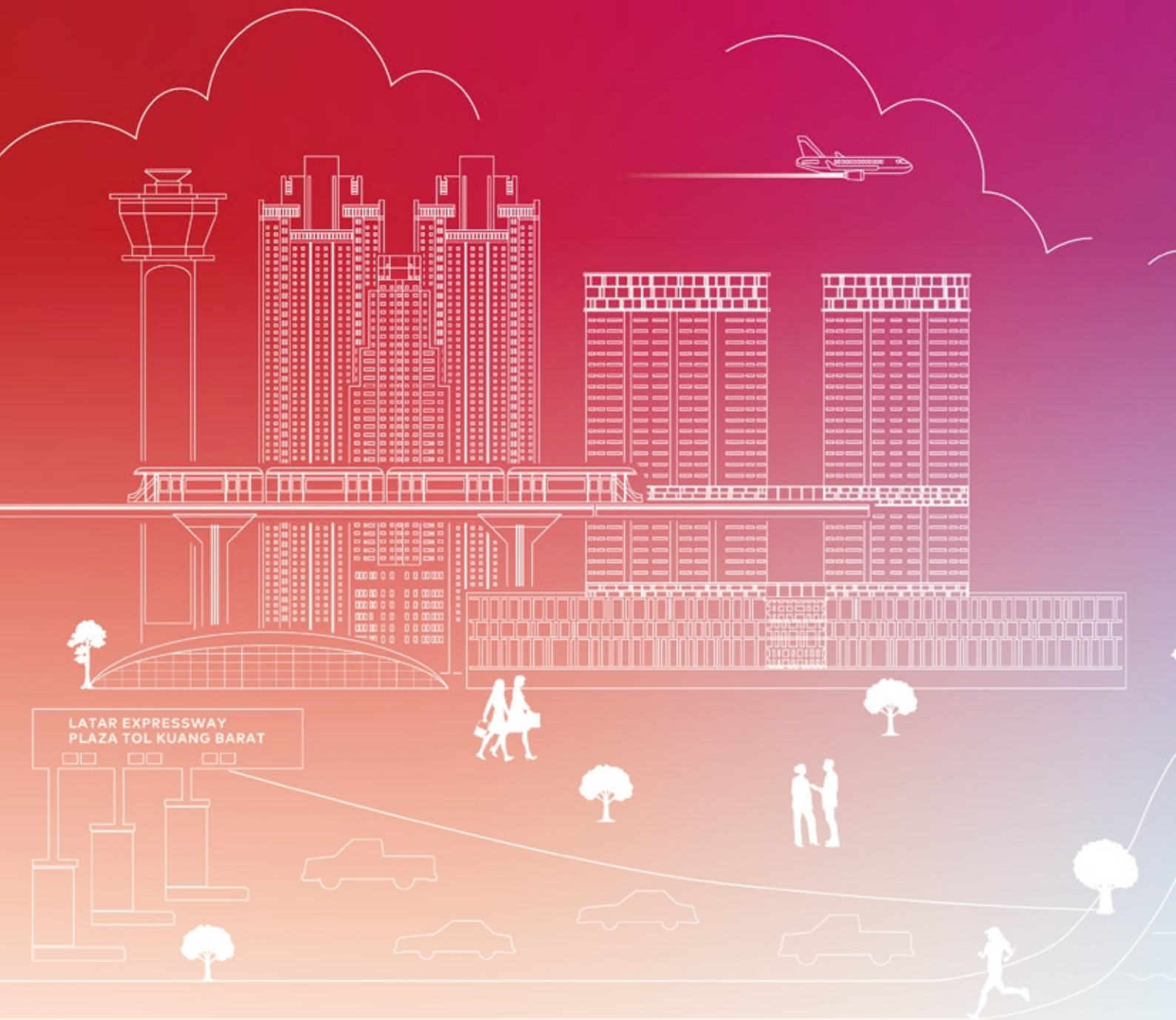


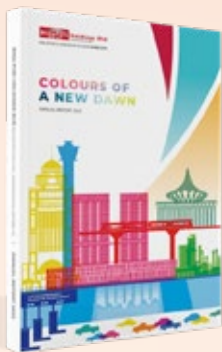
COLOURS OF A NEW DAWN

ANNUAL REPORT 2022





COVER RATIONALE



Bina Puri Holdings Bhd has weathered one of the toughest storms it had encountered, hence the year 2022 is a year of resilience as we navigated through challenging times, only to emerge stronger. The illustration of graphic designs with distinct multi-colored buildings and structures is chosen to approach the modern look of the Annual Report cover. Following the Group's business opportunities and ventures in prior years, we continue to forge ahead as we position ourselves to embrace a new dawn with exciting prospects. This goes along with our tagline, "**Colours of A New Dawn**" as this year's Annual Report theme as we seek and seize exciting opportunities that arise while exploring new growth frontiers, to push us forward.



SCAN ME

The Annual Report can be accessed at
<http://www.binapuri.com.my/>



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-FIRST ANNUAL GENERAL MEETING (“31ST AGM”) OF BINA PURI HOLDINGS BHD. [COMPANY NO. 199001015515 (207184-X)] (“BINA PURI” OR “THE COMPANY”) TO BE CONDUCTED ON A FULLY VIRTUAL BASIS AND ENTIRELY VIA REMOTE PARTICIPATION AND ELECTRONIC VOTING VIA ONLINE MEETING PLATFORM AT TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.; BROADCAST LIVE FROM TRICOR BUSINESS CENTRE, MANUKA 2 & 3 MEETING ROOM, UNIT 29-01, LEVEL 29, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR ON MONDAY, 5 DECEMBER 2022 AT 11:00 A.M., OR AT ANY ADJOURNMENT THEREOF (AS THE CASE MAY BE), FOR THE PURPOSE OF CONSIDERING AND, IF THOUGHT FIT, PASSING THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATIONS:-

Ordinary Business

- | | | |
|-------|--|--------------------------------------|
| 1. | To receive the Audited Financial Statements for the year ended 30 June 2022 together with the Reports of Directors’ and Auditors’ thereon. | (Refer to explanatory Note i) |
| <hr/> | | |
| 2. | To re-elect the following Directors who retire pursuant to Clause 87 of the Company’s Constitution: | |
| | a. Ir. Ghazali Bin Bujang | Ordinary Resolution 1 |
| | b. Mr. Mohd Najib Bin Abdul Aziz | Ordinary Resolution 2 |
| <hr/> | | |
| 3. | To approve the payment of Directors’ fees of up to RM300,000 for the period from 5 December 2022 until the next Annual General Meeting. | Ordinary Resolution 3 |
| <hr/> | | |
| 4. | To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. | Ordinary Resolution 4 |

Special Business

5. CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR

“THAT approval be and is hereby given to the following Directors who has served as Independent Directors of the Company for a cumulative term of more than nine years, to continue to act as Independent Director.

- | | | |
|----|-------------------------------|------------------------------|
| a. | Tan Sri Dato’ Wong Foon Meng | Ordinary Resolution 5 |
| b. | Ir. Ghazali Bin Bujang | Ordinary Resolution 6 |
| c. | Mr. Mohd Najib Bin Abdul Aziz | Ordinary Resolution 7 |

6. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

“THAT, subject to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”), the Company and/or its subsidiary companies be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature set out in paragraph 2.4 of the Circular to Shareholder of the Company dated 31 October 2022 which are necessary for their day-to-day operations with:

- | | | |
|----|------------------------------|-------------------------------|
| a. | Sea Travel and Tours Sdn Bhd | Ordinary Resolution 8 |
| b. | Kumpulan Melaka Bhd | Ordinary Resolution 9 |
| c. | Dimara Holdings Sdn Bhd | Ordinary Resolution 10 |

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Subject further to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- (b) appropriate disclosure is made in the annual report in accordance with Paragraph 3.1.5 of Practice Note 12 of the Main Market Listing Requirements of the Bursa Securities, which requires an actual breakdown of the aggregate value of the recurrent related party transactions entered into during the financial year, including amongst others, the type of recurrent related party transactions and the names of the related parties involved in each type of the recurrent related party transactions entered into and their respective relationships with the Company and that such approval shall, subject to annual renewal, continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting of the Company (unless by a resolution or resolutions passed at the said Annual General Meeting, the authority is renewed);
 - (ii) the expiry of the period within which the next Annual General Meeting of the Company following by the forthcoming Annual General Meeting at which this mandate is approved, is required to be held pursuant to Section 340(2) of the Companies Act 2016, without regard to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
 - (iii) revoked or varied by a resolution or resolutions passed by the shareholders of the Company in general meeting,

whichever is the earliest; and

- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by these ordinary resolutions.”

7. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 11

“THAT pursuant to Section 75 and Section 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued share capital of the Company for the time being subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue.”

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK")

Ordinary Resolution 12

"THAT subject to the Companies Act, 2016, the provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares ("Proposed Share Buy-back") in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all or part the shares so purchased and/or to retain all or part the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the market of Bursa Securities and/or to retain part thereof as treasury shares and cancel the remainder; AND THAT the Directors be and are hereby authorised and empowered to do all acts and things to give full effect to the Proposed Share Buy-back AND FURTHER THAT such authority shall commence immediately upon passing of this resolution until:

- i. the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or
- ii. the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- iii. revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting

whichever is the earliest."

-
9. To transact any other business for which due notice shall have been given.
-

By Order of the Board

TAN KOK AUN (SSM PC No. 201908003805) (MACS 01564)
NIP CHEE SIEN (SSM PC No. 202008003954) (MAICSA 7066996)

Company Secretaries
 Kuala Lumpur,
 31 October 2022

NOTES:

1. A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him at a general meeting who shall represent all the shares held by such Member, and where a Member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy but not more than two (2) proxies to attend and vote instead of him at the same meeting who shall represent all the shares held by such Member.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

2. Where the Member of the Company appoints more than one (1) proxy but not more than two (2) proxies, the Member shall specify the proportion of his shareholdings to be represented by each proxy.
3. A proxy need not be a member of the Company.
4. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be completed and deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll). Individual shareholders can also have the option to submit the proxy appointment electronically via TIH online at website <https://tiah.online> before the proxy form submission cut-off time as mentioned in the above. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.
7. Only members whose names appear in the Record of Depositors as at 28 November 2022 shall be eligible to attend the Thirty-First Annual General Meeting or appointed proxy(ies) to attend and vote on his behalf.
8. All the resolutions set out in this Notice of Thirty-First Annual General Meeting shall be put to vote by poll.

EXPLANATORY NOTES ON ORDINARY BUSINESS

- i. Agenda on Item 1 is meant for discussion only as the provision of Section 340 (1) (a) of the Companies Act 2016 does not require a formal approval of shareholders, and hence the matter will not be put forward for voting.

ii. **Ordinary Resolution 1 and 2 – Re-election of Directors**

Ir. Ghazali Bin Bujang and Mr. Mohd Najib Bin Abdul Aziz are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this Thirty-First Annual General Meeting.

iii. **Ordinary Resolution 3 - Directors' fees for the period from 5 December 2022 until next Annual General Meeting**

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting. This resolution is to facilitate payment of Directors' fees for the current financial year basis. In the event the proposed amount is insufficient, e.g. due to enlarged Board size, approval will be sought at the next Annual General Meeting for the shortfall.

iv. **Ordinary Resolution 5, 6 and 7 – The proposed Resolution 5,6 and 7 is to seek shareholders' approval to retain the following Directors as Independent Directors.**

- a. Tan Sri Dato' Wong Foon Meng, who has served as Independent Director since April 2013;
- b. Ir. Ghazali Bin Bujang, who has served as Independent Director since May 2013;
- c. Mr. Mohd Najib Bin Abdul Aziz, who has served as Independent Director since May 2013;

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

The Board has assessed the independence of the abovementioned Directors and recommended that they continue to act as Independent Directors of the Company based on the following jurisdiction:

- They fulfilled the criteria under the definition of “Independent Director” as stated in the Listing Requirements.
- They have over time, developed increase insight in the Group’s business operations and therefore can contribute to the effectiveness of the Board as a whole.
- They do not have any conflict of interest as throughout their tenure of office as Independent Directors of the Company, they have not entered into and are not expected to entered into any contracts which will give rise to any related party transactions with the Company and its subsidiaries.
- They remain objective and independent in expressing their views and participated in active deliberations and decision making process of the Board and Board Committees in which they are a member. Their length of service on the Board and Board Committees do not in any way interfere with their exercise of independent judgement and ability to act in the best interest of the Company.

EXPLANATORY NOTES ON ORDINARY BUSINESS

v. **Ordinary Resolutions 8 to 10 – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions**

The ordinary resolutions 8, 9, and 10 if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in paragraph 2.4 of the Circular to Shareholders on recurrent related party transactions dated 31 October 2022, which is available for download at <http://www.binapuri.com.my>.

vi. **Ordinary Resolution 11 - Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016**

The proposed Resolution 11 in item 7 is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. This is a renewal of a general mandate in order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members’ approval.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares funding current and/or future projects, working capital and/or acquisitions.

vii. **Ordinary Resolution 12 - Proposed Renewal of Share Buy Back Authority**

The proposed Resolution 12 in item 8 is to empower the Directors of the Company to purchase the Company’s shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company. Please refer to the Share Buy Back Statement dated 31 October 2022, which is available for download at <http://www.binapuri.com.my>.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities)

1. Directors who are standing for re-election

The Directors who are standing for re-election pursuant to Clause 87 of the Company's Constitution at the Thirty-First Annual General Meeting of the Company are as follows:

- a. Ir. Ghazali Bin Bujang
- b. Mr. Mohd Najib Bin Abdul Aziz

2. Profiles of Directors who are standing for re-election

The profiles of Directors standing for re-election are set out on pages 15 and 16 of Annual Report 2022

3. Details of Attendance of Directors at Board Meetings

The details of attendance of directors at board meetings are stated on page 44 of Annual Report 2022

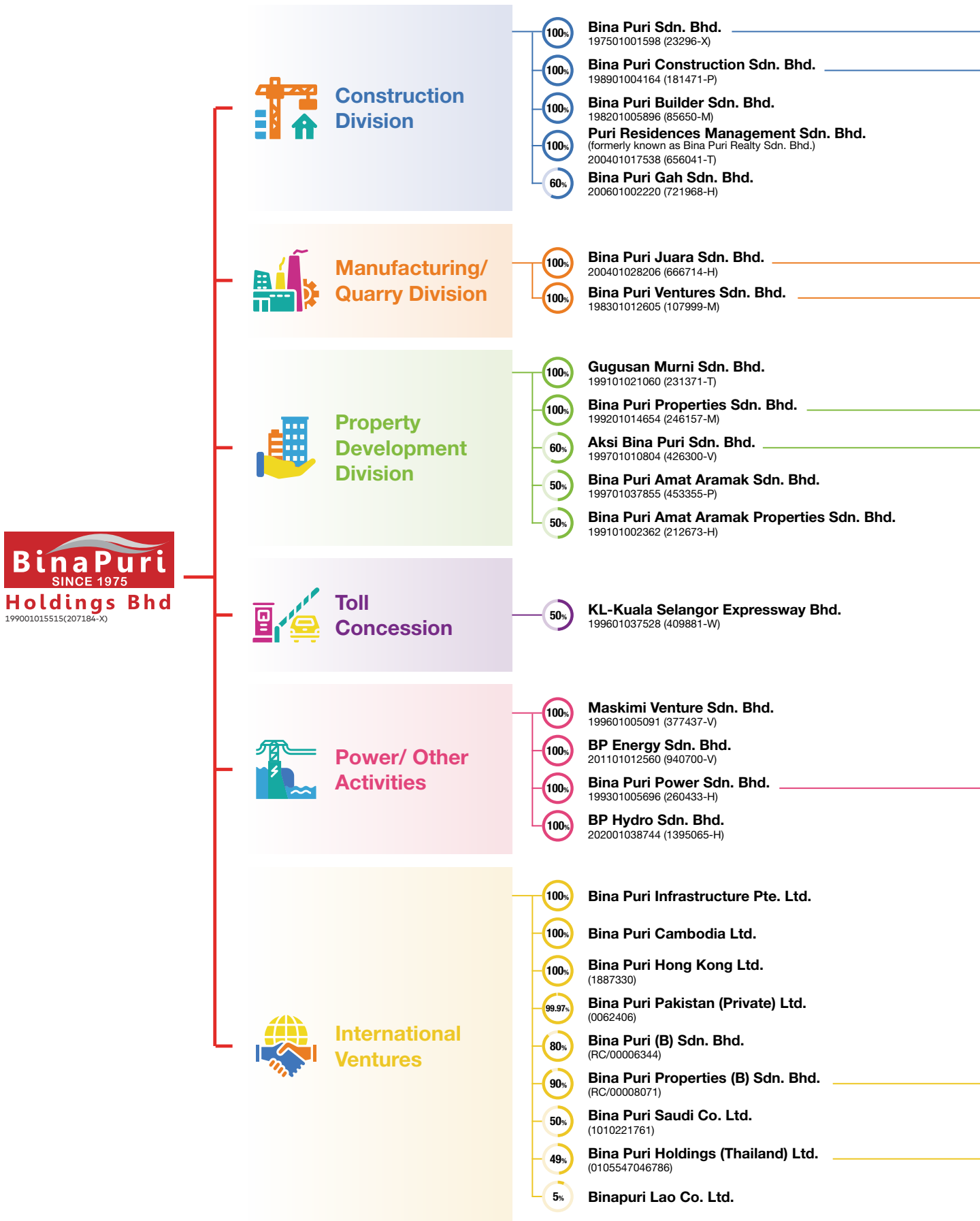
4. Details of the Thirty-First Annual General Meeting

	5 December 2022, Monday
	11.00 a.m.
	Tricor Business Centre, Manuka 2 & 3 Meeting Room Unit 29-01, Level 29, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
	TIIH online website at https://tiih.online.

5. General Mandate for issue of Securities pursuant to Section 75 and 76 of the Companies Act 2016

The Company has obtained the mandate for issue of shares from the shareholders at the last Annual General Meeting held on 15 December 2021 ("the Previous Mandate").

GROUP CORPORATE STRUCTURE



GROUP CORPORATE STRUCTURE (CONT'D)

70% **Konsortium Syarikat Bina Puri – TA 3 JV Sdn. Bhd.**
199701011129 (426625-P)

95% **Binapuri Lao Co. Ltd.**

60% **Latar Project Management Sdn. Bhd.**
199601037043 (409396-U)

100% **Easy Mix Sdn. Bhd.**
199201010714 (242217-D)

100% **Bina Puri Mining Sdn. Bhd.**
199201019303 (250807-M)

100% **BP Solar Sdn. Bhd.**
199501003121 (332315-X)

70% **KM Quarry Sdn. Bhd.**
199601037044 (409397-V)

51% **Sungai Long Industries Sdn. Bhd.**
199001007085 (198655-D)

50% **Bina Puri Sentosa Ventures Sdn. Bhd.**
201201018528 (1004041-A)

30% **Dimara Building System Sdn. Bhd.**
200201025990 (593653-T)

100% **Maskimi Polyol Sdn. Bhd.**
199601033207 (405559-D)

100% **Ascotville Development Sdn. Bhd.**
200901036948 (880077-D)

100% **BP S14 Sdn. Bhd.**
202001002076 (1358395-V)

100% **BP Healthcare Development Sdn. Bhd.**
202001000745 (1357064-W)

56.5% **Ideal Heights Properties Sdn. Bhd.**
198401015146 (127701-D)

50% **BP XA Sdn. Bhd.**
201801028022 (1290048-V)

10% **Bina Puri Properties (B) Sdn. Bhd.**
(RC/00008071)

100% **Semarak Semerah Sdn. Bhd.**
199201013477 (244980-X)

70% **Karak Land Sdn. Bhd.**
200901026928 (870030-X)

60% **Sumbangan Lagenda Sdn. Bhd.**
200001025313 (527920-U)

50.5% **PT. Megapower Makmur Tbk.**
(8120119001382)

10% **Serambi Idaman Sdn. Bhd.**
201101029503 (957638-K)

10% **Bina Puri (B) Sdn. Bhd.**
(RC/00006344)

51% **Bina Puri (Thailand) Ltd.**
(0105547057486)

100% **Ideal Heights Sdn. Bhd.**
198801009287 (176644-M)

100% **Ideal Heights Property Management Sdn. Bhd.**
200501010332 (687379-P)

70% **Ideal Heights Development Sdn. Bhd.**
200101017446 (553203-T)

70% **The Waterfront Sdn. Bhd.**
(formerly known as Ideal Heights Hotel Management Sdn. Bhd.)
201201031635 (1016122-U)

95% **Star Effort Sdn. Bhd.**
200601008956 (728706-A)

50% **Karak Spring Sdn. Bhd.**
199201014002 (245505-V)

100% **Imperium Residence Property Management Sdn. Bhd.**
201801020724 (1282743-V)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Dato' Wong Foon Meng

Chairman/Non-Executive Director

Tan Sri Datuk Tee Hock Seng, JP

Group Managing Director

Dr Tony Tan Cheng Kiat

Founder Director

Datuk Matthew Tee Kai Woon

Group Executive Director

Ir. Ghazali Bin Bujang

Independent Non-Executive Director

Mohd Najib Bin Abdul Aziz

Independent Non-Executive Director

BOARD COMMITTEES

GROUP EXECUTIVE COMMITTEE

Chairman **Tan Sri Datuk Tee Hock Seng, JP**
 Member **Dr. Tony Tan Cheng Kiat**
Datuk Matthew Tee Kai Woon

AUDIT COMMITTEE

Chairman **Ir. Ghazali Bin Bujang**
 Member **Tan Sri Dato' Wong Foon Meng**
Mohd Najib Bin Abdul Aziz

NOMINATING COMMITTEE

Chairman **Tan Sri Dato' Wong Foon Meng**
 Member **Ir. Ghazali Bin Bujang**
Mohd Najib Bin Abdul Aziz

REMUNERATION COMMITTEE

Chairman **Tan Sri Dato' Wong Foon Meng**
 Member **Tan Sri Datuk Tee Hock Seng, JP**
Ir. Ghazali Bin Bujang
Mohd Najib Bin Abdul Aziz

GROUP COMPANY SECRETARIES

Tan Kok Aun (MACS 01564)
Nip Chee Sien (MAICSA 7066996)

REGISTERED OFFICE

Wisma Bina Puri
 88, Jalan Bukit Idaman 8/1
 Bukit Idaman, 68100 Selayang
 Selangor Darul Ehsan
Tel : +603 6136 3333
Fax : +603 6136 9999
Email : corpcomm@binapuri.com.my
Website: <http://www.binapuri.com.my>

SHARE REGISTRAR

Tricor Investor & Issuing House Services Sdn. Bhd.
 Unit 32-01, Level 32, Tower A
 Vertical Business Suite, Avenue 3
 Bangsar South, No. 8, Jalan Kerinchi
 59200 Kuala Lumpur.
Tel : +603 2783 9299
Fax : +603 2783 9222

AUDITORS

MESSRS. UHY
 Chartered Accountants
 Suite 11.05, Level 11
 The Gardens South Tower
 Mid Valley City
 Lingkaran Syed Putra
 59200 Kuala Lumpur
Tel : +603 2279 3088
Fax : +603 2279 3099

PRINCIPLE BANKERS

Bangkok Bank Berhad
 Malayan Banking Berhad
 United Overseas Bank (Malaysia) Berhad
 Alliance Bank Malaysia Berhad
 MBSB Bank Berhad
 AmBank (M) Berhad

STOCK EXCHANGE LISTING

The Main Board of Bursa Malaysia Securities Berhad
 Stock Name : **BPuri**
 Stock Code : **5932**
 Listing Date : **6 January 1995**

BOARD OF DIRECTORS



Age:

68 years



Gender:

Male



Nationality:

Malaysian

Tan Sri Dato' Wong Foon Meng

Chairman/Independent
Non-Executive Director

Tan Sri Dato' Wong Foon Meng, was appointed as Chairman/Non-Independent Non-Executive Director of the Company on 1 June 2010 and redesignated as Independent Non-Executive Director on 20 April 2013. He graduated in Mechanical Engineering from the University of Technology Malaysia in 1978.

He spent his early career in Government service where he held various positions at technical and administrative level. He had a distinguished career during his 13 years' service and had been attending various technical trainings, conferences and management courses at international level among others in Thailand, Philippines, Japan, France, Yugoslavia and USA. He had also been accorded the Excellence Service Award by the Ministry of Science, Technology and Environment in 1982. His last position held was as the Regional Director of Department of Environment for Terengganu and Kelantan before he left the service to be in the private practice in 1991. He was elected as a State Assemblyman in Terengganu in 1995 and subsequently appointed as a member of the State Executive Council (EXCO). He was appointed

as Senator and elected as Deputy President of the Senate of Parliament of Malaysia in 2004. He was then elected as the President of the Senate from July 2009 until April 2010. During his tenure with the Parliament, he had fostered close bilateral relationships with the Governments and Parliaments of countries in Asia, Africa, Europe as well as South America.

Tan Sri Dato' Wong Foon Meng's extensive experience in the public sector, executive and legislative experience at state and federal level, as well as corporate experience in the later years has enabled him to lead and share his experience with the Board. He does not have any securities holdings in the Company or in any of its subsidiaries.

He is the Chairman of the Nominating Committee and Remuneration Committee. He is also a member of the Audit Committee.

Tan Sri Dato' Wong Foon Meng is not related to any Directors or major shareholders of the Company. He does not have any conflict of interest in any business arrangement involving the company or its subsidiaries.

BOARD OF DIRECTORS (CONT'D)




Age:
 73 years


Gender:
 Male


Nationality:
 Malaysian

Tan Sri Datuk Tee Hock Seng, JP
Group Managing Director

Tan Sri Datuk Tee Hock Seng, JP, was appointed to the Board on 5 November 1990 and was subsequently appointed as the Group Managing Director on 22 November 1994.

He is an experienced entrepreneur with more than 48 years business acumen in trading, construction and development. He is responsible for the day-to-day operations of the Group.

Current Portfolios:

- Board of Trustee of Perdana Leadership Foundation
- EXCO member of Malaysia South-South Association
- Director of Malaysian South-South Corporation Bhd
- Honorary Chairman of The Chinese Chamber of Commerce & Industry of KL & Selangor
- Honorary Chairman of the Malaysia Quarries Association
- Executive Advisor of Selangor & Federal Territory Builder Association
- Honorary Chairman of The International Fellowship of Eng Choon Associates
- Life Honorable President of The Federation of Hokkien Association of Malaysia
- Advisor of The Associated Eng Choon Societies of Malaysia
- Honorary Chairman of The Federation of Xing Yang Associations of Malaysia
- Vice President of Tung Shin Hospital
- Director of the Chinese Maternity Hospital (CMH)
- Board of Trustee cum Exco Member of Selangor King George V Silver Jubilee Fund
- Chairman, Board of Governors of SMJK Confucian and SRJK (C) Onpong II, KL
- Honorary Chairman, Board of Governors of SJK(C) Tsun Jin
- Honorary Chairman of the Young

Malaysians Movement and The Federation of Malaysian Clans & Guilds Association

Past Portfolios:

- Member of the Senate (Ahli Dewan Negara), Parliament of Malaysia (2008-2011)
- Treasurer-General of Malaysian Chinese Association (MCA) (2008-2010)
- Board Member of MiGHT (Malaysian Industry-Government Group for High Technology) (1993-2003)
- Vice President & Treasurer-General, Master Builders Association Malaysia (MBAM) (1992-2007)

Notable Achievements/Awards:

- “Master Builders’ Silver Award” by Master Builders Association Malaysia (MBAM) in 2001
- “Service to New Generations Award” by the Rotary Club of Pudu in 2004
- “SMI Platinum Award” by SME Association of Malaysia (SME) in 2004
- “Most Prominent Player” by the Construction Industry Development Board in 2005
- The 2nd Malaysia & Golden Entrepreneur Award “Lifetime Achievement Award” by FMCGA (The Federation of Malaysia Chinese Guilds Association) in 2015
- “Award of Honorary Fellowship” by The International College of Dentists (ICD) in 2016

- “Malaysian Fujian Outstanding Entrepreneur Award” by The Federation of Hokkien Association Malaysia in 2017
- “IFAWPCA-Atsumi Award” at the 44th International Federation of Asian and Western Pacific Contractors’ Associations (IFAWPCA) in 2018
- “Honorary Builder Award” by the Master Builders Association Malaysia (MBAM) in 2019

Except for recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries and for which he is deemed to be interested as disclosed on page 232 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

Save as disclosed above, he does not have any conflict of interest in any arrangement involving the company or its subsidiaries.

- Tan Sri Datuk Tee Hock Seng, JP is the father of Datuk Matthew Tee Kai Woon.
- Tan Sri Datuk Tee Hock Seng, JP is the nephew of Dr Tony Tan Cheng Kiat.

He is also the Chairman of the Group Executive Committee and a member of the Remuneration Committee.

BOARD OF DIRECTORS (CONT'D)



Age:

74 years



Gender:

Male



Nationality:

Malaysian

Dr Tony Tan Cheng Kiat

Founder Director

Dr Tony Tan Cheng Kiat, founded Bina Puri Sdn. Bhd. in 1975 and has been the Executive Chairman since its inception. He was appointed to the Board of the Company on 5 November 1990. He is responsible for the growth and ongoing development of the company's business.

He was instrumental in the development of a number of major projects throughout Malaysia for the Group. He holds a doctorate in Business Administration and is also a licensed builder. He has been successful as a private property developer in Australia. With his wide experience, he has brought much progress to the Group.

Except for recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries and for which he is deemed to be interested as disclosed on page 232 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

Save as disclosed above, he does not have any conflict of interest in any arrangement involving the company or its subsidiaries.

- i) Dr Tony Tan Cheng Kiat is the uncle of Tan Sri Datuk Tee Hock Seng, JP
- ii) Dr Tony Tan Cheng Kiat is the grand uncle of Datuk Matthew Tee Kai Woon

Dr Tony Tan Cheng Kiat is a member of the Group Executive Committee.

BOARD OF DIRECTORS (CONT'D)



Age:
47 years



Gender:
Male



Nationality:
Malaysian

Datuk Matthew Tee Kai Woon

Group Executive Director

Datuk Matthew Tee Kai Woon, joined the Company in December 2003 as Special Assistant to the Group Managing Director. He was appointed as Executive Director on 1 December 2009 and was re-designated as Group Executive Director on 7 March 2013.

He is a Chartered Accountant and holds a Bachelor of Commerce (Accounting and Marketing) from the University of Auckland, New Zealand. He has been a member of the Malaysian Institute of Accountants (MIA) since 2002 and was duly awarded the status, Fellow Certified Practising Accountant (FCPA) by CPA Australia in March 2016. He is also a Certified Financial Planner (Financial Planning Association of Malaysia).

Previously, he was the Administrator of the Chinese Maternity Hospital from 2001 to 2003 and was once attached to PricewaterhouseCoopers in the audit department from 1999 to 2001. He was also a Business Services Accountant with Marsden B. Robinson Chartered Accountants (New Zealand) from 1998 to 1999.

On 24 January 2017, he was appointed as an Independent Non-Executive Director of Chin Teck Plantations Berhad. He also holds directorships in other companies.

Current Portfolios:

- Honorary Advisor of Master Builders Association of Malaysia (MBAM) from 2020-2024
- Board of Advisory of Construction Labour Exchange Centre Berhad (CLAB)
- Honorary Treasurer General of Malaysian Steel Structural Association (MSSA) since 2011
- Board Member of Malaysian Industry Government Group for High Technology (MIGHT) and Chairman of Board Audit Committee

Past Portfolios:

- President of Master Builders Association of Malaysia (MBAM) from 2012-2016
- Immediate President of Master Builders Association of Malaysia (MBAM) from 2016-2020
- Member of National Science Council (NSC) from 2016-2017
- Board Member of Construction Industry Development Board Malaysia (CIDB) from 2013-2016
- Council Member of the Road Engineering Association of Malaysia (REAM) from 2017-2019
- 44th President of the International Federation of Asian and Western Pacific

Contractors' Associations (IFAWPCA) from 2017-2018

- Member of the Advisory Committee on Hotel and Tourism Management by the Chinese University of Hong Kong (CUHK) from 2017-2020

Notable Achievements/Awards:

- "Property CEO" by FIABCI Malaysia Property Award 2018.

Except for recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations of the Company and its subsidiaries and for which he is deemed to be interested as disclosed on page 232 of the Annual Report, there are no other business arrangements with the Company in which he has personal interests.

Save as disclosed above, he does not have any conflict of interest in any arrangement involving the company or its subsidiaries.

- Tan Sri Datuk Tee Hock Seng, JP is the father of Datuk Matthew Tee Kai Woon.
- Dr Tony Tan Cheng Kiat is the grand uncle of Datuk Matthew Tee Kai Woon.

BOARD OF DIRECTORS (CONT'D)



Age:

71 years



Gender:

Male



Nationality:

Malaysian

Ir. Ghazali Bin Bujang

Independent
Non-Executive Director

Ir. Ghazali Bin Bujang, was appointed to the Board of the Company on 31 May 2013. He is an engineer by profession and is currently the Executive Chairman of Ghazali & Associates Sdn. Bhd. He graduated with a Bachelor of Engineering from the University of Liverpool, England in 1974 and obtained a Master of Science from the University of Leeds, England in 1979.

He is a member of the Board of Engineers, the Past President of the Association of Consulting Engineers Malaysia (1992-1994) and Honorary member of the Association of Consulting Engineers Malaysia.

He has vast experience in planning, engineering and management of infrastructure and development works. He also has a broad and balanced knowledge with respect to issues on economic and finance, technical and environmental relevant to development and infrastructure projects.


He is the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee.


Ir. Ghazali Bin Bujang is not related to any Directors or major shareholders of the Company. He does not have any conflict of interest in any business arrangement involving the company or its subsidiaries.

BOARD OF DIRECTORS (CONT'D)




Age:
 49 years


Gender:
 Male


Nationality:
 Malaysian

Mohd Najib Bin Abdul Aziz

Independent
Non-Executive Director

Mohd Najib Bin Abdul Aziz, was appointed to the Board on 31 May 2013. He is an accountant by profession and graduated from the University of New South Wales, Australia with a Bachelor of Commerce (Accounting) Degree. He is a member of the Institute of Chartered Accountants in Australia (ICAA) as well as a member of the Malaysian Institute of Accountants (MIA).

He is currently the Managing Director of Corporate-Pacific Holdings Sdn. Bhd. and an Independent Non-Executive Director of Tropicana Corporation Berhad. He is also a Non-Executive Director of GCM Resources PLC, a coal mining company listed on the AIM market under the London Stock Exchange appointed on 17th June 2019.

He was the Assistant Manager of Global Corporate Finance in Arthur Andersen & Co. and had held the position of Senior Consultant with the Corporate Recovery Division of KPMG for three years in Perth, Western Australia. He is also a director of several private limited companies.


He was previously an Independent Non-Executive Director of Kumpulan Jetson Berhad, ECM-Avenue Securities Sdn. Bhd. and Alam Flora Sdn. Bhd.


He is a member of the Audit Committee, Nominating Committee and Remuneration Committee.


He is not related to any Directors or major shareholders of the Company. He does not have any conflict of interest in any business arrangement involving the company or its subsidiaries.

KEY SENIOR MANAGEMENT




Age:
 64 years


Gender:
 Male


Nationality:
 Malaysian

Lee Tong Leong

Chief Operating Officer,
Property Division

Lee Tong Leong, was appointed as Chief Operating Officer, Property Division of the Company on 1 July 2012. He joined Ideal Heights Properties Sdn. Bhd., an associate company of Bina Puri Group since May 1991 prior to this appointment.

He is a graduate of the Tunku Abdul Rahman College and ICOSA. He has had vast experience and exposure in property development and property management for more than 20 years, which include residential/condominium, commercial/retail and industrial developments.

He is responsible for planning, development, execution and completion of new projects i.e. from land acquisition, feasibility studies and liaison with authorities/consultants to successful execution and completion of the projects.

He is also responsible for the setting up of the property management team of the Group to ensure proper maintenance of the strata developments that have been completed before handing over to JMBs or Management Corporations.

He is also involved in execution of sales and marketing strategies for new projects. For the execution of successful sales and marketing activities, he places high level of importance for the team to keep abreast of latest development and market trend of the property market.

CHAIRMAN'S STATEMENT



Dear shareholders,

on behalf of the Board of Directors and the Management, it is my great pleasure to present the Annual Report of Bina Puri Holdings Bhd for the financial year ended 30 June 2022.

TAN SRI DATO' WONG FOON MENG
Chairman



ECONOMY OUTLOOK

Malaysia's economy headed for a rough ride with the resurgence of Covid-19 which triggered a nationwide lockdown dubbed as the Movement Control Order (MCO) 3.0 implemented by the Government in June 2021. The Government had subsequently unveiled a four-phase National Recovery Plan (NRP) as an exit strategy from the Covid-19 crisis, with the aim to heal the wounded economy.

The country was seeing promising progress with mass vaccine rollout under the National Covid-19 Immunisation Programme (PICK), coupled with the lifting of travel restrictions throughout the nation by phases and re-opening its international borders. Bank Negara Malaysia reported that the Malaysian economy, as measured by gross domestic

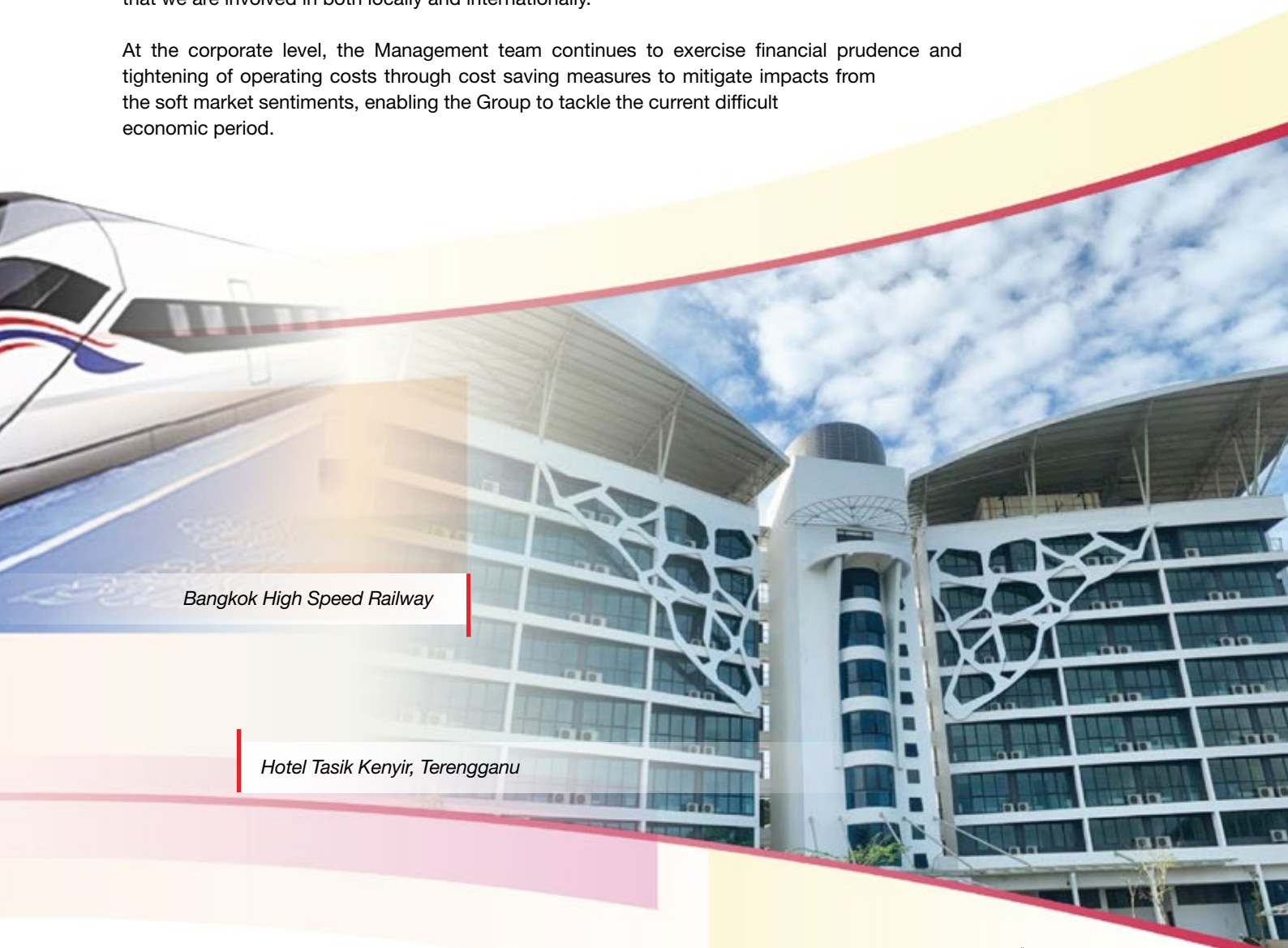
product (GDP), registered a stronger growth of 8.9% in Q2 2022 as compared to 5.0% in Q1 2022. The higher growth was reflective of normalising economic activity as the country moved towards endemicity.

Services and manufacturing sectors continued to drive growth with the construction GDP growth showing an increase to 2.4% in Q2 2022, as compared to -6.2% in the previous quarter. Mining sector also improved from -1.1% to -0.5%; manufacturing increased from 6.6% to 9.2% and service sector from 6.5% to 12.0%. The construction industry is expected to register growth driven by investment in large-scale transport and energy projects.

CHAIRMAN'S STATEMENT (CONT'D)

While there is a surge in the country's economic growth, the year continued to pose many challenges i.e. inflationary pressures, restrictions on labour supply as well as weakening of Ringgit Malaysia due to the prolonged disruption from the Covid-19 pandemic and US sanctions against Russia-Ukraine war. Despite the macroeconomic headwinds, Bina Puri continued to remain proactive and vigilant in mitigating any potential impacts to the businesses of the Group. We shall steadfastly uphold our competitive market positioning and continue to perform, albeit at a slower pace in various sectors that we are involved in both locally and internationally.

At the corporate level, the Management team continues to exercise financial prudence and tightening of operating costs through cost saving measures to mitigate impacts from the soft market sentiments, enabling the Group to tackle the current difficult economic period.



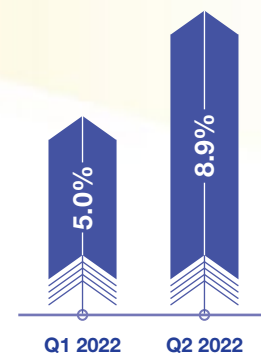
Bangkok High Speed Railway

Hotel Tasik Kenyir, Terengganu



Malaysian economy registered a stronger growth of +8.9%

in Q2 2022 as compared to 5.0% in Q1 2022



CHAIRMAN'S STATEMENT (CONT'D)

SEGMENTAL BUSINESS OVERVIEW

The Group recorded revenue of RM234.9 million and loss before tax of RM71.9 million for year ended 30 June 2022 as compared to previous corresponding year of RM287.5 million and RM62.4 million respectively. Despite facing market uncertainty, the Group strived hard to reduce losses.

Much like everything else, the construction industry in Malaysia was severely affected by the Covid-19 pandemic. Most construction work, except that classified as critical or essential services, was halted throughout the Movement Control Order (MCO). Even after the MCO was lifted, contractors have continued to encounter disruption, including having to incorporate stringent standard operating procedures on health and safety measures for construction sites. Such disruption has further delayed the work progress and incurred additional project expenses.

For the financial year ended 30th June 2022, the **construction division** recorded revenue of RM40.9 million and incurred loss before tax of RM33.3 million as compared to previous corresponding year of RM157.0 million and RM49.7 million respectively. The loss before tax was mainly attributable to costs related to time extension, rising construction costs from surge in building materials prices and higher labour costs due to increase in minimum wages. This affects the profitability of on-going projects. Nevertheless, the Group will continue to participate actively in open tenders in local and overseas to replenish its order book, supported by the Group's experience and competitiveness in the construction sector.

Amidst all the challenges, the Group's **property development division** continues to produce results through the sales from Puri Residences, 21.41-acre landed residential offering in Masai, Johor, comprising 384 units of double-storey homes, with an estimated GDV of RM229.5 million as well as the sales from agricultural land in The Valley @ Bentong.



The Valley @ Bentong

The Valley @ Bentong is a 1,600-acre agricultural-based development comprising farms and homesteads which commands an estimated GDV of RM383 million and has to-date achieved sales of RM134 million. With the positive take-up rates for Phase 1 and 2, the Group had further launched Phase 3 in January 2021 namely "The Sarang". With the unbilled sales of approximately RM39 million, the Group is positive that the sales momentum in the year 2022 remains strong. The Group is also working on another new development in Kota Kinabalu which is still pending approval from relevant authorities.

CHAIRMAN'S STATEMENT (CONT'D)



Rimbun Suites and Residences in Brunei

With stronger domestic demand and reopening of international borders, travelling activities continue to normalise to pre-pandemic levels, which contributed to the growth of the Group's hospitality division. Swiss-Belhotel Kuantan and the Rimbun Suites and Residences in Brunei enjoyed high occupancy as both foreign and domestic travelers started to return for business and leisure.



Revenue of Construction Division
(RM)

40.9 million



Puri Residences, notable 21.41-acre Landed Residential in Masai, Johor (RM)

229.5 million of GDV



Achieved Sales
(RM)

134 million



The Valley @ Bentong, 1,600-acre Homestead Land and Durian Plantation (RM)

383 million of GDV

CHAIRMAN'S STATEMENT (CONT'D)

SEGMENTAL BUSINESS OVERVIEW (CONT'D)

The **power supply division** recorded a higher revenue of RM14.1 million from the supply of electricity power to PT Perusahaan Listrik Negara (State Electricity Company owned by Indonesia Government) and PLTM Bantaeng and loss before tax of RM0.8 million as compared to previous corresponding year of RM12.3 million and RM0.6 million respectively.

The Group's investment in solar energy production has finally come to fruition with the signing of a Power Purchase Agreement between BP Energy Sdn Bhd and Sabah Electricity Sdn Bhd in December 2021 to design and build a solar photovoltaic energy generating facility with a capacity of 5.00MWac located in Kg Dasar, Kunak, Sabah. This is another achievement in our commitment and support to the Government's initiative in encouraging Malaysia's Renewable Energy (RE) uptake.

The Group is also keen to expand its presence in the renewable energy sector and will participate actively in tendering for large scale solar power plant projects, following the successful listing of power subsidiary at the Indonesia Stock Exchange and our first solar power plant development in Kunak, Sabah.

Moving forward into the new year, the Group will continuously explore new markets to expand its revenue and client base to minimize any impact brought on by the Covid-19 pandemic as well as the weak economic conditions experienced worldwide.

ACHIEVEMENT AND AWARD

In the year under review, amidst all the challenges encountered by the Group, we are proud to achieve another recognition for the Group when KL-Kuala Selangor Expressway (LATAR) walked away with the 'Green Highway Award' during the Highway Industry Awards 2021 Ceremony in December 2021. This is an important recognition from the industry for LATAR's unwavering pursuit by venturing into green highway initiatives which include utilising vacant spaces along reserve land alongside road shoulders and usable rooftops throughout the length of the highway to generate solar energy, in addition to planting of more than 5,000 Paulownia Trees along the highway.



Planting of
5,000+
Paulownia Trees
along the highway



More than 5,000 Paulownia Trees planted along KL-Kuala Selangor Expressway (LATAR)



Supply of Electric Power to PT Perusahaan Listrik Negara (RM)

14.1 million



Solar Photovoltaic Energy Generating Facility in Kg Dasar, Kunak, Sabah

5.00MWac capacity



CHAIRMAN'S STATEMENT (CONT'D)

OUR BUSINESS OUTLOOK AND PROSPECTS

Government through budget 2022, paved the way with the overall vision to rebuild the nation after the long economic hangover of Covid-19 pandemic. Despite facing global headwinds and concerns of an economic turnaround in 2023, the budget themed "A Prosperous Malaysian Family" which prioritized on three key areas, namely the prosperity of the people, business resilience, and a prosperous and sustainable economy, successfully propelled the country towards recovery momentum.

However, downside risks to growth remain especially given external uncertainties, major economies i.e. US, China and Europe are expected to slow down, an escalation of geopolitical tensions, high inflationary pressures globally from elevated commodity prices, as well as weakening of the ringgit.

The Group is expected to face further economic challenges in the years to come. We will continue to be vigilant of potential headwinds. The Board and Management regularly monitor the Group's financial health, formulate and execute on its business strategy in the interest of all stakeholders. Bina Puri has shown our capability to resolve, overcome all challenges in last 47 years and will continue to work hard to continue doing so.

Moving forward, the Group will further intensify its focus on construction and property development business opportunities and strengthen its activities on generating recurring income. I am confident the Group will thrive with the Management and staff's strong commitment and tireless efforts.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, I would like to express our deepest appreciation to our esteemed reliable Management team and employees for their patience, continuous support, dedication and commitment towards the company during difficult times. I would also like to record my sincere appreciation to our financiers, business partners, and relevant authorities for their continuous support and co-operation.

To all our valued shareholders, thank you once again for your confidence in us. Rest be assured that the Board and Management are constantly monitoring our financial health and exercising prudence in the best interest of investors and shareholders.

TAN SRI DATO' WONG FOON MENG

PSM, DPMT, JSM

Chairman, Bina Puri Holdings Bhd

GROUP MANAGING DIRECTOR'S MESSAGE AND MANAGEMENT DISCUSSIONS AND ANALYSIS



Overview

The year under review was a rather tough year across the international and domestic economic arenas. The situation had been worsened when the Government declared nationwide lockdown again as COVID-19 cases spike to ensure that the healthcare system would not collapse. Further to that, massive floods that hit the nation in the late of 2021 and early 2022 also had an impact on Malaysia's economic recovery. According to Department of Statistics, the flood that took place in several states had resulted in overall losses of RM6.1 billion.

TAN SRI DATUK TEE HOCK SENG, JP
Group Managing Director

GROUP MANAGING DIRECTOR'S MESSAGE AND MANAGEMENT DISCUSSIONS AND ANALYSIS (CONT'D)

The construction sector remains sluggish during the financial year under review as there was absence of new mega infrastructure projects being announced in Budget 2022 to pump prime the revival of the construction industry which has undergone a recession since 2018 with total value of work done dropping by more than 18%. Although construction had been the bread and butter of Bina Puri, we have to continuously reposition ourselves and adapt to the ever changing external environment. Bina Puri is now a more diversified group with increasing focus in property and power generation in the financial year in order to increase Group earnings.

The Government must be commended for their comprehensive policies which include various financial relief, nationwide vaccination rollout for Rakyat as well as the National Recovery Plan (NRP) in tackling the Covid-19 crisis. The country's borders were re-opened from April 1, 2022 as part of transition to the endemic phase of Covid-19, a bold move taken by the Government to revive the country's economy.

While the economic growth rate showing overall improvement, competition in the industry remains intense. Bina Puri Holdings Bhd is not spared and many challenges remain which means the Group must continue to be alert and prudent. Potential job flows are anticipated from mega projects such as the Mass Rapid Transit (MRT3), East Coast Rail Link project, Kuching Autonomous Rail Transit (ART) and various highway projects and public housing programs. The Group looks forward to participating in various tenders and hopes to win a fair share of opportunities available.

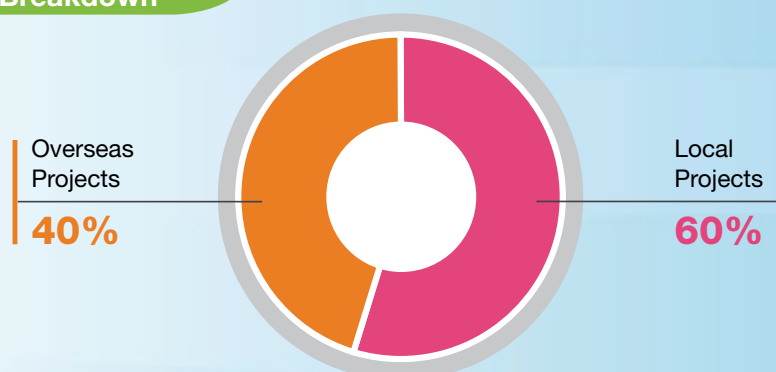
Backed by experience of almost half a century, I am confident Bina Puri will seek new opportunities for growth and therefore remain optimistic on a better future for all who strive to achieve greater heights. Management is proactively executing their plan in navigating this challenging backdrop, I am confident we will be able to overcome these issues together and with our dedicated team, to bounce back with better results in the years to come. This goes along with our Annual Report aptly themed "Colours of A New Dawn".

The Group's Current Ongoing Projects (as at Sept 2022)

Total Value : **RM1.16 Billion**

Balance of Works : **RM533.0 Million (46%)**

Geographical Breakdown



GROUP MANAGING DIRECTOR'S MESSAGE AND MANAGEMENT DISCUSSIONS AND ANALYSIS (CONT'D)

Review of Performance

The Group recorded revenue of RM234.9 million and loss before tax of RM71.9 million for year ended 30 June 2022 as compared to previous corresponding year of RM287.5 million and RM62.4 million respectively. This was attributable to the lower performance mainly from the construction segment due to severe disruption of the overall operating environment from the Covid-19 pandemic and the Movement Control Order (MCO).

Construction Division

For the financial year ended 30th June 2022, the construction division recorded revenue of RM40.9 million and incurred loss before tax of RM33.3 million as compared to previous corresponding year of RM157.0 million and RM49.7 million respectively. The loss before tax was mainly attributable to costs related to time extension and general rising cost of building materials incurred on some construction jobs.

Despite the sharp drop in financial performance, Bina Puri remains confident in its business outlook as it has a current value of unbuilt works in progress amounting to approximately RM533.0 million which are expected to resume at a healthy pace. The Group is currently more selective and cautious on projects tender underscored by rising construction costs especially in building materials prices and higher labour costs due to increase in minimum wages.

Within the year under review, Bina Puri has also successfully secured a new international contract worth Nepalese Rupee NRs. 5.1billion (equivalent to about RM183 million) for the New Construction Project of Supreme Court Building Complex at Ramshahpath, Kathmandu, a project funded by the Government of Nepal.

The project is awarded to Bina Puri-Kalika-Samanantar JV by the Supreme Court of Nepal. It will consist of 7-storey building including two basements, Reinforced Cement Concrete (RCC) framed structure building with complete finishing, landscaping and MEP (Mechanical, Plumbing and Electrical Works along with firefighting) works.

Supreme Court Kathmandu, Nepal (perspective view)



Pan Borneo Sarawak Highway

GROUP MANAGING DIRECTOR'S MESSAGE AND MANAGEMENT DISCUSSIONS AND ANALYSIS (CONT'D)

Property Division

The property division recorded revenue of RM136.5 million and profit before tax of RM1.2 million for the year ended 30 June 2022 as compared to previous corresponding year of RM103.7 million and RM2.5 million respectively. Despite slow market sentiment, the Group still recorded a better performance in property sector. This was attributable to better sales from The Valley @ Bentong project and better profit margin from cost savings.



Main Entrance of Puri Residences in Masai, Johor

Quarry Division

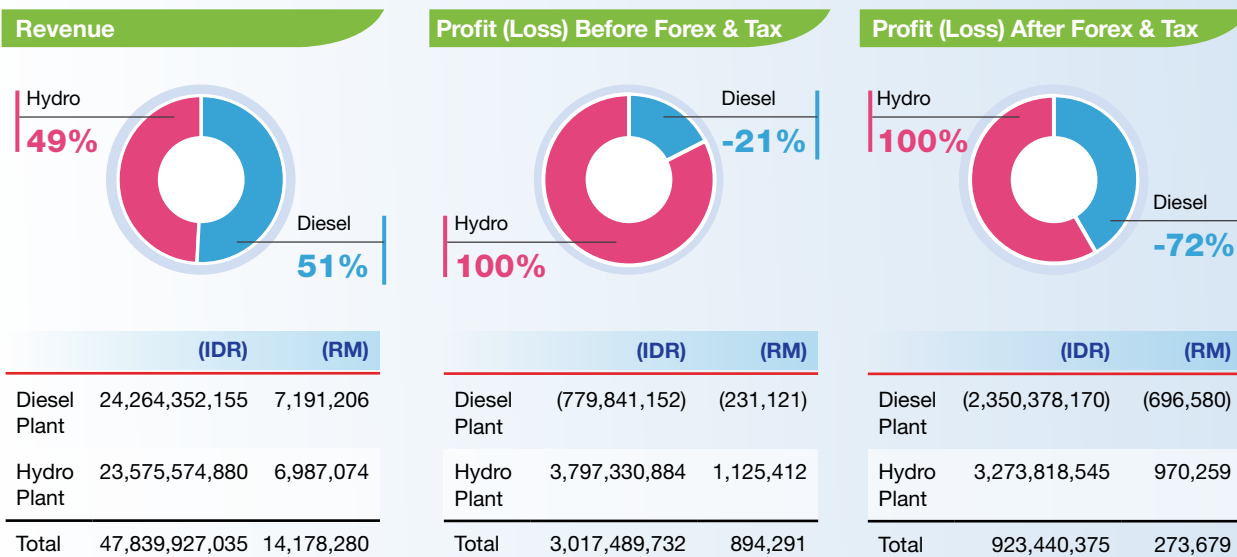
The Quarry division in Melaka also recorded an increase in revenue with RM18.8 million performance as compared to RM14.4 million previously. With better economic outlook in the year to come, the Group anticipates an increasing demand for quarry aggregates and stones which will further shoot up the revenue from the quarry division.

Power Supply Division

Our listed entity in Indonesia, PT Megapower Makmur Tbk. (PTMM) has proven resilient and showed that the power division is solid even during the Covid-19 period, in that cashflow and profit remain largely unaffected.

The Group is looking forward to secure more power projects in Malaysia especially in Sabah as it also has a presence in other sectors such as construction and property development.

PT Megapower Makmur Tbk. (PTMM) Executive Report for period June 30, 2022



GROUP MANAGING DIRECTOR'S MESSAGE AND MANAGEMENT DISCUSSIONS AND ANALYSIS (CONT'D)

Hospitality Division

Following the full withdrawal of movement restriction both locally and from abroad, Swiss-Belhotel Kuantan and Rimbun Suites and Residences in Brunei had their hands full with increased number of guests arrival ever since.

Swiss-Belhotel is a four-star 366 room hotel in the Kuantan Waterfront Resort City and has become a favourite meeting and gathering point between travelers from the East and the West of the country. As for Rimbun Suites and Residences in Brunei, they managed to secure both the short and long terms tenants which enabled them to maintain their high occupancy rate even during the various MCO periods. The long terms tenants, foreign expatriates stayed on during the lockdown, whereas the local Bruneians enjoyed their staycation and weekend gateway for family gathering and celebration.

Swiss-Belhotel Kuantan

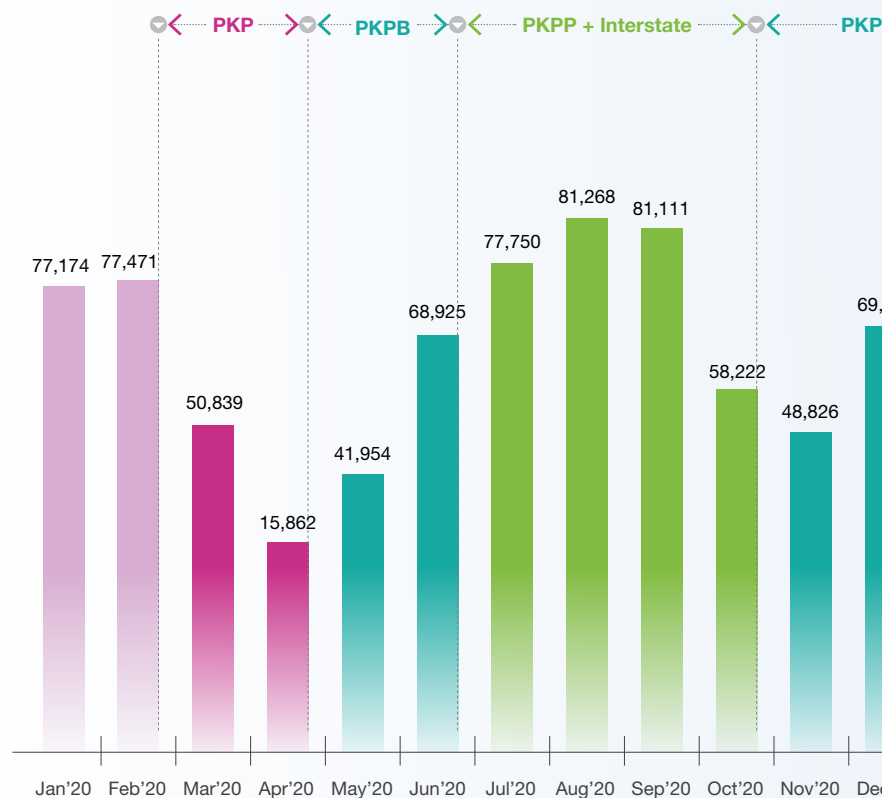


Recurring Revenue

The rental income from Main Place Mall in USJ 21, Subang Jaya continued to contribute positively to the performance of the retail division. After two years of intermittent lockdowns due to Covid-19 pandemic, our neighbourhood mall is now back to hustle and bustle life again, faring well with larger crowds of customers over the weekends. The mall was able to secure several new tenants i.e. Samsung, Pidezza, Nam Heong Chicken etc. with the relaxation of Covid-19 SOPs. With that, the mall was able to achieve occupancy rate of close to 90% during the financial year review.

The Group will continue to adopt aggressive marketing strategies to ensure occupancy rates remain healthy.

MONTHLY ADT VS PKP STATUS



GROUP MANAGING DIRECTOR'S MESSAGE AND MANAGEMENT DISCUSSIONS AND ANALYSIS (CONT'D)

Highway Concession Division

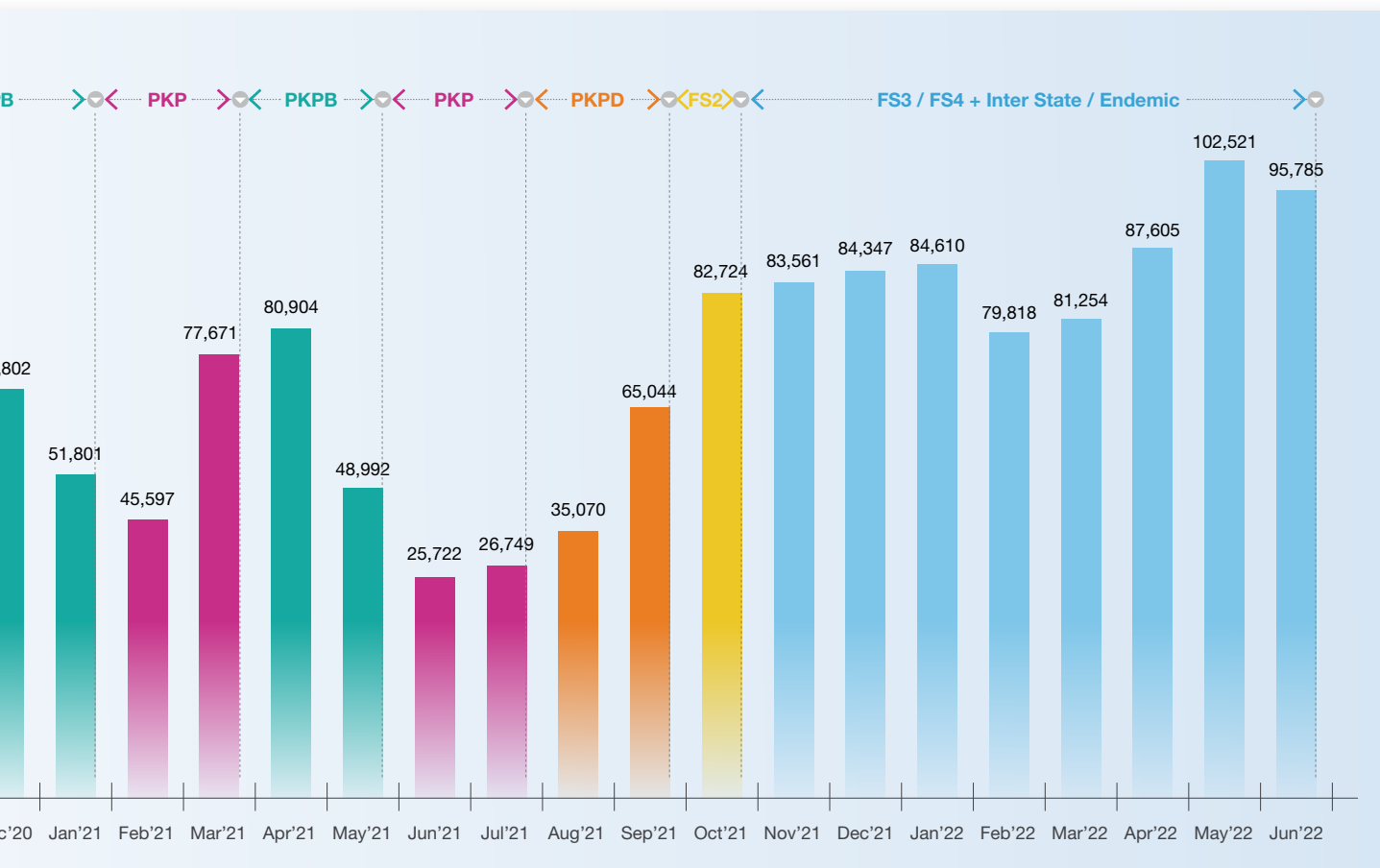
With lifting of the interstate travelling restriction, traffic volume of KL-Kuala Selangor Expressway (LATAR) has begun to spike steadily. During the last Hari Raya long holiday, the traffic flow recorded 39 times of the daily traffic exceeding 100,000 vehicles. The new highest daily traffic was recorded on Saturday, 14 May 2022 with 136,576 vehicles.

The highest monthly average daily traffic was also recorded in the same month, with an average traffic as high as 102,521, the highest average monthly daily traffic in LATAR history.

Earlier in December 2021, LATAR created another history as they bagged the 'Green Highway Award' during the Highway Industry Awards 2021 Ceremony. This was the fruit of their labour in promoting the concept of green energy highway by installing solar panels and planting of more than 5,000 Paulownia Trees along the highway.



KL-Kuala Selangor Expressway (LATAR) high traffic



GROUP MANAGING DIRECTOR'S MESSAGE AND MANAGEMENT DISCUSSIONS AND ANALYSIS (CONT'D)

Prospects

Despite the numerous challenges faced by the industry arising from elevated building material costs including labour shortage, rising financing costs as well as the rising inflationary pressure to muted demand from buyers' lower purchasing power, the Group remains alert to new opportunities. The Company will continue to focus on monetising its inventories and executing on its construction and development projects for timely completion.

Notwithstanding the market challenges, there is a continued demand for our agriculture land, The Valley @ Bentong project which achieved sales of RM134 million. The Group's unbilled sales is approximately RM39 million as at close of the reporting financial quarter. The launch of new development in Kota Kinabalu is still pending approval from relevant authorities.

The Company will remain proactive and vigilant in mitigating any potential impacts to the businesses of the Group.

Dividend

There was no dividend paid during the financial period under review.

Appreciation

The Group is thankful for the unfailing devotion, commitment and loyalty of all our staff as well as the management who have given their best in these trying times.

I wish to express my deepest gratitude to the Board of Directors, shareholders, clients, financiers, suppliers, business partners and relevant authorities for your continuous patience, steadfastness and your belief in Bina Puri.

I am confident that the Group will become stronger as we uphold our reputation as Malaysia's landmark builder.

We hope for better days ahead in 2023!

TAN SRI DATUK TEE HOCK SENG

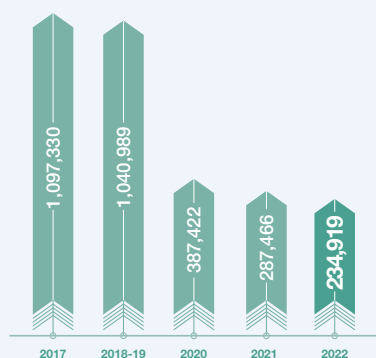
PSM, PGDK, ASDK, JP

Group Managing Director, Bina Puri Holdings Bhd

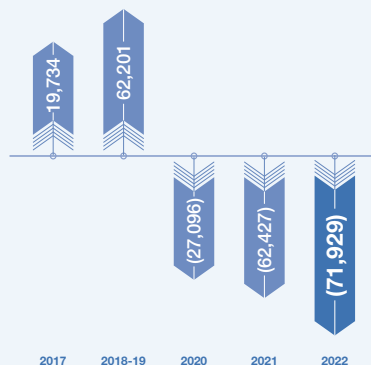
GROUP FINANCIAL HIGHLIGHTS

	2017	2018-2019	2020	2021	2022
Revenue	1,097,330	1,040,989	387,422	287,466	234,919
Profit before taxation	19,734	62,201	(27,096)	(62,427)	(71,929)
(Loss)/ Profit attributable to the shareholders of the Company	3,099	462	(54,107)	(63,910)	(74,749)
Dividend Paid (Net)	-	-	-	-	-
Issued share capital	136,705	157,821	180,857	236,435	246,521
Shareholders' equity	239,809	253,540	242,524	232,101	167,528
Total assets employed	1,682,726	1,497,193	1,326,750	1,357,151	1,152,027
Net (loss) /earnings per share (sen)	1.19	0.14	(9.40)	(6.80)	(4.8)
Net assets per share (RM)	0.90	0.66	0.32	0.16	0.10
Share price (RM)					
- High	0.49	0.37	0.25	0.12	0.035
- Low	0.33	0.17	0.03	0.07	0.08

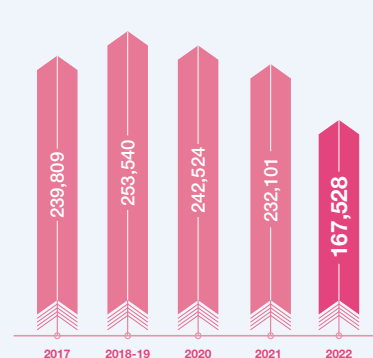
Revenue
(RM'000)



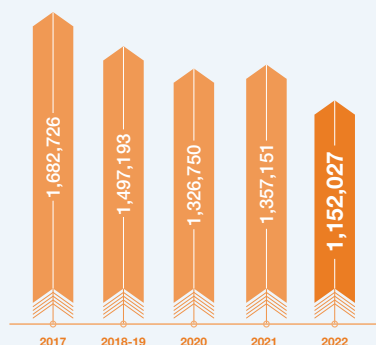
Profit Before Taxation
(RM'000)



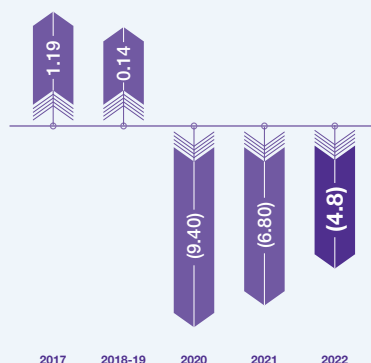
Shareholders' Equity
(RM'000)



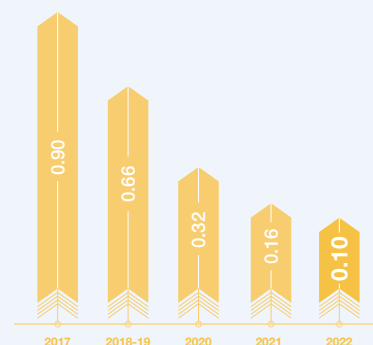
Total Assets Employed
(RM'000)



Net (loss) /Earnings Per Share
(Sen)



Net Assets Per Share
(RM)



CALENDAR OF EVENTS

DECEMBER 2021

BP Energy Sdn Bhd (BPESB) signed the Power Purchase Agreement (PPA) with Sabah Energy Sdn Bhd (SESB) on 1 December 2021. BPESB will design, construct, test, commission, own, operate and maintain a solar photovoltaic energy generating facility with a capacity of 5.00MWac located in Kg Dasar, Kunak, Sabah for connection to SESB's medium voltage Distribution Network at PMU Kunak. The PPA contractual term will last for 21 years from the Commercial Operation Date, scheduled on **30th June 2023**.



Bina Puri Holdings Bhd held its 30th Annual General Meeting on 15 December 2021, virtually from the broadcast venue at the Share Registrar's Office, ie. Tricor Investor & Issuing House Services Sdn. Bhd.

YBhg. Tan Sri Dato' Wong Foon Meng chaired the online meeting, with other Board of Directors attending the meeting physically including YBhg. Tan Sri Datuk Tee Hock Seng, JP, YBhg. Datuk Matthew Tee and Dr. Tony Tan Cheng Kiat. Directors who attended virtually are Ir. Ghazali bin Bujang and Mr. Mohd Najib bin Abdul Aziz.



KL-Kuala Selangor Expressway (LATAR) walked away the Green Highway Award at the Highway Industry Awards 2021 held at the Marriott Hotel in Putrajaya on 2 December 2021. Launched by Senior Works Minister Datuk Seri Fadillah Yusof, the event was co-organised by the Malaysian Highway Authority (LLM) and the Malaysian Highway Concession Companies Association.



In December 2021, Klang Valley experienced one of its worst flash floods in recent history, severely affecting areas such as Shah Alam, Klang and Kuala Lumpur. LATAR extended their hands for the flood victims by participating in the flood relief aid activities at several locations including Pusat Pemindahan Sementara (PPS) SMK Bukit Kuching Tengah, cleaning service at Masjid At-Taufiqiah Bandar Sri Coalfield and Taman Sri Nanding, Hulu Langat.



CALENDAR OF EVENTS (CONT'D)

MAY 2022

LATAR traffic flow recorded 39 times of achievement where the daily traffic has reached more than 100,000. The new highest daily traffic was reached on Saturday, 14 May 2022 as high as 136,576.

The highest monthly average daily traffic was also reached in May, with an average traffic as high as 102,521. This achievement is the highest average monthly daily traffic in LATAR history.



Highest daily traffic
136,576

JULY 2022

LATAR expressed appreciation to its staff with the **10th Anniversary Dinner** celebration held on 1st July 2022 at EcoWorld Gallery Hall @ Eco Grandeur Puncak Alam. The event also celebrated and rewarded a total of 41 staff who have served LATAR for 10 years.



AUGUST 2022

A signing ceremony of the Fifth Supplemental Concession Agreement between the Government of Malaysia and **KL-Kuala Selangor Expressway Berhad** was held on 9th August 2022 at Putrajaya Marriott Hotel.

The agreement was signed by YBhg. Dato' Wira Wan Ahmad Uzir Haji Wan Sulaiman, Secretary General of Ministry of Works and YBhg. Dato' Ir. Mohd Shuhaimi Hassan, Director General of Malaysia Highway Authority representing The Government of Malaysia; while YBhg. Tan Sri Datuk Tee Hock Seng, JP, Director of KL-Kuala Selangor Expressway Bhd and YBhg. Dato' Mohamed Raffie Chekku, Managing Director of KL-Kuala Selangor Expressway Bhd representing KL-Kuala Selangor Expressway Berhad.



CALENDAR OF EVENTS (CONT'D)

SEPTEMBER 2022

After several MCO breaks, Kelab Sukan dan Sosial Bina Puri (KSSBP) finally managed to organize a quick relaxing weekend getaway to Karak and Kuantan in September 2022 with a total of 57 staff and their family members joining the trip. It is the Top Management's wish to bring the staff for this short vacation while getting familiar with our development projects and giving opportunity to the staff to visit and enjoy the stay at our own precious Swiss-Belhotel Kuantan, as well as our homestead land development at The Valley @ Bentong.



NOVEMBER 2022

YBhg. Tan Sri Datuk Tee Hock Seng, JP and YBhg. Datuk Matthew Tee paid a courtesy visit to YB Khairy Jamaluddin, Minister of Health, Malaysia.



OCTOBER 2022

Kelab Sukan dan Sosial Bina Puri (KSSBP) continued to award education incentive to the members' children for their SPM /STPM /A-LEVEL examinations in 2020/2021. A total of RM6,550.00 incentive amount was rewarded to 8 recipients in a small ceremony held on 12 October 2022.



8 recipients

KSSBP education incentive



SUSTAINABILITY STATEMENT

The last two years have been mostly occupied with efforts to address and combat the Covid-19 Pandemic, whilst we keep on shouldering and performing other Corporate Social Responsibilities (CSR) duties amidst the challenging years, where the slow economy and uncertain political won the business. The Group nevertheless, is always committed towards striving for excellence in sustainability whilst continuing to implement our policy to be a good corporate citizen.

The Group's investment in solar energy production has finally come to fruition with the signing a Power Purchase Agreement between BP Energy Sdn Bhd and Sabah Electricity Sdn Bhd in December 2021 to design and build a solar photovoltaic energy generating facility with a capacity of 5.00MWac located in Kg Dasar, Kunak, Sabah. This new achievement has further proven our commitment in responding to the Government initiative in encouraging Malaysia's Renewable Energy (RE) uptake.



Prior to which, the Group has also ventured into this green initiative through KL-Kuala Selangor Expressway ("LATAR") by utilising vacant spaces along reserve land alongside road shoulders and usable rooftops throughout the length of LATAR to generate solar energy. In addition, LATAR has also planted more than 5,000 trees on the land reserves along the road shoulders of the expressway to reduce carbon footprint while monetizing from the harvest of the eco-trees for the local paper and pulp industry. This green effort was definitely being recognized and had created another milestone for the Group when LATAR walked away with the 'Green Highway Award' during the Highway Industry Awards 2021 Ceremony.



December 2021 also witnessed Klang Valley experiencing one of its worst flash floods in recent history, severely affecting areas such as Shah Alam, Klang and Kuala Lumpur. LATAR extended their hands for the flood victims by participating in the flood relief aid activities at several locations including Pusat Pemindahan Sementara (PPS) SMK Bukit Kuching Tengah, cleaning service at Masjid At-Taufiqiah Bandar Sri Coalfield and Taman Sri Nanding, Hulu Langat. The Group also prioritized the welfare of its own staff who were involved in the flood by contributing cash donation to alleviate their financial burden. A total of RM13,600 was contributed to 17 victims from among the staff members.

SUSTAINABILITY STATEMENT (CONT'D)

For this year, the Group continued on its practice to award education incentive to the staffs' children who excelled in their examinations in 2020/2021. A total of RM6,550.00 incentive amount was rewarded to 8 recipients including two A-Level students, one STPM student and five SPM students.

The staff rewards and benefits are always being the Company's priority. This year, LATAR expressed appreciation to its staff with the 10th Anniversary dinner celebration and rewarded a total of 41 staff who had served LATAR for the last 10 years. The awards hopefully will continue motivating the staff to support and help the company to grow and enhance its level of service.



After several MCO breaks, the Group finally managed to organize a quick relaxing weekend getaway to Karak and Kuantan in September 2022 with a total of 57 staff and their family members joining the trip. It is the Top Management's wish to bring the staff for this short vacation while getting familiar with our development projects and giving opportunity to the staff to visit and enjoy the stay at our own precious Swiss-Belhotel @ Kuantan, as well as our homestead land development at The Valley @ Bentong.

For the year under review, the Group also continued to provide financial aids for student development in several schools in Kuala Lumpur/Selangor such as SJK(C) Chin Woo, SJK(C) Tsun Jin and SM Confucian, as well as the annual contribution to the Perdana Leadership Foundation.

As Covid-19 is still lingering, as well as other new viruses that keep on emerging, the Group continue to emphasize on efforts to safeguard all the employee wellbeing first and foremost. Slowly and steadily, we are catching up on our business activities and keep on carrying out CSR activities on sustainable development that benefit the local community and safeguard the environment in which we operate our business.



AUDIT COMMITTEE REPORT

A. COMPOSITION, COMPLIANCE AND ATTENDANCE

MEMBERS OF THE COMMITTEE	DESIGNATION IN THE COMPANY	NO. OF MEETINGS ATTENDED
Ir. Ghazali Bin Bujang Chairman	Independent Non-Executive Director	4/5
Tan Sri Dato' Wong Foon Meng	Chairman/Independent Non-Executive Director	5/5
Mohd Najib Bin Abdul Aziz	Independent Non-Executive Director	4/5

- (a) The Audit Committee shall be appointed by the Directors from amongst their numbers via a Directors' resolution and shall consist of not less than three (3) members. All the Audit Committee members must be non-executive directors with a majority of them being Independent Directors. The composition of the Audit Committee shall meet the independence requirements of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and other rules and regulations of the Securities Commission.
- (b) At least one member of the Audit Committee:
- i. is a member of the Malaysian Institute of Accountants (MIA); or
 - ii. if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and
 - must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
 - iii. fulfils such other requirements as prescribed or approved by the Bursa Malaysia Securities Berhad.
- (c) In the event of any vacancy in the Audit Committee, the Directors shall within three (3) months of that event, appoint such new members to make up the minimum number of three (3) members.
- (d) An Alternate Director shall not be appointed as a member of the Audit Committee.
- (e) The member of the Audit Committee that meets the requirement for having the necessary accounting qualification is En. Mohd Najib Bin Abdul Aziz.

B. TERMS OF REFERENCE

The Terms of Reference of the Audit Committee are consistent with the MMLR of Bursa Securities and the MCGG 2017 and all the requirements under the Terms of Reference are fully complied with. The Terms of Reference of the Audit Committee are accessible to the public for reference on Bina Puri's corporate website.

C. MEETINGS

The Committee will meet at least five (5) times a year and such additional meetings as the Chairman shall decide in order to fulfil its duties. The external auditors may request a meeting if they consider that one is necessary.

The quorum for each meeting shall be two (2) members and the majority of members present must be Independent Non-Executive Directors.

The authorised officers and a representative of the external auditors may attend meetings at the invitation of the Committee. Other Board members shall also have the right of attendance upon the invitation of the Committee. If necessary, the Committee shall meet with the external auditors without executive Board members present.

AUDIT COMMITTEE REPORT (CONT'D)

C. MEETINGS (CONT'D)

The Secretary to the Committee shall be the Company Secretary or any other person appointed by the Committee.

The Secretary shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it to the Committee members prior to each meeting. The Secretary will also be responsible for keeping the minutes of the meeting of the Committee and circulating to the Committee members and to other members of the Board.

A resolution in writing signed or approved by letter by all the members of the Audit Committee who are sufficient to form a quorum shall be valid and effectual as if it had been passed at a meeting of the Audit Committee duly called and constituted. All such resolution shall be described as "Audit Committee Circular Resolution" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by the Secretary in the Company's minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

D. SUMMARY OF ACTIVITIES

The following activities were carried out by the Audit Committee during the year review:

1. Financial Reporting

- Reviewed the quarterly financial results, announcement, annual report and audited financial statements of the Company and the Group for financial year ended 30 June 2021 prior to recommending to the Board for consideration and approval;
- The review also involved discussion with Management and the external auditors to ensure they were drawn up in accordance with the applicable accounting standards approved by Malaysian Accounting Standards Board ("MASB") and other legal requirements; and
- The quarterly financial statements for the period from 1 July 2021 to 30 June 2022 (four quarters), which were prepared in compliance with the Malaysian Financial Reporting Standard ("MFRS") 134 Interim Financial Reporting, International Accounting Standards 34 Interim Financial Reporting and paragraph 9.22, including Part A, Appendix 9B of the MMLR, were reviewed at the AC meetings on 21 September 2021, 28 October 2021, 26 November 2021, 23 February 2022 and 22 May 2022 respectively.

2. Internal Audit

- Reviewed and approved the annual audit plan proposed by the internal auditors to ensure the adequacy of the scope and coverage of work;
- Reviewed the internal audit reports presented by the internal auditors on their findings and recommendations including Management's response;
- Considered internal auditors' recommendations and the Management's response with respect to system and control weaknesses, before proposing those system and control weaknesses be rectified and recommendations to be implemented; and
- Considered and recommended to the Board for approval of the audit fees payable.

3. External Audit

- Reviewed the external auditors' report on the final audit report for the financial year ended 30 June 2022 and Statement of Risk Management and Internal Control ("SORMIC") in October 2022 before recommending to the Board for approval;
- Reviewed the Internal Control Memorandum, together with Management's response to the findings of the external auditor;
- Reviewed the 2022 external auditors' audit plan for Bina Puri Group, encompassing the nature and scope for the year's audit and engagement strategy in 2022 prior to its implementation;

AUDIT COMMITTEE REPORT (CONT'D)

D. SUMMARY OF ACTIVITIES (CONT'D)

3. External Audit (cont'd)

- Reviewed the terms of engagement of the external auditors for the 2022 statutory audit and SORMIC, upon confirmation of its independence and objectivity, prior to tabling for the Board's approval. The engagement of the external auditors for the Group was supervised and processed under the Group's umbrella to streamline their terms of engagement;
- Reviewed and approved the non-audit services provided by the external auditors while ensuring there was no impairment of independence or objectivity. This includes monitoring the fee of the total non-audit work carried out by the external auditors so as not to jeopardise the external auditors' independent status. In the financial year ended 30 June 2022, the Company did not engage the external auditors for any nonaudit projects.

Audit Committee also diligently exercised its right to hold annual meetings with the external auditors without the Management's presence on one separate occasion on 27 October 2022. These sessions were held to enable an open discussion with the Audit Committee and ensure the external auditors were not restricted in their scope of audit;

- Reviewed, assessed and monitored the performance, suitability and independence of the external auditors. The Audit Committee undertook an annual assessment to assess the performance, suitability and independence of the external auditors based on, amongst others, the quality of service, sufficiency of resources, communication and interaction, as well as independence, objectivity and professional scepticism.

The external auditors also provide an annual confirmation of their independence in accordance with the terms of all professional and regulatory requirements, including the By-laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants. The engagement and concurring partners responsible for the Group audit are rotated at least every five (5) financial years.

Following the review of the external auditors' effectiveness and independence, the Audit Committee is satisfied with the performance and the audit independence of the external auditors. Accordingly, Messrs. UHY has indicated their intention to seek re-election as auditor of the Company at the forthcoming Annual General Meeting.

The Board has in place, a formalised External Auditor Assessment Policy to enhance the External Auditors assessment processes and procedures. This Policy provides a structured, formalised/ documented assessment, review and supervision of the performance, suitability, objectivity and independence of External Auditors, to facilitate accountability and transparency of the Group's dealing with its External Auditors; and

- Considered and recommended to the Board for approval of the audit fees payable.

4. Others

- Reviewed the Audit Committee Report and its recommendation to the Board for inclusion in the Annual Report;
- Reviewed the SORMIC and its recommendation to the Board for inclusion in the Annual Report; and
- Reviewed related party transactions that may arise within the Company or the Group.

The Committee discharged its duties and responsibilities in accordance with its Terms of Reference.

E. INTERNAL AUDIT FUNCTION

The Company has outsourced the internal audit function to Tricor Axcelasia Sdn. Bhd. ("Tricor Axcelasia"). The cost incurred for the internal audit function in respect of the financial year ended 30 June 2022, excluding OPE charges amounted to RM17,000.

AUDIT COMMITTEE REPORT (CONT'D)

E. INTERNAL AUDIT FUNCTION (CONT'D)

The internal audit function is headed by Mr. Chang Ming Chew, Executive Director of Tricor Axcelasia Sdn. Bhd. ("Tricor Axcelasia"). Mr. Chang is a Certified Internal Auditor and holds a Certification in Risk Management Assurance from the Institute of Internal Auditors, professional member of the Institute of Internal Auditors Malaysia, member of the Association of Chartered Certified Accountants (UK), and member with the Malaysian Institute of Accountants.

The role of the internal audit function is to provide assurance to the Audit Committee in monitoring and managing risks and internal controls of the Group. A systematic and disciplined approach is used to evaluate the system of internal control of the Group.

Internal Audit Approach

The performance of the internal audit work is guided by, in all material respects, the International Professional Practices Framework issued by the Institute of Internal Auditors. This involved assessing key risk areas, walkthrough or high-level reviews of the major operations, discussions held with Top Management and key staff as well as limited tests of transactions on a sample basis covering the various related records and documents supplemented with an observation of its current practices.

For the financial period under review, Tricor Axcelasia has direct access to the Audit Committee. In order for the function to carry out its responsibilities, it shall have full access to all records, properties and personnel of the Group.

During the financial year ended 30 June 2022, Tricor Axcelasia carried out the following activities:

- a) Prepared the annual internal audit plan for the approval of the Audit Committee.
- b) Issued audit reports to the Committee and management identifying control weaknesses and issues as well as highlighting recommendations for improvements.
- c) Acted on suggestions made by Committee and/or senior management on concerns over operations or controls and significant issues pertinent to the Company or the Group.
- d) The internal audit undertaken by Tricor Axcelasia for the financial period from 1 July 2021 to 30 June 2022 included the following:
 - i. Internal Control Review on Finance Functions for PT Megapower Makmur Tbk.

All findings and recommendations arising from the ICR for financial year ended 30 June 2022 were tabled to the Audit Committee and the reviews were conducted based on an internal audit plan approved by the Audit Committee.

F. REVIEW OF THE AUDIT COMMITTEE

The nominating committee, as required of a listed issuer, reviews the term of office and performance of an Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

INTRODUCTION

THE BOARD IS COMMITTED TO UPHOLD AND IMPLEMENT A CORPORATE CULTURE WHICH IS BASED ON THE PRINCIPLES AND BEST PRACTICES OF CORPORATE GOVERNANCE (“CG”) AND IS PRACTICED BY THE COMPANY AND ITS SUBSIDIARIES (“THE GROUP”).

The Group CG framework is premised upon the following statutory provision, best practices, rules and guidelines:

- Companies Act 2016 (“the Act”).
- Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad; and
- Malaysian Code on Corporate Governance (“the Code”).

This report demonstrates the steps taken by the Board to apply three (3) key principles highlighted in the CG code in respect of Board Leadership and Effectiveness, Effective Audit and Risk Management and Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

Good governance depends on capable and effective leadership, professional behaviour and ethical corporate culture. Therefore the Board acknowledges that it is their responsibilities to inculcate the appropriate culture, values which reinforce ethical, prudent and professional behaviour throughout the organisation to create a healthy and dynamic corporate culture within the Group.

BOARD LEADERSHIP AND EFFECTIVENESS

OVERVIEW

The Board

The Board as a whole continues to take ownership of effective leadership and the long-term success of the Group. The diversified skills and leadership experience offered by the Non-Executive Directors enables them to scrutinise performance, assess the Group’s risk management and control processes and to support the Executive Directors.

Practice 1.1 – Roles and Responsibilities of the Board

In discharging its functions and responsibilities, the Board is guided by the Board Charter, Authority Limits and Matters Reserved for the Board. The Board delegates certain roles and responsibilities to the Board Committees noted below whilst, amongst others, assuming the roles and responsibilities as stated below:

- Formulating and reviewing strategic plan for the Group quarterly;

The Board reviews and approves the annual corporate plan for the Group which includes overall corporate strategy, operational plan and the budget. These plans include consideration on the environmental condition, changes to rules and regulations, and incorporate environmental and social responsibility strategies which underpin the sustainability of the business.

The Board also intends to take steps to formalise a Sustainability Policy which sets out the business strategy that drives long-term corporate growth and profitability, by including environmental and social considerations in the business model. The Board will take steps to make available the policy on Group’s corporate website.

- Overseeing the conduct of the businesses and financial performance of the Group;

Guidance is provided to management through frequent meetings and reporting whilst line managers are given sufficient level of autonomy to make decisions. The skillset and experience of the Directors enable in-depth discussion and examination of issues on performance, strategy, compliance and resources are discussed and examined in depth in order to take into consideration the long-term interest of the Group’s stakeholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 1.1 – Roles and Responsibilities of the Board (cont'd)

- Identifying and managing the principal risks of all aspects of the Group's operations and affairs;

The Board with the assistance from management, regularly review, identify, evaluate, monitor and manage the principal risks faced by the Group.

Details of the Risk Management are further discussed in the Statement on Risk Management and Internal Control.

- Ensuring all senior management positions are held by candidates of sufficient experience;

The Board has established a formal organisation structure for the Group with delineated lines of authority, responsibility and accountability. The organisation structure is formed by focusing on performance delivery. It fosters and promotes the continual development of Executive Directors and key employees, thus enabling the Group to achieve its business objectives.

Moving forward, the Board intends to focus on business continuity through establishing a formal succession planning, to ensure that key positions maintain some measure of continuity.

- Ensuring that effective communication with its shareholders and stakeholders is in place; and

The Board strives to ensure that all shareholders have ready and timely access to all publicly available information of the Group and promote effective communication with shareholders so as to enable them to engage actively with the Group and exercise their rights as shareholders in an informed manner.

The Board also strives to ensure that the Group's disclosed information is compliant to legal, listing authority and stock exchange requirements, especially price-sensitive information.

- Ensuring that a sound framework of reporting on management information and internal controls is in place.

The Board's function in fulfilling the above responsibility is supported and reinforced through the various Committees established at both the Board and the management's level. Aided by independent outsourced Internal Audit and External Audit functions, the active functioning of these Committees through periodical meetings and discussions would provide a check and balance and reasonable assurance on the adequacy of the Group's internal controls.

Details on the Internal Audit and External Audit functions are further discussed in the Statement on Risk Management and Internal Control and Audit Committee Report.

Practice 1.2 - Role of Chairman

The Chairman leads and ensures the effectiveness of the board by among others, encouraging healthy debates by all directors, allowing sufficient time for discussion of issues and ensuring that the board's decisions fairly reflect board consensus.

YBhg. Tan Sri Dato' Wong Foon Meng takes on the role of Independent Non-Executive Chairman of the Group. Over the years, he has accumulated vast experience in public sector and legislative experience at state and federal level, as well as corporate experience. The Board is confident; he will be able to show leadership, entrepreneurship skills, business insight as well as instilling sound corporate governance practices in the best interests of the Group. He also communicates regularly with management and other Board Committee members.

Practice 1.3 - Separation of role of Chairman and Group Managing Director (GMD)

The role of the Independent Non-Executive Chairman and the Group Managing Director ("GMD") are distinct and separate to ensure that there is a balance of power and authority.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 1.3 - Separation of role of Chairman and Group Managing Director (GMD) (cont'd)

The GMD has overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions. The GMD is responsible to ensure due execution of strategic goals, effective operations within the Group, and to explain, clarify and inform the Board on key matters pertaining to the Group.

The GMD, YBhg. Tan Sri Datuk Tee Hock Seng, JP was assisted by a team of senior management in managing the day to day operations of the Group for the financial year under review.

The Group continues to comply with the Code in respect of separation of role between Chairman and GMD.

Practice 1.4 - Company Secretary

The Company Secretaries plays significant role in supporting the Board for ensuring that all governance matters and Board procedures are followed and that applicable laws and regulations are complied with.

The Company Secretaries also highlighted all compliance and governance issues which they feel ought to be brought to the Board's attention.

Practice 1.5 - Information and Support for Directors

All Directors are provided with the meeting materials on a timely basis prior to the scheduled Board meetings. All Board papers, including those on complicated issues or specific matters and minutes of all Board Committee meetings, are distributed on a timely basis to ensure Directors are well informed and have the opportunity to seek additional information, and are able to obtain further clarification from the Company Secretary, should such a need arise.

The Board members are supplied with information and reports on financial, operational, corporate, regulatory, business development and audit matters by way of board reports or upon specific request to enable them to discharge their duties and responsibilities. All Directors are notified of the announcements release to Bursa Malaysia Securities Berhad ("Bursa Securities"). In addition, all Directors have access to the management and auditors for independent view and advice.

In furtherance of their duties, the Directors may seek independent advice, where necessary, at the expense of the Company, so as to ensure that they are able to make independent and informed decisions.

DIRECTORS' TRAINING PROGRAMME

The Board of Directors continues to evaluate and determine the training needs of its Directors to ensure continuing education to assist them in the discharge of their duties as Directors.

In addition to the Mandatory Accreditation Programmes required by the Bursa Securities, the Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes to keep them abreast with the current development of industry as well as any new statutory and regulatory requirements. This also will enable Directors to effectively discharge duties and sustain active participation in the Board deliberations.

The Directors had participated in various training programmes, seminars and briefings in relation to governance, industry, finance and regulatory developments. During the financial year under review the Board members attended the following training programmes, seminars and briefings:

DIRECTOR	TOPIC	DATE
Tan Sri Dato' Wong Foon Meng	• Corporate Rescue & Directors' Responsibility	14 September 2022
Tan Sri Datuk Tee Hock Seng, JP	• Corporate Rescue & Directors' Responsibility	14 September 2022

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

DIRECTORS' TRAINING PROGRAMME (CONT'D)

DIRECTOR	TOPIC	DATE
Dr Tony Tan Cheng Kiat	<ul style="list-style-type: none"> Corporate Rescue & Directors' Responsibility 	14 September 2022
Datuk Matthew Tee Kai Woon	<ul style="list-style-type: none"> Macroeconomics & Investment Strategies for Business Sustainability 	28 July 2022
	<ul style="list-style-type: none"> Corporate Rescue & Directors' Responsibility 	14 September 2022
	<ul style="list-style-type: none"> ASEAN Constructors Federation (ACF) Conference - Together Shaping the Future of Construction in ASEAN 	17 October 2022
Ir. Ghazali Bin Bujang	<ul style="list-style-type: none"> Corporate Rescue & Directors' Responsibility 	14 September 2022
Mohd Najib Bin Abdul Aziz	<ul style="list-style-type: none"> Audit Committee Conference 2022 	23 - 24 May 2022
	<ul style="list-style-type: none"> Corporate Rescue & Directors' Responsibility 	14 September 2022

BOARD MEETINGS

The Board meeting calendar scheduling the meeting dates of the Board for each financial year were fixed in advance for the whole year to ensure that all Board meeting dates are booked and also to enable the Management's planning for the whole financial year.

The Board meets at least four (4) times a year with additional meetings being convened where necessary. The Board obtains the commitment from Directors to devote sufficient time and efforts to carry out their responsibilities at the time of their appointment. Each Director is expected to commit time as and when required to discharge the relevant duties and responsibilities, besides attending meetings of the Board and Board Committees. None of the Directors of Group serve in more than five (5) listed companies. The present directorships in external organisations held by the Group's Directors do not give rise to any conflict of interests nor impair their ability to discharge their responsibilities to the Group. Board meetings for the ensuing financial year are scheduled in advance before the end of the current financial year so that the Directors are able to plan and schedule ahead for their attendance to the Board meetings in the coming year.

For the financial year ended 30 June 2022, the Board met five (5) times. The Board meetings were held on 28 September 2021, 29 November 2021, 28 February 2022, 27 April 2022 and 30 May 2022.

The Board is satisfied with the level of time commitment given by Directors towards fulfilling their roles and responsibilities as Directors which is evidenced by their attendance at the Board meetings as follows:

NAME OF DIRECTOR	BOARD MEETINGS
Tan Sri Dato' Wong Foon Meng	5/5
Tan Sri Datuk Tee Hock Seng, JP	5/5
Dr Tony Tan Cheng Kiat	4/5
Datuk Matthew Tee Kai Woon	5/5
Ir. Ghazali Bin Bujang	5/5
Mohd Najib Bin Abdul Aziz	5/5

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

BOARD MEETINGS (CONT'D)

All Directors have complied with the minimum requirements on attendance at Board meetings as stipulated in the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) (minimum 50% attendance).

Practice 2.1 - Board Charter

The Board has in place a Board Charter which is accessible on the Group website. The Board Charter demarcates the responsibilities between Board, Board Committee, Chairman, Group Managing Director, Individual Director and Company Secretaries.

The Board shall review the said Charter periodically and any amendments/improvements shall be made thereto as and when the Board deems appropriate and necessary. Any subsequent amendments shall be approved by the Board.

Practice 3.1 - Code of Conduct and Ethics

Code of Conduct and Ethics defines the standards of conduct that are expected of Directors and employees to help them make the right decision in the course of performing their jobs to the highest standards of ethics, integrity and governance. Details of the Code of Conduct and Ethics which includes policies and procedures for managing conflicts of interest as well as preventing abuse of power, corruption, insider trading and money laundering is accessible from the Group’s corporate website.

Practice 3.2 - Establishing and Implementation of Whistleblowing Policies and Procedures

The Board encourages employees and associates to report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Group. The Whistleblowing Policy established by the Group provides and facilitates a mechanism for any employee and associate to report concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud, waste and/or abuse.

The Whistle-Blowing Policy is available on the Group’s corporate website for ease of access for reporting by employees and associates of the Group.

Practice 4.1 - Presence of Independent Directors on the Board

The Board believes that the current composition is appropriate given the collective skills and experience of the Directors. The Board is of the view that with the current Board size, there is no disproportionate of power and authority on the Board between the Non-Independent and Independent Directors. The Board will continue to monitor and review the Board size and composition as may be needed.

The Board currently has six (6) members comprising three (3) Non-Executive Directors and three (3) Executive Directors. The Board is made up of an Independent Non-Executive Chairman, a Group Managing Director, a Founder Director/ Executive Director, a Group Executive Director and two (2) Independent Non-Executive Directors. The Board has complied with Paragraph 15.02 of the Listing Requirements which requires at least two (2) Directors or one third (1/3) of the Board (whichever is higher) to be Independent Directors.

Practice 4.2 & 4.3 - Tenure of Independent Directors

The Board has considered the independence of each Independent Non-Executive Director in office as at the date of Annual Report and has concluded that the independence criteria as set out by MMLR have been met satisfactorily. The Board is generally satisfied that each Independent Non-Executive Director remains independent in character and judgement and is free from relationships or circumstances which are likely to affect or could appear to affect the Director’s judgement.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 4.2 & 4.3 - Tenure of Independent Directors (cont'd)

To enhance the current process, Independent Non-Executive Directors will be required to declare formally on an annual basis his/her independence. Retention of independent directors after serving a cumulative term of nine (9) years are subject to shareholders' approval in line with the recommendation of the Code.

1/3 of Directors are subject to retirement by rotation yearly or at the interval of every 3 years. Information on Directors who are retiring and who are willing to serve if so re-elected is disclosed in the notice of meeting.

Practice 4.4 & 4.5 - Diversity on Board and in Senior Management

The Board acknowledges importance of fostering diversity to enhance the effectiveness of the Board and senior management.

The Board takes appropriate measures to ensure that boardroom diversity is considered as part of its selection and recruitment exercise. However, the merits of the individual and knowledge and expertise relevant to the Company will be the main criteria when considering the selection of new candidates to the Board and/or senior management team.

Although currently, the Company do not have a written policy on diversity pertaining to the selection of its Board members and senior management team, the Board always taken into account diversity as one of the selection criteria.

The Board takes note of the Code with regard to Board gender diversity.

Practice 4.6 - Appointment of Directors

The Board is responsible for the appointment of Directors. It has formulated the terms of reference of the Nominating Committee ("NC") and has identified the composition of the Committee members. It is the Board's policy for Directors to notify the Chairman before accepting any new directorships notwithstanding that the MMLR of Bursa Securities allow a Director to sit on the board of 5 listed issuers. The Board had formalised the Boardroom Appointment and Performance Evaluation processes.

The processes will be as follow:

Boardroom Appointments

The selection, nomination and appointment of suitable candidates to the Board follow a transparent process.

Review of candidates for Board appointment has been delegated to the NC. NC is also responsible to review the existing composition of the Board, identifying the gaps and subsequently review and recommend to the Board a suitable candidate with the relevant skillsets, expertise and experience.

The Group's Boardroom appointment process is as follows:



CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Boardroom Membership Criteria

In reviewing and recommending to the Board any new Director appointments, the NC considers:

- a) Age, skills, knowledge, expertise, experience, professionalism, integrity, capabilities and such other factors which would contribute to the Board's collective skills;
- b) Competing time commitments if the candidate has multiple board representations;
- c) Composition requirements for the Board and Committees; and
- d) Independence, for the appointment of an Independent Non-Executive Director.

In identifying candidates for appointment of Directors, the Board does not solely rely on recommendations from existing board members, management or major shareholders.

THE BOARD COMMITTEE

Practice 4.7 - Nominating Committee

The Nominating Committee ("NC") which comprises three (3) Directors, are exclusively made up of Independent Non-Executive Directors and is chaired by YBhg. Tan Sri Dato' Wong Foon Meng. The NC is responsible for nominating to the Board individuals as Directors and for assessing the Directors on an ongoing basis.

The Nominating Committee's Terms of Reference ("TOR") is available on Group's corporate website. The Terms of Reference discloses the following in compliance with the MMLR of Bursa Securities:

- i) Board composition;
- ii) Objectives of the committee;
- iii) Meetings and access to information;
- iv) Authorities; and
- v) Duties and Responsibilities.

In the process of selecting and evaluating candidates, the NC takes into consideration suitability for the role, Board balance and composition, mix of skills, experience, knowledge and other qualities as well as diversity in terms of gender, age and ethnicity background.

An assessment mechanism is in place to assess on an annual basis, the effectiveness of the Board as a whole and the Board Committees and the contribution of each individual Director. The annual assessment enables the Board to ensure that each of the Board members including the Group Managing Director has the character, experience, integrity, competence and time to effectively discharge their respective roles.

The key activities undertaken by the NC during the year are as follows:

- a) Recommending and reviewing the Policy on Board Composition;
- b) Reviewing the TORs of the Board Committees;
- c) Reviewing compliance of Board Committees with their respective TOR; and
- d) Reviewing the Term of Office and performance of the Audit Committee.

Practice 5.1 - Evaluation for Board, Board Committees and Individual Directors

The purpose of the Board Evaluation is to assess the processes by which the Board fulfils its responsibilities, including those provided by the Code and outlined by the Board Charter.

The Board, through its Nominating Committee, undertakes an evaluation each year in order to assess how well the Board, its committees, the Directors and the Chairman are performing including assessing the independence of Independent Directors after taking into account the individual Director's capability to exercise independent judgement at all times.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 5.1 - Evaluation for Board, Board Committees and Individual Directors (cont'd)

The evaluation covers the Director's composition, combination of skills, experience, communication, roles and responsibilities, effectiveness as well as conduct. All Directors complete questionnaires regarding the Board and Committees' on the processes, their effectiveness and where improvements may be considered.

The outcome of the evaluation exercise is reported to the Nominating Committee and then to the Board for review.

The Director Performance Evaluation Process is as follow:



The criteria used in the Director Assessment process:

- Integrity, Commitment and Ethics
- Governance
- Strategic Perspective
- Adding Value
- Judgement and Decision Making
- Teamwork
- Communication
- Commitment

Individual board members' performances are tied to a full board assessment process. Board members rate their own performance at the same time that they rate board performance.

The main elements used in the Board and Committee assessment process:

1. Board Mix and Composition

Composition, constitution and diversity and that of its Committees, competencies of the members, review of Board and Committee charters and frequency of meetings.

2. Skills and Expertise

Determination of the skill, knowledge and expertise a board should ideally hold, those it holds currently and the identified gaps.

3. Dynamics and Functioning of the Board

Availability of timely and accurate information, interaction and communication with senior management, setting of Board agenda, cohesiveness and the quality of participation of members in meetings.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 6.1 - Remuneration Policy and Procedures for Directors and Senior Management

The Group has adopted the Remuneration Policy that link the level of remuneration to the experience and level of responsibilities undertaken by a Non-Executive Director and to structure the component parts of remuneration so as to link rewards to corporate and individual performance of Executive Directors and ensure it was aligned with the business strategy and long-term objectives of the Group.

The performance of the Executive Director is measured based on the achievements of his annual performance as well as the performance of the Group. The Group rewards its employees and the Executive Directors with options under the Share Issuance Scheme (SIS).

The details of the vesting of options under the SIS are set out on page 65 under the Directors' Report of the Audited Financial Statements for the FY2022.

Practice 6.2 - Remuneration Committee

The Remuneration Committee ("RC") is chaired by YBhg. Tan Sri Dato' Wong Foon Meng, comprises of four (4) Directors, of which three (3) are Independent Non-Executive Directors and one (1) Director is the Executive Director.

The Remuneration Committee's Terms of Reference ("TOR") is available on Group's corporate website. The terms of reference are as follows:

- (a) Review and recommend the entire individual remuneration packages for each of the Directors and key management of the Group;
- (b) Ensure that a strong link is maintained between the level of remuneration and individual performance against agreed targets, the performance-related elements of remuneration forming a significant proportion of the total remuneration package of the Directors and key management of the Group; and
- (c) Review and recommend to the Board of Directors of the Group the remuneration structure and policy and the terms of employment or contract of employment/service, any benefit, pension or incentive scheme entitlement; other bonuses, fees and expenses; any compensation payable on the termination of the service contract for the Directors and key management.

Practice 7.1 & 7.2 - Disclosure of Remuneration

Aggregate remuneration of Directors categorised into appropriate components:

	COMPANY		GROUP	
	EXECUTIVE DIRECTORS	NON-EXECUTIVE DIRECTORS	EXECUTIVE DIRECTORS	NON-EXECUTIVE DIRECTORS
	RM'000	RM'000	RM'000	RM'000
Salaries, Bonus & Socso	1,458	-	1,458	-
Fee	24	252	78	252
Defined Contribution Plan	99	-	99	-
Benefit-in-Kind	-	-	-	-
Total	1,581	252	1,635	252

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 7.1 & 7.2 - Disclosure of Remuneration (Cont'd)

Aggregate remuneration of the Directors for the financial year ended 30 June 2022:

NAME	SALARIES RM	FEES RM	OTHER EMOLUMENTS RM	TOTAL RM
Executive Directors				
Tan Sri Datuk Tee Hock Seng, JP	972,000	12,000	39,473	1,023,473
Dr Tony Tan Cheng Kiat	-	-	-	-
Datuk Matthew Tee Kai Woon	486,000	66,000	59,149	611,149
Non-Executive Directors				
Tan Sri Dato' Wong Foon Meng	-	120,000	-	120,000
Ir. Ghazali Bin Bujang	-	72,000	-	72,000
Mohd Najib Bin Abdul Aziz	-	60,000	-	60,000

The number of Senior Management for the financial year under review, whose remuneration falls within the respective bands is as follows:

	RM150,000 – RM250,000
Senior Management	5

The Group does not comply with the recommendation to disclose on named basis the top five senior management's remuneration in the bands of RM50,000 in order to preserve confidentiality and would be detrimental to the Group as this will facilitate opportunity for competitors to pinch the Group's top senior management.

EFFECTIVE AUDIT AND RISK MANAGEMENT

Practice 8.1 - Chairman of Audit Committee

Ir. Ghazali Bin Bujang chaired the Committee and is not the Chairman of the Board. This is in compliance with the step up recommendation of the Code and MMLR of Bursa Securities.

Practice 8.2 & 8.3 - Cooling off period for Key Audit Partner and Assessment of External Auditor

The Audit Committee will undertake an annual assessment on the performance of internal and external auditors, including the suitability and independence of the auditors, in accordance with the Group's policy. Both the internal and external auditors are independent.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 8.2 & 8.3 - Cooling off period for Key Audit Partner and Assessment of External Auditor (Cont'd)

The Group has in place a policy that requires a former key audit partner of existing external auditor to observe a cooling-off period of at least two years before being appointed as a member of the Audit Committee.

The Board has in place a formalised External Auditors Assessment Policy to enhance the External Auditors assessment processes and procedures. The policy shall assess the performance, suitability, objectivity and independence of the external auditor.

The functions of the Audit Committee in relation to the external and internal auditors are disclosed in pages 37 to 40 of the Annual Report.

Practice 8.4 - Independence of Audit Committee

The Committee consists of three (3) members of which all are independent non-executive directors. None of them are alternate Directors.

Practice 8.5 - Financial Literacy of Audit Committee Member

The Audit Committee possess the right mix of skills to discharge its duties effectively.

The Committee is chaired by Ir. Ghazali Bin Bujang who specialized in planning, engineering and management of infrastructure and development works. He also has a broad and balanced knowledge with respect to issues on economic and finance, technical and environmental relevant to development and infrastructure projects. En. Mohd Najib bin Abdul Aziz is a member of the Audit Committee and is a member of the Malaysian Institute of Accountants (MIA). The Committee also comprises members with engineering, corporate and finance backgrounds which are financially literate and provide diverse perspectives that strengthen the quality of deliberations.

Practice 9.1 & 9.2 - Risk Management and Internal Controls

The Board remains committed to ensuring that its communications with shareholders continue to present a fair, balanced and understandable assessment of the Group and its prospects. The Board is responsible for determining the nature and extent of the significant risks it is willing to take in achieving its strategic objectives.

The Group has an ongoing process for identifying, evaluating and managing key risks in the context of its business objectives. These processes are embedded within the Group's overall business operations and guided by operational manuals and policies and procedures.

The Board assisted by management regularly review, identify, evaluate, monitor and manage the principal risks faced by the Group. In addition, the internal auditors, using a risk-based approach, annually review the operational procedures and processes to ensure the integrity of the system of internal control.

Oversight of risk has been delegated to the Audit Committee ("AC"). The AC has responsibility for regularly reviewing the risk management assessment to ensure it remains sound. The AC is assisted by Board Executive Committee which are responsible for driving and supporting risk management across the Group.

The Statement of Risk Management and Internal Control is set out in page 56 the Annual Report outlines the principal risks and uncertainties associated with the Group's business. The Audit Committee monitors and reports on the Group's risk management systems, corporate reporting and internal control principles. The committee is also responsible for maintaining an appropriate relationship with its internal and external auditors which is set out on pages 37 to 40 of the Audit Committee Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Practice 10.1 & 10.2 - Effectiveness of Internal Audit Function

The Group outsourced its internal audit function to an independent internal audit service provider, Tricor Axcelasia Sdn. Bhd. The primary function of internal audit is to undertake systematic reviews of the governance, risk and internal control systems within the Group in accordance with an internal audit plan, so as to provide assurance that such systems are adequate and functioning as proposed.

The internal audit function's responsibilities are to provide independent and objective reports on the state of internal controls of the various operating units within the Group to the Audit Committee and provide recommendations for the improvement of the control procedures, so that corrective actions are taken to mitigate weaknesses noted in the system and controls of the respective operating units.

Details of the internal audit activities and scope of coverage of the outsourced internal audit function including the cost incurred are set out in the Statement on Risk Management and Internal Control included in this Annual Report.

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Practice 11.1 - Communication with Stakeholders

The Board is committed to ensure that Group continues to engage effectively with the shareholders to facilitate a mutual understanding of objectives. The Group has a number of formal channels in place to effectively communicate this information to all the shareholders and stakeholders. The Board primarily achieve this through the following activities; the annual report, announcements to Bursa Securities, quarterly reports, Group's website and investor relations.

The Group also maintains a website which shareholders and other stakeholders can gain access to information about the Group, activities and/or any announcements made by the Group. This can all be located at www.binapuri.com.my.

Practice 12.1 - Notice of General Meeting

The notice of Annual General Meeting ("AGM") is sent out to the shareholders at least 28 days before the date of the meeting so that shareholders have adequate time to consider the resolutions that will be discussed at the AGM.

The AGM serves as a principal forum for dialogue with shareholders. Extraordinary General Meetings are held as and when required.

Practice 12.2 - Attendance of Directors at General Meeting

During the AGM, the Board presents the financial performance of the Group as contained in the Annual Report. Shareholders are encouraged to participate and are given every opportunity to raise questions and seek clarification during the session. All the Board members are available to respond to shareholders' queries.

Practice 12.3 - Use of Technology for Shareholders' Voting

Since 2018, the general meeting have adopted the voting exercise via electronic polling for convenience of the shareholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

Compliance with the CG Code

The Board considers that the Group has complied with the best practice and applied the main principles of the Code with the exception of the following:

EXPLANATION	
Practice 4.1	<p>The Board currently has six (6) members comprising three (3) Non-Executive Directors and three (3) Executive Directors. The Board is made up of an Independent Non-Executive Chairman, a Group Managing Director, a Founder Director/Executive Director, an Executive Directors, and two (2) Independent Non-Executive Directors.</p> <p>The Board do not fulfil the requirement of the Code to have majority of the board comprising of independent directors. However, Board is in compliance with the requirements by the MMLR of Bursa Securities of having at least one third (1/3) of Independent Non-Executive Directors.</p>
Practice 6.2	<p>The Remuneration Committee should only consist of non-executive directors and a majority of them must be Independent Directors, drawing advice from experts, if necessary.</p> <p>The Remuneration committee currently consist of three (3) Independent Directors and one (1) executive director which is the Group Managing Director who is able to give insight on the Group's performance in relation to the industry.</p>
Practice 7.2	<p>To preserve confidentiality, the Group does not comply with recommendation to disclose on named basis the top five senior management's remuneration in the bands of RM50,000.</p>
Practice 9.1	<p>The Board has a risk management assessment in practice for identifying, evaluating and managing key risks in the context of its business objectives. These processes are embedded within the Group's overall business operations and guided by operational manuals and policies and procedures.</p> <p>The Board assisted by management regularly review, identify, evaluate, monitor and manage the principal risks faced by the Group. In addition, the internal auditors, using a risk-based approach, annually review the operational procedures and processes to ensure the integrity of the system of internal control.</p>
Practise 12.3	<p>Since 2018, the general meeting have adopted the voting exercise via electronic polling for convenience of the shareholders.</p>

CG Report

As required under paragraph 15.25 (2) of MMLR of Bursa Securities, the Group's application of each Practice of the CG Code during the financial year and explanation for departure and setting out timeline for compliance or alternative practice is set out in the Group CG Report and can be downloaded at www.binapuri.com.my.

ADDITIONAL DISCLOSURE

(a) Share Buy-Back

There was no Share Buy-Back during the financial year ended 30 June 2022.

(b) Options, Warrants or Convertible Securities Exercised

There were 26,447,263 options granted to the eligible employees and Directors of the Group during the financial year ended 30 June 2022.

(c) American Depositary Receipt ("ADR") or Global Depositary Receipt ("GDR")

There was no ADR or GDR Programme sponsored by the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

ADDITIONAL DISCLOSURE (CONT'D)

(d) Sanctions and/or Penalties Imposed

There were no sanctions and/or penalties imposed on the Company or its subsidiaries, directors or management by the relevant regulatory bodies.

(e) Non-Audit Fees

The amount of non-audit fees paid to a company affiliated to the auditors' firm by the Company and its subsidiaries for the financial period ended 30 June 2022 was RM38,690.

(f) Variation of Results

The results for the financial year ended 30 June 2022 do not differ by 10% or more from the unaudited results previously released. The Company has not released or announced any estimated profit, financial forecast or projection during the said financial year.

(g) Profit Guarantee

The Company has not issued any profit guarantee in the financial year ended period ended 30 June 2022.

(h) Material Contracts

None of the directors and major shareholders has any material contract with the Company and/or its subsidiaries during the financial year under review.

(i) Revaluation Policy on Landed Properties

The Group did not adopt a policy on regular revaluation of its landed properties.

(j) Private Placement

10% Private Placement

- Proposed Private Placement of up to 143,111,100 new Shares, representing 10% of the existing total number of issued Shares, to independent third-party investor(s) to be identified later and at an issue price to be determined later.

The Company had successfully placed out 143,111,000 new Bina Puri Shares pursuant to the Private Placement, which raised cumulative gross proceeds of approximately RM7.5 million as detailed in the table below. The Company has utilised the proceeds in the following manner:

	Amount raised from the Private Placement (RM'000)	Amount utilised (RM'000)	Amount unutilised (RM'000)
Working capital	7,390	7,390	-
Expenses in relation to the Private Placement	129	129	-
Total	7,519	7,519	-

The Private Placement has been completed following the listing and quotation of 18,527,627 Placement Shares, being the seventh and final tranche of the Private Placement, on the Main Market of Bursa Securities on 4 October 2021.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

ADDITIONAL DISCLOSURE (CONT'D)

(k) Share Issuance Scheme ("SIS")

The SIS of the Company is governed by the SIS By-Laws and was approved by the shareholders on 24 September 2018. The SIS is in force for a period of five (5) years effective from 1 March 2019 and will be expiring on 29 February 2024.

Date of offer	Exercise Price of option offered (RM)	Total number of Options offered
17 February 2020	0.076	114,575,000

Please refer to page 65 and 178 of the Annual Report for the further details on the SIS.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

THE MALAYSIAN CODE OF CORPORATE GOVERNANCE 2021 (“THE CODE”) STIPULATES THAT THE BOARD OF DIRECTORS (“THE BOARD”) OF LISTED COMPANIES SHOULD MAINTAIN A SOUND RISK MANAGEMENT FRAMEWORK AND INTERNAL CONTROL SYSTEM TO SAFEGUARD SHAREHOLDERS’ INVESTMENTS AND THE GROUP’S ASSETS. PURSUANT TO PARAGRAPH 15.26(B) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) AND THE STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL: GUIDELINES FOR DIRECTORS OF LISTED ISSUERS (“GUIDELINES”), THE BOARD IS PLEASED TO PROVIDE THE FOLLOWING STATEMENT, WHICH OUTLINES THE MAIN FEATURES AND ADEQUACY OF THE GROUP’S RISK MANAGEMENT AND INTERNAL CONTROL FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022.

BOARD’S RESPONSIBILITY

The Board recognises the importance of maintaining an effective risk management practice and a sound system of internal control of the Group as a whole. The Board also affirms its responsibility of reviewing the adequacy and integrity of these systems, so as to safeguard shareholders’ investments and the Group’s assets.

However, it should be noted that any system of internal control and risk Management is designed to manage rather than to eliminate the risk of failure to achieve the Group’s strategic business and operational objectives within the risk appetite established by the Board and management. Accordingly, they can only provide reasonable and not absolute assurance against material misstatement, loss or fraud.

KEY RISK MANAGEMENT AND INTERNAL CONTROL FEATURES

The Group has a well-defined organisational structure with clearly defined lines of accountability, authority and responsibility to the Board, its committees and functional units. Key processes have been established in reviewing the adequacy and effectiveness of the risk management and internal control system including the following:

- The Group Executive Committee was established to manage the Group’s operating divisions in accordance with corporate objectives, strategies, policies and annual budgets as approved by the Board.
- The Audit Committee (“AC”) of the Group performs regular risk management assessments and through the Internal Audit function, reviews the internal control processes, and evaluates the adequacy and effectiveness of the risk management and internal control system. The AC also seeks the observations of the independent external and internal auditors of the Group. Further details are set out in the Audit Committee Report.
- Senior Management and Head of Department is responsible for implementing the processes for identifying, evaluating, monitoring and reporting of risks and internal control, taking appropriate and timely corrective actions as needed, to support the Group’s risk management philosophy, promote compliance and manage risks.

Risk Management

The Group has an ongoing process for identifying, evaluating and managing key risks in the context of its business objectives. These processes are embedded within the Group’s overall business operations and guided by operational manuals and policies and procedures.

The Board assisted by management regularly review, identify, evaluate, monitor and manage the principal risks faced by the Group. In addition, the internal auditors, using a risk-based approach, annually review the operational procedures and processes to ensure the integrity of the system of internal control.

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

Risk Management (cont'd)

The Group adopted the followings steps for its risk management:



Through quarterly Board meeting discussion and operational meeting among project team, the Group had identified major risk areas of concern and mitigating actions were undertaken within appropriate timeframes. The Group’s significant risks identified for the financial year ended 30 June 2022 are outlined below:

PRINCIPAL RISKS	DESCRIPTION	RISK MITIGATION STRATEGIES
Economic Risk	<p>Slowdown in the local and global economy may affect the Property and Construction Division’s order book replenishment and result in overcapacity situations in its capital resources.</p> <p>The Property Division’s property sales slowed down due to the subdued market sentiments, saturated market and stiff competition.</p> <p>All of these factors affect the Group’s profitability.</p>	<ul style="list-style-type: none"> • Securing long term yearly income recurring projects; • Exploring various business and geographical diversifications; • Regularly reviewing the business plans against performances to address any gaps or shortfalls • Securing long term yearly income recurring projects; • Exploring various business and geographical diversifications; • Regularly reviewing the business plans against performances to address any gaps or shortfalls; • Maintaining good relationships with contractors and suppliers in order to negotiate for more favourable terms;

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

PRINCIPAL RISKS	DESCRIPTION	RISK MITIGATION STRATEGIES
Economic Risk (cont'd)		<ul style="list-style-type: none"> Enhancing customer retention and also obtaining awards of projects from new customers; Enhancing efficiency and productivity in its operations, particularly in project management; Adopting innovative marketing strategies with appropriate product differentiation and flexibility in product offerings to suit the market demand for its properties.
Project Risk	These are risks associated with projects that are of specific nature, in particular, project management and construction risks in relation to both Construction and Property divisions, in both short and long term, potentially arising from delay in project completion, escalating construction costs, shortages of construction materials, supply chain efficiency and shortage of workers and experienced project managers.	<ul style="list-style-type: none"> Develop an effective strategy for managing project risks Develop a set of key criteria to manage the significant risks that are common within most projects. Setting a project governance structure consisting of clear project definition and planning process An effective talent management program. Specific risks associated with project management are normally delegated to project managers for attention and action. Frequent site visits by contract officers and project management team
Financial Risk	This is related to the risk that the Group may have inadequate cash flow to meet its financial obligations. The financial risks are in relation to interest rates, foreign currency, liquidity and credit.	<ul style="list-style-type: none"> The Group constantly seeks to ensure that there is a reduction in cash outflow and increased cash inflow for the development of the Group's businesses, at the same time taking into consideration the impact of currency fluctuation, interest rates, credit risks and other risks related to the external market. The Group's fund raising exercises include Private Placement to investors and Rights Issue to all shareholders of Bina Puri Holdings Bhd.

Key Elements of the Group's Internal Control System

Authority and Responsibility

i. Organisation Structure

The Group has a comprehensive organisational structure which organises business operations. Clear lines of reporting, authority and segregation of duties are well documented in the organisation chart. The structure promotes ownership and accountability and delegated authority for planning, executing, controlling and monitoring of business operations. This structure is subject to periodic review to incorporate any emerging business needs.

ii. Clear Description of Roles and Responsibilities

Each role in the organisation structure is supported by clear job description established, which are linked to the vision, mission and business strategies of the Group.

iii. Delegation Authority Limit ("DAL")

The Group DAL is subject to regular review and update to promote organisational efficiency and ensure it is aligned with the Board's risk appetite.

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

Policies and Procedures

Policies and Procedures are established to ensure consistency in complying with related Group's operations requirement. New and revised policies are formulated to cater business needs or risks arise and to support implementation of proper governance of the Group.

Policies and Procedures are subject to periodic review to ensure it remains effective and relevant to the business growth and transformation. The Group's Policies and Procedures are categorised as follows:

i. Board Policies

Board level policies comprise Board Charters, Terms of References of Board Committees to ensure proper working of the Board in the handling of risk and control matters of the Group.

These are further explained in detail in the Corporate Governance Overview Statement.

ii. Operational Policies and Procedures

Systematic documented standard operating policies and procedures that cover various operational areas which are subject to regular review and improvement. Other Policies and Procedures required by ISO 9001:2015 Quality Management System, are subject to regular review and improvement, to continually manage and controls the quality requirement of the Group's products and services.

iii. Code of Conduct and Ethics, and Whistle-blowing Policy

The Board has formalised a Code of Conduct and Ethics and a Whistle-blowing Policy to ensure the Board, senior management and employees' business decisions follow the Group commitment to the highest ethical standards and law, and to provide a channel for employees and stakeholders to provide information on frauds, wrongdoings and non-compliance with regulations and procedures by a vendor, customer or employee of the Group.

Human Resource Management and Development

A standardised performance management system is developed to continually appraise and reward the employees of the Group in accordance with their performance. Emphasis is also placed on enhancing the quality and capability of human assets through training and development programs, which enhances their ability to meet their performance and job expectations.

Monitoring

i. Financial and Operational Review

The Group presents its financial results to the Audit Committee for review in each quarter before financial statement is tabled to the Board for approval and subsequent announcement to Bursa Securities. The quarterly review enables the AC to assess and deliberate the Group's financial results, operational performance and variances against budget to enable them to monitor and contribute towards improving the performance of the Group.

ii. Budgetary Review

The Group performs an annual budgeting and forecasting exercise, including the development of business plan and performance targets for the Group. A comprehensive operating and capital expenditure requirement is tabled to the Board for approval prior to the commencement of a new financial year.

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

iii. Internal Audit Function

The Group had established an Audit Committee with the primary objective of assisting the Board to review the adequacy and integrity of the Group's internal control. In discharging its duties, the internal audit function of the Group is outsourced to Tricor Axcelasia Sdn. Bhd. ("Tricor Axcelasia").

The Tricor Axcelasia independently reviews the adequacy and integrity of the system of internal control and reports to the Audit Committee on a regular basis. The annual audit plan covering the key activities of the Group is tabled to the Audit Committee for discussion and approval. The Internal Auditors review the Group's internal control system based on a risk-based approach and guided by accepted internal auditing practices

For the financial year ended 30 June 2022, Tricor Axcelasia has completed one (1) internal control review according to the approved annual audit plan. The findings arising from the internal control reviews together with recommendations, management responses and proposed action plans were promptly reported to the Audit Committee. The audit plan is further explained in detail in the Audit Committee Report.

The Audit Committee, on behalf of the Board, reviews the measures undertaken on internal control issues identified by the Internal Auditors. The Board will discuss with the Audit Committee and management on matters relating to internal controls and deliberates on their recommendations for implementation.

iv. Other Reviews

Frequent site visits by contract officers and project management team are established in monitoring the progress of projects undertaken by the Group. The ongoing performance of each business operating unit is reviewed on a monthly basis and these performance reviews are escalated to the Board on a quarterly basis.

THE BOARD'S STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board believes that the risk management and system of internal control are in place for the year under review and up to the date of issuance of financial statements, are effective and adequate to safeguard shareholders' investment, the interest of regulators and employees and has not resulted in any material losses, contingencies or uncertainties that would require disclosure in the Group's annual report.

The Board has received assurance from the Group Managing Director that the Group's risk management and internal control system are operating adequately and effectively, in all material aspects throughout the year under review.

The Board is committed to continually strengthen the transparency and efficiency of the Group's operations and control environment. This will be supported by an assessment independent of operations on the adequacy and integrity of the controls by the Internal Auditors. Other initiatives deemed necessary will be considered from time to time in order to ensure that the control environment remains reasonably secure.

The Statement on Risk Management and Internal Control does not deal with the associated companies and joint ventures as the Group does not have management control over their operations.

The internal control system is reviewed on an ongoing basis by the Board, Audit Committee and Management for the monitoring of compliance with policies and procedures. The Heads of Department as well as the respective Project Managers are involved in continually improving the control processes within their respective departments and projects.

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

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the Main Market Listing Requirements of Bursa Securities, the external auditors have conducted a limited assurance engagement on this Statement on Risk Management and Internal Control. Their limited assurance review was performed in accordance with ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Information and Audit and Assurance Practice Guide 3 (previously RPG 5 (Revised 2015) ("AAPG 3"), Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control.

Based on their procedures performed, the External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that this statement is not prepared, in all material aspects, in accordance with disclosure required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Controls: Guidance for Directors of Listed Issuers to be set out, nor is factually inaccurate. AAPG 3 does not require the External Auditors to consider whether this Statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Board of Directors and management thereon. The External Auditors also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

CONCLUSION

The Board recognises the ever changing dynamic business environment and will endeavour to continue improving and enhancing the existing system of risk management and internal controls to ensure their continued relevance.



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STATEMENT OF DIRECTORS' RESPONSIBILITY

IN RELATION TO THE AUDITED FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 to prepare the financial statements for each financial year which have been made out in accordance with the applicable approved accounting standard in Malaysia.

It is the responsibility of the Directors to ensure that the financial reporting of the Group and the Company present a true and fair view of the statement of affairs of the Group and the Company as at the end of the financial year and of their results and their cash flows for the year then ended.

In preparing the financial statements, the Directors have observed the following criteria:

- Overseeing the overall conduct of the company's business and that of the group;
- Identifying principal risks and ensuring that an appropriate system of internal control exists to manage these risk;
- Reviewing the adequacy and integrity of internal controls system and management system in the Company and the Group;
- Adopting suitable accounting policies and apply them consistently
- Ensuring that the financial statements were prepared on a going concern basis and in compliance with all applicable approved accounting standard in Malaysia subject to any material departures, if any, were disclosed.

The Directors are satisfied that in preparing the financial statements of the Group and the Company for the financial year ended 30 June 2022 appropriate accounting policies were used and applied consistently, and adopted to include new and review Malaysian Financial Reporting Standards were applicable. The Directors are also of the view that relevant approved accounting standards have been followed in the preparation of these financial statements.

The Directors are also responsible for taking such reasonable steps to safeguard the assets of the Group and to minimize fraud and other irregularities.