Tax by Business Segment

	2023	2022	
	RM'000	RM'000	% Change
Hospitality and leisure	39,900	80,017	(50%)
Property development	67,796	70,399	(4%)
Property investment and finance	60,712	42,326	43%
Investment and others	57,627	(35,715)	>100%
<i>Results from operating activities</i>	226,035	157,027	44%
Finance costs	(127,407)	(67,414)	(89%)
<i>Profit after interest before tax</i>	98,628	89,613	10%
Share of results of associates and joint ventures	(1,036)	12,850	>(100%)
<b>TOTAL</b>	<b>97,592</b>	<b>102,463</b>	<b>(5%)</b>

In FY2023, Mulpha registered notable growth, achieving a recorded revenue of RM1.20 billion, representing a substantial 24% increase from the previous financial year. This growth was consistent with the robust performances across all operational divisions. Despite the revenue growth, the Group recorded a lower pre-tax profit due to the higher finance costs on its debt facilities, a consequence of multiple interest rate hikes throughout the year.

## Management Discussion & Analysis

### Hospitality and Leisure Segment Results

The hospitality and leisure segment reported a higher revenue of RM95.79 million for the year ended 31 December 2023 compared to the previous year, mainly attributable to the outstanding performance of InterContinental Sydney, following its reopening in October 2022 after undergoing significant refurbishment. However, the growth was partially offset by softer trading from InterContinental Hayman Island and InterContinental Sanctuary Cove, attributable to a shift in demand to the outbound international market.

Despite the improved revenue, the segment recorded a lower pre-tax profit during the year. This decline was primarily attributed to several factors. Firstly, The Lane Retreat incurred a pre-opening cost that impacted profitability. Additionally, increased pressures on operating costs, including higher labour rates and fuel costs, further contributed to the decline in pre-tax profit.

### Property Development Segment Results

The property development segment reported higher revenue of RM114.40 million primarily due to the success of The Bond project in Australia, a commercial office and medical building adjacent to the Norwest private hospital. However, construction delays resulting from materials and labour shortages and cautious market sentiments due to multiple interest rises have negatively impacted specific projects in Sanctuary Cove and Norwest, Australia. In contrast, Leisure Farm development in Malaysia experienced higher settlements on the smaller built products.

The decrease in the property development segment pre-tax profit by RM2.60 million was mainly due to a lower profit margin resulted from higher construction costs as compared to the previous year.

### Property Investment and Finance Segment Results

The property investment and finance segment reported a higher revenue of RM9.20 million. The property investment segment experienced robust growth, benefitting from the full-year contributions of key assets such as Capri on Via Roma shopping centre and Transport House commercial office. Conversely, the finance segment observed a decrease in its loan portfolio due to the Group's funding commitments in major development projects like Norwest Quarter and Harbour 1 as well as capital expenditure requirements for Swing City, a golf entertainment facility and 60 luxury cabins set amidst the picturesque winery setting of Hunter Valley, Australia ("The Lane Retreat").

Higher pre-tax profit in the property investment and finance segment was mainly due to a lower fair value loss of investment properties in 2023 compared to the previous year. (2023: RM3.76 million; 2022: RM30.68 million)

### FINANCIAL POSITION ANALYSIS

	2023	2022
Total Assets	RM'000	RM'000
Property, plant and equipment	1,751,186	1,481,514
Investment properties	1,548,519	1,470,278
Investment in associates	90,012	104,651
Investment securities	562,927	686,821
Inventories	1,524,427	1,355,125
Cash and deposits	278,892	231,129
Others	587,209	588,164
<b>Total</b>	<b>6,343,172</b>	<b>5,917,682</b>

The Group's assets increased by 7% to RM6.34 billion as at 31 December 2023 was mainly attributable to the increase in property, plant and equipment, inventories and investment properties.

The rise in property, plant, and equipment was primarily driven by the acquisition of two blocks of commercial buildings located in the southern end of Sydney's central business district ("Sussex Street"), with plans for conversion into hotel accommodations. Additionally, capital works were undertaken at Swing City and The Lane Retreat, as previously mentioned. The increase in inventories was mainly attributed to the capitalisation of development costs related to the Horizon, Harbour One and Norwest projects in New South Wales, Australia. Furthermore, the surge in investment properties was predominantly due to the fair value gain recorded in Capri on Via Roma, a prominent shopping centre situated in Gold Coast, Queensland.

	2023	2022
Total Liabilities	RM'000	RM'000
Loans and borrowings	2,190,166	1,951,191
Others	527,230	413,064
<b>Total</b>	<b>2,717,396</b>	<b>2,364,255</b>

As of December 31, 2023, the Group's total liabilities increased by 15% to RM2.72 billion. This increase was primarily driven by the drawdown of loans and borrowings throughout the year to fund the Group's investment activities and its working capital needs.

## Management Discussion & Analysis

Total Equity	2023	2022
	RM'000	RM'000
Share capital	1,983,858	1,983,858
Reserves	147,626	180,345
Retained earnings	1,472,828	1,363,284
Total equity attributable to owners of the Company	3,604,312	3,527,487
Non-controlling interests	21,464	25,940
<b>Total</b>	<b>3,625,776</b>	<b>3,553,427</b>

As of December 31, 2023, the Group's total equity rose by 2% to RM3.63 billion. This increase was primarily driven by the profit generated for the year, totaling RM113.98 million.

### CASH FLOW ANALYSIS

	2023	2022	% Change
	RM'000	RM'000	
Net cash from operating activities	89,466	42,667	>100%
Net cash used in investing activities	(163,978)	(559,521)	71%
Net cash from financing activities	129,243	343,082	(62%)
Net increase/(decrease) in cash and cash equivalents	54,731	(173,772)	>100%
Effect of exchange rate fluctuations on cash held	9,992	(2,175)	>100%
Cash and cash equivalents at 1 January	164,351	340,298	(52%)
Cash and cash equivalents at 31 December	229,074	164,351	39%

The Group's cash and cash equivalents position stood at RM229.07 million, reflecting a notable increase of 39%. This growth was primarily attributed to cash generated from financing and operating activities partially offset by cash utilisation from investing activities. Cash from financing activities, totaling RM129.24 million, primarily stemmed from the drawdown of revolving credit and term loans to support the Group's investing activities and fulfill working capital requirements. Conversely, cash used in investing activities amounted to RM163.98 million, primarily allocated for the acquisition of Sussex Street as well as capital works on Swing City and The Lane Retreat as mentioned in Total Assets. This cash outflow was partially offset by dividends received from investment securities, amounting to RM146.77 million.

## Management Discussion & Analysis

### ANTICIPATED OR KNOWN RISKS

The Group remains vigilant of its risk factors, which comprise business, corporate, financial and industry risks. The Group maintains a Risk Register, which is updated on a regular basis and adopts a triple defence mechanism towards managing and mitigating its risks.

The Board of Directors has oversight on risks through its Audit and Risk Management Committee and appropriate measures have been put in place towards identifying and addressing risks at all levels of the Group, including at divisional level as well as operational levels.

Following are the Group's primary risk factors and mitigation measures. Further information on risk management including the Group's risk framework, systems and processes are detailed in the Statement on Risk Management and Internal Control of this Annual Report.

### GENERAL RISKS

RISK FACTOR (S)	MITIGATION MEASURES
<p><b>Internal and External Factors</b></p> <p>Internal factors include operational risks, while external factors include political, economic, social, environmental, legal, demographics, intercultural and ethical aspects. Geopolitical risks include terrorism threats, changes in immigration policies such as induced by Brexit and others.</p> <p>These risks translate into local and global economic conditions that affect inflation, foreign currency exchange rates, tightening of borrowing rules of financial institutions, reduced consumer buying power, unavailability and increasing prices of resources and materials, including utilities.</p>	<p>The Group continues to operate based on its dynamic business plans, which take into account the respective market conditions and sentiments in Australia, Malaysia, the United Kingdom and New Zealand.</p> <p>Business and operational strategies are developed specifically to the unique local conditions of each geographical location such as buying power, market demand, demographics, currency fluctuations and other variables.</p> <p>Internally, the Group continues to undertake detailed SWOT analysis to continuously bolster its competencies and capabilities as well as develop appropriate measures to address emerging threats.</p> <p>Scenario planning is also undertaken regularly to ensure the Group is well-prepared to deal with various types of risks.</p>
<p><b>Environmental Factors</b></p> <p>Climate change and other environment-related risks can cause or contribute to extreme weather conditions such as typhoons, cyclones, flooding, and El Nino and La Nina effects.</p> <p>These can lead to delays and late delivery, or even damage and destruction to properties, incurring additional resources and costs for mitigating measures.</p> <p>Extreme weather conditions could affect shoreline resorts as well as those in sensitive weather zones.</p>	<p>The Group's operational team always considers environmental developments that may potentially disrupt business operations.</p> <p>Group assets are also covered by comprehensive insurance protection.</p> <p>As a responsible corporate citizen, the Group continues to operate in an environmentally sustainable manner to reduce its contribution to climate change, global warming and other issues.</p> <p>Details of our sustainability-related measures are given in the Sustainability Statement of this Annual Report.</p>

## Management Discussion & Analysis

### PROPERTY SEGMENT

RISK FACTOR (S)	MITIGATION MEASURES
<p><b>Geographical Market Risks: Johor, Malaysia</b></p> <p>The Johor property market continues to follow the national downward trend as Malaysia's real estate sector remains mired amidst an oversupply of properties in key segments, a lack of market liquidity due to stringent financing requirements and a lack of buying sentiment due to issues of stagnating wages and lack of affordability.</p>	<p>Mulpha has adopted various strategic measures to continue driving interests and sales during the softening of the Johor property market.</p> <p>This includes target demographic diversification, attractive ownership packages as well as community building within Leisure Farm Resort to stimulate buyer interest.</p> <p>We continue to emphasize the strong selling points and overall value proposition of the product such as its strategic location, the ample greenery afforded to buyers and its close proximity to Singapore.</p>
<p><b>Geographical Market Risks: Australia</b></p> <p>Australia continues to see the imposition of stricter rules, fees and taxes for property purchase by foreigners as a protectionist mechanism in addressing escalating house prices.</p> <p>This impacts foreign purchasing power and results in slower uptake of our properties.</p> <p>Other factors include tighter Chinese capital controls, weaker market conditions and additional taxes.</p>	<p>We are cognisant of operating conditions and changes in the Australian regulatory environment. These are supported by the Audit and Risk Management Committee.</p> <p>Our Australian projects are strategically located and cater to a wide range of buyer segments. We are not dependent on any particular buyer segment, with multiple revenue streams generated from a wide range of projects at various stages of maturity. We offer a wide range of products at different price levels.</p> <p>Some of our projects are targeted at affluent, foreign buyers who generally have a high buying propensity, irrespective of local market conditions.</p> <p>We also draw confidence from the inherent strength of our projects such as Norwest, which benefits from having two metro stations, is well located and is highly regarded as the new up and coming location for urban development in Sydney.</p>

### PROPERTY INVESTMENT AND FINANCE SEGMENT

RISK FACTOR (S)	MITIGATION MEASURES
<p>Uneven lease expiries, late or defaulted lease payments, renewal of leases at less favourable terms, non-renewal of leases, early termination of leases and the inability to secure new tenants.</p>	<p>The Group performs an independent assessment of all feasibilities and return calculations on every project undertaken to reduce the investment risks.</p> <p>In this regard, continuous monitoring, review and analysis of current investments is an on-going process. Stakeholder concerns such as our tenants are also factored in when assessing viability of potential investments and in continuing or divesting out of existing investments.</p> <p>Fund allocations for our investments are provided for possible injection into undertaking of mitigating measures to safeguard our investments.</p>

## Management Discussion & Analysis

### HOSPITALITY AND LEISURE SEGMENT

RISK FACTOR (S)	MITIGATION MEASURES
Seasonal occupancy due to local and international tourism demands;	<p>We continue to actively market our hotels, to customers both locally and abroad and offer a wide range of promotions and incentive packages during off-demand periods. In particular, the business segment is tapped to hold events during such times.</p> <p>We also continue to explore non-traditional markets that would be inclined to travel abroad during off-peak periods.</p> <p>Efforts are also being made to synergise our hospitality portfolio with our other assets in the group such as the addition of the Vera Wang license, and Bimbadgen vineyard wines and venue to make complete offerings to the wedding market segment.</p> <p>Technology is becoming more prominent in our business model towards generating more direct bookings (that offer higher earnings margins compared to third-party sites) as well as the use of social media to directly reach out to potential customers.</p>
Operational risks affecting quality, health safety and security.	<p>Regular audits and joint inspections with local authorities are conducted at all premises to ensure the health, safety, and security (“HSS”) of all stakeholders.</p> <p>We abide by all state and federal laws in the countries, in which we operate. This includes organising fire and evacuation drills, where needed, and ensuring all assets are equipped with safety equipment and relevant personnel have been given training. SOPs have been drawn up for various HSS situations.</p> <p>We continue to work closely with all authorities to ensure regulatory compliance.</p>
Value chain risks such as sustainable procurement for products, packaging and supplies such as toiletries, food & beverage and also energy, water and waste management.	<p>The Group’s operations continue to develop a sustainable supply chain ensuring that all vendors meet environmental and social standards as required by law and the Group’s own procurement policies. The Group continues to work with suppliers, vendors and business partners towards continuously reducing its environmental footprint.</p> <p>Our development at Norwest Quarter has been designed with carbon-zero initiatives across all parts of the value chain and more information can be found in our Sustainability Statement in this report.</p>
Staff / service related risks such as poor customer service rendered, which can impact sales and business performance.	<p>Training and development as well as acculturation of values and service standards are a regular part of the overall approach to staff training and development.</p> <p>Frontline staff in particular are constantly provided with training, not just at their induction, but also throughout their career with the Group’s hospitality assets. Our hospitality assets are integrated with our Hotel School education portfolio which provides natural synergies and opportunities.</p> <p>Remuneration and rewards for staff are tied to performance, towards motivating staff to deliver exemplary customer experience at all times.</p>

## Management Discussion & Analysis

### FINANCING AND FOREIGN EXCHANGE RISK

RISK FACTOR (S)	MITIGATION MEASURES
<p>Mulpha's operations and investments, being located globally, uses Malaysian Ringgit and foreign currencies, especially Australian Dollars, New Zealand Dollars, Singapore Dollars, US Dollars and British Pounds, for transactions and interest-bearing borrowings.</p> <p>The dynamic global economic conditions, influenced by geopolitics, significant events, changes in public policy and other uncertainties can be aspects that lead to high risk in terms of fluctuations in interest rates as well as in foreign exchange rates, particularly when transacted back to Malaysian Ringgit. Such fluctuations could impact the earnings of the Group, which are stated in Ringgit Malaysia.</p>	<p>In view of such risks the Group constantly monitors all its borrowings, looking for possible refinancing opportunities in order to reduce the costs associated with such borrowings.</p> <p>There is also active treasury monitoring of foreign currency exchange rates and any local or global conditions that are likely to impact the earnings and exchange rates of borrowings.</p>

### GROUP OUTLOOK AND PROSPECTS

Trading throughout 2023 saw the Australian economy waning as households suffered growing cost of living pressures and the trend of capitalisation rates reduced. Whilst overall unemployment was feared to accelerate, the overall loss of jobs was tempered, however the construction industry faced serious pressures as several reputable companies began to enter liquidity and insolvency events.

As a result, construction cost increases and programme challenges did eventuate due to core material supply increases and a marked increase in subcontractor insolvencies and increasing losses being experienced by principal contractors.

Mulpha continues to be fortunate in that our developments are positioned to cater to a more affluent downsizing market which is being less impacted by cost-of-living pressures and interest rates. This market is more focused on the quality of construction and the strength of the underlying developer to ensure the final product is completed at the promised level of quality. Those projects that are more positioned toward investors and first-home buyers are seeing quite a dramatic drop in sales demand and affordability.

In the near term, Malaysia will have to endure a weakened Ringgit until its fiscal and monetary policies enacted by the current Government will have positive effects on foreign direct investment. Mulpha will continue to be forward-thinking where we utilise our operational capabilities to drive increased cash flow towards our underlying real estate portfolio.

Mulpha will leverage its reputation as a diversified company with a strong track record in property development and investments to deliver efficient results until interest rate return to reasonable levels.

GREGORY DAVID SHAW

*Chief Executive Officer*

8 April 2024

# 04

## Our Commitment to Good Governance



### **RESIDENSI BAYOU, LEISURE FARM**

The latest addition to Leisure Farm's series of Waterfront Lifestyle Homes. Residensi Bayou is a three-storey residence that takes eco-living concepts to a higher plateau with state-of-the-art quality and design. Contemporary waterfronts Semi-D, Super Links as well as Garden Link homes located in 8.7 acres of serene natural living.



**MULPHA**



# Corporate Governance Overview Statement

The Board of Directors (“**the Board**”) of Mulpha (or “**the Company**”) is pleased to provide an overview of the Company’s corporate governance practices during the financial year ended 31 December 2023 with reference to the 3 key Principles as set out in the updated Malaysian Code on Corporate Governance 2021 (“**MCCG 2021**”) namely (a) Board leadership and effectiveness; (b) Effective audit and risk management; and (c) Integrity in corporate reporting and meaningful relationship with stakeholders. The Company’s application of each Practice set out in MCCG 2021 during the financial year 2023 is disclosed in the Company’s Corporate Governance Report (“**CG Report**”) which is available on the Company’s website at [www.mulpha.com.my](http://www.mulpha.com.my) as well as via the Company’s announcement made to Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

The Board remains committed to high standards of corporate governance driven by the ultimate objective of protecting and enhancing shareholder value and the financial performance of the Company and its subsidiaries (“**the Group**”).

The Board recognises that maintaining good corporate governance is critical to business integrity and performance, and key to delivering shareholder value. The Board continuously evaluates and adapts existing corporate governance practices in line with other known best practices and developments in the corporate sector.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### I. BOARD RESPONSIBILITIES

The Board has general oversight of management of the Group. The Board provides direction to Management on the Group’s strategy and overall policies for long-term value creation for all stakeholders including shareholders and employees. It endeavours to do this by taking into account the interests of all stakeholders in its decisions.

The Board is not directly involved in the day-to-day management of the Group but implements and monitors adequate guidelines and policies to ensure that Management acts in the best interest of the Group and its stakeholders, and observes and conforms to proper ethical, regulatory and legal requirements. In doing so, the Board has set limits of authority and boundaries for the actions that may be taken by Management and matters that it considers sufficiently material for its deliberation and approval.

In the interest of business efficacy, the Board may delegate authority to achieve the corporate objectives of the Group to the Executive Chairman, Executive Director and Chief Executive Officer (“**CEO**”). The Executive Chairman, Executive Director and CEO remain accountable to the Board for all actions taken by them pursuant to any such authority as well as for their performance in accordance with their contracts of service. Notwithstanding, the Board reserves the authority to consider and make decisions on any matter that it deems of significance to stakeholders and the Group. Furthermore, the Board may establish Key Performance Indicators (KPI) for Management to ensure that they meet performance and delivery targets for the Group and will provide incentives for performance, and link remuneration and benefits to performance.

The role of the Independent Directors is to take into account the interest of all shareholders and adopt an independent and objective stand on all matters before the Board. Independent Directors must vocalise their views on all matters and act in the best interest of the Group as a whole.

The Board has established an Audit and Risk Management Committee (“**ARMC**”), a Nomination Committee and a Remuneration Committee to assist the Board with specific matters within their respective terms of reference. The terms of reference of these Board Committees have been approved by the Board but are continuously evaluated to ensure that they are adequate and relevant. Although specific powers are delegated to the Board Committees, the Board keeps itself abreast through the reports from the respective Chairmen of the Board Committees and the minutes of the Board Committee meetings. The ultimate responsibility for decision-making, however, lies with the Board.

On 6 March 2024, the Board approved the establishment of a sub-committee of the ARMC known as ‘Development Risk Management Sub-Committee’. The purpose of this Sub-Committee is to assist the ARMC in fulfilling its oversight responsibilities in relation to the risks associated with the property development activities undertaken within the Group.

## Corporate Governance Overview Statement

### Separation of Positions of the Chairman and CEO

There is a clear division of responsibilities between the Executive Chairman and the CEO to ensure that there is a balance of power and authority such that neither individual has unfettered power over decision-making.

The Executive Chairman is primarily responsible for the vision and strategic direction of the Group as well as leadership of the Board. The Executive Chairman moderates and guides all meetings, and encourages active participation and contribution from all members of the Board. He engages directly with the CEO to monitor performance and oversees the implementation of strategies.

The CEO is responsible for the day-to-day management of the Group's operations and businesses as well as implementation of the Board's policies and decisions.

The Executive Chairman is not a member of any Board Committee in compliance with Practice 1.4 of the MCCG 2021.

### Company Secretaries

The Board is supported by suitably qualified Company Secretaries who manage and direct the flow of information to the Board and its Committees. They are responsible for developing and maintaining the processes that enable the Board to fulfil its roles, ensuring compliance with the Company's Constitution and the relevant guidelines, regulatory and statutory requirements, and advising the Board on all governance matters.

The Board is regularly updated and advised by the Company Secretaries on new statutory and regulatory requirements, and the implications on the Group and the Directors in relation to their duties and responsibilities. The Company Secretaries also oversee the adherence to Board policies and procedures.

### Board Meetings and Access to Information and Advice

Each Director has full and unrestricted access to all information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties.

The Board meets quarterly to review financial, operational and business performances, with additional meetings convened when necessary. The Board endeavours to deliberate on all important and material matters at physical/virtual meetings, however where urgent and unforeseen matters require a decision of the Board and a physical meeting is not possible, the available Directors endeavour to arrive at a consensus by conferring via telephone or other electronic means. The Board may make routine or administrative decisions via circular resolutions. In all cases, the Board decides after receiving the information it requires for an informed decision.

All Directors are provided with an agenda and a set of agenda papers at least 5 business days prior to the Board and Committee meetings to enable the Directors to review and consider the items to be deliberated at the meetings. The Directors may seek advice from Management, or request further explanation, information or updates, where necessary. Additionally, the Board may receive further updates, reports and information to ensure that it is apprised of the latest key business, financial and operational matters.

### Board Charter

The Board is guided by the Board Charter which sets out amongst others, the roles and responsibilities of the Board, Board Committees, individual Directors and Management in upholding good corporate governance standards and practices. The Board Charter also covers the composition of the Board; division of responsibilities between the Chairman and Executive Director/CEO; procedures for convening Board meetings; Directors' remuneration and training; financial reporting; investor relations; and shareholder communication. The Board Charter is accessible in Mulpha's website at [www.mulpha.com.my](http://www.mulpha.com.my).

## Corporate Governance Overview Statement

### Corporate Code of Conduct

The Board has a formalised Corporate Code of Conduct (“**the Code**”) which reflects Mulpha’s vision and core values of integrity, respect, trust and openness. The Code provides clear direction on the conduct of business, workplace behaviour, relations with stakeholders and the wider community. It also includes guidance on disclosure of conflict of interests; maintaining confidentiality and disclosure of information; compliance with relevant laws and regulations; and the duty to report where there is a breach of the Code, amongst others. The Code is made available on Mulpha’s website at [www.mulpha.com.my](http://www.mulpha.com.my).

### Conflict of Interest Policy

The Board also has a formalised Conflict of Interest Policy which sets out the process and procedures for employees to disclose any conflict of interest situation, and contains a Conflict of Interest Declaration Form to be used for the declaration of conflict of interest by employees in the event the employee is given a responsibility or assignment which may lead to an actual or potential conflict of interest.

The Conflict of Interest Policy was revised in year 2020 to cover broader conflicts involving employees as well as transactions entered into by the entities under the Group. The disclosure procedure and process have also been clearly defined to provide guidance to employees in making a disclosure of any actual or potential conflict of interest. The revised Conflict of Interest Policy was approved by the Board on 28 August 2020.

### Whistleblowing Policy

Mulpha has in place a Whistleblowing Policy to provide an avenue and mechanism to all employees and stakeholders of the Group to report concerns in strict confidence, about any suspected wrongdoing, inappropriate behaviour or misconduct relating to fraud, corrupt practices and/or other forms of inappropriate or unethical behaviour. Reports can be made anonymously without fear of retaliation or repercussions and will be treated confidentially. There is a process in place to independently investigate all reports received to ensure the appropriate follow-up actions are taken.

The Whistleblowing Policy was revised in year 2020 to streamline certain definitions to be consistent with the Conflict of Interest Policy. The whistleblowing reporting, communication channels and investigation process have also been clearly defined. The revised Whistleblowing Policy which was approved by the Board on 28 August 2020, is published on Mulpha’s website at [www.mulpha.com.my](http://www.mulpha.com.my).

### Anti-Bribery and Corruption Policies

In compliance with the new Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and guided by the principles under the Guidelines for Adequate Procedures, and Paragraph 15.29 of the Main Market Listing Requirements of Bursa Securities in relation to anti-bribery, the Board has on 28 August 2020, approved the new Anti-Bribery and Corruption Policy, and the Gift and Entertainment Policy.

The Anti-Bribery and Corruption Policy, and the Gift and Entertainment Policy set out the procedures and measures implemented by Mulpha to prevent the occurrence of corruption in connection with its business and to ensure compliance with anti-corruption laws in the countries in which the Group operates. These policies serve as control measures to address and manage the risks of fraud, bribery, corruption, misconduct and unethical practices for the benefit of long-term success of the Company.

The Anti-Bribery and Corruption Policy is published on Mulpha’s website at [www.mulpha.com.my](http://www.mulpha.com.my).

## Corporate Governance Overview Statement

### Directors' Fit and Proper Policy

In compliance with Paragraph 15.01A of the Main Market Listing Requirements of Bursa Securities, the Board has on 30 May 2022, approved the new Directors' Fit and Proper Policy for the appointment and re-election of directors.

The objective of the Directors' Fit and Proper Policy is to guide the Nomination Committee and the Board in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election at the Annual General Meeting ("AGM") of the Company. This Policy also aims to ensure that Directors possess the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to carry out their roles and responsibilities effectively in the best interest of the Company and its stakeholders.

The Directors' Fit and Proper Policy is published on Mulpha's website at [www.mulpha.com.my](http://www.mulpha.com.my).

### Sustainability Governance

The Board together with Management are responsible for the governance of sustainability in the Company, including setting the Company's sustainability strategies, priorities and targets. The Management team, led by the CEO is continuously enhancing the sustainability management framework and processes to ensure effective implementation and execution of the environmental, social and governance ("ESG") initiatives. A sustainability team was assigned to provide assistance and oversight for a smooth and progressive implementation of the organisation's sustainability strategies and initiatives. Progress of execution of the strategies and initiatives are regularly reported to the CEO and Management team as well as quarterly reporting to the Board.

To ensure the long-term expectations of stakeholders are met, Mulpha continues to monitor its sustainability priorities, including taking the necessary actions to minimise the environmental impact. The senior leadership team is accountable for embedding sustainability initiatives and targets throughout business operations (such as in the product design and project developments) and overseeing the execution.

## II. BOARD COMPOSITION

As at the date of this Statement, the Board has 6 members, comprising the Executive Chairman, Executive Director, 2 Independent Non-Executive Directors and 2 Non-Independent Non-Executive Directors. The Board composition complies with Paragraph 15.02(1)(a) of the Main Market Listing Requirements of Bursa Securities, which states that at least 2 directors or one-third of the Board members, whichever is higher, are Independent Directors.

On 1 April 2023, Ms Josephine Phan Su Han was appointed as Independent Non-Executive Director of the Company in compliance with Paragraph 15.02(1)(b) of the Main Market Listing Requirements of Bursa Securities, which states that at least one Director on the Board must be a woman.

The Board has an appropriate mix of relevant skills, knowledge and experience in the areas of business, accounting, finance, law, real estate investment, information technology and digitalisation, property development and investment, of which are skill sets relevant to the Group. A brief profile of each Director is set out under the Profile of Board of Directors section of this Annual Report.

The Board is satisfied that the current composition of Directors provides the appropriate size, diversity and balance of expertise, skills and core competencies among the Directors, which are necessary to lead the Group effectively. The Independent Directors provide independent judgement, objectivity, and check and balance on the Board.

### Nomination Committee

The Nomination Committee comprises 3 Non-Executive Directors, 2 of whom are Independent Non-Executive Directors. In conformity with MCCG 2021, the Nomination Committee is chaired by an Independent Non-Executive Director, Ms Josephine Phan Su Han.

## Corporate Governance Overview Statement

The Nomination Committee has written terms of reference dealing with its authority, duties and responsibilities, which is accessible in Mulpha's website at [www.mulpha.com.my](http://www.mulpha.com.my).

The activities of the Nomination Committee during the financial year are summarised as follows:-

- (a) Reviewed the evaluation results of the Board and Board Committees, and independence assessment of the Independent Directors.
- (b) Reviewed the results of the Director's Self & Peer Evaluation and mix of skills, competencies and experience of Directors.
- (c) Reviewed the term of office, competency and performance of the ARMC and its members.
- (d) Reviewed the evaluation results of the performance and contribution of the CEO.
- (e) Reviewed and recommended the re-election of Directors for shareholders' approval at the 2023 AGM.
- (f) Reviewed the training programmes attended by the Directors and assessed the training needs of Directors.
- (g) Reviewed and recommended for the Board's approval, the appointment of Ms Josephine Phan Su Han as Independent Non-Executive Director of the Company, as well as Chairman of the Nomination Committee and a member of the ARMC and Remuneration Committee.

The Nomination Committee reports its proceedings and recommendations to the Board for its consideration and approval.

### Appointment of New Directors to the Board

The Nomination Committee is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous, and that appointments are based on merit. The Nomination Committee is guided by the Directors' Fit and Proper Policy in evaluating the suitability of individuals for appointment as new Directors. The Nomination Committee ensures that the Board comprises individuals with the necessary background, skills, knowledge, experience and competencies to complement the existing Board and meet its future needs.

A proposed candidate is first considered by the Nomination Committee which takes into account, among others, the skills, knowledge, experience, competence, integrity and time commitment of the candidate, before making a recommendation to the Board for approval. A formal procedure and process has been established for the nomination and appointment of new Directors. The process includes conducting an interview or engagement session with the shortlisted candidate, if necessary. Candidates could be sourced through the recommendation of existing Directors, senior management, shareholders, external registries of corporate directors, internal database of potential candidates, third party referrals or from executive search firms.

Diversity of gender, ethnicity and age within the Board is also important, and this includes appropriate mix of skills, experience and competencies which are relevant to enhance the Board's composition. The Board recognises that the evolution of this mix is a long-term process that is deliberated each time a vacancy arises to ensure a balanced and diverse Board composition is maintained.

The Board does not have a specific policy on gender diversity but the Nomination Committee undertakes Board appointment processes that result in a manner that promotes gender diversity pursuant to the recommendation stated in MCCG 2021. The Nomination Committee will endeavour to consider both suitable male and women candidates, and candidates of all ethnicities in the recruitment exercise, when the need arises. The Board had on 1 April 2023, appointed a woman Director namely Ms Josephine Phan Su Han, which represents about 17% of the Board.

## Corporate Governance Overview Statement

### Tenure of Independent Directors and Annual Assessment of Independence

The Board acknowledges the importance of Independent Directors who are tasked with ensuring that there is a proper check and balance on the Board as they are able to provide unbiased and independent views in Board deliberations and decision-making of the Board, taking into account the interests of the Group and the minority shareholders.

In its annual assessment, the Nomination Committee reviewed the independence of Independent Directors. Based on the assessment, the Board is of the opinion that the Independent Directors consistently provided independent and objective judgement in all Board and Board Committee deliberations, and is satisfied with the level of independence demonstrated by the Independent Directors and their ability to act in the best interest of the Company.

### Re-election of Directors

The Company's Constitution provides that one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest to one-third, shall retire from office at each AGM. Each Director shall retire once at least in each 3 years but shall be eligible for re-election. The Directors to retire in each year are those who have been longest in office since their last election or appointment. As for Directors who are appointed by the Board during the year, they are subject to re-election at the next AGM following their appointment.

The performance of those Directors who are subject to re-election at the AGM will be subject to assessment conducted by the Nomination Committee from the annual assessment and evaluation of the Board. As part of the assessment process, the retiring Directors are required to provide the fit and proper declarations in accordance with the Directors' Fit and Proper Policy. The Nomination Committee's recommendations are then made to the Board on the proposed re-election of the retiring Directors for shareholders' approval at the AGM. The re-election of each Director is voted as a separate resolution during the AGM.

### Annual Evaluation of Directors

The Board annually evaluates its performance and governance processes with the aim of improving individual Director's contributions, and effectiveness of the Board and its Committees.

During the financial year, a Board evaluation exercise was carried out to assess the performance and effectiveness of the Board, Board Committees and the contribution of each Director based on a set of pre-determined criteria.

The Nomination Committee reviewed the overall results of the evaluations conducted and subsequently tabled the same to the Board and highlighted those areas which required further and continuous improvement.

### Time Commitment

During the financial year, the level of time commitment given by the Directors was satisfactory, which was evidenced by the attendance record of the Directors at the Board and Board Committees' meetings held.

To facilitate the Directors' time planning, a schedule of meetings comprising the dates of Board and Board Committees' meetings and AGM, would be prepared and circulated to them at the end of every year.

## Corporate Governance Overview Statement

A total of 5 Board meetings were held during the financial year ended 31 December 2023 and the record of attendance of the Directors is as follows:-

Name of Directors	Number of Meetings Attended	Percentage of Attendance (%)
Lee Seng Huang	5/5	100
Lee Eng Leong	5/5	100
Chew Hoy Ping	5/5	100
Loong Caesar	5/5	100
Geoffrey Earl Grady	5/5	100
Josephine Phan Su Han ( <i>Appointed on 1 April 2023</i> )	4/4*	100

\* Based on the number of meetings attended during the time the Director held office.

All the Directors have complied with the minimum requirement of at least 50% on attendance of Board meetings during the financial year as stipulated in the Main Market Listing Requirements of Bursa Securities.

In compliance with Paragraph 15.06 of the Main Market Listing Requirements of Bursa Securities, the Directors of the Company hold not more than 5 directorships in public listed companies. This enables them to discharge their duties effectively by ensuring that their commitment, resources and time are focused on the affairs of the Group.

### Directors' Training, Development and Induction

The Board acknowledges that continuous education is vital to gain insight into the state of economy, technological advances, regulatory updates and management strategies to enhance the skills and knowledge in discharging its responsibilities.

All the Directors, apart from attending the Mandatory Accreditation Programme as required by Bursa Securities, have also attended other training programmes organised by the relevant regulatory authorities or professional bodies to broaden their knowledge and to keep abreast with the relevant changes in laws, regulations and the business environment. The Directors are mindful that they should continue to update their skills and knowledge to sustain their active participation in Board deliberations and maximise their effectiveness during their tenure.

The Directors have ongoing access to continuing education programmes as they are kept informed of relevant training programmes by the Company Secretary. The records of all training programmes attended by the Directors are maintained by the Company Secretary.

Annually, the Board (through the Nomination Committee) reviewed the training programmes attended by the Directors and assessed the training needs of its members to assist them in the discharge of their duties as Directors. Details of the training programmes (eg. conferences, workshops, seminars and webinars) attended by the Directors during the financial year ended 31 December 2023 are as follows:-

Name of Directors	Training Programmes Attended	Organisers	Dates
Lee Seng Huang	Web3 and AI – Key Developments and Legal Issues	King & Wood Mallesons	19 May 2023

## Corporate Governance Overview Statement

Name of Directors	Training Programmes Attended	Organisers	Dates
<b>Lee Eng Leong</b>	1) MIA International Accountants Conference 2023	Malaysian Institute of Accountants	13 & 14 June 2023
	2) Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers	Bursa Malaysia Berhad	17 August 2023
	3) Sustainability Governance and Reporting	Malaysian Institute of Corporate Governance	24 August 2023
	4) Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	Institute of Corporate Directors Malaysia	13 & 14 December 2023
	5) Bursa Malaysia: Corruption and Bribery	Bursa Malaysia Berhad	15 December 2023
<b>Chew Hoy Ping</b>	1) Preventing Sexual Harassment	Carlsberg Group	1 March 2023
	2) IFRS S1: General Requirements for Sustainability-related Disclosures	IFRS	13 July 2023
	3) IFRS S2: Climate-related Disclosures	IFRS	18 July 2023
	4) Beyond Box-Ticking: Essentials for Effective Remuneration Committees	Asia School of Business	7 August 2023
	5) Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	Institute of Corporate Directors Malaysia	4 - 7 September 2023
	6) KPMG Board Leadership: Navigating AI Governance & ESG Reporting	KPMG	17 October 2023
	7) Audit Oversight Board's Conversation with Audit Committees	Securities Commission Malaysia	27 November 2023
	8) Climate Change & Carbon Footprint – Getting the Right Financial Risk & Reporting Perspectives	Institute of Corporate Directors Malaysia	1 December 2023
	9) Anti-Bribery Management Systems: Refresher Briefing	Mudajaya Group	1 December 2023
	10) National Budget	KPMG	12 December 2023
<b>Loong Caesar</b>	1) National Integrity Forum 2023: Leading Governance with Integrity ( <i>participated as Moderator</i> )	Malaysian Alliance of Corporate Directors & Institut Integriti Malaysia	31 July 2023
	2) Asia Pacific Board Leadership Forum 2023: Reimagining the Boardroom	Russell Reynolds Associates	17 & 18 October 2023

## Corporate Governance Overview Statement

Name of Directors	Training Programmes Attended	Organisers	Dates
<b>Geoffrey Earl Grady</b>	1) Assessment of the Board, Board Committees and Individual Directors	Malaysian Institute of Corporate Governance	7 November 2023
	2) Integrating ESG into Organisational Financial Reporting Framework	Malaysian Institute of Accountants	14 November 2023
	3) Audit Oversight Board's Conversation with Audit Committees	Securities Commission Malaysia	27 November 2023
<b>Josephine Phan Su Han</b> <i>(Appointed on 1 April 2023)</i>	1) Mandatory Accreditation Programme (MAP)	Bursa Malaysia Berhad	31 May - 2 June 2023
	2) Stepping up to the Role: Objective Assurance & Advisory on ESG	Malaysian Institute of Corporate Governance	13 July 2023
	3) Bursa Academy – Conflict of Interest and Governance of Conflict of Interest	Asia School of Business	27 July 2023
	4) Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers	Bursa Malaysia Berhad	22 August 2023
	5) The Audit Committee – How to Navigate Financial Reporting Oversight amidst Potential Landmines of Misreporting?	Malaysian Institute of Corporate Governance	12 September 2023
	6) Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	Institute of Corporate Directors Malaysia	19 & 20 September 2023
	7) Management of Cyber Risk	Ernst & Young Consulting Sdn Bhd	3 October 2023
	8) Board Oversight of Climate Risks and Opportunities	Asia School of Business	10 October 2023
	9) Audit Oversight Board's Conversation with Audit Committees	Securities Commission Malaysia	27 November 2023

### III. REMUNERATION

#### Remuneration Policies and Procedures

The objective of Mulpha's remuneration policies is to attract and retain Directors and key senior management of high calibre needed to run the Company successfully. The remuneration of the Executive Directors is structured on the basis of linking rewards to corporate and individual performance. For Non-Executive Directors, the level of remuneration reflects their experience, expertise and level of responsibilities undertaken by the Non-Executive Directors concerned.

From time to time, market survey data on the remuneration practices of comparable companies is taken into consideration in determining the remuneration packages for the Directors and key senior management.

## Corporate Governance Overview Statement

### Remuneration Committee

The role of the Remuneration Committee is to assist the Board in overseeing the remuneration policies of the Group. The Remuneration Committee consists of 4 Non-Executive Directors, 2 of whom are Independent Non-Executive Directors.

The Remuneration Committee has written terms of reference which deals with its authority, duties and responsibilities, and are available on Mulpha's website at [www.mulpha.com.my](http://www.mulpha.com.my). The Remuneration Committee is authorised to commission independent advice for the purpose of discharging its duties and responsibilities.

During the financial year, the Remuneration Committee evaluated the Executive Chairman and Executive Director against the set performance criteria, and reviewed and recommended their compensation packages for the Board's approval, with the Directors concerned abstaining from deliberation and voting on the same. The Remuneration Committee also reviewed the compensation package and performance incentives of the key senior management and recommended the same for the Board's approval.

The Board collectively determined the remuneration for the Non-Executive Directors based on the recommendation from the Remuneration Committee. Each of the Non-Executive Directors abstained from deliberating and voting in respect to his/her individual remuneration. Directors' fees and benefits payable to the Non-Executive Directors are subject to the approval of shareholders at the AGM.

### Details of Directors' Remuneration

Details of remunerations of the Directors of Mulpha (received from the Company and on a group basis respectively) for the financial year ended 31 December 2023 are as follows:-

	Directors' Fees	Salaries	Bonuses	Defined Contribution Plan	Fixed Allowances	Meeting Attendance Allowances	Benefits-in-kind & Other Emoluments	Total
Name of Directors	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Executive Director</b>								
Lee Seng Huang	-	773	310	130	-	-	6	1,219
<b>Non-Executive Directors</b>								
Chew Hoy Ping	96	-	-	-	30	40	-	166
Loong Caesar	92	-	-	-	6	34	-	132
Geoffrey Earl Grady	98	-	-	-	37	40	-	175
Josephine Phan Su Han (Appointed on 1 April 2023)	70	-	-	-	9	19	-	98
<b>Received from the Company</b>	<b>356</b>	<b>773</b>	<b>310</b>	<b>130</b>	<b>82</b>	<b>133</b>	<b>6</b>	<b>1,790</b>
<b>Executive Directors</b>								
Lee Seng Huang	-	1,140	449	10	-	-	-	1,599
Lee Eng Leong	-	715	-	89	-	-	5	809
<b>Received from a subsidiary</b>	<b>-</b>	<b>1,855</b>	<b>449</b>	<b>99</b>	<b>-</b>	<b>-</b>	<b>5</b>	<b>2,408</b>
<b>Total Group</b>	<b>356</b>	<b>2,628</b>	<b>759</b>	<b>229</b>	<b>82</b>	<b>133</b>	<b>11</b>	<b>4,198</b>

## Corporate Governance Overview Statement

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### I. ARMC

The Board is assisted by the ARMC in governing its oversight of the Group's financial reporting, the quality and integrity of its financial reporting as well as its overall risk management. The quarterly results and audited financial statements are reviewed by the ARMC and the external auditors (for audited financial statements) and approved by the Board before being released to Bursa Securities.

The ARMC has 3 members, comprising 2 Independent Non-Executive Directors and 1 Non-Independent Non-Executive Director. The ARMC is chaired by Mr Geoffrey Earl Grady, the Senior Independent Non-Executive Director, who is not the Chairman of the Board. During the financial year, Mr Chew Hoy Ping was redesignated from ARMC Chairman to a member of ARMC on 1 June 2023, concurrently with his redesignation from Independent Non-Executive Director to Non-Independent Non-Executive Director, in accordance with the Main Market Listing Requirements of Bursa Securities.

All members of the ARMC are financially literate and well-equipped with relevant knowledge and experience to effectively discharge their duties and responsibilities as members of the ARMC. They also have sufficient understanding of the Company's businesses.

During the financial year, the Board reviewed the term of office and assessed the performance of the ARMC and its members through the annual evaluation exercise. The Board was satisfied with the performance of the ARMC in discharging its duties and responsibilities in accordance with its terms of reference.

In 2023, the ARMC members had attended training programmes to keep themselves abreast of the latest developments in financial reporting, risk management, regulatory requirements, sustainability and corporate governance.

The ARMC Report as set out in this Annual Report, provides the details of the ARMC's activities which among others, include the annual assessment on the suitability, objectivity and independence of the external auditors.

#### II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

##### Sound Framework to Manage Risks

The Board has the ultimate responsibility of approving the risk management framework and policy as well as overseeing the Group's risk management and internal control framework.

Mulpha has in place an ongoing process for identifying, evaluating and managing significant risks that may affect the achievement of the business objectives of the Group. The Board through oversight of the ARMC and Risk Management Committee (a Management-level Committee) and reports received from these Committees, makes high level assessments of the key risks inherent in the Group and proposes or endorses mitigating measures for any identified risks, including business disruption risks and investment risks.

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

##### Internal Audit and Risk Management Functions

The Board has the ultimate responsibility for the Group's system of internal controls which includes the establishment of an appropriate control environment and framework, and the review of its effectiveness, adequacy and integrity. A sound system of internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable rather than absolute assurance against material misstatement, loss or fraud.

## Corporate Governance Overview Statement

The Board has established procedures to review the key financial, operational and compliance controls. These procedures, which are subject to regular review, provide an ongoing process for identifying, evaluating and managing the significant risks faced by the Group.

The Group has an established internal audit and risk management function performed in-house by the Internal Audit & Risk Management Department (“IARMD”), which reports directly to the ARMC. The main role of the IARMD is to undertake regular reviews of the Group’s systems of internal control, risk management and governance so as to provide assurance to the ARMC that the internal control system is sound, adequate and operating effectively in all material respects.

The ARMC Report as set out in this Annual Report, outlines the details of the activities of the internal audit function.

### Directors’ Responsibilities Statement in respect of the Audited Financial Statements

The Directors are required by the Companies Act 2016 to prepare financial statements which are in accordance with applicable approved accounting standards and give a true and fair view of the financial position of the Company and the Group at the end of the financial year, as well as of the financial performance and cash flows of the Company and the Group for the financial year.

In preparing the financial statements, the Directors have:

- (a) ensured that the financial statements are in accordance with the provisions of the Companies Act 2016, the applicable financial reporting standards and the Main Market Listing Requirements of Bursa Securities;
- (b) adopted the appropriate accounting policies and applied them consistently; and
- (c) made judgements and estimates that are prudent and reasonable.

The Directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy, the financial position of the Company and the Group which enable them to ensure that the financial statements comply with the relevant statutory requirements.

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

### I. ENGAGEMENT WITH STAKEHOLDERS

#### Periodic and Continuous Disclosure

The Board acknowledges the need for shareholders and other stakeholders to be informed of all material matters affecting the business and performance of the Company. Announcements to Bursa Securities are made on developments or events significantly affecting the Group. Financial results are released on a quarterly basis to provide shareholders and other stakeholders with a regular overview of the Group’s performance. All announcements made by the Company to Bursa Securities are also available to shareholders and the market on the ‘Investor Relations’ section of Mulpha’s website.

The Company also arranges press interviews and briefings, and releases press announcements to provide information on the Group’s business activities, performance and major developments, as and when necessary.

#### Company Website

The Company’s website, [www.mulpha.com.my](http://www.mulpha.com.my) provides detailed information on the Group’s businesses and latest development, as well as the profiles of the Board and senior management. The website has a dedicated section on investor relations and corporate governance which contains announcements to Bursa Securities, quarterly financial results, annual reports and stock information, among others.

## Corporate Governance Overview Statement

### Shareholders and Investors Queries

Whilst the Company aims to provide sufficient information to shareholders and investors about Mulpha and its activities, it also recognises that shareholders and investors may have specific queries and require additional information.

To ensure that shareholders and investors can obtain all relevant information about the Group, they are encouraged to direct their queries to:

Investor Relations  
Mulpha International Bhd.  
Suite 11-1, The Office Club  
Level 11, Menara Mudajaya  
No. 12A, Jalan PJU 7/3  
Mutiara Damansara  
47810 Petaling Jaya  
Selangor Darul Ehsan

Tel No: (603) 7718 6288 / (603) 7718 6266

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## II. CONDUCT OF GENERAL MEETINGS

### Encourage Shareholder Participation at General Meetings

General meetings represent the principal forum for dialogue and interaction with shareholders. The Board fully recognises the rights of shareholders and encourages them to exercise their rights at the AGM.

The Company conducted a virtual AGM on 8 June 2023 from the broadcast venue by leveraging technology in accordance with Section 327 of the Companies Act 2016 and the Securities Commission's '*Guidance and FAQs on the Conduct of General Meetings for Listed Issuers*'. The AGM was conducted through live streaming and online remote voting via Remote Participation and Electronic Voting ("**RPV**") facilities provided by the Company's share registrar, Boardroom Share Registrars Sdn Bhd.

The Notice of AGM with sufficient information of businesses to be dealt with thereat, together with the Proxy Form, Administrative Guide for AGM and Request Form (for printed copy of Annual Report and/or Share Buy-Back Statement), were sent to shareholders more than 28 days ahead of the meeting date. The Notice of AGM was published in one national newspaper to provide for wider dissemination of such notice to encourage shareholder participation. In addition, the Notice of AGM, Proxy Form, Administrative Guide for AGM and Request Form were posted on the websites of Mulpha and Bursa Securities.

Each item of special business included in the Notice of AGM was accompanied by an explanatory statement for the proposed resolution to facilitate better understanding and evaluation of issues involved.

The minutes of the AGM (including the questions raised at the AGM and the answers thereto) were made available on Mulpha's website.

### Effective Communication and Proactive Engagements with Shareholders

At the general meetings, shareholders have direct access to the Board and senior management, and they are encouraged to participate in the questions and answers session. To further encourage engagement between the Directors and shareholders, shareholders were also invited to submit questions before the AGM to Boardroom Smart Investor Portal in relation to the agenda items of the AGM. Questions that were submitted prior to the AGM were addressed during the AGM.

## Corporate Governance Overview Statement

At the said AGM, the CEO presented an overview of the Group's performance and strategies. During the AGM, shareholders and proxies were encouraged to pose their questions using the message icon via the RPV facilities and the questions posed by shareholders were made visible to all meeting participants. The Chairman, Executive Director and CEO responded to all the questions raised by the shareholders and proxies. In addition, the external auditors, KPMG PLT were in attendance remotely via video conferencing to answer questions on the audited financial statements.

### Electronic Poll Voting

All the Company's shareholders are entitled to appoint proxy/proxies or corporate representatives to vote on their behalf in their absence at general meetings.

To strengthen transparency and efficiency in the voting process, the Company adopted electronic poll voting at the AGM in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities. An independent scrutineer for the electronic poll voting process was appointed to verify the votes. The Chairman then announced the poll results which were also displayed on the screen and declared that all the resolutions were carried. Subsequently, the poll results were announced to Bursa Securities via Bursa LINK on the same day for the benefit of all shareholders.

**This Corporate Governance Overview Statement together with the CG Report were approved by the Board on 24 April 2024.**

# Additional Compliance Information

The information set out below is disclosed in compliance with the Main Market Listing Requirements of Bursa Securities:

## 1. UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSAL

The Company did not undertake any corporate proposal to raise proceeds during the financial year ended 31 December 2023.

## 2. AUDIT AND NON-AUDIT FEES

The audit and non-audit fees paid/payable to the external auditors for services rendered to the Company and its subsidiaries for the financial year ended 31 December 2023 are as follows:

	Group RM'000	Company RM'000
<b>Audit fees</b>		
KPMG PLT, Malaysia	339	186
Overseas affiliates of KPMG PLT, Malaysia	1,779	-
Other auditors	73	-
<b>Subtotal:</b>	<b>2,191</b>	<b>186</b>
<b>Non-audit fees</b>		
KPMG PLT, Malaysia	16	13
Overseas affiliates of KPMG PLT, Malaysia	92	-
<b>Subtotal:</b>	<b>108</b>	<b>13</b>
<b>Total:</b>	<b>2,299</b>	<b>199</b>

## 3. MATERIAL CONTRACTS INVOLVING THE INTEREST OF DIRECTORS, CHIEF EXECUTIVE AND MAJOR SHAREHOLDERS

Other than those disclosed in the audited financial statements, there were no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company and/or its subsidiaries involving the interest of directors, chief executive who is not a director, or major shareholders during the financial year ended 31 December 2023.

# Audit and Risk Management Committee Report

## CONSTITUTION AND COMPOSITION

The Audit Committee was renamed as 'Audit and Risk Management Committee' ("ARMC") on 27 February 2019, as approved by the Board. The ARMC's role is to assist the Board in its oversight responsibilities in relation to the preparation of financial statements, financial reporting and the maintenance of a sound system of internal control, risk management and governance.

As at the end of the financial year ended 31 December 2023, the ARMC has 3 members of the Board, comprising 2 Independent Non-Executive Directors and 1 Non-Independent Non-Executive Director. None of them is an alternate director. The members are as follows:-

1. Geoffrey Earl Grady (Chairman)  
(Senior Independent Non-Executive Director)
2. Chew Hoy Ping (Member)  
(Non-Independent Non-Executive Director)
3. Josephine Phan Su Han (Member) – Appointed on 1 June 2023  
(Independent Non-Executive Director)

All members of the ARMC are financially literate and well-equipped with relevant knowledge and experience to effectively discharge their duties and responsibilities as members of the ARMC. The ARMC Chairman, Mr Geoffrey Earl Grady is a Chartered Accountant, and both Mr Chew Hoy Ping and Ms Josephine Phan Su Han are members of the Malaysian Institute of Accountants, as required under Chapter 15, Paragraph 15.09(1)(c) (i) of the Main Market Listing Requirements of Bursa Securities.

Mr Geoffrey Earl Grady, being the ARMC Chairman, is an Independent Non-Executive Director, as required under Chapter 15, Paragraph 15.10 of the Main Market Listing Requirements of Bursa Securities.

The Board has reviewed the terms of office of the ARMC and conducted an annual assessment of the composition, performance and effectiveness of the ARMC and its members based on the recommendations of the Nomination Committee. The Board is satisfied that the ARMC and its members have discharged their functions, duties and responsibilities in accordance with the ARMC's terms of reference, supporting the Board in ensuring the Group upholds appropriate corporate governance standards.

The profile of each member of the ARMC is set out in the Profile of Board of Directors section of this Annual Report.

## ESTABLISHMENT OF DEVELOPMENT RISK MANAGEMENT SUB-COMMITTEE

On 6 March 2024, the Board approved the establishment of a sub-committee of the ARMC known as 'Development Risk Management Sub-Committee'. The purpose of this Sub-Committee is to assist the ARMC in fulfilling its oversight responsibilities in relation to the risks associated with the property development activities undertaken within the Group.

## TERMS OF REFERENCE

The ARMC's terms of reference, which outlines the ARMC's composition, meetings and minutes, authority as well as duties and responsibilities are published on Mulpha's website at [www.mulpha.com.my](http://www.mulpha.com.my).

## MEETINGS AND ATTENDANCE

During the financial year ended 31 December 2023, the ARMC held 5 meetings. The details of attendance of the ARMC members are as follows:-

Name of ARMC Members	Number of Meetings Attended
Geoffrey Earl Grady	5/5
Chew Hoy Ping	5/5
Josephine Phan Su Han (Appointed on 1 June 2023)	2/2*
Loong Caesar (Resigned on 1 June 2023)	3/3*

\* Based on the number of meetings attended during the time the ARMC member held office.

The Executive Director, CEO, Chief Financial Officer, Head of Finance and Head of Group Internal Audit & Risk were invited to attend the meetings for the purpose of briefing the ARMC on the activities involving their areas of responsibilities.

The external auditors were present at 3 of the meetings held. The ARMC also met with the external auditors without the presence of the executive board member and Management at 2 of those meetings.

The ARMC Chairman would brief the Board on the proceedings of each ARMC meeting. Minutes of each ARMC meeting were also tabled for confirmation at the following ARMC meeting and subsequently tabled to the Board for notation.

# Audit and Risk Management Committee Report

## SUMMARY OF ACTIVITIES OF THE ARMC

During the financial year up to the issuance date of this Annual Report, the ARMC carried out its activities in line with the ARMC's terms of reference, which are summarised as follows:-

### 1. Financial Reporting

- Reviewed and discussed with Management, the financial and cash flows reports (including bank facilities and bank covenants) of the Company and the Group at the ARMC meetings held on 20 February 2023, 24 May 2023, 23 August 2023, 24 November 2023 and 26 February 2024. The financial and cash flows reports were also tabled to the Board for notation.
- Reviewed the quarterly financial results for the 4<sup>th</sup> quarter of 2022 and the annual audited financial statements of 2022 for recommendation to the Board for approval and release to Bursa Securities, at the ARMC meetings held on 20 February 2023 and 29 March 2023 respectively.
- Reviewed the quarterly financial results for the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> quarters of 2023, and the annual audited financial statements of 2023 for recommendation to the Board for approval and release to Bursa Securities, focusing particularly on:
  - o compliance with accounting and financial reporting standards, legal and other regulatory requirements;
  - o changes in or adoption of accounting policies and practices changes;
  - o significant matters including financial reporting issues, significant judgements made by Management, as well as significant and unusual events or transactions including the latest status of the ongoing material litigation;
  - o the outlook and prospects of the Group;
  - o cash flow, financing and going concern assumptions; and
  - o significant audit issues and adjustments arising from audit

at the ARMC meetings held on 24 May 2023, 23 August 2023, 24 November 2023, 26 February 2024 and 5 April 2024 respectively.

- Discussed with Management the key financial related matters briefed by relevantly the Chief Financial Officer or Head of Finance at the ARMC meetings held on 20 February 2023, 24 May 2023, 23 August 2023, 24 November 2023 and 26 February 2024 where matters discussed, amongst others, included reclassification of borrowings, impairment and fair value assessment of the Group's investment and assets, valuation of investment properties, assessment of going concern, statutory reporting, operating segments reporting, and finance process improvements.

### 2. Annual Report Requirements

- Reviewed and recommended to the Board for approval, the Statement on Risk Management and Internal Control for inclusion in the 2022 Annual Report, at the ARMC meeting held on 20 February 2023.
- Reviewed and approved the ARMC Report for inclusion in the 2022 Annual Report, at the ARMC meeting held on 29 March 2023.
- Reviewed and recommended to the Board for approval, the Corporate Governance Overview Statement, Notice of AGM and Sustainability Statement for inclusion in the 2022 Annual Report, as well as the CG Report for submission to Bursa Securities, at the ARMC meeting held on 29 March 2023.
- Reviewed and recommended to the Board for approval, the Statement on Risk Management and Internal Control for inclusion in the 2023 Annual Report, at the ARMC meeting held on 26 February 2024.
- Reviewed and approved the ARMC Report for inclusion in the 2023 Annual Report, at the ARMC meeting held on 5 April 2024.
- Reviewed and recommended to the Board for approval, the Corporate Governance Overview Statement, Notice of AGM and Sustainability Statement for inclusion in the 2023 Annual Report, as well as the CG Report for submission to Bursa Securities, at the ARMC meeting held on 5 April 2024.

## Audit and Risk Management Committee Report

### 3. Internal Audit

- Reviewed the internal audit reports presented by the IARMD that detailed the audit findings and recommended corrective actions, as well as Management's responses and action plans in addressing the identified risks and internal control deficiencies, at the ARMC meetings held on 20 February 2023, 24 May 2023, 23 August 2023, 24 November 2023 and 26 February 2024. A total of 16 audit engagements were completed in 2023.

Risk-based audits were performed on selected business units within the Group, as included in the approved internal audit plan. The key areas of focus in 2023 included, but were not limited to, the review of financial and operating controls within the Soak City's car wash operations and Retail Centres; the governance processes for the Developments division; and control reviews across income tax, debtors management and treasury within the Group's Australia operations. Additionally, assurance reviews were conducted on Accounts Payable and Human Resources within the Group's Malaysia operations; and follow-up reviews were completed across cyber risk management programs and key aspects within the Group's Hospitality operations. The IARMD also conducted a review of the anti-bribery and corruption risk assessment.

At each ARMC meeting, the IARMD provided an update on audit activities and progress against the 2023 internal audit plan. Where appropriate, the ARMC was also apprised of key initiatives and continuous improvement activities being undertaken by the IARMD.

- Reviewed and approved the internal audit plan for 2024 which covered key business and operational units within the Group, at the ARMC meeting held on 24 November 2023. At the said meeting, the ARMC also reviewed and approved the 2024-2025 rolling 1+1 internal audit plan which provided an indication of those key risk areas and business operations to be reviewed by the IARMD over the next 2 years.

### 4. External Audit

- Reviewed with the external auditors, the audit report, issues, reservations and Management responses arising from their audit of the financial statements for the year ended 31 December 2022, at the ARMC meeting held on 20 February 2023.

The external auditors briefed the ARMC among others, on the audit status and outstanding matters, audit focus areas and audit findings in relation to the financial statements for the year ended 31 December 2022. At the same meeting, the external auditors confirmed that they have been independent throughout the conduct of the audit engagement 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 ("IESBA Code"), and they have fulfilled other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

- Reviewed with the external auditors on 20 February 2023, 24 November 2023 and 26 February 2024 without the presence of the executive board member and Management, the extent of assistance rendered by Management and issues arising from their audit. The ARMC was satisfied with the openness in communication and interaction with the engagement partners and their teams, which demonstrated their independence and professionalism.

In addition, the Chairman and members of the ARMC periodically held informal discussions with the engagement partners of the external auditors to ensure audit issues were addressed on a timely basis.

- In February 2023, the ARMC undertook an assessment of the suitability and independence of the external auditors for their re-appointment as Auditors of the Company at the 2023 AGM, which included a structured evaluation questionnaire completed by each member of the ARMC. The questionnaires which are used as an assessment tool, are based on a 4-scale rating or 'Yes' and 'No' answer, whichever

## Audit and Risk Management Committee Report

is applicable for each question. The areas which were covered in the assessment encompassed the external auditors' performance in terms of skills, expertise and competencies, calibre of the external audit firm, independence and objectivity, audit scope and planning, reasonableness of audit fees, provision of non-audit services and quality of communications with the ARMC. This annual evaluation provides the ARMC with a disciplined approach for maintaining effective oversight of the external auditors' performance.

The ARMC reviewed the external auditors' performance having regard to factors such as the audit firm's service quality, adequacy of experience, technical competency, reasonableness of fees and provision of non-audit services, and was satisfied with the overall performance. The evaluation results were tabled at the ARMC meeting held on 20 February 2023. The external auditors have also provided written confirmation on their independence in accordance with the terms of the relevant professional and regulatory requirements. The ARMC was satisfied with the suitability and independence of the external auditors and thereby recommended to the Board for their re-appointment at the AGM of the Company.

The Board at its meeting held on 24 February 2023, approved the ARMC's recommendation for the re-appointment of external auditors, subject to the shareholders' approval being sought at the AGM of the Company. The shareholders had duly approved the re-appointment of external auditors at the AGM held on 8 June 2023.

- Reviewed and recommended to the Board for approval, the audit and non-audit fees of the external auditors for the financial year ended 31 December 2022, at the ARMC meeting held on 20 February 2023.

The non-audit services comprised the reviews of the Statement on Risk Management and Internal Control, and the Housing Development Account of a subsidiary. The amount of non-audit fees was not significant as compared to the amount of audit fees. In this respect, the ARMC was satisfied that the provision of non-audit services by the external auditors did not impair their objectivity and independence as external auditors.

- Reviewed with the external auditors on 29 March 2023, the annual audited financial statements including the Independent Auditors' Report for the financial year ended 31 December 2022, where relevant disclosures in the annual audited financial statements were deliberated.
- Reviewed and recommended to the Board for approval via a circular resolution of ARMC dated 14 September 2023, the proposed engagement of KPMG Corporate Finance Australia to undertake corporate advisory services in relation to The Hotel School after assessing, and taking additional appropriate steps to ensure that KPMG's independence as the Group's external auditors will not be impaired by such non-assurance services.

The Board approved the proposed engagement of KPMG Corporate Finance Australia to undertake corporate advisory services in relation to The Hotel School pursuant to a circular resolution dated 18 September 2023.

- Reviewed with the external auditors, their audit plan, scope of audit, audit timeline, focus areas on potential key audit matters and other significant audit matters in relation to the audit of the financial statements for the year ended 31 December 2023, at the ARMC meeting held on 24 November 2023.

At the same meeting, the external auditors confirmed that they have been independent throughout the conduct of the audit engagement in accordance with the By-Laws and the IESBA Code, and they have fulfilled other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

- Reviewed with the external auditors, the audit report, issues, reservations and Management responses arising from their audit of the financial statements for the year ended 31 December 2023, at the ARMC meeting held on 26 February 2024.

The external auditors briefed the ARMC among others, on the audit status and outstanding matters, audit timeline, audit focus areas (i.e. key audit matters and other significant audit matters) and audit findings.

## Audit and Risk Management Committee Report

Pursuant to the new and revised Auditor Reporting Standards which took effect from 16 December 2016, the ARMC reviewed the key audit matters raised by the external auditors and ensured that adequate work had been done to support the audit conclusions and overall impact on the financial statements. The 2 key audit matters which were highlighted to the ARMC (as disclosed in the Independent Auditors' Report contained in the Audited Financial Statements) were:

- (a) Valuation of investment properties; and
  - (b) Valuation of investment securities.
- In February 2024, the ARMC assessed the suitability and independence of the external auditors for their re-appointment as Auditors of the Company at the forthcoming 2024 AGM, via the same assessment tool as described above. In its assessment, the ARMC also considered the information in the external auditors' Transparency Report with reference to Guidance 9.3 of MCCG 2021. The evaluation results were tabled at the ARMC meeting held on 26 February 2024, and the ARMC was satisfied with the suitability and independence of the external auditors and thereby recommended to the Board for their re-appointment at the forthcoming AGM of the Company. The external auditors have also provided written confirmation on their independence in accordance with the terms of the relevant professional and regulatory requirements.

The Board at its meeting held on 28 February 2024, approved the ARMC's recommendation based on the evaluation results, for the re-appointment of external auditors, subject to the shareholders' approval being sought at the forthcoming AGM of the Company.

- Reviewed and recommended to the Board for approval, the audit and non-audit fees of the external auditors for the financial year ended 31 December 2023, at the ARMC meeting held on 26 February 2024.
- Reviewed and recommended to the Board for approval, the Policy on Non-Assurance Services provided by External Auditors, at the ARMC meeting held on 26 February 2024.

- Reviewed with the external auditors on 5 April 2024, the annual audited financial statements including the Independent Auditors' Report for the financial year ended 31 December 2023, where relevant disclosures in the annual audited financial statements were deliberated.

### 5. Risk Management

- Reviewed and adopted the Enterprise Risk Management Report articulating the Group's material business risks and the updated Mulpha Group's Enterprise Risk Register that enumerates the risk description, causes, consequences, risk commentary and key controls utilised to manage risks, as well as the Risk Profile Heat Map showing trends in risk exposures and any emergent or new risks/opportunities, at the ARMC meetings held on 20 February 2023 and 26 February 2024.
- Reviewed and approved the risk management plan for 2024, covering the areas of enterprise risk management; divisional and operational risk registers; and health, safety and environment ("HSE") integration, at the ARMC meeting held on 24 November 2023.
- Reviewed and discussed the high and critical HSE risks/issues, at the ARMC meetings held on 20 February 2023, 24 May 2023, 23 August 2023, 24 November 2023 and 26 February 2024. The ARMC was informed that necessary actions were being undertaken proactively to mitigate these risks, and consultants were being engaged to determine the appropriate course of actions required. A gap analysis of the implementation of HSE Management System was completed to improve the HSE framework compliance.
- Reviewed and adopted the revised Mulpha Enterprise Risk Management Framework, which encompasses the Group's risk management policy including its risk appetite; roles and responsibilities for the oversight and management of risk across the Group; and the Group's risk management processes, guidelines and rating methodology, at the ARMC meeting held on 26 February 2024.

## Audit and Risk Management Committee Report

### 6. Related Party Transactions

- Reviewed the related party transactions entered into by the Company and the Group to ensure that the transactions entered into were at arm's length basis and on normal commercial terms, at the ARMC meetings held on 20 February 2023, 24 May 2023, 23 August 2023, 24 November 2023 and 26 February 2024.

### 7. Other Matters

- Reported to the Board at its quarterly meetings on significant issues and concerns discussed during the ARMC meetings together with applicable recommendations. Minutes of the ARMC meetings were tabled and noted by the Board.
- The Chairman and members of the ARMC have held informal sessions and interactions with Management throughout the year which were aimed at obtaining a better understanding of business operations and risks related issues, and the resolution of issues.
- Discussed with Management the tax updates briefed by the Tax Director at the ARMC meetings held on 20 February 2023, 24 May 2023, 23 August 2023, 24 November 2023 and 26 February 2024 where matters discussed, amongst others, included tax returns lodgement, updates on the combined assurance review by Australian Taxation Office, effective tax rate, significant global entity, tax system automation, thin capitalisation rules in Australia, income tax refund, input tax credits, private tax ruling on redeemable preference shares dividends, capital gains tax in Malaysia, withholding tax, new transfer pricing rules in Malaysia, New South Wales ("NSW") landholder duty and corporate reconstruction exemption, NSW land tax surcharge exemption, implementation of e-invoicing in Malaysia, economic substance compliance in Singapore, and tax governance framework.
- The ARMC has the responsibility in overseeing the implementation and monitoring of the Whistleblowing Policy, and ensuring effective administration thereof. There was no complaint received during the financial year 2023 up to the issuance date of this Annual Report.

### INTERNAL AUDIT AND RISK MANAGEMENT FUNCTIONS

Mulpha Group has an established independent internal audit function performed in-house by the IARMD, which reports directly to the ARMC.

As at 31 December 2023, the IARMD has 2 full-time personnel, comprising the General Manager/Head of Group Internal Audit & Risk and the Internal Audit Manager. The name and qualification of each member of the IARMD are set out below:

- Mr Sean Milne holds the position of General Manager/Head of Group Internal Audit & Risk. He has a Bachelor Degree in Business Economics and is a member of the Institute of Internal Auditors ("IIA"). He is also a Certified Internal Auditor and holds a Certification in Risk Management Assurance, both governed by the IIA.
- Mr Marc Gempes holds the position of Internal Audit Manager. He has a Bachelor Degree in Accountancy and is a member of the IIA. He is also a Certified Public Accountant and Certified Internal Auditor.

Both of the IARMD personnel have no relationships or conflicts of interest that would impair the objectivity or independence of the function in the performance of their duties.

The main role of the IARMD is to undertake regular reviews of Mulpha Group's systems of internal control, risk management and governance so as to provide assurance to the ARMC that the internal control system is sound, adequate and operating effectively in all material respects.

The IARMD adopts a risk-based approach as guided by established policies and other relevant professional standards, in developing the annual internal audit plan for approval by the ARMC. The ARMC receives quarterly internal audit reports from the IARMD and discusses these reports to ensure recommendations in the reports are duly acted upon by Management.

Apart from the aforesaid internal audit mandate, the IARMD is also responsible for facilitating and assisting Management in maintaining a structured risk management framework to identify, evaluate and manage material risks facing the Group. The IARMD also monitors the effectiveness of the Group's risk management processes and reports quarterly to the ARMC on the risk management activities of the Group.

## Audit and Risk Management Committee Report

The IARMD's scope of responsibilities extends to all business and operational units within the Group. In fulfilling its mandate, the IARMD conducted the following activities during the financial year up to the issuance date of this Annual Report:

- (a) Performed and completed risk-based audits on selected business units and key business processes within the Group as included in the approved internal audit plan. In financial year 2023, the IARMD completed 16 assurance engagements. The key areas of focus in 2023 included, but were not limited to, the review of financial and operating controls within the Soak City's car wash operations and Retail Centres; the governance processes for the Developments division; and control reviews across income tax, debtors management and treasury within the Group's Australia operations. Additionally, assurance reviews were conducted on Accounts Payable and Human Resources within the Group's Malaysia operations; and follow-up reviews were completed across cyber risk management programs and key aspects within the Group's Hospitality operations. The IARMD also conducted a review of the anti-bribery and corruption risk assessment.
- (b) Tabled the completed audit reports to the ARMC at its quarterly meetings, detailing the audit findings, audit recommendations and Management responses. As per IARMD's methodology, follow-up audits/activities were also undertaken to ascertain the implementation status of agreed action plans within the required timeframes, the results of which were reported to the ARMC.
- (c) Prepared and tabled the Statement on Risk Management and Internal Control for inclusion in the 2022 Annual Report, at the ARMC meeting held on 20 February 2023.
- (d) Prepared and tabled for the ARMC's adoption, the Enterprise Risk Management Report articulating the Group's material business risks and the updated Mulpha Group's Enterprise Risk Register that enumerates the risk description, causes, consequences, risk commentary and key controls utilised to manage risks, as well as the Risk Profile Heat Map showing trends in risk exposures and any emergent or new risks/opportunities, at the ARMC meetings held on 20 February 2023 and 26 February 2024.
- (e) Prepared and tabled for the ARMC's approval, the internal audit plan for 2024 which covered key business and operational units within the Group, at the ARMC meeting held on 24 November 2023. At the said meeting, the 2024-2025 rolling 1+1 internal audit plan which provided an indication of those key risk areas and business operations to be reviewed by the IARMD over the next 2 years, was also tabled for the ARMC's approval.
- (f) Prepared and tabled for the ARMC's approval, the risk management plan for 2024, covering the areas of enterprise risk management; divisional and operational risk registers; and HSE integration, at the ARMC meeting held on 24 November 2023.
- (g) Tabled the high and critical HSE risks/issues, at the ARMC meetings held on 20 February 2023, 24 May 2023, 23 August 2023, 24 November 2023 and 26 February 2024.
- (h) Prepared and tabled for the ARMC's adoption, the revised Mulpha Enterprise Risk Management Framework, which encompasses the Group's risk management policy including its risk appetite; roles and responsibilities for the oversight and management of risk across the Group; and the Group's risk management processes, guidelines and rating methodology, at the ARMC meeting held on 26 February 2024.
- (i) Prepared and tabled the Statement on Risk Management and Internal Control for inclusion in the 2023 Annual Report, at the ARMC meeting held on 26 February 2024.

In February 2023, the ARMC carried out an evaluation of the effectiveness of the internal audit function in respect of financial year 2022. The appraisal covered the adequacy of IARMD's scope, its functions, resources, authority and independence, as well as the competency of internal audit staff. The results of the evaluation were tabled at the ARMC meeting held on 20 February 2023. In general, the ARMC was satisfied that the IARMD has been operating satisfactorily.

In February 2024, the ARMC also undertook an evaluation of the effectiveness of the internal audit function for financial year 2023, which covered the areas mentioned above. The results of the evaluation were tabled at the ARMC meeting held on 26 February 2024. The ARMC was satisfied that the IARMD continues to operate satisfactorily.

The costs incurred by IARMD in discharging its functions and responsibilities during the financial year ended 31 December 2023 amounted to RM2,177,300.

# Statement on Risk Management and Internal Control

## INTRODUCTION

Pursuant to Main Market Listing Requirements of Bursa Securities and Principle B of the MCGG 2021, the Board affirms its commitment to maintaining a sound risk management framework and internal control system that safeguards shareholders' investment and the Group's assets.

Having regard to this, and the requirements included in the *Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers*, the Board makes the following disclosures in accordance with Chapter 15, Paragraph 15.26(b) of the Listing Requirements for the financial year ended 31 December 2023:

## PURPOSE, RESPONSIBILITY AND MONITORING

The Board acknowledges its responsibility for establishing and maintaining a sound system of risk management and internal control. This encompasses the approval and review of the Group's risk management strategy, risk appetite and policy, and internal audit programme. The Board is assisted in this function by the ARMC, as a delegated sub-committee.

The Board recognises that the system is designed to mitigate rather than to eliminate risks or events which may significantly impact the achievement of the Group's business objectives and strategies. Accordingly, such systems can only provide reasonable but not absolute assurance against any material misstatement, loss or fraud.

The Group's system of risk management and internal control comprises key control activities and oversight mechanisms concerning governance, risk management, financial, operational, strategic, compliance and regulatory matters. At all times, the Group conducts its operations in accordance with the Board's mandate for effective and efficient management of risk in the pursuit of organisational strategy and achievement of business objectives.

To this end, the system of risk management and internal control acts to protect shareholders' investment, the Group's assets and reputation, and the health and safety of workers and customers, as well as safeguarding against material misstatement, loss and fraud.

Senior management and the ARMC review the adequacy, appropriateness, and integrity of the system of risk management and internal control employed across the Group on an annual basis. During the financial year, the ARMC concluded that the Group's risk management and internal control activities remain appropriate, and that suitable and sufficient information is provided to those charged with governance, and that the Group's material business risks are being properly managed.

All internal control and risk management matters that warrant further scrutiny or the attention of the Board are escalated as and when appropriate by the Chairman of the ARMC and/or executive management. Minutes of all ARMC meetings are circulated to the full Board, and the Chairman of the ARMC reports to the Board after each ARMC meeting.

## RISK MANAGEMENT

Risk management is considered an integral part of the Group's business operations and a key management capability.

In pursuing its strategy, the Group has established an Enterprise Risk Management (“ERM”) Framework encompassing a group-wide risk policy and appetite statement, roles and responsibilities for the oversight and management of risk, and formalised risk management and reporting processes.

The Group's ERM Framework aligns with the Standard ISO 31000:2018 – Risk Management Principles and Guidelines.

The Group has adopted a two-pronged approach to risk management, whereby (1) Group-level risks are articulated and reviewed by senior management and the General Manager, Group Internal Audit & Risk; and (2) divisional-level risks are addressed in a decentralised approach by which individual Risk Management Units (“RMUs”), led by a Head of Division, are responsible for the systematic identification, assessment and management of risk within their respective business units. In both cases, the identification, assessment, management and monitoring of risk is conducted in accordance with the Group's risk management methodology, as approved by the Board.

## Statement on Risk Management and Internal Control

In addition to the day-to-day management of risk as part of business-as-usual activities, RMUs, working with the IARMD team, to update their risk profile on an annual basis or as part of the audit process (where applicable to a division or department). A detailed risk register is maintained for each RMU, that captures risk items, their classification and description, risk ratings, mitigating controls and any action plans and responsible owner(s).

Both the enterprise risks and the consolidated RMU risk registers are reviewed by the IARMD and are used to produce an Enterprise Risk Report articulating the Group's material business risks and risk profiles, highlighting trends in risk ratings and provides insight on any new or emergent exposures.

The Enterprise Risk Report is tabled at the Mulpha Group Risk Management Committee, a management committee chaired by the CEO, for discussion prior to being escalated to the ARMC and Board.

### INTERNAL AUDIT

The IARMD is responsible for the independent appraisal of the Group's system of risk management and internal control.

Led by the General Manager, Group Internal Audit & Risk, the IARMD reports to the ARMC Chairman and provides the Board with assurance over the adequacy, effectiveness and efficiency of risk management, control and governance processes employed across the Group. To assist Management, the IARMD also provides insight and recommendations on business process improvement and the management of material business risks.

The IARMD conducts audit engagements as part of a Board approved programme of work, comprising risk advisory and assurance services. The primary responsibility of the IARMD is to provide the Board with assurance that the internal control system and risk management framework of the Group are sound, adequate and operating satisfactorily. Where improvement opportunities are identified, the IARMD agrees corrective actions with Management and tracks these through to completion. The outcome of each audit engagement and the status of corrective actions are reported to the ARMC as per the IARMD's governance and escalation protocol.

In financial year 2023, the IARMD completed 16 assurance engagements. Key areas of focus in 2023 included, but were not limited to, the review of financial and operating controls within the Soak City's car wash operations and Retail Centres, the governance processes in place for the Developments division, and control reviews across income tax, debtors management and treasury within the Group's Australia operations. Additionally, assurance reviews were conducted on Accounts Payable and Human Resources within the Group's Malaysia operations, and follow-up reviews were completed across cyber risk management programs and key aspects within the Group's Hospitality operations.

### KEY ELEMENTS OF INTERNAL CONTROL

Other key elements of the Group's internal control system include:

- Clearly defined roles and responsibilities, organisation structure and appropriate delegated authority limits approved by the Board for both the Board sub-committees and Management.
- Operational policies and procedures, which are updated as and when required.
- Whistleblowing Policy is in place to provide employees and stakeholders with confidential reporting channels to escalate suspected inappropriate behaviour or misconduct relating to fraud, bribery and/or corruption.
- A Conflict of Interest Policy is in place to manage, address and report on any actual or potential conflict of interest faced by Management.
- Reporting systems are in place that provide Directors and senior management with suitable, sufficient and regular financial, operational, legal and strategic information. Comprehensive board papers are prepared by senior management and circulated to Directors prior to each Board/Committee meeting; with monthly management meetings held to discuss business performance and to formulate action plans.
- Annual business plans and budgets are prepared by individual entities and business units within the Group. Actual performance is monitored against budget monthly, with significant variances flagged for investigation and follow-up.

## Statement on Risk Management and Internal Control

- The design and operating effectiveness of key internal controls is periodically assessed by the IARMD. Where control weaknesses are identified, remedial action plans are developed in consultation with Management.
- Management self-assesses the effectiveness of key controls as part of the Group's annual enterprise risk reporting process.
- Sufficient insurance cover is held to reduce the financial impact of any significant insurable losses.

### SCOPE AND ATTESTATION

This Statement on Risk Management and Internal Control does not extend to any associated companies, as the Group does not have management control over their operations.

The Board has received assurance from the CEO and the Chief Financial Officer that the Group's risk management and internal controls system is operating adequately and effectively, in all material aspects.

Pursuant to Chapter 15, Paragraph 15.23 of the Listing Requirements, the external auditors have reviewed this Statement for inclusion in the 2023 Annual Report and have reported to the Board that nothing came to their attention that would suggest this Statement has not been prepared, in all material aspects, with the disclosures required under paragraphs 41 and 42 of the *Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers*.

**This Statement on Risk Management and Internal Control was approved by the Board on 28 February 2024.**

# 05

## Our Commitment to Business Sustainability



### **BALE CLUBHOUSE, LEISURE FARM**

Located within Leisure Farm, the Bale Clubhouse is home to all major activities including tennis, basketball, swimming, gym, a restaurant and plentiful green spaces for our residents to use.



**MULPHA**



# Sustainability Statement

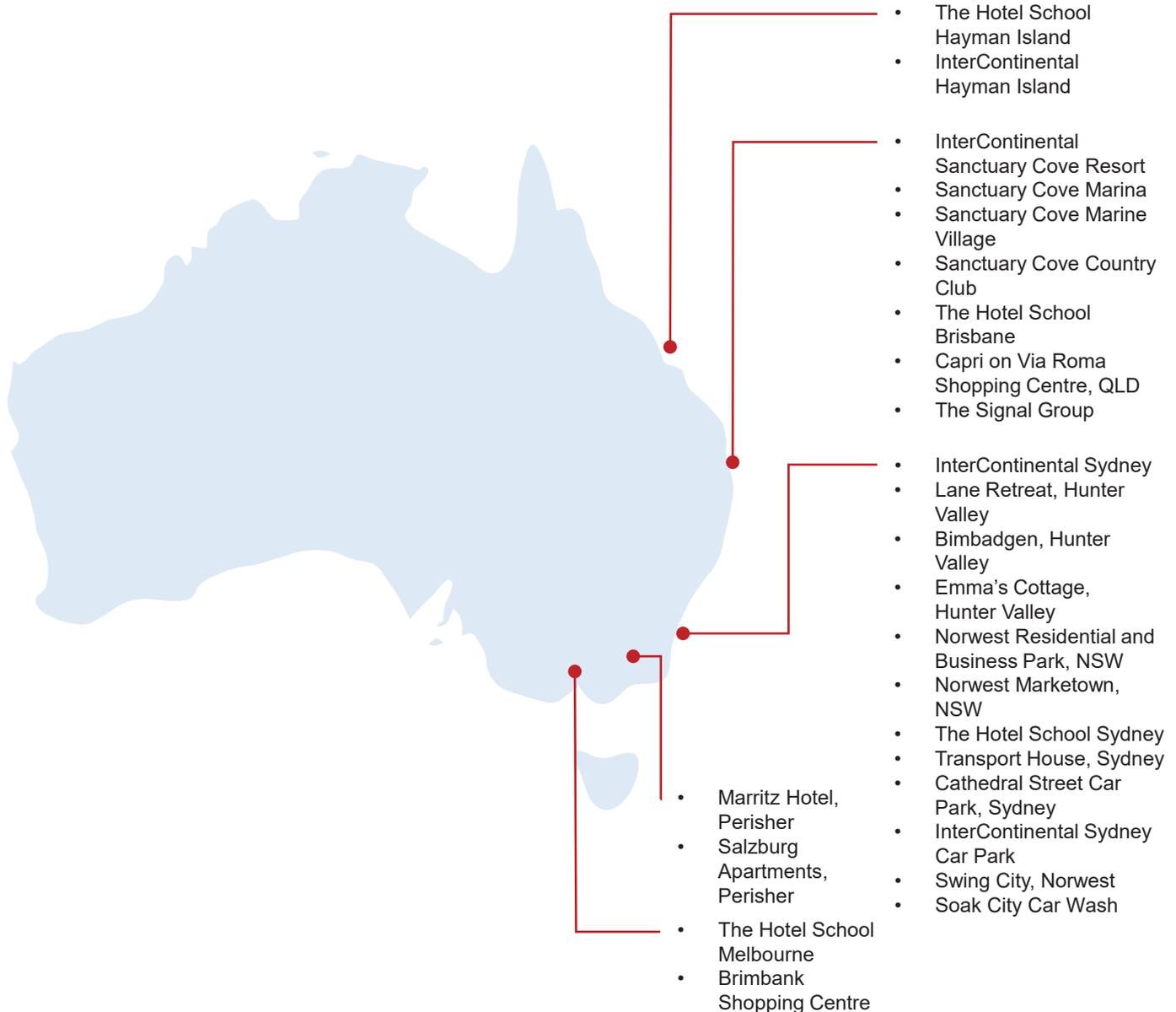
## A Quick Insight on Mulpha’s Sustainability Statement

Mulpha International Bhd. (“**Mulpha**” or “**the Group**”) hereby presents our Sustainability Statement for the financial year ended 31 December 2023 (“**FY2023**”). Within these pages, we feature the milestones, stories and innovations that have shaped our Environmental, Social and Governance (“**ESG**”) journey.

## Our Structure, Operations and Supply Chain

### Our Operations

The majority of the Group’s assets and investments are in Australia. Specifically in Queensland (“**QLD**”), New South Wales (“**NSW**”) and Victoria (“**VIC**”):-



# Sustainability Statement

## Our Operations

We have a diverse portfolio across the following key areas.



### Hotels and Hospitality

- InterContinental Sydney
- InterContinental Sanctuary Cove Resort
- InterContinental Hayman Island
- Bimbadgen, Hunter Valley
- Lane Retreat, Hunter Valley
- Marritz Hotel and Salzburg Apartments Perisher
- Various smaller hospitality venues, NSW and QLD
- London Marriott Grosvenor Square (co-investment)
- Nesuto Stadium Apartment Hotel, New Zealand



### Commercial and Retail

- Transport House, Sydney
- Sanctuary Cove Marina
- Sanctuary Cove Marine Village
- Sanctuary Cove Country Club
- Norwest Marketown, NSW
- Capri on Via Roma Shopping Centre, QLD
- Brimbank Shopping Centre, VIC (co-investment)



### Events

- Sanctuary Cove International Boat Show
- Sydney International Boat Show
- A Day on the Green Bimbadgen



### Education

- The Hotel School Sydney
- The Hotel School Brisbane
- The Hotel School Melbourne
- The Hotel School Hayman Island



### Real Estate Development

- Leisure Farm Resort, Johor, Malaysia
- Norwest Residential and Business Park, NSW
- Sanctuary Cove, QLD
- Thriven Global Berhad (investment in public listed equities)



### Auto Services

- Cathedral Street Car Park, Sydney
- InterContinental Sydney Car Park
- Soak City Carwashes



### Funds Management and Principal Investments

- Mulpha Funds Management
- Signal Group
- Kinda-Mindi HUB OS



### Retirement and Aged Care

- Aveo Group (co-investment)

## Sustainability Statement

### The Scope and Boundary of this Statement

The table below outlines the material assets and business units evaluated for this Sustainability Statement in FY2023.



#### Malaysia

##### Mulpha International Bhd. ("MIB")

- **Property Development**
  - Leisure Farm Resort



#### Australia

##### Mulpha Australia Limited ("MAL")

- **Hospitality and Leisure**
  - InterContinental Sydney
  - InterContinental Hayman Island
  - InterContinental Sanctuary Cove
- **Property Investment and Finance**
  - Transport House
  - Norwest Marketown
  - Capri on Via Roma Shopping Centre
  - Sanctuary Cove Marine Village
- **Property Development**
  - Norwest Developments
  - Sanctuary Cove Developments

The reported Australian environmental data focuses on 7 material assets (InterContinental Sydney, InterContinental Hayman Island, InterContinental Sanctuary Cove, Transport House, Norwest Marketown, Capri on Via Roma shopping centre and Sanctuary Cove Marine Village) that contribute to the majority of Australian energy and water usage.

Additionally, this environmental data is split into 2 business units: Hospitality and Leisure, and Property Investment and Finance. Assets under the Property Development business unit are excluded as Mulpha does not have operational control of development sites (control is managed via a principal contractor), while energy and water data are not required to be reported for these sites at present.

As part of our journey, we are committed to expanding more assets into our sustainability reporting scope and in line with Australian sustainability reporting standards.

### Reporting Frameworks and Guidelines

The Group's Sustainability Statement was prepared with reference to the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Securities, the Sustainability Reporting Guide (3<sup>rd</sup> Edition) and the Illustrative Sustainability Reporting Guide issued by Bursa Securities. Our statement also aligns with the Global Reporting Initiative ("**GRI**") Standards and the United Nations Sustainable Development Goals ("**UN SDGs**"). These guidelines ensure transparent and reliable reporting regarding our sustainability performance and goals.



# Sustainability Statement

## Governance & Data Validation

The FY2023 Sustainability Statement has been reviewed using internal sources. We will continue to assess our data collection and analysis procedures to enhance the quality of our disclosures. The governance and data have not been the subject of an assurance review.

## About Mulpha

### Building Green, Operating Sustainably

At Mulpha, we are driven by a vision of long-term value creation through our property development, property investment, hospitality, education and other diversified businesses detailed below. With presence in Malaysia, Singapore, Australia and New Zealand, we are vigilant of the impact that our operations have on the environment, our communities and society.

We recognise the need for tangible sustainability practices throughout our value chain and align with international benchmarks and industry best practices such as Australia where material assets are located. In addition, we integrate sustainability into our corporate strategies and operational frameworks, including assets like hotels with international brand partners.

Mulpha adopted a Sustainable Finance Framework (“**SFF**”) which provides guidance on the manner in which assets are selected to participate in Mulpha’s green loan and social loan financing. The framework serves as a roadmap, ensuring transparency and responsible allocation of funds where a green or social loan has been provided. Mulpha’s development, known as Norwest Quarter stage 1 (a mixed-use development comprising 196 apartments in 2 towers constructed on a joint podium encapsulating retail and other mixed-use space) has been assessed under the Sustainable Finance Framework as eligible for a green loan to assist in funding the development. The ANZ Bank (“**ANZ**”) and Clean Energy Finance Corporation (“**CEFC**”) have provided this green loan, marking our first SFF-eligible asset.

To address current climate challenges and create greater efficiency in our property portfolio, we are also increasing our use of solar energy, upgrading to light-emitting diode (“**LED**”) lighting and transitioning to electrification where feasible to reduce fossil fuel reliance and gas usage.

Mulpha prioritises equal opportunities and invests in our people. We welcomed a new female member to the Board of Directors (“**Board**”), strengthening leadership diversity. With over 50% of our workforce comprised of women, we ensure equal opportunities and offer career advancement programmes. Additionally, through a partnership with Prestige Employment Solutions, we welcomed 3 employees with disabilities to join our team in Sanctuary Cove, Queensland, acknowledging the valuable perspectives and talents they bring.

With our refreshed group-wide Sustainability Policy, we address our sustainability strategies grounded in the 3 fundamental areas of ESG. It mirrors our role as a real estate developer and hospitality investor, with a primary focus on meeting stakeholders needs and considerations.

# Sustainability Statement

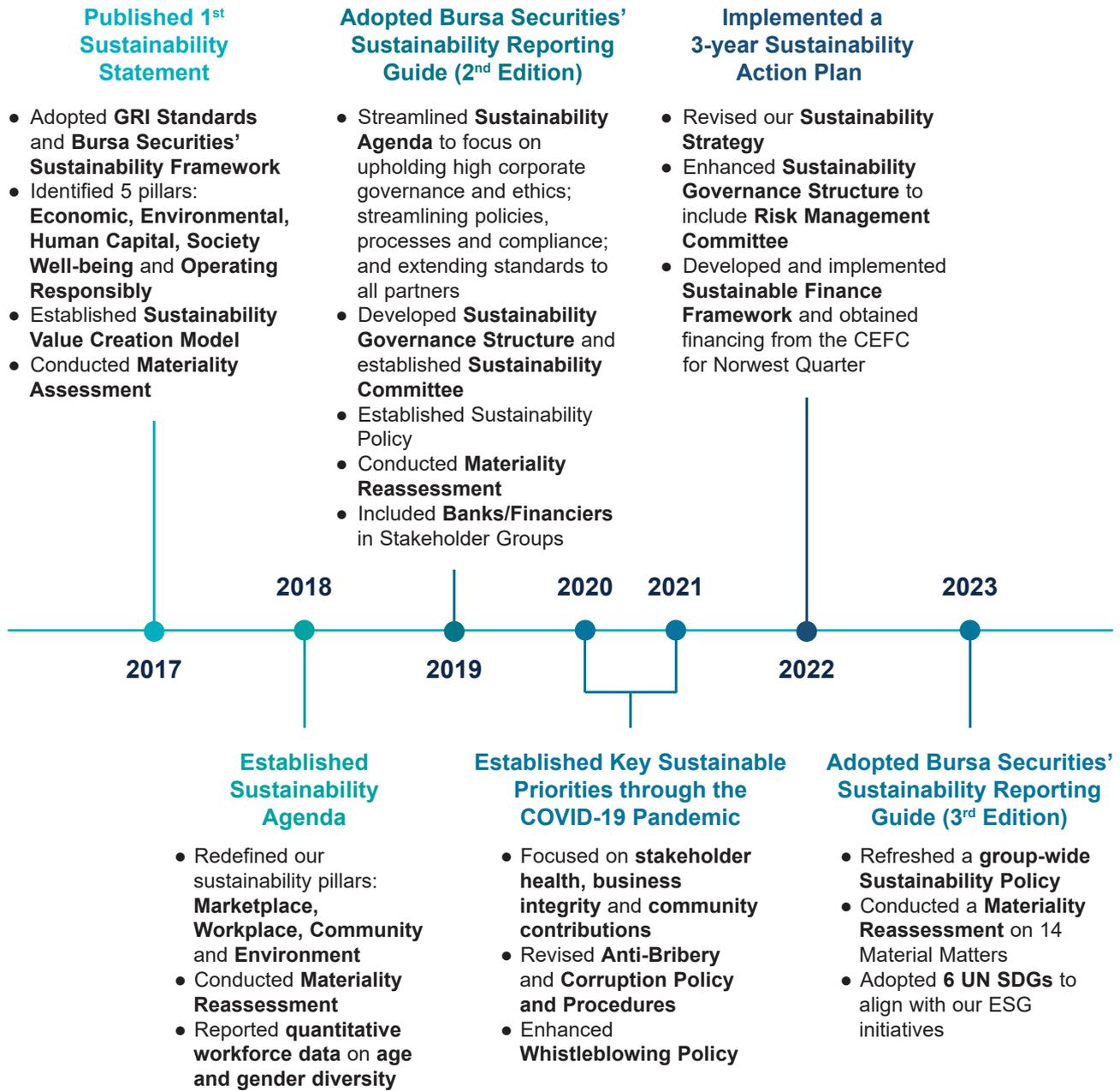
## Our Sustainability Highlights

In FY2023, the Group achieved several milestones in integrating ESG practices. As we progress along our sustainability journey toward a more equitable future, we aim to provide lasting value for our stakeholders.

Mulpha Group		
Governance and Ethical Business	Environment	Social
<p>New member welcomed to the Board to achieve female representation of</p> <p><b>17%</b> (FY2022: 0%)</p> 	<p>Installation of <b>Solar Streetlights</b> and <b>Water Heaters</b> at Leisure Farm Malaysia</p> 	<p>Achieved Group Employee Engagement Survey score of</p> <p><b>73%</b></p> 
<p>Substantiated complaints regarding cyber security breaches within the Group</p> <p><b>Zero</b></p> 		<p>Percentage of female employees within the Group</p> <p><b>&gt; 50%</b></p> 
<p>Employee participation in anti-corruption training in Malaysia</p> <p><b>85%</b></p> 	<p>Installation of <b>Rainwater Harvesting System</b> at Leisure Farm Malaysia</p> 	<p>Average training hours per employee in Malaysia</p> <p><b>25 hours</b></p> 
<p>Operations in Malaysia assessed for corruption risk</p> <p><b>100%</b></p> 		<p>Procurement budget allocated to local suppliers in Malaysia</p> <p><b>99%</b></p> 
Mulpha Australia		
Governance and Ethical Business	Environment	Social
<p>Reported cases of corruption and whistleblowing incidents in Australia</p> <p><b>Zero</b></p> 	<p>Installation of Solar Photovoltaics ("PV") System at Sanctuary Cove Resort in Australia</p> <p><b>200kW</b></p> 	<p>Substantiated complaints concerning human rights violation</p> <p><b>Zero</b></p> 
<p>Modern Slavery Act Awareness Training in Australia achieved completion rate of</p> <p><b>69.5%</b></p> 		<p>Reduction in energy consumption at InterContinental Hayman Island in Australia</p> <p><b>14.5%</b> (compared to baseline)</p>
<p>Compliance: Anti-Corruption Training in Australia achieved completion rate of</p> <p><b>66.9%</b></p> 	<p>Reduction in water consumption at InterContinental Hayman Island in Australia</p> <p><b>28.7%</b> (compared to June 2023)</p> 	<p>Mulpha Academy Platform recorded a cumulative training hour of</p> <p><b>1,330 hours</b></p> 
<p>Board-approved <b>Modern Slavery Statement</b> in compliance with the Modern Slavery Act 2018 (Cth)</p> 		<p>Norwest Quarter Stage 1 targeting</p> <p><b>Over 7-star NatHERS rating</b></p> 

# Sustainability Statement

## A Glimpse into Mulpha’s Sustainable Journey



# Sustainability Statement

## Overview of Our Sustainability Approach

### ESG Framework

We are driven by our aspiration of a sustainable future at the key townships and material assets we operate in. It is also present in our investment philosophies and strategic directives.



# Sustainability Statement

## Integrating the Global Goals

The UN SDGs are a call to action for addressing 17 global challenges by 2030, focusing on social, environmental, and governance issues to improve lives and prospects of people everywhere. Aligned with the 2030 Agenda for Sustainable Development, Mulpha has adopted 6 UN SDGs and specific targets most relevant to our business and where we can make the greatest impact.

Targets	 <p><b>UN SDG 7: Affordable and Clean Energy</b></p> <p><b>7.2:</b> Substantially increase the share of renewable energy</p> <p><b>7.3:</b> Double the global rate of improvement in energy efficiency</p>	 <p><b>UN SDG 8: Decent Work and Economic Growth</b></p> <p><b>8.7:</b> Measures to eradicate forced labour, end modern slavery and human trafficking and secure the prohibition and elimination of the worst forms of child labour</p> <p><b>8.8:</b> Protect labour rights and promote safe and secure working environments for all workers</p>	 <p><b>UN SDG 10: Reduced Inequalities</b></p> <p><b>10.3:</b> Ensure equal opportunity and reduce inequalities of outcome, including by eliminating discriminatory laws, policies and practices and promoting appropriate legislation, policies and action</p>
	Initiatives	<ul style="list-style-type: none"> <li>Integrating a greater utilisation of solar energy in the subsequent phase of upgrades across portfolio</li> <li>LED lighting upgrades at Leisure Farm and headquarters in Malaysia</li> <li>Reducing dependence on gas by transitioning towards electrification at key sites in Australia</li> </ul>	<ul style="list-style-type: none"> <li>Implementation of MAL Human Rights Policy</li> <li>Established MAL Supplier Code of Conduct to ensure that supply chain is free from human rights violations</li> <li>Continue robust supplier due diligence process as part of procurement procedures in alignment with the Modern Slavery Act in Australia</li> <li>Constantly update, monitor, audit and review the Workplace Health &amp; Safety (“WHS”) Policy to ensure the latest and most up-to-date practices and processes are in place</li> </ul>
Targets	 <p><b>UN SDG 12: Responsible Consumption and Production</b></p> <p><b>12.2:</b> Achieve the sustainable management and efficient use of natural resources</p> <p><b>12.5:</b> Reduce waste generation through prevention, reduction, recycling and reuse</p>	 <p><b>UN SDG 13: Climate Action</b></p> <p><b>13.1:</b> Strengthen resilience and adaptation to climate-related hazards</p>	 <p><b>UN SDG 16: Peace, Justice and Strong Institutions</b></p> <p><b>16.5:</b> Substantially reduce corruption and bribery</p> <p><b>16.6:</b> Develop effective, accountable and transparent institutions at all levels</p>
	Initiatives	<ul style="list-style-type: none"> <li>Incorporated initiatives such as rainwater and storm water re-use at Norwest Quarter in Australia</li> <li>Implementation of specific reduction target for water intensity consumption, total waste generation as well as increasing total recycling at operational level</li> <li>Avoid construction waste and incorporate zero-waste terms in tenancy agreements</li> <li>Installation of waste to water systems and sourcing for more sustainable waste management approach within our properties</li> </ul>	<ul style="list-style-type: none"> <li>Constantly exploring carbon reduction methods to achieve net zero-carbon emissions</li> <li>Implemented specific reduction targets for total carbon emissions at operational level</li> <li>Adoption of InterContinental Hotels Group (“IHG”) Green Engage system in hotels to measure and manage their impact on the environment</li> <li>Incorporated initiatives such as urban heat island effect minimisation at Norwest Quarter in Australia</li> </ul>

# Sustainability Statement

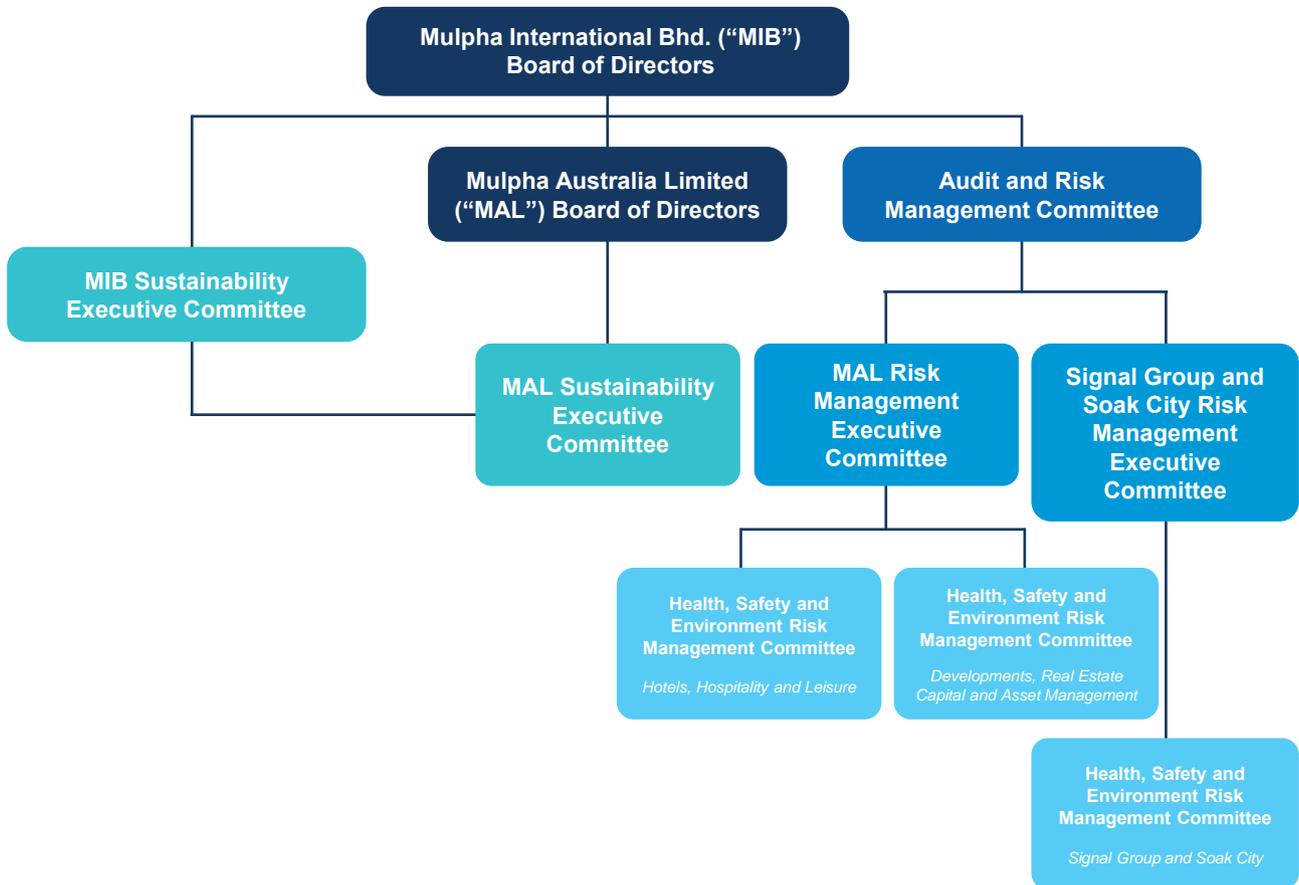
## Sustainability Governance Structure

The Board of MIB has responsibility for setting the Group’s sustainability strategy. The CEO has the authority and powers necessary to implement the Board-approved strategies, including the Group’s Sustainability Action Plan.

Mulpha’s sustainability working group functions are carried out by the MIB Sustainability Executive Committee and the MAL Sustainability Executive Committee which comprises management representatives across disciplines and departments. The MAL Sustainability Executive Committee was formed to spearhead and focus on Australian sustainability requirements in the context set out by Bursa Securities.

As such, Mulpha has enhanced the governance reporting framework as outlined below.

### Mulpha’s Sustainability Governance Structure



## Sustainability Statement

### Mulpha's Sustainability Policy

Our Sustainability Policy articulates our core principles, reflecting ESG commitments. It guides sustainable initiatives of the Group, supporting our Sustainability Action Plan to reduce environmental and social impact. The policy outlines commitments to meet business and stakeholder needs, driving us toward a more sustainable future.

#### Mulpha's Sustainability Policy

- Ensuring compliance with regulatory and legal requirements in which we source, including relevant international laws and trade sanctions, as well as those related to work health and safety, modern slavery and sustainability.
- Applying an ethical approach to our business practices.
- Preventing all forms of bribery and corruption throughout our value chain.
- Protecting customer data and privacy against unauthorised access and use.
- Maintaining the highest standards of product quality to sustain customer satisfaction and support long-term value creation.



**GOVERNANCE &  
RESPONSIBLE  
BUSINESS**



**ENVIRONMENT**

- Setting sustainable targets for our key developments to mitigate the effects of climate change and achieve ecologically sustainable developments.
- Reviewing the energy efficiency of buildings owned by the Group to reduce cost and determine the potential for alternative energy supplies which reduce greenhouse gas ("GHG") emissions.
- Building long-term partnerships with managing agents to deliver sustainable initiatives within the Group's operations and regularly engage with our managing agents to achieve sustainable objectives.
- Including environmental considerations including climate-related risks and opportunities into the Group's investment and operational business decisions.
- Safeguarding and protecting the environment in which the Group operates.

- Upholding human rights and fair labour practices throughout the Group's value chain.
- Ensuring a safe and healthy workplace for all employees and contractors, with compliance to regulations and continuous monitoring for improvement initiatives.
- Engaging with our suppliers to align with our commitments and human rights obligations.
- Engaging with our employees and stakeholders to achieve agreed sustainable objectives.
- Actively engaging with and contributing to the communities in which we operate.



**SOCIAL**

For further details on Mulpha's policies and sustainability initiatives, please visit <https://www.mulpha.com.my/about-us/sustainability/>.

# Sustainability Statement

## Understanding Our Stakeholders' Perspectives

Engaging with stakeholders supports our understanding of our key material issues. We have established communication channels and feedback loops with our stakeholders to gain insight into the material concerns that matter the most to them, allowing us to refine our goals and sustainability initiatives to better serve them.



### Security Holders

Security holders are individuals or entities who own stocks, bonds or other financial instruments issued by Mulpha.

#### Why They Matter?

Mulpha International Bhd., listed on Bursa Securities, follows regulations in engaging with security holders. As capital contributors, security holders significantly influence the Company's financial health. Ensuring their trust is crucial for supporting our growth and success.

Key Areas of Concern	How We Respond	Method of Engagement
<ul style="list-style-type: none"> <li>Operational efficiency</li> <li>ESG risk and opportunities</li> <li>Transparency</li> <li>High-quality assets</li> </ul>	<ul style="list-style-type: none"> <li>Quarterly financial results and annual reports</li> <li>Uphold good governance practices</li> <li>Established Sustainability Policy and Action Plan</li> <li>Enhance disclosure practices</li> <li>Implemented Sustainable Finance Framework</li> </ul>	<p><b>As needed</b></p> <ul style="list-style-type: none"> <li>Engagement with investment community</li> <li>Announcements made to Bursa Securities</li> <li>Website</li> </ul> <p><b>Quarterly &amp; Annually</b></p> <ul style="list-style-type: none"> <li>Quarterly Reports</li> <li>Annual Reports</li> </ul>



### Government and Regulators

Government bodies and regulators are authorities responsible for creating and enforcing laws and regulations that govern various aspects of Mulpha's business operations.

#### Why They Matter?

Operating within a dynamic regulatory landscape, we are dedicated to compliance with laws and regulations in sourcing, operating and supplying. Working with government bodies and regulators is crucial to understand and comply with regulations, manage risks, and contribute to broader economic and societal goals.

Key Areas of Concern	How We Respond	Method of Engagement
<ul style="list-style-type: none"> <li>Anti-bribery and corruption</li> <li>Corporate governance and practices</li> <li>Regulatory compliance</li> </ul>	<ul style="list-style-type: none"> <li>Established Anti-Bribery and Corruption Policy</li> <li>Established Corporate Code of Conduct and Whistleblowing Policy</li> <li>Full compliance with regulatory requirements</li> </ul>	<p><b>As needed</b></p> <ul style="list-style-type: none"> <li>Engagement with relevant government and regulatory bodies</li> <li>Appropriate resourcing</li> </ul>

# Sustainability Statement



## Our Employees

Our employees are individuals who work for MIB or our subsidiaries.

### Why They Matter?

Employee dedication and well-being directly impact our success. Recognising and valuing our employees are essential for a positive work environment, fostering loyalty and enhancing productivity. Their satisfaction and involvement in decision-making are crucial for a resilient and thriving business.

Key Areas of Concern	How We Respond	Method of Engagement
<ul style="list-style-type: none"> <li>Occupational safety and health</li> <li>Career development and upskilling opportunities</li> <li>Ethics and integrity</li> <li>Competitive remuneration &amp; benefits</li> <li>Work-life balance</li> </ul>	<ul style="list-style-type: none"> <li>Compliant with health and safety laws</li> <li>Provide relevant training and development opportunities</li> <li>Established code of conduct, policies and corporate governance processes</li> <li>Provide employee benefits and compensation</li> <li>Compliant with labour laws</li> </ul>	<p><b>Ongoing</b></p> <ul style="list-style-type: none"> <li>Employee dialogue</li> </ul> <p><b>Monthly</b></p> <ul style="list-style-type: none"> <li>Employee engagement</li> </ul> <p><b>Annually</b></p> <ul style="list-style-type: none"> <li>Employee feedback survey</li> <li>Performance assessments</li> </ul> <p><b>As needed</b></p> <ul style="list-style-type: none"> <li>Training</li> <li>CEO updates</li> </ul>



## Managing Agents

Managing agents are external entities or companies appointed to oversee and manage specific aspects of a business or property on behalf of Mulpha.

### Why They Matter?

We build long-term partnerships with managing agents (such as JLL for office and retail, and IHG for hotels) to implement sustainable initiatives within our operations. Regular engagement with these managing agents is key to achieving our sustainability objectives.

Key Areas of Concern	How We Respond	Method of Engagement
<ul style="list-style-type: none"> <li>Development of long-term partnership</li> <li>Sustainability initiatives and performance</li> </ul>	<ul style="list-style-type: none"> <li>Property management agreement (JLL)</li> <li>Hotel management agreement (IHG)</li> <li>Setting of key performance indicators</li> </ul>	<p><b>Ongoing</b></p> <ul style="list-style-type: none"> <li>Formal and informal engagement</li> </ul>

# Sustainability Statement



## Customers

Customers include office and retail tenants, shoppers, retailers, hotel guests, hospitality venue patrons, and residents at our townships.

### Why They Matter?

Customer satisfaction influences the vibrancy of commercial spaces, the reputation of hotels and hospitality venues, and the perception of our developments. Understanding and addressing their needs are essential for overall business growth and success.

Key Areas of Concern	How We Respond	Method of Engagement
<ul style="list-style-type: none"> <li>• Customers experience</li> <li>• Product and service quality</li> <li>• Building relationships</li> <li>• Operational efficiency</li> <li>• Customer data privacy</li> </ul>	<ul style="list-style-type: none"> <li>• Ensure quality delivery, workmanship and design</li> <li>• Proper facilities management</li> <li>• Organise events and engagement programmes</li> <li>• Compliant with data protection law and adherence to Privacy Policy</li> </ul>	<p><b>Ongoing</b></p> <ul style="list-style-type: none"> <li>• Communication</li> <li>• Guest and patron reviews</li> <li>• Residents' Committee and Body Corporate meetings</li> </ul> <p><b>Quarterly</b></p> <ul style="list-style-type: none"> <li>• Events and engagement programmes</li> </ul>



## Contractors and Suppliers

Contractors and suppliers are vital partners responsible for providing essential materials, equipment and services.

### Why They Matter?

Effective collaboration with contractors and suppliers helps maintain operational efficiency and strengthens our reputation and credibility. Their expertise and reliability ensure that our projects progress smoothly and are completed on time and within budget.

Key Areas of Concern	How We Respond	Method of Engagement
<ul style="list-style-type: none"> <li>• Supplier evaluation</li> <li>• Human rights</li> <li>• Support of local suppliers and products</li> </ul>	<ul style="list-style-type: none"> <li>• Supplier due diligence process</li> <li>• Established Modern Slavery Statement, Supplier Code of Conduct, Human Rights Policy</li> <li>• Prioritise procurement sourced from local suppliers</li> </ul>	<p><b>As needed</b></p> <ul style="list-style-type: none"> <li>• Training</li> </ul> <p><b>Bi-annually</b></p> <ul style="list-style-type: none"> <li>• Supplier analysis and review</li> </ul>

# Sustainability Statement



## Local Community

Local communities refer to the residents, businesses, organisations and other stakeholders residing or operating within the vicinity of a project or development area.

### Why They Matter?

Engaging with the local community is essential for projects to gain acceptance and support. By addressing concerns and incorporating community feedback, the Group can ensure that projects benefit the community and integrate well within it, fostering positive relationships and long-term goodwill.

Key Areas of Concern	How We Respond	Method of Engagement
<ul style="list-style-type: none"> <li>Community development and support</li> <li>Donations and sponsorship</li> </ul>	<ul style="list-style-type: none"> <li>Formulation of community engagement framework</li> <li>Organise and sponsor events</li> </ul>	<p><b>As needed</b></p> <ul style="list-style-type: none"> <li>Consultation</li> </ul> <p><b>Ad hoc</b></p> <ul style="list-style-type: none"> <li>Community programmes and events</li> </ul>

# Sustainability Statement

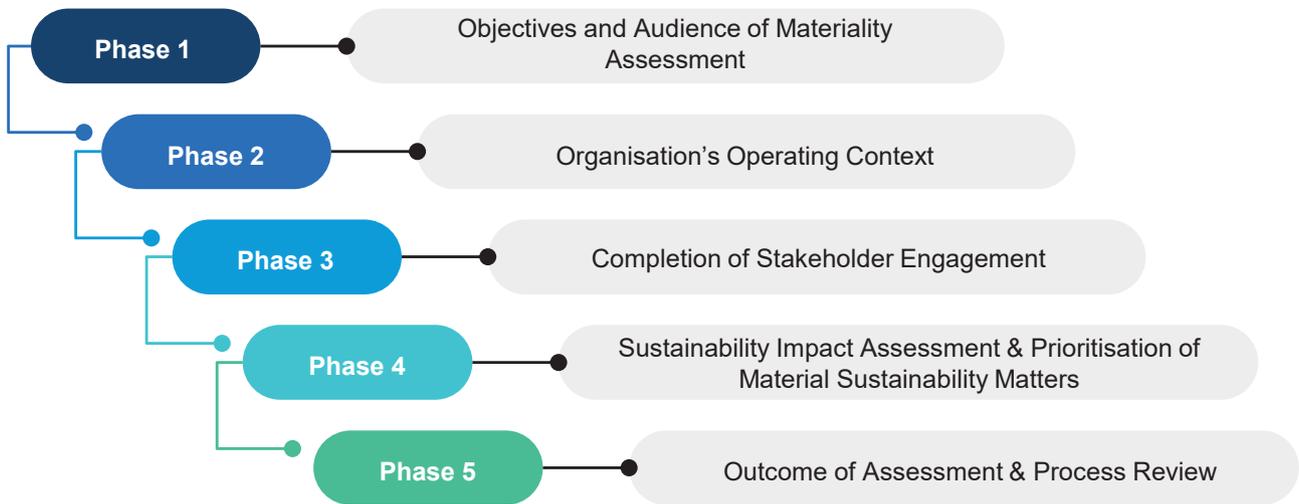
## Materiality Assessment

### Identifying What Matters

Materiality assessments serve as invaluable tools to identify and prioritise matters with the greatest importance to our business and stakeholders. The purpose is to determine the risks and opportunities that have relevant ESG impacts within our key operating sectors, including development, hospitality, hotels and leisure, and real estate capital. Our materiality will be reviewed annually and provides a structured approach to review current and emerging ESG risks. It aligns with our pursuit of considering broader ESG impacts for our stakeholders and corporate strategy. Understanding these material matters empowers us to create a strategic approach and allocate resources effectively.

In FY2023, we conducted a reassessment to identify, assess and prioritise our latest material sustainability matters in alignment with the latest Listing Requirements of Bursa Securities. The process led us to identify 14 key sustainability matters, providing us with insights to make informed decisions regarding the most significant ESG issues for both the Group and our stakeholders. Hence, this proactive approach positions us to stay ahead in the complex landscape of sustainability and continually enhance our sustainability reporting practices.

#### The 5-Stage Process of Mulpha’s 2023 Materiality Assessment

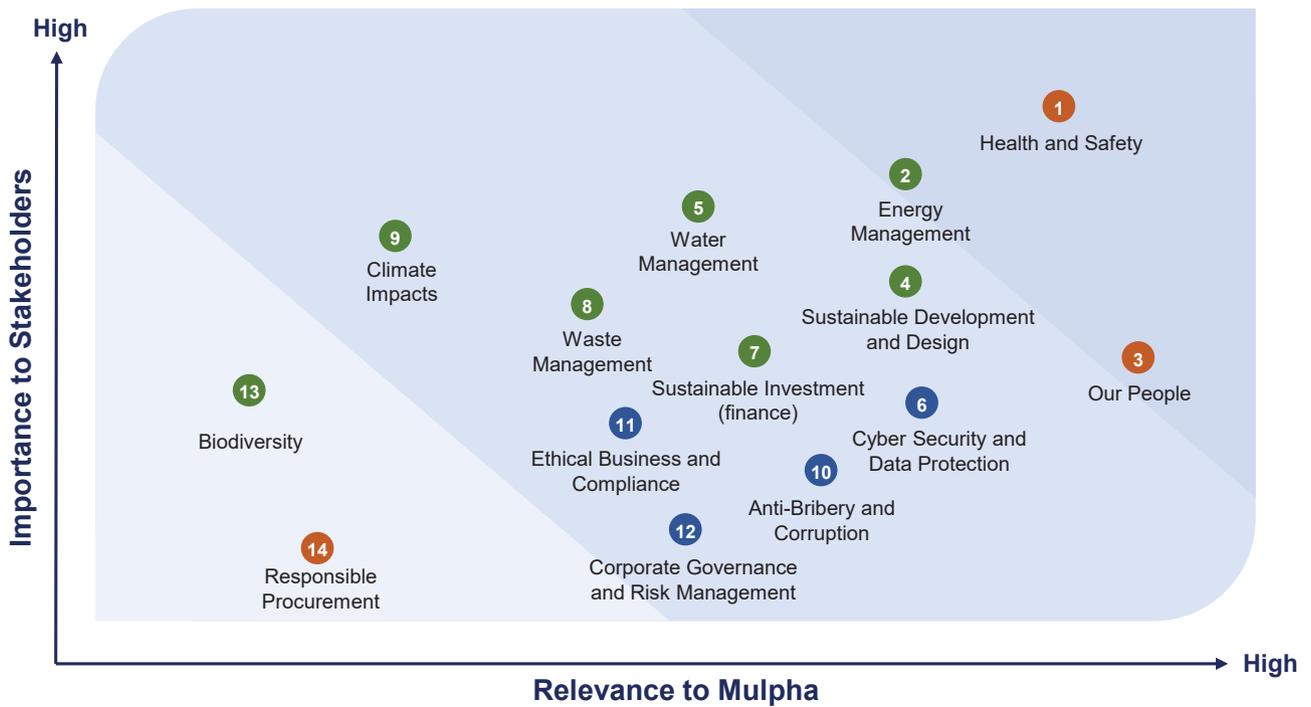


# Sustainability Statement

## Discovering Key ESG Priorities

A materiality matrix was created by tabulating the survey results collected during the internal and external stakeholder consultation with members of the Sustainability Committee. The matrix is structured to reflect the importance attributed to various issues by our stakeholders, with the top right section highlighting matters of utmost priority.

The assessment findings unveiled valuable insights into stakeholder perceptions on the relative importance and relevance of these issues concerning Mulpha as well as Mulpha’s impact on these issues. Following a thorough analysis, Health and Safety, Energy Management and Our People emerged as the top 3 material sustainability matters for FY2023.



Governance & Responsible Business	Environment	Social
6. Cyber Security and Data Protection	2. Energy Management	1. Health and Safety
10. Anti-Bribery and Corruption	4. Sustainable Development and Design	3. Our People
11. Ethical Business and Compliance	5. Water Management	14. Responsible Procurement
12. Corporate Governance and Risk Management	7. Sustainable Investment (Finance)	
	8. Waste Management	
	9. Climate Impacts	
	13. Biodiversity	

# Sustainability Statement

## Governance & Responsible Business

At Mulpha, we adhere to the highest standards of corporate governance, integrity and professionalism across our operations. We understand that sound corporate governance policies and practices are crucial for achieving sustainable growth while also being integral to becoming a trusted, successful and respected entity in the business landscape.

### Material Sustainability Matters

- Ethical Business and Compliance
- Anti-Bribery and Corruption
- Corporate Governance and Risk Management
- Cyber Security and Data Protection

### Stakeholder Groups



### Contribution to the UN SDGs



## Sustainability Statement

### Ethical Business and Compliance

#### Why this is important

Ethical business practices and compliance are crucial for maintaining integrity and ensuring sustainable operations. Adhering to ethical standards and complying with laws and regulations safeguard our reputation while also establishing a foundation for responsible business conduct.

#### Our Approach

Our approach to ethical business and compliance is grounded in upholding relevant laws and regulations in the regions where we source, operate and supply.

#### Applicable Key Laws and Regulations



##### Malaysia

- Listing Requirements of Bursa Securities
- Companies Act 2016
- Employee Social Security Act 1969
- Employees Provident Fund Act 1991
- Employment & Labour Law Act 1955 (Employment (Amendment) Act 2022)
- Environmental Quality Act 1974
- Housing Development Act
- Housing Development (Control and Licensing) Act 2007
- Human Resources Development Act 2001
- Income Tax Act 1967
- Malaysian Anti-Corruption Act 2009
- Moneylenders Act 1951 – for Mulpha Ventures Sdn Bhd (a wholly-owned subsidiary of MIB)
- Occupational Safety and Health Act 1994
- Personal Data Protection Act 2010
- Whistleblower Protection Act 2010



##### Australia

- Australian Commonwealth Criminal Code Act 1995 (Cth)
- Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)
- Corporations Act 2001 (Cth)
- Environmental Planning Acts in New South Wales & Queensland
- Fair Work Act 2009 (Cth)
- Anti-Discrimination and Human Rights Legislation
- Modern Slavery Act 2018 (Cth)
- Privacy Act 1988 (Cth)
- Property & Retail Leasing Legislation in NSW, Queensland and Victoria
- Work Health and Safety Act 2011

During FY2023, we revised our Employee Handbook to align with the updated Employment & Labour Law Act 1955, specifically addressing changes regarding maternity leave, paternity leave, sick leave and hospitalisation leave in Malaysia.

In Australia, we revised our suite of policies and undertook required training to implement 2 major legislative changes to the Fair Work Act and the Anti-Discrimination and Human Rights Legislation Amendment (Respect at Work) Act 2022.

## Sustainability Statement



### Mulpha's Corporate Policies

- Anti-Bribery and Corruption Policy
- Board Charter
- Business Continuity Planning Policy
- Conflict of Interest Policy
- Corporate Code of Conduct
- Credit Risk Policy
- Cyber Security Policy
- Directors' Fit and Proper Policy
- Environment Policy
- Enterprise Risk Management Policy
- Equal Employment Opportunity, Discrimination, Harassment and Workplace Bullying Policy
- Gender Equality Inclusion and Diversity Policy
- Gift and Entertainment Policy
- Heritage Policy
- Human Resource Policies
- Human Rights Policy
- Information Technology and Security Policy
- IT Disaster Recovery Plan
- Modern Slavery Statement
- Policy on Payment Processing
- Privacy Policy
- Regulatory Correspondence Policy
- Remuneration Policy for Board of Directors
- Remuneration Policy for Senior Management
- Risk Management Policy
- Supplier Code of Conduct
- Sustainability Policy
- Tax Governance Framework
- Workplace Health and Safety Policy
- Whistleblowing Policy

#### Privacy Review

Over the last few years, significant changes to Australian Privacy laws were prompted by public breaches, leading to proposals for a complete overhaul by the Attorney-General Department in 2023. The MAL Privacy Policy was reviewed and approved by the Board in May 2023. The policy review included a review of current processes. Looking ahead, we anticipate further changes to privacy legislation in 2024, our Legal and Compliance team will monitor these changes and provide updates to the Board and wider business as required.

#### Modern Slavery Statement

The Modern Slavery Statement for the period 1 January 2022 to 31 December 2022 was approved by the Board in May 2023, following review by an external lawyer, the MAL Sustainability Executive Committee and the Audit and Risk Management Committee. This is our third Modern Slavery Statement (Statement) prepared by MAL in accordance with the mandatory criteria for modern slavery statements in section 16 of the Modern Slavery Act 2018 (Cth) (Act).

#### Anti-Money Laundering

Mulpha has 2 Anti-Money Laundering and Counter-Terrorism Financing Programmes ("AML/CTF") which are a requirement of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. Each programme is approved by the relevant subsidiary company board of directors ("**Subsidiary Board**") and compliance reporting to the relevant Subsidiary Board confirms quarterly that risk assessments, programmes, general risk awareness trainings, reviews, controls testing (including know your customer) remain current. The AML/CTF programmes are:

1. A programme that relates to financial services undertaken within the MAL group which covers AML/CTF activities in relation to making and conducting a loan, disposing of financial products, issuing or selling a security or derivative (last review in September 2022)
2. A programme that relates to the provision of Eligible Gaming Machine Venue (last review in March 2022)

## Sustainability Statement

### Our Performance

During the reporting period, the Group did not incur any fines or non-monetary sanctions for non-compliance with regards to any social, economic or environmental laws and regulations.

### Anti-Bribery and Corruption

#### Why this is important

Bribery and corruption not only undermine fair competition but also erode trust among stakeholders, posing significant threats to our business integrity and reputation. Hence, ensuring a bribery and corruption-free corporate culture at Mulpha is essential to secure long-term success in the global marketplace.

#### Our Approach

We recognise that corporate policies need to be driven by strong leadership, clear governance structures and best practice benchmarking. Mulpha adopts a zero-tolerance approach against all forms of bribery and corruption, bolstered by the implementation of a Whistleblowing Policy and an Anti-Bribery and Corruption Policy.



#### Anti-Bribery and Corruption Policy

The Anti-Bribery and Corruption Policy, reinforced by clear guidelines, anti-corruption training and leadership commitment, underscores the consequences for violations.

Complying with anti-corruption laws in all operating countries, this policy is integral to a comprehensive framework, which includes the Gift and Entertainment Policy, Conflict of Interest Policy, and Whistleblowing Policy.

Together, these measures ensure the highest standards of integrity across our global operations.



#### Whistleblowing Policy

The Whistleblowing Policy establishes a confidential platform for employees and stakeholders to report unethical behaviour, including bribery and corruption.

Individuals making reports are protected from retaliation, and the policy further outlines a thorough investigation process, encourages open communication with whistleblowers and includes training programmes to fortify a culture of ethical reporting.

The Board's commitment ensures confidentiality and safeguards whistleblowers from any detrimental conduct, fostering a workplace where concerns can be reported with confidence and security.

These policies provide avenues for reporting unethical behaviour and offer clear guidelines for preventing, detecting and addressing instances of bribery and corruption within our operations.

**100%** of our executive staff in Malaysia completed Bursa Securities' Corruption and Bribery training.



E-Procurement and Payment Automation systems have been introduced in MIB to further strengthen measures against bribery and corruption.

## Sustainability Statement

### Our Performance

#### Employee Anti-Corruption Training

In FY2023, anti-corruption training was completed by 73% of managers and 72% of non-managers group-wide.

#### Mulpha Malaysia

In Malaysia, 92% managers and 79% non-managers completed the anti-corruption training, generating widespread awareness.

Percentage of Employees Who Completed the Anti-Corruption Training	
Employee Category	FY2023
Manager	92%
Non-Manager	79%

#### Mulpha Australia

In Australia, the Mulpha Academy programme offered a series of courses which include the Modern Slavery Act Awareness and Compliance: Anti-Corruption training, with a focus on anti-corruption measures.

Percentage of Employees Who Participated in the Modern Slavery Act Awareness Programme	
Employee Category	FY2023
Manager	68%
Non-Manager	71%

Percentage of Employees Who Participated in the Compliance: Anti-Corruption Training	
Employee Category	FY2023
Manager	64%
Non-Manager	68%

#### Corruption Risk Assessment

We began conducting a corruption risk assessment in FY2023 covering 100% of our operations at MIB and Leisure Farm in Malaysia.

#### Corruption and Whistleblowing Incidents

There was zero incident of corruption or fraud for the FY2023 reporting period.

	FY2021	FY2022	FY2023
No. of confirmed corruption incidents	0	0	0
No. of incidents of whistleblowing	0	0	0

# Sustainability Statement

## Corporate Governance and Risk Management

### Why this is important

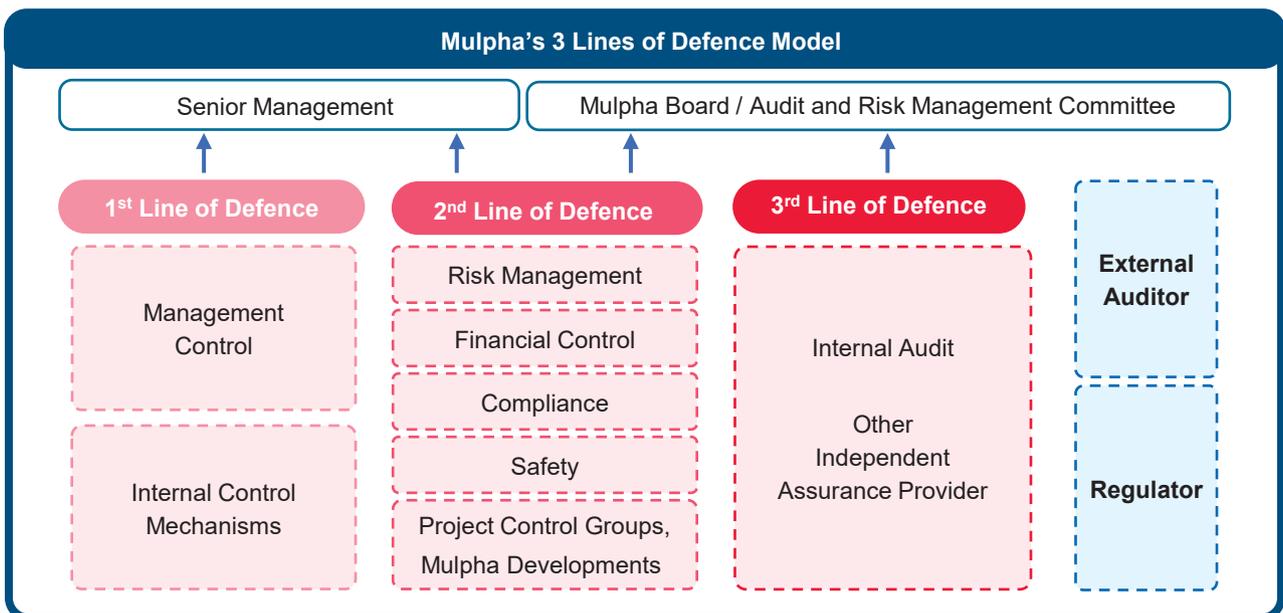
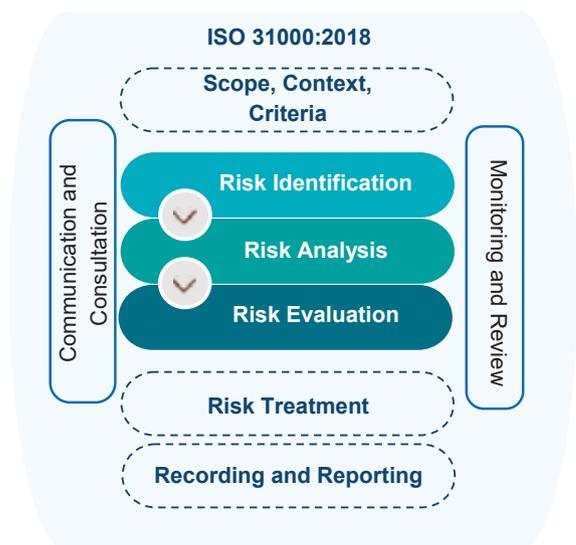
Corporate governance, defining the principles of organisational decision-making and accountability, integrates with risk management to fortify the foundations of a resilient business. A collaborative approach as demonstrated here ensures effective risk oversight within the governance framework, fostering a culture characterised by compliance, facilitating sound decision-making, and promoting long-term business sustainability.

### Our Approach

The Group has adopted a systematic, efficient and effective risk management approach aligned with ISO 31000:2018 and the Malaysian Code on Corporate Governance, and incorporates aspects of the COSO Enterprise Risk Management 2017.

Our comprehensive risk review spans financial risks, supply chain considerations, human capital, environmental factors, climate change as well as regulations related to property and construction. We employ rigorous processes to identify, assess, prioritise and monitor climate-related risks and opportunities, ensuring resilience and safeguarding the interests of our stakeholders.

To manage risks efficiently, the Group employs a 3 Lines of Defence model, comprising of first-line: management risk and control responsibility, second-line: oversight and assessment of risk activities and reporting, and third-line: providing independent assurance to the Board. External audits and regulatory reviews serve as a “fourth line”, complementing our internal efforts for additional assurance.



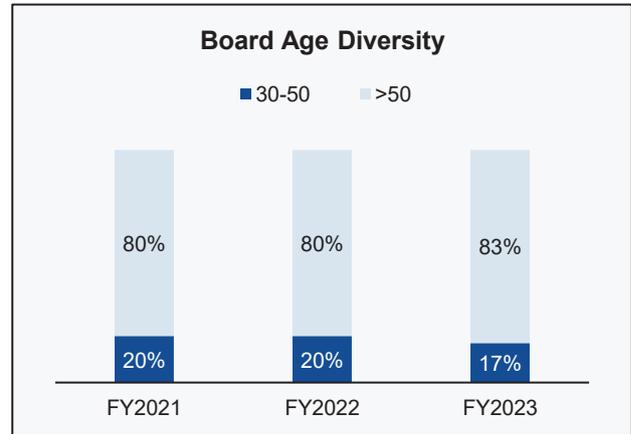
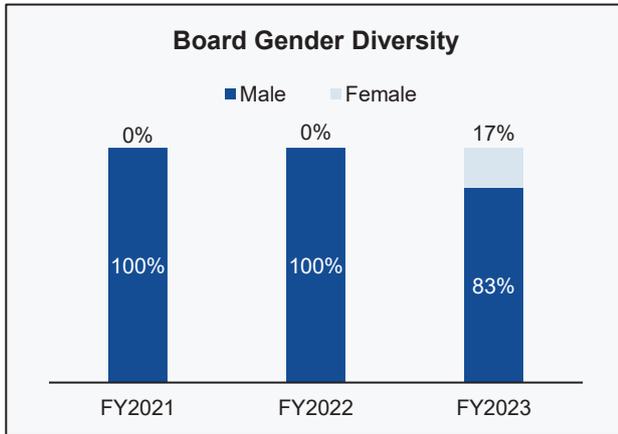
Through our strategic risk management, we strive to navigate challenges, capitalise on opportunities and uphold the highest standards of corporate governance on a global scale.

# Sustainability Statement

## Our Performance

### Board Diversity

Mulpha is pleased to report that this year we have added a female member to our Board, increasing our female representation to 17% as a first step in promoting gender diversity and inclusivity within corporate governance structures.



## Cyber Security and Data Protection

### Why this is important

Cyber security and data protection are inseparable, offering a resilient set of measures to protect data and privacy of the individuals whose information is processed. As cyber threats continue to evolve, the Group recognises the imperative to diligently manage security risks and safeguard sensitive information from leaks, threats or losses.

### Our Approach

We consistently review and update our policies to stay ahead of emerging threats. In the current financial year, the Group has taken steps to enhance our security measures by updating our Privacy Policy, Cyber Security Policy and IT Disaster Recovery Plan.



#### Privacy Policy

In compliance with the Privacy Act, MAL and its subsidiaries are mandated to have a Privacy Policy outlining principles for safeguarding personal information. The Privacy Policy describes how Mulpha protects stakeholders' personal information. Mulpha protects data through a combination of physical, electronic and procedural safeguards.

# Sustainability Statement



### Cyber Security Policy

The Cyber Security Policy established by MIB acts as a guiding framework, outlining strategies and measures to prevent, detect and respond to potential threats. Emphasising continuous monitoring and adaptive security practices, it is seamlessly embedded within our operations and processes, ensuring compliance with regulatory requirements across various regions.



### IT Disaster Recovery Plan

To further enhance data protection, IT Disaster Recovery Plan is in place, reinforcing our resilience against unforeseen disruptions. This plan provides a structured approach to mitigate risks and enables swift recovery. In the event of an IT-related disaster, this plan outlines procedures and measures to ensure the continuity of our operations and the safeguarding of critical information.

In order to safeguard the privacy of both customers and employees' data, we required our staff in Malaysia to undergo mandatory training programmes, such as the MYCISO programme to enhance their awareness of IT security.

Additionally, in late 2022, a Privacy Process Improvement Plan was developed to facilitate a comprehensive review of key processes aligned with the requirements of the Privacy Act. Key areas covered during this process review included:

- Privacy Policy
- Websites
- Data Breach Response Plan
- Privacy Register
- Consent Notices
- Privacy Impact Assessments

Following a thorough review of the Mulpha Privacy Policy, enhancements were identified and subsequently updated in May 2023.

By integrating these measures into our operational framework, we aim to tackle cyber security challenges effectively. Our objective is to strengthen our defences, with a primary emphasis on safeguarding the integrity and confidentiality of our data. The implementation of robust systems and procedures is intended to mitigate risks, deter unauthorised access, and safeguard against information loss, thereby ensuring digital resilience.

## Our Performance

As of FY2023, there were no substantiated complaints regarding security or privacy breaches concerning customer data.

	FY2021	FY2022	FY2023
Number of substantiated complaints concerning breaches in customer privacy or data loss	0	0	0

# Sustainability Statement

## Environment

We acknowledge the substantial impact the hospitality and property industry can have on the environment and recognise the importance of addressing these issues for the success of our business. Our aim is to operate with a focus on environmentally conscious and sustainable practices, ultimately striving for net-zero emissions to address climate change.

### Material Sustainability Matters

- Energy Management
- Climate Impacts
- Biodiversity
- Waste Management
- Water Management
- Sustainable Investment (Finance)
- Sustainable Development and Design

### Stakeholder Groups



### Contribution to the UN SDGs



# Sustainability Statement

## Energy Management

### Why this is important

Effective energy management involves a two-pronged approach focusing on reduction and efficiency. In a world increasingly aware of environmental concerns, implementing energy management systems is important as it reduces our carbon footprint, aligns us with our sustainability objectives while achieving substantial cost savings.

### Our Approach

As an integral part of our energy management strategy, we are implementing building efficiency measures to minimise costs while exploring potential alternative energy supplies that reduce emissions. At each asset, our culture of continuous improvement is spearheaded by Heads of Division, who report their progress to the Sustainability Executive Committee.

In FY2023, we engaged an independent external consultant to conduct energy audits at selected assets in Australia. These audits reviewed the energy usage, conducted specific metering for NABERS ratings and developed an energy model for emissions. Energy performance reports are used to review monthly usage, set targets and identify improvement areas at key sites.



Type 2 Energy Audits at InterContinental Sydney and Transport House have provided short-term and medium-term energy-saving measures to reduce or offset grid electricity and gas consumption

Efficiencies have been achieved as a result of the following projects:

<p><b>Leisure Farm (Malaysia)</b></p> <p>LED and solar streetlights have been installed, with plans for progressive expansion. We have also leased Blueshark Electric Vehicle (“EV”) bikes for our security guards’ usage and installed solar-powered water heating at Residensi Bayou.</p> 	<p><b>MIB HQ (Malaysia)</b></p> <p>We relocated to a smaller space covering 4000 square feet, incorporating LED lighting in renovations and maximise natural light usage.</p> 	<p><b>InterContinental Hayman Island (Queensland, Australia)</b></p> <p>We achieved a 14.5% reduction in energy consumption compared to the 2015/2016 baseline with the implementation of a resort-wide building management system and in-room suite control systems.</p> 
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# Sustainability Statement

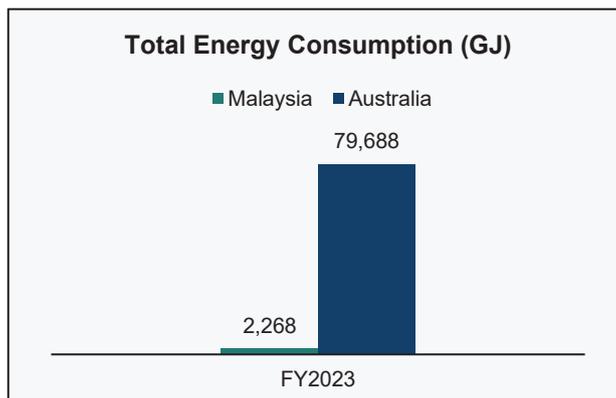
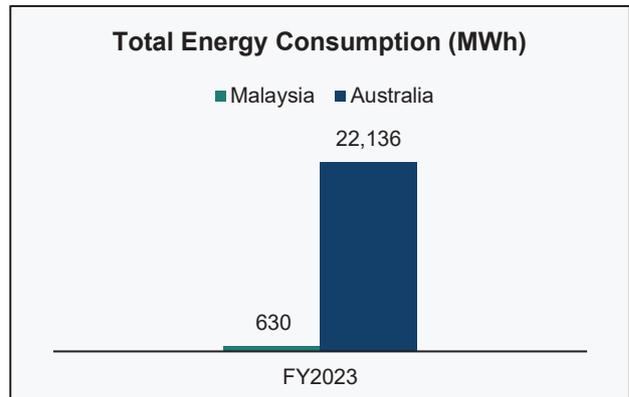
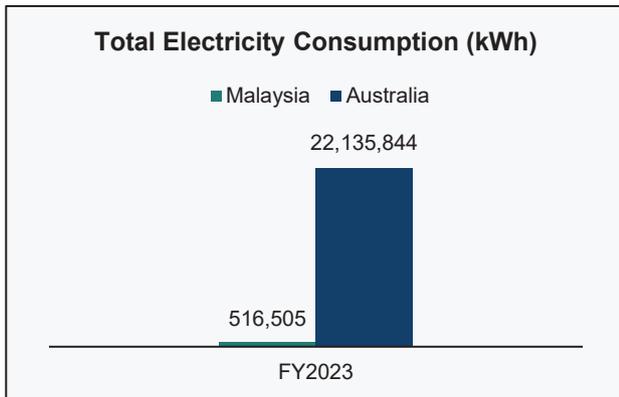
## Our Performance

### Fuel Consumption

The petrol consumption of our operations in Malaysia was reported at 12,193 litres this year. In Australia, we sell fuel at Sanctuary Cove Marina and Hayman Island and will aim to report further detail on fuel and scope 1 emissions in future reports.

### Electricity Consumption

In Malaysia, our energy consumption was recorded at 2,268 GJ, while in Australia, it is recorded at 79,688 GJ for 7 of its material assets (InterContinental Sydney, InterContinental Hayman Island, Intercontinental Sanctuary Cove, Transport House, Norwest Marketown, Capri on Via Roma shopping centre and Sanctuary Cove Marine Village). We are anticipating an increase in Australian energy consumption due to our growing portfolio. To mitigate this, we are completing energy audits to optimise usage at our material assets.



Note:  
Australian data is only for 7 material assets identified above.

# Sustainability Statement

## Climate Impacts

### Why this is important

Climate change poses a pressing threat to our global society, especially for the property and hospitality industries. Strengthening climate resilience across our global property portfolio ensures the sustainability and adaptability of our operations amid changing environmental conditions. It is essential to develop the capacity to anticipate, prepare for and respond to the impacts, disruptions and transition risks associated with climate change.

### Our Approach

To achieve our net zero-carbon emissions objective, we aim to reduce our carbon emissions, waste generation and water consumption intensity. Our initiatives include increasing total recycling, tree planting, conscious waste handling on-site and incorporating zero-waste terms into tenancy agreements.

Across our portfolio in Australia, we are integrating more solar energy usage, upgrading to LED lighting and reducing gas usage by transitioning towards electrification. Feasibility studies for the Solar PV Installation projects at our resort assets are currently underway.

#### Solar PV Installation at Sanctuary Cove Resort

At Sanctuary Cove Resort, we implemented a 200kW Solar PV system on the Woolshed Conference building and Phoenix and Royal Palm accommodation wings, completed on 30 June 2023. With a total cost of AUD345,000, we anticipate annual savings of AUD57,000.

#### IHG Green Engage System

All our hotels employ the IHG Green Engage system, an innovative online environmental sustainability platform that provides over 200 'Green Solutions'. This system enables hotels to measure and manage their impact on the environment by implementing strategies to reduce energy, water and waste.

#### Solar PV Installation Feasibility

Current feasibility scheme is looking at a 100kW roof mounted solar PV system at our commercial tower and has been considered for our resort assets in Australia.

### Our Performance

To gain a comprehensive understanding of our environmental impact, we are currently in the process of data collection on GHG emissions associated with our material assets. This data will be used to calculate and report our GHG emissions in the future years.

## Biodiversity

### Why this is important

Biodiversity is critical for the hospitality and real estate development industries as it relies on the diverse natural and cultural resources that drive growth. Preserving biodiversity is essential for the long-term success of our industries, necessitating a balance between conservation efforts and human activities to ensure sustainable ecosystems.

# Sustainability Statement

## Our Approach

The Group invests in heritage-listed assets while assessing our impact on living things and their interactions, as we strive to protect and conserve these assets in accordance with local, state, national and world heritage significance and values.



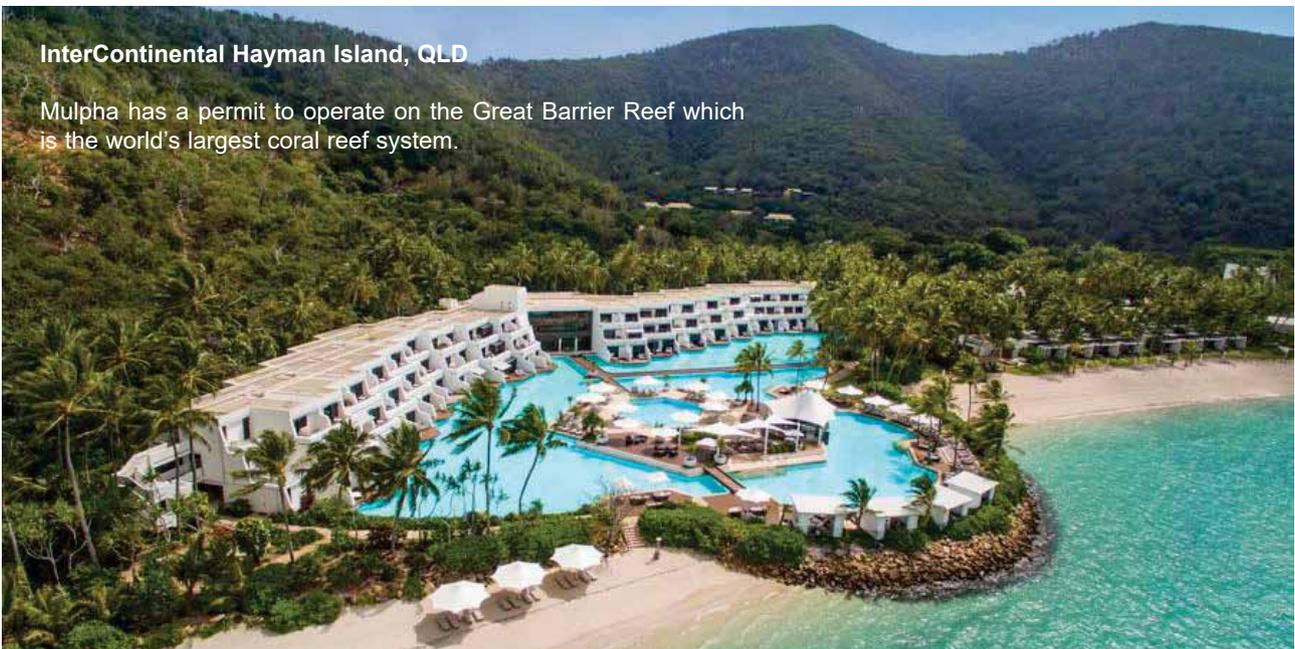
At Leisure Farm, we engage in tree planting initiatives and prioritise the conservation of flora and fauna, along with the maintenance of green spaces. Additionally, efforts are made to maintain canals and waterways to support the ecosystem.

### Heritage Policy

The Heritage Policy outlines our commitment to responsible operations and the protection, conservation, and investment in our heritage-listed assets. We ensure compliance with relevant laws and regulations, secure assets for sustainable reuse, and raise awareness of their heritage value. Additionally, we recognise and minimise our impact on the Great Barrier Reef Marine Park, adhering to ethical principles for responsible and sustainable heritage conservation.

#### InterContinental Hayman Island, QLD

Mulpha has a permit to operate on the Great Barrier Reef which is the world's largest coral reef system.



Mulpha recognises that operational compliance with this permit is fundamental to our governance framework. To efficiently protect operations within the Great Barrier Reef, we have established the following operational committees:

# Sustainability Statement

## Health, Safety and Environment Risk Management Committee (“HSERMC”)

- Responsible for environmental preservation within Mulpha's operating areas.
- Recognises the responsibility to enhance the environment in the communities where Mulpha operates.
- Ensures that operations do not pose risks of harm to the local community or environment.

## Risk Management Committee (“RMC”)

- Attended by the Director of Engineering (IHG, Hayman Island).
- Oversees the operations and administration of MAL's operational risk management framework.

## Independent External Environmental Consultant

- Mulpha has engaged an external consultant on an annual retainer to provide expert environmental advice.
- Responsibilities include providing expertise and advice at the monthly Environment Compliance Meeting, completing annual audits, and ongoing communication with the Director of Engineering (IHG, Hayman) in an advisory capacity.

### Environment Compliance Meeting

Facilitated by Mulpha's independent environmental consultant, this meeting is an operational risk management tool, regularly reviewing authorised activities and permits on Hayman Island. It engages internal stakeholders on compliance issues, audits, environmental management and improvement opportunities, serving as the interface between on-ground operational management (IHG) and Mulpha's HSERMC, RMC and executive leadership.

### OHS Operational Meeting (All IHG assets)

Attended by representatives from Mulpha management (WHS&E and operations) and Director of Engineering representatives from all Mulpha-owned IHG assets.

### Hayman Monthly Hazard Meeting

The IHG WHS Manager (Hayman Island) is briefed on risks through a monthly IHG hazard meeting with the Director of Engineering (IHG, Hayman) and General Manager (IHG, Hayman).

## Sustainability Statement

### Ongoing Environmental Activities at Hayman Island

#### Regulatory Compliance

We ensure that our activities adhere to regulatory requirements, including state interests and permits. We authorise the reuse of recycled water to minimise outfall release, and conduct third-party audits to ensure compliance with permits.

#### Voluntary Environmental Management

Identification of risks, potential impacts, and measures for improving environmental management.

#### Waste & Hazard Management

We engage with third parties to responsibly dispose of waste, including biosolids, on the mainland. We conduct audits, replenish hazardous chemical spill kits, and provide third-party staff training.

#### Compliance Management Plans

We develop site-based management plans for sewage treatment plants, water treatment plants and boat yard operations. We conduct Receiving Environment Monitoring Programmes (REMP) to monitor water quality, implement Environmental Management Plans for releases into the Great Barrier Reef Marine Park and perform bi-annual inspections and assessments of offshore infrastructure by Board of Professional Engineers of Queensland (BPEQ).

#### Education and Training

We provide staff inductions and guest welcome packages that include environmental education on marine and reef habitats, wildlife considerations and proper behaviour on maritime vessels.

#### Erosion Protection

We implement landscape measures to minimise sediment runoff to stormwater and inshore reef.

Mulpha manages an area on Hayman Island that is protected, which is leasehold for tourism purposes up to the high tide mark, but it is not designated as a national park. Additionally, there is a separate lease for the marina. The Great Barrier Reef Coast Marine Park commences at the high tide mark and the Great Barrier Reef Marine Park commences at the low tide mark.

# Sustainability Statement

## Regulatory and Commonwealth State Interests

### Vegetation and Species Protection

- Vegetation Management Act 1999 (VMA) for regulated vegetation and essential habitat for species listed under the Nature Conservation Act 1992 (“NC Act”).
- Protected flora, as designated by the NC Act, is mapped on the island, necessitating assessment, exemption, or approval for clearing.
- Commonwealth protected species, like the Proserpine rock wallaby, listed as Endangered under the Environment Protection and Biodiversity Conservation Act 1999, were introduced to the island by the State of Queensland.
- Queensland NC Act species are present or recorded as migratory.

### Development and Infrastructure in Protected Areas

- Estates, townhouses, walking track infrastructure, and telecommunications are situated in areas covered by these layers.
- Development in such areas requires assessment to ensure compliance with lease/ Planning Act requirements, including potential approvals.

### Offshore Protection

- The Great Barrier Reef Coastal Marine Park, governed by the Marine Parks Act 2004.
- The Great Barrier Reef Marine Park, which is also a World Heritage Area, regulated under the Great Barrier Reef Marine Park Act 1975.
- Declared high ecological value waters, including watercourses and wetlands, come under the Environmental Protection Plan (Water and Wetland Biodiversity Policy 2019).



Protected Flora Overlay at Hayman Island

### Mulpha’s Wildlife Management and Conservation Efforts

- Ecologically sustainable management of flying-fox roosts.
- Damage mitigation permit (non-flying fox) for Sulpher-crested cockatoo, Torresian crow, Brushtail possum, and silver gull.
- Control programme for Crown-of-thorn starfish.
- Relocation and resettlement of Proserpine rock wallabies.

## Sustainability Statement

### Waste Management

#### Why this is important

Effective waste management is essential to prevent environmental pollution and depletion of natural resources. It contributes to the reduction of GHG emissions and thereby mitigates climate change. Responsible waste management is a key component of fostering a healthier planet and ensures a better quality of life for current and future generations.

#### Our Approach

Ongoing business priorities include conducting waste audits at each key asset, considering alternate solutions such as installing waste-to-water systems at specific sites and reviewing waste service provider contracts.

##### Norwest Marketown Shopping Centre (New South Wales, Australia)

We are currently implementing organic waste separation and offsite disposal measures. Additionally, a planned trial for one year is underway, with the intention of considering an onsite composting solution in the future.

##### Transport House (Sydney, New South Wales, Australia)

We implemented BinTracker, an analytics tool designed to accurately record and measure tenants' waste and recycling efforts.



##### InterContinental Hayman Island (Queensland, Australia)

450 tonnes are diverted from landfill annually at Hayman Island. We operate a reverse osmosis desalination plant, recycling saltwater into fresh potable water. Our onsite treatment plant processes wastewater into the resort's irrigation system. Liquid food composters have been installed.

##### Leisure Farm (Malaysia)

We organised recycling campaign in Leisure Farm to promote sustainable waste management practices within the community.

Feasibility studies are underway for the portfolio-wide waste stream, covering retail and office assets. We are reviewing our existing portfolio waste stream to assess current diversion streams and identify opportunities to increase recovery rates. Our primary focus is on reducing general waste and costs by increasing the diversion of recyclable goods from the general waste stream. Currently, our diversion rates are around 30%, with a target of reaching 40%. To achieve this, we will introduce organic waste separation options to reduce general waste costs.

Additionally, the project includes tenancy education initiatives on waste separation. We are conducting a trial at Transport House using BinTracker weighing technology to accurately measure tenancy waste. This will enable us to invoice tenants based on the actual waste they generate. Our reporting on waste management data will commence in FY2024.

# Sustainability Statement

## Water Management

### Why this is important

The focus on water consumption in buildings has often been obscured by other consumption of utilities such as electricity and gas on sustainability agendas. However, as the impacts of climate change on water availability become more evident and global urbanisation trends persist, the significance of this resource is now coming to the forefront. The importance of efficient water management extends beyond environmental considerations, directly impacting both the sustainability and operational costs of buildings.

### Our Approach

In FY2023, we focus on assessing the risks, opportunities and impacts of water consumption at our key assets.

### Ongoing Water Priorities

- 1 Conduct audits on greywater and rainwater collection.
- 2 Review water submetering and monitoring systems.
- 3 Enhance on-site water capture and landscaping practices.



We engaged an external consultant to assess our monthly water performance, generating reports to analyse usage, set targets and identify improvement areas at critical sites.

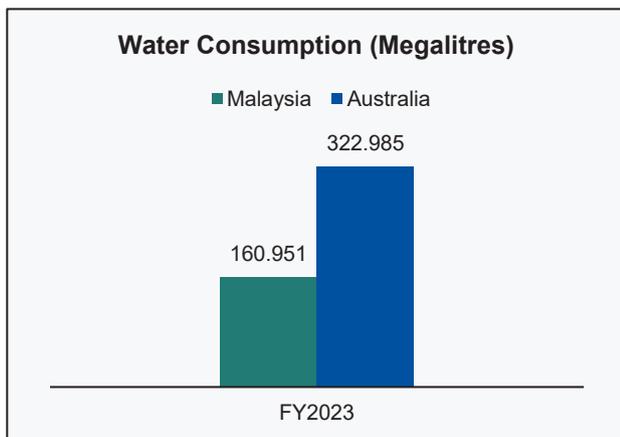
#### Leisure Farm (Malaysia)

Rainwater harvesting systems are utilised in Leisure Farm. The installation of water sub-meters has been increased to monitor potential pipe bursts and leakages, allowing for faster addressing of issues.

#### InterContinental Hayman Island (Australia)

Achieved 28.7% reduction in water consumption compared to June 2023. Monthly usage is reviewed by an external consultant, and daily reports track potable water storage and consumption in order to detect leakages and undertake maintenance.

### Our Performance



In Malaysia, our water consumption was reported at 161 megalitres in FY2023.

While the chart sets out that water consumption at key assets in Australia stands at 323 megalitres, further work is being undertaken to provide a complete understanding of water consumption within the Australian operations.

Note:  
Water consumption data excludes MIB Headquarters.

# Sustainability Statement

## Sustainable Investment (Finance)

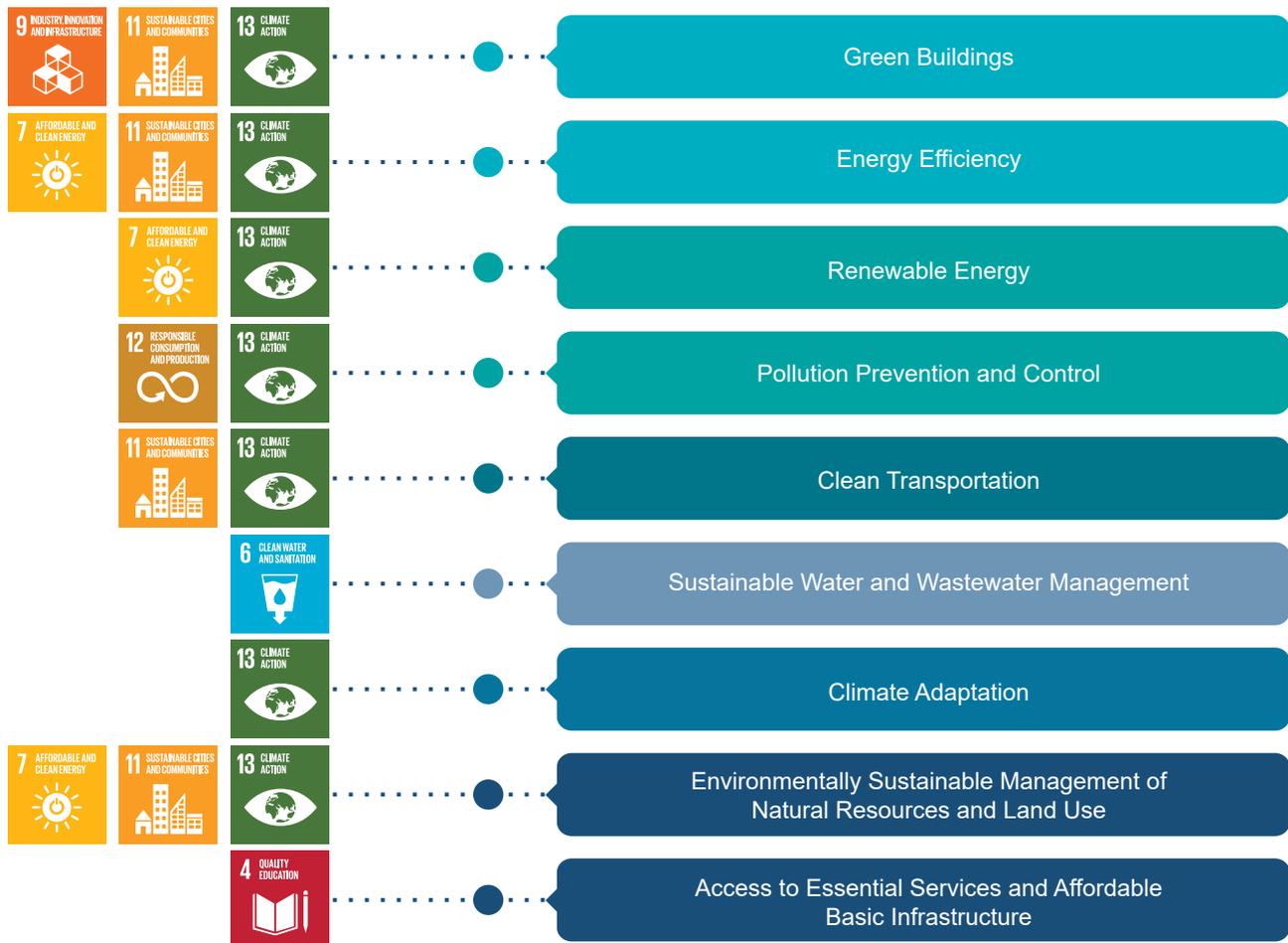
### Why this is important

Our sustainable financial investments align with our sustainability values by integrating environmental and community impacts into our decision-making and business operations. This approach contributes to achieving broader sustainability and social project goals through our commitment to sustainable practices together with social projects.

### Our Approach

The SFF outlines a governance framework for the use of loan proceeds exclusively for assets or activities contributing to sustainability objectives. It provides guidance on the selection of assets for Mulpha’s green and social loans, ensuring transparency in reporting on the use, management and allocation of proceeds to green and social project financiers.

### Eligible Asset Categories aligned with UN SDGs



### Our Performance

Norwest Quarter project in Australia has achieved sustainable development through a collaborative effort with CEFC and ANZ. Norwest Quarter Stage 1 (buildings B and C) is the first asset deemed eligible for Sustainable Finance. This development qualifies for such financing due to its design receiving an external rating exceeding 7 stars in the NatHERS rating system. To fund this development, a “Green Loan” has been secured through ANZ and CEFC.

# Sustainability Statement

## Sustainable Development and Design

### Why this is important

Sustainable Development and Design are instrumental in shaping a resilient, efficient and healthy built environment. It is imperative that we act immediately to ensure that our developments are sustainable, contributing positively to the environment. This approach will aid in averting future environmental degradation, benefiting both the planet and the communities we serve.

### Our Approach

Recognising the lasting impact of our built environment on future generations' well-being, we prioritise environmental considerations in our development efforts. It includes incorporating rating systems into operational assets and setting targets at key locations.



#### Nationwide House Energy Rating Scheme (NatHERS)

NatHERS is the Nationwide House Energy Rating Scheme and uses a 10-star rating system to assess the thermal performance of dwellings across Australia.

### Our Performance



**Norwest Quarter, NSW, Australia**

- NatHERS Target: Greater than 7 stars
- Driving Zero-Carbon Living:
  - 100% renewable energy target and implementation of energy-efficient technologies
  - Zero-waste to landfill design targets
  - Emphasis on water resilience
  - Prioritising community and nature in design
- Achieving Sustainable Finance:
  - Debt funding provided by CEFC and ANZ



**Leisure Farm, Johor, Malaysia**

- Incorporation of Sustainable and Green Design:
- Reserved parks at Canal Park and Merbok Park
  - Planting and agriculture at Kayu Manis Orchard
  - Football field and facility at Bale Club field
  - Dog friendly park
  - Approximately 12 acres of reserved parks at Canal Park and Merbok Park
  - Approximately 15 acres of planting and agriculture at Kayu Manis Orchard
  - Approximately 20 acres of green spaces, fields and facilities at Bale Clubhouse
  - Regular assessment of natural biodiversity, flora and fauna

# Sustainability Statement

## Social

In our pursuit of social sustainability, we recognise the significance of creating meaningful relationships with our people, communities and society. Integrated into our core business strategy, social responsibility guides our actions, prompting thoughtful consideration of how our activities impact individuals around us.

### Material Sustainability Matters

- Health and Safety
- Responsible Procurement
- Our People

### Stakeholder Groups



### Contribution to the UN SDGs



# Sustainability Statement

## Health and Safety

### Why this is important

Mulpha values the health and safety of employees, visitors as well as contractors. Beyond legal obligations, we enhance health and safety standards in the buildings we manage. We play an important role in maintaining safety standards for employees, contractors, volunteers and occupants of our hotels and our commercial buildings and workplaces. This cultivates a sense of trust and well-being within our community as we strive to create a safe and secure environment for all.

### Our Approach

#### Workplace Health and Safety Policy

Our WHS Policy is regularly updated, monitored, audited and reviewed to ensure alignment with the latest practices and compliance with the updated legislation. This focus is particularly crucial for ongoing construction and development projects, hotels and commercial buildings within our ownership and operation

To ensure compliance with our WHS Policy, the policy is provided to all new employees during their induction. Regular WHS communications are provided by a dedicated WHS Manager. We promote both physical and mental health and safety with a structured management system and flexible work arrangements. Furthermore, frequent reviews and conversations between employers and employees are conducted to address any concerns and drive strong health and safety performance.

In FY2023, new initiatives were introduced to enhance health, safety and environmental (“HSE”) practices, including:

- ✓ Robust Inspection Program
- ✓ Enhanced Safety Alert Communications
- ✓ Introduced HSE Risk Registers
- ✓ Initiation of Injury Reporting Hotline
- ✓ Emphasis on HSE Training Completion
- ✓ BOMBA & First-aid Training to Leisure Farm Employees
- ✓ Ensured Contractor Compliance with Safety Guidelines

#### Our Contractor Safety

Management System Questionnaire is a critical component of MAL's tender quote evaluation process. It is designed to assess the Contractor's Occupational Health and Safety (“OHS”) Management System. It outlines specific questions and sections that require detailed responses related to WHS to ensure that the Contractor has a compliant OHS Management System in place.

#### Tenderer WHS Evaluation

Checklist is designed to ensure that potential contractors meet specific health and safety standards before contract awards. The checklist includes key areas such as contractor details, insurance, OHS management and evaluation processes to mitigate potential risks and ensure that the chosen contractor is committed to maintaining a safe and healthy work environment.

## Sustainability Statement

### Our Performance

In the course of this reporting period, the Group documented a collective total of 1,944,092 work hours with no fatalities reported. Lost Time Incident Rate was recorded at 2.5.

#### Mulpha Malaysia

Health and Safety Performance	
Indicator	FY2023
Total Hours Worked	3,944
No. of Fatalities	0
No. of Lost Time Incidents	0
Lost Time Incident Rate	0

#### Mulpha Australia

Health and Safety Performance	
Indicator	FY2023
Total Hours Worked	1,940,148
No. of Fatalities	0
No. of Lost Time Incidents	24
Lost Time Incident Rate	2.5

In FY2023, a total of 1,517 employees were trained on health and safety standards. HSE induction training was provided to employees in Australia, with 1,492 attendees. In Malaysia, a total of 25 employees attended CPR & AED Training at Leisure Farm. Starting from 2024, data for risk-specific training will be included in the reporting.

### Responsible Procurement

#### Why this is important

Responsible procurement ensures a sustainable supply chain by considering the ethical, environmental and social impacts of purchasing decisions. This entails ensuring that products or services are sourced ethically, without exploiting or infringing upon the rights of workers or communities involved in their production. Respecting and promoting human rights are integral to our business and is outlined in our MAL Modern Slavery Statement and Human Rights Policy.

# Sustainability Statement

## Our Approach

Recognising the complexity of our supply chain and its potential links to modern slavery, we have outlined expectations in our Supplier Code of Conduct to affirm our ongoing dedication to responsible and ethical procurement practices.

### Supplier Code of Conduct

In our MAL Supplier Code of Conduct, the Group calls upon all current and potential business partners to uphold our ethical values through proactive engagement, strong governance and continuous evaluation. Our business strategy prioritises growth, human rights, environmental impact and compliance with the Australian Modern Slavery Act, 2018. This is reinforced through a supplier due diligence process integrated into our procurement procedures.

### 2022 Modern Slavery Statement

In FY2022, we conducted an assessment of our supply chain risks, recognising the presence of systemic risks throughout our operations and supply chains. Our efforts are detailed in the 2022 Modern Slavery Statement, which provides an in-depth overview of our approach, due diligence procedures and remediation processes.

Mulpha’s reputation in real estate and hospitality relies on consistently delivering quality products and services to our guests, residents and tenants. Over decades of collaboration with international hospitality brands, we have leveraged best practices to pioneer innovations in quality delivery and develop industry-leading sustainable processes.

We collaborate with IHG to comprehensively understand and address modern slavery risks within our hotels



### Local Procurement

We prioritise local suppliers by building strong relationships with local businesses in the areas where we operate, thus establishing sustainable supply chains.

**For individual expenditure items ranging from RM100,000 to RM500,000:**

Competitive prices are obtained through a minimum of 3 quotations.

**For individual expenditure items exceeding RM500,000:**

Competitive tender process will be conducted.

## Our Performance

In FY2023, our expenditure on local suppliers accounted for 98.87% of our group-wide total supplier distribution.

# Sustainability Statement

## Our People

### Why this is important

We champion a culture of employee engagement, ensuring everyone can thrive. Beyond our walls, we actively support the communities where we operate, fostering the growth of local businesses and talent. Our resolve extends to customers, as we strive for true satisfaction in every interaction. These efforts contribute to stronger relationships with our stakeholders, ultimately leading to growth and prosperity for all involved.

### Our Approach

Recognising that an inclusive and unified Mulpha approach allows the Group to promote companywide sustainable initiatives all people managers are encouraged to regularly engage employees to consider business appropriate sustainable outcomes in their day-to-day decision making.

#### Promoting Diversity and Inclusion with Equal Opportunity

Our company policy emphasises treating all employees based on merit and skills, including recruitment, promotions, performance reviews, training and remuneration practices. Discrimination based on gender, marital status, race, disability or other attributes is strictly prohibited.

Specifically, efforts are made to ensure diversity in the workforce, particularly in Malaysia where the workforce is predominantly female. This includes a focus on hiring more male and multi-racial employees to achieve a balanced representation within the workforce.

#### Employee Engagement Survey

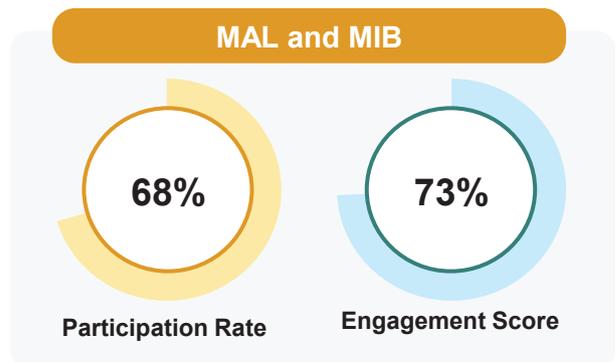
In April 2023, an engagement survey was conducted for MAL and MIB entities using CultureAmp, with a combined participation rate of 68% (377 out of 552 employees) and an overall favourable engagement score of 73%.

Engagement surveys were conducted at our material Australian assets. It is important to note that each hotel administers its engagement survey through a different platform, resulting in varying question sets compared to the MAL/MIB survey.



At InterContinental Sanctuary Cove, we partnered with Prestige Employment Solutions and have hired 3 colleagues with disabilities to promote diversity within our culture.

We have also participated in IHG inclusion initiative, including 'Out & Open'



Engagement Survey	Participation Rate	Engagement Score
InterContinental Sydney	85%	75%
InterContinental Sanctuary Cove	85%	69%
InterContinental Hayman Island	83%	56%

# Sustainability Statement

## Employee Development

Mulpha Academy offers premium access to MAL team members, conducts First Aid and Mental Health First Aid training, and facilitates personal development plans.



7 Housekeeping colleagues completed Cert III in Hospitality at InterContinental Sanctuary Cove.

At InterContinental hospitality, Learning and Development Programmes are facilitated by the Learning Delivery Manager, focusing on areas such as Communication and Leadership, Customer Service, Sales and Negotiation.



New Colleague Onboarding



IHG Training Programme

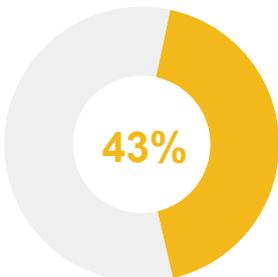


Frontline and Leadership Programme



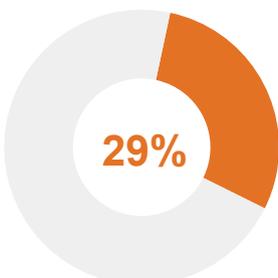
Compliance Training Opportunities

Various training programmes are curated for employees in MIB to enhance their skills and capabilities as listed below.



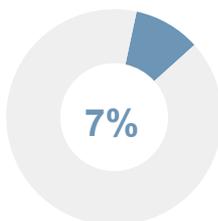
### Taxation

- o Top Cross Border Tax Issues to Watch Out for 2023
- o Cross Border Transactions & Withholding Tax
- o Transfer Pricing Conference 2023
- o Budget Seminar 2024
- o Tax Exemption on Foreign Sourced Income: Latest Updates
- o Latest Development on Public Rulings

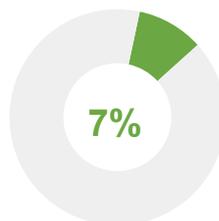


### Finance

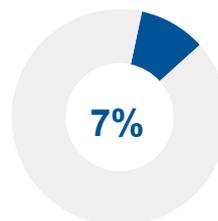
- o MBRS Revision for Preparers, Makers, and Lodgers of Financial Statements
- o Preparation & Presenter for Consolidated Financial Statements
- o Consolidation & Group Financial Statements Reporting
- o Fast Closing-Improving Processes, Technology & Management



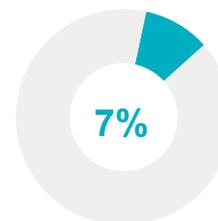
- Information Technology (IT)**
- o DigiTech Forum 2023



- Governance & Sustainability**
- o MAICSA Annual Conference 2023



- Regulatory Compliance**
- o Regulatory Forum 2023

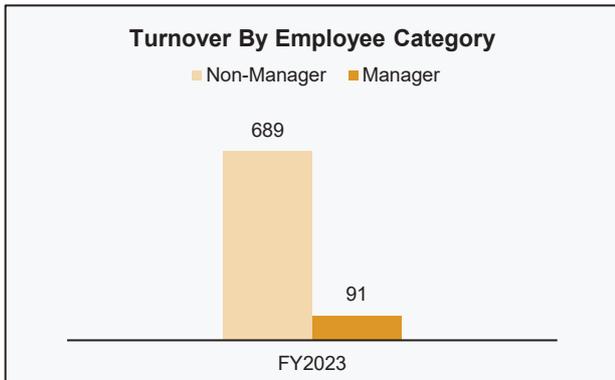
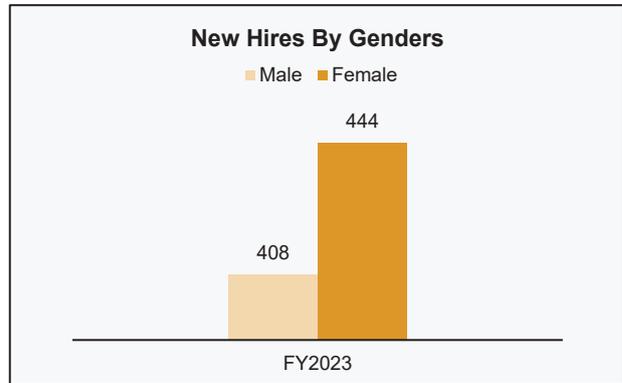
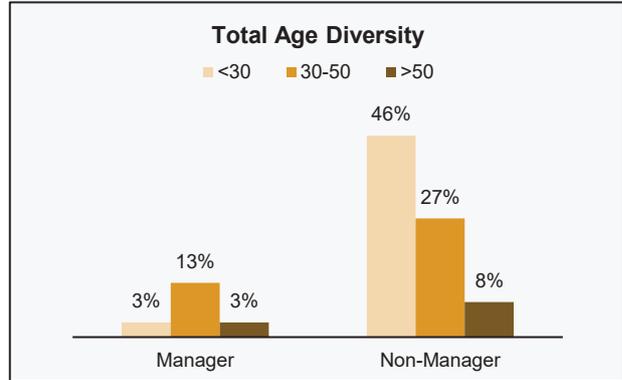
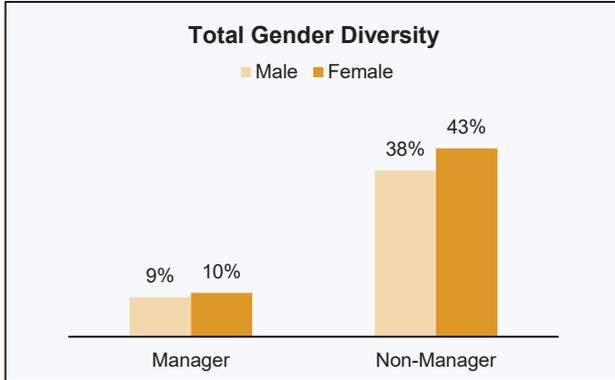
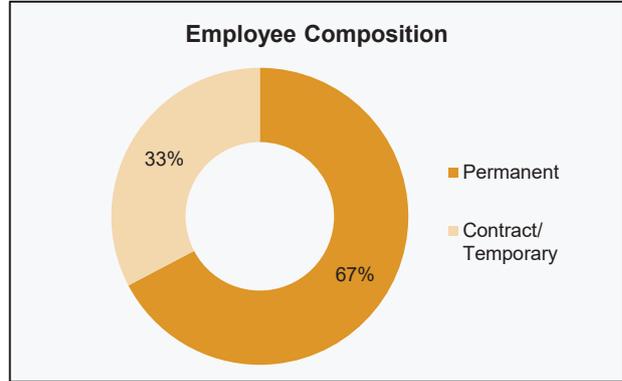


- English Language**
- o Sunago Workplace English Programme

# Sustainability Statement

## Our Performance

The diversity performance data highlights a workforce with significant female representation. Majority of our employees are under the age of 30. 67% of our employee hold permanent positions within the organisation.



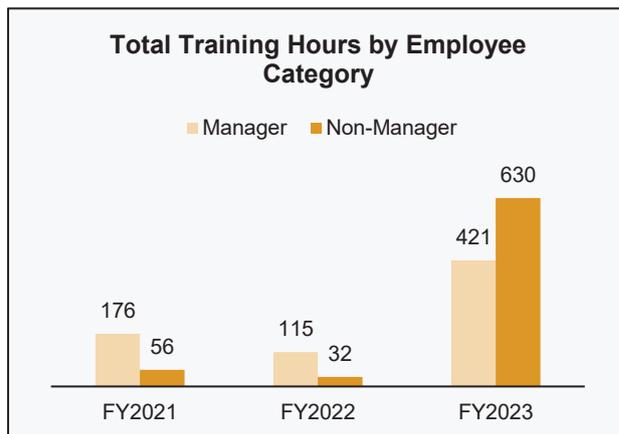
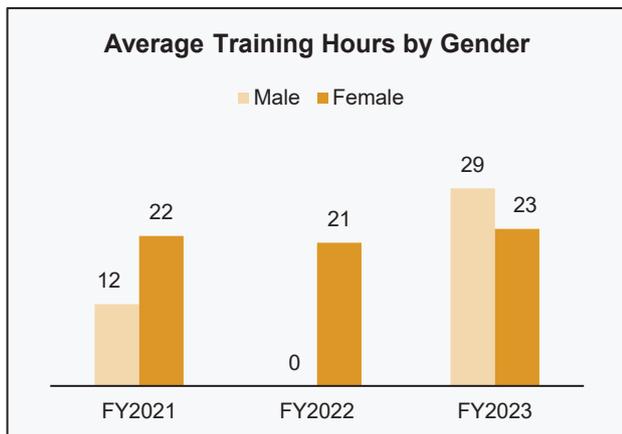
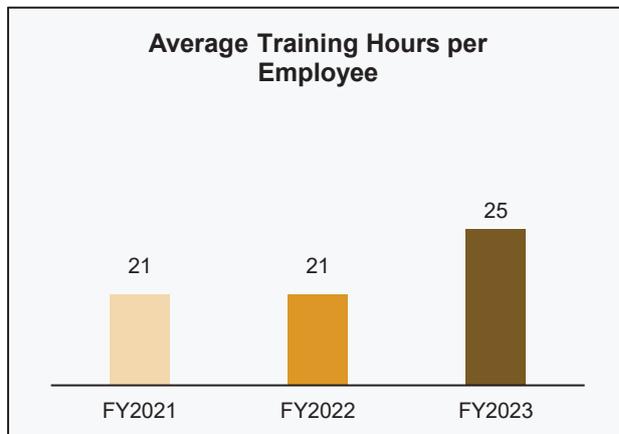
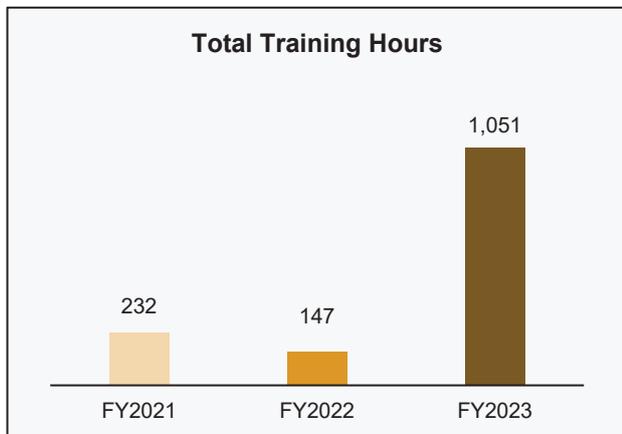
The number of new hires recorded stands at 852, while turnover amounted to 780 during the reporting period.

# Sustainability Statement

## Employee Development

In FY2023, Mulpha Academy Platform recorded a cumulative total of 1,330 training hours. The collective training effort at material Australian hotel assets, reached 41,764 hours.

In Malaysia, a comprehensive breakdown of training data specifically within our operations is provided below.



Note:  
Data is limited to training conducted within Malaysia.

## Human Rights

The Group maintained a record of zero substantiated cases of human rights complaints for 3 consecutive years.

Indicator	FY2021	FY2022	FY2023
No. of substantiated complaints concerning human rights violation	0	0	0

## Sustainability Statement

### Contribution to Community

Mulpha emphasises making a positive impact on communities through active participation in meaningful social responsibility programmes. This includes establishing mentoring programmes and organising or sponsoring charity, fundraising and festive events to reflect our support towards the well-being of the communities we serve. In FY2023, we invested a total of AUD211,300 into community programmes, benefitting 5 external organisations.

#### Ongoing Initiatives

- Norwest Mentoring Programme (since 2018): Connects business and professional leaders with motivated individuals to foster collaboration and innovation culture. Funded by Mulpha with AUD20,000 annually.
- Live Life Get Active (since 2018): Mulpha funds 3 fitness training sessions for local businesses and residents at Norwest Marketown, with an annual investment of AUD20,000.
- Men of Business 24 Hour Row (since 2021): Major sponsor of the event supporting mentoring and leadership training for young men. Mulpha's annual investment is AUD20,000.

#### 2023 Contributions

- Tour de Cure Snow Ball: Gold Sponsor supporting Children's Cancer Research. Donations include Bimbardgen wine, InterContinental Hayman Island experience and dinner vouchers.
- Ronald McDonald House Programme (May 2023): Mulpha Sydney Team members cooked a meal for families at the Ronald McDonald House, with a donation of AUD1,300.

#### Ongoing Sponsorships

- Hills United Football Club (Swing City): Major Sponsor with an annual investment of AUD20,000.
- Hills Relay for Life: Sponsor supporting cancer research with an annual investment of AUD5,000.
- Annual Christmas Carols for the community at Sanctuary Cove funded by Mulpha (AUD45,000). Major sponsor of live and local charity events supporting mental health. Donations of prizes valued at AUD5,000.

**Note:**

The above statement reports the total number of organisations that benefited from community investments.

## Closing Statement

As we look ahead, we recognise that sustainability is a continuous journey. Progress has been made this year and we remain committed to pushing the boundaries of sustainable development, investing in modern solutions and collaborating with our stakeholders to build an environment that is not only profitable but also environmentally responsible, socially equitable and resilient for the future.

## Sustainability Statement

### Performance Data Table from ESG Reporting Platform

This performance data table was generated from the ESG Reporting Platform and included in this Sustainability Statement, as mandated by the enhanced sustainability reporting requirements within the Main Market Listing Requirements of Bursa Securities.

Indicator	Measurement Unit	2021	2022	2023
<b>Bursa (Anti-corruption)</b>				
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category				
Manager	Percentage	-	-	73.00
Non-Manager	Percentage	-	-	72.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	-	-	100.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0	0
<b>Bursa (Data privacy and security)</b>				
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0	0
<b>Bursa (Energy management)</b>				
Bursa C4(a) Total energy consumption	Megawatt	-	-	22,766.00
Bursa C4(a) Total energy consumption	Gigajoules	-	-	81,956.00
<b>Bursa (Water)</b>				
Bursa C9(a) Total volume of water used	Megalitres	-	-	483.936000
<b>Bursa (Health and safety)</b>				
Bursa C5(a) Number of work-related fatalities	Number	-	-	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	-	-	2.50
Bursa C5(c) Number of employees trained on health and safety standards	Number	-	-	1,517
<b>Bursa (Supply chain management)</b>				
Bursa C7(a) Proportion of spending on local suppliers	Percentage	-	-	98.87
<b>Bursa (Labour practices and standards)</b>				
Bursa C6(a) Total hours of training by employee category				
Manager	Hours	176	115	421
Non-Manager	Hours	56	32	630
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	-	-	33.00
Bursa C6(c) Total number of employee turnover by employee category				
Manager	Number	-	-	91
Non-Manager	Number	-	-	689
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0	0	0

Internal assurance

External assurance

No assurance

(\*)Restated

## Sustainability Statement

Indicator	Measurement Unit	2021	2022	2023
<b>Bursa (Diversity)</b>				
Bursa C3(a) Percentage of employees by gender and age group, for each employee category				
Age Group by Employee Category				
Manager Under 30	Percentage	-	-	3.00
Manager Between 30-50	Percentage	-	-	13.00
Manager Above 50	Percentage	-	-	3.00
Non-Manager Under 30	Percentage	-	-	46.00
Non-Manager Between 30-50	Percentage	-	-	27.00
Non-Manager Above 50	Percentage	-	-	8.00
Gender Group by Employee Category				
Manager Male	Percentage	-	-	9.00
Manager Female	Percentage	-	-	10.00
Non-Manager Male	Percentage	-	-	38.00
Non-Manager Female	Percentage	-	-	43.00
Bursa C3(b) Percentage of directors by gender and age group				
Male	Percentage	100.00	100.00	83.00
Female	Percentage	0.00	0.00	17.00
Under 30	Percentage	0.00	0.00	0.00
Between 30-50	Percentage	20.00	20.00	17.00
Above 50	Percentage	80.00	80.00	83.00
<b>Bursa (Community/Society)</b>				
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	AUD	-	-	211,300.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	-	-	5

## Note:

Bursa Indicator C2(b) data refers to the total number of organisations that benefited from community investments.

## Sustainability Statement

### GRI Content Index

GRI Standard	Disclosure Title		Page
GRI 2: General Disclosures 2021	2-1	Organisational details	57 - 60
	2-2	Entities included in the organisation's sustainability reporting	59
	2-3	Reporting period, frequency and contact point	57
	2-6	Activities, value chain and other business relationships	57 - 59
	2-7	Employees	99
	2-9	Governance structure and composition	65
	2-11	Chair of the highest governance body	65
	2-12	Role of the highest governance body in overseeing the management of impacts	65
	2-13	Delegation of responsibility for managing impacts	65
	2-14	Role of the highest governance body in sustainability reporting	65
	2-23	Policy commitments	66
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	2-26	Mechanisms for seeking advice and raising concerns	76
	2-27	Compliance with laws and regulations	74 - 76
2-29	Approach to stakeholder engagement	67 - 70	
GRI 3: Material Topics 2021	3-1	Process to determine material topics	71 - 72
	3-2	List of material topics	72
	3-3	Management of material topics	Throughout
GRI 204: Procurement Practices 2016	204-1	Proportion of spending on local suppliers	96
GRI 205: Anti-Corruption 2016	205-1	Operations assessed for risks related to corruption	77
	205-2	Communication and training about anti-corruption policies and procedures	77
	205-3	Confirmed incidents of corruption and actions taken	77
GRI 302: Energy 2016	302-1	Energy consumption within the organisation	82 - 84
	302-4	Reduction of energy consumption	82 - 84
GRI 303: Water and Effluents 2018	303-5	Water consumption	90
GRI 401: Employment 2016	401-1	New employee hires and employee turnover	99

## Sustainability Statement

GRI Standard	Disclosure Title		Page
GRI 403: Occupational Health and Safety 2018	403-1	Occupational health and safety management system	94
	403-2	Hazard identification, risk assessment, and incident investigation	94
	403-4	Worker participation, consultation, and communication on occupational health and safety	95
	403-5	Worker training on occupational health and safety	95
	403-9	Work-related injuries	95
GRI 404: Training and Education 2016	404-1	Average hours of training per year per employee	100
	404-2	Programmes for upgrading employee skills and transition assistance programmes	98
GRI 405: Diversity and Equal Opportunity 2016	405-1	Diversity of governance bodies and employees	79, 99
GRI 413: Local Communities 2016	413-1	Operations with local community engagement, impact assessments, and development programmes	101
GRI 418: Customer Privacy 2016	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	80

# 06

## Financial Statements



### **CAPRI ON VIA ROMA, QUEENSLAND**

Capri on Via Roma is located in an affluent suburb on the footsteps of the Gold Coast's primary residential and commercial hot spot, Surfers Paradise. The Centre features a hand-picked tenancy mix including Harris Farm Markets, premium waterfront dining, convenience and services retailers and an established professional office precinct.



**MULPHA**



# Financial Statements

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# Directors' Report

for the financial year ended 31 December 2023

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding, whilst the principal activities of the subsidiaries are as stated in Note 6 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

## SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 6 to the financial statements.

## RESULTS

	Group RM'000	Company RM'000
Profit for the year attributable to:		
Owners of the Company	109,544	48,803
Non-controlling interests	4,436	-
	113,980	48,803

## RESERVES AND PROVISIONS

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

## DIVIDENDS

No dividend was paid during the financial year and the Directors do not recommend any dividend to be paid for the financial year under review.

## DIRECTORS OF THE COMPANY

Directors who served during the financial year until the date of this report are:

Lee Seng Huang  
 Lee Eng Leong  
 Chew Hoy Ping  
 Loong Caesar  
 Geoffrey Earl Grady  
 Josephine Phan Su Han (Appointed on 1 April 2023)

The list of Directors in Company's respective subsidiaries is disclosed in Note 6 to the financial statements.

**Directors' Report**

for the financial year ended 31 December 2023

**DIRECTORS' INTERESTS IN SHARES**

The direct and deemed interests in the ordinary shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year end as recorded in the Register of Directors' Shareholdings are as follows:

The Company	At 1.1.2023	Acquired	Sold	At 31.12.2023
<b><i>Direct interest</i></b>				
Lee Seng Huang	12,000,000	8,000,000	-	20,000,000
<b><i>Deemed interest</i></b>				
Lee Seng Huang	200,422,402	-	-	200,422,402

By virtue of Lee Seng Huang's substantial interest in the shares of the Company, he is also deemed interested in the shares of all the subsidiaries during the financial year to the extent that the Company has an interest.

None of the other Directors holding office at 31 December 2023 has any interest in the ordinary shares of the Company and of its related corporations during the financial year.

**DIRECTORS' BENEFITS**

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

The Director's benefits paid to or receivable by Directors in respect of the financial year ended 31 December 2023 are as follows:

	Company RM'000	Subsidiaries RM'000
Directors of the Company:		
Remuneration	1,289	2,313
Fees	356	-
Defined contribution plans	131	98
Estimated money value of benefits-in-kind	6	5
	1,782	2,416

There were no arrangements during and at the end of the financial year which had the object of enabling the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## Directors' Report

for the financial year ended 31 December 2023

### ISSUE OF SHARES AND DEBENTURES

There were no changes in the issued share capital of the Company during the financial year.

There were no debentures issued during the financial year.

### OPTIONS GRANTED OVER UNISSUED SHARES

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

### INDEMNITY AND INSURANCE COSTS

During the financial year, the total amount of insurance premium for the Directors and officers of the Group was RM789,244.

### QUALIFICATION OF SUBSIDIARIES' FINANCIAL STATEMENTS

The auditors' report on the audit of the financial statements of the Company's subsidiaries did not contain any qualification.

### OTHER STATUTORY INFORMATION

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

- i) all known bad debts have been written off and adequate provision have been made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

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

- i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- iii) 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
- iv) not otherwise dealt with in this report or the financial statements that 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:

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

## Directors' Report

for the financial year ended 31 December 2023

### OTHER STATUTORY INFORMATION (Cont'd)

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

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 December 2023 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

### SUBSEQUENT EVENTS

The subsequent events are disclosed in Note 37 to the financial statements.

### AUDITORS

The auditors, KPMG PLT, have indicated their willingness to accept re-appointment.

The total auditors' remuneration of the Group and of the Company during the year are RM2,299,000 and RM199,000 respectively.

Further details of auditors' remuneration are set out in Note 26 to the financial statements.

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

**Lee Seng Huang**  
Director

**Lee Eng Leong**  
Director

Date: 8 April 2024

# Statements of Financial Position

as at 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Assets</b>					
Property, plant and equipment	3	1,751,186	1,481,514	-	-
Right-of-use assets	4	25,868	24,186	-	-
Investment properties	5	1,548,519	1,470,278	-	-
Investments in subsidiaries	6	-	-	1,583,526	1,644,982
Investments in associates	7	90,012	104,651	12,924	12,924
Investments in joint ventures	8	81,872	66,383	-	-
Investment securities	9	562,927	686,821	1,043	1,043
Other investments	10	5,090	5,090	5,061	5,061
Goodwill	11	47,274	45,359	-	-
Inventories	12	640,630	585,423	-	-
Trade and other receivables	13	21,005	4,978	643,828	603,676
Other non-current assets	14	17,804	22,503	-	-
Deferred tax assets	15	-	617	-	-
<b>Total non-current assets</b>		<b>4,792,187</b>	<b>4,497,803</b>	<b>2,246,382</b>	<b>2,267,686</b>
Inventories	12	883,797	769,702	-	-
Trade and other receivables	13	331,717	388,102	186,031	135,874
Other current assets	14	55,142	16,735	40	27
Current tax assets		1,437	14,211	1,044	1,005
Cash and deposits	17	278,892	231,129	42,059	54,941
<b>Total current assets</b>		<b>1,550,985</b>	<b>1,419,879</b>	<b>229,174</b>	<b>191,847</b>
<b>Total assets</b>		<b>6,343,172</b>	<b>5,917,682</b>	<b>2,475,556</b>	<b>2,459,533</b>

## Statements of Financial Position

as at 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Equity</b>					
Share capital	18	1,983,858	1,983,858	1,983,858	1,983,858
Reserves	19	147,626	180,345	107	107
Retained earnings		1,472,828	1,363,284	408,753	359,950
<b>Total equity attributable to owners of the Company</b>		<b>3,604,312</b>	<b>3,527,487</b>	<b>2,392,718</b>	<b>2,343,915</b>
<b>Non-controlling interests</b>	6	<b>21,464</b>	<b>25,940</b>	<b>-</b>	<b>-</b>
<b>Total equity</b>		<b>3,625,776</b>	<b>3,553,427</b>	<b>2,392,718</b>	<b>2,343,915</b>
<b>Liabilities</b>					
Loans and borrowings	20	766,743	1,445,499	-	-
Lease liabilities		57,485	55,518	-	-
Trade and other payables	21	49,777	14,950	-	-
Contract liabilities	16	-	12,791	-	-
Provision for liabilities	22	4,247	5,671	-	-
Deferred tax liabilities	15	82,882	78,262	5,461	1,574
<b>Total non-current liabilities</b>		<b>961,134</b>	<b>1,612,691</b>	<b>5,461</b>	<b>1,574</b>
Loans and borrowings	20	1,423,423	505,692	74,948	73,448
Lease liabilities		7,136	5,339	-	-
Trade and other payables	21	227,144	158,610	2,429	40,596
Contract liabilities	16	49,194	38,606	-	-
Current tax liabilities		731	738	-	-
Provision for liabilities	22	48,634	42,579	-	-
<b>Total current liabilities</b>		<b>1,756,262</b>	<b>751,564</b>	<b>77,377</b>	<b>114,044</b>
<b>Total liabilities</b>		<b>2,717,396</b>	<b>2,364,255</b>	<b>82,838</b>	<b>115,618</b>
<b>Total equity and liabilities</b>		<b>6,343,172</b>	<b>5,917,682</b>	<b>2,475,556</b>	<b>2,459,533</b>

The notes on pages 123 to 212 are an integral part of these financial statements.

# Statements of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue	23	1,200,994	970,918	50	21,125
Other income	24	258,855	96,609	69,280	40,987
Land and property development costs		(239,987)	(127,789)	-	-
Finished goods and services rendered		(154,230)	(114,458)	-	-
Employee benefits expenses		(351,354)	(307,141)	(1,234)	(1,184)
Depreciation and amortisation		(85,526)	(67,915)	-	(6)
Net loss on impairment of financial instruments		(1,070)	(319)	-	-
Other expenses		(401,647)	(292,878)	(6,904)	(24,687)
<b>Results from operating activities</b>		<b>226,035</b>	<b>157,027</b>	<b>61,192</b>	<b>36,235</b>
Finance costs	25	(127,407)	(67,414)	(3,601)	(2,886)
Share of (loss)/profit of associates		(13,804)	9,295	-	-
Share of profit of joint ventures		12,768	3,555	-	-
<b>Profit before tax</b>		<b>97,592</b>	<b>102,463</b>	<b>57,591</b>	<b>33,349</b>
Tax benefit/(expense)	27	16,388	(15,959)	(8,788)	(6,402)
<b>Profit for the year</b>	26	<b>113,980</b>	<b>86,504</b>	<b>48,803</b>	<b>26,947</b>

## Statements of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Other comprehensive (expense)/income</b>					
<b>Items that will not be reclassified subsequently to profit or loss</b>					
Revaluation of property, plant and equipment upon transfer of properties to investment properties		-	20,899	-	-
Net change in fair value of equity investments designated at fair value through other comprehensive income		(181,999)	22,541	-	-
		(181,999)	43,440	-	-
<b>Items that are or may be reclassified subsequently to profit or loss</b>					
Foreign currency translation differences for foreign operations		143,532	(43,685)	-	-
<b>Other comprehensive expense for the year</b>		<b>(38,467)</b>	<b>(245)</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>75,513</b>	<b>86,259</b>	<b>48,803</b>	<b>26,947</b>
<b>Profit attributable to:</b>					
Owners of the Company		109,544	84,879	48,803	26,947
Non-controlling interests		4,436	1,625	-	-
<b>Profit for the year</b>		<b>113,980</b>	<b>86,504</b>	<b>48,803</b>	<b>26,947</b>
<b>Total comprehensive income/(expense) attributable to:</b>					
Owners of the Company		76,825	84,268	48,803	26,947
Non-controlling interests		(1,312)	1,991	-	-
<b>Total comprehensive income for the year</b>		<b>75,513</b>	<b>86,259</b>	<b>48,803</b>	<b>26,947</b>
<b>Earnings per ordinary share (sen)</b>	28	<b>35.20</b>	27.28		

The notes on pages 123 to 212 are an integral part of these financial statements.

# Consolidated Statement of Changes in Equity

for the year ended 31 December 2023

	←		←				←		←		←	
	Share capital	Exchange reserve	Revaluation reserve	Other reserve	Treasury shares	Retained earnings	Total	Non-controlling interests	Total equity	Share capital	Exchange reserve	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Group</b>												
<b>At 1 January 2022</b>	2,036,698	28,461	68,545	84,372	(17,586)	1,243,151	3,443,641	26,298	3,469,939			
Revaluation of property, plant and equipment upon transfer of properties to investment properties	-	-	20,899	-	-	-	20,899	-	20,899			
Net change in fair value of equity investments designated at fair value through other comprehensive income	-	-	-	21,828	-	-	21,828	713	22,541			
Foreign currency translation differences for foreign operations	-	(43,338)	-	-	-	-	(43,338)	(347)	(43,685)			
Total other comprehensive (expense)/income for the year	-	(43,338)	20,899	21,828	-	-	(611)	366	(245)			
Profit for the year	-	-	-	-	-	84,879	84,879	1,625	86,504			
<b>Total comprehensive (expense)/income for the year</b>	-	(43,338)	20,899	21,828	-	84,879	84,268	1,991	86,259			
Cancellation of treasury shares	(52,840)	-	-	-	17,586	35,254	-	-	-			
Capital returned to non-controlling interests	-	-	-	-	-	-	-	(1,684)	(1,684)			
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	(665)	(665)			
<b>Total transactions with owners of the Company</b>	(52,840)	-	-	-	17,586	35,254	-	(2,349)	(2,349)			
Share of other reserve of an associate	-	-	-	(422)	-	-	(422)	-	(422)			
<b>At 31 December 2022</b>	1,983,858	(14,877)	89,444	105,778	-	1,363,284	3,527,487	25,940	3,553,427			

Note 18

Note 19

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Note 18

## Consolidated Statement of Changes in Equity

for the year ended 31 December 2023

	Attributable to owners of the Company						Total equity
	Share capital	Exchange reserve	Revaluation reserve	Other reserve	Retained earnings	Non-controlling interests	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Group</b>							
<b>At 1 January 2023</b>	1,983,858	(14,877)	89,444	105,778	1,363,284	3,527,487	25,940
Net change in fair value of equity investments designated at fair value through other comprehensive income	-	-	-	(175,153)	-	(175,153)	(6,846)
Foreign currency translation differences for foreign operations	-	142,434	-	-	-	142,434	1,098
Total other comprehensive income/(expense) for the year	-	142,434	-	(175,153)	-	(32,719)	(5,748)
Profit for the year	-	-	-	-	109,544	109,544	4,436
<b>Total comprehensive income/(expense) for the year</b>	-	142,434	-	(175,153)	109,544	76,825	(1,312)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(3,164)
<b>Total transactions with owners of the Company</b>	-	-	-	-	-	-	(3,164)
<b>At 31 December 2023</b>	1,983,858	127,557	89,444	(69,375)	1,472,828	3,604,312	21,464
	Note 18	Note 19	Note 19	Note 19	Note 19	Note 19	Note 19

The notes on pages 123 to 212 are an integral part of these financial statements.

# Statement of Changes in Equity

for the year ended 31 December 2023

	← Non-distributable →			Distributable	Total equity RM'000
	Share capital RM'000	Other reserve RM'000	Treasury shares RM'000	Retained earnings RM'000	
<b>Company</b>					
<b>At 1 January 2022</b>	2,036,698	107	(17,586)	297,749	2,316,968
Profit and total comprehensive income for the year	-	-	-	26,947	26,947
Cancellation of treasury shares	(52,840)	-	17,586	35,254	-
<b>At 31 December 2022/ 1 January 2023</b>	<b>1,983,858</b>	<b>107</b>	<b>-</b>	<b>359,950</b>	<b>2,343,915</b>
Profit and total comprehensive income for the year	-	-	-	48,803	48,803
<b>At 31 December 2023</b>	<b>1,983,858</b>	<b>107</b>	<b>-</b>	<b>408,753</b>	<b>2,392,718</b>
	Note 18	Note 19	Note 18		

The notes on pages 123 to 212 are an integral part of these financial statements.

# Statements of Cash Flows

for the year ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Cash flows from operating activities</b>					
Profit before tax		97,592	102,463	57,591	33,349
<i>Adjustments for:</i>					
Bad debts recovered		(92)	-	-	-
Depreciation of right-of-use assets	4	5,662	4,742	-	-
Dividend income		(146,768)	(44,381)	(50)	(21,125)
Net impairment/(reversal of impairment) loss on investments in:					
- Associates	7	-	-	-	2,698
- Joint ventures	8	581	(307)	-	-
- Subsidiaries	6	-	-	-	(3,443)
Impairment loss on goodwill	11	9,759	-	-	-
Impairment loss on trade and other receivables		1,070	319	-	-
Finance costs	25	127,407	67,414	3,601	2,886
Interest income		(22,120)	(14,885)	(42,681)	(23,732)
Inventories written down	12	1,246	5,765	-	-
Investment properties:					
- Change in fair value	5	3,756	30,681	-	-
- Written off	5	1,280	-	-	-
Loss on disposal of foreign unquoted cumulative redeemable preference shares of a subsidiary		-	-	-	4,087
Loss on lease modification		18	-	-	-
Net unrealised foreign exchange loss/(gain)		38	297	(17,190)	5,889
Property, plant and equipment:					
- Depreciation	3	79,864	63,173	-	6
- Impairment loss	3	25,064	-	-	-
- Net loss/(gain) on disposal	26	153	(70)	-	-
- Written off	26	51	1,759	-	-
Provision for staff benefits	22.1	28,223	32,221	-	-
Net provision/(reversal of provision) for repairs and others	22.2	7,582	(1,089)	-	-
Share of loss/(profit) of associates	7	13,804	(9,295)	-	-
Share of profit of joint ventures	8	(12,768)	(3,555)	-	-

## Statements of Cash Flows

for the year ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Cash flows from operating activities (Cont'd)</b>					
<b>Operating profit before changes in working capital</b>		<b>221,402</b>	235,252	<b>1,271</b>	615
Inventories		(114,072)	(103,410)	-	-
Receivables		58,672	(23,015)	(8)	18
Other current assets		(36,266)	1,316	(13)	-
Other non-current assets		5,624	608	-	-
Payables		92,298	33,409	(951)	(14,718)
Contract liabilities		(4,354)	(12,375)	-	-
Intercompany balances		-	-	(110,575)	24,610
<b>Cash generated from/(used in) operations</b>		<b>223,304</b>	131,785	<b>(110,276)</b>	10,525
Interest paid		(141,215)	(66,830)	(3,601)	(2,886)
Interest received		10,735	2,095	42,929	18,370
Net income tax refund/(paid)		31,601	10,705	(4,940)	(6,050)
Staff benefits paid	22.1	(34,959)	(35,088)	-	-
<b>Net cash from/(used in) operating activities</b>		<b>89,466</b>	42,667	<b>(75,888)</b>	19,959
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment	3	(294,762)	(265,966)	-	-
Acquisition of investment properties	5	-	(211,417)	-	-
Capital expenditure of investment properties	5	(11,800)	(47,400)	-	-
Additional investment in subsidiaries	6	-	-	(40,514)	(554,225)
Acquisition of joint ventures	8	(7,323)	(9,463)	-	-
Acquisition of businesses, net of cash and cash equivalents acquired	35	(8,510)	(35,754)	-	-
Acquisition of investment securities		(18,348)	(17,748)	-	-
Acquisition of other investments		-	-	-	(4)
Proceeds from disposal of property, plant and equipment		206	89	-	-
Redemption of redeemable preference shares	6	-	-	101,970	581,300
Dividends received		154,509	50,188	50	21,125
Withdrawal/(Placement) of fixed deposits with maturity profile more than three months		22,050	(22,050)	22,050	(22,050)
<b>Net cash (used in)/from investing activities</b>		<b>(163,978)</b>	(559,521)	<b>83,556</b>	26,146

## Statements of Cash Flows

for the year ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Cash flows from financing activities</b>					
Capital returned to non-controlling interests		-	(1,684)	-	-
Dividends paid to non-controlling interests		(3,164)	(665)	-	-
Payment of lease liabilities	20.5	(5,216)	(3,791)	-	-
Placement of pledged bank balances and deposits		(5,090)	(15,539)	-	-
Net drawdown/(repayment) of loans and borrowings	20.5	142,713	364,761	1,500	(12,027)
<b>Net cash from/(used in) financing activities</b>		<b>129,243</b>	<b>343,082</b>	<b>1,500</b>	<b>(12,027)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>					
		<b>54,731</b>	<b>(173,772)</b>	<b>9,168</b>	<b>34,078</b>
Effect of exchange rate fluctuations on cash and cash equivalents		9,992	(2,175)	-	-
Cash and cash equivalents at 1 January		164,351	340,298	32,891	(1,187)
<b>Cash and cash equivalents at 31 December</b>		<b>229,074</b>	<b>164,351</b>	<b>42,059</b>	<b>32,891</b>

## Statements of Cash Flows

for the year ended 31 December 2023

### Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following statements of financial position amounts:

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash and bank balances	17	114,033	113,986	387	498
Deposits with licensed banks	17	164,859	117,143	41,672	54,443
		<b>278,892</b>	231,129	<b>42,059</b>	54,941
Less: Pledged bank balances and deposits		(49,818)	(44,728)	-	-
Less: Fixed deposits with maturity profile more than three months		-	(22,050)	-	(22,050)
		<b>229,074</b>	164,351	<b>42,059</b>	32,891

### Cash outflows for leases as a lessee

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Included in net cash from operating activities</b>					
Interest paid in relation to lease liabilities	25	3,483	3,560	-	-
<b>Included in net cash from financing activities</b>					
Payment of lease liabilities	20.5	5,216	3,791	-	-
<b>Total cash outflows for leases</b>		<b>8,699</b>	7,351	-	-

The notes on pages 123 to 212 are an integral part of these financial statements.

# Notes to the Financial Statements

Mulpha International Bhd. is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are as follows:

## Principal place of business

Suite 11-1, The Office Club  
Level 11, Menara Mudajaya  
No.12A, Jalan PJU 7/3  
Mutiara Damansara  
47810 Petaling Jaya  
Selangor Darul Ehsan

## Registered office

No. 8, Jalan Peranginan  
Leisure Farm  
81560 Gelang Patah  
Johor Darul Taksim

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “Group” and individually referred to as “Group entities”) and the Group’s interest in associates and joint ventures. The consolidated financial statements of the Company as at and for the financial year ended 31 December 2023 also include joint operations.

The Company is principally engaged in investment holding activities while the other Group entities are as stated in Note 6.

These financial statements were authorised for issue by the Board of Directors on 8 April 2024.

## 1. BASIS OF PREPARATION

### (a) Statement of compliance

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

The following are amendments of the MFRSs that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group and Company:

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2024***

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

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2025***

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

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed***

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

## Notes to the Financial Statements

### 1. BASIS OF PREPARATION (Cont'd)

#### (a) Statement of compliance (Cont'd)

The Group and the Company plan to apply the abovementioned amendments:

- from the annual period beginning on 1 January 2024 for the amendments that are effective for annual periods beginning on or after 1 January 2024, except for those marked with “\*” which are not applicable to the Group and the Company.
- from the annual period beginning on 1 January 2025 for the amendments that are effective for annual periods beginning on or after 1 January 2025.

The initial application of the amendments are not expected to have any material financial impacts to the current period and prior period financial statements of the Group and Company.

#### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items, which are measured based on the measurement bases stated below:

Items	Measurement bases
Investment properties	Fair value
Investment securities	Fair value
Other investments	Fair value
Loan receivables	Fair value

The Group has prepared its financial statements by applying the going concern assumption, notwithstanding that as at 31 December 2023, the current liabilities of the Group exceeded its current assets by RM205,277,000, primarily driven by the expiring credit facilities which were presented as current liability as at reporting date, thereby indicating the existence of a condition that may cast significant doubt on the Group's ability to continue as going concern.

The validity of the going concern assumption is dependent upon the following:

- continued support from the banks including the successful refinancing of the loans and borrowings; and
- ability of the Group to generate profits and sufficient cash from its operations.

to enable the Group to fulfil its obligations as and when they fall due so as to ensure that the Group is able to continue as a going concern for the foreseeable future.

Subsequent to the reporting date, expiring credit facilities have been successfully extended as further disclosed in Note 37.

As at the date of this report, there is no reason for the Directors to believe that the banks will not continue to provide the required credit facilities and that the Group will not generate sufficient cash from its operation. Accordingly, the financial statements of the Group does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to amounts and classifications of liabilities that may be necessary if the Group is unable to continue as a going concern.

## Notes to the Financial Statements

### 1. BASIS OF PREPARATION (Cont'd)

#### (c) Functional and presentation currencies

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

#### (d) Use of estimates and judgements

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

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

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

- Note 3 – valuation of property, plant and equipment
- Note 4 – extension options and incremental borrowing rate in relation to leases entered into during the year
- Note 5 – valuation of investment properties
- Note 9 – valuation of investment securities
- Note 12 – recoverability of development inventories

### 2. CHANGES IN MATERIAL ACCOUNTING POLICIES

#### 2.1 Material accounting policy information

The Group also adopted amendments to MFRS 101, *Presentation of Financial Statements* and MFRS Practice Statement 2 – *Disclosures of Accounting Policies* from 1 January 2023. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

Although the amendments did not result in any changes to the Group's accounting policies, it impacted the accounting policy information disclosed in the financial statements. The material accounting policy information is disclosed in the respective notes to the financial statements where relevant.

## Notes to the Financial Statements

### 3. PROPERTY, PLANT AND EQUIPMENT

Group	Note	Land RM'000	Land improvements RM'000	Buildings RM'000	Plant and equipment* RM'000	Capital work-in- progress RM'000	Total RM'000
<b>Cost</b>							
At 1 January 2022		425,992	26,123	970,486	586,764	309,489	2,318,854
Additions		9,963	56	1,826	13,469	240,652	265,966
Acquisition of businesses							
- Addition	35	-	-	-	3,458	144	3,602
- Fair value adjustment	11	-	-	(2,595)	-	-	(2,595)
Disposals		-	-	-	(1,188)	-	(1,188)
Written off		-	-	(2,375)	(5,213)	(144)	(7,732)
Transfer to investment property							
- Offset of accumulated depreciation		-	-	(5,686)	(3,094)	-	(8,780)
- Revaluation of property transferred	3.4	29,857	-	-	-	-	29,857
- Transfer of carrying amount	5	(272,963)	-	(58,266)	(728)	(5,822)	(337,779)
Transfer from inventories	3.5	39,938	235,801	52,991	13,485	-	342,215
Reclassifications		(2,360)	3,479	344,078	104,869	(450,066)	-
Effect of movements in exchange rates		(1,729)	(5,053)	(19,048)	(9,927)	149	(35,608)
At 31 December 2022/ 1 January 2023		<b>228,698</b>	<b>260,406</b>	<b>1,281,411</b>	<b>701,895</b>	<b>94,402</b>	<b>2,566,812</b>
Additions		-	-	-	1,222	293,540	294,762
Acquisition of businesses:							
- Addition	35	-	-	-	2,009	-	2,009
- Fair value adjustment	11	-	-	-	(1,892)	-	(1,892)
Disposals		(234)	-	(16)	(155)	(42)	(447)
Written off		-	(202,913)	-	(1,863)	-	(204,776)
Reclassifications		96	(23,021)	136,223	76,929	(190,227)	-
Effect of movements in exchange rates		11,287	4,861	68,192	36,782	8,731	129,853
At 31 December 2023		<b>239,847</b>	<b>39,333</b>	<b>1,485,810</b>	<b>814,927</b>	<b>206,404</b>	<b>2,786,321</b>

## Notes to the Financial Statements

## 3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Group	Note	Land RM'000	Land improvements RM'000	Buildings RM'000	Plant and equipment* RM'000	Capital work-in- progress RM'000	Total RM'000
<b>Depreciation and impairment losses</b>							
At 1 January 2022							
Accumulated depreciation		-	11,750	223,885	181,575	-	417,210
Accumulated impairment losses		8,393	-	161,172	238,066	-	407,631
		8,393	11,750	385,057	419,641	-	824,841
Depreciation for the year		-	10,116	16,788	36,269	-	63,173
Disposals		-	-	-	(1,169)	-	(1,169)
Written off		-	-	(1,130)	(4,843)	-	(5,973)
Offset of accumulated depreciation on property transferred to investment property		-	-	(5,686)	(3,094)	-	(8,780)
Transfer from inventories	3.5	-	229,238	-	-	-	229,238
Reclassifications		-	(8,262)	8,262	-	-	-
Effect of movements in exchange rates		(110)	(4,701)	(5,339)	(5,882)	-	(16,032)
At 31 December 2022							
Accumulated depreciation		-	13,413	238,907	206,037	-	458,357
Accumulated impairment losses		8,283	224,728	159,045	234,885	-	626,941
		8,283	238,141	397,952	440,922	-	1,085,298

## Notes to the Financial Statements

### 3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Group	Note	Land RM'000	Land improvements RM'000	Buildings RM'000	Plant and equipment* RM'000	Capital work-in- progress RM'000	Total RM'000
<b>Depreciation and impairment losses</b>							
At 1 January 2023							
Accumulated depreciation		-	13,413	238,907	206,037	-	458,357
Accumulated impairment losses		8,283	224,728	159,045	234,885	-	626,941
		8,283	238,141	397,952	440,922	-	1,085,298
Depreciation for the year		-	14,719	16,465	48,680	-	79,864
Impairment for the year		-	-	-	2,003	23,061	25,064
Disposals		-	-	(13)	(75)	-	(88)
Written off		-	(202,913)	-	(1,812)	-	(204,725)
Reclassifications		-	(32,127)	29,979	2,148	-	-
Effect of movements in exchange rates		415	3,949	21,254	23,267	837	49,722
At 31 December 2023							
Accumulated depreciation		-	21,769	298,613	266,388	-	586,770
Accumulated impairment losses		8,698	-	167,024	248,745	23,898	448,365
		8,698	21,769	465,637	515,133	23,898	1,035,135
<b>Carrying amount</b>							
At 1 January 2022		417,599	14,373	585,429	167,123	309,489	1,494,013
At 31 December 2022/1 January 2023		220,415	22,265	883,459	260,973	94,402	1,481,514
At 31 December 2023		231,149	17,564	1,020,173	299,794	182,506	1,751,186

\* Plant and equipment comprise plant, machinery, office equipment, motor vehicles, furniture and fittings.

## Notes to the Financial Statements

### 3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Company	Plant and equipment*
	RM'000
<b>Cost</b>	
At 1 January 2022/31 December 2022/1 January 2023/31 December 2023	1,093
<b>Accumulated depreciation</b>	
At 1 January 2022	1,087
Depreciation for the year	6
At 31 December 2022/1 January 2023/31 December 2023	1,093
<b>Carrying amount</b>	
At 1 January 2022	6
At 31 December 2022/1 January 2023/31 December 2023	-

\* Plant and equipment comprise office equipment, motor vehicles, furniture and fittings.

#### 3.1 Security

Land, buildings, plant and equipment pledged with net carrying amounts of RM1,244,828,000 (2022: RM1,331,437,000) as security for bank borrowings as disclosed in Note 20.2 and Note 20.3.

#### 3.2 Land

Included in the total carrying amounts of land are:

Group	2023 RM'000	2022 RM'000
Freehold land	231,149	220,415
Leasehold land with unexpired lease period of more than 50 years	8,698	8,283
Less: Accumulated impairment losses	(8,698)	(8,283)
	-	-
	231,149	220,415

## Notes to the Financial Statements

### 3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

#### 3.3 Land and buildings subject to operating lease

The Group leases some of its land and buildings to third parties under short-term lease up to 1 year. The following is recognised in profit or loss:

	2023	2022
Group	RM'000	RM'000
Lease income	10,805	11,458

#### 3.4 Transfer to investment property

In the previous financial year, a commercial property was transferred to investment property as it was no longer used by the Group and it was leased to third parties. Immediately before the transfer, the Group remeasured the property at fair value and recognised a gain net of tax of RM20,899,000 in other comprehensive income (see Note 19.2). The valuation techniques and significant unobservable inputs used in measuring the fair value of the property at the date of transfer were the same as those applied to investment property at the reporting date.

#### 3.5 Transfer from inventories

In the previous financial year, the Group redesignated the usage of the land held for property development for own use. The property was then transferred to property, plant and equipment at its carrying amount at date of transfer.

#### 3.6 Judgement and assumptions in relation to valuation of property, plant and equipment

The Group reviews the carrying value of property, plant and equipment against its recoverable amount, where indicators of impairment exist. The valuation process involves judgement in determining the appropriate valuation methodology to be used, and in estimating the appropriate key assumptions to be applied.

The valuation methods adopted by the Group are:

- i) valuation by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued; and
- ii) internal value-in-use calculation based on key assumptions used in the discounted cash flows, such as revenue growth, capital expenditure and discount rate, against external market data and the historical performance of the asset, adjusted for expected market conditions.

#### 3.7 Material accounting policy information

##### (a) Recognition and measurement

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

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

## Notes to the Financial Statements

### 3. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

#### 3.7 Material accounting policy information (Cont'd)

##### (b) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The estimated useful lives for the current and comparative periods are as follows:

- buildings 14 - 99 years
- land improvements 10 - 40 years
- plant, machinery, office equipment, furniture and fittings 3 - 20 years
- motor vehicles 4 - 8 years

### 4. RIGHT-OF-USE ASSETS

Group	Note	2023 RM'000	2022 RM'000
At 1 January		24,186	14,571
Additions		5,771	-
Lease modification		405	-
Acquisition of a business	35	-	14,747
Depreciation	4.1	(5,662)	(4,742)
Effect of movements in exchange rates		1,168	(390)
At 31 December		25,868	24,186

The Group leases a number of properties, including car and dog wash site, car park, education facility, offices and office signage that run between 1 year and 11 years, with an option to renew the lease after that date. Lease payments are increased annually based on either fixed or indexed to consumer pricing or market rent reviews to reflect current market rentals.

#### 4.1 Depreciation of right-of-use assets

Group	2023 RM'000	2022 RM'000
Recognised in profit or loss	5,662	4,742

## Notes to the Financial Statements

### 4. RIGHT-OF-USE ASSETS (Cont'd)

#### 4.2 Extension options

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

#### 4.3 Judgements and assumptions in relation to leases entered during the year

The Group assesses at lease commencement by applying significant judgement whether it is reasonably certain to exercise the extension options. Group entities consider all facts and circumstances including their past practice and any cost that will be incurred to change the assets if an option to extend is not taken to help them determine the lease term.

The Group also applies judgement and assumptions in determining the incremental borrowing rate at the respective leases. Group entities first determine the closest available borrowing rates before using significant judgement to determine the adjustments required to reflect the term, security, value of economic environment of the respective leases.

#### 4.4 Material accounting policy information

##### Recognition exemption

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 expense on a straight-line basis over the lease term.

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

### 5. INVESTMENT PROPERTIES

	Note	2023 RM'000	2022 RM'000
<b>Group</b>			
At 1 January		1,470,278	928,902
Additions		-	211,417
Capital expenditure capitalised		11,800	47,400
Change in fair value recognised in profit or loss		(3,756)	(30,681)
Transfer from property, plant and equipment	3	-	337,779
Written off		(1,280)	-
Effect of movements in exchange rates		71,477	(24,539)
At 31 December		1,548,519	1,470,278

## Notes to the Financial Statements

### 5. INVESTMENT PROPERTIES (Cont'd)

Included in the above are:

Group	2023 RM'000	2022 RM'000
At fair value:		
- Freehold land and buildings	1,304,449	1,233,993
- Leasehold land and building	244,070	236,285
	1,548,519	1,470,278

*Reconciliation between valuation obtained and carrying amount*

Valuations obtained is reconciled to the investment properties' carrying amount as follows:

Group	Note	2023 RM'000	2022 RM'000
At 31 December			
Carrying amount		1,548,519	1,470,278
Add:			
Accrued income	13	10,015	3,880
Deferred revenue		(51)	(47)
Advance deposits		(1,023)	(977)
Lease liabilities	20.5	(33,829)	(32,439)
Valuations obtained		1,523,631	1,440,695

#### 5.1 Nature of leasing activities

Investment properties mainly comprise of commercial properties that are leased to third parties for a period of 1 to 11 years, with an option to renew the lease after that date and annual rental increases either fixed, indexed to consumer prices or market rental reviews.

In the previous financial year, the Group acquired a shopping centre namely Capri on Via Roma shopping centre in Gold Coast, Queensland, Australia for a consideration of RM211,417,000.

#### 5.2 Property transferred to investment property

In the previous financial year, a commercial property amounting to RM337,779,000 was reclassified from property, plant and equipment to investment property as the Group no longer occupied significant area of the property for its administrative use and has been leased to third parties.

#### 5.3 Restrictions on investment properties

Investment properties of the Group with carrying amount of RM1,532,908,000 (2022: RM1,454,411,000) is pledged as security for bank borrowings as disclosed in Note 20.2.

## Notes to the Financial Statements

### 5. INVESTMENT PROPERTIES (Cont'd)

#### 5.4 Income/expenses recognised in profit or loss in relation to investment properties

	2023	2022
Group	RM'000	RM'000
Lease income	94,556	75,083
Direct operating expenses:		
- income generating investment properties	31,809	24,311
- non-income generating investment properties	260	251

#### 5.5 Maturity analysis of operating lease payments

	2023	2022
Group	RM'000	RM'000
Less than one year	75,187	67,136
One to five years	212,492	194,687
More than five years	110,726	136,182
Total undiscounted lease payments	398,405	398,005

#### 5.6 Fair value information

Fair value of investment properties are categorised as follows:

	2023		2022	
	Level 3	Total	Level 3	Total
Group	RM'000	RM'000	RM'000	RM'000
Freehold land and buildings	1,313,390	1,313,390	1,236,849	1,236,849
Leasehold land and building	210,241	210,241	203,846	203,846
	1,523,631	1,523,631	1,440,695	1,440,695

## Notes to the Financial Statements

### 5. INVESTMENT PROPERTIES (Cont'd)

#### 5.6 Fair value information (Cont'd)

##### Level 3 fair value

The following table shows a reconciliation of Level 3 fair values:

Group	2023	2022
	RM'000	RM'000
At 1 January	1,440,695	906,273
Additions	-	211,417
Capital expenditure capitalised	11,800	47,400
Change in fair value of investment properties	(3,756)	(30,681)
Transfer from property, plant and equipment	-	337,779
Written off	(1,280)	-
Accrued income	6,135	794
Deferred lease incentive	-	(7,864)
Deferred revenue	(4)	1
Advance deposits	(46)	(466)
Lease liabilities	(1,390)	581
Effect of movements in exchange rates	71,477	(24,539)
At 31 December	1,523,631	1,440,695

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

Description of valuation technique and inputs used	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Sale comparison approach: Sale price of comparable land and buildings in close proximity are adjusted for differences in key attributes such as property size in Malaysia. The most significant input into this valuation approach is price per square foot.	Price per square foot from RM79 to RM1,309 (2022: RM79 to RM1,309).	The estimated fair value would increase/(decrease) if the price per square foot is higher/(lower).
Capitalisation approach: The capitalisation rates were determined with regards to recent market transactions of similar properties in similar locations to the Group's investment properties, capitalised rental returns/passing income and assessment of development potential outside of Malaysia.	Capitalisation rate range from 5.25% to 8.98% (2022: 4.75% to 7.79%).	The estimated fair value would increase/(decrease) if the expected capitalisation rate was (lower)/higher.

## Notes to the Financial Statements

### 5. INVESTMENT PROPERTIES (Cont'd)

#### 5.6 Fair value information (Cont'd)

##### Valuation processes applied by the Group for Level 3 fair value

The fair value of investment properties is determined based on:

- i) external valuation performed by independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. Capitalisation rate is the rate of return on investment properties based on the income that the property is expected to generate. It is determined with regard to recent market transactions of similar properties in similar locations to the Group's investment properties, capitalised rental returns/passing income and assessment of development potential; and
- ii) internal valuation using a combination of capitalisation rates, market sales comparisons and discounted cash flows (as appropriate).

Assessment of the fair values of the Group's investment properties is undertaken annually. The changes in Level 3 fair values are analysed by the management based on the assessment undertaken.

#### 5.7 Material accounting policy information

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

### 6. INVESTMENTS IN SUBSIDIARIES

Company	2023 RM'000	2022 RM'000
At cost		
Unquoted shares in Malaysia	507,589	507,589
Foreign unquoted shares	1,133,139	1,194,595
	<b>1,640,728</b>	1,702,184
Less: Accumulated impairment losses	<b>(57,202)</b>	(57,202)
	<b>1,583,526</b>	1,644,982

Movements in the cost of investments are as follows:

Company	Note	2023 RM'000	2022 RM'000
At 1 January		1,702,184	1,729,259
Additional investment in subsidiaries	6.2	40,514	554,225
Redemption of redeemable preference shares	6.3	<b>(101,970)</b>	(581,300)
At 31 December		<b>1,640,728</b>	1,702,184

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Movements in the accumulated impairment losses are as follows:

Company	Note	2023 RM'000	2022 RM'000
At 1 January		57,202	60,645
Additions	6.4	-	387
Reversal	6.5	-	(3,830)
At 31 December		57,202	57,202

Details of the subsidiaries are as follows:

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>(6)</sup>
			2023 %	2022 %	
<b>Subsidiaries of Mulpha International Bhd.</b>					
Leisure Farm Corporation Sdn. Bhd.	Malaysia	Property development, property investment and resort operation	100	100	LEL ML
M Sky Services Sdn. Bhd.	Malaysia	Dormant	100	100	LEL ML
Mulpha Land & Property Sdn. Bhd.	Malaysia	Property development	100	100	LEL ML
Mulpha Ventures Sdn. Bhd.	Malaysia	Licensed money lending and trading in securities	100	100	LEL ML
Mulpha Capital Holdings Sdn. Bhd.	Malaysia	Investment holding	100	100	LEL ML
Mulpha Far East Sdn. Bhd.	Malaysia	Investment holding	100	100	LEL LSK
Mulpha Group Services Sdn. Bhd.	Malaysia	Investment holding and provision of management services	100	100	LEL ML
Mulpha SPV Limited	Malaysia (Labuan)	Investment holding	100	100	LEL ML

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023 %	2022 %	
<b>Subsidiaries of Mulpha International Bhd. (Cont'd)</b>					
Mulpha Australia Limited ("MAL") <sup>[1]</sup>	Australia	Investment holding	100	100	LSH CHP AJ LEL GS
Rosetec Investments Limited <sup>[2]</sup>	British Virgin Islands	Investment holding	100	100	LEL ML
Mulpha Global Investment Holdings Pte. Ltd. <sup>[1]</sup>	Singapore	Investment holding	100	100	LEL ML OBH
<b>Subsidiaries of Leisure Farm Corporation Sdn. Bhd.</b>					
Leisure Farm Resort Services Sdn. Bhd.	Malaysia	Provision of maintenance services and facilities management services	100	100	LEL ML
Leisure Farm Equestrian Sdn. Bhd.	Malaysia	Investment holding, property development and property investment	100	100	LEL LSK
<b>Subsidiaries of Mulpha Capital Holdings Sdn. Bhd.</b>					
Mulpha Capital Markets Sdn. Bhd.	Malaysia	Investment holding	100	100	LEL ML
<b>Subsidiary of Mulpha Capital Markets Sdn. Bhd.</b>					
Mulpha Credit Sdn. Bhd.	Malaysia	Investment holding	100	100	LEL ML

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiary of Mulpha Group Services Sdn. Bhd.</b>					
Mulpha Strategic Limited <sup>[2]</sup>	British Virgin Islands	Investment holding	100	100	ML AL RDH
<b>Subsidiaries of Mulpha Global Investment Holdings Pte. Ltd.</b>					
Mulpha Promotional Products Pty. Ltd. <sup>[1]</sup>	Australia	Investment holding	100	100	AJ GS LEL
Soak City Pty. Limited <sup>[1]</sup>	Australia	Car wash business	100	100	AJ GS LEL
Mulpha Child Care Pty. Ltd. <sup>[1]</sup>	Australia	Child care business	100	100	GS JTB
Mulpha Investments (Hong Kong) Limited <sup>[1]</sup>	Hong Kong	Dormant	100	100	LEL ML
MGIH Hotel Investment Trust <sup>[1][5][7]</sup>	Australia	Investment holding	100	-	N/A
Mulpha Corporate Services Pty Limited <sup>[1][5]</sup>	Australia	Provision of corporate services	100	-	JTB LSK GS
<b>Subsidiary of Mulpha Promotional Products Pty. Ltd.</b>					
Mulpha Signal Group Pty. Ltd. <sup>[1]</sup>	Australia	Promotional and corporate merchandiser	100	100	GS JTB

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Australia Limited</b>					
Bimbadgen Estate Pty. Limited <sup>[1]</sup>	Australia	Winery and vineyard	100	100	AJ LEL GS
Mulpha Australia (Holdings) Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	AJ LEL GS
Caldisc Pty. Limited <sup>[1]</sup>	Australia	Administration	100	100	AJ LEL GS
Enacon Parking Pty. Limited <sup>[1]</sup>	Australia	Car park operator	100	100	AJ LEL GS
HD Diesels Pty. Limited <sup>[1]</sup>	Australia	Investment holding and hotelier	100	100	AJ LEL GS
Mulpha Investments Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	AJ LEL GS
Mulpha Sanctuary Cove Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	AJ LEL GS
Mulpha Hotel Investments (Australia) Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	AJ LEL GS
Mulpha Hotel Management Pty. Limited <sup>[1]</sup>	Australia	Mulpha Hotel Trust manager	100	100	AJ LEL GS
Swing City Pty. Limited <sup>[1][9]</sup>	Australia	Hospitality operations	-	100	AJ LEL GS
Mulpha Core Plus Trust <sup>[1][7]</sup>	Australia	Investment holding	100	100	N/A

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Australia Limited (Cont'd)</b>					
Mulpha Core Plus Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS
Mulpha Education Group Pty. Limited <sup>[1]</sup>	Australia	Education and investment holding	100	100	AJ LEL GS
Norwest City Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS
MAL Hayman Pty. Limited <sup>[1]</sup>	Australia	Property management	100	100	LEL GS
Norwest Flexi Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS
Mulpha Funds Services Pty. Limited <sup>[1]</sup>	Australia	Trustee/asset management	100	100	AH GS
Circa 1 Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	AJ LEL GS
Cairns Esplanade Operations Pty. Limited <sup>[1]</sup>	Australia	Dormant (Hotelier on Blueprint)	100	100	AJ LEL GS
Mulpha Finance Pty. Limited <sup>[1]</sup>	Australia	Financial services provider	100	100	LEL GS
Mulpha Cairns Esplanade Fund <sup>[1][7]</sup>	Australia	Dormant	100	100	N/A
Mulpha Finance Holdings Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	AJ LEL GS

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Australia Limited (Cont'd)</b>					
Mulpha MTN Limited <sup>[1]</sup>	British Virgin Islands	Medium Term Note issuer	100	100	ML AL RDH
Mulpha Asset Services Pty. Limited <sup>[1]</sup>	Australia	Asset management	100	100	GS AH
Mulpha Land Holdings Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS
Mulpha Property Holdings Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AH LSK GS
Soak City Victoria Land Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AH LSK GS
Mulpha Development Holdings Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	GS TBS
Mulpha Queensland Property Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	GS AH LSK
Mulpha Property Holdings Trust <sup>[1] [7]</sup>	Australia	Investment holding	100	100	N/A
Mulpha Cambridge Park Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AH LSK GS
Mulpha Education Investments Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	LSK GS
Mulpha Hospitality Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	GS

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Australia Limited (Cont'd)</b>					
MGIH Hotel Investment Pty. Ltd. <sup>[1] [5] [7]</sup>	Australia	Trustee	100	-	GS AH
<b>Subsidiaries of Mulpha Hospitality Pty. Limited</b>					
Hospitality OpCo Pty. Ltd. (formerly known as Mulpha Hospitality OpCo Pty. Limited) <sup>[1] [4]</sup>	Australia	Hospitality operations	100	100	GS IG
Swing City Pty. Limited <sup>[1] [9]</sup>	Australia	Hospitality operations	100	-	AJ GS LEL
<b>Subsidiaries of Mulpha Sanctuary Cove Pty. Limited</b>					
Mulpha Sanctuary Cove (Developments) Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	JH AJ LEL GS
Mulpha Events Pty. Limited <sup>[1]</sup>	Australia	Event operator	100	100	AJ LEL GS
Sanctuary Cove (Real Estate) Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	AJ LEL GS
Mulpha Sanctuary Cove Hotel Operations Pty. Limited <sup>[1]</sup>	Australia	Hotelier	100	100	AJ LEL GS
Mulpha Sanctuary Cove Marine Village Pty. Limited <sup>[1]</sup>	Australia	Property ownership	100	100	AJ LEL GS

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Sanctuary Cove Pty. Limited (Cont'd)</b>					
Mulpha Sanctuary Cove Marina Pty. Limited <sup>[1]</sup>	Australia	Marina operations	100	100	AJ LEL GS
Mulpha Sanctuary Cove Hotel Investments Pty. Limited <sup>[1]</sup>	Australia	Property ownership	100	100	AJ LEL GS
Mulpha Sanctuary Cove Rec Club Pty. Limited <sup>[1]</sup>	Australia	Recreation club operator	100	100	AJ LEL GS
Mulpha Sanctuary Cove Investments Pty. Limited <sup>[1]</sup>	Australia	Property ownership	100	100	AJ LEL GS
<b>Subsidiary of Mulpha Sanctuary Cove (Developments) Pty. Limited</b>					
Mulpha Sanctuary Cove (Alpinia) Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	AJ LEL GS
<b>Subsidiary of HD Diesels Pty. Limited</b>					
Salzburg Apartments (Perisher Valley) Pty. Limited <sup>[1]</sup>	Australia	Service apartment operator	100	100	AJ LEL GS
<b>Subsidiaries of Mulpha Hotel Investments (Australia) Pty. Limited</b>					
Mulpha Hotels Holdings Trust <sup>[1] [7]</sup>	Australia	Investment holding	100	100	N/A

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Hotel Investments (Australia) Pty. Limited (Cont'd)</b>					
Mulpha Hotels Holdings Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS
<b>Subsidiaries of Mulpha Hotels Holdings Trust</b>					
Mulpha Hotels Australia Trust <sup>[1] [7]</sup>	Australia	Investment holding	100	100	N/A
Mulpha Hotels Australia Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS
<b>Subsidiaries of Mulpha Australia (Holdings) Pty. Limited</b>					
Mulpha Hotel (Sydney) Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS
Mulpha Transport House Pty. Limited <sup>[1]</sup>	Australia	Property ownership	100	100	AJ LEL GS
Mulpha Hotel (Sydney) Trust <sup>[1] [7]</sup>	Australia	Property ownership	100	100	N/A
Mulpha Hotel Operations Pty. Limited <sup>[1]</sup>	Australia	Hotelier	100	100	AJ LEL GS

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiary of Mulpha Investments Pty. Limited</b>					
Mulpha Norwest Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	AJ LEL GS
<b>Subsidiaries of Mulpha Education Group Pty. Limited</b>					
iLead Training Pty. Limited <sup>[1]</sup>	Australia	Education	100	100	AJ LEL GS
Mulpha HTMi Australia Pty. Limited <sup>[1]</sup>	Australia	Education	100	100	AJ LEL GS
<b>Subsidiaries of Mulpha Development Holdings Pty. Limited</b>					
Mulpha Sanctuary Cove Harbour One Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	AJ LEL GS
Mulpha Norwest Quarter Development Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	GS TBS
Mulpha Sussex Developments Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	GS TBS
Mulpha Norwest Metro Development Pty. Ltd. <sup>[1] [5]</sup>	Australia	Property development	100	-	GS TBS
Mulpha Sanctuary Cove Lot 52 Development Pty. Ltd. <sup>[1] [5]</sup>	Australia	Property development	100	-	LSK TBS BT

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiary of Mulpha Property Holdings Trust</b>					
Soak City Victoria Land Trust <sup>[1] [7]</sup>	Australia	Property ownership	100	100	N/A
<b>Subsidiaries of Mulpha Hotels Australia Trust</b>					
Mulpha Hotel Pty. Limited <sup>[1]</sup>	Australia	Hotelier	100	100	AJ LEL GS
Mulpha Hotel Trust <sup>[1] [7]</sup>	Australia	Property ownership	100	100	N/A
<b>Subsidiaries of Mulpha Norwest Pty. Limited</b>					
Norwest Real Estate Pty. Limited <sup>[1]</sup>	Australia	Dormant	100	100	LEL GS AJ TBS
Mulpha Menangle Pty. Limited <sup>[1]</sup>	Australia	Property development	100	100	AJ LEL GS
<b>Subsidiaries of Mulpha Hotel Trust</b>					
Hotel Land Trust <sup>[1] [7]</sup>	Australia	Property ownership	100	100	N/A
Mulpha Hotel Bonds (Holdings) Pty. Limited <sup>[1]</sup>	Australia	Dormant	100	100	AJ LEL GS
Bisritra Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AJ LEL GS

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023 %	2022 %	
<b>Subsidiary of Mulpha Hotel Bonds (Holdings) Pty. Limited</b>					
Mulpha Hotel Bonds Pty. Limited <sup>[1]</sup>	Australia	Bond issuer	100	100	AJ LEL GS
<b>Subsidiaries of Mulpha Core Plus Trust</b>					
Norwest City Trust <sup>[1][7]</sup>	Australia	Property ownership and development	100	100	N/A
Flexi Trust <sup>[1][7]</sup>	Australia	Property ownership	100	100	N/A
Norwest Quarter Land Trust <sup>[1][7]</sup>	Australia	Property development	100	100	N/A
Mulpha Queensland Property Trust <sup>[1][7]</sup>	Australia	Property development	100	100	N/A
Mulpha Cambridge Park Trust <sup>[1][7]</sup>	Australia	Property ownership	100	100	N/A
<b>Subsidiaries of Mulpha Finance Holdings Pty. Limited</b>					
Multiple Capital Pty. Limited <sup>[1]</sup>	Australia	Financial services provider	100	100	AH GS
Pindari Capital Capri Fund <sup>[1][7]</sup>	Australia	Holding trust	100	100	N/A
Mulpha Funds Management Pty. Limited <sup>[1]</sup>	Australia	Fund manager	100	100	GS AH MM
Mulpha Funds Asset Management Pty. Limited <sup>[1]</sup>	Australia	General partner	100	100	GS AH MM

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Finance Holdings Pty. Limited (Cont'd)</b>					
Mulpha Private Wealth Pty. Limited <sup>[1]</sup>	Australia	Advisory	100	100	AH GS
Mulpha Capri Retail Pty. Limited <sup>[1]</sup>	Australia	Trustee	100	100	AH GS MM
Mulpha Sussex Holdings Pty. Limited <sup>[1]</sup>	Australia	Investment holding	100	100	GS TBS
MFM Sussex Street Mid Pty. Ltd. (formerly known as Pindari Capital Sussex Street Pty. Limited) <sup>[1][4]</sup>	Australia	Trustee	100	100	AH GS
MFM Sussex Street Hotel Pty. Ltd. <sup>[1][5]</sup>	Australia	Trustee	100	-	GS AH
Mulpha Hotel Investment Management Pty. Ltd. <sup>[1][5]</sup>	Australia	Investment management	100	-	GS
<b>Subsidiaries of Mulpha Funds Management Pty. Limited</b>					
Pindari (Shenzhen) Commercial Information Consulting Limited <sup>[1]</sup>	China	Advisory	100	100	KS <sup>[8]</sup>
Mulpha Investment Management Pty. Limited <sup>[1]</sup>	Australia	Funds management	100	100	AH MM GS
<b>Subsidiary of Pindari Capital Capri Fund</b>					
Capri Retail Trust <sup>[1][7]</sup>	Australia	Property ownership	100	100	N/A

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023 %	2022 %	
<b>Subsidiaries of Mulpha Sussex Holdings Pty. Limited</b>					
Sussex St Operations Holdings Pty. Limited <sup>[1]</sup>	Australia	Hotelier	100	100	GS
MFM Hotel Head Trust (formerly known as Pindari Capital Hotel Fund) <sup>[1] [4] [7]</sup>	Australia	Investment holding	100	100	N/A
<b>Subsidiary of Sussex St Operations Holdings Pty. Limited</b>					
CitizenM Australia Property Holdings Pty. Ltd. <sup>[1] [5]</sup>	Australia	Property ownership	100	-	AH
<b>Subsidiary of MFM Hotel Head Trust</b>					
Sussex Street Mid Trust (formerly known as Sussex St Trust) <sup>[1] [4] [7]</sup>	Australia	Property ownership	100	100	N/A
<b>Subsidiary of Sussex Street Mid Trust</b>					
Sussex Street Hotel Trust <sup>[1] [5] [7]</sup>	Australia	Trustee	100	-	N/A
<b>Subsidiary of Rosetec Investments Limited</b>					
AOG Limited Partnership <sup>[3] [7]</sup>	Bermuda	Investment holding	96	96	N/A

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest		Directors <sup>[6]</sup>
			2023	2022	
			%	%	
<b>Subsidiaries of Mulpha Strategic Limited</b>					
AFO Assets Limited <sup>[10]</sup>	Malaysia (Labuan)	Leasing business	-	100	N/A
Jumbo Hill Group Limited <sup>[2]</sup>	British Virgin Islands	Investment holding and property ownership	100	100	LEL ML
Flame Gold Group Limited <sup>[2]</sup>	British Virgin Islands	Investment holding	100	100	LEL ML
View Link Global Limited <sup>[2]</sup>	British Virgin Islands	Investment holding	100	100	LEL ML

<sup>[1]</sup> Subsidiaries audited by other member firms of KPMG International.

<sup>[2]</sup> Not required to be audited pursuant to the relevant regulations of the country of incorporation.

<sup>[3]</sup> Subsidiaries not audited by other member firms of KPMG International.

<sup>[4]</sup> Subsidiaries have changed name during the financial year.

<sup>[5]</sup> Subsidiary incorporated/established during the financial year.

<sup>[6]</sup> The Directors who served as at date of report.

<sup>[7]</sup> The Trusts/Limited Partnership do not have Directors.

<sup>[8]</sup> There is no director officially registered to-date. Karen Song (KS) as the key responsible officer is the acting director of the subsidiary.

<sup>[9]</sup> Shares were transferred by Mulpha Australia Limited to Mulpha Hospitality Pty. Limited.

<sup>[10]</sup> On 1 March 2022, the subsidiary has resolved by a special resolution to be wound up voluntarily pursuant to Section 131(1) of Labuan Companies Act 1990, applying Section 439(1)(b) of the Companies Act 2016. On 22 February 2023, the subsidiary has been dissolved.

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

#### 6.1 Directors in the subsidiaries

Lee Eng Leong (LEL)  
Marc Lee Shi Lin (ML)  
Lim Say Kien (LSK)  
Lee Seng Huang (LSH)  
Chew Hoy Ping (CHP)  
Alan Jones (AJ)  
Gregory David Shaw (GS)  
Ong Beng Hong (OBH)  
Andrew Hall (AH)  
Mark Marcos (MM)  
Timothy Bruce Spencer (TBS)  
John Hughes (JH)  
Joshua Thomas Bolot (JTB)  
Anna-Lee Arelis Thomas (AL)  
Rexella Diann Hodge (RDH)  
Barry Teeling (BT)  
Ivan Nigel Gorridge (IG)

#### 6.2 Additional investment in subsidiaries

During the financial year, the Company has acquired further equity interest in its subsidiaries by subscribing additional ordinary shares and redeemable preference shares for a total consideration of RM40,514,000 (2022: RM554,225,000).

#### 6.3 Redemption of redeemable preference shares ("RPS")

During the financial year, the Company redeemed preference shares issued by its subsidiaries. The RPS were redeemed at its issuance cost amounting to RM101,970,000 (2022: RM581,300,000).

#### 6.4 Additional impairment loss on investments in a subsidiary

In the previous financial year, the Company conducted impairment assessment on its subsidiary and had noted that the recoverable amount was lower than its carrying amount. Management estimated the recoverable amount of the investment based on fair value less cost to sell ("FVLCS") method. Accordingly, impairment loss of RM387,000 was recognised in profit or loss.

#### 6.5 Reversal of impairment loss on investments in a subsidiary

In the previous financial year, the recoverable amount of a subsidiary had increased due to the disposal of investment in an associate previously held by its wholly owned subsidiary to a third party at a gain. This had resulted in the reversal of impairment losses previously recognised and it was recognised in profit or loss.

## Notes to the Financial Statements

### 6. INVESTMENTS IN SUBSIDIARIES (Cont'd)

#### 6.6 Non-controlling interests in subsidiaries

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:

	AOG Limited Partnership	
	2023	2022
	RM'000	RM'000
NCI percentage of ownership interest and voting interest	4%	4%
Carrying amount of NCI	<b>21,464</b>	25,940
Profit allocated to NCI	<b>4,436</b>	1,625
<b>Summarised financial information before intra-group elimination</b>		
<b>As at 31 December</b>		
Non-current assets	<b>516,017</b>	653,566
Current assets	<b>36,422</b>	13,996
Non-current liabilities	-	-
Current liabilities	<b>(48)</b>	(46)
Net assets	<b>552,391</b>	667,516
<b>Year ended 31 December</b>		
Revenue	<b>159,656</b>	56,695
Profit for the year	<b>114,025</b>	41,775
Total comprehensive (expense)/income	<b>(61,960)</b>	60,105
Net movement in cash and cash equivalents	<b>(13,044)</b>	(30,205)
Dividends paid to NCI	<b>(3,164)</b>	(665)

#### 6.7 Material accounting policy information

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses.

## Notes to the Financial Statements

### 7. INVESTMENTS IN ASSOCIATES

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At cost:				
Quoted shares in Malaysia	30,779	30,779	22,876	22,876
Foreign unquoted shares	127,822	127,822	-	-
Exchange difference	8,045	(508)	-	-
	166,646	158,093	22,876	22,876
Share of post-acquisition reserves	(59,138)	(35,946)	-	-
	107,508	122,147	22,876	22,876
Less: Accumulated impairment losses	(17,496)	(17,496)	(9,952)	(9,952)
	90,012	104,651	12,924	12,924
At market value:				
Quoted shares in Malaysia	12,736	13,343	12,736	13,343

Movement in the accumulated impairment losses is as follows:

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 January		17,496	17,496	9,952	7,254
Addition	7.1	-	-	-	2,698
At 31 December		17,496	17,496	9,952	9,952

Details of the associates are as follows:

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2023 %	2022 %
<b>Held by Mulpha International Bhd.</b>				
Thriven Global Berhad ("Thriven") <sup>[1]</sup>	Malaysia	Investment holding, property development and property investment	22.18	22.18
<b>Held through View Link Global Limited</b>				
New Pegasus Holdings Limited ("New Pegasus") <sup>[1]</sup>	British Virgin Islands	Investment holding	33.00	33.00

<sup>[1]</sup> Associates not audited by other member firms of KPMG International.

## Notes to the Financial Statements

### 7. INVESTMENTS IN ASSOCIATES (Cont'd)

The following table summarises the information of the Group's associates and reconciles the information to the carrying amount of the Group's interest in the associates:

Group	Thriven RM'000	New Pegasus RM'000	Total RM'000
<b>2023</b>			
<b>Reconciliation of net assets to carrying amount as at 31 December</b>			
Group's share of net assets	3,601	86,411	90,012
Carrying amount in the statement of financial position	3,601	86,411	90,012
<b>Group's share of results for the year ended 31 December</b>			
Group's share of loss from continuing operations	(9,976)	(3,828)	(13,804)
Group's share of other comprehensive income	-	-	-
Group's share of total comprehensive expense	(9,976)	(3,828)	(13,804)
Group's share of other reserve	-	-	-
<b>Summarised financial information</b>			
<b>As at 31 December</b>			
Non-current assets	165,304	577,288	
Current assets	94,587	95,761	
Total assets	259,891	673,049	
Non-current liabilities	(60,490)	(337,260)	
Current liabilities	(86,620)	(73,937)	
Total liabilities	(147,110)	(411,197)	
Net assets	112,781	261,852	
<b>For the year ended 31 December</b>			
Revenue	90,822	173,709	
Loss from continuing operations	(46,790)	(11,602)	
Other comprehensive income	-	-	
Total comprehensive expense	(46,790)	(11,602)	
<b>Other information</b>			
Cash dividends received by the Group	-	9,389	

## Notes to the Financial Statements

### 7. INVESTMENTS IN ASSOCIATES (Cont'd)

The following table summarises the information of the Group's associates and reconciles the information to the carrying amount of the Group's interest in the associates: (Cont'd)

Group	Thriven RM'000	New Pegasus RM'000	Total RM'000
<b>2022</b>			
<b>Reconciliation of net assets to carrying amount as at 31 December</b>			
Group's share of net assets	13,577	91,074	104,651
Carrying amount in the statement of financial position	13,577	91,074	104,651
<b>Group's share of results for the year ended 31 December</b>			
Group's share of (loss)/profit from continuing operations	(1,568)	10,863	9,295
Group's share of other comprehensive income	-	-	-
Group's share of total comprehensive (expense)/income	(1,568)	10,863	9,295
Group's share of other reserve	(422)	-	(422)
<b>Summarised financial information</b>			
<b>As at 31 December</b>			
Non-current assets	184,594	543,208	
Current assets	147,824	84,725	
Total assets	332,418	627,933	
Non-current liabilities	(29,785)	(325,850)	
Current liabilities	(142,025)	(26,102)	
Total liabilities	(171,810)	(351,952)	
Net assets	160,608	275,981	
<b>For the year ended 31 December</b>			
Revenue	81,035	154,012	
(Loss)/Profit from continuing operations	(7,532)	33,722	
Other comprehensive income	-	-	
Total comprehensive (expense)/income	(7,532)	33,722	
<b>Other information</b>			
Cash dividends received by the Group	-	-	

## Notes to the Financial Statements

### 7. INVESTMENTS IN ASSOCIATES (Cont'd)

#### 7.1 Additional impairment loss on investment in an associate

In the previous financial year, the Company conducted impairment assessment of its associate and had noted that the recoverable amount was lower than its carrying amount. Accordingly, impairment loss of RM2,698,000 was recognised in profit or loss.

#### 7.2 Material accounting policy information

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses.

### 8. INVESTMENTS IN JOINT VENTURES

Group	2023 RM'000	2022 RM'000
Unquoted shares at cost	66,086	58,763
Share of post-acquisition reserves	15,587	10,560
Exchange differences	3,423	(297)
	<b>85,096</b>	69,026
Less: Accumulated impairment losses	<b>(3,224)</b>	(2,643)
	<b>81,872</b>	66,383

The movements of investments in joint ventures are as follows:

Group	2023 RM'000	2022 RM'000
Carrying amount at 1 January	66,383	59,809
Additions	7,323	9,463
Share of net results from investments in joint ventures	12,768	3,555
Dividend received	(7,741)	(5,807)
(Impairment)/Reversal of impairment loss	(581)	307
Exchange differences	3,720	(944)
Carrying amount at 31 December	<b>81,872</b>	66,383

## Notes to the Financial Statements

### 8. INVESTMENTS IN JOINT VENTURES (Cont'd)

Details of the joint ventures are as follows:

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2023 %	2022 %
<b>Held through Mulpha Norwest Pty. Limited</b>				
Spamb Pty. Limited <sup>[1]</sup>	Australia	Property development	60	60
<b>Held through Mulpha Finance Holdings Pty. Limited</b>				
JY Mulpha BB Level 3 Pty. Limited <sup>[1]</sup>	Australia	Trustee	20	20
JY Mulpha Brimbank Level 3 Trust <sup>[1]</sup>	Australia	Investment holding	20	20
JY Mulpha BB Level 2 Pty. Limited <sup>[1]</sup>	Australia	Trustee	20	20
JY Mulpha Brimbank Level 2 Trust <sup>[1]</sup>	Australia	Debt financing	20	20
JY Mulpha BB Level 1 Pty. Limited <sup>[1]</sup>	Australia	Trustee	20	20
JY Mulpha Brimbank Level 1 Trust <sup>[1]</sup>	Australia	Property ownership	20	20
<b>Held through Flame Gold Limited</b>				
Hub OS Holdings Singapore Pte. Ltd. <sup>[1]</sup>	Singapore	Investment holding	50	50
<b>Subsidiaries of Hub OS Holdings Singapore Pte. Ltd</b>				
Hub OS Australia Pty. Limited <sup>[1]</sup>	Australia	Hospitality software licensee	50	50
Hub OS Asia Pte. Ltd. <sup>[1]</sup>	Singapore	Hospitality software licensee	50	50
<b>Held through Sanctuary Cove (Real Estate) Pty. Limited</b>				
SC Realty Pty. Limited <sup>[1]</sup>	Australia	Real estate business	50	50
Harchelma Pty. Limited <sup>[1]</sup>	Australia	Real estate agency	50	50
<b>Held through Mulpha Child Care Pty. Limited</b>				
Kinda-Mindi Pty. Limited <sup>[1]</sup>	Australia	Child care business	47	33

<sup>[1]</sup> Joint ventures not audited by other member firms of KPMG International.

## Notes to the Financial Statements

### 8. INVESTMENTS IN JOINT VENTURES (Cont'd)

The following table summarises the material financial information of joint ventures and reconciles the summarised material financial information to the carrying amount of the Group's interests in joint ventures, which are accounted for using the equity method.

Group	2023 RM'000	2022 RM'000
<b>Summarised material financial information</b>		
<b>As at 31 December</b>		
Non-current assets	617,371	530,713
Current assets	15,834	44,712
Cash and cash equivalent	9,991	9,969
Non-current liabilities	440	318
Current liabilities	276,267	263,495
Non-current financial liabilities (excluding trade and other payables and provisions)	440	-
Current financial liabilities (excluding trade and other payables and provisions)	266,900	255,096
<b>Year ended 31 December</b>		
Profit from continuing operations	56,939	17,720
Other comprehensive income	-	-
Total comprehensive income	56,939	17,720
<b>Included in the total comprehensive income are:</b>		
Revenue	96,083	72,230
Depreciation and amortisation	5,102	3,642
Interest income	1	9
Interest expense	14,169	7,865
Income tax expense	-	3,120
<b>Reconciliation of net assets to carrying amount as at 31 December</b>		
Group's share of net assets	81,872	66,383
Carrying amount in the statement of financial position	81,872	66,383
<b>Group's share of results for the year ended 31 December</b>		
Group's share of profit from continuing operations	12,768	3,555
Group's share of total comprehensive income	12,768	3,555
<b>Other information</b>		
Cash dividends received by the Group	7,741	5,807

## Notes to the Financial Statements

### 8. INVESTMENTS IN JOINT VENTURES (Cont'd)

#### 8.1 Material accounting policy information

Investment in joint venture is measured in the Company's statement of financial position at cost less any impairment losses.

### 9. INVESTMENT SECURITIES

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>					
<b>Shares</b>					
Fair value through other comprehensive income	9.1	305,020	452,697	1,043	1,043
<b>Loan notes</b>					
Amortised cost	9.2	257,907	234,124	-	-
		<b>562,927</b>	<b>686,821</b>	<b>1,043</b>	<b>1,043</b>
Recognised in profit or loss:					
Dividend income recognised during the year		146,768	44,381	50	75

#### 9.1 Equity investments designated at fair value through other comprehensive income

As a result of privatisation of AVEO Group ("AVEO") on 29 November 2019, the Group had indirect effective equity interest of approximately 15.5% in AVEO. The ownership structure is such that the Group holds direct equity interest of approximately 96.1% in AOG L.P. ("AOG"), which in turn holds a direct equity interest of approximately 16.1% in Hydra RL TopCo Pty. Limited ("TopCo"). TopCo securities were issued to AOG on the basis of 1 TopCo share and 1 TopCo loan note. The Group effectively holds 178,580,181 units of equity securities with an issue price of AUD0.57 each (equivalent to RM1.79).

During the financial year, TopCo issued 24,867,396 additional shares to TopCo management staff. After the said issuance, the Group's indirect effective equity interest reduced to 15.2% in AVEO and AOG in turn holds a direct equity interest of 15.8% in TopCo as at financial year end.

The Group designated the investments in equity securities as fair value through other comprehensive income as these investments in equity securities represent investments that the Group intends to hold for long-term strategic purpose.

#### Judgements and assumptions in relation to fair value measurement of equity investments designated at FVOCI

The fair value of this unquoted equity investment involves a significant degree of estimation uncertainty and judgement. The main underlying assets comprise of retirement portfolios which are carried at fair value.

## Notes to the Financial Statements

### 9. INVESTMENT SECURITIES (Cont'd)

#### 9.1 Equity investments designated at fair value through other comprehensive income (Cont'd)

##### Judgements and assumptions in relation to fair value measurement of equity investments designated at FVOCI (Cont'd)

The equity investment is measured at their fair value based on external valuation performed by independent valuer, having recognised professional qualifications and recent experience in the assets being valued.

During the financial year, a net change in the fair value of the investment resulted in a loss of RM181,999,000 which was recognised in other comprehensive income.

#### 9.2 Loan notes at amortised cost

The Group effectively holds 149,446,088 units of TopCo loan notes at AUD0.48 each (equivalent to RM1.51) with an interest of 5.44% per annum.

#### 9.3 Material accounting policy information

##### Equity investments not held for trading

At initial recognition, the Group irrevocably elect to present subsequent changes in the fair value of the investments in other comprehensive income. This election is made on an investment-by-investment basis.

### 10. OTHER INVESTMENTS

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>				
<b>Club memberships</b>				
Fair value through profit or loss	969	969	940	940
<b>Investments in works of art</b>				
At cost	4,121	4,121	4,121	4,121
	<b>5,090</b>	5,090	<b>5,061</b>	5,061

#### 10.1 Material accounting policy information

##### Club memberships

At initial recognition, the Group irrevocably elect to present subsequent changes in the fair value of the investments in profit or loss. This election is made on an investment-by-investment basis.

## Notes to the Financial Statements

### 11. GOODWILL

Group	Note	Goodwill on consolidation RM'000	Purchased goodwill RM'000	Total RM'000
<b>Cost</b>				
At 1 January 2022		1,921	15,484	17,405
Acquisition of business	35	-	31,123	31,123
Fair value adjustment	3	-	2,595	2,595
Effect of movement in exchange rates		-	(868)	(868)
At 31 December 2022/1 January 2023		1,921	48,334	50,255
Acquisition of business	35	-	7,611	7,611
Fair value adjustment	3	-	1,892	1,892
Effect of movement in exchange rates		-	2,771	2,771
At 31 December 2023		<b>1,921</b>	<b>60,608</b>	<b>62,529</b>
<b>Impairment loss</b>				
At 1 January 2022		-	4,962	4,962
Effect of movement in exchange rates		-	(66)	(66)
At 31 December 2022/1 January 2023		-	4,896	4,896
Impairment loss	11.1	-	9,759	9,759
Effect of movement in exchange rates		-	600	600
At 31 December 2023		-	<b>15,255</b>	<b>15,255</b>
<b>Carrying amount</b>				
At 1 January 2022		1,921	10,522	12,443
At 31 December 2022/1 January 2023		1,921	43,438	45,359
At 31 December 2023		<b>1,921</b>	<b>45,353</b>	<b>47,274</b>

#### 11.1 Impairment loss

During the year, management reviewed the recoverable amount of goodwill of RM47,274,000 which is lower than its carrying amount mainly due to the lower profitability expected to be achieved in the hospitality business, impacted by the tightening of discretionary spending and increasing operating costs. Accordingly, an impairment loss of RM9,759,000 (2022: RMNil) was recognised for the hospitality business. The management estimated the recoverable amount based on value-in-use which was determined based on FY24 forecasts and growth assumptions in a five-year discounted cash flow model, with a terminal value in year five. A key component of this assessment is the discount rate, which ranges from 12% to 20%, reflecting different levels of risk.

## Notes to the Financial Statements

### 11. GOODWILL (Cont'd)

#### 11.2 Impairment tests for goodwill

Goodwill has been allocated to the Group's cash-generating units identified according to the country of operation and business segment as follows:

	Malaysia RM'000	Australia RM'000	Total RM'000
<b>At 31 December 2023</b>			
Boat show	-	211	211
Car wash businesses	-	5,112	5,112
Food and beverage businesses	-	16,323	16,323
Promotional merchandise businesses	-	23,707	23,707
Investment business	1,921	-	1,921
	<b>1,921</b>	<b>45,353</b>	<b>47,274</b>
<b>At 31 December 2022</b>			
Boat show	-	201	201
Car wash businesses	-	4,867	4,867
Food and beverage businesses	-	25,173	25,173
Promotional merchandise businesses	-	13,197	13,197
Investment business	1,921	-	1,921
	<b>1,921</b>	<b>43,438</b>	<b>45,359</b>

Current year goodwill was finalised based on the consideration paid which represents the best evidence of the fair value less cost to sell since there was no significant adverse events between the date of acquisition until the end of the reporting period.

Where there is no observable market price for investment, the recoverable amount is based on fair value less cost to sell by estimating the fair value of the underlying assets and liabilities of the investment.

## Notes to the Financial Statements

### 12. INVENTORIES

Group	2023 RM'000	2022 RM'000
<b>Non-current</b>		
Properties held for development		
- Cost of acquisition for freehold land	340,864	328,733
- Capitalised development cost	299,766	256,690
Total non-current inventories	640,630	585,423
<b>Current</b>		
Properties under development		
- Cost of acquisition for freehold land	108,175	115,112
- Capitalised development cost	559,095	428,355
	667,270	543,467
Completed properties	180,438	195,381
Finished goods	27,748	23,761
Work-in-progress	8,341	7,093
	216,527	226,235
Total current inventories	883,797	769,702
Total inventories	1,524,427	1,355,125
Recognised in profit or loss:		
Write-down to net realisable value (included in profit or loss)	1,246	5,765

#### 12.1 Interest capitalised

Included in properties under development of the Group is interest capitalised during the financial year amounting to RM14,159,000 (2022: RM2,649,000).

#### 12.2 Inventories pledged

Certain properties held for development and properties under development amounting to RM913,879,000 (2022: RM548,457,000) are pledged to financial institutions as security for banking facilities granted as disclosed in Note 20.2.

## Notes to the Financial Statements

### 12. INVENTORIES (Cont'd)

#### 12.3 Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the first-in-first-out method.

##### (a) Properties held for development

Properties held for development consists of land or such portions thereof on which no development activities have been carried out or where development activities are not expected to be completed within the Group's operating cycle of 2 to 3 years. Such land is classified as non-current asset and is measured at cost less any accumulated impairment losses.

Properties held for development is classified as property under development at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the Group's operating cycle of 2 to 3 years.

Cost associated with the acquisition of land includes the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other relevant levies.

##### (b) Properties under development

Properties under development comprise costs associated with the acquisition of land and all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities. Borrowing costs are capitalised in accordance with the accounting policy on borrowing costs.

Cost of properties under development not recognised as an expense is recognised as an asset and is stated at the lower of cost and net realisable value.

##### (c) Completed properties

Completed properties held for sale are measured at the lower of cost and net realisable value. The cost of completed properties includes expenditures incurred in the acquisition of land, direct cost and appropriate proportions of common cost attributable to developing the properties to completion and borrowing costs.

##### (d) Others

Other inventories are measured at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their existing location and condition are accounted for as follows:

- \* Raw material: Purchase costs on a first-in-first-out/weighted average basis.
- \* Finished goods and work-in-progress: Costs of direct materials and labour, and a proportion of production overheads based on normal operating capacity. These costs are assigned on a first-in-first-out/weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### Judgement and assumptions in relation to carrying value of development inventories

Judgement by management is involved in applying key underlying assumptions upon which the feasibility of projects are determined. The critical assumptions used by management includes forecast cost, future sales rates and prices.

## Notes to the Financial Statements

### 13. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>					
<b>Trade</b>					
Accrued income	13.1	10,015	4,978	-	-
<b>Non-trade</b>					
Other receivables		10,990	-	-	-
Amounts due from subsidiaries	13.2	-	-	643,828	603,676
		10,990	-	643,828	603,676
Total non-current trade and non-trade		21,005	4,978	643,828	603,676
<b>Current</b>					
<b>Trade</b>					
Trade receivables		96,068	108,470	-	-
Less: Allowance for impairment losses		(2,910)	(3,678)	-	-
		93,158	104,792	-	-
Accrued income	13.1	-	2	-	-
Loan receivables held at FVOCI		32,325	126,630	-	-
		125,483	231,424	-	-
<b>Non-trade</b>					
Other receivables		190,162	150,890	103,264	103,506
Deposits		12,604	3,301	49	47
Amounts due from subsidiaries	13.2	-	-	82,704	32,308
Amounts due from joint ventures	13.3	3,468	2,487	14	13
		206,234	156,678	186,031	135,874
Total current trade and non-trade		331,717	388,102	186,031	135,874
Total trade and other receivables		352,722	393,080	829,859	739,550

#### 13.1 Accrued income

Included in accrued income are rental income of investment properties amounting to RM10,015,000 (2022: RM3,880,000) recognised on a straight-line basis over the lease term.

## Notes to the Financial Statements

### 13. TRADE AND OTHER RECEIVABLES (Cont'd)

#### 13.2 Amounts due from subsidiaries

Company	2023	2022	2023	2022
	Interest %	Interest %	RM'000	RM'000
<b>Non-current</b>				
Interest bearing	5.75 - 7.19	5.30 - 6.11	643,828	603,676
<b>Current</b>				
Interest bearing	4.25 - 7.19	3.25	82,131	27,142
Non-interest bearing			573	5,166
			<b>82,704</b>	<b>32,308</b>

The non-interest bearing amounts due from subsidiaries are unsecured and repayable on demand.

The interest bearing amounts due from subsidiaries are unsecured and the repayment terms granted to the subsidiaries ranges up to 2 years (2022: up to 3 years).

In the previous financial year, the Company acquired 30,350,685 foreign unquoted cumulative redeemable preference shares ("CRPS") issued by MAL which was subject to dividend of 7.50% per annum from a subsidiary at RM189,833,000 (equivalent to AUD62,037,000) in addition to the 40,454,615 CRPS previously issued by MAL. Subsequently, MAL entered into a Share Buy Back Agreement with the Company to repurchase entire 70,805,300 CRPS for a total consideration of RM433,327,000 (equivalent to AUD141,610,000).

#### 13.3 Amounts due from joint ventures

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Interest bearing	628	684	-	-
Non-interest bearing	2,840	1,803	14	13
	<b>3,468</b>	<b>2,487</b>	<b>14</b>	<b>13</b>

The amounts due from joint ventures are unsecured, non-interest bearing and expected to be realised within twelve months after the end of the reporting period except for amounts due from joint venture amounting to RM628,000 (2022: RM684,000) which are subject to interest of 7.32% (2022: 6.49%) per annum.

## Notes to the Financial Statements

### 14. OTHER ASSETS

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>				
Deferred lease incentive	-	488	-	-
Prepayments and others	17,804	22,015	-	-
	17,804	22,503	-	-
<b>Current</b>				
Deferred lease incentive	-	118	-	-
Prepayments	55,142	16,617	40	27
	55,142	16,735	40	27

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

#### Recognised deferred tax assets/(liabilities)

Deferred tax assets and liabilities are attributable to the following:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Assets</b>				
Provision for liabilities and other payables	35,799	36,356	-	-
Lease liabilities	22,368	22,251	-	-
Unutilised tax losses	31,326	46,551	-	-
Unabsorbed capital allowances	175,260	89,275	-	-
Capital losses	106,822	94,149	-	-
Tax assets	371,575	288,582	-	-
Set off of tax	(371,575)	(287,965)	-	-
Net tax assets	-	617	-	-
<b>Liabilities</b>				
Right-of-use assets	(8,026)	(21,692)	-	-
Investment properties	(22,015)	(8,452)	-	-
Fair value adjustment	(68,894)	(71,493)	-	-
Accelerated capital allowances	(214,345)	(118,568)	-	-
Receivables and others	(141,177)	(146,022)	(5,461)	(1,574)
Tax liabilities	(454,457)	(366,227)	(5,461)	(1,574)
Set off of tax	371,575	287,965	-	-
Net tax liabilities	(82,882)	(78,262)	(5,461)	(1,574)
Net	(82,882)	(77,645)	(5,461)	(1,574)

## Notes to the Financial Statements

### 15. DEFERRED TAX ASSETS/(LIABILITIES) (Cont'd)

The components and movements of deferred tax assets and liabilities during the financial year are as follows:

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 January		(77,645)	(46,339)	(1,574)	-
Recognised in profit or loss	27	(2,290)	(22,797)	(3,887)	(1,574)
Recognised in equity		734	(9,908)	-	-
Acquisition of businesses	35	13	79	-	-
Effect of movements in exchange rates		(3,694)	1,320	-	-
At 31 December		(82,882)	(77,645)	(5,461)	(1,574)

#### Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Note	2023 RM'000	2022 RM'000
<b>Group</b>			
Unutilised tax losses	15.1	144,236	126,708
Unabsorbed capital allowances/capital losses	15.2	735,194	770,180
Other deductible temporary differences		168,076	156,525
		<b>1,047,506</b>	<b>1,053,413</b>
<b>Company</b>			
Unutilised tax losses	15.1	335	335
Unabsorbed capital allowances/capital losses	15.2	3,607	3,607
		<b>3,942</b>	<b>3,942</b>

## Notes to the Financial Statements

### 15. DEFERRED TAX ASSETS/(LIABILITIES) (Cont'd)

#### 15.1 Unutilised tax losses

The unutilised tax losses can only be carried forward up to 10 consecutive years of assessment. The table below shows the unutilised tax losses expires in respective year of assessment ("YA"):

	Group		Company		10-year time limit to carry forward
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	
YA 2018	63,308	63,536	335	335	YA 2028
YA 2019	17,933	17,933	-	-	YA 2029
YA 2020	17,787	17,787	-	-	YA 2030
YA 2021	18,865	18,865	-	-	YA 2031
YA 2022	8,587	8,587	-	-	YA 2032
YA 2023	17,756	-	-	-	YA 2033
	<b>144,236</b>	126,708	<b>335</b>	335	

Pursuant to guidelines issued by the Malaysian tax authorities in 2022, the Ministry of Finance has exempted all companies from the provision of Section 44(5A) and Paragraph 75A of Schedule 3 except dormant companies. Therefore, all active subsidiaries are allowed to carry forward their unabsorbed capital allowances and business losses (subject to the 10-year time limit).

#### 15.2 Unabsorbed capital allowances/capital losses

The unabsorbed capital allowances/capital losses and other deductible temporary differences do not expire under the current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available in subsidiaries against which the Group can utilise the benefits there from.

#### 15.3 Material accounting policy information

Where investment properties are carried at their fair value, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying values 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. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

## Notes to the Financial Statements

### 16. CONTRACT LIABILITIES

	2023	2022
Group	RM'000	RM'000
<b>Non-current</b>		
Contract liabilities	-	(12,791)
<b>Current</b>		
Contract liabilities	(49,194)	(38,606)

The contract liabilities primarily relate to the advance considerations received for a service to be rendered to the customer and are to be recognised as revenue over a period of contract. In the previous financial year, included in the contract liabilities of the Group amounting to RM12,791,000 were mainly contributions from hotel operator towards the hotel renovation programmes undertaken by the Group and were recognised as income over the period of the hotel management agreement entered into between the Group and the hotel operator.

Changes in the contract liabilities balances during the financial year are as follows:

	2023	2022
Group	RM'000	RM'000
Contract liabilities at the beginning of the year recognised as revenue	38,606	50,008

### 17. CASH AND DEPOSITS

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Cash and bank balances	114,033	113,986	387	498
Deposits with licensed banks	164,859	117,143	41,672	54,443
	278,892	231,129	42,059	54,941

Cash and deposits of the Group amounting to RM49,818,000 (2022: RM44,728,000) are pledged to licensed banks as security for banking facilities granted to certain subsidiaries of the Company as disclosed in Note 20.2.

In the previous financial year, there were deposits with licensed banks of the Group and of the Company with maturity profile more than three months amounting to RM22,050,000 were excluded from cash and cash equivalents.

Included in cash and bank balances of the Group is an amount of RM213,000 (2022: RM210,000) maintained under the Housing Developers Accounts pursuant to the Housing Developers (HDA) Regulations 1991, which are restricted from use in other operations.

The weighted average effective interest rate of deposits with licensed banks as at 31 December 2023 for the Group and the Company are 4.00% (2022: 4.27%) and 5.10% (2022: 4.82%) per annum.

## Notes to the Financial Statements

### 17. CASH AND DEPOSITS (Cont'd)

The average maturity of deposits with licensed banks at reporting date for the Group and the Company are 67 days (2022: 104 days) and 31 days (2022: 116 days) respectively.

### 18. SHARE CAPITAL

	Number of shares		Amount	
	Ordinary shares '000	Treasury shares '000	Ordinary shares RM'000	Treasury shares RM'000
<b>Group and Company</b>				
Issued and fully paid shares with no par value classified as equity instruments:				
At 1 January 2022	319,466	(8,288)	2,036,698	(17,586)
Cancellation of treasury shares	(8,288)	8,288	(52,840)	17,586
At 31 December 2022/1 January 2023/ 31 December 2023	<b>311,178</b>	<b>-</b>	<b>1,983,858</b>	<b>-</b>
	<b>Note 18.1</b>	<b>Note 18.2</b>		

#### 18.1 Ordinary shares

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

#### 18.2 Treasury shares

The purpose of current share buyback scheme is to allow the Company to buy back its shares when the market does not fully reflect the value of its shares. The purchase of shares was funded by internal funds. The shares purchased were retained as treasury shares.

In the previous financial year, the Company cancelled the entire treasury shares of 8,288,200 units pursuant to Section 127 of the Companies Act 2016. As at 31 December 2023, the Company does not have treasury shares.

The Company did not buy back any of its shares during the financial years ended 31 December 2023 and 31 December 2022.

## Notes to the Financial Statements

### 19. RESERVES

	Note	2023 RM'000	2022 RM'000
<b>Group</b>			
<b>Non-distributable</b>			
Exchange reserve	19.1	127,557	(14,877)
Revaluation reserve	19.2	89,444	89,444
Other reserve	19.3	(69,375)	105,778
		<b>147,626</b>	<b>180,345</b>
<b>Company</b>			
<b>Non-distributable</b>			
Other reserve		107	107

The movements in reserves are shown in the statements of changes in equity.

The nature and purpose of each category of reserve are as follows:

#### 19.1 Exchange reserve

The exchange reserve represents foreign exchange differences arising from the translation of the financial statements of foreign operations including subsidiaries, as well as from the translation of net investment in foreign operations.

#### 19.2 Revaluation reserve

The revaluation reserve relates to the revaluation of property, plant and equipment prior to its reclassification to investment properties and also arises from a business combination in the previous financial year.

In the previous financial year, the Group recognises revaluation gain net of tax of RM20,899,000 to other comprehensive income upon reclassification of a commercial property from property, plant and equipment to investment property as per disclosed in Note 3.4 and Note 5.2.

#### 19.3 Other reserve

Other reserve comprises mainly share of post-acquisition reserve of associates and cumulative net change in the fair value of equity designated at fair value through other comprehensive income ("FVOCI").

During the financial year, the net change in fair value for FVOCI has resulted in a loss of RM175,153,000 (2022: gain of RM21,828,000) recognised in other reserve.

## Notes to the Financial Statements

### 20. LOANS AND BORROWINGS

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>					
Finance lease liability	20.4	8,698	8,283	-	-
Bonds	20.3	55,145	58,465	-	-
Revolving credit		180,679	418,600	-	-
Term loans		522,221	960,151	-	-
		<b>766,743</b>	<b>1,445,499</b>	<b>-</b>	<b>-</b>
<b>Current</b>					
Bonds	20.3	7,056	10,948	-	-
Revolving credit		579,556	162,052	73,448	73,448
Term loans		809,666	332,692	1,500	-
Other borrowing		27,145	-	-	-
		<b>1,423,423</b>	<b>505,692</b>	<b>74,948</b>	<b>73,448</b>
Total borrowings		<b>2,190,166</b>	<b>1,951,191</b>	<b>74,948</b>	<b>73,448</b>

#### 20.1 Obligations under finance lease

This obligation is secured by the leased asset as disclosed in Note 3. The finance lease payable is subjected to interest of 7.00% (2022: 7.00%) per annum during the financial year.

#### 20.2 Security

All loans and borrowings except for other borrowing are secured by the following:

- (i) Corporate guarantee by the Company;
- (ii) Pledge of land, buildings and plant and equipment of certain subsidiaries, as disclosed in Note 3.1;
- (iii) Pledge of investment properties of certain subsidiaries as disclosed in Note 5.3;
- (iv) Pledge of inventories of certain subsidiaries as disclosed in Note 12.2;
- (v) Deposits and interest reserve account of certain subsidiaries as disclosed in Note 17; and
- (vi) Floating charge over assets of certain subsidiaries.

#### 20.3 Bonds

In 1999, a subsidiary in Australia issued bonds for a term of 30 years. The bonds have an effective interest rate of 7.76% (2022: 7.93%) per annum and is payable quarterly in arrears. These bonds are secured against the freehold land of a subsidiary as disclosed in Note 3.1.

## Notes to the Financial Statements

### 20. LOANS AND BORROWINGS (Cont'd)

#### 20.4 Finance lease liability

Finance lease liability is payable as follows:

Group	Future minimum lease payments RM'000	Interest RM'000	Present value of minimum lease payments RM'000
<b>2023</b>			
<b>Current</b>			
Less than one year	609	609	-
<b>Non-current</b>			
Between one and five years	2,435	2,435	-
More than five years	8,698	-	8,698
	<b>11,133</b>	<b>2,435</b>	<b>8,698</b>
<b>Total</b>	<b>11,742</b>	<b>3,044</b>	<b>8,698</b>
<b>2022</b>			
<b>Current</b>			
Less than one year	580	580	-
<b>Non-current</b>			
Between one and five years	2,319	2,319	-
More than five years	8,283	-	8,283
	<b>10,602</b>	<b>2,319</b>	<b>8,283</b>
<b>Total</b>	<b>11,182</b>	<b>2,899</b>	<b>8,283</b>

## Notes to the Financial Statements

### 20. LOANS AND BORROWINGS (Cont'd)

#### 20.5 Reconciliation of movement of liabilities to cash flows arising from financing activities

Group	At 1.1.2022		Net changes from financing cash flows		At 31.12.2022/1.1.2023		Net changes from financing cash flows		At 31.12.2023	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Finance lease liability	8,393	-	-	(110)	8,283	-	-	415	8,698	
Bonds	75,067	(4,758)	-	(896)	69,413	(10,319)	-	3,107	62,201	
Revolving credit	418,658	169,897	-	(7,903)	580,652	149,364	-	30,219	760,235	
Term loans	1,111,891	199,622	-	(18,670)	1,292,843	(22,526)	-	61,570	1,331,887	
Other borrowing	-	-	-	-	-	26,194	-	951	27,145	
Total loans and borrowings	1,614,009	364,761	-	(27,579)	1,951,191	142,713	-	96,262	2,190,166	
Lease liabilities*	50,934	(3,791)	14,747	(1,033)	60,857	(5,216)	5,771	423	64,621	
Total liabilities from financing activities	1,664,943	360,970	14,747	(28,612)	2,012,048	137,497	5,771	423	2,254,787	

Note 35

Company		Net changes from financing cash flows		At 31.12.2022/1.1.2023		Net changes from financing cash flows		At 31.12.2023	
RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revolving credit	81,000	(7,552)	-	-	73,448	-	-	-	73,448
Term loans	4,475	(4,475)	-	-	-	1,500	-	-	1,500
Total liabilities from financing activities	85,475	(12,027)	-	-	73,448	1,500	-	-	74,948

\* Included in lease liabilities is the long-term ground rent payable on a parcel of leasehold land amounting to RM33,829,000 (2022: RM32,439,000).

## Notes to the Financial Statements

### 21. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Non-current</b>					
<b>Non-trade</b>					
Other payables	21.2	49,777	14,950	-	-
<b>Current</b>					
<b>Trade</b>					
Trade payables	21.1	50,050	29,847	-	-
<b>Non-trade</b>					
Other payables	21.2	175,651	125,458	2,422	3,367
Amounts due to subsidiaries	21.3	-	-	7	37,229
Deferred revenue		1,443	3,305	-	-
		<b>227,144</b>	158,610	<b>2,429</b>	40,596
<b>Total trade and other payables</b>		<b>276,921</b>	173,560	<b>2,429</b>	40,596

#### 21.1 Trade payables

Trade payables are generally non-interest bearing. The normal credit terms granted to the Group ranges from 7 to 60 (2022: 7 to 60) days.

#### 21.2 Other payables

The other payables comprise of accruals and non-interest bearing transactions that are normally settled on commercial terms.

Included in the other payables of the Group amounting to RM49,777,000 (2022: RMNil) are mainly contributions from hotel operator towards the hotel renovation programmes undertaken by the Group and are to be recognised as income over the period of the hotel management agreement entered into between the Group and the hotel operator.

Included in the other payables is the deferred consideration payables for the acquisition of an investment property. The payables is non-interest bearing with RM15,700,000 (2022: RM7,475,000) due for repayment within 1 year and RMNil (2022: RM14,950,000) due for repayment within 2 years.

#### 21.3 Amounts due to subsidiaries

The non-trade amounts due to subsidiaries are non-interest bearing, unsecured and are expected to be realised within 12 months after the end of the reporting period.

## Notes to the Financial Statements

### 22. PROVISION FOR LIABILITIES

Group	Note	2023 RM'000	2022 RM'000
Provision for staff benefits	22.1	41,542	46,187
Provision for repairs and others	22.2	11,339	2,063
		<b>52,881</b>	<b>48,250</b>
<b>Analysed as:</b>			
Current		48,634	42,579
Non-current		4,247	5,671
		<b>52,881</b>	<b>48,250</b>

#### 22.1 Provision for staff benefits

Group	2023 RM'000	2022 RM'000
At 1 January	46,187	49,643
Provision for the year	28,223	32,221
Acquisition of business	18	9
Payments during the year	(34,959)	(35,088)
Effect of movements in exchange rates	2,073	(598)
At 31 December	<b>41,542</b>	<b>46,187</b>

Provision for staff benefits is in relation to accrual of unutilised annual leave for employees in the Group's Australia subsidiaries. The employees are also entitled for a two-month paid leave after having served ten years of continuous employment.

#### 22.2 Provision for repairs and others

Group	Note	2023 RM'000	2022 RM'000
At 1 January		2,063	3,173
Net provision/(reversal of provision) for the year		7,582	(1,089)
Acquisition of business	35	1,269	-
Effect of movements in exchange rates		425	(21)
At 31 December		<b>11,339</b>	<b>2,063</b>

Included in provision for repairs and others are warranty repair costs provided for development properties sold to customers.

## Notes to the Financial Statements

### 23. REVENUE

	2023	2022
	RM'000	RM'000
<b>Group</b>		
<b>Revenue from contracts with customers</b>		
Sale of goods and rendering of services	743,797	634,011
Sale of properties	352,002	241,177
	<b>1,095,799</b>	<b>875,188</b>
<b>Other revenue</b>		
Rental income	97,160	78,232
Interest income from money lending activities	8,035	17,498
	<b>105,195</b>	<b>95,730</b>
	<b>1,200,994</b>	<b>970,918</b>
<b>Company</b>		
Dividend income	50	21,125

## Notes to the Financial Statements

### 23. REVENUE (Cont'd)

#### 23.1 Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical markets, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's four strategic division, which are its reportable segments (see Note 29).

Group	Property development		Property investment and finance		Hospitality and leisure		Investment and others		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Primary geographical markets</b>										
Australia	335,601	220,952	106,976	95,019	661,872	565,447	53,212	42,659	1,157,661	924,077
Malaysia	25,111	25,362	21	2,782	-	-	268	133	25,400	28,277
New Zealand	-	-	-	-	17,933	18,564	-	-	17,933	18,564
	<b>360,712</b>	<b>246,314</b>	<b>106,997</b>	<b>97,801</b>	<b>679,805</b>	<b>584,011</b>	<b>53,480</b>	<b>42,792</b>	<b>1,200,994</b>	<b>970,918</b>
<b>Major products and services lines</b>										
Sale of goods and rendering of services	6,462	2,211	22,670	23,843	661,185	565,165	53,480	42,792	743,797	634,011
Sale of properties	352,002	241,177	-	-	-	-	-	-	352,002	241,177
	<b>358,464</b>	<b>243,388</b>	<b>22,670</b>	<b>23,843</b>	<b>661,185</b>	<b>565,165</b>	<b>53,480</b>	<b>42,792</b>	<b>1,095,799</b>	<b>875,188</b>
<b>Timing of recognition</b>										
At a point in time	358,464	243,388	22,670	23,843	661,185	565,165	36,625	24,719	1,078,944	857,115
Over time	-	-	-	-	-	-	16,855	18,073	16,855	18,073
	<b>358,464</b>	<b>243,388</b>	<b>22,670</b>	<b>23,843</b>	<b>661,185</b>	<b>565,165</b>	<b>53,480</b>	<b>42,792</b>	<b>1,095,799</b>	<b>875,188</b>
<b>Revenue from contracts with customers</b>	<b>358,464</b>	<b>243,388</b>	<b>22,670</b>	<b>23,843</b>	<b>661,185</b>	<b>565,165</b>	<b>53,480</b>	<b>42,792</b>	<b>1,095,799</b>	<b>875,188</b>
<b>Other revenue</b>	<b>2,248</b>	<b>2,926</b>	<b>84,327</b>	<b>73,958</b>	<b>18,620</b>	<b>18,846</b>	<b>-</b>	<b>-</b>	<b>105,195</b>	<b>95,730</b>
<b>Total revenue</b>	<b>360,712</b>	<b>246,314</b>	<b>106,997</b>	<b>97,801</b>	<b>679,805</b>	<b>584,011</b>	<b>53,480</b>	<b>42,792</b>	<b>1,200,994</b>	<b>970,918</b>

## Notes to the Financial Statements

### 23. REVENUE (Cont'd)

#### 23.2 Nature of goods and services

The following information reflects the typical transactions of the Group during the financial year:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable element in consideration	Obligation for returns or refunds	Warranty
Sale of goods and rendering of services	(i) Revenue is recognised at a point in time when goods are delivered and accepted by customers.	Credit term is up to 30 days.	Not applicable.	Not applicable.	Not applicable.
	(ii) Revenue is recognised at a point in time when services are performed and accepted by the customers.	Cash term; credit term is up to 30 days.	Not applicable.	Not applicable.	Not applicable.
	(iii) Revenue is recognised over time when services are performed over the semester terms.	Payment in advance.	Not applicable.	Not applicable.	Not applicable.
Sale of completed properties	Revenue is recognised at a point in time using the completion method when vacant possession has been delivered.	The credit terms are:-			
		i) 3-month from the Sales and Purchase Agreement ("SPA") for local purchaser (Malaysia);	Discount or incentives or rental guarantee given to buyers.	Not applicable.	Defect liability period is as per stipulated terms in the sales and purchase agreement.
		ii) 3-month from the SPA or 1 month from the State Consent is obtained, whichever is later, for foreign buyer (Malaysia); or			
iii) payment is due at settlement (Australia).					

## Notes to the Financial Statements

### 23. REVENUE (Cont'd)

#### 23.3 Transaction price allocated to the remaining performance obligations

The Group only has contracts that have a duration of less than a year. The Group applies the following practical expedients:

- exemption on disclosure of information on remaining obligations that have original expected durations of one year or less;
- exemption not to adjust the promised amount of consideration for the effects of a significant financing component when the period between the transfer of a promised good or service to a customer and when the customer pay for that good or service is one year or less.

### 24. OTHER INCOME

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Bad debt recovered on trade receivables	92	-	-	-
Dividend income from unquoted shares	146,768	44,381	-	-
Gain on disposal of property, plant and equipment	-	70	-	-
Gain on foreign exchange	3,052	166	26,599	13,425
Insurance recoveries	39,807	-	-	-
Interest income:				
- Deposits with licensed banks	8,201	2,391	2,311	396
- Investment securities	12,907	12,386	-	-
- Others	1,012	108	-	-
- Subsidiaries	-	-	40,370	23,336
Rental income and reimbursable expenses from:				
- Investment properties	12,960	5,833	-	-
- Land and buildings	10,805	11,458	-	-
Reversal of impairment losses on investment in joint ventures	-	307	-	-
Reversal of impairment losses on investments in a subsidiary	-	-	-	3,830
Reversal of provision for repairs and others	-	1,121	-	-
Shared services income	1,164	1,753	-	-
Miscellaneous income	22,087	16,635	-	-
	<b>258,855</b>	<b>96,609</b>	<b>69,280</b>	<b>40,987</b>

## Notes to the Financial Statements

## 25. FINANCE COSTS

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Interest expense on:				
- overdrafts	7	10	7	10
- bonds	4,312	4,820	-	-
- revolving credit and term loans	133,350	67,322	3,594	2,876
- lease liabilities	3,483	3,560	-	-
- other borrowings	414	-	-	-
	141,566	75,712	3,601	2,886
Less: Interest expense capitalised	(14,159)	(8,298)	-	-
Total finance costs	127,407	67,414	3,601	2,886

## 26. PROFIT FOR THE YEAR

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
<b>Profit for the year is arrived at after charging/ (crediting):</b>				
<b>Auditors' remunerations</b>				
Audit fees:				
- KPMG PLT	339	320	186	171
- Member firms of KPMG International Limited	1,779	1,740	-	-
- Other auditors	73	65	-	-
Non-audit fees:				
- KPMG PLT	16	16	13	13
- Member firms of KPMG International Limited	92	73	-	-
<b>Material expenses</b>				
Depreciation of right-of-use assets	5,662	4,742	-	-
Impairment loss on goodwill	9,759	-	-	-
Impairment loss on investments in a subsidiary	-	-	-	387
Impairment loss on investments in an associate	-	-	-	2,698
Impairment loss on investments in joint ventures	581	-	-	-
Inventories written down	1,246	5,765	-	-
Investment properties:				
- Fair value loss	3,756	30,681	-	-
- Written off	1,280	-	-	-

## Notes to the Financial Statements

### 26. PROFIT FOR THE YEAR (Cont'd)

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Profit for the year is arrived at after charging/ (crediting): (Cont'd)</b>				
<b>Material expenses (Cont'd)</b>				
Loss on disposal of CRPS of a subsidiary	-	-	-	4,087
Loss on foreign exchange	1,368	4,111	5	5,889
Management fee paid:				
- Subsidiary	-	-	3,622	3,259
- External	13,207	12,998	-	-
Minimum operating lease payments:				
- Land and buildings	549	103	-	-
- Plant and equipment	3,580	3,404	-	-
Property, plant and equipment:				
- Depreciation	79,864	63,173	-	6
- Impairment loss	25,064	-	-	-
- Net loss/(gain) on disposal	153	(70)	-	-
- Written off	51	1,759	-	-
Provision for repairs and others	7,582	32	-	-
Provision for staff benefits	28,223	32,221	-	-
Employee benefits expenses (including key management personnel):				
- Wages, salaries and others	321,822	281,253	1,103	1,060
- Pension costs - defined contribution plans	27,366	22,257	131	124
- Short-term accumulating compensated absences	2,166	3,631	-	-
<b>Net loss on impairment of financial instruments</b>				
Financial assets at amortised cost	1,070	319	-	-

## Notes to the Financial Statements

### 27. TAX BENEFIT/(EXPENSE)

#### Recognised in profit or loss

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
<b>Current tax expense</b>				
Malaysian - current year	4,680	5,462	4,404	4,807
- prior year	536	22	497	21
Overseas - current year	368	729	-	-
- prior year	(24,262)	(13,051)	-	-
	(18,678)	(6,838)	4,901	4,828
<b>Deferred tax expense</b>				
Original and reversal of temporary differences	(13,394)	24,202	3,887	1,574
Under/(Over) provision in prior year	15,684	(1,405)	-	-
	2,290	22,797	3,887	1,574
Total income tax (benefit)/expense	(16,388)	15,959	8,788	6,402

#### Reconciliation of tax expense

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Profit before tax	97,592	102,463	57,591	33,349
Income tax calculated using Malaysian tax rate of 24% (2022: 24%)	23,422	24,591	13,822	8,004
Different tax rates in other countries	290	500	-	-
Non-deductible expenses	2,651	54,182	252	4,962
Income not subject to taxation	(33,540)	(31,833)	(5,783)	(6,585)
Effect from unrecognised deferred tax assets	(1,418)	(13,964)	-	-
Under/(Over) provision of deferred tax in prior year	15,684	(1,405)	-	-
(Over)/Under provision of income tax in prior year	(23,726)	(13,029)	497	21
Share of tax of associates and joint ventures	249	(3,083)	-	-
Income tax (benefit)/expense recognised in profit or loss	(16,388)	15,959	8,788	6,402

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2022: 24%) of the estimated assessable profit for the year. The corporate tax rates applicable to foreign subsidiaries located in Australia, New Zealand and Singapore are 30%, 28% and 17% respectively (2022: 30%, 28% and 17% respectively).

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

## Notes to the Financial Statements

### 28. EARNINGS PER ORDINARY SHARE

#### 28.1 Basic earnings per ordinary share

The calculation of basic earnings per ordinary share was based on the profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, calculated as follows:

	2023	2022
Group	RM'000	RM'000
Profit attributable to ordinary shareholders	109,544	84,879
	2023	2022
Group	'000	'000
Weighted average number of ordinary shares at 31 December	311,178	311,178
	2023	2022
Group	Sen	Sen
Basic earnings per ordinary share	35.20	27.28

#### 28.2 Diluted earnings per ordinary share

The calculation of diluted earnings per ordinary share was based on profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

There were no potential dilution effects on ordinary shares of the Company for the current and previous financial years. Accordingly, the diluted earnings per ordinary share for the current and previous years are equal to the basic earnings per ordinary share.

## Notes to the Financial Statements

### 29. OPERATING SEGMENTS

#### Business segments

For management purposes, the Group is organised into four main business segments in the Asia Pacific region as follows:

Property development	property development
Property investment and finance	real estate investment, licensed money lending and financial service provider
Hospitality and leisure	hotel and service apartment ownership and/or operation, food and beverage operation, entertainment and events
Investment and others	investment holding, investment in securities, education and others

None of the other operations are of sufficient size to be reported separately.

Performance is measured based on segment revenue and profit before tax as included in the internal management reports that are reviewed by the Executive Committee which comprises Executive Chairman, Executive Director, Chief Executive Officer, Chief Financial Officer and Head of Finance, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

The operating results of its business units are monitored separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which, in certain respects as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate expenses and finance costs.

Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

## Notes to the Financial Statements

### 29. OPERATING SEGMENTS (Cont'd)

#### Business segments (Cont'd)

The following tables provide analysis of the Group's revenue, results, assets, liabilities and other information by business segment:

Group	Property development		Property investment and finance		Hospitality and leisure		Investment and others		Adjustments and eliminations		Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
<b>2023</b>											
<b>Revenue</b>											
External customer	360,712	106,997	679,805	53,480	-	-	-	-	-	1,200,994	
Total revenue	360,712	106,997	679,805	53,480	-	-	-	-	-	1,200,994	
<b>Results</b>											
Inventories written down	(1,041)	-	(205)	-	-	-	-	-	-	(1,246)	
Property, plant and equipment:											
- Impairment loss	-	-	(25,064)	-	-	-	-	-	-	(25,064)	
- Written off	(51)	-	-	-	-	-	-	-	-	(51)	
Impairment loss on goodwill	-	-	(9,759)	-	-	-	-	-	-	(9,759)	
Share of loss from associates and joint ventures	-	-	-	(1,036)	-	-	-	-	-	(1,036)	
Depreciation and amortisation	(3,309)	(1,669)	(72,344)	(8,204)	-	-	-	-	-	(85,526)	
Segment profit	67,796	60,712	39,900	56,591	(127,407)	(i)	97,592				
<b>Assets and liabilities</b>											
Investments in associates and joint ventures	-	-	-	171,884	-	-	-	-	-	171,884	
Additions to non-current assets #	169,902	17	117,783	7,060	-	-	-	-	-	294,762	
Segment assets	1,614,772	1,481,981	2,129,924	2,824,377	(1,707,882)	(ii)	6,343,172				
Segment liabilities	701,076	551,717	708,932	2,463,553	(1,707,882)	(ii)	2,717,396				

## Notes to the Financial Statements

### 29. OPERATING SEGMENTS (Cont'd)

#### Business segments (Cont'd)

The following tables provide analysis of the Group's revenue, results, assets, liabilities and other information by business segment: (Cont'd)

Group	Property development		Property investment and finance		Hospitality and leisure		Investment and others		Adjustments and eliminations		Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
<b>2022</b>											
<b>Revenue</b>											
External customer	246,314		97,801		584,011		42,792		-		970,918
Total revenue	246,314		97,801		584,011		42,792		-		970,918
<b>Results</b>											
Inventories written down	(5,641)		-		(124)		-		-		(5,765)
Property, plant and equipment written off	(978)		-		-		(781)		-		(1,759)
Share of profit from associates and joint ventures	-		-		-		12,850		-		12,850
Depreciation and amortisation	(2,708)		(4,281)		(54,748)		(6,178)		-		(67,915)
Segment profit/(loss)	70,399		42,326		80,017		(22,865)		(67,414)	(i)	102,463
<b>Assets and liabilities</b>											
Investments in associates and joint ventures	-		-		-		171,034		-		171,034
Additions to non-current assets #	26,622		221,051		214,132		15,578		-		477,383
Segment assets	1,652,851		1,505,193		1,609,992		2,765,566		(1,615,920)	(ii)	5,917,682
Segment liabilities	601,050		540,950		461,804		2,376,387		(1,615,936)	(ii)	2,364,255

# Additions to non-current assets consist of additions to property, plant and equipment and investment properties.

## Notes to the Financial Statements

### 29. OPERATING SEGMENTS (Cont'd)

#### Business segments (Cont'd)

Notes: Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements.

- (i) Finance costs are deducted from segment profit/(loss) to arrive at "profit before tax" presented in the consolidated statement of profit or loss and other comprehensive income.
- (ii) Inter-segment balances are eliminated on consolidation.

#### Geographical segments

The Group's geographical segments are based on the location of the Group's assets. Sales to external customers disclosed in geographical segments are based on the geographical location of the business segments. The Group operates in three main geographical areas in the Asia Pacific region.

- Australia - mainly property development, property investment and finance service provider, hospitality and leisure.
- Malaysia - property development, property investment, licensed money lending and investment in securities.
- New Zealand - property investment.

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Australia	1,157,661	924,077	3,412,024	3,035,950
Malaysia	25,400	28,277	357,383	334,525
New Zealand	17,933	18,564	244,070	236,285
	<b>1,200,994</b>	970,918	<b>4,013,477</b>	3,606,760

Non-current assets information presented above consist of the following items as presented in the consolidated statement of financial position:

	2023	2022
	RM'000	RM'000
Property, plant and equipment	1,751,186	1,481,514
Right-of-use assets	25,868	24,186
Investment properties	1,548,519	1,470,278
Goodwill	47,274	45,359
Inventories	640,630	585,423
	<b>4,013,477</b>	3,606,760

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS

#### 30.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

- (a) Amortised cost ("AC")
- (b) Fair value through profit or loss ("FVTPL")
  - Designated upon initial recognition ("DUIR")
- (c) Fair value through other comprehensive income ("FVOCI")
  - Equity instrument designated upon initial recognition ("EIDUIR")
  - Debt instrument ("DI")

	Carrying amount RM'000	AC RM'000	FVTPL -DUIR RM'000	FVOCI -EIDUIR RM'000	FVOCI -DI RM'000
<b>2023</b>					
<b>Financial assets</b>					
<b>Group</b>					
Investment securities	562,927	257,907	-	305,020	-
Other investments	969	-	969	-	-
Trade and other receivables	352,722	320,397	-	-	32,325
Cash and deposits	278,892	278,892	-	-	-
	<b>1,195,510</b>	<b>857,196</b>	<b>969</b>	<b>305,020</b>	<b>32,325</b>
<b>Company</b>					
Investment securities	1,043	-	-	1,043	-
Other investments	940	-	940	-	-
Trade and other receivables	829,859	829,859	-	-	-
Cash and deposits	42,059	42,059	-	-	-
	<b>873,901</b>	<b>871,918</b>	<b>940</b>	<b>1,043</b>	<b>-</b>
<b>Financial liabilities</b>					
<b>Group</b>					
Loans and borrowings	(2,190,166)	(2,190,166)	-	-	-
Trade and other payables net of deferred revenue	(275,478)	(275,478)	-	-	-
	<b>(2,465,644)</b>	<b>(2,465,644)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Company</b>					
Loans and borrowings	(74,948)	(74,948)	-	-	-
Trade and other payables	(2,429)	(2,429)	-	-	-
	<b>(77,377)</b>	<b>(77,377)</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.1 Categories of financial instruments (Cont'd)

	Carrying amount RM'000	AC RM'000	FVTPL -DUIR RM'000	FVOCI -EIDUIR RM'000	FVOCI -DI RM'000
<b>2022</b>					
<b>Financial assets</b>					
<b>Group</b>					
Investment securities	686,821	234,125	-	452,696	-
Other investments	969	-	969	-	-
Trade and other receivables	393,080	266,450	-	-	126,630
Cash and deposits	231,129	231,129	-	-	-
	1,311,999	731,704	969	452,696	126,630
<b>Company</b>					
Investment securities	1,043	-	-	1,043	-
Other investments	940	-	940	-	-
Trade and other receivables	739,550	739,550	-	-	-
Cash and deposits	54,941	54,941	-	-	-
	796,474	794,491	940	1,043	-
<b>Financial liabilities</b>					
<b>Group</b>					
Loans and borrowings	(1,951,191)	(1,951,191)	-	-	-
Trade and other payables net of deferred revenue	(170,255)	(170,255)	-	-	-
	(2,121,446)	(2,121,446)	-	-	-
<b>Company</b>					
Loans and borrowings	(73,448)	(73,448)	-	-	-
Trade and other payables	(40,596)	(40,596)	-	-	-
	(114,044)	(114,044)	-	-	-

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.2 Net gains and losses arising from financial instruments

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Net (losses)/gains on:				
Financial assets at AC	24,000	10,816	69,280	52,327
Financial liabilities at AC	(125,098)	(63,432)	(3,606)	(2,886)
Equity instruments designated at FVOCI:				
- Recognised in profit or loss	146,768	44,381	50	75
- Recognised in other comprehensive income	(153,124)	13,049	-	-
	(107,454)	4,814	65,724	49,516

#### 30.3 Financial risk management

The Group has exposure to the following risks from its financial instruments:

- Credit risk
- Liquidity risk
- Market risk

#### 30.4 Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers and investment in debt securities. The Company's exposure to credit risk arises principally from loans and advances to subsidiaries and financial guarantees given to banks for credit facilities granted to subsidiaries. There are no significant changes as compared to prior periods.

##### Trade receivables

##### *Risk management objectives, policies and processes for managing the risk*

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics.

There are no significant changes compared to previous year.

##### *Exposure to credit risk, credit quality and collateral*

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

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.4 Credit risk (Cont'd)

##### *Concentration of credit risk*

The exposure of credit risk for trade receivables as at the end of the reporting period by geographic region was:

Group	2023	2022
	RM'000	RM'000
Australia	32,904	42,839
Malaysia	59,987	61,953
New Zealand	267	-
	<b>93,158</b>	<b>104,792</b>

##### *Recognition and measurement of impairment loss*

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, the Group's normal credit terms range from 7 to 90 days. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The Group uses an allowance matrix to measure ECLs of trade receivables for all segments. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to 90 days past due.

Loss rates are based on actual credit loss experience over the past three years. The Group also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables. Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the year.

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.4 Credit risk (Cont'd)

##### *Recognition and measurement of impairment loss (Cont'd)*

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

Group	2023			2022		
	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
Current (not past due)	20,942	-	20,942	19,326	-	19,326
1 - 30 days past due	5,722	-	5,722	19,319	-	19,319
31 - 60 days past due	4,336	-	4,336	3,695	-	3,695
More than 60 days past due	65,068	(2,910)	62,158	66,130	(3,678)	62,452
	<b>96,068</b>	<b>(2,910)</b>	<b>93,158</b>	108,470	(3,678)	104,792
Trade receivables	<b>96,068</b>	<b>(2,910)</b>	<b>93,158</b>	108,470	(3,678)	104,792

	Trade receivables Lifetime ECL RM'000
<b>Balance at 1 January 2022</b>	4,758
Amounts written off	(1,359)
Net remeasurement of loss allowance	279
<b>Balance at 31 December 2022/1 January 2023</b>	<b>3,678</b>
Amounts written off	(1,981)
Net remeasurement of loss allowance	1,213
<b>Balance at 31 December 2023</b>	<b>2,910</b>

#### Cash and deposits with licensed banks

The cash and deposits are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.4 Credit risk (Cont'd)

##### *Recognition and measurement of impairment loss (Cont'd)*

##### **Other receivables**

Credit risks on other receivables are mainly arising from a third-party receivable which is secured by land titles and an irrevocable Power of Attorney on the land deal.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

As at the end of the reporting period, the Group did not recognise any allowance for impairment losses.

##### **Investment in debt securities**

At the end of the reporting period, the Group only invested in high quality bonds. The maximum exposure to credit risk is represented by the carrying amount in the statements of financial position.

There is no history of default on these bonds and there are no indicators that these bonds may default. The Group is of the view that the loss allowance is not material and hence, it is not provided for.

##### **Financial guarantees**

Financial guarantees are initially measured at fair value. Subsequently, they are measured at higher of:

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

##### *Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors the ability of the subsidiaries to service their loans on an individual basis.

The Company has undertaken to provide financial support to certain subsidiaries to enable them to continue to operate as going concerns.

##### *Exposure to credit risk, credit quality and collateral*

The maximum exposure to credit risk amounts to RM125,339,000 (2022: RM136,395,000) representing the outstanding banking facilities of the subsidiaries as at end of the reporting period.

The financial guarantees are provided as credit enhancements to the subsidiaries' secured loans.

##### *Recognition and measurement of impairment loss*

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- The subsidiary is unlikely to repay its credit obligation to the bank in full; or
- The subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default of the guaranteed loans individually using internal information available.

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.4 Credit risk (Cont'd)

##### Inter-company loans and advances

###### *Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured loans and advances to subsidiaries. The Company monitors the ability of the subsidiaries to repay the loans and advances on an individual basis.

###### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in Note 13. The Company has undertaken to provide financial support to certain subsidiaries to enable them to continue to operate as going concerns.

###### *Recognition and measurement of impairment losses*

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

- The subsidiary is unlikely to repay its advance to the Company in full; or
- The subsidiary's advance is overdue for more than 365 days; or
- The subsidiary is continuously loss making and is having a deficit shareholders' fund.

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

As at the end of the reporting period, there was no indication that the amounts due from the inter-companies are not recoverable.

#### 30.5 Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. As part of its overall liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities at a reasonable level to its overall debt position.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

As at 31 December 2023, the Group's exposure to liquidity risk primarily arose from loans and borrowings with total outstanding amount of RM1,423,423,000 for which the repayment is due within 12 months from the end of the current financial year.

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.5 Liquidity risk (Cont'd)

Subsequent to the year end, the Group has successfully refinanced expiring credit facilities of RM1,018,930,000 for an additional 3-year term. These credit facilities now has a new maturity date of 31 January 2027.

Based on above mentioned financing plans of the Group, the Directors and managements are of the opinion that the Group's exposure to liquidity risk is appropriately mitigated.

#### Maturity analysis

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

	Carrying amount RM'000	Contractual interest rate/ Discount rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 – 5 years RM'000	More than 5 years RM'000
<b>2023</b>						
<b>Group</b>						
<i>Non-derivative financial liabilities</i>						
Finance lease liability	8,698	7.00	11,742	609	2,435	8,698
Bonds	62,201	8.04 - 8.31	80,685	10,988	50,796	18,901
Revolving credit	760,235	4.57 - 7.16	798,744	608,228	190,516	-
Term loans	1,331,887	5.41 - 9.16	1,410,684	850,093	560,591	-
Other borrowing	27,145	5.40	27,741	27,741	-	-
Lease liabilities	64,621	2.01 - 6.98	309,575	11,531	24,738	273,306
Trade and other payables net of deferred revenue	275,478	-	275,478	225,701	49,777	-
	<b>2,530,265</b>		<b>2,914,649</b>	<b>1,734,891</b>	<b>878,853</b>	<b>300,905</b>
<b>Company</b>						
Revolving credit	73,448	4.57 - 5.70	77,128	77,128	-	-
Term loans	1,500	6.85	1,603	1,603	-	-
Other payables	2,429	-	2,429	2,429	-	-
Financial guarantees	-	-	125,339	125,339	-	-
	<b>77,377</b>		<b>206,499</b>	<b>206,499</b>	<b>-</b>	<b>-</b>

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.5 Liquidity risk (Cont'd)

##### *Maturity analysis (Cont'd)*

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments: (Cont'd)

	Carrying amount RM'000	Contractual interest rate/ Discount rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 – 5 years RM'000	More than 5 years RM'000
<b>2022</b>						
<b>Group</b>						
<i>Non-derivative financial liabilities</i>						
Finance lease liability	8,283	7.00	11,182	580	2,319	8,283
Bonds	69,413	8.04 - 8.31	92,437	15,606	48,370	28,461
Revolving credit	580,652	3.87 - 5.39	610,735	185,150	425,585	-
Term loans	1,292,843	4.17 - 7.09	1,370,560	393,097	974,317	3,146
Lease liabilities	60,857	2.01 - 6.55	295,031	8,463	26,540	260,028
Trade and other payables net of deferred revenue	170,255	-	170,255	155,305	14,950	-
	2,182,303		2,550,200	758,201	1,492,081	299,918
<b>Company</b>						
Revolving credit	73,448	4.15 - 5.39	76,821	76,821	-	-
Other payables	40,596	-	40,596	40,596	-	-
Financial guarantees	-	-	136,395	136,395	-	-
	114,044		253,812	253,812	-	-

#### 30.6 Market risk

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

##### 30.6.1 Currency risk

The Group is exposed to foreign currency risk on sales, purchases, cash and deposits and borrowings that are denominated in a currency other than the respective functional currencies of Group entities. The currencies giving rise to this risk are primarily Australian Dollar ("AUD"), U.S. Dollar ("USD"), Great Britain Pound ("GBP") and New Zealand Dollar ("NZD").

##### *Risk management objectives, policies and processes for managing the risk*

The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which the property or investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investments.

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.6 Market risk (Cont'd)

##### 30.6.1 Currency risk (Cont'd)

###### *Exposure to foreign currency risk*

The Group's exposure to foreign currency (a currency which is other than the functional currency of the Group entities) risk, based on carrying amounts as at the end of the reporting period are as follows:

Group	Denominated in			
	AUD RM'000	USD RM'000	GBP RM'000	NZD RM'000
<b>2023</b>				
Trade and other receivables	40	256	1	32
Cash and deposits	4,654	41,852	2,044	25,641
Trade and other payables	-	(2,385)	-	-
	<b>4,694</b>	<b>39,723</b>	<b>2,045</b>	<b>25,673</b>
<b>2022</b>				
Trade and other receivables	50	437	1	22
Cash and deposits	15,605	49,903	1,809	23,603
Trade and other payables	-	(2,383)	-	-
	<b>15,655</b>	<b>47,957</b>	<b>1,810</b>	<b>23,625</b>

Company	Denominated in	
	AUD RM'000	USD RM'000
<b>2023</b>		
Amounts due from subsidiaries	375,092	-
Trade and other receivables	-	81
Cash and deposits	2	41,672
Trade and other payables	-	(1,394)
Amounts due to subsidiaries	(4)	(6)
	<b>375,090</b>	<b>40,353</b>

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.6 Market risk (Cont'd)

##### 30.6.1 Currency risk (Cont'd)

*Exposure to foreign currency risk (Cont'd)*

Company	Denominated in	
	AUD RM'000	USD RM'000
<b>2022</b>		
Amounts due from subsidiaries	310,269	-
Trade and other receivables	22	307
Cash and deposits	9,342	44,100
Trade and other payables	-	(2,337)
Amounts due to subsidiaries	(29,931)	(4,493)
	289,702	37,577

*Currency risk sensitivity analysis*

A 5% (2022: 5%) strengthening of the Ringgit Malaysia against the following currencies at the end of the reporting period would have increased/(decreased) post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables remained constant.

	Profit or loss			
	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
AUD	(178)	(595)	(14,253)	(11,009)
USD	(1,509)	(1,822)	(1,533)	(1,428)
GBP	(78)	(69)	-	-
NZD	(976)	(898)	-	-

A 5% (2022: 5%) weakening of Ringgit Malaysia against the above currencies at the end of the reporting period would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remained constant.

##### 30.6.2 Interest rate risk

The Group's placement of fixed rate deposits with licensed banks and its fixed rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's placement of variable rate deposits with licensed banks and its variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. The Company's exposure to interest rate risk arises principally from its amounts due from subsidiaries. Short term receivables and payables are not significantly exposed to interest rate risk.

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.6 Market risk (Cont'd)

##### 30.6.2 Interest rate risk (Cont'd)

*Risk management objectives, policies and processes for managing the risk*

The Group's policy is to manage interest cost using a mix of fixed and floating rate debts.

*Exposure to interest rate risk*

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

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>Fixed rate instruments</b>				
Financial assets	455,091	479,919	41,672	54,443
Financial liabilities	(162,665)	(138,553)	-	-
	<b>292,426</b>	<b>341,366</b>	<b>41,672</b>	<b>54,443</b>
<b>Floating rate instruments</b>				
Financial assets	-	-	725,959	630,818
Financial liabilities	(2,092,122)	(1,873,495)	(74,948)	(73,448)
	<b>(2,092,122)</b>	<b>(1,873,495)</b>	<b>651,011</b>	<b>557,370</b>

*Interest rate risk sensitivity analysis*

(a) *Fair value sensitivity analysis for fixed rate instruments*

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

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.6 Market risk (Cont'd)

##### 30.6.2 Interest rate risk (Cont'd)

*Interest rate risk sensitivity analysis (Cont'd)*

(b) *Cash flow sensitivity analysis for variable rate instruments*

A change of 50 basis points ("bp") in interest rates at the end of the reporting period would have increased/(decreased) post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables remained constant.

	Profit or loss			
	Group		Company	
	50bp increase RM'000	50bp decrease RM'000	50bp increase RM'000	50bp decrease RM'000
<b>2023</b>				
Floating rate instruments	(7,950)	7,950	2,474	(2,474)
<b>2022</b>				
Floating rate instruments	(7,119)	7,119	2,118	(2,118)

##### 30.6.3 Other price risk

Equity price risk arises from the Group's investments in equity securities.

*Risk management objectives, policies and processes for managing the risk*

Management of the Group monitors the equity investments on a portfolio basis. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors of the Group.

The Group does not have significant exposure to equity price risk.

##### 30.7 Fair value information

The carrying amounts of cash and deposits with licensed banks, short term receivables and payables and short term borrowings reasonably approximate fair values due to the relatively short term nature of these financial instruments.

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.7 Fair value information (Cont'd)

The table below analyses financial instruments carried at fair value.

2023 Group	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value RM'000	Carrying amount RM'000
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000		
<b>Financial assets</b>										
Quoted shares	10,147	-	-	10,147	-	-	-	-	10,147	10,147
Unquoted shares	-	-	294,873	294,873	-	-	-	-	294,873	294,873
Unquoted loan notes	-	-	-	-	-	-	258,634	258,634	258,634	257,907
	<b>10,147</b>	<b>-</b>	<b>294,873</b>	<b>305,020</b>	<b>-</b>	<b>-</b>	<b>258,634</b>	<b>258,634</b>	<b>563,654</b>	<b>562,927</b>
<b>Financial liabilities</b>										
Loans and borrowings	-	-	-	-	-	-	(2,194,117)	(2,194,117)	(2,194,117)	(2,190,166)
<b>Company</b>										
<b>Financial assets</b>										
Unquoted shares	-	-	1,043	1,043	-	-	-	-	1,043	1,043
<b>Financial liabilities</b>										
Loans and borrowings	-	-	-	-	-	-	(74,948)	(74,948)	(74,948)	(74,948)

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.7 Fair value information (Cont'd)

The table below analyses financial instruments carried at fair value. (Cont'd)

2022 Group	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value RM'000	Carrying amount RM'000
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000		
<b>Financial assets</b>										
Quoted shares	12,077	-	-	12,077	-	-	-	-	12,077	12,077
Unquoted shares	-	-	440,620	440,620	-	-	-	-	440,620	440,620
Unquoted loan notes	-	-	-	-	-	-	246,309	246,309	246,309	234,124
	12,077	-	440,620	452,697	-	-	246,309	246,309	699,006	686,821
<b>Financial liabilities</b>										
Loans and borrowings	-	-	-	-	-	-	(1,955,673)	(1,955,673)	(1,955,673)	(1,951,191)
<b>Company</b>										
<b>Financial assets</b>										
Unquoted shares	-	-	1,043	1,043	-	-	-	-	1,043	1,043
<b>Financial liabilities</b>										
Loans and borrowings	-	-	-	-	-	-	(73,448)	(73,448)	(73,448)	(73,448)

## Notes to the Financial Statements

### 30. FINANCIAL INSTRUMENTS (Cont'd)

#### 30.7 Fair value information (Cont'd)

##### Level 3 fair value

The following table shows a reconciliation of Level 3 fair values:

	2023	2022
	RM'000	RM'000
<b>Group</b>		
Unquoted shares		
At 1 January	440,620	417,743
Addition	18,348	8,598
Fair value (loss)/gain recognised in other comprehensive income	(180,286)	20,324
Effect of movements in exchange rates	16,191	(6,045)
At 31 December	294,873	440,620
<b>Company</b>		
Unquoted shares		
At 1 January/31 December	1,043	1,043

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

##### Financial instruments carried at fair value

Type	Description of valuation technique and inputs used
Unquoted shares	The fair value of unquoted shares is based on share of net assets at reporting date.

##### Financial instruments not carried at fair value

Type	Description of valuation technique and inputs used
Unquoted bond, unquoted loan notes and loans and borrowings	Discounted cash flows using a rate based on the current market rate of bond, loan notes and borrowing of the respective Group entities at the reporting date.

##### Valuation processes applied by the Group for Level 3 fair value

###### *Non-derivative financial liabilities*

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period. The market rate of interest of loans and borrowings is determined by reference to similar borrowing arrangements.

#### 30.8 Material accounting policy information

The Group or the Company applies trade date accounting for regular way purchase or sale of financial assets.

## Notes to the Financial Statements

### 31. CAPITAL MANAGEMENT

The Group's financial risk management objective seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its interest rate risks (both fair value and cash flow), foreign currency risk, liquidity risk and credit risk.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or expansion plans of the Group. The Group may adjust the capital structure by issuing new shares or returning capital to shareholders.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio up to 50%. The Group includes within net debt, loans and borrowings, trade and other payables, less cash and deposits. Capital includes equity attributable to the owners of the parent.

Group	Note	2023 RM'000	2022 RM'000
Loans and borrowings	20	2,190,166	1,951,191
Trade and other payables	21	276,921	173,560
Lease liabilities		64,621	60,857
Less: Cash and deposits	17	(278,892)	(231,129)
Net debt		2,252,816	1,954,479
Equity attributable to the owners of the Company		3,604,312	3,527,487
Total capital		3,604,312	3,527,487
Capital and net debt		5,857,128	5,481,966
Gearing ratio		38%	36%

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

### 32. CAPITAL COMMITMENTS

Group	2023 RM'000	2022 RM'000
<b>Capital expenditure commitments</b>		
<b>Property, plant and equipment</b>		
Authorised but not contracted for	91	1,618
Contracted but not provided for*	16,835	88,303
	16,926	89,921

\* The current capital commitments are mainly for enhancement works to Bimbadgen and Sanctuary Cove Marina.

## Notes to the Financial Statements

### 33. CONTINGENCIES

#### Contingent assets

As part of the disposal contract for land located at Norwest, the Group remains entitled to receive future compensation payable to the purchaser from the local roads authority for acquisition of a portion of the disposed land for road expansion. The affected land is an undeveloped portion of the site. The compensation is considered probable but not virtually certain as the authority has developed detailed plans for the site but has not yet committed to a timeline for implementation. The amount of compensation is subject to negotiation and review. The best estimate of the current value is RM4,710,000 (equivalent to AUD1,500,000) (2022: RM4,485,000).

#### Contingent liabilities

Group	2023 RM'000	2022 RM'000
Guarantees and letters of credit to third parties entered into in the normal course of business	20,057	18,463
Litigation in progress	-	598
Put options* issued to third parties for which exercise is subject to uncertain conditions precedent	19,541	18,608
Total contingent liabilities	39,598	37,669

It is not considered probable that these guarantees will result in a loss to the Group.

\* *Exercise of the put options by the landholder would result in payment by the Group to the landholder for the acquisition of land that would be recorded as development property.*

### 34. RELATED PARTIES

#### Significant related party transactions

The significant related party transactions of the Group and the Company are shown below. The balances related to the below transactions are shown in Note 13 and Note 21.

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>A. Subsidiaries</b>				
Interest income	-	-	40,370	23,336
Dividend income	-	-	-	21,050
Management fee expense	-	-	3,622	3,259
Acquisition of CRPS	-	-	-	189,833
Disposal of CRPS	-	-	-	433,327
Redemption of RPS	-	-	101,970	581,300

## Notes to the Financial Statements

## 34. RELATED PARTIES (Cont'd)

## Significant related party transactions (Cont'd)

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
<b>B. Associates</b>				
Dividend income	9,389	-	-	-
<b>C. Joint ventures</b>				
Dividend income	7,741	5,807	-	-
Interest income	51	-	-	-
Shared service income	3,813	3,664	-	-
<b>D. Other related parties</b>				
Companies related to a director:				
- Administration fee	695	807	-	-
- Interest income	-	2,735	-	-
- Rental expense	651	671	88	-
- Service expenses	2,321	2,327	1,388	2,327
Companies related to a person connected to a director:				
- Rental income	235	234	-	-
<b>E. Key management personnel</b>				
<b>Directors</b>				
- Remuneration	3,602	3,594	1,289	1,281
- Fees	356	280	356	280
- Defined contribution plans	229	222	131	124
- Estimated money value of benefits-in-kind	11	11	6	6
	4,198	4,107	1,782	1,691
<b>Other key management personnel</b>				
- Remuneration	64,455	55,797	-	-
- Defined contribution plans	3,486	3,201	-	-
	67,941	58,998	-	-

Other key management personnel comprise persons other than the Directors of the Company, having authority and responsibility for planning, directing and controlling the activities of the Group entities either directly or indirectly.

## Notes to the Financial Statements

### 35. ACQUISITION OF BUSINESS

During the financial year, the Group acquired 100% share of various businesses totalling RM8,510,000 detailed as below:

	Note	2023 RM'000	2022 RM'000
Food and beverage businesses		-	24,983
Car wash businesses		-	7,120
Promotional merchandise businesses	a	8,510	3,651
		<b>8,510</b>	<b>35,754</b>

a. Promotional merchandise namely Benson House and Full Colour Badges in Queensland, Australia.

In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

Group	Note	2023 RM'000	2022 RM'000
Property, plant and equipment	3	2,009	3,602
Right-of-use assets	4	-	14,747
Deferred tax assets	15	13	79
Inventories		182	1,342
Lease liabilities	20.5	-	(14,747)
Other liabilities		(18)	(383)
Provision		(1,287)	(9)
Total identifiable net assets		899	4,631
Goodwill	11	7,611	31,123
Total consideration of acquisition of business, net of cash and cash equivalents acquired		<b>8,510</b>	<b>35,754</b>

## Notes to the Financial Statements

### 36. INTEREST IN JOINT OPERATIONS

Details of the joint operations are as follows:

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2023	2022
			%	%
<b>Held through Mulpha Education Group Pty. Limited</b>				
The Hotel School Sydney	Australia	Education	57	57
The Hotel School Melbourne	Australia	Education	51	51
The Hotel School Brisbane	Australia	Education	51	51
The Hotel School Hayman Island	Australia	Education	51	51
<b>Held through Circa 1 Pty. Limited</b>				
The Bond (formerly known as JV6014)	Australia	Commercial property development	50	50
<b>Held through Mulpha Menangle Pty. Limited</b>				
MPlace	Australia	Integrated land development and subdivision	50	50

### 37. SUBSEQUENT EVENTS

On 31 January 2024, the Group refinanced the credit facilities of RM1,018,930,000 for an additional 3-year term. These credit facilities were secured by Transport House and InterContinental Sydney Australia and has a new maturity date of 31 January 2027. These credit facilities were classified as current liability at the balance sheet date.

## Notes to the Financial Statements

### 38. MATERIAL LITIGATION

In September 2012, the Company disposed of the entire equity interest in its wholly-owned subsidiary, Bestari Sepang Sdn Bhd (“Bestari”) for a cash consideration of RM1.0 million to Mula Holdings Sdn Bhd (“Mula”). As part of this transaction, the Company also entered into a Settlement Agreement with Mula whereby Mula shall pay a settlement sum (“Settlement Sum”) of RM104.0 million on or before 15 December 2012, as full and final settlement of the advances that the Company had previously made to Bestari and its subsidiaries, Spanstead Sdn Bhd (“Spanstead”) and Seri Ehsan (Sepang) Sdn Bhd (“Seri Ehsan”), failing which, additional payments will apply until the final settlement date of 15 December 2013 (“final settlement date”).

Mula failed to pay the Settlement Sum on the final settlement date. Accordingly, the Settlement Agreement automatically terminated and the Company’s right to receive payment of the full amount of RM301,506,429 as at 30 June 2012 (“Full Outstanding Amount”) that the Company had previously advanced to Bestari, Spanstead and Seri Ehsan (collectively “Bestari Group”) was reinstated. The Full Outstanding Amount is secured by land titles belonging to Seri Ehsan (“the Land”) and an irrevocable Power of Attorney to deal with the Land.

As Bestari Group failed to settle the Full Outstanding Amount, the Company filed a Writ of Summons and Statement of Claim against Mula and Bestari Group on 30 January 2015 claiming for, amongst others, a declaration that the Full Outstanding Amount of RM301,506,429 as at 30 June 2012 together with interest thereon is due and owing by Bestari Group (“MIB Action”). Separately, Mulpha Ventures Sdn Bhd (a wholly-owned subsidiary of the Company and a licensed moneylender) (“MVSB”) filed a writ of claim against Mula and Bestari Group to recover an outstanding loan granted by MVSB to Bestari (“MVSB Action”).

Judgment for the MIB Action was delivered on 17 July 2020 and declared the amount due and payable to the Company to be RM301 million plus interest and held that the Power Attorney is valid. Further, the defendants are restrained from dealing with the Land. Moreover, the High Court dismissed Mula’s counterclaim with costs. On 24 June 2022, the Court of Appeal dismissed Mula’s appeal with costs. Subsequently on 15 November 2022, the Federal Court dismissed Mula’s leave application and the matter is fully litigated. In respect of the MVSB Action, the High Court allowed the claim for the principal sum of the loan and outgoings totalling RM48 million plus interest and matter is fully litigated.

## Statement by Directors

pursuant to Section 251(2) of the Companies Act 2016

In the opinion of the Directors, the financial statements set out on pages 112 to 212 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards as issued by the International Accounting Standards Board 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 of 31 December 2023 and of their financial performance and cash flows for the financial year then ended.

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

**Lee Seng Huang**  
Director

**Lee Eng Leong**  
Director

Date: 8 April 2024

## Statutory Declaration

pursuant to Section 251(1)(b) of the Companies Act 2016

I, **Ivan Nigel Gorridge**, the officer primarily responsible for the financial management of Mulpha International Bhd., do solemnly and sincerely declare that the financial statements set out on pages 112 to 212 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Notaries Public Act 1984.

Subscribed and solemnly declared by the abovenamed Ivan Nigel Gorridge, CPA Australia 1559433, at Sydney, New South Wales, Australia on 8 April 2024.

**Ivan Nigel Gorridge**

I, **Martin Joseph O'Connor, Notary Public**, duly authorised admitted and sworn and practising in the city of Sydney in the State of New South Wales in the Commonwealth of Australia, do hereby certify that Ivan Nigel Gorridge appeared before me today, identified himself to me to my satisfaction, swore and made the declaration according to Australia Law, and I witnessed his signature appearing above.

Before me:

**Martin Joseph O'Connor,**  
Notary Public

8 April 2024

# Independent Auditors' Report

to the members of Mulpha International Bhd.

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of Mulpha International Bhd., which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, 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 year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 112 to 212.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and of their financial performance and their cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards as issued by the International Accounting Standards Board ("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 auditors' report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence and Other Ethical Responsibilities*

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

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current 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.

### Valuation of investment properties

Refer to Note 5 - Investment properties.

#### The key audit matter

The Group's investment properties are predominantly commercial properties located across Australia, which form a significant component of investment properties with a total carrying amount of RM1,548,519,000 as at 31 December 2023.

These investment properties are stated at their fair values based on independent external and internal valuations.

The valuation process involves significant judgement in determining the appropriate valuation methodology to be used, and in estimating the appropriate key underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied in deriving at the capitalisation rates i.e. a small change in the assumptions can have a significant impact to the valuation.

## Independent Auditors' Report

to the members of Mulpha International Bhd.

### KEY AUDIT MATTERS (Cont'd)

#### How the matter was addressed in our audit

We performed the following audit procedures, among others:

*For investment properties valued by external experts engaged by the Group:*

- Assessed the competence and objectivity of external independent valuer engaged by the Directors and management;
- Assessed whether the valuation methodology was appropriate and in accordance with the requirements of accounting standards; and
- Corroborated key assumptions, such as capitalisation rate and price per square foot with available market data and our knowledge of historical performance of the asset, adjusted for expected market conditions.

*For internally valued investment properties:*

- Evaluated Directors' and management's processes and controls for preparing, reviewing and approving the Group's valuations based on Group policies;
- Assessed whether the underlying calculation methodology was performed in accordance with the requirements of the accounting standards; and
- Assessed key valuation and the underlying assumptions, including:
  - Comparing the capitalisation rate to market data; and
  - Agreeing passing rental income to the property manager's retail tenancy schedule as well as major tenants to the underlying lease agreements

#### Valuation of investment securities

Refer to Note 9 - Investment securities.

#### The key audit matter

The Group invests in unquoted shares and loan notes. These investments in unquoted shares and loan notes are classified as Level 3 financial instruments, measured at fair value through other comprehensive income and amortised cost respectively.

Valuation on these investments is performed based on methodologies that applied unobservable inputs, which involves significant degree of estimation uncertainty and management judgment.

#### How the matter was addressed in our audit

We performed the following audit procedures, among others:

- Updated our understanding of management's processes and control over valuation model used.
- Ascertained the accounting policies applied is in accordance with requirements of relevant accounting standards.
- Evaluated the reasonableness of management's key judgements and estimates made to determine the fair value of investments in unquoted shares, and tested the post-fair value adjustment.
- Assessed recoverability of investments in unquoted loan notes and reasonableness of expected credit losses provided for, if any.

We have determined that there are no key audit matters in the audit of the separate financial statements of the Company to communicate in our auditors' report.

## Independent Auditors' Report

to the members of Mulpha International Bhd.

### 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 Directors' Report and Statement of Risk Management and Internal Control but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date of this auditors' report, and the remaining parts of the annual report, which are expected to be made available to us after that date.

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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining parts of the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Directors of the Company and take appropriate actions in accordance with approved standards on auditing in Malaysia and International Standards on Auditing.

### 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 ability of the Group and of the Company 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.

## Independent Auditors' Report

to the members of Mulpha International Bhd.

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (Cont'd)

- 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 internal control of the Group and of the Company.
- 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 ability of the Group or of the Company 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 gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

## Independent Auditors' Report

to the members of Mulpha International Bhd.

### 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 6 to the financial statements.

### OTHER MATTER

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

**KPMG PLT**  
(LLP0010081-LCA & AF 0758)  
Chartered Accountants

Petaling Jaya, Selangor

Date: 8 April 2024

**Chew Beng Hong**  
Approval Number: 02920/02/2026 J  
Chartered Accountant

# Material Properties of The Group

as at 31 December 2023

	Location/Address	Year of Acquisition/ Completion/ Revaluation ( R )	Tenure	Year Lease Expiring	Age of Building	Land Area/ Built Up Area	Description/ Existing Use	Net Book Value RM'000
1.	117 Macquarie Street Sydney New South Wales Australia	2004	Freehold	N/A	38 years	3,909.00 sq. metres	5-star hotel	805,929
2.	Sanctuary Cove Gold Coast Queensland Australia	2002 and 2018 2023 (R)	Freehold	N/A	35 to 36 years	68.33 hectares	Integrated resort with hotel, shopping precinct, retail/office, clubs & marina and residential development	667,305*
3.	Lot 7, 8, 679 Mukim Pulau Lot 1141, 1541 Tanjung Kupang Daerah Johor Bahru	1991	Freehold	N/A	N/A	365.36 hectares	Land being used for a resort & recreation, residential and commercial developments	556,505
4.	Norwest Marketown Norwest Boulevard Baulkham Hills New South Wales Australia	2015 2023 (R)	Freehold	N/A	24 years	4.40 hectares	Shopping centre	518,046*
5.	Norwest Quarter, Haven and Neo Baulkham Hills New South Wales Australia	2014 and 2016	Freehold	N/A	N/A	4.13 hectares	High density residential development	393,730
6.	Hayman Island Great Barrier Reef Queensland Australia	2004 2019 (R)	Leasehold	Perpetuity	35 years	291.48 hectares	5-star island resort and residential development	350,202
7.	99-113 Macquarie Street Sydney New South Wales Australia	2004 2023 (R)	Freehold	N/A	85 years	1,600.00 sq. metres	Commercial property	343,046*
8.	Capri on Via Roma Isle of Capri 15-21 Via Roma Surfers Paradise Queensland Australia	2022 2023 (R)	Freehold	N/A	10 to 35 years	1.13 hectares	Shopping centre	259,914*
9.	Nesuto Stadium Apartment Hotel Auckland New Zealand	2018 2023 (R)	Leasing	2146	15 years	2,450.00 sq. metres	4-star hotel	244,070*
10.	335-337 Sussex Street Sydney New South Wales Australia	2023	Freehold	N/A	108 to 133 years	2,259.90 sq. metres	Land for hotel development	131,676

Note: The list of properties above shows the particulars of the top 10 properties in terms of highest net book value as at the end of the financial year.

\* Included an investment property carried at fair value.

# Analysis of Shareholdings

as at 20 March 2024

Total Number of Issued Shares : 311,178,230 ordinary shares  
 Class of Shares : Ordinary shares  
 Voting Rights : One vote per ordinary share on a poll

## DISTRIBUTION OF SHAREHOLDINGS BASED ON RECORD OF DEPOSITORS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholdings
Less than 100	1,180	7.84	23,696	0.01
100 - 1,000	10,339	68.66	3,676,989	1.18
1,001 - 10,000	2,981	19.80	9,871,704	3.17
10,001 - 100,000	454	3.01	12,473,220	4.01
100,001 - 15,558,910 (Less than 5% of issued shares)	101	0.67	62,050,279	19.94
15,558,911 (5%) and above	4	0.02	223,082,342	71.69
<b>Total</b>	<b>15,059</b>	<b>100.00</b>	<b>311,178,230</b>	<b>100.00</b>

## THIRTY LARGEST SECURITIES ACCOUNT HOLDERS BASED ON RECORD OF DEPOSITORS

No.	Name of Shareholders	No. of Shares	%
1.	Magic Unicorn Limited	106,792,242	34.32
2.	Nautical Investments Limited	75,507,000	24.26
3.	Phillip Nominees (Asing) Sdn Bhd - Exempt AN for Everbright Securities Investment Services (HK) Limited	20,783,100	6.68
4.	Phillip Nominees (Tempatan) Sdn Bhd - Exempt AN for Everbright Securities Investment Services (HK) Limited (A/C Client)	20,000,000	6.43
5.	Apex Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Paramjit Singh Gill (Margin)	7,344,900	2.36
6.	Klang Enterprise Sendirian Berhad	6,690,660	2.15
7.	Lee Ming Tee	4,815,300	1.55
8.	HSBC Nominees (Tempatan) Sdn Bhd - Exempt AN for Credit Suisse (SG BR-TST-TEMP)	4,421,600	1.42
9.	Phillip Nominees (Asing) Sdn Bhd - Everbright Securities Investment Services (HK) Limited for Lee Ming Tee	4,000,000	1.29
10.	Nautical Investments Limited	2,617,200	0.84
11.	UOB Kay Hian Nominees (Asing) Sdn Bhd - Exempt AN for UOB Kay Hian Pte Ltd (A/C Clients)	2,415,660	0.78
12.	Chin Sin Lin	1,606,780	0.52
13.	HSBC Nominees (Asing) Sdn Bhd - Exempt AN for The Hongkong And Shanghai Banking Corporation Limited (PB-HKDIV-ACCL)	1,305,000	0.42

## Analysis of Shareholdings

as at 20 March 2024

### THIRTY LARGEST SECURITIES ACCOUNT HOLDERS BASED ON RECORD OF DEPOSITORS (Cont'd)

No.	Name of Shareholders	No. of Shares	%
14.	Kenanga Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Cheong Chen Yue	926,900	0.30
15.	RHB Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Ong Ngoh Ing @ Ong Chong Oon	889,100	0.29
16.	RHB Nominees (Asing) Sdn Bhd - Pledged Securities Account for Lee Sui Hee	815,855	0.26
17.	Oh Aik Teong Michael	808,300	0.26
18.	UOB Kay Hian Nominees (Tempatan) Sdn Bhd - Exempt AN for UOB Kay Hian Pte Ltd (A/C Clients)	768,070	0.25
19.	Wilfred Koh Seng Han	703,400	0.23
20.	Kenanga Nominees (Tempatan) Sdn Bhd - Derrick Kong Ying Kit (PCS)	670,000	0.22
21.	HLB Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Tan Chang Joon	650,000	0.21
22.	Kenanga Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Chin Kiam Hsung	610,750	0.20
23.	Ong Chiow Hock	582,000	0.19
24.	Phillip Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Cheong Chen Yue	581,200	0.19
25.	Goh Ah Tee @ Goh Hui Chua	502,200	0.16
26.	Wong Sue Yin	500,000	0.16
27.	Lim Gaik Bway @ Lim Chiew Ah	484,690	0.16
28.	Chin Khee Kong & Sons Sendirian Berhad	477,200	0.15
29.	Maybank Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Oh Kim Sun	450,000	0.14
30.	Ooi Chieng Sim	439,400	0.14

## Analysis of Shareholdings

as at 20 March 2024

### SUBSTANTIAL SHAREHOLDERS BASED ON REGISTER OF SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	← Direct →		← Indirect →	
	No. of Shares	%	No. of Shares	%
Nautical Investments Limited	78,124,200	25.11	-	-
Magic Unicorn Limited	106,792,242	34.31	-	-
Mountbatten Corporation	-	-	78,124,200 <sup>a</sup>	25.11
Mount Glory Investments Limited	-	-	184,916,442 <sup>b</sup>	59.42
Lee Ming Tee	8,815,300	2.83	191,607,102 <sup>c</sup>	61.57
Lee Seng Huang	20,000,000	6.43	200,422,402 <sup>d</sup>	64.40

### DIRECTORS' SHAREHOLDINGS IN MULPHA INTERNATIONAL BHD. AND ITS SUBSIDIARIES BASED ON REGISTER OF DIRECTORS' SHAREHOLDINGS

Name of Directors	← Direct →		← Indirect →	
	No. of Shares	%	No. of Shares	%
Lee Seng Huang	20,000,000	6.43	200,422,402 <sup>d</sup>	64.40
Lee Eng Leong	-	-	-	-
Chew Hoy Ping	-	-	-	-
Loong Caesar	-	-	-	-
Geoffrey Earl Grady	-	-	-	-
Josephine Phan Su Han	-	-	-	-

By virtue of Lee Seng Huang's substantial interest in the shares of Mulpha International Bhd., he is also deemed interested in the shares of all the subsidiaries to the extent that Mulpha International Bhd. has an interest.

#### Notes:

- a Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of its shareholding in Nautical Investments Limited.
- b Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of its shareholdings in Mountbatten Corporation and Magic Unicorn Limited.
- c Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of his shareholdings in Mount Glory Investments Limited and Klang Enterprise Sdn Bhd.
- d Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of his family relationship with Mr Lee Ming Tee and his shareholding in Klang Enterprise Sdn Bhd.

# Notice of 50<sup>th</sup> Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 50<sup>th</sup> Annual General Meeting (“AGM”) of Mulpha International Bhd. (“the Company”) will be held as a virtual meeting on the following date, time and venue for the following purposes:

Day and Date	:	Thursday, 6 June 2024
Time	:	2.30 p.m.
Broadcast Venue	:	Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia
Online Meeting Platform	:	Lumi AGM provided by Boardroom Share Registrars Sdn Bhd in Malaysia at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>

## AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ and Auditors’ Reports thereon. *(Please refer to Explanatory Note 1)*
- To re-elect Mr Chew Hoy Ping who retires by rotation pursuant to Clause 106 of the Company’s Constitution and being eligible, has offered himself for re-election. *(Ordinary Resolution 1)*

Mr Loong Caesar who also retires by rotation pursuant to Clause 106 of the Company’s Constitution, has notified that he will not be seeking re-election at this AGM. Hence, he will hold office as a Director of the Company until the conclusion of this AGM.

- To approve the payment of Directors’ fees and benefits to the Non-Executive Directors of the Company (based on the remuneration structure as disclosed in item 3 of the Explanatory Notes on Ordinary and Special Businesses) for the period from 7 June 2024 until the conclusion of the next AGM of the Company to be held in 2025. *(Ordinary Resolution 2)*
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 3)*

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolutions:-

- ORDINARY RESOLUTION:  
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

“THAT subject always to the Companies Act 2016 (“the Act”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company’s Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act:

- to issue and allot new shares in the Company; and/or
- to grant rights to subscribe for shares in the Company; and/or
- to convert any security into shares in the Company; and/or
- to allot shares under an agreement or option or offer,

## Notice of 50<sup>th</sup> Annual General Meeting

at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of new shares issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months, does not exceed 10% of the total number of issued shares of the Company for the time being (excluding treasury shares, if any) ("**10% General Mandate**").

THAT such approval of the 10% General Mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company held after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the Main Market of Bursa Securities.

AND THAT the Directors be further authorised to implement, finalise, complete and take all necessary steps and to do all acts, deeds and things as may be necessary or expedient (including executing such documents as may be required) in order to give full effect to the 10% General Mandate, with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

THAT pursuant to Section 85 of the Act, read together with Clause 49(1) of the Company's Constitution, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares, arising from any issuance of new shares pursuant to this general mandate AND THAT the Directors of the Company are exempted from the obligation to offer such new shares first to the existing shareholders of the Company in proportion to their respective shareholdings in the Company, provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect."

*(Ordinary Resolution 4)*

## Notice of 50<sup>th</sup> Annual General Meeting

6. **ORDINARY RESOLUTION:  
Proposed Renewal of Authority to Issue and Allot Shares pursuant to the  
Company's Dividend Reinvestment Plan**

"THAT pursuant to the Dividend Reinvestment Plan as approved by the shareholders at the Extraordinary General Meeting held on 27 June 2011 and renewed at the AGM held on 8 June 2023, the Directors be and are hereby authorised to issue and allot new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the interest of the Company.

THAT the Directors and the Secretary be and are hereby authorised to do all such acts and enter into all such transactions, agreements, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan, with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or at the discretion of the Directors in the best interest of the Company."

*(Ordinary Resolution 5)*

7. **ORDINARY RESOLUTION:  
Proposed Renewal of Authority for the Purchase by the Company of its Own  
Shares**

"THAT subject to compliance with the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant rules and regulations that may be in force from time to time, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the latest audited retained profits of the Company.

THAT such authority shall commence upon the passing of this ordinary resolution and shall remain in force until:

- (i) the conclusion of the next AGM of the Company at which time such authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

## Notice of 50<sup>th</sup> Annual General Meeting

THAT authority be and is hereby given to the Directors of the Company to decide in their discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell the treasury shares and/or to distribute them as share dividends and/or subsequently cancel them or such other manner as may be allowed under the Act and the Main Market Listing Requirements of Bursa Securities.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to give full effect to the aforesaid with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.”

*(Ordinary Resolution 6)*

By Order of the Board

**LEE ENG LEONG** (MIA 7313) (SSM PC No. 201908003732)  
**LEE SUAN CHOO** (MAICSA 7017562) (SSM PC No. 202008003634)  
 Company Secretaries

Johor Darul Takzim  
 30 April 2024

### NOTES:

1. The AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities (“**RPV**”). Please follow the procedures as set out in the *Administrative Guide for the AGM* in order to register, participate and vote remotely via RPV.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be present at the main venue. No members/proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
3. A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member 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. An “exempt authorised nominee” refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
6. Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies (“**Proxy Form**”), otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate Proxy Forms.

## Notice of 50<sup>th</sup> Annual General Meeting

7. The Proxy Form shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
8. The Proxy Form may be submitted in hard copy form or by electronic means in the following manner and must be received not less than 48 hours before the time appointed for holding the 50<sup>th</sup> AGM (i.e. **Tuesday, 4 June 2024 at 2.30 p.m.**) or any adjournment thereof:
  - (i) In hard copy form  
The Proxy Form must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
  - (ii) By electronic means  
The Proxy Form can also be submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>; or by fax at (603) 7890 4670; or by email to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com).
9. If the Proxy Form is submitted without any instruction as to how the proxy shall vote, the proxy will vote in his/her discretion. If no name is stated in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
10. For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **29 May 2024** and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this AGM via RPV.
11. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of AGM shall be put to vote by way of poll.

### **Personal Data Privacy:**

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

## Notice of 50<sup>th</sup> Annual General Meeting

### EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES

#### 1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2023

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Audited Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.

#### 2. Ordinary Resolution 1 – Re-Election of Retiring Director pursuant to Clause 106 of the Company's Constitution

Pursuant to Clause 106 of the Company's Constitution, one-third or the number nearest to one-third of the Directors of the Company shall retire from office by rotation annually and subject to re-election at the AGM. All Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.

##### (a) Re-election of Mr Chew Hoy Ping as Director of the Company

Mr Chew Hoy Ping ("**Mr Chew**") is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this AGM.

For the purpose of determining the eligibility of Mr Chew to stand for re-election at this AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the Nomination Committee ("**NC**") has reviewed and assessed Mr Chew from the annual assessment and evaluation of the Board for the financial year 2023. Mr Chew has provided the fit and proper declaration in accordance with the Directors' Fit and Proper Policy. Accordingly, the NC has recommended the re-election of Mr Chew based on the following considerations:

- (i) Mr Chew demonstrated diligence and commitment, satisfactory performance, active participation in and valuable contribution to Board deliberations, ability to act in the best interest of the Company in decision-making, and has met the Board's expectation in discharging his duties and responsibilities;
- (ii) Mr Chew met the fit and proper criteria with reference to the Directors' Fit and Proper Policy in terms of character and integrity; experience and competence; and time and commitment; and
- (iii) Mr Chew brings a wealth of expertise and experience to the Board. He has vast experience in the finance, accounting and audit industry, which enabled him to provide constructive advice and expertise as a member of the Audit and Risk Management Committee ("**ARMC**").

Based on the above, the Board supported and endorsed the NC's recommendation for the re-election of Mr Chew subject to the shareholders' approval at this AGM. Mr Chew had abstained from deliberation and voting on his re-election.

The profile of Mr Chew is set out in the Profile of Board of Directors section of the Annual Report 2023.

##### (b) Retirement of Mr Loong Caesar as Director at the conclusion of this AGM

Mr Loong Caesar who retires by rotation pursuant to Clause 106 of the Company's Constitution, has notified that he will not be seeking re-election at this AGM. Hence, he will hold office until the conclusion of this AGM and retire as a Director of the Company thereafter.

## Notice of 50<sup>th</sup> Annual General Meeting

### 3. Ordinary Resolution 2 – Payment of Directors’ Fees and Benefits

Section 230(1) of the Act provides amongst others, that the fees and benefits (“**Remuneration**”) payable to the Directors of a listed company shall be approved by the shareholders at a general meeting. The Remuneration payable to the Non-Executive Directors of the Company comprises Directors’ fees, fixed allowance and meeting attendance allowance, which are the same amount as approved at the previous AGM held in 2023.

This Resolution is to seek shareholders’ approval for payment of the Remuneration to the Non-Executive Directors for the period from 7 June 2024 until the conclusion of the next AGM of the Company to be held in 2025, in accordance with the remuneration structure as set out below:

Directors’ Fees / Allowances	Amount
Directors’ Fees ( <i>payable on monthly basis</i> ):	
<ul style="list-style-type: none"> <li>● For Chairman of ARMC</li> <li>● For other Non-Executive Directors</li> </ul>	RM104,000 per annum RM93,600 per annum
Fixed Allowance ( <i>payable on quarterly basis</i> ):	
<ul style="list-style-type: none"> <li>● For Chairman of ARMC</li> <li>● For Chairman of other Board Committees</li> </ul>	RM52,000 per annum RM15,600 per annum
Meeting Allowance for attendance of Board and Board Committee Meetings ( <i>payable after each meeting</i> )	RM3,200 per meeting

The fixed allowances are given to the Chairmen of Board Committees in recognition of their significant roles in leadership and oversight, and their wide-ranging scope of responsibilities as a Committee Chair.

### 4. Ordinary Resolution 3 – Re-Appointment of Auditors

The ARMC has undertaken an annual assessment of the suitability and independence of Messrs KPMG PLT (“**KPMG**”) as Auditors of the Company based on the criteria as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities.

In its assessment, the ARMC considered several factors which include the following:

- (a) Adequacy of experience and resources of KPMG and the level of knowledge, capabilities and experience of the audit partner and staff assigned to the audit;
- (b) Quality of performance and level of engagement of KPMG with the ARMC throughout the year;
- (c) Ability to provide constructive observations, implications and recommendations in areas requiring improvements;
- (d) Appropriateness of audit approach and the effectiveness of audit planning;
- (e) Ability to perform audit work within agreed timeframe; and
- (f) Openness in communication and interaction with the audit partner and engagement team through discussions at the private meetings with the ARMC, which demonstrated the independence and objectivity of KPMG.

Being satisfied with the independence as well as the suitability of KPMG based on the quality of audit, performance, competency and sufficiency of resources that KPMG provided to the Group, the ARMC has recommended the re-appointment of KPMG as Auditors of the Company.

The Board has approved the ARMC’s recommendation for the shareholders’ approval to be sought at this AGM on the re-appointment of KPMG as Auditors of the Company. The Board is also seeking shareholders’ approval to authorise the Directors to fix the remuneration of KPMG.

## Notice of 50<sup>th</sup> Annual General Meeting

### 5. Ordinary Resolution 4 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

This Resolution is to empower the Directors to issue and allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company and/or allot shares under an agreement or option or offer, at any time at such price, upon such terms and conditions, for such purposes and to such person(s) as they consider would be in the interest of the Company, provided that the aggregate number of new shares issued, when aggregated with the total number of any such shares issued during the preceding 12 months, does not exceed 10% of the total number of issued shares of the Company for the time being.

The Board is of the view that the general mandate would be in the best interest of the Company and its shareholders as it would allow the Company to raise funds efficiently and expeditiously to meet its funding requirements, should the Company be required to do so. It will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding current and future investment(s), project(s), acquisition(s) and/or working capital. The general mandate is sought to avoid any delay and cost involved in convening a general meeting merely to approve such issue of shares.

The authority for this general mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

Pursuant to Section 85 of the Act, read together with Clause 49(1) of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered new shares in the Company which rank equally to the existing issued shares of the Company. By voting in favour of this Resolution, shareholders of the Company agree to waive their pre-emptive rights and thus will allow the Directors to issue new shares to any person under this general mandate without having to offer the new shares to all existing shareholders of the Company prior to the issuance of the new shares.

### 6. Ordinary Resolution 5 – Proposed Renewal of Authority to Issue and Allot Shares pursuant to the Company's Dividend Reinvestment Plan

This Resolution is to give authority to the Directors to issue and allot new ordinary shares in the Company from time to time as may be required under the Company's Dividend Reinvestment Plan until the conclusion of the next AGM of the Company. A renewal of this authority will be sought at the subsequent AGM.

### 7. Ordinary Resolution 6 – Proposed Renewal of Authority for the Purchase by the Company of its Own Shares

This Resolution, if passed, will renew the shareholders' mandate for the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company. The details on the proposed renewal of authority for the purchase by the Company of its own shares are set out in the Share Buy-Back Statement dated 30 April 2024.

# Statement Accompanying Notice of 50<sup>th</sup> Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)

**1. Details of persons who are standing for election as Directors (excluding Directors standing for re-election)**

No individual is seeking for election as a Director at the 50<sup>th</sup> AGM of the Company.

**2. A statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities**

The proposed Ordinary Resolution 4 on the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares or securities were issued pursuant to the said mandate granted to the Directors at the last AGM held on 8 June 2023.

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# MULPHA INTERNATIONAL BHD.

Registration No. 197401002704 (19764-T)  
Incorporated in Malaysia

No. of Shares held	
CDS Account No.	

## PROXY FORM

I/We \_\_\_\_\_ NRIC No./Company No. \_\_\_\_\_

Tel No. \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ being a member of the Company, hereby appoint \_\_\_\_\_

NRIC No. \_\_\_\_\_ Email: \_\_\_\_\_ Tel. No. \_\_\_\_\_

of \_\_\_\_\_ and/or \_\_\_\_\_

NRIC No. \_\_\_\_\_ Email: \_\_\_\_\_ Tel. No. \_\_\_\_\_

of \_\_\_\_\_

or failing him/her, the Chairman of the Meeting as my/our proxy to attend, participate and vote on my/our behalf at the 50<sup>th</sup> Annual General Meeting ("AGM") of the Company to be held virtually from the Broadcast Venue at Bale Club, Multi-Purpose Hall, No. 1, Jalan Polo, Leisure Farm, 81560 Gelang Patah, Johor Darul Takzim, Malaysia and via Lumi AGM at <https://meeting.boardroomlimited.my> on **Thursday, 6 June 2024 at 2.30 p.m.** and at any adjournment thereof.

Please indicate with 'X' in the space below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion.

ORDINARY RESOLUTIONS	FOR	AGAINST
<b>Resolution 1</b> Re-election of Mr Chew Hoy Ping		
<b>Resolution 2</b> Payment of Directors' fees and benefits		
<b>Resolution 3</b> Re-appointment of KPMG PLT as Auditors		
<b>Resolution 4</b> Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
<b>Resolution 5</b> Proposed renewal of authority to issue and allot shares pursuant to the Company's Dividend Reinvestment Plan		
<b>Resolution 6</b> Proposed renewal of authority for the purchase by the Company of its own shares		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Member \_\_\_\_\_

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:		
	No. of Shares	Percentage
1 <sup>st</sup> Proxy		%
2 <sup>nd</sup> Proxy		%
Total:		100%

Common Seal  
(for Corporate  
Members)

### NOTES:

- The AGM will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities ("RPV"). Please follow the procedures as set out in the *Administrative Guide for the AGM* in order to register, participate and vote remotely via RPV.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue. No members/proxies from the public shall be physically present at nor admitted to the Broadcast Venue.
- A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member 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. An "exempt authorised nominee" refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
- Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies ("Proxy Form"), otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate Proxy Forms.
- The Proxy Form shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The Proxy Form may be submitted in hard copy form or by electronic means in the following manner and must be received not less than 48 hours before the time appointed for holding the 50<sup>th</sup> AGM (i.e. **Tuesday, 4 June 2024 at 2.30 p.m.**) or any adjournment thereof:
  - In hard copy form  
The Proxy Form must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
  - By electronic means  
The Proxy Form can also be submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>; or by fax at (603) 7890 4670; or by email to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com).
- If the Proxy Form is submitted without any instruction as to how the proxy shall vote, the proxy will vote in his/her discretion. If no name is stated in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **29 May 2024** and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this AGM via RPV.

### Personal Data Privacy:

By submitting an instrument appointing a 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 April 2024.

FOLD THIS FLAP TO SEAL

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**AFFIX  
STAMP  
HERE**

**Boardroom Share Registrars Sdn Bhd**

Registration No. 199601006647 (378993-D)

**Share Registrar for MULPHA INTERNATIONAL BHD.**

Registration No. 197401002704 (19764-T)

11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

1<sup>ST</sup> FOLD HERE

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# Corporate Directory

- Mulpha International Bhd.**  
Suite 11-1, The Office Club  
Level 11, Menara Mudajaya  
No.12A, Jalan PJU 7/3  
Mutiar Damansara  
47810 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
T: (+603) 7718 6288  
[www.mulpha.com.my](http://www.mulpha.com.my)
- Leisure Farm Resort**  
D'Rimbunan  
No. 8, Jalan Peranginan  
Leisure Farm  
81560 Gelang Patah, Johor  
Malaysia  
T: (+607) 556 3003  
[www.leisurefarm.com.my](http://www.leisurefarm.com.my)
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T: (+612) 9239 5500  
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- Mulpha Sanctuary Cove**  
Jabiru House, Masthead Way  
Sanctuary Cove, Queensland  
4212 Australia  
T: (+617) 5577 6500  
[www.sanctuarycove.com](http://www.sanctuarycove.com)
- Mulpha Norwest Pty. Ltd.**  
Level 9, 117 Macquarie Street  
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[www.mulphanorwest.com.au](http://www.mulphanorwest.com.au)
- Hayman Island**  
1 Raintree Avenue  
Hayman Island  
Great Barrier Reef  
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T: (+617) 4940 1234  
[www.hayman.com.au](http://www.hayman.com.au)
- InterContinental Sydney**  
117 Macquarie Street  
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2000 Australia  
T: (+612) 9253 9000  
[www.icsydney.com.au](http://www.icsydney.com.au)
- InterContinental Sanctuary Cove Resort**  
Manor Circle, Sanctuary Cove  
Queensland 4212  
Australia  
T: (+617) 5530 1234  
[www.intercontinental-sanctuarycove.com](http://www.intercontinental-sanctuarycove.com)
- Bimbadgen**  
790 McDonalds Road  
Pokolbin, New South Wales  
2320 Australia  
T: (+612) 4998 4600  
[www.bimbadgen.com.au](http://www.bimbadgen.com.au)
- Transport House**  
99 Macquarie Street  
Sydney, New South Wales  
2000 Australia  
T: (+612) 9239 5500
- The Hotel School Australia**  
60 Philip Street  
Sydney, New South Wales  
2000 Australia  
T: (+612) 8249 3200  
[www.hotelschool.scu.edu.au](http://www.hotelschool.scu.edu.au)
- Marritz Hotel**  
12 Porcupine Road, Perisher  
Valley, New South Wales  
2624 Australia  
T: (+612) 6457 5220  
[www.marritzsalzburg.com.au](http://www.marritzsalzburg.com.au)
- Salzburg Apartments**  
24 Porcupine Road, Perisher  
Valley, New South Wales  
2624 Australia  
T: (+612) 6457 5220  
[www.marritzsalzburg.com.au](http://www.marritzsalzburg.com.au)
- Enacon Parking**  
Level 9, 117 Macquarie Street  
Sydney, New South Wales  
2000 Australia  
T: (+612) 9239 5500  
[www.enacon.com.au](http://www.enacon.com.au)
- Norwest Marketown**  
4 Century Circuit  
Norwest  
New South Wales 2153  
Australia  
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[www.norwestmarketown.com.au](http://www.norwestmarketown.com.au)
- Mulpha Funds Management**  
Level 9, 117 Macquarie Street  
Sydney, New South Wales  
2000 Australia  
T: (+612) 9958 9008  
[www.mulphafundsmanagement.com.au](http://www.mulphafundsmanagement.com.au)
- Nesuto Stadium Apartment Hotel**  
40 Beach Road  
Auckland City 1010  
New Zealand  
T: 0800 700 001  
[www.nesuto.com](http://www.nesuto.com)
- The Lane Retreat**  
409 Palmers Lane  
Pokolbin, New South Wales  
2320 Australia  
T: (02) 4087 0907  
[www.thelaneretreat.com.au](http://www.thelaneretreat.com.au)
- Brimbank Shopping Centre**  
Corner Neale and Station  
Roads, Deer Park  
Victoria 3023  
Australia  
T: (+613) 9363 5188  
[www.brimbankshoppingcentre.com.au](http://www.brimbankshoppingcentre.com.au)
- Vera Wang Bride Australia**  
InterContinental Sydney  
Shop 5, 117 Macquarie Street  
Sydney, New South Wales  
2000 Australia  
T: (+614) 2210 8508  
[www.verawang.com](http://www.verawang.com)
- Bimbadgen Palmers Lane**  
409 Palmers Lane  
Hunter Valley Pokolbin  
New South Wales 2320  
Australia  
T: (+612) 4998 4604  
<https://www.bimbadgen.com.au/weddings>
- The Signal Group**  
10 Millennium Cct,  
Helensvale, Queensland  
4212 Australia  
T: (+617) 5665 6222  
[www.thesignalgroup.com.au](http://www.thesignalgroup.com.au)
- Emma's Cottage Vineyard**  
438 Wilderness Road  
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Australia  
T: (+612) 4998 7734  
<https://emmascottage.com.au>
- Kinda-Mindi**  
Unit 2, 10 Gladstone Road  
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2154 Australia  
T: (+612) 8850 6022  
<https://www.kinda-mindi.com.au/norwest-marketown>
- Mulpha Private Wealth**  
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[www.mulphafundsmanagement.com.au](http://www.mulphafundsmanagement.com.au)
- Soak City Car Wash**  
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2000 Australia  
T: (+612) 9239 5500  
[www.soakcity.com.au](http://www.soakcity.com.au)
- Capri on Via Roma**  
Isle of Capri, 15-21 Via Roma  
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Queensland 4217  
Australia  
T: (+617) 5577 6055  
<https://caprienviaroma.com.au>
- Cove Tavern & Corkers Cellars**  
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T: (+617) 2214 8511  
<https://sanctuarycovecove.com>
- Ioesco Restaurant**  
3a The Marine Village  
Masthead Way, Hope Island  
Queensland 4212  
Australia  
T: (+617) 5577 8800  
<https://ioesco.restaurant>
- Isla Cantina**  
Shop 4, G7, Capri on Via Roma  
Surfers Paradise  
Queensland 4217  
Australia  
[www.islacantina.com.au](http://www.islacantina.com.au)
- Edgewater Dining & Lounge Bar**  
Shop 3 G7, Capri on Via Roma  
Isle of Capri, Surfers Paradise  
Queensland 4217  
Australia  
T: (+617) 5570 1624  
<https://www.edgewaterdining.com.au>
- Swing City Golf**  
2-6 Norbrik Drive, Bella Vista  
New South Wales 2153  
Australia  
<https://swingcitygolf.com.au>
- Hub OS Australia**  
Level 9, 117 Macquarie Street  
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<https://hubos.com>
- Hub OS Asia**  
1 George Street Level 10  
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<https://hubos.com>
- Sanctuary Cove Country Club**  
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<https://sanctuarycovecountryclub.com.au>
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**MULPHA INTERNATIONAL BHD.**

Registration No. 197401002704 (19764-T)

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