



2024

ANNUAL REPORT

OVERSEA ENTERPRISE BERHAD

[Registration No. 199401031473 (317155-U)]

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CORPORATE PROFILE

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

The Group started out in 1970's as a partnership business and established the first Oversea restaurant in Jalan Imbi, Kuala Lumpur. To date the Group's operation of food service outlets entails a chain of ten (10) restaurants (two (2) of which have banquet hall facilities) whereby six (6) outlets in Klang Valley, two (2) outlets in Ipoh and two (2) in Genting Highlands. Our brands include amongst others the "RESTORAN OVERSEA" chain of Chinese restaurants, famous for its traditional Cantonese themed cuisines. "EMP" with its stylish yet classical interior design offers fusion Chinese cuisines and dim-sum with a contemporary twist to bring unique dining experience for diners located in the heart of Kuala Lumpur City Centre and "OVERSEA SEAFOOD" offering a plethora of live fresh water and marine fish including shellfish' encapsulated within our grand outlet situated in the vicinity of the Tun Razak Exchange (TRX). The Group also operates express counters for patrons on the go.

Our business model, besides the operation of food service outlets, also includes the expansion into the manufacturing of confectioneries particularly moon cake since 1986. In 1995, a moon cake manufacturing facility in Sungai Buloh with built-up area of approximately 20,000 square feet was built. Subsequently in 2002, we moved to a new manufacturing facility in Shah Alam, Selangor with a total built-up area of 63,246 square feet. As part of the Group's strategy to expand its portfolio of in-house manufactured products, the Company also ventured into the production of egg rolls in 1999 as well as bakery & pastries. Our manufacturing concern exports to various countries including the Americas, Australia, New Zealand, Indonesia, and United Kingdom.

AWARD AND RECOGNITIONS

Throughout the years, the Group have received many awards and recognitions, which include, amongst others, "Asia's Finest Restaurants", "Greatest Table in Kuala Lumpur" and "Winner of World Gold Kitchen Cooking Grand Competition". Other international recognition includes accolades such as "International Restaurant of Chinese Cuisine" awarded by "The World Chinese Cuisine Association".

In April 2017, the Company was accorded the Honesty Enterprise Category winner of The Asia Pacific International Honesty Enterprise - The 15th Asia Pacific International Honesty Keris Award 2017 for its outstanding achievement in the F&B industry which demonstrates honesty and integrity in their daily business dealings.

In May 2023, our outlet "EMP" located at The Westin Hotel, Kuala Lumpur was accorded the HAPA Awards 2023-2024 and has been listed under HAPA Best 30 restaurants in Malaysia – Chinese Cuisine.



CORPORATE STRUCTURE

as at 30 June 2024



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

Operation of Restaurants

Restoran Oversea (Imbi) Sdn. Bhd.	100%
Restoran Oversea (Bandar Baru Sri Petaling) Sdn. Bhd.	100%
Haewaytian Restaurant Sdn. Bhd.	100%
Restoran Oversea (Skyplaza GH) Sdn. Bhd.*	100%
Restoran Oversea (P.J.) Sdn. Bhd.	100%
EMP Collection Sdn. Bhd.	100%
Oversea Seafood Sdn. Bhd.* (Formerly known as The Arch Seafood Sdn. Bhd.)	100%

Operation of Express Counters

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

Manufacturing of Baked Products

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

Trading

Haewaytian Food Industries Sdn. Bhd.	100%
Haewaytian Trading Sdn. Bhd.	100%
Tenshou International Sdn. Bhd.	100%

Owner of Trademarks

Restoran Oversea Holdings Sdn. Bhd.	100%
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Investment Holding

Restoran Oversea JV (International) Sdn. Bhd.	100%
Restoran Oversea (CST) Sdn. Bhd.*	100%
HWT & Co Ltd	100%

Letting of Property

Nexus Excellent Sdn. Bhd.^	100%
(Formerly known as Spark Club Sdn. Bhd.)	
Everose Times Sdn. Bhd.®	100%
(Formerly known as Sparkfest Sdn. Bhd.)	
Cahaya Rev Sdn. Bhd.®	100%
(Formerly known as Spark Cafe Bar Sdn. Bhd.)	

Others

Oversea Training Academy Sdn. Bhd.	100%
Restoran Oversea Dian Xin (Sri Petaling) Sdn. Bhd.	100%
Restoran Oversea (Subang Parade) Sdn. Bhd.	100%
HWT Catering Group Limited [√]	100%

The entity operates an express counter as well as Chinese restaurant
* Subsidiary of Restoran Oversea JV (International) Sdn. Bhd.
© Subsidiary of Nexus Excellent Sdn. Bhd.
^ Subsidiary of Oversea Training Academy Sdn. Bhd.
√ Subsidiary of HWT & Co. Ltd.

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

Tay Ben Seng, Benson
Executive Director

Andy Liew Hock Sim
Independent Non-Executive Director

Hoong Yik Miin
Independent Non-Executive Director

Tang Yee Ling
Independent Non-Executive Director

Dato' Ku Chin Wah
Independent Non-Executive Director

Company Secretaries

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

Audit Committee

Andy Liew Hock Sim
Chairman
Hoong Yik Miin
Dato' Ku Chin Wah

Remuneration Committee

Hoong Yik Miin
Chairman
Tang Yee Ling
Andy Liew Hock Sim

Nominating Committee

Tang Yee Ling
Chairperson
Andy Liew Hock Sim
Hoong Yik Miin

Investment Committee

Tay Ben Seng, Benson
Chairman
Dato' Ku Chin Wah
Yu Tack Tein

Risk Management Committee

Dato' Ku Chin Wah
Chairman
Hoong Yik Miin
Tang Yee Ling
Soh Jin Yiat
(Deputy Group General Manager)

Head Office

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

Registered Office

A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1
50480 Kuala Lumpur, W. P. Kuala Lumpur
Tel : 03-6413 3271 Fax : 03-6413 3270
Email : infosec@wscs.com.my

Principal Bankers

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

Auditors

CHENGCO PLT (201806002622)
(LLP0017004-LCA) & AF 0886
Wisma Cheng & Co
No. 8-2, 10-1 & 10-2, Jalan 2/114
Kuchai Business Centre, Off Jalan Klang Lama
58200 Kuala Lumpur, W. P. Kuala Lumpur
Tel. : 03-7984 8988 Fax : 03-7984 4402

Share Registrar

Workshire Share Registration Sdn. Bhd.
[Registration No.: 202101030155 (1430455-D)]
A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1
50480 Kuala Lumpur, W. P. Kuala Lumpur
Tel : 03-6413 3271 Fax : 03-6413 3270
Email : infosr@wscs.com.my

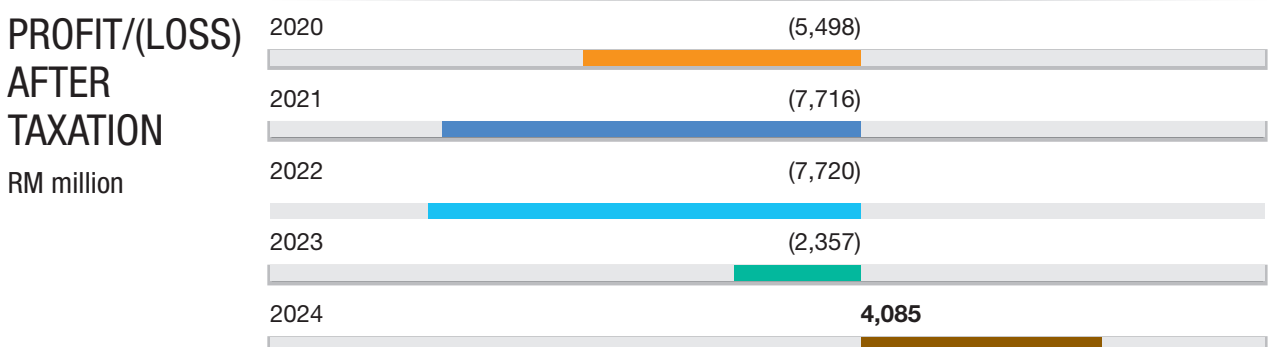
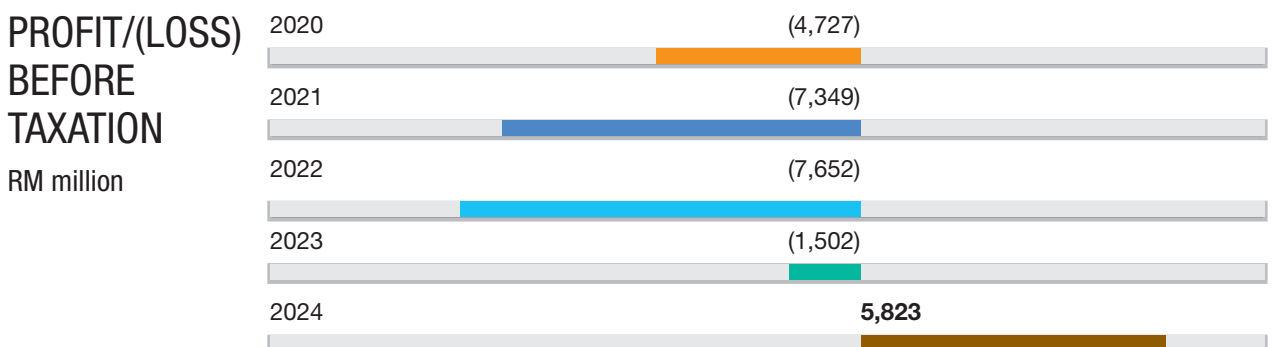
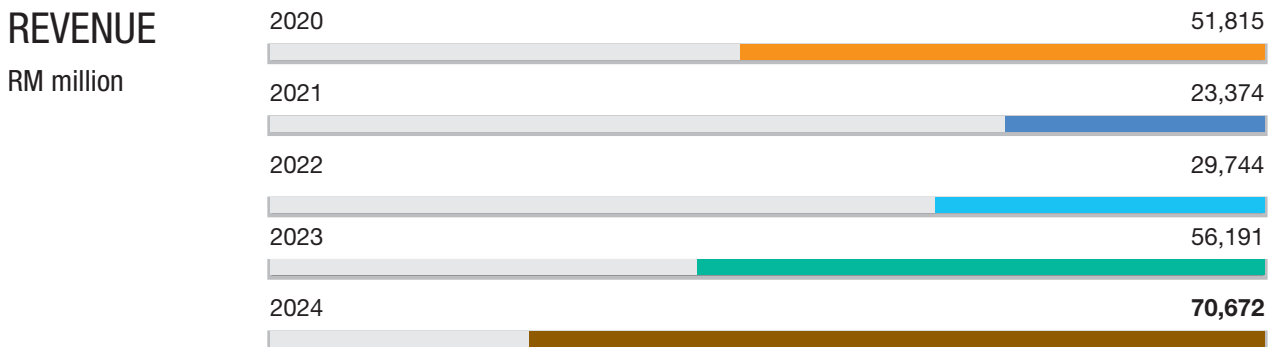
Stock Exchange Listing

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

FINANCIAL HIGHLIGHTS

The following table sets out a summary of the Statement of Comprehensive Income of Oversea Enterprise Berhad and its subsidiaries ("Group") for the financial years ended 31 March 2020 till 31 March 2024.

	Revenue	Profit/(Loss) Before Taxation	Profit/(Loss) After Taxation
Year Ended	RM'000	RM'000	RM'000
31 March 2020	51,815	(4,727)	(5,498)
31 March 2021	23,374	(7,349)	(7,716)
31 March 2022	29,744	(7,652)	(7,720)
31 March 2023	56,191	(1,502)	(2,357)
31 March 2024	70,672	5,823	4,085





CHAIRMAN'S LETTER TO SHAREHOLDERS

Our Journey

The Restoran Oversea Group commenced in the year 1977 when the founding members converted the partnership business into a private limited company known as Restoran Oversea (Imbi) Sdn. Bhd. The success of our first "Restoran Oversea" (海外天) restaurant encouraged us to open our second restaurant in Ipoh in 1982. To date, we have developed our restaurant operations into a chain of ten (10) wholly-owned restaurant outlets.

In 1986, we expanded our business into making "Halal certified" moon cakes. At that time all our moon cakes were hand-made and were marketed as part of our Chinese restaurant business. In 1995, we moved our moon cake operation to our manufacturing facility in Sungai Buloh with a built-up area of approximately 20,000 square feet. Subsequently in 2002, we moved our manufacturing facilities to Shah Alam, Selangor with a total built-up area of 63,246 square feet.

Our Specialty

Restoran Oversea is widely known for offering exquisite contemporary Chinese cuisine with special emphasis on unique Cantonese themed restaurant. We feature traditional menus as the "piece de resistance" of the restaurant. Notwithstanding that, being innovative with our food menus, we have been offering new additions to our existing food menus on a regular basis. Our outlet in Jalan Imbi had undergone a complete transformation in its interior renovation featuring stylish private rooms for a surreal dining experience.

In addition, the Group had injected new brands namely the "EMP" and "OVERSEA SEAFOOD" to cater for another segment of customers. "EMP" with offers of a Muslim-friendly dim-sum and Chinese cuisines and "OVERSEA SEAFOOD" for seafood enthusiasts.

Dear Shareholders,

I enclose herewith the Annual Report 2024 and the Audited Financial Statements for the financial year ended 31 March 2024.

**Tan Sri Dato' Seri Tan King Tai @
Tan Khoon Hai**
Chairman

CHAIRMAN'S LETTER TO SHAREHOLDERS

CONT'D

Economic Outlook

Amidst the inflationary pressures domestically, our Group's restaurant division are expected to remain primary contributors to the Group's revenue in the coming years. Efforts are being directed to increase cost efficiencies and enhance our productivity whilst maintaining the standard of quality. We will continue to work diligently and remain cautious and prudent in undertaking future capital expenditure.

Our Competitive Advantage

With over forty (40) years of experience in the restaurant industry together with a dynamic marketing team, our Group has managed to carve a name to compete with other successful renowned competitors in the restaurant industry. To remain competitive in the challenging market environment and catching up with fast-changing global business trend, our Group has always believed in focusing on digitalization by earmarking certain amount of working capital for capital expenditures purposes annually. We are optimistic that our Group will be able withstand the rapid changes in food service environment and thereby ensure the sustainability of the Group.

Our forthcoming Twenty-Ninth ("29th") Annual General Meeting ("AGM")

I wish to inform that the 29th AGM of the Company will be held entirely on a virtual basis through live streaming and online remote voting from a broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 6 September 2024 at 11:00 a.m.

At the forthcoming 29th AGM, the following resolutions shall be put forward for your consideration: -

- Proposed Directors' fees of RM318,000/- for the financial year ending 31 March 2025 (31 March 2024: RM150,000/-).
- Proposed Directors' fees of RM318,000/- for the financial year ending 31 March 2026.
- The following Directors are offering themselves for re-election at the 29th AGM:
 - Tan Sri Dato' Seri Tan King Tai @ Tan Khoo Hai
 - Tay Ben Seng, Benson
 - Dato' Ku Chin Wah indicated his intention of not seeking for re-election. Hence, he will remain in office until the conclusion of the 29th AGM.

- Upon the review and recommendation of the Audit Committee, the Board recommended the re-appointment of Messrs. CHENGCO PLT as External Auditors of the Company for the financial year ending 31 March 2025.
- The benefits payable to the Directors pursuant to Section 230(1)(b) of the Companies Act 2016 has been reviewed by the Remuneration Committee ("RC") and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from 29th AGM to the next AGM in year 2025. The benefits comprised of meeting allowances to the Independent Directors.
- The Company would like to seek a general mandate from you to allot shares pursuant to the Companies Act 2016. The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting solely for such issuance and allotment of shares. This authority unless revoked or varied by the Company in a general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.



CHAIRMAN'S LETTER TO SHAREHOLDERS

CONT'D

The Board believes that the above resolutions are in the best interest of the Company and all shareholders. Therefore, the Directors unanimously recommend that you vote in favour of the above resolutions.

The AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the AGM, you will be required to do so by registering yourself using the RPV Platform in accordance with the instructions set out in the Administrative Guide.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors ("**Board**") and vote at the AGM.

If a shareholder is unable to attend the AGM, he/she is encouraged to appoint proxies or the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein (Please refer to the notes of the form of proxy attached in this Annual Report).

For shareholders or proxies or corporate representatives / authorised nominees / exempt authorised nominees who wish to participate and vote remotely at the 29th AGM, he / she is advised to refer to the Administrative Guide announced at Bursa's website on 30 July 2024.

Departed Yet Unforgotten

As announced on 18 December 2023, the late Datuk Chai Woon Chet ("**Datuk Chai**") had departed on 16 December 2023. He was instrumental in the fund-raising exercise undertaken and was responsible in overseeing and planning of the corporate growth of the Group.

Rest assured that the Oversea Group shall continue to thrive on the grit and perseverance as shown by the late Datuk Chai and may his soul rest in peace.

Appreciation

On behalf of my fellow Directors, I would like to take this opportunity to record our sincere thanks and appreciation to Dato' Ku Chin Wah for his contribution during his tenure on the Board.

The Board wishes to convey our appreciation to all shareholders for the confidence and trust accorded to us. We would like to thank our vendors, suppliers and business associates for their continued support. The Board would also like to take the opportunity to thank the loyal workforce for staying united, dedicated and committed in meeting the needs of customers and showing trust and respect for all.

Thank you.

Yours sincerely,

Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF GROUP'S BUSINESS AND OPERATIONS

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

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

The Group vision is to transform the brand name “RESTORAN OVERSEA” into a leading quality household brand name in South East Asia by playing a leading role in the Asian foods in producing quality, tasty and convenient food that brings a healthy balance and wellness to our customers. Our stores operate in both shop lots as well as in mall as part of our strategy to have a market presence in the urban as well as suburban areas within Malaysia. As at 31 March 2024, the Company operate eight (8) grand themed restaurants (of which two (2) of the grand themed restaurants also function as express counters) in Klang Valley, Genting Highlands and in Ipoh.

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

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

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

KEY PERFORMANCE INDICATORS

The management of Oversea utilises a number of key performance measures to evaluate the operational and financial performance including amongst other indicators: -

- Average spending per guest is used to analyse the money spent per guest in our outlets for ala-carte dine in and banquet sales. This measure aids the management in identifying trends in guest preferences as well as effectiveness of sales campaign and new introduction of menus.
- For the retail segment, the management utilises the store performance operating margins defined as the total revenue per store or counter less cost of goods sold, direct labour and other direct expenses as counter fees and promotional discount attributable to the particular store or counter. It is a primary measure of operating profitability.

MANAGEMENT DISCUSSION AND ANALYSIS

CONT'D

STRATEGIES IN VALUE CREATION

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

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

Each individual pillar of thrust adopts a near term, mid-term and long-term outlook, in which the Group constantly monitor on a periodic basis.

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

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

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

ANTICIPATED OR KNOWN RISKS

Competition Risk

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

Seasonality

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

Single Customer Risk

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

MANAGEMENT DISCUSSION AND ANALYSIS

CONT'D

ANTICIPATED OR KNOWN RISKS (CONT'D)

Commodity Price Risk

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

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

FINANCIAL HIGHLIGHTS

Period	Year ended 31 March				
	2024	2023	2022	2021	2020
Revenue (RM'000)	70,672	56,191	29,744	23,374	51,815
Profit/(Loss) Before Taxation (RM'000)	5,823	(1,502)	(7,652)	(7,349)	(4,727)
Profit/(Loss) After Taxation (RM'000)	4,085	(2,357)	(7,720)	(7,716)	(5,498)
Profit/(Loss) Per Share (Sen)	0.22	(0.21)	(0.79)	(1.02)	(2.27)

REVIEW OF OPERATING ACTIVITIES

Currently, the Group's business and operation consist primarily of two (2) core sectors, namely F&B and manufacturing. For the year under review, F&B operation registered an increase in revenue of 37% for the financial year ended 31 March 2024 of RM56.1 million from preceding year revenue of RM41.0 million. This is due to recognition of full year revenue for our new outlets, which commenced operations during the final quarter of preceding year.

Despite the external challenges and difficulties faced by the Group, we will continue to devote our efforts in broadening our customer base by executing the mandate namely on the refurbishment plan of existing outlets, expansion of new restaurants, upgrading and expanding the current manufacturing facilities as well as the advancement of the Group digital transformation process.

We believe that these initiatives shall provide continual platform for our business growth in the long run.

MANAGEMENT DISCUSSION AND ANALYSIS

CONT'D

REVIEW OF FINANCIAL RESULTS

Period	Year ended 31 March		
	2024 RM'000	2023 RM'000	2022 RM'000
REVENUE			
Restaurant	56,455	41,480	16,653
Manufacturing	21,253	21,870	20,981
Others	675	79	43
Elimination	(7,711)	(7,238)	(7,933)
Consolidated	70,672	56,191	29,744
PROFIT/(LOSS) BEFORE TAX			
Restaurant	(1,675)	(2,245)	(7,060)
Manufacturing	757	940	(529)
Others	(524)	68	(1,580)
Elimination	7,265	(265)	1,517
Consolidated	5,823	(1,502)	(7,652)
INCOME TAX	1,738	855	68
PROFIT/(LOSS) AFTER TAX	4,085	(2,357)	(7,720)

During the financial year, the Group recorded a Profit Before Tax of RM5.8 million for the current year under review as compared to a Loss Before Tax of RM1.5 million in the previous financial year. This was attributed to the gain on acquisition of a subsidiary company.

Statement Of Financial Position

Property, plant and equipment costs increased by RM27.6 million from RM42.7 million in the previous financial year to RM70.3 million in the current year. This increase was primarily due to acquisition of a subsidiary company.

FUTURE PROSPECTS

The Group remain focused on business growth as evident in its upgrades of its restaurant outlets and pursue its expansionary plan to grow the business of the Group beyond its existing dimension by incorporating technological advancements to improve its competitiveness and to meet different needs of the customers. Barring unforeseen circumstances, we are cautiously optimistic to deliver sustainable earnings moving forward.

DIVIDEND

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

CONCLUSION

Moving forward, with our relentless focus on expansion, coupled with the current business momentum, we are optimistic that FY2025 will be an outstanding year with exciting opportunities ahead.

SUSTAINABILITY STATEMENT

This sustainability statement for the year ended 31 March 2024 is prepared in accordance to the disclosure requirement of the Company's management of material economic, environmental and social risks and opportunities (EES) in paragraph 30, Appendix 9C of the ACE Market Listing Requirements. The report focuses on the environmental initiatives carried out by the Group based on its factory operation in Shah Alam as well as the restaurants in the Klang Valley, Pahang and Ipoh including the economic and social impact brought by the Group.

- **STAKEHOLDER ENGAGEMENT**

The sustainability of the Group's operations is an important part to maintain the social license to operate in the eco-system with our numerous stakeholders consisting of our shareholders, financial institutions, customers, employees, suppliers and the local authorities. We aim to create long-term value and growth for our stakeholders and are in constant communications through numerous channels such as meetings, interviews, social medias and face to face discussions amongst other things.

- **ECONOMIC**

In ensuring sustainable business growth, the ultimate satisfaction of our customers is of vital importance, hence we strive to drive long-term corporate growth and profitability by recognising the importance of expanding in a sustainable and responsible manner to benefit the surrounding communities whilst protecting the environment.

- o **Procurement practice**

The Group supports the local suppliers by prioritising the procurement of goods and services from suppliers, that are able to meet the Group's expectation and prescribed standards in relation to quality and product safety thus creating more investments into the local communities. The suppliers alternatively manufacture or produces the raw material locally or sourced from other countries.

- **ENVIRONMENT**

We aim to promote sustainability and environmental preservation through efficient resource management of energy and water and waste management. The Group acknowledges its environmental responsibility and the related impacts and shall strive to mitigate our own environment impact, to exercise great care and grow in a sustainable manner.

- o **Emissions / Waste and Effluents**

The Company conducted annual inspections to monitor air pollutants level for the energy generation unit to comply with the Environmental Quality (Clean Air) regulations 2014 with respect to the emissions. In addition, the waste management of our manufacturing concern comprises of wastewater and non-hazardous waste. Wastewater is discharged water arising from our manufacturing operation. Prior to disposal to main sewerage, effluent discharge is treated to ensure adherence required standard by Department of Environment Malaysia (DOE). Regulatory requirements impose discharge limits for specific pollutants and quality of effluent discharged. To date all our wastewater and emissions discharge has met regulatory standards.

- o **Energy**

The Group's manufacturing division concern had successfully changeover from the use of diesel (non-renewable fuels) to the use of biodiesel (renewable fuel source) in line with the requirement of the DOE. The biodiesel is used as a source of energy for our thermal oil heaters in the production processes. As part of the sustainability project, we had incorporated the construction of solar panels into the expansion plan of our new restaurant operations which had commenced operation in the fourth quarter of 2023.

SUSTAINABILITY STATEMENT

CONT'D

o Supply Chain

The Company manages its suppliers via annually through the assessment at the supplier premises and evaluations of on time delivery, quality of goods, responsiveness and follow up. We also monitor the supplier accreditation annually to ensure relevant licenses is still in force such as Halal licensing for our manufacturing concern. The ability of the supplier to adhere and renew its pre-requisite licenses shall demonstrate to us the capability of the supplier with reference to compliance environmental laws and regulations.

• SOCIAL

To continuously improve on our employee's safety and welfare as well as our community as a whole.

o Diversity

We understand that our business growth is dependent on the diversified skill sets and expertise of our workforce. The Company is committed to provide equal employment opportunities and ensure that all employees are treated fairly with respect and strive to promote a positive and nurturing work environment for our people to enrich their skills.

o Occupational Safety and Health

Our key focus is to inculcate safe working environment via promoting safety measures and practices for our employees. Safety and Health Committee was tasked to ensure compliance to local regulations, promoting safety awareness and responding to any incidents. The extent of coverage of the said committee spans all aspects of safety, health, security and the environment.

We have also established and periodically maintained the HIRARC (Pengenalpastian Hazard, Penaksiran Risiko dan Kawalan Risiko) through Jabatan Keselamatan Dan Kesihatan Pekerjaan Selangor (JKKP) initiatives for various work activities. The emphasis on safety culture is supported via awareness training which is updated and reviewed regularly. During the year ended 31 March 2024, the Group did not encounter any major occupational accidents or injuries during its operation.

• CONCLUSION

The Group remains focused on creating shared value through its business activities for all stakeholders. This drives us to continuously improve relevant aspects in continuous education in EES as part of the Board of Directors training to manage the impact across EES and to drive EES values to all our stakeholders especially our employees. We are committed to continue towards enhancing our corporate business sustainability.

BOARD OF DIRECTORS' PROFILE

TAN SRI DATO' SERI TAN KING TAI @ TAN KHOON HAI

Independent Non-Executive Chairman

Age	68
Gender	Male
Nationality	Malaysian

Date of appointment as Director:

22 March 2024

Length of service as director since appointment (as at 30 June 2024):

3.3 months

Board Committee(s) served on:

Nil

Academic/Professional Qualification(s):

- Member of the Institute of Certified Public Accountants, Ireland
- Fellow Member of Malaysian Association of Company Secretaries
- Honorary Doctorate of Industry, University Sains Malaysia

Present Directorship(s) in other Public/Listed Companies:

- Muar Ban Lee Group Berhad
- SWS Capital Berhad
- Focus Dynamics Group Berhad

Family relationship with any Director and/or major shareholder of the Company:

Nil

Working experience:

Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai ("**Tan Sri Tan King Tai**") is the Executive Chairman of Muar Ban Lee Group Berhad. He is formerly the Executive Director / Finance Director of Muar Ban Lee Group Berhad and was appointed to our Board on 30 June 2009.

Tan Sri Tan King Tai is a member of the Institute of Certified Public Accountants, Ireland, and fellow member of Malaysian Association of Company Secretaries and was awarded with a Honorary Doctorate of Industry by public university, University Sains Malaysia.

Tan Sri Tan King Tai has over 42 years of working experience in the fields of auditing, accounting, and corporate finance. He holds directorship in other public listed company, which are listed in Main Market of Bursa Malaysia Securities Berhad. His experience and contribution in other directorship are as follows: -

- Non-Executive Chairman of Symphony Life Berhad (appointed as the Non-Executive Director of Symphony Life Berhad on 2 September 2021. He was re-designated as Executive Chairman on 15 November 2021 and subsequently redesignated as Non-Executive Chairman on 1 October 2023);
- Non-Executive Chairman of SWS Capital Berhad (appointed as the Executive Director of SWS Capital Berhad on 30 November 2003 and resigned on 26 October 2010. He was subsequently appointed as the Deputy Executive Chairman on 23 December 2015 and re-designated as Executive Chairman on 16 November 2016 and redesignated as Non-Executive Chairman on 2 February 2021);
- Non-Executive Chairman of Focus Dynamics Group Berhad (appointed on 1 March 2024, cum member of Audit Committee with effect from 22 March 2024);
- Non-Executive Chairman of Eka Noodles Berhad (appointed on 8 May 2017 and retired on 21 August 2020);
- Executive Director of Pensonic Holdings Berhad (appointed on 13 September 1995 and resigned on 1 October 2017);
- Senior Independent Non-Executive Director of Unimech Group Berhad (appointed on 6 March 2000 and resigned on 5 July 2016); and
- Independent Non-Executive Director of Denko Industrial Corporation Berhad (appointed on 27 December 2010 and resigned on 21 March 2017).

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

Time committed:

As Tan Sri Tan King Tai was appointed as Chairman on 22 March 2024, he did not attend any Board of Directors' ("**Board**") meetings of the Company held in the financial year ended 31 March 2024 ("**FY2024**").

BOARD OF DIRECTORS' PROFILE

CONT'D

TAY BEN SENG, BENSON

Executive Director

Age	40
Gender	Male
Nationality	Malaysian

Date of appointment as Director:

14 July 2021

Length of service as director since appointment (as at 30 June 2024):

2 year 11.5 months

Board Committee(s) served on:

Chairman of the Investment Committee

Academic/Professional Qualification(s):

Degree in Commerce, Marketing and Management from Curtin University Technology, Perth

Present Directorship(s) in other Public/Listed Companies:

- Focus Dynamics Group Berhad
- Saudee Group Berhad
- Green Ocean Corporation Berhad

Family relationship with any Director and/or major shareholder of the Company:

Nil

Working experience:

Mr. Tay Ben Seng, Benson (“**Mr. Benson**”) was appointed as a Director of Marquee International Sdn Bhd, a wholly owned subsidiary of Focus Dynamics Group Berhad (Focus) in 2012. He spearheaded the expansion of Focus and has been instrumental in conceiving and driving the success of the distinctive lifestyle F&B brands of the group. He was then subsequently appointed as the Executive Director of Focus in 2017, in which he is at present, extensively involved in developing the business further in the e-commerce, robotics, healthcare and technology space.

Prior to joining Focus, Mr. Benson had vast experiences in numerous fields ranging from event management to F&B operations and conceptualising new start-ups. He currently also sits as the Executive Director of Saudee Group Berhad and Green Ocean Corporation Berhad.

Time committed:

Mr. Benson has attended all five (5) Board meetings of the Company held after his appointment as an Executive Director in the FY2024.

BOARD OF DIRECTORS' PROFILE

CONT'D

ANDY LIEW HOCK SIM

Independent Non-Executive Director

Age	44
Gender	Male
Nationality	Malaysian

Date of appointment as Director:

12 November 2020

Length of service as director since appointment (as at 30 June 2024):

3 years 7.5 months

Board Committee(s) served on:

- Chairman of the Audit Committee
- Member of the Remuneration Committee
- Member of the Nominating Committee

Academic/Professional Qualification(s):

- Member of the Malaysian Institute of Accountants (MIA)
- Member of the Certified Practising Accountant (CPA) Australia

Present Directorship(s) in other Public/Listed Companies:

- XOX Berhad
- Perak Corporation Berhad
- XOX Networks Berhad

Family relationship with any Director and/or major shareholder of the Company:

Nil

Working experience:

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

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

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

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

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

Time committed:

Mr. Andy has attended four (4) out of five (5) Board meetings of the Company held after his appointment as an Independent Non-Executive Director in the FY2024.

BOARD OF DIRECTORS' PROFILE

CONT'D

HOONG YIK MIIN

Independent Non-Executive Director

Age	48
Gender	Male
Nationality	Malaysian

Date of appointment as Director:

12 November 2020

Length of service as director since appointment (as at 30 June 2024):

3 years 7.5 months

Board Committee(s) served on:

- Chairman of the Remuneration Committee
- Member of the Audit Committee
- Member of the Nominating Committee
- Member of the Risk Management Committee

Academic/Professional Qualification(s):

Bachelor Degree in Commerce (Finance and Marketing) from Curtin College

Present Directorship(s) in other Public/Listed Companies:

Nil

Family relationship with any Director and/or major shareholder of the Company:

Nil

Working experience:

After his graduation, Mr. Hoong Yik Miin (“**Mr. Hoong**”) joined Jazz Laundry Pte. Ltd (based in Shanghai, China) as Assistant General Manager from 2002 to 2004. He then joined Charoen Pokphand (Indonesia, based in Jakarta) as Group Senior Associate responsible for Group Strategic Planning and left the company in February 2005.

After worked oversea a few years, Mr. Hoong decided to return to Malaysia and started his banking career till now. He started with Citibank Berhad as Citigold Relationship Manager in March 2005. In February 2006, he decided to explore corporate banking and joined SME Banking, Standard Chartered Bank Malaysia Berhad as Cash Management & Services Manager.

In April 2007, Mr. Hoong moved on to join Royal Bank of Scotland (Malaysia) as Head of Sales, Cash, Investment and FX Commercial Banking and was subsequently promoted to Acting Head of Commercial Banking in December 2009 till 2011.

In January 2011 to June 2013, Mr. Hoong was with OCBC Bank (Malaysia) Berhad as Head of Transaction Services. In July 2013 to June 2015, He then joined Malaysia Building Society as Head of Branch Network and Deposits (BND).

Mr. Hoong subsequently joined United Overseas Bank Berhad (Malaysia) in July 2015 as Head of Sales, Transaction Banking; Senior Vice President, Cash Management holding Commercial Banking / Enterprise Banking country portfolio till today. A total of 16 years in banking industry.

Time committed:

Mr. Hoong has attended all five (5) Board meetings of the Company held after his appointment as an Independent Non-Executive Director in the FY2024.

BOARD OF DIRECTORS' PROFILE

CONT'D

TANG YEE LING

Independent Non-Executive Director

Age	29
Gender	Female
Nationality	Malaysian

Date of appointment as Director:

12 November 2020

Length of service as director since appointment (as at 30 June 2024):

3 years 7.5 months

Board Committee(s) served on:

- Chairperson of the Nominating Committee
- Member of the Remuneration Committee
- Member of the Risk Management Committee

Academic/Professional Qualification(s):

Bachelor of Science (Hons) Accounting and Finance from Sunway University (Lancaster University)

Present Directorship(s) in other Public/Listed Companies:

Focus Dynamics Group Berhad

Family relationship with any Director and/or major shareholder of the Company:

Nil

Working experience:

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

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

Time committed:

Ms. Tang has attended all five (5) Board meetings of the Company held after her appointment as an Independence Non-Executive Director in the FY2024.

BOARD OF DIRECTORS' PROFILE

CONT'D

DATO' KU CHIN WAH

Independent Non-Executive Director

Age	66
Gender	Male
Nationality	Malaysian

Date of appointment as Director:

12 March 2021

Length of service as director since appointment (as at 30 June 2024):

3 year 3.5 months

Board Committee(s) served on:

- Chairman of the Risk Management Committee
- Member of the Audit Committee
- Member of the Investment Committee

Academic/Professional Qualification(s):

Master in Security and Policy Analysis from Universiti Kebangsaan Malaysia

Present Directorship(s) in other Public/Listed Companies:

Nil

Family relationship with any Director and/or major shareholder of the Company:

Nil

Working experience:

Dato' Ku Chin Wah ("Dato' Ku") started his career with the Royal Malaysia Police Force in 1978 and retired in 2018. During his 40 years tour of duties, he has served in Peninsular Malaysia, Sabah and Sarawak. Amongst the posts held were, Commandant of the Police Training Centre Sarawak; Officer-In-Charge of Police District for Kota Kinabalu, Sabah and Officer-In-Charge of Criminal Investigation, Kuala Lumpur.

Time committed:

Dato' Ku has attended all five (5) Board meetings of the Company held after his appointment as an Independence Non-Executive Director in the FY2024.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“**the Board**”) presents this Statement to provide shareholders and investors with an overview of the corporate governance (“**CG**”) practices of the Group during the financial year ended 31 March 2024 (“**FY2024**”).

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

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

Detail application for each practice of the MCCG during the FY2024 is disclosed in the Company’s Corporate Governance Report which is available on the Company’s website: www.oversea.com.my.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

1.1 Establishing clear roles and responsibilities of the Board

Duties and Responsibilities of the Board

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

Certain responsibilities of the Board are delegated to other Board Committees, which operate within clearly defined Terms of Reference (“**TOR**”). Standing committees of the Board include the Audit Committee (“**AC**”), Nominating Committee (“**NC**”), Remuneration Committee (“**RC**”), Risk Management Committee (“**RMC**”) and Investment Committee (“**IC**”).

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

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

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

- (i) Review and adopt the Group’s strategic plans

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

The formulation of the business plans and budget setting for the FY2024 commenced three (3) months before the beginning of the financial year. During the process of strategic planning, the Executive Directors met the senior management team several times to discuss important issues and concerns in order to deliver the best outcomes. Previous year’s business performance, economic factors, change in market conditions and government regulations that may affect the performance of the businesses were taken into consideration in formulating the business plans and setting the Group budget.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Duties and Responsibilities of the Board (Cont'd)

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

For the FY2024, the Board has discharged the following principal duties and responsibilities on the affairs of the Company and its subsidiary companies:

(a) Strategic Planning

- The Group commenced to refurbish and refresh the existing outlets to enhance the customers dining experience and to-date, our outlet in Jalan Imbi is fully operational.
- The Group had closed a non-profitable outlet by relocating to a more suitable venue.
- The Group had completed renovation for its non-halal factory that will function as a central kitchen producing frozen products to complement its restaurant operations.
- The Group renovation of a new seafood restaurant in Kuala Lumpur City Center is completed and had commenced operation in the fourth quarter of 2024.
- The Group embarks on its expansion plans by acquiring a property company to complement its existing food and beverage business.
- The Group plans to set up a banquet hall equipped with banquet kitchen at a location in Kuala Lumpur City Center.
- The Group is actively and continuously enhancing its existing manufacturing production line with automation to improve the efficiency of its production process as well as new product production to expand its sources of revenue.

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

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

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

During the FY2024, the Executive Directors conducted quarterly Group performance review together with the senior management team before AC and Board meetings. The Board monitors the performance of senior management team on a regular basis vide the insertion of the following agenda items in the Board Meetings: -

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Duties and Responsibilities of the Board (Cont'd)

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

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

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

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

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

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

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

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

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Duties and Responsibilities of the Board (Cont'd)

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

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

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

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

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

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

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

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

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Chairman of the Board

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

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

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

As the alternate practice, the Board undertakes the following effort to ensure there is a balance of power and authority on the Board:

- (a) The decision of the Board shall always be agreed upon by at least majority of the Directors present at the Meeting, therefore, no individual Director can dominate the decision-making of the Board.
- (b) A clear division of responsibilities for the role of Chairman of the Board has been outlined in the Board Charter, which are distinct and separate from his roles and responsibilities as Group Managing Director through a separate employment contract.

Qualified Company Secretaries

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Access to information and advice

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

During the FY2024, the Notice of the scheduled Board Meeting is served to the Directors in a timely manner prior to the Board Meeting, except in the case of emergency, shorter notice shall be deemed sufficient.

During the FY2024, for each meeting, the board/meeting papers detailing the matters to be transacted at the meeting, had been circulated to all Directors in advance of the meeting, so that the Directors have ample time to review and consider the relevant information.

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

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

Protocol for seeking of professional advisory services

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

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

For the FY2024, the Board sought advices from the external Company Secretaries. Other than the above, the Board has also sought advices from other independent professionals for the Company's corporate exercises (i.e. Proposed private placement and proposed renounceable rights issue with warrants).

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

1.2 Demarcation of responsibility

Board Charter

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

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

The Board Charter entails the following:

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

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

1.3 Good business conduct and corporate culture

Code of Ethics and Conduct

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Code of Ethics and Conduct (Cont'd)

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

(a) Corporate Governance

- i. Compliance with legal and regulatory requirements and Board policies at all times;
- ii. Recognise the primary responsibilities to the shareholders as a whole, having regard for the interest for all the stakeholders of the Group and to ensure that the business of the Group is properly managed and effectively controlled;
- iii. Act in the best interest of the Company and its Shareholders with integrity and in good faith, with due diligence and care;
- iv. To be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- v. Devote time and effort to attend meetings and to discharge those functions;
- vi. Must not allow personal interests or the interest of any associated person, to conflict with the interests of the Company and report to the Board on any potential conflict;
- vii. Must not take improper advantage and not to make improper use of information of the position as Director;
- viii. Must not use price sensitive non-public information, which can affect the prices of the securities of the Company or make any gain from such information until and unless it becomes publicly known;
- ix. Keep confidential of the board's discussions and deliberations; and
- x. Notify the Chairman before accepting any new directorship outside the Group and limit the directorship in listed issuers.

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

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

(c) Social Responsibilities

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Whistle Blowing Policy

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

(a) Reporting procedure

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

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

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

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. BOARD RESPONSIBILITIES (CONT'D)

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

Whistle Blowing Policy (Cont'd)

(c) Investigation

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

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

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

For the FY2024, neither the Deputy General Manager nor the Chairman of the AC has received any report(s) of concern.

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

Sustainability

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION

Size and Composition of the Board

For the FY2024, the Board comprises six (6) members, one (1) Executive Director and five (5) of whom are INEDs (including one (1) Chairman) which is in compliance with the Rule 15.02(1) of the ACE LR.

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

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

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

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

Tenure of Independent Directors

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

The Board subscribes to an open policy on the tenure of INEDs whereby there should not be an arbitrary tenure be imposed on the INEDs. The Board believes that the length of tenure of Independent Directors on the Board does not interfere with their objective and independent judgement or their ability to act in the best interest of the Company. In addition, the Board will take into consideration of the existing board composition viz-a-viz the commercial interest/benefits of the Company.

The Board takes cognisance that Practice 5.3 of MCCG recommends that the tenure of an independent director should not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the Board as a non-independent director. In the event such director is to be retained as an independent director, the Board would first justify and seek annual shareholders' approval through a two-tier voting process. As at the date of this report, none of the independent directors is currently serving beyond nine (9) years.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Procedures for Appointment of Directors and Senior Management

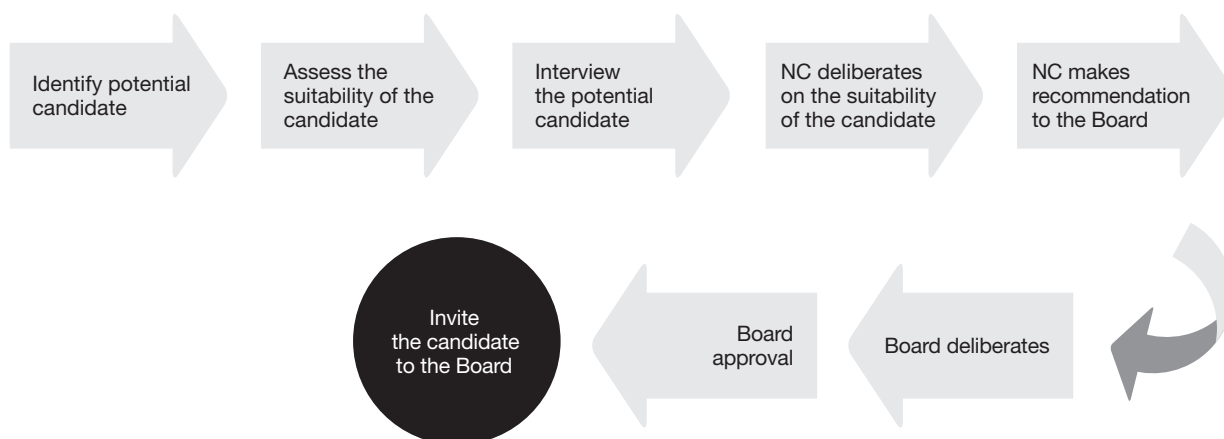
The NC is entrusted to develop the policies and procedures in formalising the approach in the recruitment process and annual assessment of Directors, which serve as guides for the NC in discharging its duties in the aspects of nomination, evaluation, selection and appointment process of new Directors.

Appointment of Directors

In recommending to the Board of any appointment of Director, the NC considers the criteria, namely the composition requirements for the Board, skills, knowledge, expertise, experience, professionalism, integrity, capability, time commitment, character, competence, age, cultural background, gender and such other relevant criteria of the proposed candidate.

The NC will assess the independence of the candidate in the case of appointment of an Independent Non-Executive Director.

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



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

During FY2024, with the sudden departure of Datuk Chai Woon Chet, an Executive Director of the Company, the Board had appointed one (1) Independent Non-Executive Chairman, Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai ("**Tan Sri Tan King Tai**").

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Procedures for Appointment of Directors and Senior Management (Cont'd)

Re-election of Directors

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

At the forthcoming Twenty-Ninth (29th) AGM, Mr. Tay Ben Seng, Benson ("Mr. Benson") and Dato' Ku Chin Wah ("Dato' Ku") will be retiring by rotation in accordance to Clause 21.6 of the Company's Constitution. Mr. Benson offered himself for re-election as director, however Dato' Ku indicated his intention of not seeking for re-election. Hence, he will remain in office until the conclusion of the forthcoming AGM. Tan Sri Tan King Tai is due to retire under Clause 21.10 of the Company's Constitution and being eligible and has offered himself for re-election.

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

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

Upon review, the NC were satisfied with the performance of the abovementioned Directors, and recommended their re-election to the Board for approval. The Board has in turn, recommended the same to be considered by the shareholders at the forthcoming 29th AGM of the Company.

Appointments to Board Committees

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

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

Appointments to Senior Management

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

Boardroom Diversity

The NC recognises and embraces the importance of having a diverse Board that will benefit from a diverse mix of knowledge and experience, background, expertise, age, gender, ethnicity and other qualities in its composition. It is an essential element in maintaining competitive advantage by having diverse Board members to leverage different perspectives to various issues raised and help in decision making, which will contribute to the sustainable development of the Company. The NC will take into consideration the benefits of diversity in sourcing and selecting new Board members as well as in conducting annual assessment of Board and Board Committee members.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Boardroom Diversity (Cont'd)

Despite the Board not having a formal Board Diversity Policy, the Board has indicated its commitment to boardroom diversity as follows:

Gender Diversity

For the FY2024, the Board comprises one (1) female Director, equivalent to 16.7% women representation on the Board.

The Board affirmed that gender diversity shall be one of the criteria to be considered by the NC during the evaluation process on potential candidate(s) for Board's membership to fill the above vacancy.

Ethnicity Diversity

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

Age Diversity

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

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

Board Committee

AC

The AC was set up on 6 November 2009.

The memberships of the AC are stated in the AC Report of this Annual Report. A summary of works of the AC to discharge their duties during the FY2024 is set out in the AC Report of this Annual Report.

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

NC

The NC was set up on 17 May 2010. The NC comprises exclusively of INEDs as follows:

NC	Designation	Directorate
Ms. Tang Yee Ling	Chairperson	Independent Non-Executive Director
Mr. Andy Liew Hock Sim	Member	Independent Non-Executive Director
Mr. Hoong Yik Miin	Member	Independent Non-Executive Director

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

NC (Cont'd)

The Chairperson of the NC, Ms. Tang Yee Ling is an Independent Non-Executive Director of the Company. The NC is governed by the TOR of the NC which outlines its remit, duties and responsibilities. The principal duties and responsibilities of the NC are as defined in the TOR, including but not limited to the following:

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

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

(a) Summary of Works

Pursuant to Rule 15.08A(3) of ACE LR of Bursa Securities, the summary of activities of the NC during the FY2024 were disclosed as follows:

- i. Reviewed and confirmed the minutes of the NC Meeting held in financial year ended 31 March 2023 ("FY2023");
- ii. Carried out annual assessment on the effectiveness of the Board, the contribution of each Director and the Board committees;
- iii. Reviewed the term of office and performance of AC for the FY2024;
- iv. Reviewed the assessment of the independency of the INEDs;
- v. Reviewed and recommended the retention of INEDs who served the Board for more than nine (9) years;
- vi. Reviewed and recommended the re-election of Directors who were retiring by rotation;
- vii. Reviewed the attendance of the Directors at Board and/or Board Committee Meetings for the FY2024;
- viii. Reviewed the training programmes attended by the Directors for the FY2024 and the training needs of the Directors for the financial year ending 31 March 2025.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

NC (Cont'd)

(b) Time Commitment by Directors

The NC has been tasked to review the attendance of the Directors at Board and/or Board Committee Meetings. Upon review, the NC noted the Board members have devoted sufficient time and effort to attend Board and/or Board Committee meetings for the FY2024.

Details of attendance of each Director in respect of the Board and Board Committees meetings held during the FY2024 are as follows:

Board of Directors' Meeting

No.	Name of Directors	No. of Board Meetings attended	% of Attendance
1.	Datuk Chai Woon Chet (Deceased on 16.12.2023)	4/4	100%
2.	Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai (Appointed on 22.03.2024)	–	–
3.	Tay Ben Seng, Benson	5/5	100%
4.	Andy Liew Hock Sim	4/5	80%
5.	Hoong Yik Miin	5/5	100%
6.	Tang Yee Ling	5/5	100%
7.	Dato' Ku Chin Wah	5/5	100%

NC

No.	Name of Directors	No. of NC Meetings attended	% of Attendance
1.	Tang Yee Ling	1/1	100%
2.	Andy Liew Hock Sim	1/1	100%
3.	Hoong Yik Miin	1/1	100%

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

NC (Cont'd)

(b) Time Commitment by Directors (Cont'd)

RC

No.	Name of Directors	No. of RC Meetings attended	% of Attendance
1.	Hoong Yik Miin	3/3	100%
2.	Andy Liew Hock Sim	3/3	100%
3.	Tang Yee Ling	3/3	100%

AC

The attendance of the AC meetings held during FY2024 is stated in the AC Report in this Annual Report.

Upon review, the NC noted that the Directors, to the best of their ability, have devoted sufficient time and effort to attend Board and/or Board Committee meetings for the FY2024.

(c) Continuing Education and Training of Directors

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

The Board has cultivated the following best practices:

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

NC (Cont'd)

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

Upon assessing the training needs of the Directors, the Board recognised that continuing education would be the way forward in ensuring its members are continually equipped with the necessary skills and knowledge to meet the challenges ahead. FY2024, the Board has participated in the following continuing education programmes:

No.	Name of Directors	Training/ Courses Attended
1.	Tan Sri Dato' Seri Tan King Tai @ Tan Khoo Hai	<ul style="list-style-type: none"> Seminar on "[SSM Webinar] Transfer or Transmission of Shares" SSM National Conference 2023 on "Shared Responsibility in Strengthening AML/CFT Compliance: Risks, Challenges and Collaborations" Unlocking opportunities through AI for SME forum MACS Seminar on "Navigating Resolutions and Voting Dynamics in Shareholder Meeting" Mandatory Accreditation Programme Part II : Leading for Impact (LIP)
2.	Tay Ben Seng, Benson	<ul style="list-style-type: none"> KSY007: Digital Economy and Capital Market series: Financial Technology (Fintech) and Big Data Mandatory Accreditation Programme Part II : Leading for Impact (LIP)
3.	Andy Liew Hock Sim	<ul style="list-style-type: none"> Business Combinations and Changes in Controlling Interest 5G Introduction for Management Detecting & Deferring Financial Statement Fraud Tax Audits and Investigation Framework – The Latest Practical Procedures and Challenges An Overview of the Malaysian Private Entities Reporting Standard – Practical approach to recognition and measurement principles including updates Mandatory Accreditation Programme Part II : Leading for Impact (LIP)
4.	Hoong Yik Miin	<ul style="list-style-type: none"> MAS Notice 643: Transactions with Related Parties – MY MAS Fair Dealing Smart Course 2016 Insider Trading and Market Misconduct – Refresher UOB: Operational Risk Management Begins With Me - Annual Refresher The UOB Way Workshop ESG Essentials "A Comprehensive Introduction For Companies" Mandatory Accreditation Programme Part II : Leading for Impact (LIP)
5.	Tang Yee Ling	<ul style="list-style-type: none"> SME Finance Forum – DBS & Type, Singapore Seamless Middle East 2023 MoneyLIVE Asia 2023, Singapore Mandatory Accreditation Programme Part II : Leading for Impact (LIP)
6.	Dato' Ku Chin Wah	<ul style="list-style-type: none"> ESG Essentials "A Comprehensive Introduction For Companies" Mandatory Accreditation Programme Part II : Leading for Impact (LIP)

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

NC (Cont'd)

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

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

Upon review, the Board concluded that the Directors' Trainings for the FY2024 were adequate.

2024 Directors' Training

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

RC

The RC was set up on 19 August 2011. The RC comprises three (3) Non-Executive Director and the composition of the RC is as follows:

RC	Designation	Directorate
Hoong Yik Miin	Chairman	Independent Non-Executive Director
Andy Liew Hock Sim	Member	Independent Non-Executive Director
Tang Yee Ling	Member	Independent Non-Executive Director

The RC is governed by the TOR of the RC which outlines its remit, duties and responsibilities. The principal duties and responsibilities of the RC are as defined in the TOR, including but not limited to the following:

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

RC (Cont'd)

(a) Summary of Works

The following works were undertaken by the RC during the FY2024:

- i. Reviewed and confirmed the minutes of the RC Meeting held in FY2023;
- ii. Deliberated on the remuneration packages of the Executive Directors of the Company for the FY2024 and recommended the same to the Board for approval;
- iii. Reviewed the Directors' fees payable to the Directors of the Company for the FY2023 and recommended the same to the Board of Directors for approval;
- iv. Reviewed the benefits payable to the Directors of the Company for the period from Twenty-Eighth AGM until the next AGM of the Company in year 2024 pursuant to Section 230(1)(b) of the Companies Act 2016 and recommended the same to the Board of Directors for approval; and
- v. Reviewed the remuneration package for senior management for the FY2024.

RMC

The RMC was set up on 19 August 2011.

The memberships of the RMC are stated in the corporate information of this Annual Report. The RMC is governed by the TOR of the RMC which outlines its remit, duties and responsibilities. The principal duties and responsibilities of the RMC are as defined in the TOR.

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

On 20 May 2024, RMC meeting was held together with the members of RMT to receive report of group risk assessment as at 7 May 2024.

IC

The IC was set up on 17 May 2010.

The composition of the IC is as follows:

IC	Position	Office Designation
Tay Ben Seng, Benson	Chairman	Executive Director
Dato' Ku Chin Wah	Member	Independent Non-Executive Director
Yu Tack Tein	Member	Director of subsidiary

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Board Committee (Cont'd)

IC (Cont'd)

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

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

During the FY2024, two (2) IC meetings were held. The activities carried out by the IC were as follows:

- i. To discuss the acquisition of 100% shares of Nexus Excellent Sdn. Bhd. (fka Spark Club Sdn. Bhd.).
- ii. To discuss the subscription of new shares in Luk Hing Entertainment Group Holdings Limited.

Annual Assessment on effectiveness of Board and Individual Directors

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

FY2024, the Board through the NC conducted the following annual assessments:

Evaluation	Assessment criteria
Individual Directors	<ul style="list-style-type: none"> • Fit and proper; • Contribution and performance; and • Caliber and personality.
Board and Board Committee	<ul style="list-style-type: none"> • Board mix and composition; • Quality of information and decision making; • Boardroom activities; and • Board Committees' Performance.
Audit Committee	<ul style="list-style-type: none"> • Quality and composition; • Skills and Competencies; • Meeting Administration and Conduct; and • Duties and Responsibilities.

Based on the assessments conducted for the FY2024, the NC was satisfied with the performance of the Board as a whole, the Board Committees and each individual Director.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. BOARD COMPOSITION (CONT'D)

Annual Assessment on Independence of Directors

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

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

For the FY2024, the NC has received assurance from the following INEDs vide their Letters of Declaration, confirming their independence and have undertaken to inform the Company immediately should there be any change which could interfere with the exercise of their independent judgement or ability to act in the best interest of the Company:

- Mr. Andy Liew Hock Sim
- Mr. Hoong Yik Miin
- Ms. Tang Yee Ling
- Dato' Ku Chin Wah

Based on the outcome of the abovementioned assessment conducted by the NC, the Board is satisfied with the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company for the FY2024.

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

III. REMUNERATION

Directors and Senior Managements' Remuneration Policy and Procedures

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

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

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

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

III. REMUNERATION (CONT'D)

Remuneration of Directors

For the FY2024, the aggregate remuneration received/receivable by the Directors of the Company from the Company and the Group categorised into appropriate components are as follows:

Received from the Company

Directors' Remuneration	Fees* (RM'000)	Salaries and Other emoluments (RM'000)	Bonus (RM'000)	Benefits-in-kind (RM'000)	Others (RM'000)	Total (RM'000)
Executive Directors						
Datuk Chai Woon Chet (Deceased on 16.12.2023)	-	-	-	-	-	-
Tay Ben Seng, Benson	-	-	-	-	-	-
Non-Executive Directors						
Andy Liew Hock Sim	36	1	-	-	-	37
Hoong Yik Miin	36	1	-	-	-	37
Tang Yee Ling	36	1	-	-	-	37
Dato' Ku Chin Wah	36	1	-	-	-	37

Received on the Group Basis

Directors' Remuneration	Fees (RM'000)	Salaries and Other emoluments (RM'000)	Bonus (RM'000)	Benefits-in-kind (RM'000)	Others (RM'000)	Total (RM'000)
Executive Directors						
Datuk Chai Woon Chet (Deceased on 16.12.2023)	-	-	-	-	-	-
Tay Ben Seng, Benson	-	465	45	-	57	567
Yu Tack Tein	-	207	12	-	21	240
Non-Executive Directors						
Andy Liew Hock Sim	36	1	-	-	-	37
Hoong Yik Miin	36	1	-	-	-	37
Tang Yee Ling	36	1	-	-	-	37
Dato' Ku Chin Wah	36	1	-	-	-	37

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. AC

Separation of the positions of the chair of the AC and the Board

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

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

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

In compliance with Practice 9.2 of the MCCG, the AC has instituted a policy by way of inclusion in the TOR of the AC that requires a former key audit partner to observe a cooling-off period before being appointed as a member of the AC. The TOR of the AC will be updated accordingly in order for the AC to formalise such policy.

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

Assessment on External Auditors

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

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

ASSESSMENT CRITERIA

(i) Fees

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

(ii) Competence, audit quality and resource capacity

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

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

(iii) Non-audit work

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. AC (CONT'D)

Assessment on External Auditors (Cont'd)

ASSESSMENT CRITERIA (CONT'D)

(iv) Independence

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

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

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

(v) Material matters

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

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

During FY2024, the AC has carried out the annual assessment and, in its assessment, the AC considered, inter alia, the following factors:

For "*suitability*" assessment:

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. AC (CONT'D)

Assessment on External Auditors (Cont'd)

ASSESSMENT CRITERIA (CONT'D)

For “**objectivity**” assessment:

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

For “**independence**” assessment:

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

The External Auditors provided a written statement that they will continuously comply with the relevant ethical requirements regarding independence throughout the audit of the Group, in accordance with the International Federation of Accountants' Code of Ethics for Professional Accountants and the Malaysian Institute of Accountants' By-Laws (On Professional Ethics, Conduct and Practice). They are not aware of any relationship between Messrs. CHENGCO PLT and the Group that, in their professional judgment, may reasonably be thought to impair their independence. They have reviewed the non-audit services provided to the Company during the FY2024 and are not aware of any non-audit services that have compromised their independence as External Auditors of the Company.

Upon completion of its assessment, the AC was satisfied with Messrs. CHENGCO PLT's technical competency and audit independence and recommended to the Board the re-appointment of Messrs. CHENGCO PLT as External Auditors for the financial year ending 31 March 2025. The Board, in turn, has recommended the same for shareholders' approval at the Twenty-Ninth AGM of the Company.

Skillsets of AC

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

During the FY2024, the AC members had completed the assessment on individual basis and the results were compiled by the Company Secretaries and tabled for the NC's review.

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Risk Management and Internal Control Framework

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

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

The composition of the RMC and Steering Committee are as follows:

RMC

Office	Name and Designation
Chairman	Dato' Ku Chin Wah (Independent Non-Executive Director)
Member	Hoong Yik Miin (Independent Non-Executive Director)
Member	Tang Yee Ling (Independent Non-Executive Director)
Member	Soh Jin Yiat (Deputy Group General Manager)

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

Internal Audit Function

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

The Company outsourced its internal audit function to an independent internal audit service provider, namely Resolve IR Sdn. Bhd., who reports directly to the AC. The functions of the Internal Auditors are to assist the AC in providing independent assessment and review on the adequacy, efficiency and effectiveness of the key controls and processes in the operating units, as well as the governance aspect of the Group and to ensure compliance with the established policies and procedures of the Group.

The Internal controls are tested for effectiveness and efficiency by the Internal Auditors. The report of the internal audit is tabled for AC's review and comments, and the audit findings will then be communicated to the Board. The outsourced Internal Auditor's representatives met up four (4) times with the AC for the FY2024.

During the FY2024, the AC had reviewed and assessed the adequacy of the scope, functions, competency, resources and independence of the Resolve IR Sdn. Bhd., the outsourced Internal Auditors for the FY2024 and that they have the necessary authority to carry out their work.

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

I. COMMUNICATION WITH STAKEHOLDERS

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

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

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

During the FY2024, the Company has implemented the following manners to communicate with its Shareholders:

i. General meeting

The Twenty-Eighth AGM was held on 8 September 2023. The Chairman of the AGM allowed reasonable time for questions and answers session in the AGM to ensure that all subject matters tabled are thoroughly considered and debated. The summary of the key matters discussed at the AGM of the Company was uploaded onto the Company's website after the AGM.

ii. Announcements made to Bursa Securities

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

iii. Annual Report and Circular to Shareholders

The Annual Report for year 2023 of the Company, together with the notice of Twenty-Eighth AGM were distributed to Shareholders on 31 July 2023.

On 28 July 2023, the Company had circulated the Abridged Prospectus in relation to the proposed renounceable right issue of up to 1,583,196,991 new ordinary shares at an issue price of RM0.06 each together with up to 527,732,330 free detachable warrant B for every 3 existing shares held by the entitled shareholders.

iv. Company's website

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

v. Media release

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CONT'D

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

II. CONDUCT OF GENERAL MEETINGS

The Board acknowledged that the Annual General Meeting (“**AGM**”) is a crucial mechanism and it is the principal forum in shareholder communication. The Board is also of the opinion that it already engages actively with the Company’s shareholders at a level that promotes shareholder participation.

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

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

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

CONCLUSION

The Board is satisfied that for the FY2024, it complies substantially with the principles and guidance of the MCCG.

This statement was made in accordance with a Board’s approval on 16 July 2024.

AUDIT COMMITTEE REPORT

The Board of Directors (“**Board**”) is pleased to present the Audit Committee Report for the financial year ended 31 March 2024 (“**FY2024**”).

COMPOSITION OF THE AUDIT COMMITTEE (“**AC**”)

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

NC	Designation	Directorate
Andy Liew Hock Sim	Chairman	Independent Non-Executive Director
Hoong Yik Miin	Member	Independent Non-Executive Director
Tang Yee Ling (Resigned w.e.f. 26.05.2023)	Member	Independent Non-Executive Director
Dato’ Ku Chin Wah (Appointed w.e.f. 26.05.2023)	Member	Independent Non-Executive Director

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

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

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

The performance of the AC and each of its members was reviewed by the Nominating Committee (“**NC**”) on 24 May 2024. The NC was satisfied that they are able to discharge their functions, duties and responsibilities in accordance with the Terms of Reference of the AC, thereby supporting the Board in ensuring appropriate corporate governance standards within the Group.

ATTENDANCE OF MEETINGS

A total of five (5) AC meetings were held during the FY2024. The details of attendance at AC meetings held during the FY2024 were as follows: -

Name of AC Members	No. of AC Meetings attended	% of Attendance
Andy Liew Hock Sim	4/5	80%
Hoong Yik Miin	5/5	100%
Dato’ Ku Chin Wah	4/4	100%
Tang Yee Ling	1/1	100%

AUDIT COMMITTEE REPORT

CONT'D

MINUTES OF MEETINGS

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

TERMS OF REFERENCE

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

SUMMARY OF WORK OF THE AC

During the FY2024 and up to the date of this Report, the summary of works undertaken by the AC to meet its responsibilities in the discharge of its function and duties comprised the followings:

a) Overview of Financial Performance and Reporting

- i. Reviewed the unaudited quarterly financial results for the quarters ended 30 June 2023, 30 September 2023, 31 December 2023 and 31 March 2024 on 25 August 2023, 29 November 2023, 20 February 2024 and 24 May 2024, respectively, and recommended the same to the Board for approval;
- ii. Reviewed the draft audited financial statements of the Company for the financial year ended 31 March 2023 ("FY2023") and FY2024 and recommended the same to the Board for approval on 24 July 2023 and 16 July 2024 respectively;
- iii. Reviewed the financial performance of the Company and the Group;
- iv. Reviewed the identified significant matters pursuant to Rule 15.12(1)(g)(ii) of the ACE LR; and
- v. Reviewed the Group's compliance with the accounting standards and relevant regulatory requirements.

(b) Oversight of External Audit

- i. Reviewed the Group's Audit Planning Memorandum for the FY2024 on 20 February 2024, entailing mainly the overview of audit approach and areas of audit emphasis of the Group;
- ii. Reviewed the Audit Review Memorandum for the FY2024 presented by the External Auditors on 24 May 2024 entailing the significant audit findings, significant deficiencies in internal control, status of audit, compliance with the ethical requirements on independence, communication with the AC, summary of audit adjustments, summary of unadjusted differences and total audit and non-audit fees;
- iii. Reviewed and evaluated the adequacy and effectiveness of the Group's accounting policies, procedures and system of internal controls;
- iv. Met one (1) time with the External Auditors on 24 May 2024 without the presence of the Management and the Executive Directors; and
- v. Reviewed the suitability and independence of the External Auditors vide a formalised "Assessment on External Auditors" on 24 May 2024 upon review and being satisfied with the results of the said assessment, the same has been recommended to the Board for approval.

AUDIT COMMITTEE REPORT

CONT'D

SUMMARY OF WORK OF THE AC (CONT'D)

(c) Oversight of Internal Audit

- i. Reviewed the reports from the Internal Auditors and assessed the Internal Auditors' findings and the management's responses and made the necessary recommendations to the Board for approval on 26 May 2023, 25 August 2023, 29 November 2023 and 20 February 2024;
- ii. Reviewed the adequacy of the scope and coverage of the Group's activities, functions, competency and resources of the Internal Audit functions;
- iii. Reviewed the existing internal controls and work processes undertaken by the respective departments in the companies under review for relevant areas or business and the Group's systems and practices for identification and management of risks;
- iv. Reviewed and recommended improvements to the existing System of Internal Controls and Risk Management System of the Group; and
- v. Reviewed and assessed the adequacy of the scope, functions, competency and resources of the outsourced Internal Auditors on 24 May 2024 and that they have the necessary authority to carry out their work.

(d) Reviewed of related party transactions

- i. Monitored and reviewed the recurrent related party transactions and any conflict of interest situation that may arise within the Group including any transaction, procedure or course of conduct that raises the question of management integrity on a quarterly basis.

(e) Oversight of Risk Management

- i. To review the Risk Assessment Report and Risk Assessment Tool, presented by the Risk Management Committee initiated on 20 May 2024.

(f) Oversight of Internal Control Matters

- i. Reviewed and confirmed the minutes of the AC Meetings; and
- ii. Reviewed the AC Report and Statement on Risk Management and Internal Control for inclusion in the Annual Report 2024.

The Board is satisfied that the AC has carried out its responsibilities and duties in accordance with the AC's Terms of Reference.

AUDIT COMMITTEE REPORT

CONT'D

INTERNAL AUDIT FUNCTION

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

(1) Outsourced Internal Auditors

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

The profile of Resolve is set out as follows: -

Principal Engagement Lead	:	Choo Seng Choon
Qualifications	:	- Certified Internal Auditor and Chartered Member of the Institute of Internal Auditors - Fellow Member of Association of Chartered Certified Accountants (UK) - Chartered Accountant of Malaysian Institute of Accountants - Certified Public Accountant of Malaysian Institute of Certified Public Accountant
Experiences	:	More than twenty (25) years of experience in risk management, internal audit, corporate governance, performance and business management, IPOs, taxation, corporate finance and due diligence
Number of resources	:	Each internal audit review ranges from two (2) to three (3) staff per visit

Resolve is a member of the Institute of Internal Auditors Malaysia ("**IIAM**") (Membership Number: 0477) and its personnel are individual members of IIAM or Malaysian Institute of Accountants or both.

FY2024, Resolve's engagement team personnel have affirmed to the AC that in relation to the Company/Group, they were free from any relationships or conflicts of interest, which could impair their objectivity and independency.

(2) Summary of Internal Audit works for the FY2024

During the FY2024 and up to the date of this Report, the summary of works undertaken by the Internal Auditors comprised the followings:-

- i. Reviewed compliance with policies, procedures and standards, relevant external rules and regulations;
- ii. Assessed the adequacy and effectiveness of the Group's system of internal control and recommended appropriate actions to be taken where necessary;
- iii. The internal audit works performed met the objective of highlighting to the AC the audit findings which required follow-up actions by the Management, any outstanding audit issues which required corrective actions to be taken to ensure an adequate and effective Internal Control System within the Group, as well as any weaknesses in the Group's Internal Control System;
- iv. Ensured that those weaknesses were appropriately addressed and that recommendations from the internal audit reports and corrective actions on reported weaknesses were taken appropriately by the Management within the required timeframe; and
- v. Presentation of audit findings and corrective actions to be taken by the Management in the quarterly AC Meetings.

AUDIT COMMITTEE REPORT

CONT'D

INTERNAL AUDIT FUNCTION (CONT'D)

(3) Total costs incurred for the FY2024

The cost incurred for the internal audit function of the Group for the FY2024 was amounted to RM64,650/-

(4) Review of internal audit function

The AC and the Board were satisfied with the performance of the Internal Auditors for the FY2024 and have in the interest of greater independence and continuity in the internal audit function, taken the decision to continue with the outsource of the internal audit function.

This statement was made in accordance with a Board's approval on 16 July 2024.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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

BOARD RESPONSIBILITY

The Board of Directors (“**Board**”) is responsible for the adequacy and effectiveness of the Group’s risk management and internal control system. The Board recognises the importance of good corporate governance and is committed to maintaining a sound system of internal control and risk management. This includes the establishment of an appropriate control environment and risk management framework, processes and structures and continually reviewing the adequacy and integrity of the said systems to safeguard shareholders’ investment and the Group’s assets. The Board is pleased to provide the Statement on the Risk Management and Internal Control, which outlines the nature and scope of risk management and internal control of the Group during the financial year ended 31 March 2024 (“**FY2024**”).

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

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

The implementation of the risk management and internal control system within the Group inclusive of design, operation, identification, assessment, mitigation and control risks, are operated with the assistance of management throughout the FY2024.

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

Risk Management Process

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

RMC

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

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

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

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

CONT'D

BOARD RESPONSIBILITY (CONT'D)

Identification of Principal Risks

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

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

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

Risk Evaluation Process

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

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

(a) Risk Likelihood Definitions

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

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

(b) Impact Rating Definitions

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

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

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

CONT'D

BOARD RESPONSIBILITY (CONT'D)

Risk Evaluation Process (Cont'd)

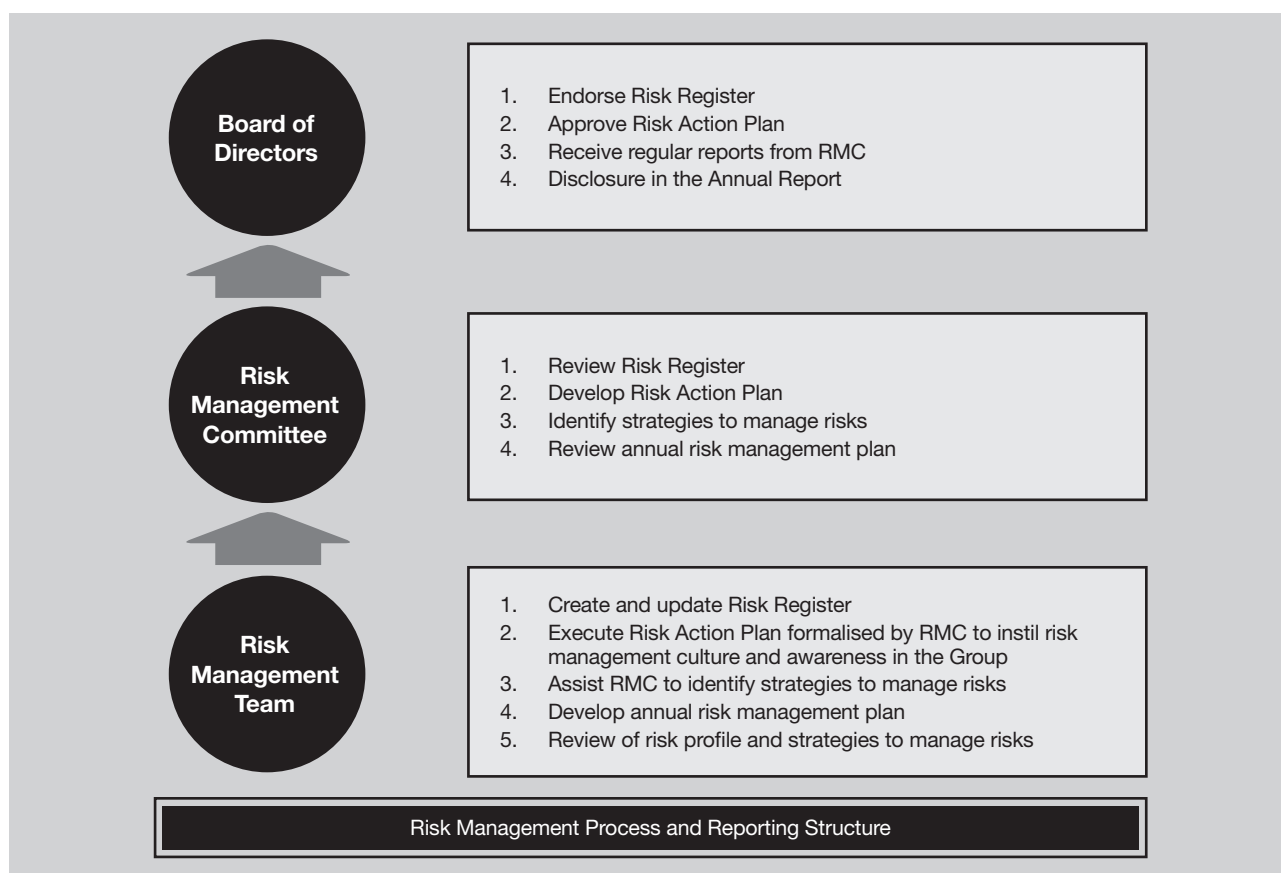
(c) Overall Risk Rating Matrix

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

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

Risk Management Process and Reporting Structure

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



On 20 May 2024, RMC meeting was held together with the members of RMT to discuss about the following:

- (i) To receive report of group risk assessment as at 7 May 2024 and
- (ii) To review and adopt latest risk determination and risk recommendation report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

CONT'D

KEY ELEMENTS OF INTERNAL CONTROL

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

1. Authority and Responsibility

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

- i. Audit Committee;
- ii. Nominating Committee;
- iii. Remuneration Committee; and
- iv. Risk Management Committee.

2. Internal Audit

Qualified and Independent Internal Auditors

The Group's internal audit has been outsourced to an independent service provider. In November 2022, the Group has appointed Resolve IR Sdn. Bhd. ("**Resolve**"), an established internal audit advisory practice provider in Malaysia. Prior to their appointment, the AC has considered the following criteria:

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

The costs incurred for the internal audit functions for the FY2024 were RM64,650.

Risk-Based Internal Audits

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

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

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

CONT'D

KEY ELEMENTS OF INTERNAL CONTROL (CONT'D)

2. Internal Audit (Cont'd)

Summary of Works Undertaken by the Internal Auditors

For FY2024, Resolve had:

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

Based on the internal audit reviews conducted during FY2024, none of the weaknesses noted have resulted in any material losses, contingencies or uncertainties that would require a separate disclosure in the annual report.

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

In FY2024, the AC had vided its assessment, assessed the adequacy of scope, functions, competency and resources of the outsourced internal audit function and that it has the necessary authority to carry out its work and the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function for the FY2024.

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

3. Monitoring and Reporting

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

4. Staff Competency

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

ASSURANCE FROM THE MANAGEMENT

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

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

CONT'D

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the listing requirements, the External Auditors have reviewed this statement on Risk Management and Internal Control for inclusion in the 2024 Annual Report. Their reviews were performed in accordance with Audit and Assurance Practice Guide 3 Guidance for Auditors on Engagement to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants.

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

CONCLUSION

For the financial year under review and up to 16 July 2024, being the date of this Statement, the Board noted that there is an ongoing process of identifying, evaluating, and managing significant risks faced by the Group. The Board considers the existing systems of internal controls currently in place for the Group to be adequate and sufficient taking into the account the material risks of the business environment within which the Group operates. The Board will ensure that the internal control framework be continuously reviewed, improved and enhanced to ensure its effectiveness, adequacy and relevance.

This statement was made in accordance with a Board's approval on 16 July 2024.

ADDITIONAL COMPLIANCE INFORMATION

1. STATUS OF UTILISATION OF PROCEEDS

(A) Private Placement – 30%

On 28 July 2021, the Company proposed to undertake the following:

- (i) Proposed Private Placement of up to 396,384,000 new ordinary shares, representing thirty percent (30%) of the total number of issued shares of the Company (“Placement Shares”).
- (ii) Proposed renounceable rights issue of up to 1,717,664,991 new Shares (“Rights Shares”) together with up to 572,554,997 free detachable warrants in the Company (“Warrants B”) on the basis of 3 Rights Shares together with 1 free Warrants B for every 3 existing Shares held by the entitled shareholders on an entitlement date to be determined.

With the completion of the Private Placement 30% on 18 November 2021, the Company raised a total proceed of RM19,303,000.

On 30 November 2023, the Company has announced to extend time frame of fund utilisation for Private Placement 30% for another 12 months period from 18 November 2023 (original expiry date) to 17 November 2024 (Revised Time Frame).

The said proceeds have been utilised as follows:

Utilisation of proceeds	Intended time frame for utilisation from 18 November 2021	Actual Proceeds raised RM'000	Amount utilised as at 31 March 2024 RM'000	Balance unutilised RM'000
(i) Expansion of new restaurants	Within 36 months	9,000	9,000	–
(ii) Expansion and upgrading of manufacturing facilities	Within 36 months	6,000	3,010	2,990
(iii) Digital transformation	Within 36 months	600	–	600
(iv) Working capital	Within 36 months	3,175	3,175	–
(v) Expenses for the proposals	Immediate	528	528	–
Total		19,303	15,713	3,590

ADDITIONAL COMPLIANCE INFORMATION

CONT'D

1. STATUS OF UTILISATION OF PROCEEDS (CONT'D)

(B) Rights Issue

On 28 July 2023, the Company had circulated the Abridged Prospectus in relation to the proposed renounceable right issue of up to 1,583,196,991 new ordinary shares at an Issue price of RM0.06 each together with up to 527,732,330 free detachable warrant B for every 3 existing shares held by the entitled shareholders.

The Rights Issue with Warrants has been completed following the listing and quotation of 1,133,069,933 Rights Shares, 377,689,939 Warrants B and 159,330,537 additional Warrants A on the ACE Market of Bursa Securities on 28 August 2023.

With the completion of the Rights Issue with Warrants following the listing and quotation of 1,133,069,933 Rights Shares, 377,689,939 Warrants B and 159,330,537 additional Warrants A on the ACE Market of Bursa Securities on 28 August 2023, the Company has raised a total proceed of RM67.98 million.

The said proceed have been utilised as follows:

Utilisation of proceeds	Intended time frame for utilisation from 28 August 2023	Actual Proceeds raised RM'000	Amount utilised as at 31 March 2024 RM'000	Balance unutilised RM'000
(i) Expansion of new restaurants	Within 24 months	26,000	25,772	228
(ii) Expansion and upgrading of manufacturing facilities	Within 24 months	9,000	–	9,000
(iii) Digital transformation	Within 24 months	3,400	–	3,400
(iv) Acquisition and/or investment in other complementary businesses and/or assets	Within 24 months	20,000	15,272	4,728
(v) Working capital	Within 24 months	9,304	3,009	6,295
(vi) Expenses for the proposals	Immediate	280	280	–
Total		67,984	44,333	23,651

ADDITIONAL COMPLIANCE INFORMATION

CONT'D

2. AUDIT AND NON-AUDIT FEES

The breakdown of audit and non-audit fees incurred for services rendered to the Company and its subsidiaries for the financial year ended 31 March 2024 ("FY2024") by Messrs. CHENGCO PLT, the External Auditors, or a firm affiliated to the External Auditors' firm are as follow:

	Group (RM)	Company (RM)
<u>Audit services rendered</u>	261,867	60,000
<u>Non-audit services rendered</u>		
- Review of the Statement on Risk Management and Internal Control	5,000	5,000
- Corporate Exercise	50,000	50,000
	316,867	115,000

3. MATERIAL CONTRACTS

To the best of the Board's knowledge, there were no material contracts entered into by the Company and/or its subsidiaries with any of the major shareholders nor Directors in 31 March 2024 except as disclose in the notes to the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 ("CA2016") to prepare financial statements for each year which give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year and of their results and cash flow for the financial year then ended. In preparing these financial statements, the Directors have:

- i. adopted appropriate accounting policies and applying them consistently;
- ii. made judgement and estimates that are prudent and reasonable;
- iii. ensured all applicable approved accounting standards have been followed; and
- iv. prepared the financial statements on the going concern basis.

The Directors have relied on the system of internal controls to ensure that the information generated for the preparation of the financial statements from the underlying accounting records are accurate and reliable.

The Directors are responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the CA2016, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and the applicable approved Malaysian Accounting Standard Board approved accounting standard in Malaysia.

The Directors have overall responsibility for taking such steps that are reasonably open to them to safeguard the assets of the Group and the Company to prevent and detect fraud and other irregularities.

This statement on Directors' Responsibility in respect the Financial Statements is made in accordance with the Board's approval on 16 July 2024.

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DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding. The principal activities of the subsidiaries are disclosed in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	The Group RM	The Company RM
Profit/(Loss) after taxation for the financial year	4,085,050	(2,669,427)
Attributable to:- Owners of the Company	4,085,050	(2,669,427)

DIVIDENDS

No dividend was recommended by the directors for the financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those disclosed in the financial statements.

ISSUES OF SHARES AND DEBENTURES

During the financial year:-

- (a) The Company increased its issued and paid-up ordinary share capital from RM87,085,446 comprising 1,146,670,000 ordinary shares to RM155,069,642 comprising 2,279,739,933 ordinary shares through the issuance of 1,133,069,933 new ordinary shares at RM0.06 each for a cash consideration of RM67,984,196 through a Rights Issue.
- (b) there were no issues of debentures by the Company.

DIRECTORS' REPORT

CONT'D

WARRANT 2021/2024

On 10 March 2021, the Company issued 436,526,991 free warrants ("Warrants A") pursuant to the bonus issue of warrant on the basis of one (1) warrant for every two (2) shares held by entitled shareholders after the completion of share split.

The Warrants are constituted by the Deed Poll dated 23 February 2021.

On 6 July 2023, the Company has announced that the price of Warrant A shall be revised from RM0.16 to RM0.12 per Warrant. The revision in Warrant price will result in additional number of Warrants to be issued in accordance to the number of outstanding Warrant A as at 28 July 2023.

On 28 August 2023, the Company issue additional 159,330,537 free warrants and revised exercise price at RM0.12 per warrant.

The salient features of the Warrants are as follows:-

- (i) the adjusted exercise price is RM0.12 per ordinary share and each Warrant entitles the registered holder ("Warranholders") to subscribe for one (1) new ordinary share of the Company during the 3 year period expiring on 4 March 2024 ("Exercise Period");
- (ii) at the expiry of the Exercise Period, any Warrants, which have not been exercised shall automatically lapse and cease to be valid for any purposes;
- (iii) Warranholders must exercise the Warrants in accordance with the procedures set out in the Deed Poll and shares allotted and issued upon such exercise shall rank pari passu in all respects with the then existing ordinary shares of the Company, and shall be entitled to any dividends, rights, allotments and/or other distributions after the issue and allotment thereof; and
- (iv) the Warranholders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in the Company until and unless such Warranholders exercise their Warrants for new ordinary shares of the Company.

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

	Number of Warrants			At 31.3.2024 Unit
	At 1.4.2023 Unit	Addition Unit	Expired Unit	
Warrants	436,526,991	159,330,537	(595,857,528)	–

DIRECTORS' REPORT

CONT'D

WARRANT 2023/2026

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

The Warrants are constituted by the Deed Poll dated 10 July 2023.

The salient features of the Warrants are as follows:-

- (i) the exercise price is RM0.06 per ordinary share and each Warrant entitles the registered holder ("Warranholders") to subscribe for one (1) new ordinary share of the Company during the 3 year period expiring on 22 August 2026 ("Exercise Period");
- (ii) at the expiry of the Exercise Period, any Warrants, which have not been exercised shall automatically lapse and cease to be valid for any purposes;
- (iii) Warranholders must exercise the Warrants in accordance with the procedures set out in the Deed Poll and shares allotted and issued upon such exercise shall rank pari passu in all respects with the then existing ordinary shares of the Company, and shall be entitled to any dividends, rights, allotments and/or other distributions after the issue and allotment thereof; and
- (iv) the Warranholders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in the Company until and unless such Warranholders exercise their Warrants for new ordinary shares of the Company.

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

	Number of Warrants			At 31.3.2024 Unit
	At 1.4.2023 Unit	Addition Unit	Expired Unit	
Warrants	-	377,689,939	-	377,689,939

TREASURY SHARES

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

As at 31 March 2024, the Company held as treasury shares a total of 11,700,000 of its 1,146,670,000 issued and fully paid-up ordinary shares. The treasury shares are held at a carrying amount of RM835,550. The details on the treasury shares are disclosed in Note 22 to the financial statements.

OPTIONS GRANTED OVER UNISSUED SHARES

During the financial year, no options were granted by the Company to any person to take up any unissued shares in the Company.

DIRECTORS' REPORT

CONT'D

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment losses on receivables and satisfied themselves that no known bad debts to be written off and the adequate allowance has been made for doubtful debt is required.

At the date of this report, the directors are not aware of any circumstances that would require the further writing off of bad debts, or the additional allowance for impairment losses on receivables in the financial statements of the Group and of the Company.

CURRENT ASSETS

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

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

VALUATION METHODS

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

CONTINGENT AND OTHER LIABILITIES

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

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

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

CHANGE OF CIRCUMSTANCES

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

DIRECTORS' REPORT

CONT'D

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

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

DIRECTORS

The names of directors of the Company who served during the financial year and up to the date of this report are as follows:-

Tay Ben Seng, Benson
 Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai (appointed on 22 March 2024)
 Dato' Ku Chin Wah
 Hoong Yik Miin
 Andy Liew Hock Sim
 Tang Yee Ling
 Datuk Chai Woon Chet (deceased on 16 December 2023)

The names of directors of the Company's subsidiaries who served during the financial year and up to the date of this report, not including those directors mentioned above, are as follows:-

Yu Tack Tein
 Tan Tiam Pueh (appointed on 11 September 2023)

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors holding office at the end of the financial year in shares of the Company and its related corporations during the financial year are as follows:-

	Number of Ordinary Shares			At 31.3.2024
	At 1.4.2023	Bought	Sold	
<i>Direct Interests in the Company</i>				
Tay Ben Seng, Benson	1,100,000	1,100,000	-	2,200,000

The other directors holding office at the end of the financial year had no interest in shares of the Company or its related corporations during the financial year.

DIRECTORS' REPORT

CONT'D

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by directors shown in the financial statements, or the fixed salary of a full-time employee of the Company or related corporations as disclosed in the "Directors' Remuneration" of this report) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 42(b) to the financial statements.

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

DIRECTORS' REMUNERATION

The details of the directors' remuneration paid or payable to the directors of the Company during the financial year are as follows:-

	The Group RM	The Company RM
<u>Directors of the Company</u>		
Executive directors:		
- salaries and other emoluments	729,418	-
- define contribution plan	77,369	-
Non-executive directors:		
- salaries and other emoluments	4,000	4,000
- fee	144,000	144,000
	954,787	148,000

INDEMNITY AND INSURANCE COST

During the financial year, the total amount of indemnity coverage and insurance premium paid for the directors and certain officers of the Company were RM10,000,000 and RM12,094 respectively. No indemnity was given to or insurance effected for auditors of the Company.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 5 to the financial statements.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are disclosed in Note 45 to the financial statements.

DIRECTORS' REPORT

CONT'D

AUDITORS

The details of the auditors' remuneration for the financial year are as follows:-

	The Group RM	The Company RM
Audit fee	261,867	60,000
Non-audit fees	108,250	55,000
	370,117	115,000

Signed in accordance with a resolution of the directors dated 16 July 2024.

Tay Ben Seng, Benson

Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai

STATEMENT BY **DIRECTORS** PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, Tay Ben Seng, Benson and Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai, being two of the directors of Oversea Enterprise Berhad, state that, in the opinion of the directors, the financial statements set out on pages 76 to 162 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 March 2024 and of their financial performance and cash flows for the financial year ended on that date.

Signed in accordance with a resolution of the directors dated 16 July 2024.

Tay Ben Seng, Benson

Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai

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

I, Tay Ben Seng, Benson, being the director primarily responsible for the financial management of Oversea Enterprise Berhad, do solemnly and sincerely declare that the financial statements set out on pages 76 to 162 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 Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovementioned
Tay Ben Seng, Benson
at
on this 16 July 2024

Tay Ben Seng, Benson

Before me

Samuel John A/L Ponniah (No.: B437)
Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF OVERSEA ENTERPRISE BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Oversea Enterprise Berhad, which comprise the statements of financial position as at 31 March 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of material accounting policies, as set out on pages 76 to 162.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 March 2024, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue recognition	
Key Audit Matter	How our audit addressed the Key Audit Matter
We consider the Group's Revenue to be a potential cause for high risk and had significant impact to the Group's financial result. Accordingly, we regarded Revenue Recognition to be a key audit matter.	<p>Our procedures included, amongst others:-</p> <ul style="list-style-type: none"> • tested the operating effectiveness of internal controls relevant to recognition of revenue. • tested sales transactions recorded to relevant supporting documents to ascertain validity of sales. • assessed sales transactions as well as credit notes issued, both before and after the year end date to assess whether the revenue was recognised in the correct period. • tested the journal entries on revenue recognition. • performed analytical review on the sales trend and gross profit margin.

INDEPENDENT AUDITORS' REPORT

CONT'D

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

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITORS' REPORT

CONT'D

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

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

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

OTHER MATTERS

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

CHENGGCO PLT
(LLP0017004-LCA) & AF0886
Chartered Accountants

NG KEE SIANG
03643/03/2024 J
Chartered Accountant

Kuala Lumpur

STATEMENTS OF FINANCIAL POSITION

AT 31 MARCH 2024

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
ASSETS					
NON-CURRENT ASSETS					
Investments in subsidiaries	5	–	–	36,314,524	38,596,839
Property, plant and equipment	6	70,340,544	42,693,540	1,038,352	1,155,328
Investment properties	7	3,634,000	5,634,000	–	–
Right-of-use assets	8	21,244,047	37,302,275	–	–
Other investments	9	5,299,107	3,916,078	–	–
Intangible asset	10	63,477	69,305	–	–
Long-term receivables	11	–	5,041	–	–
Deferred tax assets	12	609,086	–	–	–
		101,190,261	89,620,239	37,352,876	39,752,167
CURRENT ASSETS					
Inventories	13	11,888,576	7,785,542	–	–
Trade receivables	14	1,590,090	917,581	–	–
Other receivables, deposit and prepayments	15	9,130,745	3,188,401	18,437	58,268
Amount owing by subsidiaries	16	–	–	79,239,607	36,434,856
Amount owing by related parties	17	964,306	537,941	–	–
Current tax assets		262,242	368,784	43,303	40,756
Short-term investment with financial institutions	18	17,350,781	2,169,949	17,250,377	2,169,949
Deposits with licensed banks	19	10,666,955	603,627	10,064,771	10,832
Cash and bank balances	20	8,019,917	5,453,261	121,143	83,070
		59,873,612	21,025,086	106,737,638	38,797,731
TOTAL ASSETS		161,063,873	110,645,325	144,090,514	78,549,898

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

STATEMENTS OF FINANCIAL POSITION

CONT'D

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
EQUITY AND LIABILITIES					
EQUITY					
Share capital	21	155,069,642	87,085,446	155,069,642	87,085,446
Treasury shares	22	(835,550)	(835,550)	(835,550)	(835,550)
Reserves	23	(17,040,438)	(10,884,297)	(12,703,687)	(10,034,260)
TOTAL EQUITY		137,193,654	75,365,599	141,530,405	76,215,636
NON-CURRENT LIABILITIES					
Long-term borrowings	24	13,033	195,249	–	–
Lease liabilities	27	677,427	17,685,689	–	–
Deferred tax liabilities	28	4,844,432	4,268,611	–	–
		5,534,892	22,149,549	–	–
CURRENT LIABILITIES					
Trade payables	29	4,155,078	1,450,320	–	–
Other payables and accruals	30	8,893,798	7,263,630	132,542	77,412
Amount owing to subsidiaries	16	–	–	2,373,567	2,256,850
Amount owing to related parties	17	442,368	237,918	54,000	–
Short-term borrowings	31	16,500	44,070	–	–
Lease liabilities	27	4,684,799	4,097,001	–	–
Current tax liabilities		142,784	37,238	–	–
		18,335,327	13,130,177	2,560,109	2,334,262
TOTAL LIABILITIES		23,870,219	35,279,726	2,560,109	2,334,262
TOTAL EQUITY AND LIABILITIES		161,063,873	110,645,325	144,090,514	78,549,898

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
REVENUE	32	70,671,999	56,190,538	–	–
COST OF SALES		(29,074,416)	(23,640,953)	–	–
GROSS PROFIT		41,597,583	32,549,585	–	–
OTHER INCOME	33	14,163,074	5,410,621	635,937	368,222
		55,760,657	37,960,206	635,937	368,222
SELLING AND DISTRIBUTION EXPENSES		(39,319,390)	(28,973,423)	(211,808)	(13,569)
ADMINISTRATIVE EXPENSES		(9,093,584)	(9,243,621)	(813,315)	(553,495)
FINANCE COSTS	34	(993,237)	(1,561,252)	–	–
NET IMPAIRMENT LOSSES OF FINANCIAL ASSETS	35	(531,580)	316,077	(2,282,788)	–
PROFIT/(LOSS) BEFORE TAXATION	36	5,822,866	(1,502,013)	(2,671,974)	(198,842)
INCOME TAX (EXPENSE)/SAVING	37	(1,737,816)	(854,931)	2,547	541
PROFIT/(LOSS) AFTER TAXATION		4,085,050	(2,356,944)	(2,669,427)	(198,301)

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

CONT'D

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
PROFIT/(LOSS) AFTER TAXATION		4,085,050	(2,356,944)	(2,669,427)	(198,301)
OTHER COMPREHENSIVE INCOME	38				
<u>Items that Will Not be Reclassified</u> <u>Subsequently to Profit or Loss</u>					
Fair value changes of equity investments		(10,050,782)	67,549	-	-
<u>Items that Will be Reclassified</u> <u>Subsequently to Profit or Loss</u>					
Reversal of revaluation reserve due to disposal of Property, Plant and Equipment		(190,297)	(575,539)	-	-
Foreign currency translation differences		(112)	-	-	-
TOTAL OTHER COMPREHENSIVE INCOME		(10,241,191)	(507,990)	-	-
TOTAL COMPREHENSIVE EXPENSES FOR THE FINANCE YEAR		(6,156,141)	(2,864,934)	(2,669,427)	(198,301)
PROFIT/(LOSS) AFTER TAXATION ATTRIBUTABLE TO:-					
Owners of the Company		4,085,050	(2,356,944)	(2,669,427)	(198,301)
TOTAL COMPREHENSIVE EXPENSES ATTRIBUTABLE TO:-					
Owners of the Company		(6,156,141)	(2,864,934)	(2,669,427)	(198,301)
PROFIT/(LOSS) PER SHARE (SEN):	39				
- Basic		0.22	(0.21)		
- Diluted		0.22	(0.21)		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Non-Distributable					Distributable		Attributable to Owners of the Company / Total Equity RM
	Share Capital RM	Treasury Shares RM	Revaluation Reserve RM	Foreign Exchange Translation Reserve RM	Fair Value Reserve RM	Accumulated Losses RM		
The Group								
As at 1.4.2022	87,085,446	(835,550)	24,532,115	-	(86,068)	(32,465,410)	78,230,533	
Loss for the year	-	-	-	-	-	(2,356,944)	(2,356,944)	
Other comprehensive income for the financial year:								
- Fair value changes of equity instruments	-	-	-	-	67,549	-	67,549	
- Reversal of revaluation reserve due to disposal of Property, plant and equipment	-	-	(575,539)	-	-	-	(575,539)	
Total comprehensive expenses for the financial year	-	-	(575,539)	-	67,549	(2,356,944)	(2,864,934)	
Amortisation of revaluation reserve	-	-	(299,452)	-	-	299,452	-	
As at 31.3.2023	87,085,446	(835,550)	23,657,124	-	(18,519)	(34,522,902)	75,365,599	

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

STATEMENTS OF CHANGES IN EQUITY

CONT'D

	Note	Non-Distributable					Distributable		Attributable to Owners of the Company / Total Equity RM
		Share Capital RM	Treasury Shares RM	Revaluation Reserve RM	Foreign Exchange Translation Reserve RM	Fair Value Reserve RM	Accumulated Losses RM		
The Group									
As at 1.4.2023		87,085,446	(835,550)	23,657,124	-	(18,519)	(34,522,902)	75,365,599	
Profit for the year		-	-	-	-	-	4,085,050	4,085,050	
Other comprehensive income/ (expenses) for the financial year:									
- Fair value changes of equity instruments	23.1	-	-	-	-	(10,050,782)	-	(10,050,782)	
- Foreign currency translation difference	23.2	-	-	-	(112)	-	-	(112)	
- Reversal of revaluation reserve due to disposal of property, plant and equipment	23.3	-	-	(190,297)	-	-	-	(190,297)	
Total comprehensive expenses for the financial year		-	-	(190,297)	(112)	(10,050,782)	4,085,050	(6,156,141)	
Contribution by and distribution to owners of the Company:									
- Issuance of Share pursuant to Rights Issue	21	67,984,196	-	-	-	-	-	67,984,196	
Amortisation of revaluation reserve	23.3	-	-	(359,652)	-	-	359,652	-	
As at 31.3.2024		155,069,642	(835,550)	23,107,175	(112)	(10,069,301)	(30,078,200)	137,193,654	

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

STATEMENTS OF CHANGES IN EQUITY

CONT'D

	Note	Share Capital RM	Treasury Shares RM	Accumulated Losses RM	Total Equity RM
The Company					
As at 1.4.2022		87,085,446	(835,550)	(9,835,959)	76,413,937
Loss after taxation/Total comprehensive expenses for the financial year		–	–	(198,301)	(198,301)
As at 31.3.2023 and 1.4.2023		87,085,446	(835,550)	(10,034,260)	76,215,636
Loss after taxation/Total comprehensive expenses for the financial year		–	–	(2,669,427)	(2,669,427)
Contribution by and distribution to owners of the Company: - Issuance of Share pursuant to Rights Issue	21	67,984,196	–	–	67,984,196
As at 31.3.2024		155,069,642	(835,550)	(12,703,687)	141,530,405

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit/(Loss) before taxation		5,822,866	(1,502,013)	(2,671,974)	(198,842)
Adjustments for:-					
Amortisation of intangible asset	10	14,978	14,441	-	-
Depreciation of property, plant and equipment	6	4,539,889	2,216,746	153,506	69,873
Depreciation of right-of-use assets	8	6,613,482	4,532,994	-	-
Impairment loss:					
- trade receivables	14	122,249	-	-	-
- other receivables	15	341,418	-	-	-
- investment in subsidiary	5	-	-	2,282,788	-
- other investment	9	71,094	-	-	-
Interest expense on lease liabilities	34	961,267	1,491,627	-	-
Other interest expense		32,929	77,219	-	-
Written off:					
- property, plant and equipment	6	77,134	212,157	-	-
- inventories	13	18,521	42,178	-	-
Accretion of long-term receivables	34	(959)	(7,593)	-	-
Dividend income	33	(111,139)	(202,352)	(60,974)	(1,022)
Gain on acquisition on subsidiary company	5(b)	(5,302,491)	-	-	-
Gain on disposal of:					
- short-term investment with financial institution	33	(93,158)	(16,551)	(91,734)	(16,551)
- property, plant and equipment	33	(86,229)	(902,275)	-	-
- investment property	33	(239,490)	-	-	-
Gain on termination of lease	33	(2,377,581)	-	-	-
Interest income	33	(282,570)	(352,369)	(145,912)	(244,717)
Reversal of impairment loss of:					
- trade receivables	14	-	(174,077)	-	-
- other receivables	15	(3,181)	-	-	-
- other investment	9	-	(142,000)	-	-
Reversal of property, plant and equipment written off	6	(32,043)	-	-	-
Waiver of rental	33	-	(176,000)	-	-
Operating profit/(loss) before working capital changes		10,086,986	5,112,132	(534,300)	(391,259)
Inventories		(4,034,691)	(1,533,844)	-	-
Trade and other receivables		2,198,222	(818,462)	39,831	676
Trade and other payables		(2,155,759)	3,123,277	55,130	(105,753)
Amount owing by related parties		(221,915)	(287,407)	54,000	(21,000)
CASH FROM/(FOR) OPERATIONS		5,872,843	5,595,696	(385,339)	(517,336)
Income tax paid		(1,064,247)	(466,840)	-	(64,400)
Income tax refund		59,257	169,748	-	7,000
NET CASH FROM/(FOR) OPERATING ACTIVITIES		4,867,853	5,298,604	(385,339)	(574,736)

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

STATEMENTS OF CASH FLOWS

CONT'D

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisition of subsidiary company	5(b)	(13,226,023)	–	–	–
Dividend received	33	111,139	202,352	60,974	1,022
Incorporation of subsidiary company		–	–	(473)	–
Interest received	33	282,570	352,369	145,912	244,717
Payment for intangible asset		(9,150)	–	–	–
Placement of deposits pledged with licensed banks		(10,103)	(4,554)	–	–
Proceed from disposal of:					
- Investment property		2,000,000	–	–	–
- property, plant and equipment		104,938	1,310,645	–	–
- other investment		–	142,000	–	–
- short-term investment		93,158	16,551	91,734	16,551
Advances to subsidiaries		–	–	(42,804,751)	(23,089,274)
Purchase of other investment		(11,504,905)	(3,767,085)	–	–
Purchase of property, plant and equipment	6	(15,888,858)	(19,979,688)	(36,530)	(1,225,201)
NET CASH FOR INVESTING ACTIVITIES		(38,047,234)	(21,727,410)	(42,543,134)	(24,052,185)
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issuance of shares	21	67,984,196	–	67,984,196	–
Advance from / (Repayment to) subsidiaries		–	–	116,717	279,564
Interest paid		(32,929)	(77,219)	–	–
Repayment of term loans	40(b)	(182,627)	(965,110)	–	–
Repayment of hire purchase obligations	40(b)	(27,159)	(48,614)	–	–
Repayment of lease liabilities	40(b)	(5,800,008)	(3,549,991)	–	–
Repayment of interest expense on lease liabilities	40(b)	(961,267)	(1,491,627)	–	–
NET CASH FROM/(FOR) FINANCING ACTIVITIES		60,980,206	(6,132,561)	68,100,913	279,564

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

STATEMENTS OF CASH FLOWS

CONT'D

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		27,800,825	(22,561,367)	25,172,440	(24,347,357)
EFFECT OF FOREIGN EXCHANGE TRANSLATION		(112)	-	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR		7,790,445	30,351,812	2,263,851	26,611,208
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	40(d)	35,591,158	7,790,445	27,436,291	2,263,851

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

1. GENERAL INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia. The registered office and principal place of business are as follows:-

Registered office	:	A3-3-8, Solaris Dutamas No. 1, Jalan Dutamas 1 50480 Kuala Lumpur W.P. Kuala Lumpur
Principal place of business	:	Lot 12.2, 12th Floor, Menara Lien Hoe No.8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 16 July 2024.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under significant accounting policies, and in compliance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

3.1 During the current financial year, the Group has adopted the following new accounting standards and/or interpretations (including the consequential amendments, if any):-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)

MFRS 17 Insurance Contracts

Amendments to MFRS 17 Insurance Contracts

Amendment to MFRS 17: Initial Application of MFRS 17 and MFRS 9 - Comparative Information

Amendment to MFRS 101: Classification of Liabilities as Current or Non-current

Amendments to MFRS 101: Disclosure of Accounting Policies

Amendments to MFRS 108: Definition of Accounting Estimates

Amendments to MFRS 112: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) did not have any material impact on the Group's financial statements.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

3. BASIS OF PREPARATION (CONT'D)

3.2 The Group has not applied in advance the following accounting standards and/or interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective for the current financial year:-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
Amendments to MFRS 16: Lease Liabilities in sale and leaseback	1 January 2024
Amendments to MFRS 101: Non-current liabilities with Covenants	1 January 2024
Amendments to MFRS107 and MFRS 7: Supplier Finance Arrangements	1 January 2024
Amendments to MFRS 121: Lack of Exchangeability	1 January 2025
Amendments to MFRS 10 and MFRS 128: Sales or Contribution of Assets between an Investor and Its Associate or Joint Venture	Deferred

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) is expected to have no material impact on the financial statements of the Group upon their initial application.

3.3 The Group also adopted amendments to *MFRS 101, Presentation of Financial Statements and MFRS Practice Statement 2 – Disclosure 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 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.

4. MATERIAL ACCOUNTING POLICIES

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Key Sources of Estimation Uncertainty

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year other than as disclosed below:-

(a) Property and Equipment under Revaluation

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

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

Key Sources of Estimation Uncertainty (Cont'd)

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year other than as disclosed below (Cont'd):-

(b) Valuation of Investment Properties

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

The independent professional valuers have exercised judgement in determining location, size, physical characteristics and time element used in the valuation process. Also, judgement has been applied in estimating prices for less readily observable external parameters. Other factors such as model assumptions, market dislocations and unexpected correlations can also materially affect these estimates and the resulting fair value. The carrying amount of investment properties as at the reporting date is disclosed in Note 7 to the financial statements.

(c) Impairment of Property, Plant and Equipment

The Group determines whether its property, plant and equipment is impaired by evaluating the extent to which the recoverable amount of the asset is less than its carrying amount. This evaluation is subject to changes such as market performance, economic and political situation of the country. A variety of methods is used to determine the recoverable amount, such as valuation reports and discounted cash flows. For discounted cash flows, significant judgement is required in the estimation of the present value of future cash flows generated by the assets, which involve uncertainties and are significantly affected by assumptions used and judgements made regarding estimates of future cash flows and discount rates. The carrying amount of property, plant and equipment as at the reporting date is disclosed in Note 6 to the financial statements.

(d) Write-down of Inventories

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amount of inventories as at the reporting date is disclosed in Note 13 to the financial statements.

(e) Impairment of Trade Receivables

The Group uses the simplified approach to estimate a lifetime expected credit loss allowance for all trade receivables. The Group develops the expected loss rates based on the payment profiles of past sales including the corresponding historical credit losses, and adjusts for qualitative and quantitative reasonable and supportable forward-looking information. If the expectation is different from the estimation, such difference will impact the carrying value of trade receivables. The carrying amount of trade receivables as at the reporting date is disclosed in Note 14 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

Critical Judgements Made in Applying Accounting Policies

Management believes that there are no instances of application of critical judgement in applying the Group's accounting policies which will have a significant effect on the amounts recognised in the financial statements other than as disclosed below:-

(a) Classification between Investment Properties and Owner-occupied Properties

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

(b) Lease Terms

Some leases contain extension options exercisable by the Group before the end of the non-cancellable contract period. In determining the lease term, management considers all facts and circumstances including the past practice and any cost that will be incurred to change the asset if an option to extend is not taken. An extension option is only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

In determining the incremental borrowing rate of the respective leases. The Group first determines the closest available borrowing rates before using significant judgement to determine the adjustments required to reflect the term, security, value or economic environment of the respective leases.

4.2 BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to the end of the reporting period.

Subsidiaries are entities (including structured entities, if any) controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup transactions, balances, income and expenses are eliminated on consolidation. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.2 BASIS OF CONSOLIDATION (CONT'D)

(a) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. Under the acquisition method, the consideration transferred for acquisition of a subsidiary is the fair value of the assets transferred, liabilities incurred and the equity interests issued by the Group at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss when incurred.

In a business combination achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

Non-controlling interests in the acquiree may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. The choice of measurement basis is made on a transaction-by-transaction basis.

(b) Non-controlling Interests

Non-controlling interests are presented within equity in the consolidated statement of financial position, separately from the equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(c) Changes in Ownership Interests in Subsidiaries Without Change of Control

All changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of consideration paid or received is recognised directly in equity of the Group.

(d) Loss of Control

Upon the loss of control of a subsidiary, the Group recognises any gain or loss on disposal in profit or loss which is calculated as the difference between:-

- (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest in the former subsidiary; and
- (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the former subsidiary and any non-controlling interests.

Amounts previously recognised in other comprehensive income in relation to the former subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of (i.e. reclassified to profit or loss or transferred directly to retained profits). The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.3 FUNCTIONAL AND FOREIGN CURRENCIES

(a) Functional and Presentation Currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates, which is the functional currency.

The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional and presentation currency.

(b) Foreign Currency Transactions and Balances

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the exchange rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

(c) Foreign Operations

Assets and liabilities of foreign operations (including any goodwill and fair value adjustments arising on acquisition) are translated to the Group's presentation currency at the exchange rates at the end of the reporting period. Income, expenses and other comprehensive income of foreign operations are translated at exchange rates at the dates of the transactions. All exchange differences arising from translation are taken directly to other comprehensive income and accumulated in equity; attributed to the owners of the Company and non-controlling interests, as appropriate.

Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the end of the reporting period.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign subsidiary, or a partial disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that foreign operation attributable to the owners of the Company are reclassified to profit or loss as part of the gain or loss on disposal. The portion that related to non-controlling interests is derecognised but is not reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are reattributed to non-controlling interests and are not recognised in profit or loss. When the Group disposes of only part of its investment in an associate that includes a foreign operation while retaining significant influence, the proportionate share of the accumulative exchange differences is reclassified to profit or loss.

In the consolidated financial statements, when settlement of an intragroup loan is neither planned nor likely to occur in the foreseeable future, the exchange differences arising from translating such monetary item are considered to form part of a net investment in the foreign operation and are recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.4 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the statements of financial position when the Group has become a party to the contractual provisions of the instruments.

Financial instruments are classified as financial assets, financial liabilities or equity instruments in accordance with the substance of the contractual arrangement and their definitions in MFRS 132. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as an expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

A financial instrument is recognised initially at its fair value (other than trade receivables without significant financing component which are measured at transaction price as defined in MFRS 15 at inception). Transaction costs that are directly attributable to the acquisition or issue of the financial instrument (other than a financial instrument at fair value through profit or loss) are added to/deducted from the fair value on initial recognition, as appropriate. Transaction costs on the financial instrument at fair value through profit or loss are recognised immediately in profit or loss.

Financial instruments recognised in the statements of financial position are disclosed in the individual policy statement associated with each item.

(a) Financial Assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value (through profit or loss, or other comprehensive income), depending on the classification of the financial assets.

Debt Instruments

(i) Amortised Cost

The financial asset is held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. When the asset has subsequently become credit-impaired, the interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), excluding expected credit losses, through the expected life of the financial asset or a shorter period (where appropriate).

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.4 FINANCIAL INSTRUMENTS (CONT'D)

(a) Financial Assets (Cont'd)

Debt Instruments (Cont'd)

(ii) Fair Value through Other Comprehensive Income

The financial asset is held for both collecting contractual cash flows and selling the financial asset, where the asset's cash flows represent solely payments of principal and interest. Movements in the carrying amount are taken through other comprehensive income and accumulated in the fair value reserve, except for the recognition of impairment, interest income and foreign exchange difference which are recognised directly in profit or loss. Interest income is calculated using the effective interest rate method.

(iii) Fair Value through Profit or Loss

All other financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss.

The Group reclassifies debt instruments when and only when its business model for managing those assets change.

Equity Instruments

All equity investments are subsequently measured at fair value with gains and losses recognised in profit or loss except where the Group has elected to present the subsequent changes in fair value in other comprehensive income and accumulated in the fair value reserve at initial recognition.

The designation at fair value through other comprehensive income is not permitted if the equity investment is either held for trading or is designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise.

Dividend income from this category of financial assets is recognised in profit or loss when the Group's right to receive payment is established unless the dividends clearly represent a recovery of part of the cost of the equity investments.

(b) Financial Liabilities

(i) Financial Liabilities at Fair Value through Profit or Loss

Fair value through profit or loss category comprises financial liabilities that are either held for trading or are designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. The changes in fair value of these financial liabilities are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.4 FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Liabilities (Cont'd)

(ii) Other Financial Liabilities

Other financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), through the expected life of the financial liability or a shorter period (where appropriate).

(c) Equity Instruments

Equity instruments classified as equity are measured initially at cost and are not remeasured subsequently.

(i) Ordinary Shares

Ordinary shares are classified as equity and recorded at the proceeds received, net of directly attributable transaction costs.

Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

(ii) Treasury Shares

When the Company's own shares recognised as equity are bought back, the amount of the consideration paid, including all costs directly attributable, are recognised as a deduction from equity. Own shares purchased that are not subsequently cancelled are classified as treasury shares and are presented as a deduction from total equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of treasury shares.

Where treasury shares are reissued by resale, the difference between the sales consideration received and the carrying amount of the treasury shares is recognised in equity.

Where treasury shares are cancelled, their costs are transferred to retained profits.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.4 FINANCIAL INSTRUMENTS (CONT'D)

(d) Derecognition

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the carrying amount of the asset and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of a debt instrument classified as fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified from equity to profit or loss. In contrast, there is no subsequent reclassification of the fair value reserve to profit or loss following the derecognition of an equity investment.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(e) Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts are recognised initially as liabilities at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in profit or loss over the period of the guarantee or, when there is no specific contractual period, recognised in profit or loss upon discharge of the guarantee. If the debtor fails to make payment relating to a financial guarantee contract when it is due and the Company, as the issuer, is required to reimburse the holder for the associated loss, the liability is measured at the higher of the amount of the credit loss determined in accordance with the expected credit loss model and the amount initially recognised less cumulative amortisation.

4.5 INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are stated at cost in the statement of financial position of the Company, and are reviewed for impairment at the end of the reporting period if events or changes in circumstances indicate that the carrying values may not be recoverable. The cost of investments includes transaction costs.

On the disposal of the investments in subsidiaries the difference between the net disposal proceeds and the carrying amount of the investments is recognised in profit or loss.

4.6 PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment are initially measured at cost. Cost includes expenditure that are directly attributable to the acquisition of the asset and other costs directly attributable to bringing the asset to working condition for its intended use.

Subsequent to initial recognition, all property, plant and equipment, other than freehold land and buildings, are stated at cost less accumulated depreciation and any impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.6 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Freehold land is stated at valuation less impairment losses recognised after the date of the revaluation. Leasehold land and buildings are stated at revalued amount less accumulated depreciation and impairment losses recognised after the date of the revaluation.

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Freehold land is not depreciated. Depreciation on other property, plant and equipment is charged to profit or loss (unless it is included in the carrying amount of another asset) on a straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are:-

Buildings	2%
Plant and machinery	20%
Motor vehicles	20%
Renovation, furniture and fittings	10 - 40%
Equipment and electrical installation	10 - 20%

Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The depreciation method, useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period to ensure that the amounts, method and periods of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the property, plant and equipment. Any changes are accounted for as a change in estimate.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset, being the difference between the net disposal proceeds and the carrying amount, is recognised in profit or loss. The revaluation reserve included in equity is transferred directly to retained profits on retirement or disposal of the asset. In addition, the Group also makes an annual transfer of the revaluation reserve to retained profits as the asset is used by the Group. In such a case, the amount of the revaluation reserve transferred would be the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.7 INVESTMENT PROPERTIES

Investment properties are properties which are owned or right-to-use asset held to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties which are owned are initially measured at cost. Cost includes expenditure that is directly attributable to the acquisition of the investment property. The right-of-use asset held under a lease contract that meets the definition of investment property is measured initially similarly as other right-of-use assets.

Subsequent to initial recognition, investment properties are stated at fair value with fair value changes recognised in profit or loss.

Investment properties are derecognised when they have either been disposed of or when the investment property is permanently withdrawn from use and no future benefit is expected from its disposal.

On the derecognition of an investment property, the difference between the net disposal proceeds and the carrying amount is recognised in profit or loss.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property or inventories, the fair value at the date of change becomes the cost for subsequent accounting purposes. If the owner-occupied property becomes an investment property, such property shall be accounted for in accordance with the accounting policy for property, plant and equipment up to date of change in use.

4.8 INTANGIBLE ASSETS

An intangible asset shall be recognised if, and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and that the cost of the asset can be measured reliably. An entity shall assess the probability of the expected future economic benefits using reasonable and supportable assumptions that represent management's best estimate of the set of economic conditions that will exist over the useful life of the asset. An intangible asset shall be measured initially at cost.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful lives or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of comprehensive income in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash generating unit level. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

(a) Trademarks

The purchased trademarks are stated at cost less accumulated amortisation and impairment losses, if any. The trademarks are amortised over their remaining useful lives. In the event that the expected future economic benefits are no longer probable of being recovered, the trademarks are written down to their recoverable amounts.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.9 LEASES

The Group assesses whether a contract is or contains a lease, at the inception of the contract. The Group recognises a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for low-value assets and short-term leases with 12 months or less. For these leases, the Group recognises the lease payments as an operating expense on a straight-line method over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The Group has elected not to separate non-lease components from lease components of the right-of-use assets. Instead, the Group has accounted for the lease component and the associated non-lease components as a single lease arrangement.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use assets that do not meet the definition of investment property and the associated lease liabilities are presented as a separate line item in the statements of financial position.

The right-of-use asset is initially measured at cost. Cost includes the initial amount of the corresponding lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any incentives received.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of the lease liability. The depreciation starts from the commencement date of the lease. If the lease transfers ownership of the underlying asset to the Group or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Otherwise, the Group depreciates the right-of-use asset to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in the future lease payments (other than lease modification that is not accounted for as a separate lease) with the corresponding adjustment is made to the carrying amount of the right-of-use asset or is recognised in profit or loss if the carrying amount has been reduced to zero.

Variable rents that linked to future performance or usage of the underlying asset are not included in the measurement of the lease liability and the right-of-use asset. Instead, these payments are recognised as an expense in the period in which the performance or use occurs.

4.10 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average cost method and comprises the purchase price, production costs and incidentals incurred in bringing the inventories to their present location and condition.

Net realisable value represents the estimated selling price less the estimated costs of production and the estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.11 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value with original maturity periods of three months or less. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts.

4.12 IMPAIRMENT

(a) Impairment of Financial Assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at fair value through other comprehensive income and trade receivables, as well as on financial guarantee contracts.

The expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Group always recognises lifetime expected credit losses for trade receivables and contract assets using the simplified approach. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience and are adjusted for forward-looking information (including time value of money where appropriate).

For all other financial instruments, the Group recognises lifetime expected credit losses when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

(b) Impairment of Non-financial Assets

The carrying values of assets, other than those to which MFRS 136 does not apply, are reviewed at the end of each reporting period for impairment when an annual impairment assessment is compulsory or there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. When the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount and an impairment loss shall be recognised. The recoverable amount of an asset is the higher of the asset's fair value less costs to sell and its value-in-use, which is measured by reference to discounted future cash flows using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where it is not possible to estimate the recoverable amount of an individual asset, the Group determines the recoverable amount of the cash-generating unit to which the asset belongs.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.12 IMPAIRMENT (CONT'D)

(b) Impairment of Non-financial Assets (Cont'd)

An impairment loss is recognised in profit or loss immediately unless the asset is carried at its revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of a previously recognised revaluation surplus for the same asset. Any impairment loss recognised in respect of a cash-generating unit is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit and then to reduce the carrying amounts of the other assets in the cash-generating unit on a pro rata basis.

In respect of assets other than goodwill, and when there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately, unless the asset is carried at its revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4.13 PROVISIONS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation. The unwinding of the discount is recognised as interest expense in profit or loss.

4.14 EMPLOYEE BENEFITS

(a) Short-term Benefits

Wages, salaries, paid annual leave and bonuses are measured on an undiscounted basis and are recognised in profit or loss in the period in which the associated services are rendered by employees of the Group.

(b) Defined Contribution Plans

The Group's contributions to defined contribution plans are recognised in profit or loss in the period to which they relate. Once the contributions have been paid, the Group has no further liability in respect of the defined contribution plans.

4.15 INCOME TAXES

(a) Current Tax

Current tax assets and liabilities are expected amount of income tax recoverable or payable to the taxation authorities.

Current taxes are measured using tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period and are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss (either in other comprehensive income or directly in equity).

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.15 INCOME TAXES (CONT'D)

(b) Deferred Tax

Deferred tax is recognised using the liability method for all temporary differences other than those that arise from goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefits will be realised.

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 value 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.

Current and deferred tax items are recognised in correlation to the underlying transactions either in profit or loss, other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill or negative goodwill.

Current tax assets and liabilities or deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxable entity (or on different tax entities but they intend to settle current tax assets and liabilities on a net basis) and the same taxation authority.

4.16 CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements, unless the probability of outflow of economic benefits is remote. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

4.17 OPERATING SEGMENTS

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.18 EARNINGS PER ORDINARY SHARE

Basic earnings per ordinary share is calculated by dividing the consolidated profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the reporting period, adjusted for own shares held.

Diluted earnings per ordinary share is determined by adjusting the consolidated profit or loss attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise Warrant.

4.19 BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of those assets, until such time as the assets are ready for their intended use or sale. The capitalisation of borrowing costs is suspended during extended periods in which active development is interrupted. The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is the weighted average of the borrowing costs applicable to borrowings that are outstanding during the financial year, other than borrowings made specifically for the purpose of financing a specific project-in-progress, in which case the actual borrowing costs incurred on that borrowings less any investment income on temporary investment of that borrowings will be capitalised.

All other borrowing costs are recognised in profit or loss as expenses in the period in which they are incurred.

4.20 FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using a valuation technique. The measurement assumes that the transaction takes place either in the principal market or in the absence of a principal market, in the most advantageous market. For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, the fair value measurements are analysed into level 1 to level 3 as follows:-

- Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liability that the entity can access at the measurement date;
- Level 2: Inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Inputs are unobservable inputs for the asset or liability.

The transfer of fair value between levels is determined as of the date of the event or change in circumstances that caused the transfer.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.21 REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue is recognised by reference to each distinct performance obligation in the contract with customer and is measured at the consideration specified in the contract of which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of sales and service tax, returns, rebates and discounts.

The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service at a point in time unless one of the following overtime criteria is met:-

- The customer simultaneously receives and consumes the benefits provided as the Group performs.
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- The Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

(a) Sale of Food and Beverage

Revenue from sale of food and beverage is recognised when the Group has transferred control of the food and beverage to the customer, being when the food and beverage have been delivered to the customer and upon its acceptance. Payment of the transaction is due at the point the food and beverage being accepted by the customer.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(b) Sale of Goods

Revenue from sale of goods is recognised when the Group has transferred control of the goods to the customer, being when the goods have been delivered to the customer and upon its acceptance. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, and bears the risks of obsolescence and loss in relation to the goods.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

4. MATERIAL ACCOUNTING POLICIES (CONT'D)

4.22 REVENUE FROM OTHER SOURCES AND OTHER OPERATING INCOME

(a) Interest Income

Interest income is recognised on an accrual basis using the effective interest method. Interest income from financial assets at fair value through profit or loss is included in the net fair value gains/losses.

(b) Service Fee Income

Service fee income represents service charge to customers at the Group's restaurants and is recognised at the point of sales.

(c) Rental Income

Rental income is accounted for on a straight-line method over the lease term unless collectability is in doubt.

5. INVESTMENTS IN SUBSIDIARIES

	The Company	
	2024 RM	2023 RM
Unquoted shares, at cost	47,110,278	47,109,805
Accumulated impairment losses	(10,795,754)	(8,512,966)
	36,314,524	38,596,839
Accumulated impairment losses:-		
At 1 April	(8,512,966)	(8,512,966)
Addition during the financial year	(2,282,788)	-
At 31 March	(10,795,754)	(8,512,966)

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

The details of the subsidiaries are as follows:-

Name of Subsidiary	Principle Place of Business/Country of Incorporation	Percentage of Issued Share Capital Held by Parent		Principal Activities
		2024 %	2023 %	
<i>Subsidiaries of the Company</i>				
Restoran Oversea (Imbi) Sdn. Bhd.	Malaysia	100	100	Restaurant operator.
Restoran Oversea (Subang Parade) Sdn. Bhd.	Malaysia	100	100	Restaurant operator.
Restoran Oversea (Bandar Baru Sri Petaling) Sdn. Bhd.	Malaysia	100	100	Restaurant operator.
Oversea Training Academy Sdn. Bhd.	Malaysia	100	100	Training provider.
Haewaytian Restaurant Sdn. Bhd.	Malaysia	100	100	Restaurant operator.
Restoran Oversea Dian Xin (Sri Petaling) Sdn. Bhd.	Malaysia	100	100	Restaurant operator.
EMP Collection Sdn. Bhd.	Malaysia	100	100	Restaurant operator.
Oversea Production Sdn. Bhd.	Malaysia	100	100	Manufacturer and wholesaler of confectioneries.
Haewaytian Food Industries Sdn. Bhd.	Malaysia	100	100	Distributor of food products.
Restoran Oversea Confectioneries Sdn. Bhd.	Malaysia	100	100	Manufacturer and wholesaler of confectioneries.
Tenshou International Sdn. Bhd.	Malaysia	100	100	Retailer of foodstuff.
Haewaytian Trading Sdn. Bhd.	Malaysia	100	100	Distributing general products.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

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

Name of Subsidiary	Principle Place of Business/Country of Incorporation	Percentage of Issued Share Capital Held by Parent		Principal Activities
		2024 %	2023 %	
<i>Subsidiaries of the Company (Cont'd)</i>				
Restoran Oversea Holdings Sdn. Bhd.	Malaysia	100	100	Owner of trademark.
Restoran Oversea JV (International) Sdn. Bhd.	Malaysia	100	100	Investment holding.
Oversea Seafood Sdn. Bhd. (Formerly known as The Arch Seafood Sdn. Bhd.)	Malaysia	100	100	Restaurant operator.
Restoran Oversea (Skyplaza GH) Sdn. Bhd.*	Malaysia	100	100	Restaurant operator.
Restoran Oversea (P.J.) Sdn. Bhd.	Malaysia	100	100	Restaurant operator.
Restaurant Oversea (CST) Sdn. Bhd.*	Malaysia	100	100	Restaurant operator.
Nexus Excellent Sdn. Bhd.^ (Formerly Known as Spark Club Sdn. Bhd.)	Malaysia	100	-	Letting and managing of commercial property
Everose Times Sdn. Bhd.+ (Formerly Known as Sparkfest Sdn. Bhd.)	Malaysia	100	-	Music entertainment organizer and property management services
Cahaya Rev Sdn. Bhd. + (Formerly known as Spark Cafe Bar Sdn. Bhd.)	Malaysia	100	-	Dormant
HWT & Co Limited @	Republic of Seychelles	100	-	Investment holding.

Notes:-

- * - Held through Restoran Oversea JV (International) Sdn. Bhd.
- ^ - Held through Oversea Training Academy Sdn. Bhd.
- + - Held through Nexus Excellent Sdn. Bhd.
- @ - Subsidiary company not audited by CHENGCO PLT.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(a) Incorporation of subsidiary

On 9 October 2023, the Company incorporated a wholly-owned subsidiary, HWT & Co Limited ("HWT & Co"), with cash consideration of USD100.

HWT & Co is incorporated in Republic of Seychelles.

(b) Acquisition of subsidiary company

On 29 August 2023, Oversea Training Academy Sdn. Bhd., a wholly-owned subsidiary, had entered Share Sales Agreements with Ong Kah Hoe and Nicholas Wong Yew Khid for the acquisition of 100% equity interest in Nexus Excellent Sdn. Bhd. with a total consideration of RM13,750,000.

The following summaries the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

Fair value of identifiable assets acquired and liabilities at the date of acquisition

	28.8.2023 At acquisition date RM
Property, plant and equipment	16,361,837
Deferred tax assets	609,086
Investories	86,865
Trade receivables	45,349
Other receivables, deposit and prepayment	8,020,338
Cash and bank balance	523,977
Trade payables	(1,226,364)
Other payables and accruals	(11,514,321)
Provision for taxation	(104,276)
Net Assets	12,802,491

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(b) Acquisition of subsidiary company (Cont'd)

Net cash outflows arising from acquisition of subsidiary

	28.8.2023
	At acquisition date
	RM
Purchase consideration settled in cash	7,500,000
Less: Cash and bank balance of subsidiary acquired	(523,977)
Cash outflows on acquisition of subsidiary's equity	6,976,023
Add: Advance to subsidiary for debts settlement	6,250,000
Net cash outflows arising from acquisition of subsidiary	13,226,023

Gain on bargain purchase

	28.8.2023
	At acquisition date
	RM
Fair value of consideration transferred	7,500,000
Fair value of identifiable assets acquired and liabilities assume	(12,802,491)
Gain on bargain purchase	(5,302,491)

Acquisition-related costs

The Group incurred acquisition-related costs of RM26,871 related to external legal fee. The expenses have been included in administrative expenses in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

6. PROPERTY, PLANT AND EQUIPMENT

	At 1.4.2023 RM	Acquisition of Subsidiary RM	Additions RM	Disposal RM	Write-off RM	Reclassification RM	Reversal of Impairment loss RM	Depreciation Charges RM	At 31.3.2024 RM
The Group									
<i>Carrying Amount</i>									
Freehold land	4,890,000	-	-	-	-	-	-	-	4,890,000
Buildings	16,670,786	16,196,648	-	-	(26,521)	(1,003,033)	1,147	(782,134)	31,056,893
Plant and machinery	1,151,102	4	231,577	-	(2)	-	-	(367,430)	1,015,251
Motor vehicles	107,787	1	-	(1)	-	-	-	(33,240)	74,547
Renovation, furniture and fittings	7,687,164	88,770	5,183,053	(13,160)	(5,686)	-	1,254	(1,647,679)	11,293,716
Equipment and electrical installation	5,450,086	76,414	7,097,234	(5,550)	(44,925)	1,003,033	29,642	(1,709,406)	11,896,528
Capital work-in- progress	6,736,615	-	3,376,994	-	-	-	-	-	10,113,609
	42,693,540	16,361,837	15,888,858	(18,711)	(77,134)	-	32,043	(4,539,889)	70,340,544

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	At 1.4.2022 RM	Additions RM	Disposal RM	Write-off RM	Reclassification RM	Depreciation Charges RM	At 31.3.2023 RM
The Group							
2023							
<i>Carrying Amount</i>							
Freehold land	4,890,000	-	-	-	-	-	4,890,000
Buildings	17,703,993	-	(668,359)	-	-	(364,848)	16,670,786
Plant and machinery	925,381	512,664	-	(310)	(4,845)	(281,788)	1,151,102
Motor vehicles	99,368	95,145	(3)	-	-	(86,723)	107,787
Renovation, furniture and fittings	1,383,708	7,433,465	-	(198,173)	(42,955)	(888,881)	7,687,164
Equipment and electrical installation	563,083	5,201,799	-	(13,674)	293,384	(594,506)	5,450,086
Capital work-in-progress	245,584	6,736,615	-	-	(245,584)	-	6,736,615
	25,811,117	19,979,688	(668,362)	(212,157)	-	(2,216,746)	42,693,540

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	At Cost RM	At Valuation RM	Accumulated Depreciation RM	Accumulated Impairment Losses RM	Carrying Amount RM
The Group					
2024					
Freehold land	–	4,890,000	–	–	4,890,000
Buildings	–	38,481,773	(7,424,880)	–	31,056,893
Plant and machinery	8,693,736	–	(7,678,485)	–	1,015,251
Motor vehicles	1,968,573	–	(1,894,024)	(2)	74,547
Renovation, furniture and fittings	21,705,124	–	(8,426,001)	(1,985,407)	11,293,716
Equipment and electrical installation	23,711,645	–	(9,852,953)	(1,962,164)	11,896,528
Capital work-in-progress	10,113,609	–	–	–	10,113,609
	66,192,687	43,371,773	(35,276,343)	(3,947,573)	70,340,544
2023					
Freehold land	–	4,890,000	–	–	4,890,000
Buildings	–	17,591,000	(920,214)	–	16,670,786
Plant and machinery	8,300,760	–	(7,149,658)	–	1,151,102
Motor vehicles	2,206,736	–	(2,098,946)	(3)	107,787
Renovation, furniture and fittings	15,712,050	–	(6,036,773)	(1,988,113)	7,687,164
Equipment and electrical installation	13,686,520	–	(6,225,641)	(2,010,793)	5,450,086
Capital work-in-progress	6,736,615	–	–	–	6,736,615
	46,642,681	22,481,000	(22,431,232)	(3,998,909)	42,693,540

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	At 1.4.2023 RM	Additions RM	Depreciation RM	At 31.3.2024 RM
The Company				
2024				
<i>Carrying Amount</i>				
Renovation, furniture and fittings	654,830	35,680	(71,180)	619,330
Equipment and electrical installation	500,498	850	(82,326)	419,022
	1,155,328	36,530	(153,506)	1,038,352

	At 1.4.2022 RM	Additions RM	Depreciation RM	At 31.3.2023 RM
2023				
<i>Carrying Amount</i>				
Renovation, furniture and fittings	–	684,835	(30,005)	654,830
Equipment and electrical installation	–	540,366	(39,868)	500,498
	–	1,225,201	(69,873)	1,155,328

	At Cost RM	Accumulated Depreciation RM	Accumulated Impairment Losses RM	Carrying Amount RM
The Company				
2024				
Renovation, furniture and fittings	735,324	(109,681)	(6,312)	619,331
Equipment and electrical installation	771,037	(312,141)	(39,875)	419,021
	1,506,361	(421,822)	(46,187)	1,038,352
2023				
Renovation, furniture and fittings	699,644	(38,501)	(6,312)	654,831
Equipment and electrical installation	770,187	(229,815)	(39,875)	500,497
	1,469,831	(268,316)	(46,187)	1,155,328

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

- (a) The carrying amounts of the property, plant and equipment which have been pledged to licensed banks as security for banking facilities granted to the Group are as follows:-

	The Group	
	2024 RM	2023 RM
Buildings	–	60,480

- (b) Included in the property, plant and equipment of the Group were motor vehicles with a total carrying amount of RM1 (2023 – RM6,430) held under hire purchase arrangements. These assets have had been pledged as security for the hire purchase payables of the Group as disclosed in Note 25 to the financial statements.

- (c) If the land and buildings were measured using the cost model, the carrying amounts would be as follows:-

	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
The Group			
2024			
Freehold land	2,053,988	–	2,053,988
Buildings	12,350,192	(3,401,985)	8,948,207
	14,404,180	(3,401,985)	11,002,195
2023			
Freehold land	2,053,988	–	2,053,988
Buildings	12,350,192	(3,010,526)	9,339,666
	14,404,180	(3,010,526)	11,393,654

7. INVESTMENT PROPERTIES

	The Group	
	2024 RM	2023 RM
<i>Carrying Amount</i>		
At 1 April	5,634,000	5,634,000
Disposal of investment property	(2,000,000)	–
At 31 March	3,634,000	5,634,000
Included in the above are:-		
Freehold land and buildings, at fair value	2,850,000	2,850,000
Leasehold land and buildings, at fair value	784,000	2,784,000
	3,634,000	5,634,000

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

7. INVESTMENT PROPERTIES (CONT'D)

- (a) The investment properties of the Group are leased to customers under operating leases with rentals payable monthly. The leases contain initial non-cancellable periods ranging from 1 to 3 (2023 - 1 to 3) years and an option that is exercisable by the customers to extend their leases for an average of 2 (2023 - 2) years.

As at the reporting date, the future minimum rentals receivable under the non-cancellable operating leases are as follows:-

	The Group	
	2024 RM	2023 RM
Within 1 year	94,650	35,647
Between 1 and 2 years	64,224	–
Between 2 and 3 years	37,464	–
	196,338	35,647

- (b) The fair value of the investment properties have been determined based on valuations performed by independent professional valuers at the end of the reporting date using the sales comparison approach. Sales price of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties. There has been no change to the valuation technique during the financial year.

There were no transfers between level 1 and level 2 during the financial year.

The fair values of the investment properties are within level 2 of the fair value hierarchy.

The details of the Group's investment properties carried at fair values are analysed as follows:-

	Level 1 RM	Level 2 RM	Level 3 RM	Total RM
The Group				
2024				
Shoplot	–	1,275,000	–	1,275,000
Terrace house	–	2,334,000	–	2,334,000
Carpark	–	25,000	–	25,000
	–	3,634,000	–	3,634,000
2023				
Shoplot	–	3,275,000	–	3,275,000
Terrace house	–	2,334,000	–	2,334,000
Carpark	–	25,000	–	25,000
	–	5,634,000	–	5,634,000

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

8. RIGHT-OF-USE ASSETS

	At 1.4.2023 RM	Addition RM	Termination RM	Depreciation Charges RM	At 31.3.2024 RM
The Group 2024					
<i>Carrying Amount</i>					
Leasehold land	17,543,104	–	–	(240,547)	17,302,557
Accommodations	12,308	–	–	(12,308)	–
Shoplot	19,528,032	4,763,761	(14,399,305)	(6,132,232)	3,760,256
Motor vehicle	218,831	190,798	–	(228,395)	181,234
	37,302,275	4,954,559	(14,399,305)	(6,613,482)	21,244,047

	At 1.4.2022 RM	Addition RM	Disposal RM	Depreciation Charges RM	At 31.3.2023 RM
The Group 2023					
<i>Carrying Amount</i>					
Leasehold land	18,181,786	–	(391,844)	(246,838)	17,543,104
Accommodations	28,719	–	–	(16,411)	12,308
Shoplot	18,344,375	5,422,140	–	(4,238,483)	19,528,032
Motor vehicle	–	250,093	–	(31,262)	218,831
	36,554,880	5,672,233	(391,844)	(4,532,994)	37,302,275

- (a) The Group's and the Company's leasehold land, shoplot and accommodations and equipment which are under leasing arrangement are summarised below:-
- (i) Leasehold land The leases are for a period of 42 to 73 (2023 - 43 to 74) years with no renewal or purchase option included in the agreements. The leases do not allow the Group to assign, transfer or sublease or create any charge, lien or trust in respect of or dispose of the whole or any part of the land.
- (ii) Shoplot and accommodations The Group and the Company have leased a number of shoplot and accommodations that run between 2 years and 3 years (2023– between 2 years and 3 years), with an option to renew the lease after that date. The Group and the Company are not allowed to sublease the shoplot and accommodations.
- (iii) Equipment The Group and the Company have leased a number of equipment for a period of 3 years, with an option to renew the lease on a monthly basis. The Group and the Company are not allowed to sublease the equipment.
- (b) The leasehold land of RM NIL (2023 – RM374,516) has been pledged to a licensed bank as security for banking facilities granted to the Group as disclosed in Note 26 to the financial statements.
- (c) The Group also has leases with lease terms of 12 months or less. The Group has applied the short-term lease' recognition exemptions for these leases.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

9. OTHER INVESTMENTS

	The Group	
	2024 RM	2023 RM
<u>Fair Value Through Other Comprehensive Income</u>		
- Quoted shares in Malaysia	1,800	5,625
- Quoted shares outside Malaysia	5,297,307	3,839,359
- Unquoted shares in Malaysia	-	43,379
	5,299,107	3,888,363
Amortised cost	393,379	350,000
	5,692,486	4,238,363
Accumulated impairment losses	(393,379)	(322,285)
	5,299,107	3,916,078
Accumulated impairment losses:-		
At 1 April	(322,285)	(464,285)
Additional during the financial year (Note 35)	(71,094)	-
Reversal during the financial year (Note 35)	-	142,000
At 31 March	(393,379)	(322,285)

The Group has designated the equity investments at fair value through other comprehensive income because the Group intends to hold for long-term strategic purposes.

10. INTANGIBLE ASSET

	The Group	
	2024 RM	2023 RM
Trademark, at cost:-		
At 1 April	499,623	499,623
Addition during the financial year	9,150	-
Written off	(5,400)	-
At 31 March	503,373	499,623
Amortisation of intangible asset	(439,896)	(430,318)
	63,477	69,305
Amortisation of intangible asset:-		
At 1 April	(430,318)	(415,877)
Addition during the financial year	(14,978)	(14,441)
Written off	5,400	-
At 31 March	(439,896)	(430,318)

NOTES TO THE FINANCIAL STATEMENTS

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11. LONG-TERM RECEIVABLES

	The Group	
	2024 RM	2023 RM
Minimum staff loan repayments:		
- within one year	6,000	18,600
- within two to five years	-	6,000
	6,000	24,600
Less: Prepaid operating expenses	-	(959)
	6,000	23,641

The fair value of staff loans is repayable as follows:-

	The Group	
	2024 RM	2023 RM
Current (Note 15):		
- within one year	6,000	18,600
Non-current:		
- within two to five years	-	5,041
- more than five years	-	-
	-	5,041
	6,000	23,641

Prepaid operating expenses:-		
At 1 April	(959)	(8,552)
Accretion of long-term receivables / Recognised in profit or loss during the financial year	959	7,593
At 31 March	-	(959)

The staff loans are unsecured, interest-free and to be settled in cash. The staff loans are recognised initially at fair value. The difference between the fair value and the nominal loan amount represents payment for services to be rendered during the period of the loan and is recorded as part of prepaid operating expenses.

12. DEFERRED TAX ASSETS

	The Group	
	2024 RM	2023 RM
At 1 April	-	-
Acquisition of subsidiary	609,086	-
At 31 March	609,086	-

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

13. INVENTORIES

	The Group	
	2024	2023
	RM	RM
At cost:-		
Food	5,048,220	3,967,097
Beverage	5,741,880	2,011,664
Raw materials	276,965	315,350
Packing materials	767,460	1,412,465
Finished goods	54,051	78,966
	11,888,576	7,785,542

None of the inventories is carried at net realisable value.

	The Group	
	2024	2023
	RM	RM
Recognised in profit or loss:-		
Inventories recognised as cost of sales	27,675,762	22,112,272
Amount written down to net realisable value	18,521	42,178

14. TRADE RECEIVABLES

	The Group	
	2024	2023
	RM	RM
Trade receivables	1,834,142	1,037,327
Allowance for impairment losses	(244,052)	(119,746)
	1,590,090	917,581

	The Group	
	2024	2023
	RM	RM
Allowance for impairment losses:-		
At 1 April	(119,746)	(293,823)
Acquisition of subsidiary company	(2,057)	-
Addition during the financial year (Note 35)	(122,249)	-
Reversal during the financial year (Note 35)	-	174,077
At 31 March	(244,052)	(119,746)

The Group's normal trade credit terms range from 30 to 60 (2023 - 30 to 60) days. Other credit terms are assessed and approved on a case-by-case basis.

NOTES TO THE FINANCIAL STATEMENTS

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15. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Other receivables:-				
Third parties	6,243,061	247,742	-	-
Lease receivable	1,232,861	-	-	-
Goods and services tax recoverable	13,734	-	-	-
	7,489,656	247,742	-	-
Deposits	5,036,242	3,089,665	9,740	38,240
Prepayments	1,531,686	503,495	8,697	20,028
	14,057,584	3,840,902	18,437	58,268
Allowance for impairment losses	(4,926,839)	(652,501)	-	-
	9,130,745	3,188,401	18,437	58,268

Included in the other receivables are staff loans of RM6,000 (2023 – RM18,600) as disclosed in Note 11 to the financial statements.

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Allowance for impairment losses:-				
At 1 April	(652,501)	(652,501)	-	-
Acquisition of subsidiary	(3,936,101)	-	-	-
Addition during the financial year	(341,418)	-	-	-
Reversal of allowance for impairment losses (Note 35)	3,181	-	-	-
At 31 March	(4,926,839)	(652,501)	-	-

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

16. AMOUNTS OWING BY/(TO) SUBSIDIARIES

	The Company	
	2024 RM	2023 RM
Amount owing by:-		
Non-trade balances	79,996,877	37,192,126
Allowance for impairment losses	(757,270)	(757,270)
	79,239,607	36,434,856
Allowance for impairment losses:		
- At 1 April /31 March	(757,270)	(757,270)

	The Company	
	2024 RM	2023 RM
Amount owing to:-		
Non-trade balances	2,373,567	2,256,850

The amounts owing are non-trade in nature, unsecured, interest-free and repayable on demand. The amounts owing are to be settled in cash.

17. AMOUNTS OWING BY/(TO) RELATED PARTIES

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Amount owing by:-				
Trade balances	964,306	537,941	-	-
Amount owing to:-				
Trade balances	358,368	147,918	-	-
Non-trade balances	84,000	90,000	54,000	-
	442,368	237,918	54,000	-

- (a) The trade balances are subject to credit term of 30 (2023 – 30) days.
- (b) The non-trade balance is unsecured, interest-free and repayable on demand.
- (c) The amounts owing are to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

18. SHORT-TERM INVESTMENTS WITH FINANCIAL INSTITUTIONS

	2024		2023	
	Carrying amount RM	Market Value RM	Carrying amount RM	Market Value RM
The Group				
Money market fund, at fair value	17,350,781	17,350,781	2,169,949	2,169,949
	2024		2023	
	Carrying amount RM	Market Value RM	Carrying amount RM	Market Value RM
The Company				
Money market fund, at fair value	17,250,377	17,250,377	2,169,949	2,169,949

The short-term investments are designated as financial asset at fair value through profit or loss and are measured at fair value.

19. DEPOSITS WITH LICENSED BANKS

The effective interest rates of deposits at the end of the reporting period were as follows:-

	The Group		The Company	
	2024 %	2023 %	2024 %	2023 %
Effective interest rates	2.15 to 3.00	2.15 to 2.80	2.15 to 2.50	2.15 to 2.40
	The Group		The Company	
	2024	2023	2024	2023
Maturity period (Month)	1 to 12	1 to 12	1	1

Included in the deposits with licensed banks of the Group at the end of the reporting period was an amount of RM446,495 (2023 – RM436,392) which has been pledged to licensed banks as security for banking facilities granted to the Group.

20. CASH AND CASH EQUIVALENTS

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash in hand	74,647	69,770	1,000	1,000
Cash at bank	7,945,270	5,383,491	120,143	82,070
	8,019,917	5,453,261	121,143	83,070

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

21. SHARE CAPITAL

	The Group/The Company			
	Number of shares		Amount	
	2024 Unit	2023 Unit	2024 RM	2023 RM
Issued and fully paid-up				
<i>Ordinary share</i>				
At 1 April	1,146,670,000	1,146,670,000	87,085,446	87,085,446
Issuance of shares for cash from right issue	1,133,069,933	–	67,984,196	–
At 31 March	2,279,739,933	1,146,670,000	155,069,642	87,085,446

- (a) The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company, and are entitled to one vote per ordinary share at meetings of the Company. The ordinary shares have no par value.
- (b) During the financial year, the Company increased its issued and paid-up ordinary share capital from RM87,085,446 comprising 1,146,670,000 ordinary shares to RM155,069,642 comprising 2,279,739,933 ordinary shares through the issuance of 1,133,069,933 new ordinary shares at RM0.06 each for a cash consideration of RM67,984,196 through a Rights Issue.

The new ordinary shares issued rank pari passu in all respects with the existing ordinary shares of the Company.

WARRANT 2021/2024

On 10 March 2021, the Company issued 436,526,991 free warrants (“Warrants A”) pursuant to the bonus issue of warrant on the basis of one (1) warrant for every two (2) shares held by entitled shareholders after the completion of share split.

The Warrants are constituted by the Deed Poll dated 23 February 2021.

On 6 July 2023, the Company has announced that the price of Warrant A shall be revised from RM0.16 to RM0.12 per Warrant. The revision in Warrant price will result in additional number of Warrants to be issued in accordance to the number of outstanding Warrant A as at 28 July 2023.

On 28 August 2023, the Company issue additional 159,330,537 free warrants and revised exercise price at RM0.12 per warrant.

The salient features of the Warrants are as follows:-

- (i) the adjusted exercise price is RM0.12 per ordinary share and each Warrant entitles the registered holder (“Warranholders”) to subscribe for one (1) new ordinary share of the Company during the 3 year period expiring on 4 March 2024 (“Exercise Period”);
- (ii) at the expiry of the Exercise Period, any Warrants, which have not been exercised shall automatically lapse and cease to be valid for any purposes;
- (iii) Warranholders must exercise the Warrants in accordance with the procedures set out in the Deed Poll and shares allotted and issued upon such exercise shall rank pari passu in all respects with the then existing ordinary shares of the Company, and shall be entitled to any dividends, rights, allotments and/or other distributions after the issue and allotment thereof; and
- (iv) the Warranholders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in the Company until and unless such Warranholders exercise their Warrants for new ordinary shares of the Company.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

21. SHARE CAPITAL (CONT'D)

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

	Number of Warrants			At 31.3.2024 Unit
	At 1.4.2023 Unit	Addition Unit	Expired Unit	
Warrants	436,526,991	159,330,537	(595,857,528)	–

WARRANT 2023/2026

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

The Warrants are constituted by the Deed Poll dated 10 July 2023.

The salient features of the Warrants are as follows:-

- (i) the exercise price is RM0.06 per ordinary share and each Warrant entitles the registered holder (“Warranholders”) to subscribe for one (1) new ordinary share of the Company during the 3 year period expiring on 22 August 2026 (“Exercise Period”);
- (ii) at the expiry of the Exercise Period, any Warrants, which have not been exercised shall automatically lapse and cease to be valid for any purposes;
- (iii) Warranholders must exercise the Warrants in accordance with the procedures set out in the Deed Poll and shares allotted and issued upon such exercise shall rank pari passu in all respects with the then existing ordinary shares of the Company, and shall be entitled to any dividends, rights, allotments and/or other distributions after the issue and allotment thereof; and
- (iv) the Warranholders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in the Company until and unless such Warranholders exercise their Warrants for new ordinary shares of the Company.

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

	Number of Warrants			At 31.3.2024 Unit
	At 1.4.2023 Unit	Addition Unit	Expired Unit	
Warrants	–	377,689,939	–	377,689,939

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

22. TREASURY SHARES

	The Group/ The Company	
	2024 RM	2023 RM
At 1 April / 31 March	835,550	835,550

The amount relates to the acquisition cost of treasury shares.

The total shares purchased under the share buy-back program were financed by internally generated funds. The ordinary shares purchased were retained as treasury shares in accordance with Section 127(6) of the Companies Act 2016 and are presented as a deduction from equity.

Of the total 2,279,739,933 (2023 – 1,146,670,000) issued and fully paid-up ordinary shares at the end of the reporting period, 11,700,000 (2023 – 11,700,000) ordinary shares are held as treasury shares by the Company. None of the treasury shares were resold or cancelled during the financial year.

23. RESERVES

	Note	The Group		The Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Fair value reserve	23.1	(10,069,301)	(18,519)	–	–
Foreign exchange translation reserve	23.2	(112)	–	–	–
Revaluation reserve	23.3	23,107,175	23,657,124	–	–
Accumulated losses		(30,078,200)	(34,522,902)	(12,703,687)	(10,034,260)
		(17,040,438)	(10,884,297)	(12,703,687)	(10,034,260)

23.1 FAIR VALUE RESERVE

	The Group	
	2024 RM	2023 RM
At 1 April	(18,519)	(86,068)
Fair value (loss)/gain on investment in quoted shares	(10,050,782)	67,549
At 31 March	(10,069,301)	(18,519)

The fair value reserve represents the cumulative fair value changes (net of tax, where applicable) of investments designated at fair value through other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

23. RESERVES (CONT'D)

23.2 FOREIGN EXCHANGE TRANSLATION RESERVE

	The Group	
	2024 RM	2023 RM
At 1 April	–	–
Foreign currency translation difference for the year	(112)	–
At 31 March	(112)	–

The foreign exchange translation reserve arose from the translation of the financial statements of foreign subsidiary whose functional currency is different from the Group's presentation currency.

23.3 REVALUATION RESERVE

	The Group	
	2024 RM	2023 RM
At 1 April	23,657,124	24,532,115
Reversal of revaluation due to disposal of property, plant and equipment	(190,297)	(575,539)
Amortisation of revaluation reserve	(359,652)	(299,452)
At 31 March	23,107,175	23,657,124

The revaluation reserve represents the increase in the fair value of lands and buildings of the Group (net of deferred tax, where applicable) as well as revaluation surpluses (net of deferred taxation) of properties presented under property, plant and equipment and right-of-use assets or immediately prior to its reclassification as investment property as a result of change in use. Upon retirement or disposal of the properties, the revaluation reserve will be transferred directly to retained profits.

24. LONG-TERM BORROWING

	The Group	
	2024 RM	2023 RM
Hire purchase payables (Note 25)	13,033	28,197
Term loans (Note 26)	–	167,052
	13,033	195,249

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

25. HIRE PURCHASE PAYABLES

	The Group	
	2024 RM	2023 RM
Minimum hire purchase payments:		
- not later than 1 year	17,820	31,091
- later than one year and not later than 5 years	13,352	29,687
	31,172	60,778
Less: Future finance charges	(1,639)	(4,086)
Present value of hire purchase payables	29,533	56,692

	The Group	
	2024 RM	2023 RM
Analysed by:-		
Current liabilities	16,500	28,495
Non-current liabilities	13,033	28,197
	29,533	56,692

- (i) The hire purchases payables of the Group are secured by the Group's motor vehicles under finance leases as disclosed in Note 6 to the financial statements. The hire purchase arrangements are expiring from 1 to 3 (2023 - 2 to 4) years.
- (ii) The hire purchase payables of the Group at the end of the reporting period bore effective interest rates ranging from 6.69% (2023 - 4.66% to 6.69%) per annum. The interest rate are fixed at the inception of the hire purchase arrangements.

26. TERM LOANS

	The Group	
	2024 RM	2023 RM
Current liabilities	-	15,575
Non-current liabilities	-	167,052
	-	182,627

Details of the repayment terms are as follows:-

Term loan	Number of monthly installment	Monthly installments	Date of commencement of repayment	The Group	
				Outstanding amount 2024 RM	2023 RM
3	180	1,984	1.11.2016	-	182,627

NOTES TO THE FINANCIAL STATEMENTS

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26. TERM LOANS (CONT'D)

- (a) The Group has made full settlement to Term Loan III during the financial year. At the end of previous financial year, Term loans III bore an effective interest rate of 4.69% per annum and are secured by:-
- i. legal charge over double storey link house held under PM 7552 Lot 28347, Mukim of Petaling, District of Kuala Lumpur, State of Wilayah Persekutuan Kuala Lumpur; and
 - ii. corporate guarantee of the Company.

27. LEASE LIABILITIES

	The Group	
	2024 RM	2023 RM
At 1 April	21,782,690	19,836,448
Addition (Notes 8 and 40(b))	6,156,432	5,672,233
Interest expense recognised in profit or loss	961,267	1,491,627
Termination of lease	(16,776,888)	-
Rental cession	-	(176,000)
Repayment of principal	(5,800,008)	(3,549,991)
Repayment of interest expense	(961,267)	(1,491,627)
	5,362,226	21,782,690
Analysed by:-		
Current liabilities	4,684,799	4,097,001
Non-current liabilities	677,427	17,685,689
	5,362,226	21,782,690

28. DEFERRED TAX LIABILITIES

	The Group	
	2024 RM	2023 RM
At 1 April	4,268,611	3,762,367
Reversal of deferred tax liabilities due to disposal of property, plant and equipment	(49,193)	-
Recognised in profit or loss during the financial year (Note 37)	625,014	506,244
At 31 March	4,844,432	4,268,611

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

28. DEFERRED TAX LIABILITIES (CONT'D)

The deferred tax liabilities recognised at the end of the reporting period are as follows:-

	The Group	
	2024 RM	2023 RM
Deferred tax liabilities:-		
Property, plant and equipment and Investment properties	4,844,432	4,268,611

At the end of reporting period, the amounts of deferred tax assets not recognised due to uncertainty of their realisation are as follows:-

	The Group	
	2024 RM	2023 RM
Unused tax losses:		
- expires year of assessment 2028	4,488,352	5,476,283
- expires year of assessment 2029	2,190,413	2,268,106
- expires year of assessment 2030	2,907,243	2,907,243
- expires year of assessment 2031	4,402,854	4,402,854
- expires year of assessment 2032	1,575,908	1,927,343
- expires year of assessment 2033	937,305	437,305
- expires year of assessment 2034	2,010,163	2,010,163
Unabsorbed capital allowances	12,857,131	9,547,477
	31,369,369	28,976,774

	The Company	
	2024 RM	2023 RM
Unused tax losses:		
- expires year of assessment 2025	66,281	66,281
- expires year of assessment 2029	41,681	41,681
- expires year of assessment 2030	55,204	55,204
- expires year of assessment 2034	6,847	-
Unabsorbed capital allowances	363,030	262,247
	533,043	425,413

No deferred tax assets are recognised in respect of these items as it is not probable that taxable profits of the subsidiaries will be available against which the deductible temporary differences can be utilised.

The unused tax losses are allowed to be utilised for 10 (2023 – 10) consecutive years of assessment while unabsorbed capital allowances are allowed to be carried forward indefinitely.

NOTES TO THE FINANCIAL STATEMENTS

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29. TRADE PAYABLES

The normal trade credit terms granted to the Group range from 30 to 90 (2023 - 30 to 90) days.

30. OTHER PAYABLES AND ACCRUALS

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Other payables:-				
Third parties	3,948,103	3,289,753	18,192	7,162
Related parties	–	30,000	–	–
Goods and services tax payable	835,210	405,771	–	–
	4,783,313	3,725,524	18,192	7,162
Accruals	2,913,106	1,094,161	114,350	70,250
Deposits received	1,197,379	2,443,945	–	–
	8,893,798	7,263,630	132,542	77,412

The amount owing to related parties represents unsecured interest-free advances granted to the Group by companies in which certain directors of the Company have controlling interests. The amount is repayable on demand and is to be settled in cash.

31. SHORT-TERM BORROWINGS

	The Group	
	2024 RM	2023 RM
Hire purchase payables (Note 25)	16,500	28,495
Term loans (Note 26)	–	15,575
	16,500	44,070

NOTES TO THE FINANCIAL STATEMENTS

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32. REVENUE

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<u>Revenue from Contracts with Customers</u>				
Sale of food and beverage	56,147,707	40,974,989	-	-
Sale of moon cakes and other baked products	14,524,292	15,205,049	-	-
	70,671,999	56,180,038	-	-
<u>Revenue from Other Sources</u>				
Interest income	-	10,500	-	-

The information on the disaggregation of revenue is disclosed in Note 43 to the financial statements.

33. OTHER INCOME

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Dividend income	111,139	202,352	60,974	1,022
Gain on acquisition of subsidiary company	5,302,491	-	-	-
Gain on disposal of:-				
- investment property	239,490	-	-	-
- property, plant and equipment	86,229	902,275	-	-
- other investment	93,158	16,551	91,734	16,551
Gain on fair value adjustment on other investment	337,522	62,379	337,317	62,379
Gain on termination of lease	2,377,581	-	-	-
Interest income on financial assets	282,570	352,369	145,912	244,717
Management fee	16,583	-	-	43,200
Realised gain on foreign exchange	2,188	10,049	-	-
Rental income	1,229,369	217,188	-	-
Reversal of property, plant and equipment written off	32,043	-	-	-
Services fee income	3,073,093	3,247,957	-	-
Waiver of rental	-	176,000	-	-
Others	979,618	223,501	-	353
	14,163,074	5,410,621	635,937	368,222

NOTES TO THE FINANCIAL STATEMENTS

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34. FINANCE COSTS

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Bank Overdraft	25,084	31,700	-	-
Hire purchase interest	2,447	40,818	-	-
Term loan interest	5,398	4,700	-	-
Lease liabilities interest	961,267	1,491,627	-	-
Accretion of long-term receivables	(959)	(7,593)	-	-
	993,237	1,561,252	-	-

35. NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Impairment losses:				
- Investment in subsidiary company	-	-	2,282,788	-
- Other investment (Note 9)	71,094	-	-	-
- Trade receivables (Note 14)	122,249	-	-	-
- Other receivables (Note 15)	341,418	-	-	-
Reversal of impairment losses:				
- Trade receivables (Note 14)	-	(174,077)	-	-
- Other receivable (Note 15)	(3,181)	-	-	-
- Other investment (Note 9)	-	(142,000)	-	-
	531,580	(316,077)	2,282,788	-

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

36. PROFIT/(LOSS) BEFORE TAXATION

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) before taxation is arrived at after charging/(crediting):-				
Amortisation of intangible asset	14,978	14,441	-	-
Auditors' remuneration:				
- Audit fee:				
- for the financial year	266,167	215,000	50,000	40,000
- Underprovision in the previous financial year	(4,300)	-	10,000	-
- Non-audit fee:				
- auditors of the Company	108,250	43,250	55,000	5,000
Depreciation:				
- property, plant and equipment	4,539,889	2,216,746	153,506	69,873
- right-of-use assets	6,613,482	4,532,994	-	-
Directors' remuneration (Note 41)	954,787	1,142,510	148,000	148,000
Inventories written off	18,521	42,178	-	-
Property, plant and equipment written off	77,134	212,162	-	-
Short-term leases:				
- premises	2,553,231	1,774,627	-	-
- plant and machineries	61,972	42,872	-	-
Staff costs:				
- salaries, wages, bonuses and allowances	21,610,294	17,208,749	-	-
- defined contribution plan	2,292,263	1,810,848	-	-
- other benefits	1,191,146	896,092	3,344	-

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

37. INCOME TAX EXPENSE/(SAVING)

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Current tax:				
- for the financial year	1,270,806	279,206	(2,547)	-
- real property gain tax	-	71,116	-	-
- overprovision in the previous financial year	(158,004)	(1,635)	-	(541)
	1,112,802	348,687	(2,547)	(541)
Deferred tax (Note 28):				
- origination and reversal of temporary differences	706,294	1,038,600	-	-
- overprovision in the previous financial year	(81,280)	(532,356)	-	-
	625,014	506,244	-	-
	1,737,816	854,931	(2,547)	(541)

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

	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) before taxation	5,822,866	(1,502,013)	(2,671,974)	(198,842)
Tax at the statutory tax rate of 24% (2023 - 24%)	1,397,488	(360,483)	(641,274)	(47,722)
Tax effects of:-				
Tax incentive	140	-	-	-
Non-deductible expenses	2,993,366	2,124,587	732,754	67,213
Non-taxable income	(2,846,374)	(438,817)	(120,153)	(19,273)
Deferred tax assets not recognised during the financial year	561,428	511,941	26,126	-
Utilisation of deferred tax assets not recognised previously	(128,948)	(448,306)	-	(218)
Over provision in the previous financial year:				
- Current tax	(158,004)	(1,635)	-	(541)
- Deferred tax	(81,280)	(532,356)	-	-
Income tax expense/(saving) for the financial year	1,737,816	854,931	(2,547)	(541)

NOTES TO THE FINANCIAL STATEMENTS

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37. INCOME TAX EXPENSE/(SAVING) (CONT'D)

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2023 - 24%) of the estimated assessable profit for the financial year. The taxation of other jurisdictions is calculated at the rates prevailing in the respective jurisdiction.

	2024 RM	2023 RM
Income tax savings during the financial year arising from:-		
Utilisation of current financial year's tax losses	1,417,059	339
Utilisation of unabsorbed capital allowances previously not recognised as deferred tax assets	295,301	451,028
	1,712,360	451,367

38. OTHER COMPREHENSIVE INCOME

	The Group	
	2024 RM	2023 RM
Items that will not be reclassified subsequently to profit or loss		
Fair value of equity instruments:		
- changes during the financial year	(10,050,782)	67,549
Items that will be reclassified subsequently to profit or loss		
Reversal of revaluation due to disposal of property, plant and equipment	(190,297)	(575,539)
Foreign currency translation differences:		
- changes during the financial year	(112)	-
	(10,241,191)	(507,990)

NOTES TO THE FINANCIAL STATEMENTS

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39. PROFIT/(LOSS) PER SHARE

The profit/(loss) per share is calculated by dividing the Group's profit/(loss) after taxation attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue excluding treasury shares during the financial year:-

	2024 RM	The Group 2023 RM
Profit/(Loss) after taxation attributable to owners of the Company (RM)	4,085,050	(2,356,944)
Issued ordinary shares on 1 April	1,146,670,000	1,146,670,000
Effect of shares issued pursuant to right issue	755,379,955	-
Effect of treasury shares held	(11,700,000)	(11,700,000)
Weighted average number of ordinary shares for basic profit/(loss) per share	1,890,349,955	1,134,970,000
Shares deemed to be issued for no consideration: - Warrant	-	-
Weighted average number of ordinary shares for diluted profit/(loss) per share	1,890,349,955	1,134,970,000
Basic profit/(loss) per share (sen)	0.22	(0.21)
Diluted profit/(loss) per share (sen)	0.22	(0.21)

40. CASH FLOW INFORMATION

(a) The cash disbursed for the purchase of property, plant and equipment and the addition of right-of-use assets are as follows:-

	2024 RM	The Group 2023 RM
Property, plant and equipment		
Cost of property, plant and equipment purchased (Note 6)	15,888,858	19,979,688
Right of use assets		
Cost of right-of-use assets acquired (Note 8)	4,954,559	5,672,233
Less: Addition of new lease liabilities (Note 27 and 40(b))	(4,954,559)	(5,672,233)
	-	-

NOTES TO THE FINANCIAL STATEMENTS

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40. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows:-

	Term Loans RM	Lease Liabilities RM	Hire Purchase Payables RM	Amount owing to Related parties RM	Total RM
The Group					
2024					
At 1 April	182,627	21,782,690	56,692	90,000	22,112,009
<u>Changes in Financing</u>					
<u>Cash Flows</u>					
Repayment of principal	(182,627)	(5,800,008)	(27,159)	–	(6,009,794)
Repayment of interests	(5,398)	(961,267)	(2,447)	–	(969,112)
Repayment to related parties	–	–	–	(468,000)	(468,000)
	(188,025)	(6,761,275)	(29,606)	(468,000)	(7,446,906)
<u>Non-cash Changes</u>					
Acquisition of new leases (Notes 27 and 40(a))	–	6,156,432	–	–	6,156,432
Termination of lease	–	(16,776,888)	–	–	(16,776,888)
Interest expense recognised in profit or loss	5,398	961,267	2,447	–	969,112
Transfer from other payables	–	–	–	30,000	30,000
Advertising expenses	–	–	–	432,000	432,000
	5,398	(9,659,189)	2,447	462,000	(9,189,344)
At 31 March	–	5,362,226	29,533	84,000	5,475,759

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

40. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows (Cont'd):-

	Term Loans RM	Lease Liabilities RM	Hire Purchase Payables RM	Amount owing to Related parties RM	Total RM
The Group 2023					
At 1 April	1,147,737	19,836,448	105,306	21,000	21,110,491
<u>Changes in Financing</u>					
<u>Cash Flows</u>					
Repayment of principal	(965,110)	(3,549,991)	(48,614)	–	(4,563,715)
Repayment of interests	(40,818)	(1,491,627)	(4,700)	–	(1,537,145)
Repayment to related parties	–	–	–	(345,000)	(345,000)
	(1,005,928)	(5,041,618)	(53,314)	(345,000)	(6,445,860)
<u>Non-cash Changes</u>					
Acquisition of new leases (Notes 27 and 40(a))	–	5,672,233	–	–	5,672,233
Rental concession	–	(176,000)	–	–	(176,000)
Interest expense recognised in profit or loss	40,818	1,491,627	4,700	–	1,537,145
Advertising expenses	–	–	–	414,000	414,000
	40,818	6,987,860	4,700	414,000	7,447,378
At 31 March	182,627	21,782,690	56,692	90,000	22,112,009

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

40. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows (Cont'd):-

	Amount Owing to Subsidiaries RM	Amount Owing To Related Parties RM	Total RM
The Company			
2024			
At 1 April	2,256,850	–	2,256,850
<u>Changes in Financing</u>			
<u>Cash Flows</u>			
Advance from subsidiaries	100,000	–	100,000
Repayment to related parties	(237,774)	(162,000)	(399,774)
	(137,774)	(162,000)	(299,774)
<u>Non-cash Change</u>			
Advertising expenses	–	216,000	216,000
Expenses paid on behalf by	254,491	–	254,491
At 31 March	2,373,567	54,000	2,427,567
2023			
At 1 April	1,977,286	21,000	1,998,286
<u>Changes in Financing</u>			
<u>Cash Flows</u>			
Repayment to subsidiaries	279,564	–	279,564
Repayment to related parties	–	(312,000)	(312,000)
	279,564	(312,000)	(32,436)
<u>Non-cash Change</u>			
Advertising expenses	–	291,000	291,000
At 31 March	2,256,850	–	2,256,850

(c) The total cash outflows for leases as a lessee are as follows:-

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Payment of short-term leases	2,615,203	1,817,499	–	–
Interest paid on lease liabilities	961,267	1,491,627	–	–
Payment of lease liabilities	5,800,008	3,549,991	–	–
	9,376,478	6,859,117	–	–

NOTES TO THE FINANCIAL STATEMENTS

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40. CASH FLOW INFORMATION (CONT'D)

(d) The cash and cash equivalents comprise the following:-

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Short-term investments with financial institutions (Note 18)	17,350,781	2,169,949	17,250,377	2,169,949
Deposits with licensed banks (Note 19)	10,666,955	603,627	10,064,771	10,832
Cash and bank balances (Note 20)	8,019,917	5,453,261	121,143	83,070
	36,037,653	8,226,837	27,436,291	2,263,851
Less: Deposits pledged to licensed banks (Note 19)	(446,495)	(436,392)	-	-
	35,591,158	7,790,445	27,436,291	2,263,851

41. KEY MANAGEMENT PERSONNEL COMPENSATION

The aggregate amounts of emoluments received and receivable by the directors of the Group and the Company during the financial year are as follows:-

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<u>Directors of the Company</u>				
Non-executive directors:				
- salaries and other emoluments	4,000	4,000	4,000	4,000
- fee	144,000	144,000	144,000	144,000
	148,000	148,000	148,000	148,000
<u>Directors of the subsidiaries</u>				
Executive directors:				
- salaries and other emoluments	729,418	910,130	-	-
- define contribution plan	77,369	84,380	-	-
	806,787	994,510	-	-
	954,787	1,142,510	148,000	148,000

The estimated monetary value of benefits-in-kind provided by the Group to the directors of the Company was RM Nil (2023 – RM20,800).

NOTES TO THE FINANCIAL STATEMENTS

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42. RELATED PARTY DISCLOSURES

(a) Identities of Related Parties

Parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control.

In addition to the information detailed elsewhere in the financial statements, the Group has related party relationships with its directors, associates, key management personnel and entities within the same group of companies.

(b) Significant Related Party Transactions and Balances

Other than those disclosed elsewhere in the financial statements, the Group and the Company carried out the following significant transactions with the related parties during the financial year:-

	The Group		The Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Subsidiaries:-				
Expenses paid on behalf of	-	-	712,284	23,955
Expenses paid by	-	-	700,771	823,857
Advances to	-	-	46,469,657	27,086,601
Advances from	-	-	50,000	-
Management fee received	-	-	-	43,200
Related parties:-				
Sales to	827,697	512,287	-	-
Purchase from	3,291,271	376,706	-	-
Advertising expenses	432,000	414,000	216,000	291,000
Payment of lease liabilities/ Rental expenses	1,070,400	976,438	-	-

The significant outstanding balances of the related parties (including the allowance for impairment loss made) together with their terms and conditions are disclosed in the respective notes to the financial statements.

The related party transactions described above were entered into in the normal course of business carried out based on negotiated terms and conditions and are mutually agreed with respective parties.

NOTES TO THE FINANCIAL STATEMENTS

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43. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the key management personnel as its chief operating decision maker in order to allocate resources to segments and to assess their performance. For management purposes, the Group is organised into business units based on their products and services provided.

The Group is organised into 3 main business segments as follows:-

- (i) Restaurant segment - involved in the business as restaurant operators.
- (ii) Manufacturing segment - involved in the manufacturing and wholesale of moon cake and other baked products.
- (iii) Trading and investment holding segment - involved in the trading of general and food products and providing corporate services and treasury functions.

The key management personnel assesses the performance of the operating segments based on operating profit or loss which is measured differently from those disclosed in the consolidated financial statements.

Operating segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Assets, liabilities and expenses which are common and cannot be meaningfully allocated to the operating segments are presented under unallocated items. Unallocated items comprise mainly corporate assets, liabilities and expenses. Income taxes are managed on a group basis and are not allocated to operating segments.

Transfer prices between operating segments are at arm's length basis in a manner similar to transactions with third parties. Segment revenue, expenses and results include transfer between business segments. These segments are eliminated on consolidation.

NOTES TO THE FINANCIAL STATEMENTS

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43. OPERATING SEGMENTS (CONT'D)

43.1 BUSINESS SEGMENTS

	Restaurants RM	Manufacturing RM	Trading and Investment Holding RM	Elimination RM	The Group RM
2024					
Revenue					
External revenue	56,147,707	14,493,052	31,240	–	70,671,999
Inter-segment revenue	306,938	6,760,105	643,733	(7,710,776)	–
Consolidated revenue	56,454,645	21,253,157	674,973	(7,710,776)	70,671,999
Represented by:- <u>Revenue recognised at a point of time</u>					
- Sales of food and beverage	56,454,645	–	–	(306,938)	56,147,707
- Sales of moon cakes and other baked product	–	21,253,157	31,240	(6,760,105)	14,524,292
- Sales of general product	–	–	643,733	(643,733)	–
					70,671,999
Results					
Segment results	(326,520)	814,289	(316,854)	6,645,188	6,816,103
Finance costs	(1,348,747)	(57,041)	(207,237)	619,788	(993,237)
Profit before taxation	(1,675,267)	757,248	(524,091)	7,264,976	5,822,866
Income tax expenses					(1,737,816)
Profit after taxation					4,085,050
Assets					
Segment assets	118,915,336	33,741,178	156,858,045	(149,322,014)	160,192,545
Unallocated assets:					
- current tax assets	25,331	186,522	50,389	–	262,242
- deferred tax assets	–	–	609,086	–	609,086
Consolidated total assets					161,063,873

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43. OPERATING SEGMENTS (CONT'D)

43.1 BUSINESS SEGMENTS (CONT'D)

	Restaurants RM	Manufacturing RM	Trading and Investment Holding RM	Elimination RM	The Group RM
2024					
Liabilities					
Segment liabilities	135,314,623	6,894,675	73,455,868	(196,782,163)	18,883,003
Unallocated liabilities:					
- deferred tax liabilities	26,676	116,100	8	-	142,784
- current tax liabilities	1,682,387	3,162,045	-	-	4,844,432
Consolidated total liabilities					23,870,219
Other Segment Item					
Amortisation of intangible asset	793	6,710	7,475	-	14,978
Capital expenditure:					
- property, plant and equipment	15,433,078	403,744	52,036	-	15,888,858
Depreciation of:					
- property, plant and equipment	3,032,218	806,614	863,248	(162,191)	4,539,889
- right-of-use assets	4,520,282	476,574	2,749,156	(1,132,530)	6,613,482
Impairment of:					
- trade receivables	583,925	166,701	1,133	(629,510)	122,249
- other receivables	-	-	341,418	-	341,418
- other investment	-	-	71,094	-	71,094
Interest expenses	5,450	27,479	-	-	32,929
Interest expenses on lease liabilities	1,344,256	29,562	207,237	(619,788)	961,267
Property, plant and equipment written off	600	7	76,527	-	77,134
Interest income	(89,005)	(43,584)	(150,991)	1,010	(282,570)
Reversal Impairment of:					
- other receivables	-	-	(3,181)	-	(3,181)
- amount owing by related companies	(200,000)	(150,000)	-	350,000	-
Gain on disposal of:					
- property, plant and equipment	(30,830)	(55,399)	-	-	(86,229)

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43. OPERATING SEGMENTS (CONT'D)

43.1 BUSINESS SEGMENTS (CONT'D)

	Restaurants RM	Manufacturing RM	Trading and Investment Holding RM	Elimination RM	The Group RM
2023					
Revenue					
External revenue	40,974,989	15,188,481	27,068	–	56,190,538
Inter-segment revenue	504,726	6,681,822	51,475	(7,238,023)	–
Consolidated revenue	41,479,715	21,870,303	78,543	(7,238,023)	56,190,538
Represented by:-					
<u>Revenue recognised at a point of time</u>					
- Sales of food and beverage	41,479,715	–	–	(504,726)	40,974,989
- Sales of moon cakes and other baked product	–	21,870,303	68,043	(6,733,297)	15,205,049
<u>Revenue recognised over time</u>					
- Interest income	–	–	10,500	–	10,500
					<u>56,190,538</u>
Results					
Segment results	(757,185)	1,013,610	67,486	(264,672)	59,239
Finance costs	(1,488,159)	(73,093)	–	–	(1,561,252)
Loss before taxation	(2,245,344)	940,517	67,486	(264,672)	(1,502,013)
Income tax taxation					(854,931)
Loss after taxation					<u>(2,356,944)</u>
Assets					
Segment assets	93,747,381	33,911,306	57,392,958	(74,775,104)	110,276,541
Unallocated assets: - current tax assets	176,792	147,188	44,804	–	368,784
Consolidated total assets					<u>110,645,325</u>

NOTES TO THE FINANCIAL STATEMENTS

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43. OPERATING SEGMENTS (CONT'D)

43.1 BUSINESS SEGMENTS (CONT'D)

	Restaurants RM	Manufacturing RM	Trading and Investment Holding RM	Elimination RM	The Group RM
2023					
Liabilities					
Segment liabilities	89,215,763	7,685,482	38,841,616	(104,768,984)	30,973,877
Unallocated liabilities:					
- deferred tax liabilities	1,077,357	3,191,254	-	-	4,268,611
- current tax liabilities	9,032	28,206	-	-	37,238
Consolidated total liabilities					35,279,726
Other Segment Item					
Amortisation of intangible asset	564	6,403	7,474	-	14,441
Capital expenditure:					
- property, plant and equipment	17,144,055	1,563,692	1,271,941	-	19,979,688
Depreciation of:					
- property, plant and equipment	1,534,440	610,707	71,599	-	2,216,746
- right-of-use assets	4,062,098	470,896	-	-	4,532,994
Interest expenses	37,620	32,005	-	-	69,625
Interest expenses on lease liabilities	1,450,538	41,089	-	-	1,491,627
Property, plant and equipment written off	211,478	684	-	-	212,162
Interest income	(81,202)	(26,450)	(244,717)	-	(352,369)
Reversal impairment of:					
- trade receivables	(7,965)	(171,518)	(3,963)	9,369	(174,077)
- amount owing by related companies	(48,000)	(200,000)	-	248,000	-
Gain on disposal of:					
- property, plant and equipment	(902,132)	(143)	-	-	(902,275)

NOTES TO THE FINANCIAL STATEMENTS

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43. OPERATING SEGMENTS (CONT'D)

43.2 GEOGRAPHICAL INFORMATION

Revenue is based on the country in which the customers are located.

Non-current assets are determined according to the country where these assets are located. The amounts of non-current assets do not include financial instruments (but including investments in associates).

	Revenue		Non-current Assets	
	2024 RM	2023 RM	31.3.2024 RM	31.3.2023 RM
The Group				
Malaysia	67,538,969	51,926,401	101,190,261	89,620,239
United States	2,343,702	3,596,940	–	–
Australia	622,210	504,024	–	–
Papua New Guinea	53,762	72,379	–	–
Cambodia	78,632	63,783	–	–
Singapore	–	7,046	–	–
Indonesia	12,941	14,036	–	–
New Zealand	7,191	5,929	–	–
Hong Kong	14,592	–	–	–
	70,671,999	56,190,538	101,190,261	89,620,239

43.3 MAJOR CUSTOMERS

There are no single customer that contributed 10% or more to the Group's revenue.

44. FINANCIAL INSTRUMENTS

The Group's activities are exposed to a variety of market risk (including foreign currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

44.1 FINANCIAL RISK MANAGEMENT POLICIES

The Group's policies in respect of the major areas of treasury activity are as follows:-

(a) Market Risk

(i) Foreign Currency Risk

Any reasonably possible change in the foreign currency exchange rates at the end of the reporting period against the respective functional currencies of the entities within the Group does not have a material impact on the loss after taxation and other comprehensive income of the Group and of the Company and hence, no sensitivity analysis is presented.

NOTES TO THE FINANCIAL STATEMENTS

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44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from long term borrowings with variable rates. The Group's policy is to obtain the most favourable interest rates available and by maintaining a balanced portfolio mix of fixed and floating rate borrowings.

The Group's deposits with licensed banks are carried at amortised cost. Therefore, they are not subject to interest rate risk as in defined MFRS 7 since neither carrying amounts nor the future cash flows will fluctuate because of a change in market interest rates.

The Group's exposure to interest rate risk based on the carrying amounts of the financial instruments at the end of the reporting period is disclosed in Note 24 to the financial statements.

The following table details the sensitivity analysis to a reasonably possible change in the interest rate at the end of the reporting period, with all other variables held constant:-

	The Group	
	2024	2023
	RM	RM
Effects on loss after taxation		
Increase of 100 basis points	224	1,818
Decrease of 100 basis points	(224)	(1,818)

(iii) Equity Price Risk

The Group's principal exposure to equity price risk arises mainly from changes in quoted investment prices. The Group manages its exposure to equity price risk by maintaining a portfolio of equities with different risk profiles.

Equity Price Risk Sensitivity Analysis

Any reasonably possible change in the prices of quoted investments at the end of the reporting period does not have a material impact on the loss after taxation and equity of the Group and hence, no sensitivity analysis is presented.

NOTES TO THE FINANCIAL STATEMENTS

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44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk

The Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including quoted investments, cash and bank balances and derivatives), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Company's exposure to credit risk arises principally from loans and advances to subsidiaries, and corporate guarantee given to financial institutions for credit facilities granted to certain subsidiaries. The Company monitors the results of these subsidiaries regularly and repayments made by the subsidiaries.

(i) Credit Risk Concentration Profile

The Group does not have major concentration of credit risk related to any individual customer or counterparty.

(ii) Maximum Exposure to Credit Risk

At the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position of the Group and of the Company after deducting any allowance for impairment losses (where applicable).

In addition, the Company's maximum exposure to credit risk also includes corporate guarantees provided to its subsidiaries as disclosed under the 'Maturity Analysis' of item (c) below, representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period. These corporate guarantees have not been recognised in the Company's financial statements since their fair value on initial recognition were not material.

(iii) Assessment of Impairment Losses

The Group has an informal credit policy in place and the exposure to credit risk is monitored on an on-going basis through periodic review of the ageing of the trade receivables. The Group closely monitors the trade receivables' financial strength to reduce the risk of loss.

At each reporting date, the Group assesses whether any of the financial assets at amortised cost and debt investments at fair value through other comprehensive income are credit impaired.

The gross carrying amounts of financial assets are written off against the associated impairment, if any, when there is no reasonable expectation of recovery despite the fact that they are still subject to enforcement activities.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

A financial asset is credit impaired when any of following events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred:

- (a) Significant financial difficult of the receivable;
- (b) A breach of contract, such as a default or past due event; and
- (c) It is becoming probable that the receivable will enter bankruptcy or other financial reorganisation.

The Group considers a receivable to be in default when the receivables are unlikely to repay its debt to the Group in full or is more than 120 days past due.

Trade Receivables

The Group applies the simplified approach to measure expected credit losses using a lifetime expected credit loss allowance for all trade receivables.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

To measure the expected credit losses, trade receivables (including related parties) have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. Therefore, the Group concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The Group measures the expected credit losses of certain major customers, trade receivables that are credit impaired and trade receivables with a high risk of default on individual basis.

The expected loss rates are based on the payment profiles of sales over 12 months (2023 - 12 months) before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the trade receivables to settle their debts using the simplified approach. The Group has identified the Consumer Price Index (CPI), as the key macroeconomic factor of the forward-looking information.

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial year.

NOTES TO THE FINANCIAL STATEMENTS

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44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Trade Receivables (Cont'd)

Allowance for Impairment Losses

	Gross Amount RM	Individual Impairment RM	Collective Impairment RM	Carrying Amount RM
The Group				
2024				
Not past due	900,506	-	-	900,506
Past due:				
- less than 3 months	439,315	-	-	439,315
- 3 to 6 months	36,500	-	-	36,500
- over 6 months	336,018	-	(122,249)	213,769
- credit impaired	121,803	(121,803)	-	-
	1,834,142	(121,803)	(122,249)	1,590,090
2023				
Not past due	306,802	-	-	306,802
Past due:				
- less than 3 months	322,557	-	-	322,557
- 3 to 6 months	153,475	-	-	153,475
- over 6 months	134,747	-	-	134,747
- credit impaired	119,746	(119,746)	-	-
	1,037,327	(119,746)	-	917,581

The movements in the loss allowances in respect of trade receivables is disclosed in Note 14 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Other Receivables and Related Parties

The Group applies the 3-stage general approach to measuring expected credit losses for its other receivables and amount owing by related parties.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

Under this approach, the Group assesses whether there is a significant increase in credit risk for receivables by comparing the risk of a default as at the reporting date with the risk of default as at the date of initial recognition. The Group considers there has been a significant increase in credit risk when there are changes in contractual terms or delay in payment. Regardless of the assessment, a significant increase in credit risk is presumed if a receivable is more than 30 days past due in making a contractual payment.

The Group uses 3 categories to reflect their credit risk and how the loss allowance is determined for each category:-

Category	Definition of Category	Loss Allowance
Performing:	Receivables have a low risk of default and a strong capacity to meet contractual cash flows	12-month expected credit losses
Underperforming:	Receivables for which there is a significant increase in credit risk	Lifetime expected credit losses
Not performing:	There is evidence indicating the receivable is credit impaired or more than 90 days past due	Lifetime expected credit losses

The Group measures the expected credit losses of receivables having significant balances, receivables that are credit impaired and receivables with a high risk of default on individual basis. Other receivables are grouped based on shared credit risk characteristics and assessed on collective basis.

Loss allowance is measured on either 12-month expected credit losses or lifetime expected credit losses, by considering the likelihood that the receivable would not be able to repay during the contractual period (probability of default, PD), the percentage of contractual cash flows that will not be collected if default happens (loss given default, LGD) and the outstanding amount that is exposed to default risk (exposure at default, EAD).

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Other Receivables and Related Parties (Cont'd)

Inputs, Assumptions and Techniques used for Estimating Impairment Losses (Cont'd)

In deriving the PD and LGD, the Group considers the receivable's past payment status and its financial condition as at the reporting date. The PD is adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the receivable to settle its debts.

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial year.

Allowance for Impairment Losses

Based on the assessment performed, the identified impairment loss was immaterial and hence, it is not provided for.

Deposits with Licensed Banks, Cash and Bank Balances

The Group considers these banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by Government agencies. Therefore, the Group is of the view that the loss allowance is immaterial and hence, it is not provided for.

Amount Owing By Subsidiaries (Non-trade balances)

The Company applies the 3-stage general approach to measuring expected credit losses for all inter-company balances.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

The Company measures the expected credit losses on individual basis, which is aligned with its credit risk management practices on the inter- company balances.

The Company considers loans and advances to subsidiaries have low credit risks. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly.

For loans and advances that are repayable on demand, impairment loss is assessed based on the assumption that repayment of the outstanding balances is demanded at the reporting date. If the subsidiary does not have sufficient highly liquid resources when the loans and advances are demanded, the Company will consider the expected manner of recovery to measure the impairment loss; the recovery manner could be either through 'repayable over time' or a fire sale of less liquid assets by the subsidiary.

For loans and advances that are not repayable on demand, impairment loss is measured using techniques that are similar for estimating the impairment losses of other receivables as disclosed above.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Amount Owing By Subsidiaries (Non-trade balances) (Cont'd)

Inputs, Assumptions and Techniques used for Estimating Impairment Losses (Cont'd)

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial year.

	Gross Amount RM	Lifetime Loss Allowance RM	Carrying Amount RM
The Company			
2024			
Low credit risk	79,239,607	–	79,239,607
Significant increase in credit risk	–	–	–
Credit impaired	757,270	(757,270)	–
	79,996,877	(757,270)	79,239,607
2023			
Low credit risk	36,434,856	–	36,434,856
Significant increase in credit risk	–	–	–
Credit impaired	757,270	(757,270)	–
	37,192,126	(757,270)	36,434,856

Financial Guarantee Contracts

All of the financial guarantee contracts are considered to be performing, have low risks of default and historically there were no instances where these financial guarantee contracts were called upon by the parties of which the financial guarantee contracts were issued to. Accordingly, no loss allowances were identified based on 12-month expected credit losses.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk

Liquidity risk arises mainly from general funding and business activities. The Group practises prudent risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

Maturity Analysis

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):-

	Contractual Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	On Demand Or Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
The Group						
2024						
Non-derivative Financial Liabilities						
Trade payables	-	4,155,078	4,155,078	4,155,078	-	-
Other payables and accruals	-	6,861,209	6,861,209	6,861,209	-	-
Amount owing to related parties	-	442,368	442,368	442,368	-	-
Lease liabilities	6.64 - 6.89	5,362,226	5,570,432	4,871,526	698,906	-
Hire purchase payables	6.69	29,533	31,172	17,820	13,352	-
		16,850,414	17,060,259	16,348,001	712,258	-

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk (Cont'd)

Maturity Analysis (Cont'd)

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period) (Cont'd):-

	Contractual Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	On Demand Or Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
The Group						
2023						
<u>Non-derivative Financial Liabilities</u>						
Trade payables	-	1,450,320	1,450,320	1,450,320	-	-
Other payables and accruals	-	4,413,914	4,413,914	4,413,914	-	-
Amount owing to related parties	-	237,918	237,918	237,918	-	-
Lease liabilities	6.64 - 7.89	21,782,690	27,013,305	5,417,214	13,620,446	7,975,645
Term loans	4.69	182,627	226,804	23,808	95,232	107,764
Hire purchase payables	4.66 - 6.69	56,692	60,778	-	29,687	-
		28,124,161	33,403,039	11,543,174	13,745,365	8,083,409

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk (Cont'd)

Maturity Analysis (Cont'd)

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period) (Cont'd):-

	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	On Demand Or Within 1 Year RM
The Company			
2024			
<u>Non-derivative Financial Liabilities</u>			
Other payables and accruals	132,542	132,542	132,542
Amount owing to subsidiaries	2,373,567	2,373,567	2,373,567
Amount owing to related parties	54,000	54,000	54,000
	2,560,109	2,560,109	2,560,109
2023			
<u>Non-derivative Financial Liabilities</u>			
Other payables and accruals	77,412	77,412	77,412
Amount owing to subsidiaries	2,256,850	2,256,850	2,256,850
	2,334,262	2,334,262	2,334,262

44.2 CAPITAL RISK MANAGEMENT

The Group manages its capital based on debt-to-equity ratio. The debt-to-equity ratio of the Group at the end of the reporting period is not presented as its cash and cash equivalents exceeded the total external borrowings.

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	The Group	
	2024 RM	2023 RM
Financial assets		
<u>Mandatorily at Fair Value through Profit or Loss</u>		
Short-term investments with financial institutions (Note 18)	17,350,781	2,169,949
<u>Designated at Fair Value through Other Comprehensive Income upon Initial Recognition</u>		
Quoted investments (Note 9)	5,299,107	3,844,984
Unquoted investments (Note 9)	–	71,094
	5,299,107	3,916,078
<u>Amortised cost</u>		
Other investments (Note 9)	–	67,114
Trade receivables (Note 14)	1,590,090	917,581
Other receivables and staff loan (Note 11 and 15)	9,130,745	253,742
Amount owing by related parties (Note 17)	964,306	537,941
Deposits with licensed banks (Note 19)	10,666,955	603,627
Cash and bank balances (Note 20)	8,019,917	5,453,261
	30,372,013	7,833,266
Financial Liabilities		
<u>Amortised cost</u>		
Hire purchase payables (Note 25)	29,533	56,692
Term loans (Note 26)	–	182,627
Trade payables (Note 29)	4,155,078	1,450,320
Other payables and accruals (Note 30)	6,861,209	4,413,914
Amount owing to related parties (Note 17)	442,368	237,918
	11,488,188	6,341,471

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS (CONT'D)

	The Company	
	2024 RM	2023 RM
Financial assets		
<u>Amortised cost</u>		
Amount owing by subsidiaries (Note 16)	79,239,607	36,434,856
Deposits with licensed banks (Note 19)	10,064,771	10,832
Cash and bank balances (Note 20)	121,143	83,070
	89,425,521	36,528,758
Financial Liabilities		
<u>Amortised cost</u>		
Other payables and accruals (Note 30)	132,542	77,412
Amount owing to subsidiaries (Note 16)	2,373,567	2,256,850
Amount owing to related parties (Note 17)	54,000	–
	2,560,109	2,334,262

44.4 GAINS OR LOSSES ARISING FROM FINANCIAL INSTRUMENTS

	The Group	
	2024 RM	2023 RM
Financial assets		
<u>Equity Investments at Fair Value</u>		
<u>Through Other Comprehensive Income</u>		
Net loss/(gain) recognised in other comprehensive income	10,050,782	(67,549)
<u>Amortised cost</u>		
Net gains recognised in profit or loss	(282,570)	(352,369)
Financial Liability		
<u>Amortised cost</u>		
Net losses recognised in profit or loss	32,929	77,218
Financial assets		
<u>Amortised cost</u>		
Net losses recognised in profit or loss	(145,912)	(244,717)

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.5 FAIR VALUE INFORMATION

The fair values of the financial assets and financial liabilities of the Group and of the Company which are maturing within the next 12 month approximated their carrying amounts due to the relatively short-term maturity of the financial instruments or repayable on demand terms.

The following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period:-

	Fair Value of Financial Instruments Carried at Fair Value			Fair Value of Financial Instruments Not Carried at Fair Value			Total Fair Value RM	Carrying Amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
The Group								
2024								
<u>Financial Assets</u>								
Other investments:								
- quoted	5,299,107	-	-	-	-	-	5,299,107	5,299,107
- unquoted	-	-	-	-	-	-	-	-
Short-term investments with financial institutions	17,350,781	-	-	-	-	-	17,350,781	17,350,781
<u>Financial Liabilities</u>								
Hire purchase payables	-	-	-	-	29,533	-	29,533	29,533

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.5 FAIR VALUE INFORMATION (CONT'D)

The following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period (Cont'd):-

	Fair Value of Financial Instruments Carried at Fair Value			Fair Value of Financial Instruments Not Carried at Fair Value			Total Fair Value RM	Carrying Amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
The Group								
2023								
Financial Assets								
Other investments:								
- quoted	3,844,984	-	-	-	-	-	3,844,985	3,844,985
- unquoted	-	3,980	-	-	-	-	3,980	3,980
Short-term investments with financial institutions	2,169,949	-	-	-	-	-	2,169,949	2,169,949
Financial Liabilities								
Term loans:								
- floating	-	-	-	-	182,627	-	182,627	182,627
Hire purchase payables	-	-	-	-	56,692	-	56,692	56,692

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

44. FINANCIAL INSTRUMENTS (CONT'D)

44.5 FAIR VALUE INFORMATION (CONT'D)

(a) Fair Value of Financial Instruments Carried at Fair Value

The fair values of above have been determined using the following basis:-

- (i) The fair value of quoted investment is estimated based on their quoted closing bid prices at the end of the reporting period.
- (ii) The fair value of unquoted equity investment is determined to approximate the net assets of the investee as it is immaterial in the context of the financial statements.
- (iii) The fair value of money market fund is determined by reference to statements provided by the respective financial institutions, with which the investments were entered into.

There were no transfer between level 1 and level 2 during the financial year.

(b) Fair Value of Financial Instruments not Carried at Fair Value

The fair values, which are for disclosure purposes, have been determined using the following basis:-

- (i) The fair value of the Group's term loans that carry floating interest rates approximated their carrying amounts as they are repriced to market interest rates on or near the reporting date.
- (ii) The fair value of hire purchase payables that carry fixed interest rates are determined by discounting the relevant future contractual cash flows using current market interest rates for similar instruments at the end of the reporting period. The interest rates used to discount the estimated cash flows are as follows:-

	2024 RM	The Group 2023 RM
Hire purchase payables	6.69%	4.66 - 6.69%

NOTES TO THE FINANCIAL STATEMENTS

CONT'D

45. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (a) On 17 August 2022, Oversea's wholly-owned subsidiary, EMP Collection Sdn. Bhd. entered into a sale and purchase agreement with Yu Suat Li for the disposal of an intermediate four-storey shop office known as Pajakan Mukim 945, No. Lot 38626, Tempat Taman Pandan Indah II, Mukim Empang, Daerah Hulu Langat, Selangor held under a leasehold 99 years land, expiring on 06 June 2093 bearing postal address No. 18, Jalan Pandan Indah 4/6, Pandan Indah, 55100 Kuala Lumpur measuring 121 square meters, for a total cash consideration of Ringgit Malaysia One Million (RM1,000,000.00). The disposal has been completed on 01 June 2023.
- (b) On 17 August 2022, Oversea's wholly-owned subsidiary, EMP Collection Sdn. Bhd. entered into a sale and purchase agreement with Yu Suat Yin for the disposal of an intermediate single storey shop office known as Pajakan Mukim 944, No. Lot 38625, Tempat Taman Pandan Indah II, Mukim Empang, district of Hulu Langat, Selangor held under a leasehold ninety nine (99) years land, expiring on 06 June 2093 bearing postal address No. 20, Jalan Pandan Indah 4/6, Pandan Indah, 55100 Kuala Lumpur measuring 121 square meters, for a total cash consideration of Ringgit Malaysia One Million (RM1,000,000.00). The disposal has been completed on 01 June 2023.
- (c) On 28 August 2023, the Company increased its issued and paid-up ordinary share capital from RM87,085,446 comprising 1,146,670,000 ordinary shares to RM155,069,642 comprising 2,279,739,933 ordinary shares through the issuance of 1,133,069,933 new ordinary shares at RM0.06 each for a cash consideration of RM67,984,196 through a Rights Issue.

Pursuant to the Rights Issue, the Company issue 377,689,939 free warrant ("Warrant B") on the basis of one (1) warrant for every three (3) shares held by the entitled shareholders after the completion of share split.

- (d) On 28 August 2023, the Company issue additional 159,330,537 free warrant ("Warrant A") to the existing number of warrant from 436,526,991 to 595,857,528 and revised the exercise price from RM0.16 to RM0.12.

The Warrant has expired on 4 March 2024.

- (e) On 29 August 2023, Oversea Training Academy Sdn. Bhd., a wholly-owned subsidiary, had entered Share Sales Agreements with Ong Kah Hoe and Nicholas Wong Yew Khid for the acquisition of 100% equity interest in Nexus Excellent Sdn. Bhd. with a total consideration of RM13,750,000.
- (f) On 9 October 2023, the Company incorporated a wholly-owned subsidiary, HWT & Co Limited ("HWT & Co"), with cash consideration of USD100.

HWT & Co is incorporated in Republic of Seychelles.

TEN LARGEST PROPERTIES HELD BY THE GROUP

AS AT 31 MARCH 2024

No.	Registered owner	Location	Description/ Existing Use	Type of Land	Tenure	Remaining Lease Period (Expiry Date)	Age of Property	Land Area (sq ft)	Built-up area (sq ft)	Net Book Value As at 31/03/2024 (RM'000)	Year of last revaluation
1.	Oversea Production Sdn. Bhd.	Lot 13, Jalan Utarid U5/16, Seksyen U5, Kawasan Perindustrian Mah Sing Integrated, 40150 Shah Alam, Selangor	2-storey detached warehouse cum factory with 1-storey office attached/warehouse, factory cum office	Industrial Land/ Building	Leasehold 99 years	72 years (11.12.2096)	27	84,067	63,246	24,525	13/08/2020
2.	Haewayfian Restaurant Sdn. Bhd.	No. 28, Jalan Datoh, 30000 Ipoh, Perak	Restaurant	Commercial/ Building	Freehold	-	15	43,287	28,555	10,486	17/08/2020
3.	Restoran Oversea (PJ) Sdn. Bhd.	H-0-02 & H-1-02 (Lot H-02), Pusat Perdagangan Kuchai, No.2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 KL	2-storey shop office/ for rental purpose	Commercial/ Building	Freehold	-	15	1,430	2,487	1,300	31/03/2022
4.	Restoran Oversea (Subang Parade) Sdn. Bhd.	No.29, Jln SS15/2B, 47500 Subang Jaya, Selangor	2-storey staff's hostel	Residential/ Building	Freehold	-	45	2,560	1,524	995	31/03/2021
5.	Restoran Oversea (PJ) Sdn. Bhd.	No.31, Jln U5/28, Bandar Pinggiran Subang, Seksyen U5, 40150 Shah Alam, Selangor	1 ½ storey terrace/ factory, store room.	Industrial Land/ Building	Leasehold 99 years	72 years (11.12.2096)	27	3003	3,181	858	31/03/2021
6.	Restoran Oversea (Subang Parade) Sdn. Bhd.	No.4, Jln SS15/3A, 47500 Subang Jaya, Selangor	2-storey terrace/for rental purpose	Residential/ Building	Freehold	-	45	1,760	1,818	800	31/03/2022
7.	Restoran Oversea (PJ) Sdn. Bhd.	No.1, Jln Lampan 8/3, Seksyen 8, 46050 Petaling Jaya, Selangor	Single storey semi-detached house/ for rental purpose	Residential/ Building	Leasehold 99 years	46 years (11.01.2070)	53	5,655	1,144	784	31/03/2021
8.	Oversea Training Academy Sdn. Bhd.	No.477, Jalan 5/46, Section 5, 46000 Petaling Jaya, Selangor	2-storey townhouse/ for rental purposes	Residential/ Building	Freehold	-	22	1,700	2,060	750	31/03/2022

TEN LARGEST PROPERTIES HELD BY THE GROUP

CONT'D

No.	Registered owner	Location	Description/ Existing Use	Type of Land	Tenure	Remaining Lease Period (Expiry Date)	Age of Property	Land Area (sq ft)	Built-up area (sq ft)	Net Book Value As at 31/03/2023 (RM,000)	Year of last revaluation
9.	Restoran Oversea (P.J) Sdn. Bhd.	No.45, Jln Dato Jamil, Jln 14/15, 46300 Petaling Jaya, Selangor	Terrace House	Residential/ Building	Leasehold 99 years	42 years (18.04.2066)	57	1,672	1,221	515	31/03/2021
10.	Restoran Oversea (Bandar Baru Sri Petaling) Sdn. Bhd.	No.64, Jalan 5/149D, Sri Petaling, 57000 Kuala Lumpur	Double Storey Link House	Residential/ Building	Leasehold 99 years	58 years (01.07.2082)	41	753	784	427	31/03/2021

ANALYSIS OF SHAREHOLDINGS

AS AT 28 JUNE 2024

SHARE CAPITAL

Issued and Fully Paid-up Capital	:	2,279,739,933 Ordinary Shares (including 11,700,000 treasury shares)
Class of Shares	:	Ordinary shares
Voting Rights	:	One vote per ordinary share

SHAREHOLDING DISTRIBUTION SCHEDULE (BASED ON THE RECORD OF DEPOSITORS)

No. of Shareholders	Size of Shareholdings	No. of Shares Held	% of Shares
60	Less than 100	1,933	*
163	100 to 1,000	56,658	0.00
196	1,001 to 10,000	1,159,854	0.05
448	10,001 to 100,000	19,657,700	0.87
233	100,001 to less than 5% of issued shares	1,272,568,312	56.11
4	5% and above of the issued shares	974,595,476	42.97
1,104	TOTAL	2,268,039,933	100.00

* Less than 0.01%

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

Name of Shareholders	No. of Shares Held	Percentage (%)
1. Affin Hwang Nominees (Tempatan) Sdn. Bhd. - Exempt an for Lazarus Securities Pty Ltd	396,459,176	17.48
2. Lim Kon Lian	261,916,000	11.55
3. M & A Nominee (Tempatan) Sdn. Bhd. - Exempt an for Sanston Financial Group Limited (Account Client)	166,210,300	7.33
4. M & A Nominee (Asing) Sdn. Bhd. - Exempt an for Sanston Financial Group Limited (Account Client)	150,010,000	6.61
5. Perusahaan Saudee Sdn. Bhd.	110,000,000	4.85
6. AE Multi Industries Sdn. Bhd.	100,000,000	4.41
7. Pasukhas Properties Sdn. Bhd.	100,000,000	4.41
8. Key Alliance Group Berhad	83,500,000	3.68
9. LKL Advance Metaltech Sdn. Bhd.	83,333,333	3.67
10. HSBC Nominees (Asing) Sdn. Bhd. - Exempt an for Morgan Stanley & Co. International PLC (IPB Client Acct)	79,684,700	3.51
11. Focus Dynamics Centre Sdn. Bhd.	75,277,200	3.32
12. G Rubber Sdn. Bhd.	58,936,000	2.60
13. Botanical Distribution Sdn. Bhd.	50,000,000	2.20
14. M & A Nominee (Tempatan) Sdn. Bhd. - Sanston Financial Group Limited for Nicholas Wong Yew Khid	50,000,000	2.20
15. Supernova International Sdn. Bhd.	50,000,000	2.20

ANALYSIS OF SHAREHOLDINGS

CONT'D

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (BASED ON THE RECORD OF DEPOSITORS) (CONT'D) (WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

Name of Shareholders	No. of Shares Held	Percentage (%)
16. AT Precision Tooling Sdn. Bhd.	46,800,000	2.06
17. Cartaban Nominees (Asing) Sdn. Bhd. - Exempt an for Standard Chartered Bank Singapore (EFGBHK-ASING)	46,196,700	2.04
18. G Rubber Sdn. Bhd.	42,009,600	1.85
19. Kong Kok Keong	41,361,400	1.82
20. Yu Soo Chye @ Yee Soo Chye	29,101,800	1.28
21. Citigroup Nominees (Asing) Sdn. Bhd. - Exempt an for CLSA Limited (Cust-Non Res)	13,000,000	0.57
22. Tan Seng Chee	12,001,000	0.53
23. Kwan Sia Hock	10,046,979	0.44
24. Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Kong Han (SS2/PIV)	10,000,000	0.44
25. Affin Hwang Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Cheng Mun Leong (CHE0525C)	9,000,000	0.40
26. Kenanga Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Wang Tsun Siang	8,907,900	0.39
27. Lee Seng Fan	8,178,000	0.36
28. Citigroup Nominees (Asing) Sdn. Bhd. - CBLDN for Union Bancaire Privee	6,998,500	0.31
29. Mercsec Nominees (Asing) Sdn. Bhd. - General Reserve of Digital Assets Limited	6,100,000	0.27
30. CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. - Pledged Securities Account for Lim Kay Keong (MY4113)	5,853,600	0.26
TOTAL	2,110,882,188	93.07

LIST OF SUBSTANTIAL SHAREHOLDERS (BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS)

Name of Shareholders	Direct	No. of Shares Held		%
		%	Indirect	
1. Datuk Chai Woon Chet	453,778,476	20.01	-	-
2. Lim Kon Lian	261,916,000	11.55	-	-

LIST OF DIRECTORS' SHAREHOLDINGS (BASED ON THE REGISTER OF DIRECTORS' SHAREHOLDINGS)

Name of Directors	Direct	No. of Shares Held		%
		%	Indirect	
1. Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai	-	-	-	-
2. Tay Ben Seng, Benson	2,200,000	0.10	-	-
3. Andy Liew Hock Sim	-	-	-	-
4. Hoong Yik Miin	-	-	-	-
5. Tang Yee Ling	-	-	-	-
6. Dato' Ku Chin Wah	-	-	-	-

ANALYSIS OF WARRANTS B HOLDINGS

AS AT 28 JUNE 2024

No. of Warrants B	:	377,689,939
Exercise Price of Warrants B	:	RM0.0600
Exercise Period of Warrants B	:	23 August 2023 to 22 August 2026
Voting Rights in the meeting of warrants holders	:	One vote per warrant holder on a show of hand

WARRANTS B HOLDINGS DISTRIBUTION SCHEDULE (BASED ON THE RECORD OF DEPOSITORS)

No. of Warrants B Holders	Size of Warrants B Holdings	No. of Warrants B Held	% of Warrants B
10	Less than 100	478	*
9	100 to 1,000	4,864	*
44	1,001 to 10,000	255,460	0.07
50	10,001 to 100,000	2,294,137	0.61
41	100,001 to less than 5% of warrants B	168,258,158	44.55
7	5% and above of the warrants B	206,876,842	54.77
161	TOTAL	377,689,939	100.00

* Less than 0.01%

LIST OF 30 LARGEST WARRANTS B ACCOUNT HOLDERS (BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

Name of Warrants B Holders	No. of Warrants B Held	Percentage (%)
1. M & A Nominee (Asing) Sdn. Bhd. - Exempt an for Sanston Financial Group Limited (Account Client)	35,003,333	9.27
2. AE Multi Industries Sdn. Bhd.	33,333,333	8.83
3. Pasukhas Properties Sdn. Bhd.	33,333,333	8.83
4. Key Alliance Group Berhad	27,833,333	7.37
5. LKL Advance Metaltech Sdn. Bhd.	27,777,777	7.35
6. Focus Dynamics Centre Sdn. Bhd.	25,092,400	6.64
7. M & A Nominee (Tempatan) Sdn. Bhd. - Exempt an for Sanston Financial Group Limited (Account Client)	24,503,333	6.49
8. Perusahaan Saudee Sdn. Bhd.	18,333,333	4.85
9. Botanical Distribution Sdn. Bhd.	16,666,666	4.41
10. M & A Nominee (Tempatan) Sdn. Bhd. - Sanston Financial Group Limited for Nicholas Wong Yew Khid	16,666,666	4.41
11. Supernova International Sdn. Bhd.	16,666,666	4.41
12. G Rubber Sdn. Bhd.	16,632,066	4.40
13. AT Precision Tooling Sdn. Bhd.	15,600,000	4.13
14. G Rubber Sdn. Bhd.	13,904,866	3.68
15. Kong Kok Keong	11,338,900	3.00

ANALYSIS OF WARRANTS B HOLDINGS

CONT'D

LIST OF 30 LARGEST WARRANTS B ACCOUNT HOLDERS (BASED ON THE RECORD OF DEPOSITORS) (CONT'D) (WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

Name of Warrants B Holders	No. of Warrants B Held	Percentage (%)
16. Affin Hwang Nominees (Tempatan) Sdn. Bhd. - Exempt an for Lazarus Securities Pty Ltd	11,000,000	2.91
17. HSBC Nominees (Asing) Sdn. Bhd. - Exempt an for Morgan Stanley & Co. International PLC (IPB Client Acct)	10,930,000	2.89
18. Tan Seng Chee	2,333,666	0.62
19. Citigroup Nominees (Asing) Sdn. Bhd. - Exempt an for CLSA Limited (Cust-Non Res)	2,166,666	0.57
20. Maybank Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Choon Ping	1,898,400	0.50
21. Public Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Kong Han (SS2/PIV)	1,666,666	0.44
22. Lai Thiam Poh	1,534,366	0.41
23. Maybank Nominees (Tempatan) Sdn. Bhd. - Tan Sun Ping	1,166,666	0.31
24. Choy Keng Siong	995,000	0.26
25. Ng Wooi Ying	983,333	0.26
26. Loh Sao Voon	790,000	0.21
27. Leow Thye Yih	700,000	0.19
28. Kenanga Nominees (Tempatan) Sdn. Bhd. - Rakuten Trade Sdn. Bhd. for Loo Lip Keong	596,400	0.16
29. Tan Kong Han	580,133	0.15
30. Liew Yew Sung	550,000	0.15
TOTAL	370,577,301	98.12

LIST OF DIRECTORS' WARRANTS B HOLDINGS (BASED ON THE REGISTER OF DIRECTORS' WARRANTS B HOLDINGS)

Name of Directors	No. of Warrants B Held		Percentage	
	Direct	Indirect	Direct %	Indirect %
1. Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai	-	-	-	-
2. Tay Ben Seng, Benson	366,666	-	0.10	-
3. Andy Liew Hock Sim	-	-	-	-
4. Hoong Yik Miin	-	-	-	-
5. Tang Yee Ling	-	-	-	-
6. Dato' Ku Chin Wah	-	-	-	-

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth (“**29th**”) Annual General Meeting (“**AGM**”) of Oversea Enterprise Berhad (“**the Company**”) will be conducted on a virtual basis through live streaming and online remote participation and voting from a broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Friday, 6 September 2024** at **11:00 a.m.** or at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 (“**FYE 31 March 2024**”) together with the Reports of the Directors and the Auditors thereon. **(See Explanatory Note 9)**
2. To approve the payment of Directors’ fees of RM318,000 for the financial year ending 31 March 2025 (“**FYE 31 March 2025**”) payable in arrears after each month of completed service of the Directors during the financial year. **Ordinary Resolution 1**
3. To approve the payment of Directors’ fees of RM318,000 for the financial year ending 31 March 2026 payable in arrears after each month of completed service of the Directors during the financial year. **Ordinary Resolution 2**
4. To re-elect Mr. Tay Ben Seng, Benson as Director who retires pursuant to Clause 21.6 of the Company’s Constitution and being eligible, has offered himself for re-election. **Ordinary Resolution 3
(See Explanatory Note 10)**

Dato’ Ku Chin Wah who retires pursuant to Clause 21.6 of the Company’s Constitution, indicated his intention of not seeking re-election. Hence, he will remain in office until the conclusion of this AGM.
5. To re-elect Tan Sri Dato’ Seri Tan King Tai @ Tan Khoo Hai as Director who retires pursuant to Clause 21.10 of the Company’s Constitution and being eligible, has offered himself for re-election. **Ordinary Resolution 4
(See Explanatory Note 10)**
6. To re-appoint Messrs. CHENGCO PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5
(See Explanatory Note 11)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions:

7. **Payment of Benefits Payable to the Directors**

“**THAT** the benefits payable to the Directors of the Company up to an amount of RM30,000 for the period from 29th AGM to the next AGM in the year 2025 pursuant to Section 230(1)(b) of the Companies Act 2016 (“**CA 2016**”), be and is hereby approved.” **Ordinary Resolution 6
(See Explanatory Note 12)**

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

8. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the CA 2016 (“Proposed General Mandate”)**

**Ordinary Resolution 7
(See Explanatory Note 13)**

“**THAT** subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements (“**AMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 30th AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 16.5 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

9. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

WONG YUET CHYN (MAICSA 7047163)
(SSM PC No. 202008002451)
ADELINE TANG KOON LING (LS 0009611)
(SSM PC No. 202008002271)
Company Secretaries

Kuala Lumpur
31 July 2024

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

Notes:

(A) Information for Members/Proxies

1. Members/proxies/corporate representatives WILL NOT BE ALLOWED to attend this AGM in person at the venue on the day of this AGM. Therefore, members are strongly advised to participate and vote remotely at this AGM through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) Platform at <https://rebrand.ly/Oversea-AGM> operated by InsHub Sdn. Bhd. Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM (as separately enclosed together with this Annual Report) in order to participate remotely.
2. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 28 August 2024. Only a depositor whose name appears on the Record of Depositors as at 28 August 2024 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
3. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There is no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.
4. To be valid, the Form of Proxy, duly completed, must be deposited at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting of members or adjourned meeting of members, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid:
 - (a) By electronic means via email: The Form of Proxy must be received via email at infosr@wscs.com.my
 - (b) By electronic means via facsimile: The Form of Proxy must be received via facsimile at +603-6413 3270
 - (c) In hardcopy form: The Form of Proxy must be deposited at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur.
5. A member shall not appoint more than 2 proxies to attend at the same meeting and the appointment shall be invalid unless the member specified the proportions of his/their holdings to be represented by each proxy.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (**omnibus account**), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. If the appointor is a corporation, the Form of Proxy must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
8. Any Notice of Termination of Authority to act as Proxy must be received by the registered office no later than 4 September 2024 at 11:00 a.m., failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the CA 2016:
 - (a) the constitution of the quorum at such meeting;
 - (b) the validity of anything he did as chairman of such meeting;
 - (c) the validity of a poll demanded by him at such meeting; or
 - (d) the validity of the vote exercised by him at such meeting.

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

Notes: (Cont'd)

(A) Information for Members/Proxies (Cont'd)

Explanatory Notes to Ordinary Business:

9. Item 1 of the Agenda - Audited Financial Statements for the FYE 31 March 2024

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the CA 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

10. Ordinary Resolution 3 – Re-election of Mr. Tay Ben Seng, Benson as Director who retires pursuant to the Clause 21.6 of the Company's Constitution

Ordinary Resolution 4 – Re-election of Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai ("**Tan Sri Tan King Tai**") as Director pursuant to the Clause 21.10 of the Company's Constitution

(collectively referred to as "**Retiring Directors**")

The Board of Directors through the Nominating Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

The Board further satisfied that Tan Sri Tan King Tai had complied with the criteria of independent based on the Listing Requirements and remain independent in exercising his judgement and carry out his roles as Independent Non-Executive Chairman.

11. Ordinary Resolution 5 – Re-appointment of Auditors

The Audit Committee ("**AC**") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Messrs. CHENGCO PLT as External Auditors of the Company for the FYE 31 March 2025. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 29th AGM of the Company.

Explanatory Notes to Special Business:

12. Payment of Benefits Payable to the Directors

The benefits payable to the Directors pursuant to Section 230(1)(b) of the Companies Act 2016 have been reviewed by the Remuneration Committee ("**RC**") and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from 29th AGM to the next AGM in the year 2025. The benefits comprised of meeting allowances.

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

Notes: (Cont'd)

(A) Information for Members/Proxies (Cont'd)

Explanatory Notes to Special Business: (Cont'd)

13. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the CA 2016

The proposed Ordinary Resolution 7 is for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.

The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 16.5 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 8 September 2023 and this authority will lapse at the conclusion of the 29th AGM of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

Personal Data Privacy

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's ("or its agents") compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's ("or its agents") processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.

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OVERSEA ENTERPRISE BERHAD
 Registration No. 199401031473 (317155-U)
 (Incorporated in Malaysia)

FORM OF PROXY

CDS ACCOUNT NO.																				
NO. OF SHARES HELD																				

I/We
 (FULL NAME IN BLOCK LETTERS)

(NRIC No./Passport No./Company Registration No.)

of
 (FULL ADDRESS)

Email Address Contact No.

being a member/members of **OVERSEA ENTERPRISE BERHAD**, hereby appoint

Name of Proxy	NRIC No./Passport No.	% of Shareholding to be Represented
Address		
Email Address	Contact Number	

and/or failing him/her

Name of Proxy	NRIC No./Passport No.	% of Shareholding to be Represented
Address		
Email Address	Contact Number	

or failing *him/her, the CHAIRMAN OF THE MEETING, as *my/our proxy to attend and vote for *me/us and on *my/ our behalf at the Twenty-Ninth (“**29th**”) Annual General Meeting (“**AGM**”) of the Company will be conducted on a virtual basis through live streaming and online remote participation and voting from a broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Friday, 6 September 2024** at **11:00 a.m.** or at any adjournment thereof.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the Directors’ Fees of RM318,000 for the financial year ending 31 March 2025.		
2.	To approve the Directors’ Fees of RM318,000 for the financial year ending 31 March 2026.		
3.	To re-elect Mr. Tay Ben Seng, Benson as Director who retires pursuant to Clause 21.6 of the Company’s Constitution.		
4.	To re-elect Tan Sri Dato’ Seri Tan King Tai @ Tan Khoo Hai as Director who retires pursuant to Clause 21.10 of the Company’s Constitution.		
5.	To re-appoint Messrs. CHENGCO PLT as Auditors of the Company.		
6.	Payment of Benefits Payable to the Directors.		
7.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		

* Delete if not applicable

(Please indicate with an “X” in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this day of 2024.

.....
 Signature(s) of member(s)



Notes:

1. *Members/proxies/corporate representatives WILL NOT BE ALLOWED to attend this AGM in person at the venue on the day of this AGM. Therefore, members are strongly advised to participate and vote remotely at this AGM through live streaming and online remote voting using the Remote Participation and Voting ("RPV") Platform at <https://rebrand.ly/Oversea-AGM> operated by InsHub Sdn. Bhd. Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM (as separately enclosed together with this Annual Report) in order to participate remotely.*
2. *For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 28 August 2024. Only a depositor whose name appears on the Record of Depositors as at 28 August 2024 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*
3. *A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There is no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.*
4. *To be valid, the Form of Proxy, duly completed, must be deposited at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting of members or adjourned meeting of members, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid:*
 - (a) *By electronic means via email: The Form of Proxy must be received via email at infosr@wscs.com.my*
 - (b) *By electronic means via facsimile: The Form of Proxy must be received via facsimile at +603-6413 3270*
 - (c) *In hardcopy form: The Form of Proxy must be deposited at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur.*
5. *A member shall not appoint more than 2 proxies to attend at the same meeting and the appointment shall be invalid unless the member specified the proportions of his/their holdings to be represented by each proxy.*
6. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (**omnibus account**), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
7. *If the appointor is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.*
8. *Any Notice of Termination of Authority to act as Proxy must be received by the Poll Administrator no later than 4 September 2024 at 11:00 a.m., failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:*
 - (a) *the constitution of the quorum at such meeting;*
 - (b) *the validity of anything he did as chairman of such meeting;*
 - (c) *the validity of a poll demanded by him at such meeting; or*
 - (d) *the validity of the vote exercised by him at such meeting.*

Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 31 July 2024.

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries
OVERSEA ENTERPRISE BERHAD
Registration No. 199401031473 (317155-U)
c/o Workshire Corporate Services Sdn. Bhd.
A3-3-8, Solaris Dutamas
No. 1, Jalan Dutamas 1
50480 Kuala Lumpur
W.P. Kuala Lumpur

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海外天集团有限公司

OVERSEA ENTERPRISE BERHAD

[Registration No. 199401031473 (317155-U)]

Lot 12.2, 12th Floor, Menara Lien Hoe No.8, Persiaran Tropicana,
Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.
Tel No: +603-7887 6838 | Fax No: +603-7887 6836



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