

RADIANT WITH RESILIENCE

ANNUAL REPORT 2023



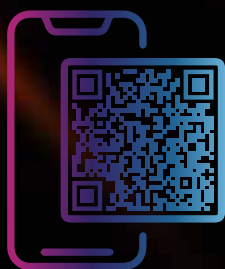
Cover Rationale

Featuring a gradient of warm colors, the Annual Report 2023 of Bina Puri Holdings Bhd ("Bina Puri") showcases the company's radiance and resilience. The colors range from yellow to orange to blue, representing the company's spectrum of achievements, challenges and opportunities. The gradient also creates a sense of movement and dynamism, reflecting the company's adaptability and growth. The logo and tagline of the company are also displayed, reflecting its vision and mission to be a leading construction and property development company in Malaysia and beyond. The design aims to convey the company's positivity, energy and passion in overcoming the challenges and achieving its strategic goals for the future.

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Scan the QR Code to review Bina Puri Annual Report 2023 at corporate website, <http://www.binapuri.com.my/>

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-Second Annual General Meeting (“**32nd AGM**”) of the Company will 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> provided by Tricor Investor & Issuing House Services Sdn. Bhd. from broadcast venue at 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 Tuesday, 12 December 2023 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- | | | |
|----|--|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note to Ordinary Business |
| 2. | To re-elect the following Directors who retire pursuant to Clause 87 of the Company’s Constitution: | |
| | a. Dr. Tan Cheng Kiat | Ordinary Resolution 1 |
| | b. Tan Sri Datuk Tee Hock Seng, JP | Ordinary Resolution 2 |
| 3. | To re-elect the following Directors who retire pursuant to Clause 94 of the Company’s Constitution: | |
| | a. Datuk Amar Jaul Anak Samion | Ordinary Resolution 3 |
| | b. Ir Azman Bin Bujang | Ordinary Resolution 4 |
| | c. Lee Hui Zien | Ordinary Resolution 5 |
| | d. Chai Chan Tong | Ordinary Resolution 6 |
| | e. Ooi Hee Kah | Ordinary Resolution 7 |
| | f. Chee Su Kyun | Ordinary Resolution 8 |
| 4. | To approve the payment of Directors’ fees up to RM550,000 from 32 nd AGM up to the conclusion of the 33 rd Annual General Meeting (“ AGM ”). | Ordinary Resolution 9 |
| 5. | To re-appoint Messrs UHY as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. | Ordinary Resolution 10 |

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

6. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 **Ordinary Resolution 11**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“**the Act**”) and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

Notice of Annual General Meeting (cont'd)

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 55 of the Company's Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company."

7. **Proposed Renewal of Authority for the Company to Purchase its own Shares ("Proposed Ordinary Resolution 12 Renewal of Share Buy-Back Authority")**

"THAT subject to the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- i) the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;
- ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
- iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- i) the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

Notice of Annual General Meeting (cont'd)

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

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)

ANG WEE MIN (MAICSA 7076022) (SSM PC No. 202208000334)

Company Secretaries

Kuala Lumpur

Dated: 31 October 2023

Notes:

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the 32nd AGM in person at the Broadcast Venue on the day of the meeting.
- 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.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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.
- If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the 32nd AGM by yourself, please contact the Company's Share Registrar to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- Only members whose names appear in the Record of Depositors as at 5 December 2023 shall be eligible to attend the 32nd AGM or appointed proxy(ies) to attend and vote on his/her behalf.
- All the resolutions set out in this Notice of 32nd AGM shall be put to vote by poll.

Notice of Annual General Meeting (cont'd)

Explanatory Notes to Ordinary Business:

1. **Agenda Item 1 – Audited Financial Statements for the financial year ended 30 June 2023**

The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a former approval from shareholders. Hence, this item will not be put forward for voting.

2. **Ordinary Resolutions 1 to 8 – Re-election of Directors who retire pursuant to Clause 87 and Clause 94 of the Company's Constitution**

The following Directors who are standing for re-election as Directors of the Company pursuant to the Company's Constitution at the 32nd AGM of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:-

- a. Dr. Tan Cheng Kiat (Clause 87)
- b. Tan Sri Datuk Tee Hock Seng, JP (Clause 87)
- c. Datuk Amar Jaul Anak Samion (Clause 94)
- d. Ir Azman Bin Bujang (Clause 94)
- e. Lee Hui Zien (Clause 94)
- f. Chai Chan Tong (Clause 94)
- g. Ooi Hee Kah (Clause 94)
- h. Chee Su Kyun (Clause 94)

(collectively referred to as "Retiring Directors")

The Board of Directors through the Nominating Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

3. **Ordinary Resolution 9 – Payment of Directors' Fees**

Pursuant to Section 230(1) of the Companies Act 2016, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries 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 Directors' fees proposed is insufficient (e.g. due to the enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Explanatory Notes to Special Business:

4. **Ordinary Resolution 11 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 11 if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/ or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

Notice of Annual General Meeting (cont'd)

The general mandate granted to the Directors at the 31st AGM held on 5 December 2022 was not utilised and accordingly no proceeds were raised.

Pursuant to Section 85 of the Act read together with Clause 55 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Act provides as follows:

“85. Pre-emptive rights to new shares

(1) Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”

Clause 55 of the Constitution of the Company provides as follows:

“55. Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities, shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares of securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.”

The proposed Ordinary Resolution 11, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

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

The proposed Ordinary Resolution 12 is a renewal generate mandate and if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Statement to Shareholders dated 31 October 2023.

Statement Accompanying Notice of Annual General Meeting

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities:-

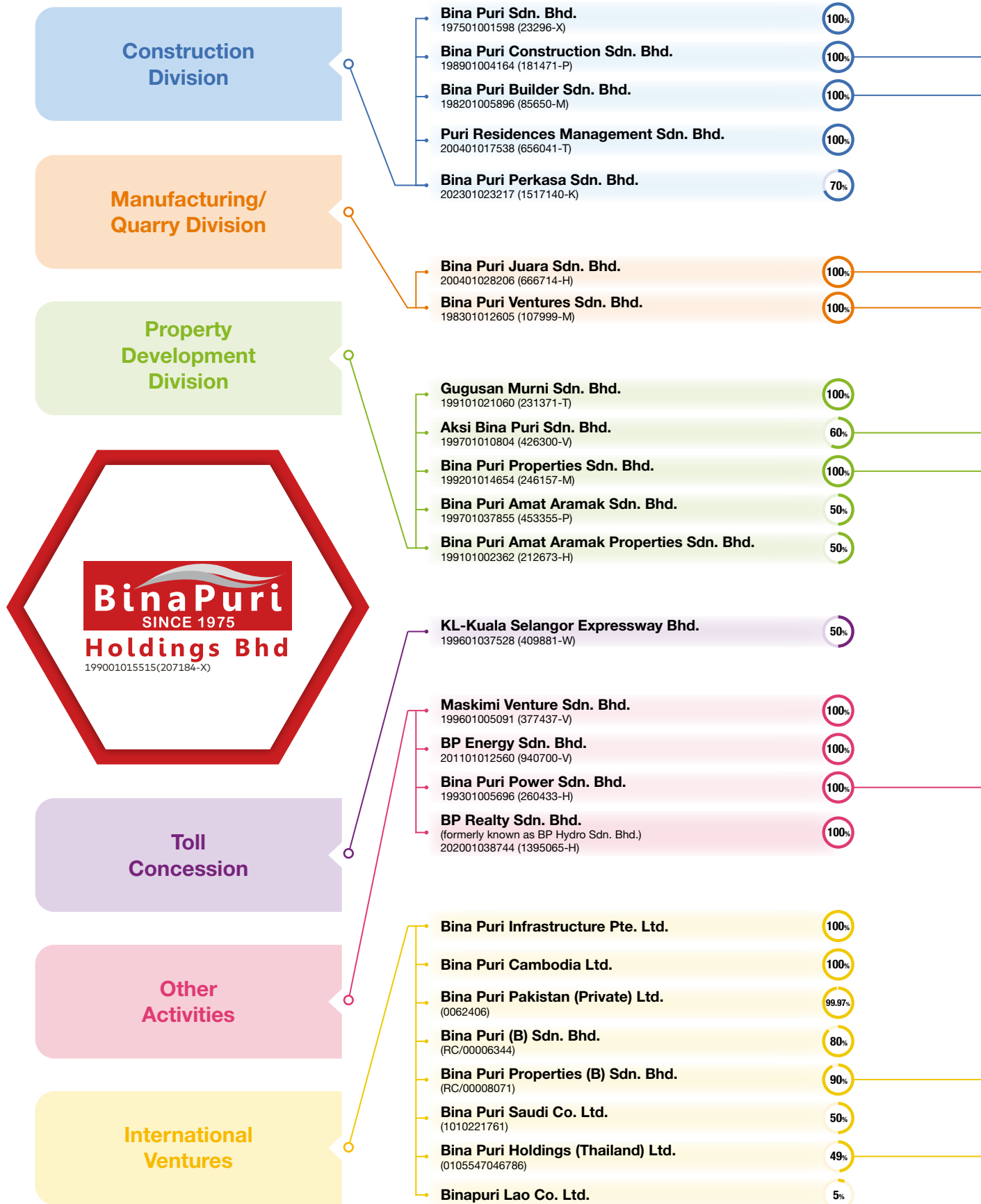
1. **Details of individual who are standing for election as Directors (excluding Directors for re-election).**

No individual is seeking election as a Director at the 32nd AGM of the Company.

2. **General mandate for issue of securities in accordance with Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities.**

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 is set out under Explanatory Note.

Group Corporate Structure



Group Corporate Structure (cont'd)

Binapuri Lao Co. Ltd. 95%

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

Chun Yang Bina Puri (JV) Sdn. Bhd. 49%
202301005776 (1499695-A)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

PT. Megapower Makmur Tbk. 50.5%
(8120119001382)

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

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

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

T8 Gym Sdn. Bhd. 100%
(formerly known as Sumbangan Lagenda (DLL Mall) Sdn. Bhd.)
202301003011 (1496930-P)

Legasi Properties Sdn. Bhd. 100%
(formerly known as Sumbangan Lagenda (T8 Fasilitas) Sdn. Bhd.)
202301003014 (1496933-T)

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

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

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

The Waterfront Sdn. Bhd. 70%
201201031635 (1016122-U)

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

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

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

Corporate Information

BOARD OF DIRECTORS



Datuk Amar Jaul Anak Samion

Chairman/Independent Non-Executive Director

Tan Sri Datuk Tee Hock Seng, JP

Deputy Executive Chairman

Dr. Tony Tan Cheng Kiat

Founder Director

Chai Chan Tong

Group Managing Director/Group Chief Executive Officer

Datuk Matthew Tee Kai Woon

Group Executive Director

Ooi Hee Kah

Executive Director

Chee Su Kyun

Independent Non-Executive Director

Ir. Azman Bin Bujang

Independent Non-Executive Director

Lee Hui Zien

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

Chai Chan Tong

Ooi Hee Kah

Audit Committee

Chairman

Chee Su Kyun

Member

Ir. Azman Bin Bujang

Lee Hui Zien

Nominating Committee

Chairman

Chee Su Kyun

Member

Ir. Azman Bin Bujang

Lee Hui Zien

Remuneration Committee

Chairman

Chee Su Kyun

Member

Tan Sri Datuk Tee Hock Seng, JP

Ir. Azman Bin Bujang

Lee Hui Zien

GROUP COMPANY SECRETARIES

Tan Tong Lang

SSM PC No. 202208000250

& MAICSA 7045482

Ang Wee Min

SSM PC No. 202208000334

& MAICSA 7076022

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

Email : is.enquiry@my.tricorglobal.com

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



Datuk Amar Jaul Anak Samion

Chairman/Independent
Non-Executive Director

Age
65 years

Gender
Male

Nationality
Malaysian

Datuk Amar Jaul Anak Samion, Malaysian, aged 65, was appointed to the Board on 1 July 2023. He holds a Master in Business Administration from Ohio University.

A retired civil servant, Datuk Amar Jaul Samion was the Sarawak State Secretary, the highest-ranking civil servant in Sarawak from 2019 to 2022.

Having served more than 42 years as a career civil servant, he held many important positions in various capacities, including as Permanent Secretary of various ministries, and central bodies such as Sarawak Economic Planning Unit, State Financial Secretary's Office and others.

He was the Chairman of various Statutory Bodies and Government-Linked Companies such as Sarawak Biodiversity Council (SBC), Sarawak Development Institute (SDI), Leadership Institute of Sarawak Civil Service (LISCS), Sarawak Incorporated Sdn Bhd (SI), Samalaju Port Authority (SPA), Sarawak Waste Management Sdn Bhd (SWM); and Board Member of Sarawak Timber Industry Development Corporation (STIDC), Sarawak Economic Development Corporation (SEDC), Regional Corridor Development

Authority (RECODA), Sarawak Multimedia Authority (SMA), Sarawak Information System (SAINS), Permodalan ASSAR Sdn Bhd, among others.

Currently, he is the Chairman of Swinburne University of Technology Sarawak.

At the Federal level, he had served as Board of Director of Employees Provident Fund (EPF), Malaysian Palm Oil Board (MPOB), Malaysian Pepper Board (MPB), Malaysia Cocoa Board (MCB), Pertubuhan Peladang Kebangsaan (NAFAS), among others, as Sarawak Government representative.

He was an active member of the Majlis Khas on Malaysia Agreement 1963 (MA63), chaired by the YAB Prime Minister. He had also represented Sarawak/Malaysia on human rights matters in the United Nations.

Currently, he is an Advisor in the Sarawak Premier's Office.

Datuk Amar Jaul Anak Samion 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.



Tan Sri Datuk Tee Hock Seng, JP

Deputy Executive Chairman

Age
74 years

Gender
Male

Nationality
Malaysian

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 was redesignated as Deputy Executive Chairman on 18 October 2023.

He is an experienced entrepreneur with more than 47 years business acumen in trading, construction and development. He is responsible for the 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
- 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

Board of Directors (cont'd)

Tan Sri Datuk Tee Hock Seng, JP (cont'd)

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
- “SME 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 233 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) Tan Sri Datuk Tee Hock Seng, JP is the father of Datuk Matthew Tee Kai Woon.

ii) 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.



Dr. Tony Tan Cheng Kiat

Founder Director

Age
75 years

Gender
Male

Nationality
Malaysian

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)



Chai Chan Tong
Group Managing Director/
Group Chief Executive Officer

Age
35 years

Gender
Male

Nationality
Malaysian

Chai Chan Tong, Malaysian, aged 35, was appointed as Executive Director of the Company on 19 January 2023. He was redesignated as Group Managing Director cum Group Chief Executive Officer on 18 October 2023.

Chai came from a humble background and his fortunes started to change when he seized the opportunity to pursue his first property development business in Kuching. He is an entrepreneur and has more than 10 years' experience in the construction industry, property development and management as well as trading businesses.

His flagship property development group comprising Oakwood Group and Oakwood Development are established property development companies specialising in the creation of high-quality new homes in prime locations across Kuching, Kota Samarahan and Matang, Sarawak, with a cumulative gross development value (GDV) of RM1.272 billion as of to-date.

He is a founder and owner of Choon Eng (Sarawak) Sdn Bhd and CE Freight Sdn Bhd, specialising in trading petroleum and petrochemical products and freight business respectively.

He is a member of the Group Executive 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.



Datuk Matthew Tee Kai Woon

Group Executive Director

Age
48 years

Gender
Male

Nationality
Malaysian

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 and 1 June 2023, he was appointed as an Independent Non-Executive Director of Chin Teck Plantations Berhad and Negri Sembilan Oil Palms Berhad respectively. He also holds directorships in other companies.

Current Portfolios:

- Honorary Advisor of Master Builders Association of Malaysia (MBAM) from 2020-2024
- 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
- Member of National Science Council (NSC) from 2016-2017
- Board of Advisory of Construction Labour Exchange Centre Berhad (CLAB) from 2016-2022

Board of Directors (cont'd)

Datuk Matthew Tee Kai Woon (cont'd)

Past Portfolios (cont'd):

- 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
- MBAM Silver Award by Master Builders Association of Malaysia (MBAM) in 2023

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) Tan Sri Datuk Tee Hock Seng, JP is the father of Datuk Matthew Tee Kai Woon.

ii) Dr Tony Tan Cheng Kiat is the grand uncle of Datuk Matthew Tee Kai Woon.

He is also a member of the Group Executive Committee.



Ooi Hee Kah

Executive Director

Age
29 years

Gender
Male

Nationality
Malaysian

Ooi Hee Kah, Malaysian, aged 29, was appointed as Executive Director of the Company on 19 January 2023. He graduated with a Bachelor of Computer Science from the University of Nottingham, United Kingdom in 2016.

He is currently a Project Coordinator and has more than 3 years' experience in project coordination and management of the civil and structural engineering design works.

Previously, he was also involved in the information technology industry and was a solutions developer after his graduation.

He is a member of the Group Executive 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.

Board of Directors (cont'd)



Chee Su Kyun

Independent
Non-Executive Director

Age
62 years

Gender
Male

Nationality
Malaysian

Chee Su Kyun, Malaysian, aged 62, was appointed to the Board on 29 September 2023. He graduated with a Bachelor of Administrative Management, Finance and Economics from the University of Western Ontario, London, Ontario, Canada.

Chee had served in both the private and public sectors in Sabah for over 40 years. He held many positions in the private sectors among them are international fast-food chains which includes KFC Malaysia, Pizza Hut and Burger King International. He was the Executive Director and CEO of the listed company, SugarBun Corporation Berhad for 8 years. He also sits in the board of more than 20 companies involves in Tourism, Hospitality, Mining, Manufacturing and Food and Beverage.

At the public sector, he is the Head of Business Development of UMS Link, the investment arm of University Malaysia Sabah. He is also the Associate Director of Institute Development Studies (IDS), the Think Tank institution for the State Government of Sabah, the Chief Executive

Officer of Kolej Teknikal Yayasan Sabah and the Deputy Chief Operating Officer of Innoprise Corporation Sdn Bhd (ICSB), the investment arm of Yayasan Sabah. In ICSB, he is actively involves in Plantation, Sustainable Energy, Property Development, Real Estate, Tourism, Oil and Gas and Education.

Chee is a Life member of the Canadian Graduate Alumni Sabah and a member of Institute Materials Malaysia among others.

He is the Chairman of the Audit Committee, Remuneration Committee and Nominating Committee.

Chee 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.



Ir. Azman Bin Bujang

Independent
Non-Executive Director

Age
59 years

Gender
Male

Nationality
Malaysian

Ir. Azman Bin Bujang, Malaysian, aged 59, was appointed to the Board on 1 August 2023. He graduated with a Bachelor of Mechanical Engineering from the Polytechnic of Central London (United Kingdom).

He is a Corporate Member of Institution of Engineers Malaysia (MIEM) and a member of Board of Engineers Malaysia (B.E.M).

Ir. Azman Bin Bujang is a professional engineer with almost 38 years of technical and management experience and has provided expertise in numerous fields, including project management on the Bakun Hydroelectric Project in Sarawak.

He started his career as a Mechanical Engineer and worked mainly in the electricity industry in Sarawak from 1986-1998. In 1999, he established an engineering firm that provides consultancy services for the construction industry with his partners.

He is currently the Managing Director of EPC Synergy Sdn. Bhd., an Engineering, Procurement and Construction (EPC) company. Previously, he served as an Independent Non-Executive Director of Pansar Berhad from 2010 - May 2023, a public company listed in Bursa Malaysia.

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

Ir. Azman 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)



Lee Hui Zien

Independent
Non-Executive Director

Age
35 years

Gender
Female

Nationality
Malaysian

Lee Hui Zien, Malaysian, aged 35, was appointed as Independent Non-Executive Director of the Company on 16 May 2023. She graduated with First Class Honours in Bachelor of Commerce (Hons) Accounting from the University of Tunku Abdul Rahman.

She is a member of the Malaysian Institute of Accountants, Association of Chartered Certified Accountants (UK) and Malaysia Institute of Accountants.

Lee has more than 12 years of experience in the public accounting practice, specializing in property development industry. She began her career in June 2010 with Deloitte Malaysia as an audit associate. In 2016, she left to join Ernst & Young Hong Kong as Audit Manager and returned to Malaysia in 2017.

She rejoined Deloitte Malaysia as Audit Senior Manager and was promoted to Audit Director in 2020. During her employment with Deloitte, she had led various audit clients of both local and large multinational corporations, public and private companies operating in various industries including property development and construction,

plantation, real estate investment trust, retails, oil and gas and service industry.

She had experience in accounting policies and practices advisory and was involved in MFRS 16 implementation project. Her expertise in assurance related assignments also include financial and operational due diligence and reporting accountants for corporate exercises such as scheme of arrangement.

In 2021 she left Deloitte Malaysia and started her own practice by setting up Morison LC PLT, an international professional practice that is an independent member of Morison Global. Currently she is the Audit Partner of Morison LC PLT.

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

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

Key Senior Management



Lee Tong Leong

Chief Operating Officer,
Property Division

Age

65 years

Gender

Male

Nationality

Malaysian

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 ICSA. 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.

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.

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 2023.

As the new Chairman of Bina Puri, I am pleased to unveil a new Bina Puri, one that has been infused with new energy, positivity and ready to take a leap forward. Bina Puri has aggressively restructured the Board and Management to help strengthen leadership bench to support the growth of the Company moving forward.

We are committed to make a positive impact on the industry, adapt to the rapidly changing business environment, as well as to remain vigilant in mitigating any potential impact to the Group.



DATUK AMAR JAUL ANAK SAMION
Chairman, Bina Puri Holdings Bhd

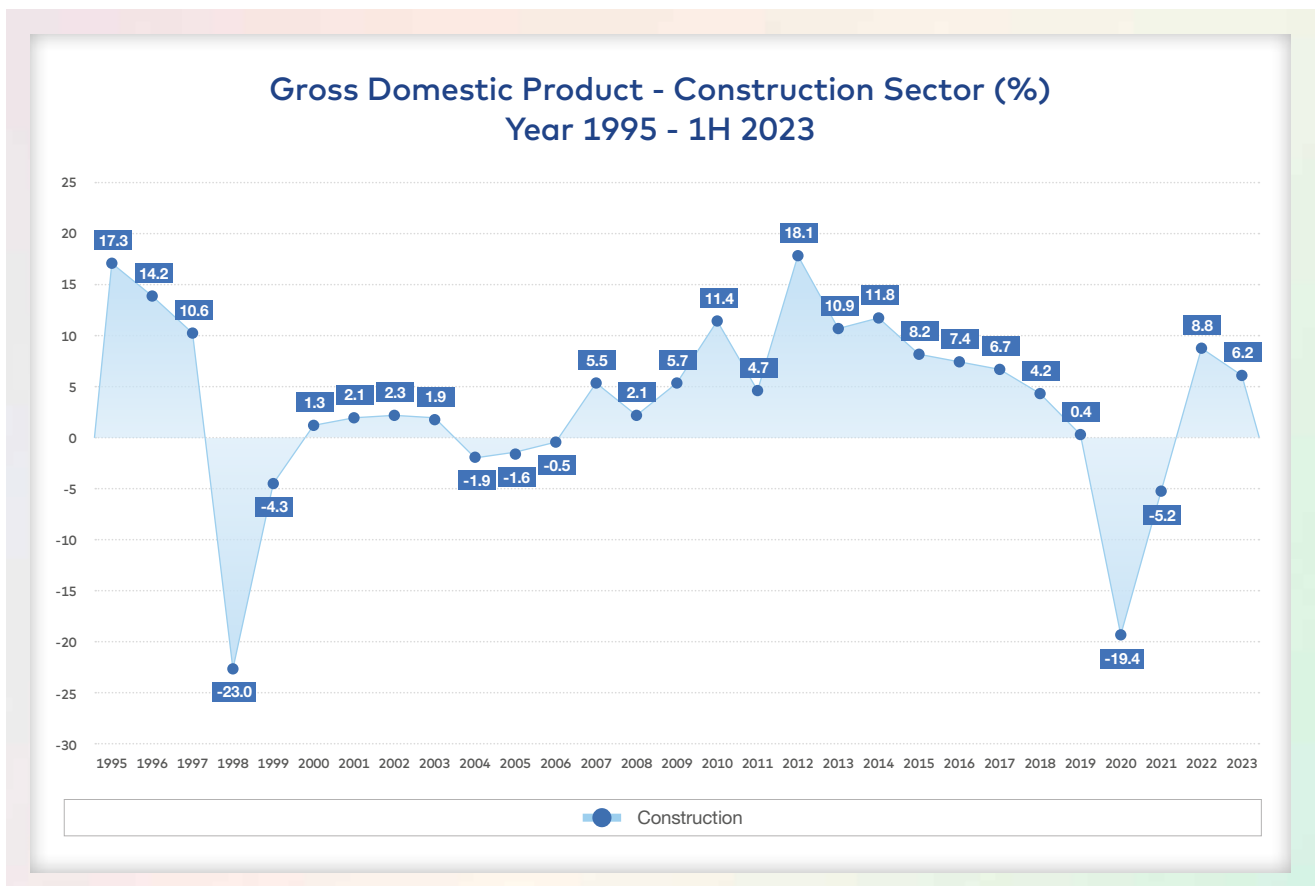
Chairman's Statement (cont'd)

Economy Outlook

Malaysia's economy had continued to build on the momentum of economic recovery during 2022 by the easing of COVID-19 restrictive measures towards endemicity. However, the growth momentum is projected at a moderate pace, 4.2% in 2023 against an exceptionally strong rebound of 8.7% last year, on the back of persistent pressures such as inflation, tightening interest rates and economic deceleration among major economies. Bank Negara reported that the Malaysian economic growth moderated to a pace of 2.9% year-on-year (y-o-y) in Q2 2023, compared to growth of 5.6% y-o-y in Q1 2023, weighed mainly by slower external demand. Domestic demand remains the key driver of growth, supported by private consumption and investment. The pace of robust recovery relies heavily on wage increases and the easing of inflationary pressures on disposable income.

Government's efforts in improving the Malaysian economy while also reducing the burden of the *rakyat* can be seen in the revised Budget 2023, under the theme of "Developing Malaysia Madani". The revised budget was the first budget tabled by the new Unity Government after the 15th General Election, with a new vision for the future and aims to reset Malaysia as the country faces economic challenges. The revised budget emphasized three key significant areas, namely: promoting a comprehensive and sustainable economy, reform of institutions together with improved governance and upholding social justice.

Malaysia's latest economic performance in Q2 2023 was also underpinned by broad based growth across all sectors i.e. construction, services and manufacturing. The construction sector recorded the strongest performance, soaring 6.2% in the quarter, followed by services and manufacturing with 4.7% and 0.1% growth respectively.



Chairman's Statement (cont'd)

Segmental Business Overview

The Group recorded a revenue of RM94.8 million and loss before tax of RM122.5 million for financial year ended 30 June 2023 ("FY2023") as compared to previous corresponding year ("FY2022") of RM234.9 million and RM71.9 million respectively. The widened loss was mainly attributable to the lower contribution from construction division.

Construction had been the bread and butter of Bina Puri but we face headwinds from narrowing margins due to uncertainty of building material prices of which contractors have no control over, rising finance costs, shortage of skilled workers and general lack of key mega projects to sustain the construction segment. The division had not secured any new projects since 2018. For the financial year ended 30th June 2023, the **construction division** incurred a loss before tax of RM99.5 million as compared to FY2022 of RM33.3 million.

On a positive note, the division had secured a road work sub-contract worth RM72.85 million under the Public Works Department project in Daerah Dalat, Bahagian Mukah, Sarawak. This contract reaffirms Bina Puri's track record of excellence in the construction industry, as well as our commitment to delivering high-quality results in every project.

The **property development division** recorded a revenue of RM61.1 million and profit before tax of RM4.5 million for FY2023 as compared to FY2022 of RM136.5 million and RM1.2 million respectively. The improved results were mainly attributable to the notable growth in the sale of our agriculture land, The Valley @ Bentong development project, coupled with a stable performance of occupancy rate from our retail and hospitality sub-sector, The Main Place Mall @ USJ 21 and Swiss-Belhotel Kuantan respectively.

There is a continued demand for our The Valley @ Bentong, Pahang, an agricultural-based development spanning 1,600 acres, equivalent to 1,200 football fields, which has achieved sales of RM148 million. Swiss-Belhotel Kuantan, a four-star seafront property located at Tanjung Lumpur in Malaysia's Pahang State, received overwhelming support from local and foreign tourists, achieving a monthly revenue of RM2.4 million. With the unsold sales of approximately RM300 million, the Group is positive that the sales momentum in the year 2023 remains strong and stable.



Chairman's Statement (cont'd)

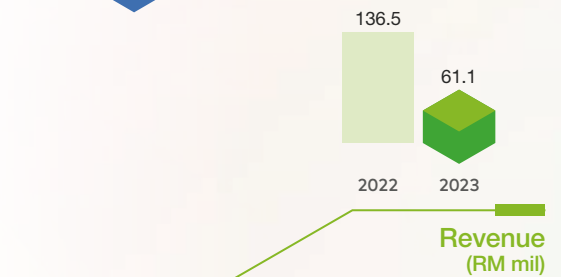
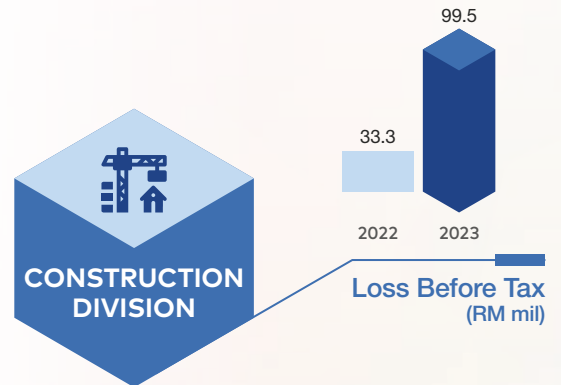
Segmental Business Overview (cont'd)



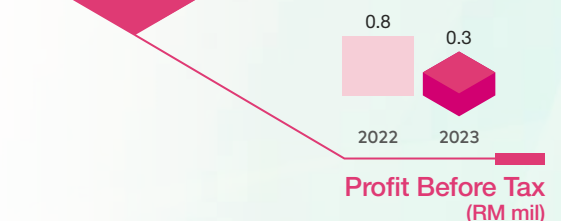
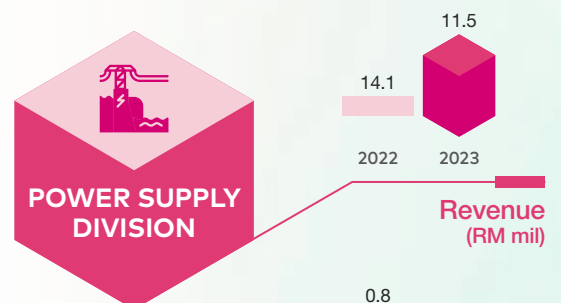
The **power supply division** recorded a revenue of RM11.5 million from the supply of electricity power to PT Perusahaan Listrik Negara (State Electricity Company owned by Indonesia Government) and PLTM Bantaeng, achieved profit before tax of RM0.3 million for FY2023, as compared to FY2022 of RM14.1 million and loss before tax of RM0.8 million respectively. The better performance was due to the Ringgit appreciating slightly against US Dollar.

As power and renewable energy projects are being green lit locally and overseas, the Group is actively securing more projects moving forward, which is in line with the Group's strategy to diversify the company's sources of income.

Looking ahead, Bina Puri is focused on establishing a robust and recurring income base through both local and international projects.



RM2.4 million
Swiss-Behotel Kuantan
Monthly Revenue
(RM mil)



Chairman's Statement (cont'd)

Achievement and Award

Our heartfelt congratulations to our Deputy Executive Chairman, Tan Sri Datuk Tee Hock Seng, JP and Group Executive Director, Datuk Matthew Tee for being conferred the Master Builders Association Malaysia (MBAM) 30 years Jade Service Award and Silver Award respectively.

The awards were given to long service and outstanding industry leaders and individuals in recognition of their exemplary leadership and meritorious contributions towards the development of an effective Contractors' Association and the construction industry as a whole.

We, the leaders of Bina Puri, look forward to contributing towards the betterment of our community and the nation.



Our Business Outlook and Prospects

With the challenging global environment coupled with the Madani economy initiative, the Malaysian economy is expected to expand within 4.0% to 5.0% range in 2023 as forecasted. Growth will continue to be supported by domestic demand amid improving inflation rate, unemployment rate and income. Additionally, the contribution of the tourism related sectors is expected to improve following throngs of tourist visiting Malaysia post pandemic. The economy will require several mega projects to kickstart the recovery of the construction industry which in turn has multiplier effects throughout the economy. The Unity Government must strive to roll out new projects to pump prime the revival of the Malaysian construction industry.

The Group continues to implement various measures i.e. prudent cost control, monetise low-performing assets to mitigate risks associated with financial, labour cost and material price escalation in order to maintain financial and operations stability of our businesses. Backed by the Group's close to 50-year experience, we will continue to execute our strategy to ensure the sustainability and growth of the Company. The Group will be actively sourcing for new business opportunities to strengthen the recurring revenue stream.

Chairman's Statement (cont'd)

Appreciation and Succession Planning

Bina Puri management team and employees have demonstrated resilience during recent times. They not just “bounced back” from difficult situations but also “bounce forward” into new realms, learning to be more adaptable as circumstances evolve and change constantly.

We would like to convey our heartfelt gratitude to Tan Sri Dato' Wong Foon Meng, Ir. Ghazali bin Bujang and En Mohd Najib Bin Abdul Aziz for their invaluable contribution and support to the Group throughout their tenure as Board Members.

We also wish to welcome our newly appointed Directors and I am honoured to be part of the new team. With their business acumen, comprehensive knowledge, skills and experience within the industry, we are committed to work together as a team to help the Group scale greater heights.

Acknowledgement

On behalf of the Board of Directors, I would also like to extend my sincere appreciation to our financiers, business partners, shareholders and relevant authorities for their continuous patience, support and co-operation throughout our business journey and despite the challenges faced. The Board and the management will continue to innovate, evolve and remain committed to delivering value creation to our stakeholders.



Group Managing Director's Message and Management Discussion and Analysis



I am pleased to present the inaugural report as the new Group Managing Director and Group Chief Executive Director of the Company. I am deeply honoured for the opportunity to lead Bina Puri at this time and I would like to thank the Board of Directors for entrusting me with the task of steering the Bina Puri Group into new heights.

CHAI CHAN TONG
Group Managing Director &
Group Chief Executive Director,
Bina Puri Holdings Bhd



Group Managing Director's Message and Management Discussion and Analysis (cont'd)



Overview

In 2022, the Malaysian economy rebounded strongly driven by easing of COVID-19 restriction as well as buoyant exports of petroleum products, electrical and electronic products, palm oil products. However, the growth momentum had slowed down in 2023 as seen in slower external demand due to weakening global trade. Geopolitical tensions - strained ties between the United States and China, and Russia's invasion of Ukraine, escalating inflationary pressures and tighter financial conditions continue to affect world economic outlook.

We applaud the Government through the expansionary Budget 2023 of RM388.1bil, the largest ever budget allocation with aim to stimulate the economy. Various holistic measures have been taken by the Government to ease the *rakyat* and businesses in dealing with inflationary pressures and higher cost of living.

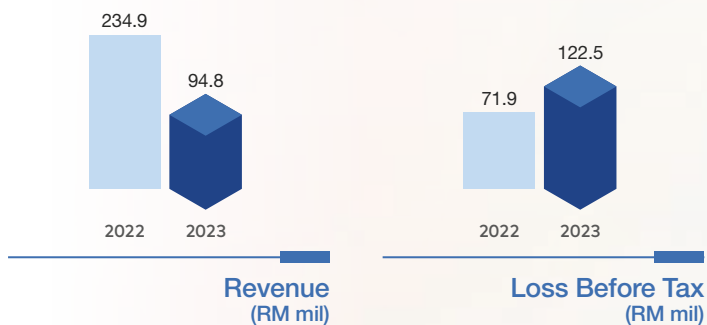
The construction sector industry faced stiffer challenges and the profit margin was badly affected with competitive tenders. Labour shortage, rising cost of materials and equipment, delays in obtaining project permits and approvals etc. remain significant issues to the contractors. Rollouts of the mega projects are essential due to the multiplier effect which will eventually help the construction industry to recover. On a positive note, the Government through the budget 2023 had channelled RM6.5bil and RM5.6bil to Sabah and Sarawak respectively to promote development in the states. Bina Puri being the major player in East and West Malaysia, will pursue these opportunities.

For close to five decades, Bina Puri has weathered the storms from recessions and emerged stronger, backed by a group of committed and dedicated employees as well as our culture of resilience and perseverance. The company remains optimistic in overcoming the challenges and achieving its strategic goals, which is in line with the theme of our annual report this year – Radiant with Resilience.

Group Managing Director's Message and Management Discussion and Analysis (cont'd)

Review of Performance

The Group recorded revenue of RM94.8 million and loss before tax of RM122.5 million for year ended 30 June 2023 as compared to previous corresponding year of RM234.9 million and RM71.9 million respectively. Despite market uncertainty, the Group strived hard to reduce losses. Despite the weak environment faced by our industry, the Group is striving hard to improve moving forward.

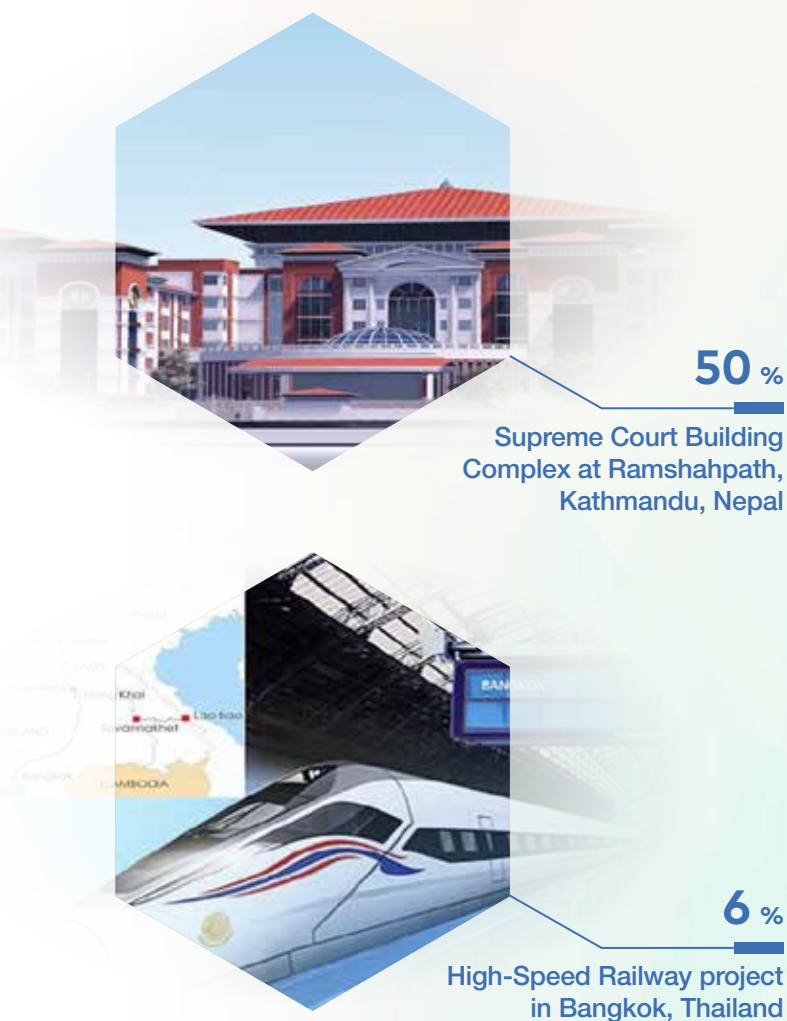


Construction Division

For the financial year ended 30 June 2023, the construction division recorded loss before tax of RM99.5 million as compared to previous corresponding year of RM33.3 million. The lower performance was mainly caused by overall cost increase including higher finance cost following the increase of base lending rate (BLR) by Bank Negara Malaysia. The ongoing Russia-Ukraine war also affected our project in Moscow, whereby the project was prolonged due to political instability and rising building material costs.

The construction division anticipates a less favourable outlook and more competitive tender environment due to limited availability of local mega projects rolling out under the revised budget 2023. The road work project at Daerah Dalat, Sarawak under Chun Yang - Bina Puri JV which commenced work in 3rd quarter 2023, is expected to contribute positively to the earnings and net assets of the Group. This significant in that it is our first local contract award since 2018.

Bina Puri's on-going projects remain on track and the Company is expected to handover the state-owned hotel in Tasik Kenyir, Terengganu and Pan Borneo project by November 2023 and March 2024 respectively. Supreme Court Building Complex at Ramshahpath, Kathmandu, Nepal and High-Speed Railway project in Bangkok, Thailand have been progressing well with a completion rate of 50% and 6% to date respectively.



Group Managing Director's Message and Management Discussion and Analysis (cont'd)

Construction Division (cont'd)

The Group's order book as at October 2023 amounted to RM530 million. The Group is expecting to receive more awards in the next financial year and will continue to exercise prudence in participating in selective tenders to improve its book order. The division is also looking into opportunities in East Malaysia as the division recognises the region's potential for new construction job opportunities in the near term.

Property Division

The Property division recorded a revenue of RM61.1 million and profit before tax of RM4.5 million for financial year 2023 as compared to financial year 2022 of RM136.5 million and RM1.1 million respectively.

Better performance in property sector was attributable to sales from The Valley @ Bentong project. There is a continuous demand for the homestead land, even though it is a niche product in Malaysia, but it remains an appealing form of alternative investment, especially for those looking to build their weekend or future retirement homes to escape from the hustle and bustle of the city and closer to nature. The Group targets to launch Phase 4, The Valley @ Bentong development project in 4th quarter 2023 with estimated GDV of RM93 million.



RM93 million
Phase 4, The Valley @ Bentong development project

The division is also looking to develop a mixed development that combines residence, leisure, retail and dining that brings investors/residents the ultimate city-suburban lifestyle which is known as Main Place, Kota Kinabalu. The development is expected to boost business and investment growth along Jalan Tuaran Bypass.

Quarry Division

The Quarry division in Melaka also recorded an increase in revenue with RM21.3 million performance as compared to the previous financial year of RM18.8 million.

Due to increasing domestic demand for quarry aggregates and stones, especially in the construction and property development industry as well as road infrastructure projects, the Group's quarry business recorded a positive net income. The Group foresees a passive income of RM1 million from this division moving forward.

Power Supply Division

Our power unit PT Megapower Makmur Tbk. in Indonesia was listed since 2017 registered stable growth and generating sustainable passive income for the division. This year our hydro concession which expired in 6 June 2031 will hopefully provide cashflow injection to the Group once our loan is fully repaid by early 2027.

Group Managing Director's Message and Management Discussion and Analysis (cont'd)

Hospitality Division

Recurring income for Swiss-Belhotel Kuantan and Rimbun Suites and Residences in Brunei is expected to continue in the future.

Swiss-Belhotel Kuantan has become a popular tourists spot and a weekend gateway for local and foreign travelers. Our Swiss-café provides you an opportunity to dine and chill by the sea while the associated F&B outlet i.e. Bluesky Coffee & Bar, There Restaurant and Majestic Bay also a popular spot for private events. With that, the hotel generates stable revenue of RM2.4 million monthly. Occupancy is encouraging with occupancy rate of 65%.

As for Rimbun Suites and Residences in Bandar Seri Begawan, located near popular landmarks in Brunei with sizeable apartments and great facilities remains the top choice for many travelers, expatriates for both short and long-term stay. The occupancy rate stood at 80% to 85% post pandemic.

Recurring Revenue

Our neighbourhood mall, the Main Place Mall in USJ 21, Subang Jaya since opening has always achieved an occupancy rate of close to 90%, with average yearly revenue of RM13 million.

Main Place Mall nestled in the heart of USJ 21, despite its small size mall, hosts several popular tenants i.e., Jaya Grocer, Starbucks, McDonalds etc. which increase the mall's foot traffic and get shoppers through our doors. We are grateful that we have brought back our popular community event – walkathon post pandemic. We received incredible participation of close to 1,000 pax from the USJ Subang Jaya community and look forward to organizing this annual event in the future.

Credit to our retail marketing team with strong marketing strategies who always strive hard to foster customer loyalty and retention as well as to ensure the occupancy rates remain healthy and stable.



Highway Concession Division

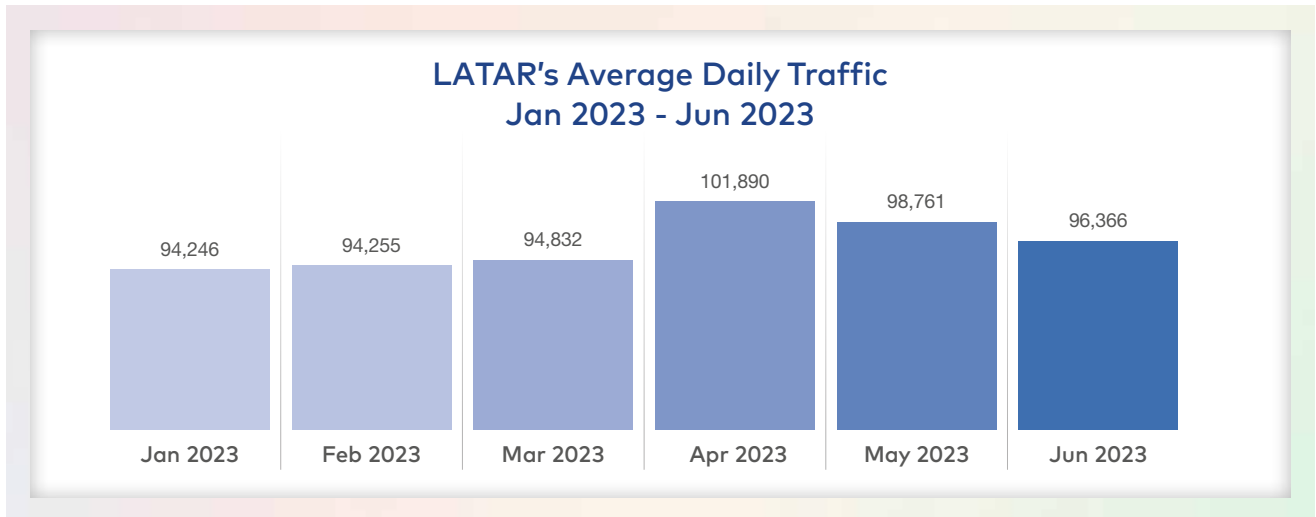
Traffic of Kuala Lumpur-Kuala Selangor Expressway (LATAR) had recorded a strong growth post pandemic. The traffic has recovered and the growth recorded has superseded the growth pre-Covid level.

Year 2022 recorded a strong and significant 52.75% growth, while the Q2 2023 recorded a 3.8% growth compared against Q2 2022. The performance has been very encouraging and is supported by a good monthly Average Daily Traffic (ADT) as per below. The strong traffic performance was supported by Hari Raya traffic from mid-April until end of May 2023.

Year-to-date ADT on the other hand stood at 96,739 i.e. 7.21% growth compared to Year 2022's ADT. The highest traffic volume of 132,717 was achieved on 13 May 2023 (Aidilfitri Open House). We believe that LATAR will continue to perform steadily moving forward. The concession registered its first profit in 2022 with a profit of RM5.7 million.

Group Managing Director's Message and Management Discussion and Analysis (cont'd)

Highway Concession Division (cont'd)



Prospects

In the forthcoming financial year, following the recent Malaysia MADANI Budget 2024, the company expects a moderate performance for construction division. The division will ensure the execution of ongoing projects to be completed in a timely manner while replenishing its order book from local and overseas markets. Under the budget 2024, the Government has set aside RM12.4 billion to Sabah and Sarawak for development. The growth and the wellbeing of the *rakyat* in Sabah and Sarawak remains a top priority for the Unity Government. The division will actively participate in the tenders to unlock new market opportunities.

The property division remains optimistic with the government's continued support for encouraging homeownership. The division is expected to perform satisfactorily in the next financial year supported by total unsold sales of approximately RM300 million and future mixed development in Kota Kinabalu. The company also looking into joint ventures and increase land bank moving forward.

The performance of the Group's overall operations are also expected to improve with the strengthening of Malaysian economy. Against this backdrop, Bina Puri Group remains vigilant in mitigating potential risks to the businesses of the Group.

Dividend

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

Appreciation

Special thanks to our ex-board members Tan Sri Dato' Wong Foon Meng, Ir. Ghazali Bin Bujang and En. Mohd Najib bin Abdul Aziz for their invaluable contributions rendered to Bina Puri Group especially during the unprecedented times. My heartfelt gratitude to Tan Sri Datuk Tee Hock Seng, JP, our respected ex Group Managing Director, your wisdom, guidance and shared experiences have been invaluable. I would also like to extend my warm welcome to our new Board Members on board. I am excited to work hand in hand with the new leaders and together we will scale new heights.

Besides, my deepest appreciation to our management and employees of the Group. Thank you for your unwavering commitment in performing your duties especially during difficult times. We are grateful for the continued support given by our shareholders, clients, financiers, contractors, suppliers, business partners and relevant authorities.

Bina Puri under the new leadership bench will come back stronger.

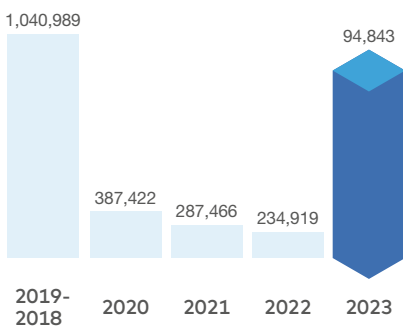
CHAI CHAN TONG

Group Managing Director & Group Chief Executive Director
Bina Puri Holdings Bhd

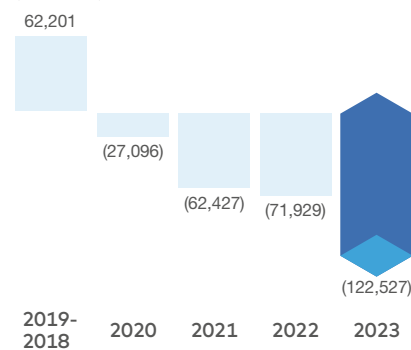
Group Financial Highlights

	2023 RM'000	2022 RM'000	2021 RM'000	2020 RM'000	2019-2018 RM'000
Revenue	94,843	234,919	287,466	387,422	1,040,989
Profit/(Loss) before taxation	(122,527)	(71,929)	(62,427)	(27,096)	62,201
(Loss)/Profit attributable to the shareholders of the Company	(122,956)	(74,749)	(63,910)	(54,107)	462
Dividend Paid (Net)	-	-	-	-	-
Issued share capital	299,458	246,521	236,435	180,857	157,821
Shareholders' equity	104,229	167,528	232,101	242,524	253,540
Total assets employed	1,026,500	1,152,027	1,357,151	1,326,750	1,497,193
Net (loss) /earnings per share (sen)	(5.9)	(4.8)	(6.80)	(9.40)	0.14
Net assets per share (RM)	0.03	0.10	0.16	0.32	0.66
Share price (RM)					
- High	0.045	0.035	0.12	0.25	0.37
- Low	0.030	0.08	0.07	0.03	0.17

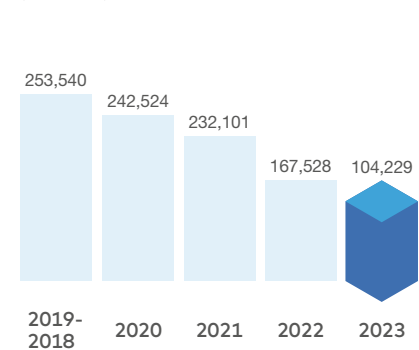
Revenue
(RM'000)



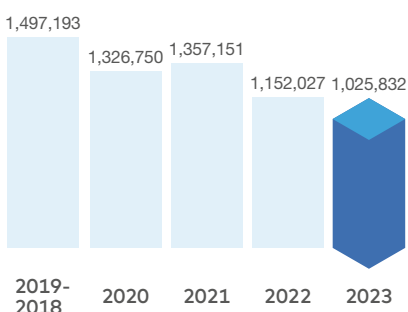
Profit/(Loss) Before Taxation
(RM'000)



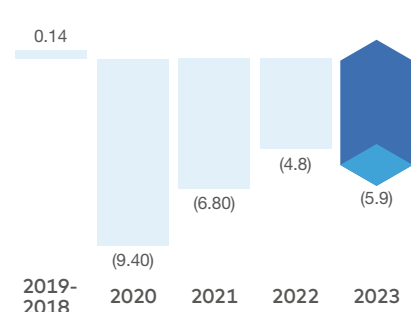
Shareholders' Equity
(RM'000)



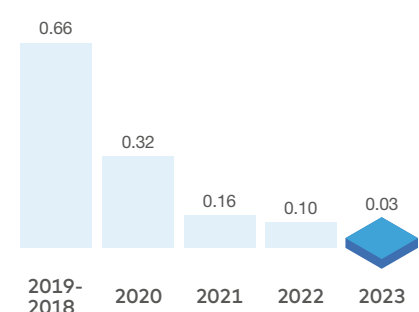
Total Assets Employed
(RM'000)



Net (loss) / Earnings Per Share
(Sen)



Net Assets Per Share
(RM)



Calendar of Events

DEC
2022



Bina Puri Holdings Bhd held its 31st Annual General Meeting on 5 December 2022, 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.

JAN
2023

KL-Kuala Selangor Expressway Bhd (LATAR) organised a Road Safety Campaign on 20 January 2023 at Plaza Tol Ijok in conjunction with Chinese New Year Festival 2023. The safety campaign was successfully held in collaboration with Pejabat Daerah/Tanah Kuala Selangor, IPD Kuala Selangor, JPJ Kuala Selangor and other related agencies.

The objective of the campaign was to instill road safety awareness among the motorists especially to LATAR Expressway users.



MAY
2023



Kelab Sukan dan Sosial Bina Puri organised a Raya Celebration for Management and staff at Wisma Bina Puri on 8 May 2023 in conjunction with the Hari Raya Aidilfitri and Bina Puri General Assembly.

JULY
2023

Bina Puri Holdings Bhd's 49 per cent-owned joint venture company, **Chun Yang Bina Puri (JV) Sdn Bhd**, bagged a contract from Tokoh Ilham Sdn Bhd for a project under the public works department.

The contract, valued at RM72.85 million, involves subcontracting works in Jalan Kampung Medong, Lebrasau, and Kampung Klid in Mukah, Sarawak. The contract is for 24 months and is expected to be completed by the third quarter of 2025.



Calendar of Events (cont'd)



KL-Kuala Selangor Expressway Bhd (LATAR) received Certificate of Appreciation by the Ministry of Works (KKR) and the Malaysian Highway Authority (LLM) for the commitment in partaking Bitara Madani initiative to upgrade and build new motorcycle shelters on the highway on 3rd August 2023

The upgrading and building new motorcycle shelters initiative is an effort to ease motorcyclists to seek shelter especially during bad weather. It involved 33 highways concessionaires nationwide.



Bina Puri Directors had the honor of receiving the MBAM Awards during the Master Builders Association of Malaysia's 69th Anniversary Dinner on 11 August 2023 at the Grand Ballroom, Sunway Resort Hotel as follows:



- 1) YBhg Tan Sri Datuk Tee Hock Seng, JP – MBAM Jade Service Award (30 Years)
- 2) YBhg Dato' Ng Kee Leen – MBAM Jade Service Award (30 Years)
- 3) YBhg Datuk Matthew Tee – MBAM Silver Award



Karak Land Sdn Bhd organized The Valley@Bentong Sales Fair & Appreciation Day 2023 on Saturday, 19th August 2023 at the JRS Eco Farm, Lot 342 of Kerau @ The Valley.



KL-Kuala Selangor Expressway Bhd (LATAR) contributed Jalur Gemilang to all student of SJKC Ijok in conjunction with Merdeka and Hari Malaysia celebration, as part of its corporate social responsibility initiative.



The event was held on 24th August 2023 at Dewan SJKC Ijok. This programme was aimed at raising the patriotic spirit among students from various backgrounds.

The event started with a seminar session by three Speakers as follows:

- i) Wellness Talk by Mr Cliff Lee from Ethos Forest
- ii) Cultivation of Durian by Mr Ng Swee Peng from Karak Organic Durian
- iii) History of Musang King by Mr Frankie Tong from Tong Seng Nursery

YBhg Tan Sri Datuk Tee Hock Seng gave away the Special Awards for Model Homestead to Ethos Forest (Lot 413) and Valley Hill Eco Farm (Lot 217), as well as a token of appreciation to the Venue Sponsor, JRS Eco Farm (Lot 342).

Sustainability Statement



The growth of construction sector in Malaysia is still on a slow pace since the last several years stemming from the effects of the covid-19 pandemic and global economic uncertainty, which continuously affects the Group's business performance and profitability.

Nonetheless, the Group is committedly focusing and working on reversing all these effects and bringing back the Group's neat performance; at the same time taking into consideration to adapt and prepare for the new ESG trends into the business strategy and operations. Fulfilling the complete ESG standard frameworks is a non-stop process in which the Group has been committedly adhering to and carrying out its roles and responsibilities towards the environmental, social and good governance exercises throughout the years.



Sustainability Statement (cont'd)

The Group's dedication towards implementation and compliance with standard practices and various legal requirements is bound and qualified by its continuous corroboration with the national Certification Body. The Group's many subsidiaries hold MS ISO Certification relevant to each main activities. The latest addition is the Integrated Management System Certification for Bina Puri Builder Sdn Bhd including the Quality, Safety & Health and Environmental Management System. Having these certifications keep the companies on track and persistently abide and contribute towards the sustainability of the Group in various aspects of the ESG framework.



On business perspective, the Group's involvement in Renewable Energy (RE) uptake through its solar farm project is ongoing. The project is to design and build a solar photovoltaic energy generating facility with a capacity of 5.00MWac located in Kg Dasar, Kunak, Sabah. The Group is also working on other RE related works such as mini hydro power plant in Sabah.



The Group's highway operator, KL-Kuala Selangor Expressway (LATAR) also took part in these green initiatives by installing solar panels at vacant spaces along reserve land alongside road shoulders and usable rooftops throughout the length of the highway; as well as planting more than 5,000 Paulownia Trees on the land reserves of the highway to maintain and support the green environment drives which is also rewarding for LATAR's reputation after receiving the 'Green Highway Award' in 2021.

The Group also involved in several community engagement activities mainly through LATAR. They organised a Road Safety Campaign in January 2023 at Plaza Tol Ijok in conjunction with the Chinese New Year Festival 2023. The safety campaign was successfully held in collaboration with Pejabat Daerah/Tanah Kuala Selangor, IPD Kuala Selangor, JPJ Kuala Selangor and other related agencies. The objective of the campaign was to instill road safety awareness among the motorists especially to LATAR Expressway users.



Sustainability Statement (cont'd)

LATAR also received a Certificate of Appreciation for its commitment in partaking to upgrade and build new motorcycle shelters as an effort to ease motorcyclists seeking shelter especially during bad weather. This effort is part of the Bitara Madani Initiative by the Ministry of Works (KKR) and the Malaysian Highway Authority (LLM) which involved all the 33 highways concessionaires nationwide in August 2023.

In conjunction with Merdeka and Hari Malaysia celebration, LATAR contributed Jalur Gemilang to all student of SJKC Ijok. This CSR programme was aimed at raising the patriotic spirit among students from various backgrounds.



The Group organised a Raya Celebration for all staff at Wisma Bina Puri in May 2023 in conjunction with the Hari Raya Aidilfitri and Bina Puri General Assembly after a long break since the covid-19 pandemic hit. Such gathering provide avenues for inter-communication between staff and the management casually and leisurely.

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 Tsun Jin High School and some social and business associations.

The Group has always been conducting good corporate governance and ethical business practices with integrity and transparency. This year witnessed changes in the Group's new Board of Directors line-up with more diverse and impressive backgrounds which we believe will steer the Group on the road towards its recovery.

With everything in place and everyone working tirelessly, the Group is determined to reach its new destination, while continuing to safeguard the wellbeing and interest of all the employees, the community and the overall business environment.



Audit Committee Report

A. COMPOSITION, COMPLIANCE AND ATTENDANCE

MEMBERS OF THE COMMITTEE	DESIGNATION IN THE COMPANY	NO. OF MEETINGS ATTENDED
Chee Su Kyun Chairman (appointed on 29.9.2023)	Independent Non-Executive Director	-
Ir. Ghazali Bin Bujang (resigned on 1.8.2023)	Independent Non-Executive Director	5/5
Tan Sri Dato' Wong Foon Meng (retired on 30.6.2023)	Chairman/Independent Non-Executive Director	5/5
Mohd Najib Bin Abdul Aziz (resigned on 28.2.2023)	Independent Non-Executive Director	4/4
Lee Hui Zien (appointed on 16.5.2023)	Independent Non-Executive Director	1/1
Ir. Azman Bin Bujang (appointed on 1.8.2023 and re-designated on 29.9.2023)	Independent Non-Executive Director	-

- (a) The Audit Committee shall be appointed by the Directors from amongst their numbers 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 and he was subsequently replaced by Ms Lee Hui Zien after his resignation.

B. TERMS OF REFERENCE

The Terms of Reference of the Audit Committee are consistent with the MMLR of Bursa Securities and the MCGG 2021 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.

Audit Committee Report (cont'd)

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.

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 2022 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 2022 to 30 June 2023 (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 24 August 2022, 27 October 2022, 22 November 2022, 21 February 2023 and 23 May 2023 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.

Audit Committee Report (cont'd)

D. SUMMARY OF ACTIVITIES (CONT'D)

3. External Audit

- Reviewed the external auditors' report on the final audit report for the financial year ended 30 June 2023 and Statement of Risk Management and Internal Control ("SORMIC") in October 2023 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 2023 external auditors' audit plan for Bina Puri Group, encompassing the nature and scope for the year's audit and engagement strategy in 2023 prior to its implementation;
- Reviewed the terms of engagement of the external auditors for the 2023 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 2023, the Company did not engage the external auditors for any non-audit 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 25 October 2023. 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/documentated 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;

Audit Committee Report (cont'd)

D. SUMMARY OF ACTIVITIES (CONT'D)

4. Others (cont'd)

- 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 2023, excluding OPE charges amounted to RM17,500.

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 2023, 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 2022 to 30 June 2023 included the following:
 - i. Internal Control Review on Management of Completed Unsold Properties.

All findings and recommendations arising from the Internal Control Review for financial year ended 30 June 2023 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.

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)

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.

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.

The Board was led by YBhg. Tan Sri Dato' Wong Foon Meng, who had retired on 30 June 2023 and Datuk Amar Jaul Anak Samion was appointed on 1 July 2023 to take on the role of Independent Non-Executive Chairman of the Company subsequent to the retirement of YBhg. Tan Sri Dato' Wong Foon Meng. 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.

Corporate Governance Overview Statement (cont'd)

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.

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 who has re-designated to Deputy Executive Chairman on 18 October 2023, was assisted by a team of senior management in managing the day to day operations of the Group for the financial year under review. Mr. Chai Chan Tong has been appointed as the new GMD cum Group Chief Executive Officer on 18 October 2023.

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

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.

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.

Corporate Governance Overview Statement (cont'd)

DIRECTORS' TRAINING PROGRAMME (CONT'D)

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 (retired on 30.6.2023)	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements 	17 January 2023
Tan Sri Datuk Tee Hock Seng, JP	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements 	17 January 2023
Dr Tony Tan Cheng Kiat	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements 	17 January 2023
Datuk Matthew Tee Kai Woon	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements 	17 January 2023
Chai Chan Tong (appointed on 19.1.2023)	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements Bursa Malaysia Mandatory Accreditation Programme (MAP) 	17 January 2023 4 - 6 April 2023
Ooi Hee Kah (appointed on 19.1.2023)	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements Bursa Malaysia Mandatory Accreditation Programme (MAP) 	17 January 2023 4 - 6 April 2023
Ir. Ghazali Bin Bujang (resigned on 1.8.2023)	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements 	17 January 2023
Mohd Najib Bin Abdul Aziz (resigned on 28.2.2023)	<ul style="list-style-type: none"> Compliance with Listing Requirements : Reporting of Financial Statements 	17 January 2023
Lee Hui Zien (appointed on 16.5.2023)	<ul style="list-style-type: none"> Workshop on Exposure Draft on Third Edition of the IFRS for SMEs Accounting Standard Training on amendments to MFRSs 	9 February 2023 14 March 2023

* Datuk Amar Jaul Anak Samion, Ir. Azman Bin Bujang and Chee Su Kyun were appointed to the Board on 1.7.2023, 1.8.2023 and 29.9.2023 respectively. Hence, the training attended by them before the appointment was not included.

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 2023, the Board met four (4) times. The Board meetings were held on 29 August 2022, 29 November 2022, 27 February 2023 and 30 May 2023.

Corporate Governance Overview Statement (cont'd)

BOARD MEETINGS (CONT'D)

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 (retired on 30.6.2023)	4/4
Tan Sri Datuk Tee Hock Seng, JP	4/4
Dr Tony Tan Cheng Kiat	4/4
Datuk Matthew Tee Kai Woon	4/4
Chai Chan Tong (appointed on 19.1.2023)	2/2
Ooi Hee Kah (appointed on 19.1.2023)	2/2
Ir. Ghazali Bin Bujang (resigned on 1.8.2023)	4/4
Mohd Najib Bin Abdul Aziz (resigned on 28.2.2023)	2/3
Lee Hui Zien (appointed on 16.5.2023)	1/1

* Datuk Amar Jaul Anak Samion, Ir Azman Bin Bujang and Chee Su Kyun were appointed to the Board after the financial year ended 30 June 2023 on 01.07.2023, 01.08.2023 and 29.09.2023 respectively.

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).

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.

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.

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.

Corporate Governance Overview Statement (cont'd)

BOARD MEETINGS (CONT'D)

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.

As at the date of this statement, the Board currently has nine (9) members comprising four (4) Non-Executive Directors and five (5) Executive Directors. The Board is made up of an Independent Non-Executive Chairman, a Deputy Executive Chairman, a Group Managing Director cum Group Chief Executive Officer, a Founder Director (Executive), two (2) Executive Directors and three (3) Independent Non-Executive Directors. There is one (1) female Director on the Board which representing 11% of the total Board members. The Board has complied with Paragraph 15.02 of the MMLR which requires at least two (2) Directors or one third (1/3) of the Board (whichever is higher) to be Independent Directors and one (1) woman Director.

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.

To enhance the current process, Independent Non-Executive Directors will be required to declare formally on an annual basis his/her independence. The Board took note of the recommendation by the Code, that the tenure of an Independent Director should not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain such a Director as an Independent Director beyond nine (9) years, the Board will need to justify the decision and seek shareholders' approval at a general meeting through a two-tier voting process.

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.

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.

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.

Corporate Governance Overview Statement (cont'd)

BOARD MEETINGS (CONT'D)

Appointment of Directors (cont'd)

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:



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

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 who is an Independent Director, before his retirement on 30 June 2023. Subsequent to his retirement, the NC Chairman is Mr. Chee Su Kyun, an Independent Non-Executive Director of the Company. 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;

Corporate Governance Overview Statement (cont'd)

THE BOARD COMMITTEE (CONT'D)

Nominating Committee (cont'd)

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 (cont'd):

- 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.

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.

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:



Corporate Governance Overview Statement (cont'd)

THE BOARD COMMITTEE (CONT'D)

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

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.

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 FY2023.

Corporate Governance Overview Statement (cont'd)

THE BOARD COMMITTEE (CONT'D)

Remuneration Committee

The Remuneration Committee (“RC”) is chaired by YBhg. Tan Sri Dato’ Wong Foon Meng, who has retired on 30 June 2023. Subsequent to his retirement, the RC Chairman is Mr. Chee Su Kyun, an Independent Non-Executive Director of the Company. The RC 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:

- Review and recommend the entire individual remuneration packages for each of the Directors and key management of the Group;
- 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
- 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.

Disclosure of Remuneration

Aggregate remuneration of Directors categorised into appropriate components:

	COMPANY		GROUP	
	EXECUTIVE DIRECTORS RM'000	NON-EXECUTIVE DIRECTORS RM'000	EXECUTIVE DIRECTORS RM'000	NON-EXECUTIVE DIRECTORS RM'000
Salaries, Bonus & Socso	1,438	-	1,438	-
Fee	112	240	172	240
Defined Contribution Plan	99	-	99	-
Benefit-in-Kind	-	-	-	-
Total	1,649	240	1,709	240

Corporate Governance Overview Statement (cont'd)

THE BOARD COMMITTEE (CONT'D)

Disclosure of Remuneration (cont'd)

Aggregate remuneration of the Directors for the financial year ended 30 June 2023:

NAME	SALARIES RM	FEES RM	OTHER EMOLUMENTS RM	TOTAL RM
Executive Directors				
Tan Sri Datuk Tee Hock Seng, JP	952,000	12,000	38,798	1,002,798
Dr Tony Tan Cheng Kiat	-	-	-	-
Datuk Matthew Tee Kai Woon	486,000	72,000	59,325	617,325
Chai Chan Tong (appointed on 19.1.2023)	-	44,000	-	44,000
Ooi Hee Kah (appointed on 19.1.2023)	-	44,000	-	44,000
Non-Executive Directors				
Tan Sri Dato' Wong Foon Meng (retired on 30.6.2023)	-	120,000	-	120,000
Ir. Ghazali Bin Bujang (resigned on 1.8.2023)	-	72,000	-	72,000
Mohd Najib Bin Abdul Aziz (resigned on 28.2.2023)	-	40,000	-	40,000
Lee Hui Zien (appointed on 16.5.2023)	-	7,742	-	7,742

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

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.

Ir. Ghazali Bin Bujang has resigned on 1 August 2023 and Mr. Chee Su Kyun was appointed as chairman of the Committee subsequent to his retirement.

Corporate Governance Overview Statement (cont'd)

EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

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.

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 36 to 39 of the Annual Report.

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.

Financial Literacy of Audit Committee Member

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

The AC members are financially literate, have commercial expertise skills, knowledge and understanding of the matters under the purview of the AC including the principles and developments of financial reporting. They constantly keep abreast of relevant changes to financial reporting standards and issues which have a significant impact on the financial statements through regular updates from the external auditors and the Executive Directors.

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 36 to 39 of the Audit Committee Report.

Corporate Governance Overview Statement (cont'd)

EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

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

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.

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.

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.

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)

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

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 2023.

(b) Options, Warrants or Convertible Securities Exercised

There were 1,000 warrants have been exercised and no options has been exercised during the financial year ended 30 June 2023.

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

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

(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 2023 was RM84,000.

(f) Variation of Results

The results for the financial year ended 30 June 2023 do not differ by 10% or more from the unaudited results previously released.

(g) Profit Guarantee

The Company has not issued any profit guarantee in the financial year ended period ended 30 June 2023.

(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) 30% Private Placement

Bursa Securities had, vide its letter dated 1 November 2022, approve the proposed private placement of up to 479,293,900 new Bina Puri Shares, representing 30% of the existing number of issued Bina Puri Shares, to independent investor(s) to be identified;

Corporate Governance Overview Statement (cont'd)

ADDITIONAL DISCLOSURE (CONT'D)

(j) 30% Private Placement (cont'd)

The Company had successfully placed out 479,293,900 new Bina Puri Shares pursuant to the Private Placement, which raised cumulative gross proceeds of approximately RM16.775 million as detailed in the table below. The Private Placement has been completed following the listing and quotation of 479,293,900 Placement Shares on the Main Market of Bursa Securities on 23 December 2022. 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
Property development projects	3,750	(3,750)	-
Construction projects	3,750	(3,750)	-
Repayment of bank borrowings	7,500	(7,500)	-
Repayment of outstanding trade payables	1,160	(1,160)	-
Expenses in relation to the Private Placement	615	(615)	-
	16,775	(16,775)	-

(k) Rights Issue with warrants

On 21 June 2022, the Company proposed to undertake a renounceable rights issue of up to 1,659,793,300 Rights Shares together with up to 331,958,660 Free Detachable Warrants B on the basis of 2 Rights Shares for every 3 existing Bina Puri Shares held together with 1 Warrant B for every 5 Rights Shares subscribed on the Entitlement Date.

The rights issue with warrants was approved by the shareholders of the Company through the Extraordinary Shareholders' Meeting held on 5 December 2022.

The Company had successfully issued 1,292,772,689 new Bina Puri Shares with gross proceeds of RM45.25 million. The Rights Issue with Warrants has been completed following the listing of and quotation for 1,292,772,689 Rights Shares and 258,554,471 Warrants B on the Main Market of Bursa Securities on 20 April 2023. The status of the utilisation of the proceeds as follows:

	Amount raised from the Private Placement RM'000	Amount utilised RM'000	Re-allocation RM'000	Amount unutilised RM'000	Estimated Timeframe for utilisation (from listing date) RM'000
Property development projects	10,000	(10,000)	-	-	24 months
Construction projects	10,000	(10,000)	-	-	24 months
Repayment of bank borrowings	20,000	(18,500)	-	1,500	12 months
Repayment of outstanding trade payables	4,147	(4,448)	301	-	12 months
Expenses in relation to the Rights Issue	1,100	(799)	(301)	-	1 month
	45,247	(43,747)	-	1,500	

Corporate Governance Overview Statement (cont'd)

ADDITIONAL DISCLOSURE (CONT'D)

(i) Share Issuance Scheme (“SIS”)

The SIS of the Company is governed by the SIS By-Laws and was implemented on 1 March 2019. 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 2023.

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 2023 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 Construction division anticipates a less favourable outlook and more competitive tender environment due to limited availability of local mega pro.</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; • Enhancing customer retention and also obtaining awards of projects from new customers;

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 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.



Financial Statements

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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 2023 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.