



**PUNCAK NIAGA HOLDINGS BERHAD**  
[199701000591 (416087-U)]

# CHARTING A FUTURE OF **SUSTAINABLE PROGRESS**

**ANNUAL REPORT 2024**



## OUR PURPOSE

Growing Sustainable Businesses For Our Future Generation

## OUR VISION

To Be The Leading Regional Integrated Water, Wastewater And Environmental Solutions Provider With Involvement In Concession Facilities Management Services, Plantation And Property Development Sectors

## OUR MISSION

To meet the increasing challenges in the demand for water, wastewater and environmental engineering, facilities management services, property development, plantation and construction sector through the continuous implementation of strategic planning, high quality standards, efficient services, human capital development, innovative technologies and operational systems

To actively participate in local, regional and global business opportunities with linkages to the Company's core activities

To share experience and offer our expertise through Smart Business Partnerships, Public Private Partnerships or other innovative business models in order to expand business growth

## OUR VALUES

Our Company's values, the PUNCAK Values, shape our organisational culture and guide the way we run our business. They are integrated into our business processes and our core values At PUNCAK, we are and continuously seek to be:

# WHAT'S INSIDE THIS REPORT

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This icon tells you where you can go for more information online.



This icon tells you where you can find related information in this report.

P	U	N	C	A	K
<b>PASSIONATE</b>	<b>UNITED</b>	<b>NURTURE</b>	<b>CORPORATE GOVERNANCE</b>	<b>ACCOUNTABLE</b>	<b>KNOWLEDGEABLE</b>
about our business for sustainable performance	as one in our corporate responsibility strategy to align with Our Vision To Be The Leading Regional Integrated Water, Wastewater And Environmental Solutions Provider With Involvement In Concession Facilities Management Services, Plantation And Property Development Sectors	our human capital towards an exemplary workforce	guides the way we run our business in an evolving global business environment	for all our actions and engagement process with our stakeholders	in all aspects of our business operations and continue to be the trusted and reliable service provider



**COVER RATIONALE**

We endeavour to achieve long-term environmental, social and economic benefits through innovative solutions in the areas of water, wastewater, environmental engineering and plantation sectors. As a regional leader in integrated environmental services, we aim to create a sustainable future by combining cutting-edge technology with responsible practises. The cover design uses a layered graphic style to visually represent the interconnectedness of our different services and emphasise how each sector contributes to our shared goal of sustainable progress. This approach emphasises our commitment to shaping a better future for the communities we serve.

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Scan this to view our Annual Report 2024



Our Annual Report, financial and other information about Puncak Niaga Holdings Berhad can also be found at <https://www.puncakniaga.com.my/annual-reports/>

# PUNCAK NIAGA GROUP FACT SHEET

## 2024 KEY HIGHLIGHTS



### REVENUE



**RM164.896**  
million

### TOTAL ASSETS



**RM2,742.355**  
million

### LOSS AFTER TAX



**(RM131.550)**  
million

### NUMBER OF SHARES ISSUED



As at 31 December 2024

**449,284,556**

### SHARE CAPITAL



As at 31 December 2024

**RM554,662,777**

### AWARDS AND RECOGNITION



**01** 1 October 2024

Our Executive Chairman, YBhg Tan Sri Rozali bin Ismail was honored with the “**Best Enterprise/ Manager of the Year**” award by the Academic Union Oxford (AUO)

**02** 22 November 2024

Our Executive Chairman was named “**Masterclass CEO of the Year**” at the Malaysia Excellence Business Awards (MEBA) 2024

### LIST OF CORPORATE MEMBERSHIPS

### MEMBER SINCE

1. Federation of Public Listed Companies (“FPLC”)	1997
2. Malaysian Employers Federation (“MEF”)	1999
3. Institute of Corporate Directors Malaysia	2018
4. Malaysian Palm Oil Association	2021
5. Sarawak Oil Palm Plantation Owners Association	2021

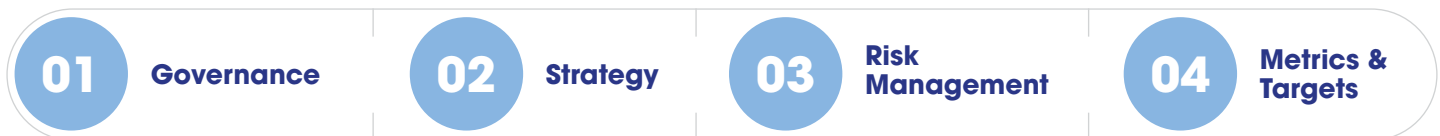
# BASIS OF THIS REPORT

## ◆ REPORTING FRAMEWORK

This is Puncak Niaga Holdings Berhad’s (“Puncak Niaga” or “the Group”) Annual Report 2024. This report describes the Group’s performance in its efforts to create value for our stakeholders for the financial year ended 31 December 2024. The report strives to provide a comprehensive account of our strategic progress in a balanced and transparent manner. The report also details our Environmental, Social and Governance performance, which is elaborated further in our Sustainability Statement on pages from 40 to 87.

## THE TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (“TCFD”) RECOMMENDATIONS

The TCFD Recommendations, first launched in 2017, are designed to encourage consistent and comparable reporting on climate-related risks and opportunities by companies to their stakeholders. The TCFD Recommendations are structured around 4 content pillars:



### SCOPE AND BOUNDARIES

Puncak Niaga is publicly listed on the Main Market of Bursa Malaysia Securities Berhad. This report covers all our business activities, including those of our principal subsidiaries.

### GUIDELINES AND STANDARDS

Throughout the preparation of this report, we have been guided by best practices as prescribed by international and local integrated reporting frameworks. Our disclosures adhere to the requirements of the following:-

- Bursa Malaysia Securities Berhad’s (“Bursa Malaysia”) Main Market Listing Requirements (“MMLR”)
- Malaysian Code on Corporate Governance 2021 (“MCCG”), Security Commission Malaysia
- Bursa Malaysia’s Corporate Governance Guide 4th Edition
- Companies Act 2016
- International Financial Reporting Standards and other regulatory requirements as applicable
- Malaysian Financial Reporting Standards

In the area of sustainability, we have developed our reporting in line with key

sustainability reporting guidelines such as Bursa Malaysia’s Sustainability Reporting Guide 3rd Edition (2022) and Global Reporting Initiative Standards 2021 (“GRI”).

### ASSURANCE

The report has been developed with oversight by the Board of Directors, who has given its collective assurance and approval for its content. Our financial reporting is audited by an independent third party, Grant Thornton Malaysia PLT who had audited our Financial Statements for the financial year ended 31 December 2024 and approved them free of qualification.

### FORWARD LOOKING STATEMENTS

Forward looking statements should be taken with a degree of caution as they are reliant on various events, risks, uncertainties and other factors beyond our control. These statements can be identified through the use of key words such as “believes”, “intend”, “will”, “plans”, “outlook” and other similar words in conjunction with discussions on future operating or financial performance. In the coming years, we will be able to report with more comprehensive data and better assess our material focus areas.

### FEEDBACK

All comments, thoughts and remarks may be directed to:

#### PUNCAK NIAGA HOLDINGS BERHAD

c/o Secretarial Department  
10th Floor, Wisma Rozali  
No. 4, Persiaran Sukan, Seksyen 13  
40100 Shah Alam, Selangor Darul Ehsan

**Telephone** : 03 5522 8589  
**Fax** : 03 5512 0220  
**Email** : [investors@puncakniaga.com.my](mailto:investors@puncakniaga.com.my)



Please scan the QR code to access our Annual Report which is also available at

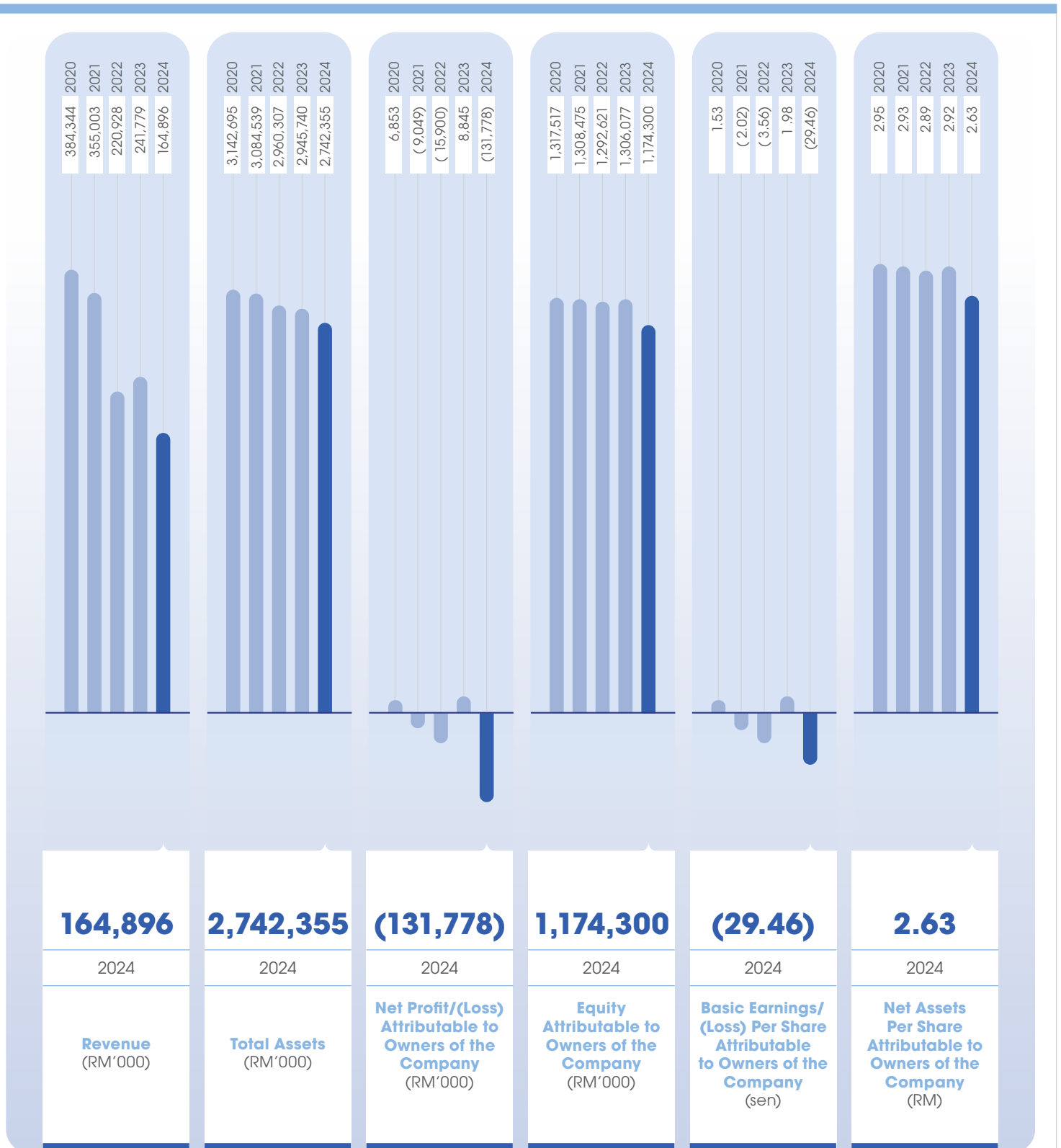
[www.puncakniaga.com.my](http://www.puncakniaga.com.my)

# FIVE-YEAR GROUP PERFORMANCE & FINANCIAL HIGHLIGHTS

	2020 RM'000	2021 RM'000	2022 RM'000	2023 RM'000	2024 RM'000
<b>KEY RESULTS</b>					
Revenue	384,344	355,003	220,928	241,779	<b>164,896</b>
(Loss)/Profit Before Tax	(9,382)	(15,070)	(23,686)	9,253	<b>(131,971)</b>
Net Profit/(Loss) attributable to owners of the Company	6,853	(9,049)	(15,900)	8,845	<b>(131,778)</b>
<b>STATEMENTS OF FINANCIAL POSITION</b>					
Property, plant and equipment	510,968	478,016	472,310	471,678	<b>460,116</b>
Investment properties	818,925	836,380	848,844	554,127	<b>608,897</b>
Bearer biological assets	312,629	309,711	311,447	310,448	<b>303,168</b>
Other non-current assets	883,869	900,790	872,040	826,350	<b>789,232</b>
Current assets	616,304	559,642	455,666	477,071	<b>482,317</b>
Assets held for sale	-	-	-	306,066	<b>98,625</b>
Total assets	3,142,695	3,084,539	2,960,307	2,945,740	<b>2,742,355</b>
<b>ISSUED AND PAID-UP CAPITAL</b>					
Share capital	554,663	554,663	554,663	554,663	<b>554,663</b>
Reserves	768,795	759,753	743,899	757,355	<b>625,578</b>
Equity attributable to owners of the Company	1,317,517	1,308,475	1,292,621	1,306,077	<b>1,174,300</b>
Net assets per share attributable to owners of the Company (RM)	2.95	2.93	2.89	2.92	<b>2.63</b>
<b>RATIOS AND STATISTICS</b>					
Net Profit/(Loss) margin attributable to owners of the Company (%)	1.78	(2.55)	(7.20)	3.66	<b>(79.92)</b>
Basic Earnings/(Loss) per share attributable to owners of the Company (sen)	1.53	(2.02)	(3.56)	1.98	<b>(29.46)</b>
Loans and borrowings (RM'000)	1,258,576	1,233,585	1,175,198	1,152,195	<b>1,065,423</b>
Gearing ratio (%)	49	49	48	47	<b>48</b>
Current ratio (times)	1.35	1.16	1.07	1.84	<b>1.37</b>

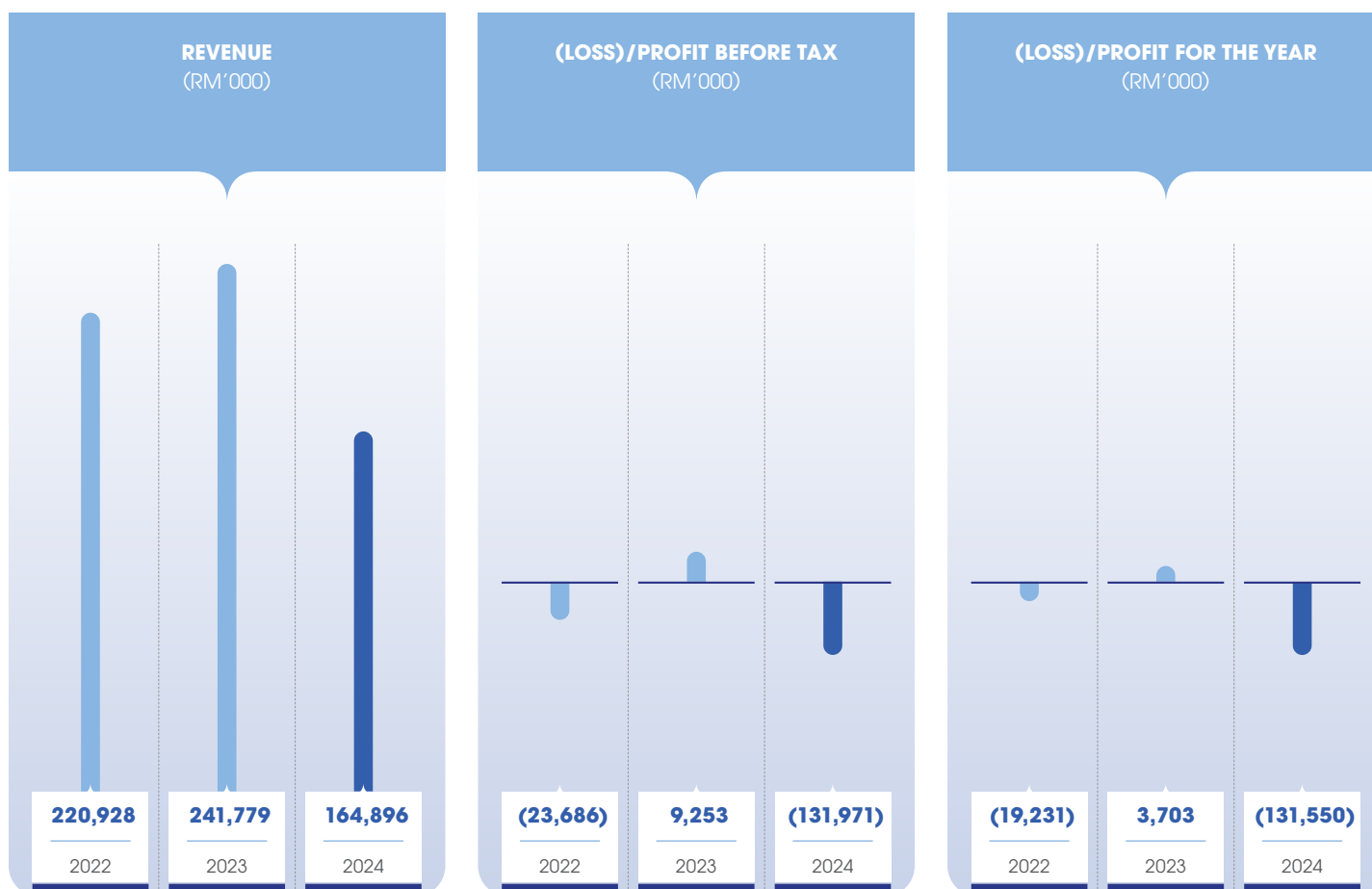


## FIVE-YEAR GROUP PERFORMANCE & FINANCIAL HIGHLIGHTS



# QUARTERLY FINANCIAL RESULTS

RM'000	31 December 2022				
	Q1	Q2	Q3	Q4	YTD 12 months
<b>KEY RESULTS</b>					
Revenue	56,836	51,542	54,083	58,467	220,928
(Loss)/Profit before tax	(375)	(4,685)	(9,871)	(8,755)	(23,686)
(Loss)/Profit for the period	(1,711)	(5,870)	(3,480)	(8,170)	(19,231)
(Loss)/Profit attributable to ordinary equity holders of the Company	(1,583)	(5,276)	(1,969)	(7,072)	(15,900)
Basic (loss)/earnings per share (sen)	(0.35)	(1.18)	(0.45)	(1.58)	(3.56)
Net assets per share attributable to ordinary equity holders of the Company (RM)	2.92	2.91	2.91	2.89	2.89





## QUARTERLY FINANCIAL RESULTS

31 December 2023					31 December 2024				
Q1	Q2	Q3	Q4	YTD 12 months	Q1	Q2	Q3	Q4	YTD 12 months
59,248	67,291	57,316	57,924	241,779	<b>47,606</b>	<b>50,031</b>	<b>29,081</b>	<b>38,178</b>	<b>164,896</b>
(7,059)	(7,043)	(34,103)	57,458	9,253	<b>(10,223)</b>	<b>(9,305)</b>	<b>(22,625)</b>	<b>(89,818)</b>	<b>(131,971)</b>
(7,707)	(8,550)	(31,412)	51,372	3,703	<b>(15,077)</b>	<b>(8,528)</b>	<b>(22,686)</b>	<b>(85,259)</b>	<b>(131,550)</b>
(6,750)	(7,387)	(30,088)	53,070	8,845	<b>(14,729)</b>	<b>(7,862)</b>	<b>(24,555)</b>	<b>(84,632)</b>	<b>(131,778)</b>
(1.51)	(1.65)	(6.73)	11.87	1.98	<b>(3.29)</b>	<b>(1.76)</b>	<b>(5.49)</b>	<b>(18.92)</b>	<b>(29.46)</b>
2.88	2.86	2.79	2.92	2.92	<b>2.89</b>	<b>2.87</b>	<b>2.81</b>	<b>2.63</b>	<b>2.63</b>

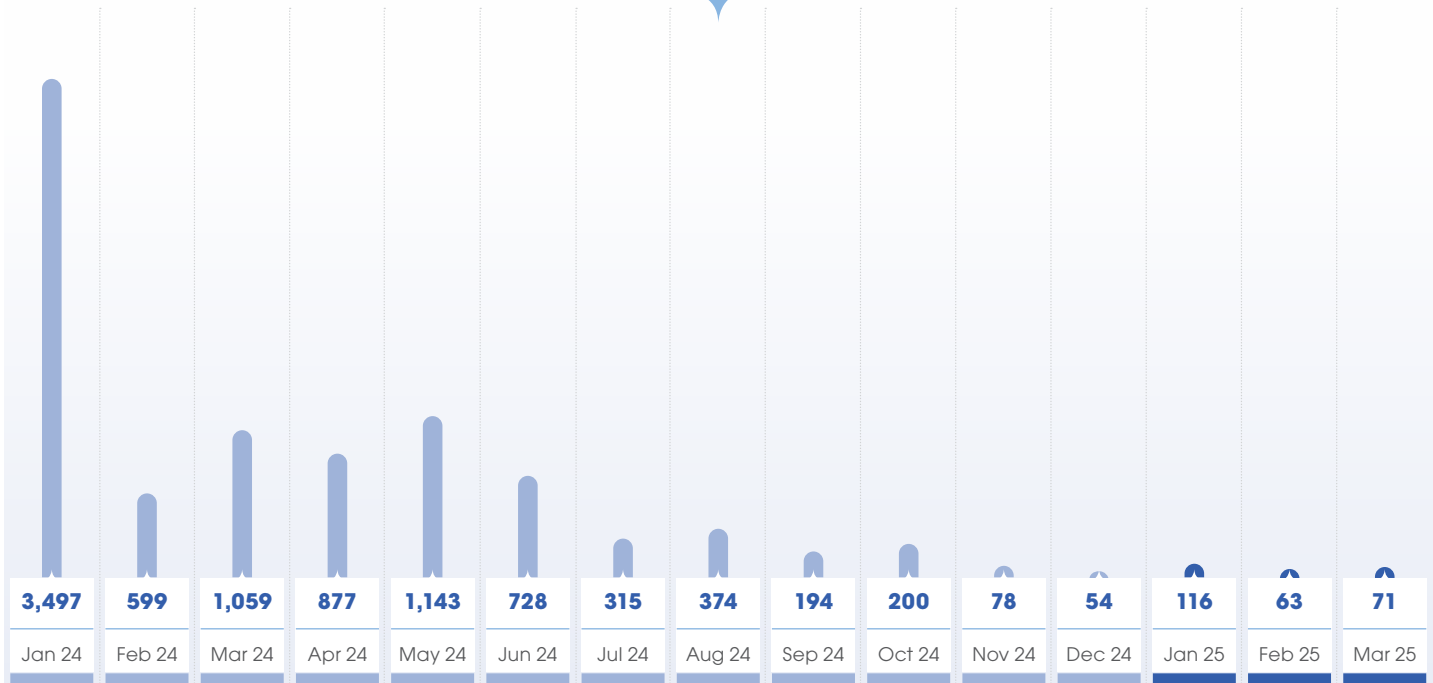


# SHARE PRICE MOVEMENT

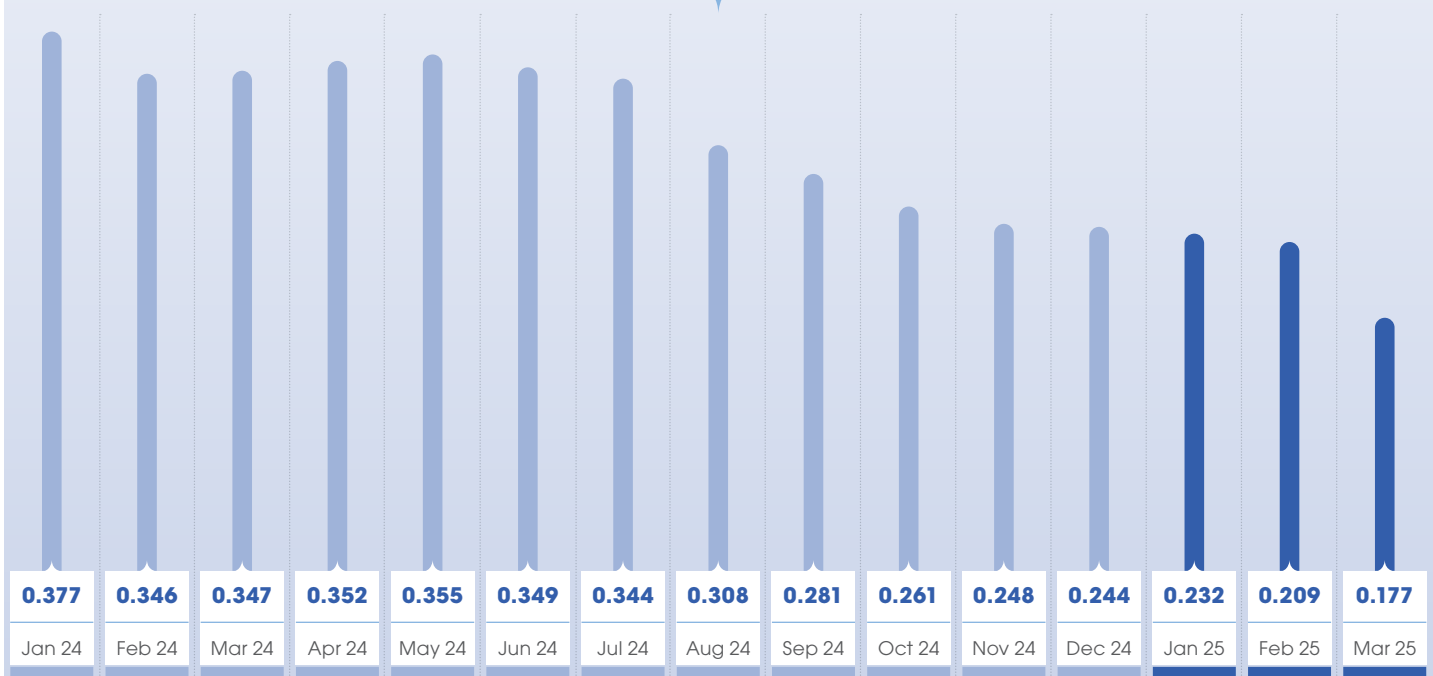
Stock Name: PUNCAK

Stock Code: 6807

## VOLUME OF SHARES TRADED ('000)



## MONTHLY AVERAGE CLOSING PRICE (RM)



## YEAR 2024

### 30 MAY

First Quarter Results Ended  
31 March 2024

### 26 AUGUST

Second Quarter Results  
Ended  
30 June 2024

### 25 NOVEMBER

Third Quarter Results Ended  
30 September 2024

## YEAR 2025

### 26 FEBRUARY

Fourth Quarter Results Ended  
31 December 2024

### 26 MARCH

Audited Financial  
Statements for the  
Financial Year Ended  
31 December 2024

### 30 APRIL

Published Annual Report  
2024

### 4 JUNE

Twenty-Eighth  
Annual General Meeting

# CORPORATE PROFILE



**“PUNCAK NIAGA HOLDINGS BERHAD (“PUNCAK NIAGA”) GROUP IS THE LEADING REGIONAL INTEGRATED WATER, WASTEWATER AND ENVIRONMENTAL SOLUTIONS PROVIDER WITH INVOLVEMENT IN ENVIRONMENTAL ENGINEERING AND CONSTRUCTION, CONCESSION AND FACILITIES MANAGEMENT SERVICES AND PLANTATION SECTORS.”**

## OUR COMPANY

Puncak Niaga Holdings Berhad (“Puncak Niaga”) Group is the leading regional integrated water, wastewater and environmental solutions provider with involvement in environmental engineering and construction, concession and facilities management services and plantation sectors. Puncak Niaga is an investment holding company whilst its subsidiaries are principally involved in the construction, water, wastewater, sewerage and environmental engineering sectors including undertaking research and development and technology development for the water, wastewater and environmental sectors, management and advisory services, facilities management services and plantation.

Established on 7 January 1997, Puncak Niaga was listed on the Main Board of Bursa Malaysia Securities Berhad (now known as the Main Market of Bursa Malaysia Securities Berhad) on 8 July 1997. As at the end of 31 December 2024, Puncak Niaga’s market capitalisation stood at RM107.83 million. It is the first water treatment and supply concession company to be listed on Bursa Malaysia Securities Berhad under the Infrastructure Project Company guidelines issued by Securities Commission and was reclassified to the Construction sector on 13 November 2015.

## OUR CORE BUSINESS AND CAPABILITIES

Our wholly-owned subsidiary, Puncak Niaga Construction Sdn Bhd’s (“PNCSB”) principal business activities are construction works, general contracts and its related activities. As the construction arm of Puncak Niaga, PNCSB had completed two water supply projects in October and December 2015, respectively, in Sarawak and a water supply project in April 2019, in Sabah. Currently, PNCSB manages two sewerage projects in Kuala Lumpur and Kuantan, one water treatment project, Bukit Chupak, Kelantan and one water pipes replacement project in Johor respectively for the Government of Malaysia.

Puncak Niaga Infrastructures & Projects Private Limited which was formed on 10

March 2011 in India to focus on potential markets in India was struck off from the Register of Companies of India and ceased to be a wholly-owned subsidiary of Puncak Niaga on 28 January 2022.

On 28 September 2011, Puncak Oil & Gas Sdn Bhd ("POG") completed the 100% equity acquisitions of two oil and gas entities, namely GOM Resources Sdn Bhd ("GOM Resources") and KGL Ltd ("KGL") with proven track records in undertaking oil and gas works for Petronas. The acquisitions enabled Puncak Niaga Group to diversify into the oil & gas sector and the Group subsequently exited the oil and gas industry in 2018. KGL was struck off from the Register of Companies of Labuan and ceased to be a wholly-owned subsidiary of POG on 20 January 2025.

Puncak Niaga Management Services Sdn Bhd ("PNMSSB") provides management and advisory services to Puncak Niaga Group whereas Murni Estate Sdn Bhd ("MESB") is Puncak Niaga's Plantation Division's holding company.

On 17 October 2016, MESB acquired a 60% subsidiary, namely, Danau Semesta Sdn Bhd ("Danau Semesta") to facilitate the Group's business expansion plans in the oil palm plantation sector. On 28 June 2017, MESB's equity interest in Danau Semesta increased to 90%. On 3 July 2017, Danau Semesta acquired a wholly-owned subsidiary, Danum Sinar Sdn Bhd with its principal activities in the oil palm cultivation with 42,438 hectares plantation land in Murum, Sarawak.

After being in the Selangor water services industry since 1994, on 15 October 2015, both PNSB Water Sdn Bhd (formerly known as Puncak Niaga (M) Sdn Bhd) ("PNSB") and Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS") were disposed to Pengurusan Air Selangor Sdn Bhd and ceased to be a wholly-owned subsidiary and jointly controlled entity of Puncak Niaga Group in line with the consolidation of the Selangor water services industry by the Federal Government and the State Government of Selangor.

On 31 May 2018, Puncak Niaga completed the acquisition of the entire issued share capital in TRlplc Berhad ("TRlplc") which is principally involved in the provision of project management services for construction projects, property development, property investment, property management and facilities management services. TRlplc, through its wholly-owned subsidiaries TRlplc Ventures Sdn Bhd and TRlplc Medical Sdn Bhd, are the holders of two concession agreements for Zone 1 Phase 2 ("Z1P2") and Zone 1 Phase 3 ("Z1P3") of Universiti Teknologi MARA ("UiTM") Puncak Alam Campus under the Private Finance Initiative in Malaysia.

**OUR PEOPLE**

Puncak Niaga Group is supported by a dedicated workforce of over 400 employees, including nearly 200 Management, professional, technical, and supervisory executives. Our team brings valuable expertise across a wide range of disciplines, such as engineering, plantation, accountancy, legal, management, administration, and business. This diverse blend of talent and experience plays a crucial role in driving the Group's ongoing success and positioning us for sustainable growth.

**OUR COMMITMENT TO CORPORATE CITIZENSHIP**

Puncak Niaga Group is committed to upholding the principles of good corporate governance and core values such as quality, value, service, innovation, integrity and trust in the conduct of our businesses which are integral to the Group's success over the years. We have received various repeat awards and accolades for good governance, annual reporting, occupational safety and health and environmental and social reporting.

**◆ OUR FUTURE PLANS**

As Puncak Niaga Group seeks to grow sustainable businesses and deliver value to its stakeholders, we will look into expanding our operations in areas related to our core businesses and core competencies in water and wastewater, sewerage, environmental engineering and construction, concession and facilities management services and plantation.



**Water and Wastewater**



**Sewerage**



**Environmental Engineering**



**Environmental Construction**



**Concession**



**Facilities Management Services**



**Plantation**

# CORPORATE INFORMATION

## ✦ BOARD OF DIRECTORS ✦

01

**YANG  
BERBAHAGIA TAN  
SRI ROZALI BIN  
ISMAL**

*Executive Chairman*

02

**ENCIK AZLAN  
SHAH BIN TAN SRI  
ROZALI**

*Managing Director*

03

**YANG  
BERBAHAGIA  
DATO' SRI ADENAN  
BIN AB. RAHMAN**

*Independent Non-  
Executive Director*

04

**YANG  
BERBAHAGIA PROF  
EMERITUS DATUK  
DR MARIMUTHU  
A/L NADASON**

*Independent Non-  
Executive Director*

05

**YANG  
BERBAHAGIA  
DATUK SR HAJI  
JOHARI BIN  
WAHAB**

*Independent Non-  
Executive Director*

06

**YANG MULIA  
TENGGU LORETA  
BINTI TENGGU  
DATO' SETIA RAMLI  
ALHAJ**

*Independent Non-  
Executive Director*

07

**TUAN HAJI NOOR  
FAIZ BIN HASSAN**

*Independent Non-  
Executive Director*

### Executive Director, Finance

Madam Lim Mun Lee

### Company Secretary

Puan Wan Razmah binti  
Wan Abd Rahman  
(MAICSA 7021383/SSM PC No:  
202008002111)

### Date and Place of Incorporation

7 January 1997, Malaysia

### Company Number

199701000591 (416087-U)

### Registered Office

10th Floor, Wisma Rozali  
No. 4, Persiaran Sukan, Seksyen 13  
40100 Shah Alam  
Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5512 0220

### Principal Office

Wisma Rozali  
No. 4, Persiaran Sukan, Seksyen 13  
40100 Shah Alam, Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5522 8598  
E-mail (general):  
info@puncakniaga.com.my  
E-mail (investors):  
investors@puncakniaga.com.my  
Website: www.puncakniaga.com.my

### Auditors

Grant Thornton Malaysia PLT  
(201906003682 & LLP0022494-LCA)  
Chartered Accountants (AF 0737)

### Tax Advisors

KPMG Tax Services Sdn Bhd

### Principal Bankers

- RHB Islamic Bank Berhad (200501003283 (680329-V))
- Affin Islamic Bank Berhad (200501027372 (709506-V))
- Malayan Banking Berhad (196001000142 (3813-K))
- United Overseas Bank (Malaysia) Berhad (199301017069 (271809-K))
- Hong Leong Bank Berhad (193401000023 (97141-X))
- Hong Leong Islamic Bank Berhad (200501009144 (686191-W))

### Main Solicitors

- Messrs Adnan Sundra & Low
- Messrs Belden
- Messrs CK Lim Law Chambers
- Messrs Rosli Dahlan Saravana Partnership

### Share Registrar

(place where all registers of securities are kept)

### Tricor Investor & Issuing House Services Sdn Bhd

(197101000970 (11324-H))  
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

### Stock Exchange Listing

#### Main Market

Bursa Malaysia Securities Berhad  
• Construction Sector

#### Shariah Compliant Security

Securities Commission Malaysia  
• Construction Sector

### Executive Committee

#### Chairman

- Yang Berbahagia Tan Sri Rozali bin Ismail

#### Members

- Encik Azlan Shah bin Tan Sri Rozali
- Tuan Syed Badli Shah bin Syed Mansoor
- Yang Berbahagia Prof Dato' Dr Mohd Zainul Fithri bin Othman
- Madam Lim Mun Lee
- Puan Faridatulzakiah binti Mohd Bakhry

### Audit Committee

#### Chairman

- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman

#### Members

- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/I Nadason
- Yang Berbahagia Datuk Sr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

### Remuneration Committee

#### Chairman

- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman

#### Members

- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/I Nadason
- Yang Berbahagia Datuk Sr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

### Nomination Committee

#### Chairman

- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/I Nadason

#### Members

- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman
- Yang Berbahagia Datuk Sr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

### Compliance, Internal Control and Risk Policy Committee

#### Chairman

- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman

#### Members

- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/I Nadason
- Yang Berbahagia Datuk Sr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

## CORPORATE INFORMATION

### ◆ SUBSIDIARY OFFICES ◆

#### MALAYSIA



##### Puncak Niaga Management Services Sdn Bhd's Office

Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13  
40100 Shah Alam  
Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5522 8598

##### TRIpIc Berhad and Group's Office

2nd Floor, Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13  
40100 Shah Alam  
Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5522 8598

##### Puncak Niaga Construction Sdn Bhd's Office

5th Floor, Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13  
40100 Shah Alam  
Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5510 1340

##### Murni Estate Sdn Bhd's Office

4th Floor, Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13  
40100 Shah Alam  
Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5522 8598

##### Danum Sinar Sdn Bhd's Office

Shoplot 237, Lot 8388, Ground Floor  
Bintulu Central, Phase 2  
97000 Bintulu  
Sarawak  
Tel : +086-351 416/415  
Fax : +086-351 418

##### Puncak Communication Sdn Bhd's Office

2nd Floor, Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13  
40100 Shah Alam  
Selangor Darul Ehsan  
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Fax : +603-5522 8598

##### Puncak Oil & Gas Sdn Bhd's Office

2nd Floor, Wisma Rozali  
No. 4, Persiaran Sukan  
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40100 Shah Alam  
Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5522 8598

##### GOM Resources Sdn Bhd's Office

2nd Floor, Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13  
40100 Shah Alam  
Selangor Darul Ehsan  
Tel : +603-5522 8589  
Fax : +603-5522 8598

#### SINGAPORE



##### Sino Water Pte Ltd's Office

c/o 9 Raffles Place, #2.6-01  
Republic Plaza,  
Singapore 048619  
Tel : +65 6236 3333  
Fax : +65 6236 4399

# ORGANISATION STRUCTURE



**PUNCAK NIAGA HOLDINGS BERHAD**  
(199701000591 (416087-U))

## BOARD OF DIRECTORS

- Audit Committee
- Remuneration Committee
- Nomination Committee
- Compliance, Internal Control And Risk Policy Committee
- Executive Committee

## EXECUTIVE CHAIRMAN

YBhg Tan Sri Rozali bin Ismail

## MANAGING DIRECTOR

Encik Azlan Shah bin Tan Sri Rozali

- ESG Sustainability Committee

- Internal Audit
- Corporate Services
- Legal
- Integrity
- Property Management

### FINANCE DIVISION

**Executive Director**  
Madam Lim Mun Lee

### OPERATIONS DIVISION

**Executive Director**  
Tuan Syed Badli Shah bin Syed Mansoor

### HUMAN RESOURCES & ADMINISTRATION DIVISION

**Executive Director**  
Puan Faridatulzakiah binti Mohd Bakhy

# CORPORATE STRUCTURE



**PUNCAK NIAGA HOLDINGS BERHAD**  
[199701000591 (416087-U)]

## INVESTMENT HOLDING

100%

### PUNCAK NIAGA MANAGEMENT SERVICES SDN BHD

provision of management, advisory and consultancy services

100%

### PUNCAK NIAGA CONSTRUCTION SDN BHD

construction work, general contracts and related activities

100%

### PUNCAK COMMUNICATION SDN BHD

mobile dealer, telecommunication and other related services

100%

### IDEAL WATER RESOURCES SDN BHD

to raise funds and/or to issue Debenture/ Islamic Securities for and in connection with Puncak Niaga and Puncak Niaga's subsidiaries

51%

### BLUEVIBE SDN BHD

dormant

100%

### TRIPLC BERHAD

investment holding and engaged in property construction and related activities

100%

### MURNI ESTATE SDN BHD

investment holding and oil palm plantation business

100%

### PUNCAK SERI (M) SDN BHD

dormant

100%

### PUNCAK OIL & GAS SDN BHD

investment holding and provision of services for offshore logistics and marine management

98.65%

### SINO WATER PTE LTD

ceased operations

60%

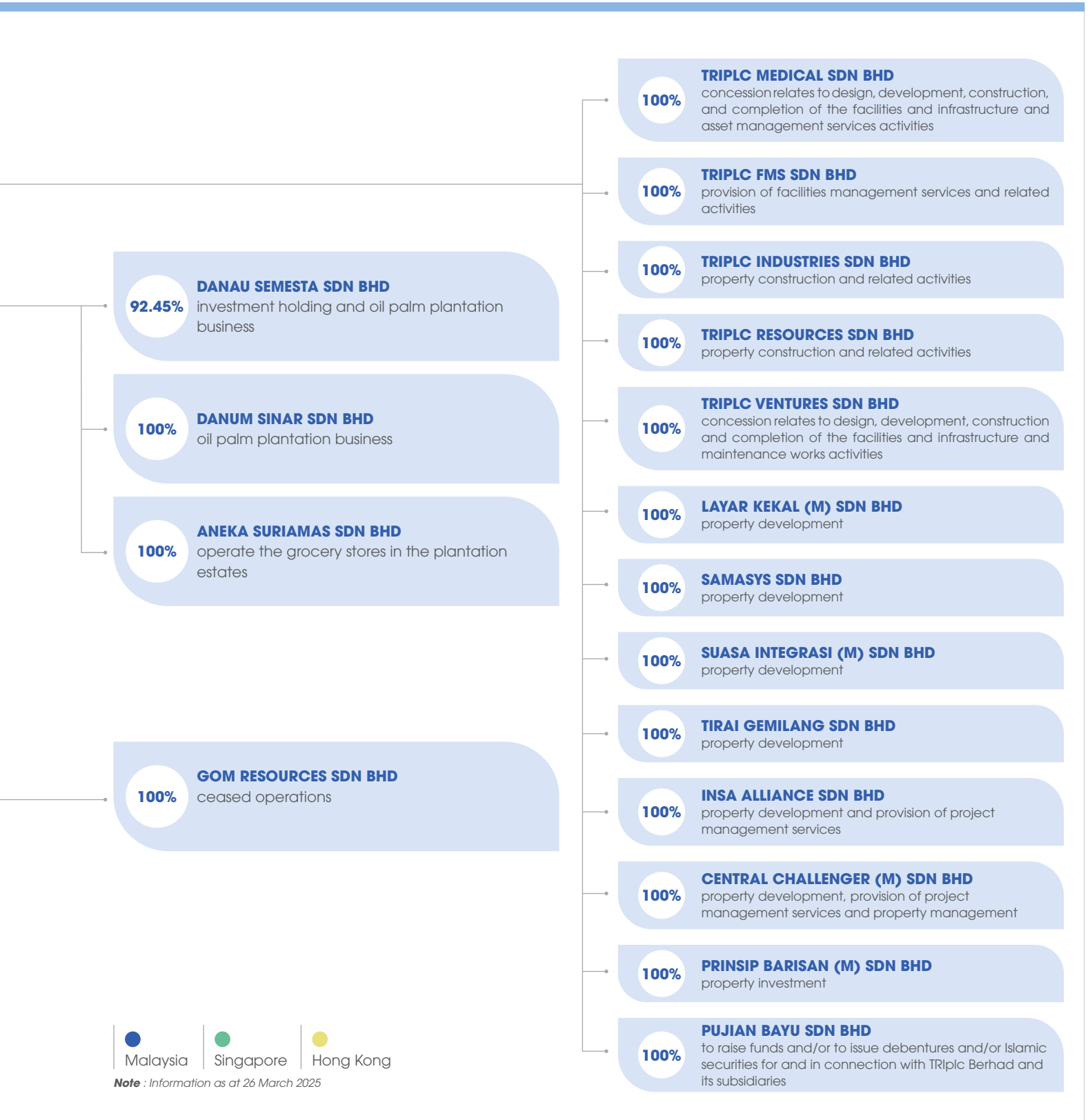
### ASPEN STREAMS SDN BHD

dormant

50%

### JADEKIND LIMITED

ceased operations



● Malaysia   
 ● Singapore   
 ● Hong Kong

**Note** : Information as at 26 March 2025

# CHAIRMAN'S LETTER TO SHAREHOLDERS

**TO OUR ESTEEMED SHAREHOLDERS,**

**ON BEHALF OF THE BOARD  
OF PUNCAK NIAGA HOLDINGS  
BERHAD (“PUNCAK NIAGA” OR  
“THE GROUP”), I WOULD LIKE TO  
PRESENT THE ANNUAL REPORT  
AND AUDITED FINANCIAL  
STATEMENTS FOR THE FINANCIAL  
YEAR ENDED 31 DECEMBER 2024  
 (“FY2024”).**

**TAN SRI ROZALI BIN ISMAIL**

Executive Chairman  
Puncak Niaga Group

## OVERVIEW OF ECONOMIC LANDSCAPE

The year 2024 proved to be a challenging year, with the ongoing geopolitical upheaval due to the Ukraine-Russia war and tensions in the Middle East. These conflicts raised concerns about further disruption to the global supply chains and escalating prices of commodities and rising interest rates.

These factors impacted heavily on Malaysia's economy, bearing down with increased cost of raw materials for construction, increasing inflation, unemployment and declining incomes, all of which contributed to reduced consumers' purchasing power.

Nonetheless, emerging from the pandemic era, the continued recovery in economic activity and labour market conditions supported growth, resulting in Malaysia's economy normalising to register a 5.1% growth in 2024.

This is supported by Bank Negara Malaysia's ("BNM") decision to maintain the Overnight Policy Rate ("OPR") at 3%, unchanged since its last increase in May 2023. This is in line with BNM's efforts to ensure the monetary policy stance remains conducive to sustainable economic growth amid price stability.



**FINANCIAL PERFORMANCE REVIEW**



Puncak Niaga leverages its established and proven business model to set the stage for stronger operational growth. This augurs well, as in the face of the many challenging business hurdles encountered in FY2024, the Group's business agility has gained ground in driving towards a progressive path ahead.

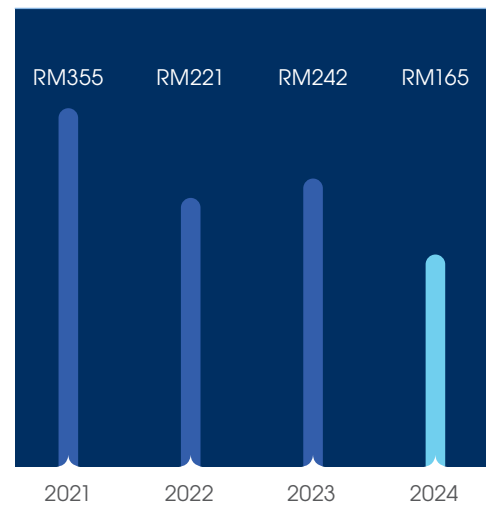
In FY2024, the Group registered total revenue of RM164.90 million, representing a 31.80% decrease compared to RM241.78 million in FY2023. This is attributable to lower revenue contributions from the Environmental Engineering Construction and Concession and Facilities Management segments.

The Group reported a Loss Before Tax ("LBT") of RM131.97 million for FY2024 as compared to a Profit Before Tax ("PBT") of RM9.25 million in the preceding financial year. The LBT for the financial year under review was mainly due to the recognition of loss on disposal of a sub-subsidiary of Puncak Niaga, coupled with higher other income attributable to fair value gain on investment properties and discontinuation of legal suits in the preceding financial year.

In FY2024, the Environmental Engineering and Construction segment registered revenue of RM6.09 million as compared to RM58.42 million in FY2023. This represents a negative variance of RM52.33 million and is mainly due to the reversal of revenue over-recognised previously for the Kuantan Project and Johor Project.

In the financial year under review, the Plantation segment reported a slightly higher revenue of RM28.11 million and lower LBT of RM40.16 million as compared to revenue of RM26.52 million and LBT of RM52.08 million in FY2023. This was mainly due to higher sales of Fresh Fruit Bunches ("FFB") driven by higher average Crude Palm Oil ("CPO") prices and lower operating expenses.

**REVENUE PERFORMANCE (RM'million)**



Malaysia's operating environment in FY2024 presented a mixed landscape for both environmental engineering and construction, as well as the plantation segments. Government initiatives aimed at infrastructure development and sustainability provide significant opportunities, while challenges such as market volatility, labour shortages, and regulatory pressures require strategic navigation by businesses.

## CHAIRMAN'S LETTER TO SHAREHOLDERS

In FY2024, revenue contribution from the Concession and Facilities Management segment recorded RM129.09 million compared to RM154.26 million in FY2023. In the financial year under review, PBT for this business segment registered RM26.76 million, compared to RM33.35 million in FY2023. Lower revenue and PBT for the current financial year was mainly due to lower contribution from the supply of additional medical equipment for Hospital Al-Sultan Abdullah UiTM.

### DRIVING STAKEHOLDER VALUE

At Puncak Niaga, value creation is more than a business strategy – it is a fundamental approach that shapes our direction and defines our business purpose.

Various strategic plans were implemented in FY2024, reinforcing the Group's position as a leader in integrated water, wastewater, and environmental solutions. By focusing on climate strategy implementation, enhancing environmental management systems, promoting sustainable construction practices, engaging stakeholders effectively, and supporting sustainable palm oil initiatives, the Group is well-positioned to create value while contributing positively to environmental sustainability and social responsibility.

On 20 November 2024, the Company acquired 51% equity interest in Bluevibe Sdn Bhd ("Bluevibe") via the Shares Subscription, enabling the Group to explore new business opportunities.

Puncak Niaga Construction Sdn Bhd's ("PNC SB") engagement as the Principal Sub-Contractor for the construction of a water treatment plant at Bukit Chupak and the upgrading of the distribution system in Gua Musang ("Kelantan Project"), brings a total contract value of RM47.21 million. However, due to delays in obtaining the required permits from Jabatan Kerja Raya ("JKR") for pipe laying works, EOT No. 3 has been granted, revising the project's completion date of 31 August 2025.

The Plantation segment registered a stronger performance, driven by better quality of FFB and higher oil extraction rate, despite the lower FFB production. Complementing this is the surge of the average price of CPO by 9.7% to RM4,179.50 per tonne in 2024, compared to RM3,809.50 per tonne in 2023.

The Concession and Facilities Management segment continues its ongoing operations supplying additional medical equipment for Hospital Al-Sultan Abdullah UiTM. This 3-year contract is expected to be completed by 31 July 2027. Alongside, the Group also secured a separate RM9.3 million contract for the supply of medical equipment to the same healthcare institution. This second contract, also spanning 3 years, is expected to conclude by 21 November 2027.

On 3 October 2024, the tenure of the First Tranche Sukuk Murabahah issued by Ideal Water Resources Sdn Bhd ("IWR"), the Group's wholly-owned subsidiary, was extended by one year from its original maturity date on 9 October 2024. On 9 October 2024, IWR undertook an early redemption of RM19.9 million in nominal value, leaving the outstanding amount for the First Tranche Sukuk Murabahah at RM14.1 million.

### SUSTAINABILITY AS OUR CORNERSTONE

In this fast-paced business environment, the Group remains steadfast in integrating sustainability into the core of our operations. This commitment is driven stringently by our Sustainability Governance Framework, which forms the foundation of our strategic sustainability goals.

With stringent oversight by the Board of Directors and Key Senior Management, we transform our sustainability aspirations into tangible actions, infused into the DNA of our operations. Aligning with global frameworks and standards, our reporting and disclosures hence ensure transparency, integrity, and adherence to international best practices.

To reaffirm our commitment to the environment, we have established a robust sustainability reporting system, designed to monitor and manage the environmental impacts of our plantation activities. This system ensures strict compliance with environmental regulations while addressing critical areas such as waste management, soil erosion, water pollution, and air quality. Furthermore, we are dedicated to transparently disclosing our carbon emissions and actively promoting energy conservation initiatives, underscoring our unwavering focus on reducing our environmental footprint and fostering sustainable practices.

### STRENGTHENING GOVERNANCE

Our governance framework is firmly aligned with global standards, driven by our deep-seated commitment to the environment, to enhance value creation and bring to life our social responsibility.

The Group has strengthened its internal governance processes in FY2024, focusing namely on governance enhancement, transparency, accountability, commitment to sustainability, training, and technological integration.

Such efforts not only reinforce our position as a leader in environmental engineering and palm oil but also create a solid foundation for long-term value creation while addressing global sustainability challenges effectively.

In this aspect, the Group has emphasised the importance of conducting periodic Internal Audits to ensure compliance with statutory requirements as well as to verify that company policies and procedures are firmly adhered to throughout the length and breadth of the organisation.



## CHAIRMAN'S LETTER TO SHAREHOLDERS

In 2024, we successfully retained our certification for the Integrated Management System ("IMS"), attesting to our stringent and comprehensive processes in place. To retain this certification, we implemented three mandatory certification standards, namely, ISO 9001 (for quality), ISO 45001 (safety) and ISO 14001 (environment). In addition we also successfully obtained certification for Quality Management System Medical Devices ISO 13485:2016.

Under the Plantation Division, we have successfully attained the Malaysian Sustainable Palm Oil ("MSPO") Certification MS 2530-3:2013 for 5 years. This achievement underscores our commitment to industry best practices and sustainability standards, reinforcing our role as a responsible participant in the palm oil industry. As global demand for sustainably and ethically produced palm oil continues to rise, this certification strengthens our ability to meet the expectations of stakeholders, customers, and regulatory bodies.

### OUR WORKFORCE, THE HEARTBEAT OF OUR OPERATIONS

Cognisant that a high performing workforce is responsible for the long-term sustainability of our operations, we look to supporting initiatives for capacity building, alongside employee safety and engagement.

Our talent development programmes are customised to meet the individual training needs of our employees. In FY2024, demonstrating the Group's strong commitment, we utilised RM224,643 from the Human Resource Development Corporation ("HRD Corp") fund's for capacity building programmes in order to develop high performance behaviours. This resource has enabled 340 employees the opportunity to sharpen their skills and hence, increase their personal career prospects at the same time.

Our commitment to safety continues to be driven firmly throughout the organisation. In FY2024, we maintained a record of zero fatalities at our Kuantan project site, achieving 1,643,290 man-hours without any Lost Time Incidents (LTI). This is an improvement over LTI-free man-hours of 1,306,720 recorded in FY2023.

As a testimony to our unwavering commitment to health and safety, we are proud to note that Puncak Niaga's sub-subsidiary TRIpIc FMS Sdn Bhd, has been awarded the Gold (Class 1) and TRIpIc Medical Sdn Bhd the Silver Award for 2024.

As part of our commitment under the Plantation Division to recognise the dedication of our workforce, Danum Sinar Sdn Bhd hosted a special event to honour the contributions of both the Penan community workers and company employees, particularly those who participated in the 2024 Penan Workers Training Programme. Danum Sinar Sdn Bhd took the opportunity there to reaffirm its firm commitment to providing continuous training and development for its workforce.

To ensure a conducive working environment, the Group continuously upholds the health and wellbeing of our staff, providing flexi-working hours, education loans and paid professional subscriptions.

Mindful of our obligation to both our employees as well as the local community in which we operate, various corporate social responsibility initiatives are organised, such as Surau Ibnu Sina UiTM Puncak Alam sumbangan 2 unit televisyen. On the adage that a "A healthy body, a healthy mind", the Azlan Shah Tan Sri Rozali 2024 Cup, an indoor games tournament, was held to promote health through sports.



## CHAIRMAN'S LETTER TO SHAREHOLDERS



The Company acquired **51% equity interest** in Bluevibe Sdn Bhd ("Bluevibe") via the Shares Subscription, enabling the Group to explore new business opportunities.



To reaffirm our commitment to the environment, we have established a robust sustainability reporting system, designed to **monitor and manage the environmental impacts of our plantation activities**.



The Group has **strengthened its internal governance processes** in FY2024, focusing namely on governance enhancement, transparency, accountability, commitment to sustainability, training, and technological integration.



We have **invested RM224,642.90** in FY2024 into such capacity building programmes in order to develop high performance behaviours.

### PROSPECTS MOVING AHEAD

Going into 2025, inflation is expected to remain manageable, amid the easing global cost conditions and the absence of excessive domestic demand pressures. Global commodity prices are expected to continue to trend lower, contributing to moderate cost conditions in the near term. In this environment, the overall impact of the recently announced domestic policy reforms on inflation is expected to be contained. Upside risk to inflation would be dependent on the extent of spillover effects of domestic policy measures, as well as global commodity prices and financial market developments.

Economic activity in Malaysia is expected to be sustained in 2025, driven by resilient domestic expenditure. Employment and wage growth, as well as policy measures, including the upward revision of the minimum wage and civil servant salaries, will support household spending.

The robust expansion in investment activity will be sustained by the progress of multi-year projects in both the private and public sectors, the continued high realisation of approved investments, as well as the ongoing implementation of catalytic initiatives under the national master plans. These investments, supported by higher capital imports, will raise exports and expand the productive capacity of the economy.

Exports are expected to be supported by the global tech upcycle, continued growth in non-electrical and electronics goods and higher tourist spending. The growth outlook is subject to downside risks from an economic slowdown in major trading partners amid heightened risk of trade and investment restrictions, and lower-than-expected commodity production.

Ringgit performance continues to be primarily driven by external factors. The narrowing interest rate differentials between Malaysia and the advanced economies is positive for the ringgit. While financial markets could experience bouts of volatility due to global policy uncertainties, Malaysia's favourable economic prospects and domestic structural reforms, complemented by ongoing initiatives to encourage investment flows, will continue to provide enduring support to the ringgit.

The Council of Palm Oil Producing Countries (CPOPC) forecasts palm oil prices could range between RM4,000 and RM5,000 per tonne in 2025, driven by stagnating production in key markets, particularly Indonesia and Malaysia. As global demand for palm oil increases, stagnant production is expected to create supply shortages, ultimately pushing prices higher.

Despite the unpredictable geopolitics, fluctuating economy, environmental changes and evolving market trends, the Group remains confident on our proven business model, resilient workforce and established processes will withstand the challenging headwinds of the future.

Overall, the outlook for contract work in FY2025 and beyond for integrated water, wastewater, and environmental solutions providers is favourable. By capitalising on government investments, responding to the growing demand for sustainable practices, leveraging technological advancements, addressing workforce challenges, and maintaining resilience against economic fluctuations, we can position ourselves strategically for growth in the coming years. The focus on sustainability in both the environmental engineering sector and the palm oil industry will drive innovation and



## CHAIRMAN'S LETTER TO SHAREHOLDERS



create new opportunities for value creation. Moving forward, besides the financial performance drivers, the Group will continue to explore further ESG initiatives to accelerate our growth towards the realisation of our corporate goals and to continue creating value for our stakeholders.

### ACKNOWLEDGEMENTS

On behalf of the Board, I take this opportunity to express our heartfelt appreciation to our capable Senior Management and dedicated employees for their continued diligence in enabling us to move progressively forward and upward.

To our steadfast shareholders, loyal customers, supportive bankers, engaging government ministries and regulatory agencies as well as our reliable suppliers and business partners, you have our appreciation for your supportive partnership.

To my esteemed Board members, I wish to convey my utmost gratitude for your keen business acumen and collaborative engagement in yet another successful and meaningful financial year for our Group.

At this juncture, I would like to warmly express our gratitude to YBhg Tan Sri Dr Madinah binti Mohamad, Independent Non-Executive Director whose contract tenure expired on 30 November 2024. She had contributed much during her tenure on the Board and served well on a number of committees. We offer our heartfelt thanks and best wishes on her subsequent undertaking.



*The Group will continue to explore further ESG initiatives to accelerate our growth towards the realisation of our corporate goals and to **continue creating value for our stakeholders.***

Moving forward, we will continue to strive for stronger performance in the coming financial year and deliver greater shareholder value, keeping in mind our commitment of growing sustainable businesses for our future generation.

### TAN SRI ROZALI BIN ISMAIL

Executive Chairman  
Puncak Niaga Group

# MANAGEMENT DISCUSSION & ANALYSIS

**PUNCAK NIAGA HOLDINGS BERHAD (“PUNCAK NIAGA” OR “THE GROUP”) IS A LEADING REGIONAL INTEGRATED WATER, WASTEWATER AND ENVIRONMENTAL SOLUTIONS PROVIDER WITH INVOLVEMENT IN CONCESSION FACILITIES MANAGEMENT SERVICES, PLANTATION AND PROPERTY DEVELOPMENT SECTORS.**

Established in 1997, Puncak Niaga is committed to innovation, sustainability and excellence and continues to contribute significantly to Malaysia’s economic growth and environmental well-being in its three core business segments, namely, Environmental Engineering and Construction, Plantation and Concession and Facilities Management.

The Group is committed to upholding the principles of good corporate governance and core values such as quality, value, service, innovation, integrity and trust in the conduct of our business which are integral to the Group’s success over the years.



**ENVIRONMENTAL  
ENGINEERING AND  
CONSTRUCTION**

Cementing  
Our Prowess



## MANAGEMENT DISCUSSION & ANALYSIS

### ENVIRONMENTAL ENGINEERING AND CONSTRUCTION

#### KELANTAN PROJECT (Bukit Chupak)

• 71%

Construction of a water treatment plant and upgrading of water distribution system in Gua Musang, Kelantan is currently ongoing. With a contracted value of RM47.21 million, this project aims to overcome water shortage at Gua Musang old town, Kampung Sg. Terah and the residential area along Jalan Gua Musang-Jelawang. With water demand estimated to increase by 2% per year, this project is envisaged to cater to the needs of the community up to 2027, serving to improve water pressure and reduce water interruption in Kampung Nerus area.

The scope of work involved is extensive, ranging from constructing a raw water intake station and TNB substations, to building a sedimentation tank and filtration plant for the treatment of water. This is in addition to building an administration building and a new access road to the project site.

Originally set for completion by 28 May 2024, the project has been delayed on account of securing the required permits for pipe laying works. In October 2024, EoT No. 3 was granted for a new completion date of 31 August 2025.

As at 31 December 2024, the project has reached a completion rate of 71%. To address site constraints and work to close off this gap in timelines, Puncak Niaga is following up closely with the relevant stakeholders to structure and integrate construction activities into the Master Work Programme.



#### KELANTAN PROJECT (Bukit Chupak)



**As at 31 December 2024, the project has reached a completion rate of 71%.**



**KUANTAN PROJECT (Bandar Kuantan)** **98.24%**

This project was to build a Centralised Sewage Treatment Plant (“CSTP”), equipped with green technology and connected by a 68 km pipeline network spanning 173 sq km catchment area. Located at Bandar Kuantan and Kempadang in Pahang, the project was designed to support a population of 400,000. This project, earmarked under the 11<sup>th</sup> Malaysia Plan, aimed to enhance sewerage service coverage, reduce pollution sources, and produce high-quality effluent, leading to improved river water quality and ultimately, a cleaner, healthier environment.

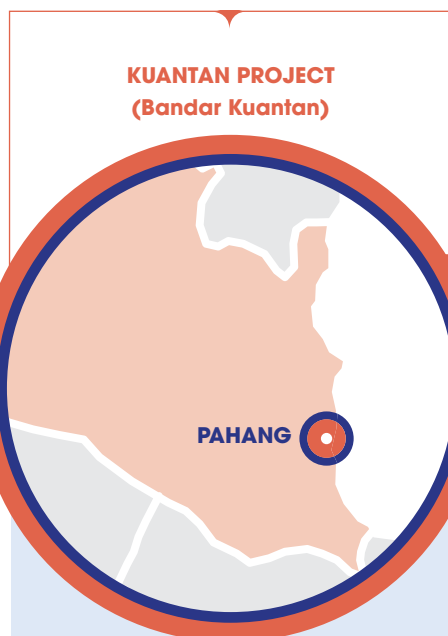


Puncak Niaga’s scope of this mega project, valued at RM463 million, was to build the CSTP and its pipeline, and further to this, to rationalise and decommission 165 existing multipoint sewage treatment plants (STPs) in the area. This included desludging, dismantling equipment, and ensuring the sites deemed safe for public use. In addition to this, Puncak Niaga was engaged to construct 8 new pumping stations (NPS) and routing the main pumping station to support the overall project.

The injunction order was delivered in March 2023 by the Kuantan High Court, for works where the CSTP is located, mandating a suspension of all work there. This injunction was subsequently successfully lifted on 24 June 2024, necessitating efforts to explore construction of an alternative pumping station.

The Sewage Conveyance System (SCS), also known as the pipe network, is scheduled for completion by 26 June 2025. Following this completion, the project will transition to the next phase, which involves the decommissioning of 165 sewage treatment plants located at this site. The extended completion period for the SCS is set to end on 26 June 2025, coinciding with the completion of the fourth extension of time (EOT No. 4). This timeline aims to ensure a smooth transition to the decommissioning phase while maintaining operational efficiency.

In FY2024, the project achieved 98.24% completion compared to 96.18% in FY2023. An overview of progress for each major scope of works is as below:



Scope of work	Progress completion (%)
Centralised Sewage Treatment Plant (CSTP)	95.70
Sewage Conveyance System (SCS) or Pipe Network	99.63
Network Pumping Station (NPS)	97.16

**In FY2024, the project achieved 98.24% completion compared to 96.18% in FY2023.**

## MANAGEMENT DISCUSSION & ANALYSIS

### ENVIRONMENTAL ENGINEERING AND CONSTRUCTION

#### BUNUS SEWERAGE PROJECT (PAKEJ D44) (Kuala Lumpur)

92.54%

Work on the Pakej D44, covering specific locations in Kuala Lumpur, primarily Gombak, Setapak, Air Panas, Taman Melawati, Ampang, and Lembah Keramat, had commenced 25 February 2014 and was expected to be completed by 24 February 2018.

The Project, with contract value of RM394 million, was to streamline and decommission 78 existing sewage treatment plants (STPs) across an area spanning approximately 72 square kilometres (km<sup>2</sup>). Puncak Niaga was commissioned to replace the outdated STPs by building a network of around 54 km of interconnected sewerage pipelines, connected to the centralised Bunus STP. This initiative would ultimately result in more effective wastewater management, reduced operational and maintenance expenses, and a decrease in water pollution sources.

As at 31 December 2024, overall progress was charted at 92.54%, with a total of 51.52 km or 92.88% of the total length being completed.



#### BUNUS PROJECT (Kuala Lumpur)

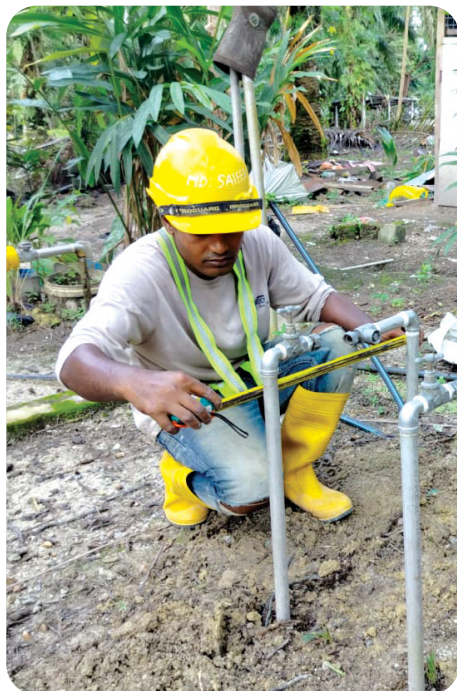


**The overall progress was charted at 92.54%, with a total of 51.52 km or 92.88% of the total length being completed.**



**JOHOR PROJECT**

**17.29%**



In March 2023, Puncak Niaga was awarded a RM82.86 million subcontract for the Johor Water Pipe Replacement Project (“Johor Project”) to essentially reduce the Non-Revenue Water (“NRW”) by replacing aging Asbestos Cement (“AC”) main pipes and communication pipes.

Based across Johor Bahru, Kulai, Pontian, Kota Tinggi, and Mersing, it involves replacing 94.5 km of AC pipes and 40,672 connections within 41 district metred areas (DMAs). The project is organised into six sub-packages, each focusing on specific aspects of the pipe replacement process, as featured below:

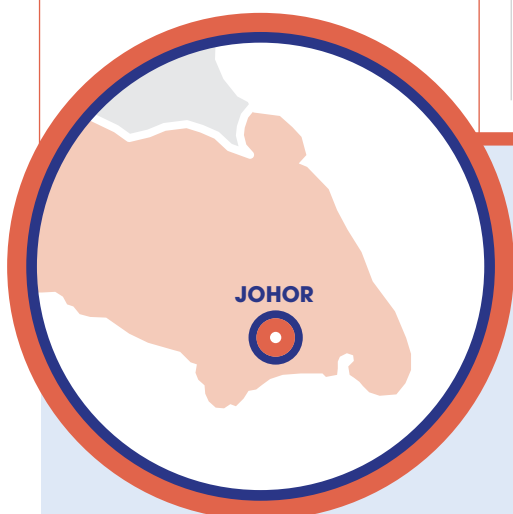
- |   |   |
|---|---|
| <b>1</b> <b>JB7 Johor Bahru:</b> Communication pipe replacement 9,698 nos       | <b>4</b> <b>PTN10 Pontian:</b> Mains 14,291 metres and communication pipes 5,954 nos                  |
| <b>2</b> <b>K8 Kulai:</b> Mains 16,584 metres and communication pipes 7,056 nos | <b>5</b> <b>PTN11 Pontian:</b> Mains 38,340 metres and communication pipes 3,825 nos                  |
| <b>3</b> <b>K9 Kulai:</b> Communication pipes replacement 93,90 nos             | <b>6</b> <b>KM18 Kota Tinggi &amp; Mersing:</b> Mains 25,320 metres and communication pipes 4,749 nos |

The initial phase of this project was delayed due to issues obtaining the necessary work permits from local authorities. Work resumed subsequently and an EOT was granted up to 14 December 2024.

However, unfavourable increase in bank security deposit required Puncak Niaga to reconsider and ultimately, terminate this contract on 8 April 2024.

At the time of termination, Puncak Niaga achieved a completion rate of 17.29%, having successfully replaced 39.22 km of water pipe, expanding its service coverage up to 45.2% of physical pipe works.

**JOHOR PROJECT**



**At the time of termination, Puncak Niaga achieved a completion rate of 17.29%, having successfully replaced 39.22 km of water pipe, expanding its service coverage up to 45.2% of physical pipe works.**

**MANAGEMENT DISCUSSION  
& ANALYSIS**



**PLANTATION**

Growing With  
Prominence



## MANAGEMENT DISCUSSION & ANALYSIS

### PLANTATION

The increase in revenue was mainly attributable to higher sales of fresh fruit bunches (“FFB”) driven by higher average crude palm oil (“CPO”) prices, despite lower FFB production. The improvement in the LBT was mainly due to lower operating expenses.

The average CPO price surged by 9.7% to RM4,179.50 per tonne in 2024, from RM3,809.50 per tonne in 2023. This significantly increased Malaysia’s total oil palm products export revenue by 15.1% to RM109.3 billion in 2024, from RM94.9 billion in 2023.

#### Commitment to Sustainable Cultivation

Integrating the principles of the MSPO certification into our operational ethos has been instrumental in upholding our certification, obtained in 2019. Our ongoing dedication to sustainable practices is reflected in the implementation of policies aligned with MSPO standards, including:



#### Zero-Burning Policy

Ensuring land clearing is conducted without open burning to minimise environmental impact;



#### Wildlife Protection

Strict enforcement of a no-hunting policy to safeguard biodiversity;



#### Sustainable Ground Cover

Cultivation of *Mucuna bracteata* to enhance soil fertility through nitrogen fixation, suppress weed growth, prevent soil erosion, and reduce reliance on chemical inputs; and



#### Independent Monitoring

Collaboration with external consultants to oversee critical areas ranging from flora and fauna conservation to pollution control and worker health and safety.

These measures underscore our commitment to environmental stewardship, operational excellence, and sustainable palm oil production.

#### Danum Sinar Sdn Bhd’s Estate in Bintulu, Sarawak

INDICATORS	FY2022	FY2023	FY2024
Total FFB Production (MT)	46,419	42,997	37,974
FFB Average Yield (MT/Ha)	4.74	4.34	5.25
Average Oil Extraction Rate (%)	17.0%	17.0%	18.5%
Mature Area (Ha)	9,794	9,901	10,250
Immature Area (Ha)	2,247	2,186	1,829
Total Developed Area (Ha)	12,041	12,087	12,079
Unplanted Portion (Ha)	30,906	30,390	30,391
Total Area (Ha)	42,950	42,477	42,438

Note: The contribution from the Group’s Estate in Puncak Alam, Selangor is insignificant to the Group’s revenue.



**MANAGEMENT DISCUSSION  
& ANALYSIS**

**CONCESSION AND  
FACILITIES MANAGEMENT**

Contributing  
to Health and  
Education



## MANAGEMENT DISCUSSION & ANALYSIS

### CONCESSION AND FACILITIES MANAGEMENT

#### Z1P3 CONCESSION

Zone 1 Phase 3 (“Z1P3”), the second concession agreement is managed by TRIpIc Medical Sdn Bhd (“TMSB”). Awarded in February 2016, the 25-year agreement includes the construction of the Z1P3 Teaching Hospital Project at Hospital Al-Sultan Abdullah (“HASA”) UiTM, Puncak Alam, Selangor.

Following UiTM’s issuance of the certificate of acceptance on 1 February 2021, TMSB entered the Asset Management Services phase of the concession which is scheduled to conclude in January 2043.

In FY2024, TMSB have successfully secured a contract to supply and install 73 Medical Equipment for a period of 36 months amounting to RM11,999,000.00. This is an addition to the earlier contract successfully delivered by TMSB on supplying of 6,717 equipment amounting to RM51,374,040.39 from year 2022 till year 2023.

In the face of escalating operating costs, the Group has achieved significant inroads in managing this by optimising resources and improving supply chain management, as well as negotiating with vendors for better pricing.

Patient bed utilisation rate for FY2024 is 47.80%, an increase over 35% in FY2023, indicating the growing acceptance of this healthcare institution as a centre of care for the local community and its surrounding population.

To ensure strong capabilities of its hospital staff, TMSB provides a Competency Enhancement Programme in which staff are selected to attend specialised courses aligned with the nature of their jobs. In FY2024, TMSB participated in a Scheduled Waste Management course organised by Department of Environment.

TMSB provides asset management services across seven key departments at HASA, namely, Facilities Management Services, Facilities Engineering Management Services, Biomedical Maintenance Services, Information and Communications Technology, Cleansing Services, Healthcare Waste Management Services and Linen and Laundry Services.

In FY2024, the Z1P3 concession achieved a KPI score of 98.05%, registering an improvement over the KPI of 97.95% recorded in FY2023, itself an indication of its reliable and trusted service levels.

#### Performance scorecard across the various Departments

##### Facilities Management Services (“FMS”)

##### 2024 KPI Performance

# 99.73%

2023: 99.33%

##### Responsibility:

Management and coordination of hospital support, including manpower management, resource centre, helpdesk, training, audits and assessments, among many other responsibilities.

##### Services:

- Management and Planning
- Human Resource
- Policies and Procedure
- Management of Facilities, Tools and Equipment
- Quality and Improvement Activity
- Safety, Health and Environment (SHE)
- Technical Support
- Special Requirement

##### Facilities Engineering Management Services (“FEMS”)

##### 2024 KPI Performance

# 97.96%

2023: 99.46%

##### Responsibility:

Building engineering service and maintenance, including technical consultancy advisory services.

##### Services:

- Breakdown, Corrective and Planned Preventive Maintenance
- Energy Management
- Condition Based and Reliability Centred Maintenance
- Equipment Calibration
- Legislation and Statutory Requirement Compliance
- Equipment Safety Testing (in accordance with Medical Device Act)
- Equipment Failure Analysis & Incident Investigation
- Asset Inventory and Management Programmes
- Technical Advisory
- Spare Parts Planning and Procurement Support
- Equipment Risk Analysis
- Warranty Management
- User Training
- Asset Management Programme
- Indoor Air Quality



<p><b>Biomedical Engineering Maintenance Services (“BEMS”)</b></p> <p><b>2024 KPI Performance</b>  <b>99.46%</b>  <b>2023: 99.42%</b></p>	<p><b>Responsibility:</b>          Medical and non-medical equipment service and maintenance.</p>	<p><b>Services:</b></p> <ul style="list-style-type: none"> <li>• Breakdown, Corrective and Planned Preventive Maintenance</li> <li>• Equipment calibration</li> <li>• Equipment Safety &amp; Performance Testing</li> <li>• Equipment Failure Analysis &amp; Incident Investigation</li> <li>• Asset Inventory</li> <li>• Technical Advisory</li> <li>• Hazardous and Contaminated Device Handling</li> <li>• Spare Parts Planning and Procurement Support</li> <li>• Equipment Risk Analysis</li> <li>• Warranty Management</li> <li>• Asset Management Programme</li> <li>• User Training</li> </ul>
<p><b>Information and Communications Technology (“ICT”) System &amp; Services</b></p> <p><b>2024 KPI Performance</b>  <b>96.45%</b>  <b>2023: 97.58%</b></p>	<p><b>Responsibility:</b>          Provision of the communications and technological tools required for the smooth operation of the hospital.</p>	<p><b>Services:</b></p> <p><b>Application Systems</b></p> <ul style="list-style-type: none"> <li>• Laboratory Information System (LIS) &amp; Blood Bank Information System (BBIS)</li> <li>• Radiology Information System (RIS)</li> <li>• Picture Archiving and Communication System (PACS), Integration with RIS</li> </ul> <p><b>Network Infrastructure Systems</b></p> <ul style="list-style-type: none"> <li>• Computer and system network services</li> <li>• Applications Servers, LIS, RIS, and Office Automation</li> <li>• End-user Workstation, LIS, and RIS</li> <li>• Backup system and services</li> </ul>
<p><b>Cleansing Services (“CLS”)</b></p> <p><b>2024 KPI Performance</b>  <b>100%</b>  <b>2023: 100%</b></p>	<p><b>Responsibility:</b>          Provision of cleaning services and cleaning supplies and consumables.</p>	<p><b>Services:</b></p> <ul style="list-style-type: none"> <li>• External Façade Cleansing</li> <li>• General and Public Area Cleansing</li> <li>• Specialised Area Cleansing</li> <li>• Hygienic and Infection Control Management</li> <li>• Spillage Management</li> <li>• Provision of Cleansing Supplies and Consumables</li> <li>• Systematic and Consistent Cleansing Schedules</li> <li>• Join inspections, Quality Assurance and Process Improvements</li> </ul>

## MANAGEMENT DISCUSSION & ANALYSIS

### CONCESSION AND FACILITIES MANAGEMENT



#### Healthcare Waste Management Services (“HWMS”)

##### 2024 KPI Performance

# 100%

2023: 100%

#### Responsibility:

Provision of clinical waste management services and scheduled waste collection and storage.

#### Services:

- Healthcare (Scheduled and Unscheduled) Waste Collection and Storage
- Healthcare Waste Spillage management
- Incineration and Treatment of Healthcare Waste
- Inert Ash Disposal into Approved Landfills
- Online and manual Waste Tracking Systems
- Supply of Healthcare Waste Tools, Equipment and Consumables
- Scheduled Waste Approved and Registered Vehicle Fleet
- User Training
- Technical Advice
- Standard Plants and Operations in Compliance with Department of Environment (DOE) and Environmental Quality Act (EQA)

#### Linen and Laundry Services (“LLS”)

##### 2024 KPI Performance

# 93.71%

2023: 90.92%

#### Responsibility:

Linen inventory, delivery and processing management.

#### Services:

- Linen Inventory
- Linen Supply
- Supply of linen equipment, tool and consumables
- Linen Loss and Condemnation Management
- Linen Collection and Delivery Management
- Linen Processing Management – sorting, washing, drying, ironing, folding, packing and linen salvage
- User Training

### Enhancing Customer Focus

TMSB is cognisant of the importance of being customer centric to ensure business viability and measures this via customer satisfaction surveys. Such surveys provide valuable insights into customer preferences and pain points, enabling us to improve products, services, and overall experience. On this note, TMSB commits to conducting a customer satisfaction survey annually.

In FY2024, TMSB’s customer satisfaction survey across 102 respondents showed a score of 96.43%, exceeding the set target of 80%. This financial year’s results recorded an improvement over the survey score of 95.25% in FY2023.





### OUTLOOK AND PROSPECTS

Looking forward in FY2025, the outlook for the Malaysian economy is moderately optimistic, with growth projected to moderate from 5.0% in 2024 to approximately 4.7% due to a slowdown in investment growth amid global uncertainties. The government's Ekonomi MADANI framework aims to enhance competitiveness and drive sustainable growth across various sectors.

In FY2025, Puncak Niaga's strategic priorities for its business segments will focus on sustainability, operational efficiency, and community engagement.

Puncak Niaga is cautiously optimistic about its prospects in the Environmental Engineering and Construction Segment and plans to focus on completing existing projects within budget and approved timeline. Recognising intense competition due to limited project availability, rising material costs and labour shortages may affect project timelines and profitability. The emphasis will be on enhancing project execution efficiency and adopting sustainable practices to address rising costs and regulatory challenges. This approach aims to align with government infrastructure development goals and ensure resilient public utility services.

The Plantation Segment remains committed to sustainable palm oil production, aligning with national policies that promote environmentally responsible practices. Having successfully implemented the MSPO Certification, our focus now shifts to maintaining compliance across all estates in Bintulu, while striving for international certifications such as the Roundtable on Sustainable Palm Oil ("RSPO"). This commitment not only reinforces our market competitiveness but also strengthens our position in meeting the increasing global demand for responsibly sourced palm oil.

Our Concession Segment will pursue its contractual obligations under maintenance services of the Z1P2 Concession Agreement and the asset management services of the Z1P3 Concession Agreement.

The Group's foray into the healthcare and non-healthcare services sector has proven to be successful and opened new and exciting opportunities of long term sustainable growth for the Group. The Group will seek for more opportunities to build and manage other teaching hospitals under the Ministry of Higher Education, as well as participating in tenders for new hospitals under the Ministry of Health.

Additionally, improving worker welfare and community development initiatives will be key to fostering positive relationships with local stakeholders.

These strategic priorities were chosen to align with economic trends emphasising sustainability and efficiency. It will also enable Puncak Niaga to navigate better around the evolving and fluctuating economic landscape.

The Group will continue exploring opportunities for expanding our operations in areas related to our core businesses and core competencies for long-term value creation for the overall business as well as our valued stakeholders.

# SUSTAINABILITY STATEMENT



Sustainability  
as a Core Principle



**SUSTAINABILITY IS A VALUED PRINCIPLE THAT IS EMBODIED THROUGHOUT ALL OPERATIONS IN PUNCAK NIAGA HOLDINGS BERHAD (“PUNCAK NIAGA”). WE RECOGNISE ITS VALUE TO ENSURE THE LONG-TERM OPERABILITY THROUGH ALL ECONOMIC, ENVIRONMENT, SOCIAL, AND GOVERNANCE (“EESG”) PILLARS. ALONGSIDE OUR FOCUS TO GENERATE PROFITS AND PROVIDE FOR OUR STAKEHOLDERS, THESE PRINCIPLES IMPROVE THE ENVIRONMENTAL QUALITY THROUGH POLLUTION MITIGATION, SOCIAL CONDITIONS THROUGH COMMUNITY INVESTMENTS AND EMPLOYEE BENEFITS, AND IMPROVED TRANSPARENCY AND MECHANISMS THAT SAFEGUARD THE RIGHTS AND WELLBEING OF OUR EMPLOYEES AND STAKEHOLDERS.**

As a key player in the infrastructure construction and plantation sectors, Puncak Niaga is committed to upholding these principles and integrating them through all facets of its operations as part of its value creation approach. As part of our commitment and responsibility towards sustainable practices, Puncak Niaga is proud to present the Sustainability Statement 2024 (“SS2024”).

## SUSTAINABILITY STATEMENT

### Scope, Period, and Boundary of Reporting

The SS2024 discloses all sustainability-related issues, progress, and achievements for the financial year 2024 ("FY2024"), covering the period from 1 January 2024 to 31 December 2024.

This report contains all non-financial disclosures for Puncak Niaga's core business segments in Malaysia: Environmental Engineering and Construction, Plantation, and Concession and Facilities Management. Disclosures are made representing the entire Group unless stated otherwise.

### Statement of Use

The Board of Directors of Puncak Niaga Holdings Berhad recognises its obligation to uphold the integrity of the SS2024. Upon evaluation, the Board ascertains that this report accurately reflects the Group's sustainability performance for FY2024. The preparation of this report has been conducted in accordance with both local and international reporting frameworks, standards, and guidelines.

### Reporting Frameworks

The disclosures and contents of the SS2024 are aligned with Bursa Malaysia Securities Berhad's ("Bursa Malaysia") Main Market Listing Requirements. The report is also aligned with other relevant and established international standards. The list of frameworks used for the formation of this report is as outlined below:

- Bursa Malaysia's 3rd edition Sustainability Reporting Guide
- Global Reporting Initiative ("GRI") Core Option
- FTSE4Good Bursa Malaysia ("F4GBM") Index
- United Nations Sustainability Development Goals ("UNSDGs")
- International Financial Reporting Standards ("IFRS") S1 and S2

### Data Assurance

The Board of Directors of Puncak Niaga acknowledges the responsibility for ensuring the integrity of the FY2024 report and has collectively provided assurance and approval of its contents dated 26 March 2025. Grand Thornton Malaysia PLT, an independent third-party auditor audited our financial reporting.

### Limitations and Disclaimers

Puncak Niaga only considers impacts directly tied with our operations. Outsourced activities conducted by entities such as contractors are not included in the reporting boundary. Several disclosures throughout the report are only available for certain business segments owing to relevance of the indicators and data availability.

The SS2024 contains forward-looking statements related to future initiatives, quantitative targets, and plans, these statements are based on the estimated trajectory from information available at the time of reporting. Readers are advised to practice discretion based on the information provided in the report as these estimations may change due to factors beyond Puncak Niaga's control.

### Report Accessibility and Feedback



The FY2024 report is available for download on Puncak Niaga's website at <https://www.puncakniaga.com.my/annual-reports/>.

Feedback, queries, and comments on the report may be directed to:

#### PUNCAK NIAGA HOLDINGS BERHAD

c/o Secretarial Department  
10th Floor, Wisma Rozali  
No. 4, Persiaran Sukan, Seksyen 13  
40100 Shah Alam, Selangor Darul Ehsan

**Telephone** : 03 5522 8589

**Fax** : 03 5512 0220

**Email** : [investors@puncakniaga.com.my](mailto:investors@puncakniaga.com.my)

## ◆ OUR SUSTAINABILITY APPROACH

As a key player in the construction and oil palm sector, Puncak Niaga acknowledges the possible environmental and socioeconomic impacts that may affect internal and external entities. In our approach towards sustainable practices and value creation, our operations are guided by the following three principles:

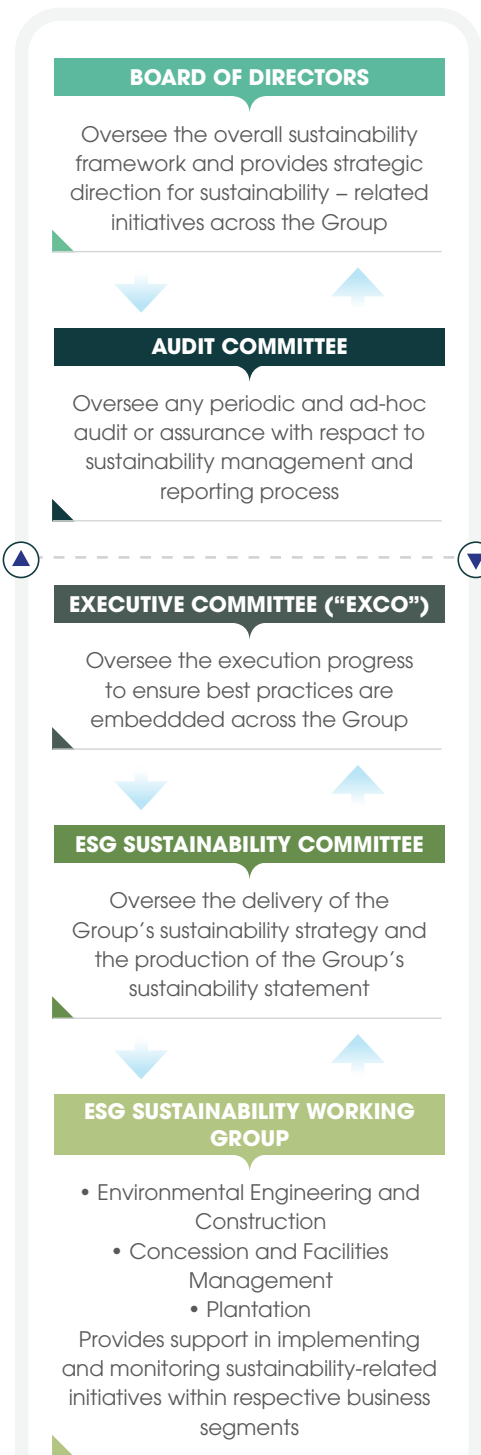
- 1 Minimise our business impact on the environment**
- 2 Create sustainable long term socioeconomic value for the benefit of communities living within the footprint of our operations**
- 3 Engender long term benefits for our stakeholder groups**

### Sustainability Governance

Puncak Niaga is committed to the continuous integration of sustainability into our operations. The PNH Group Sustainability Governance Framework forms the basis of our sustainability approach, which ensures a systematic and comprehensive management of our EESG impacts.

The Board provides strategic oversight, setting the direction for our sustainability commitments, and is supported by the Executive Committee ("EXCO"). The practical implementation of these commitments is driven by the ESG Sustainability Committee and the ESG Sustainability Working Group.

Details about our sustainability governance structure along with their roles and responsibilities is as below:



**Public Policy**

The sustainability governance of Puncak Niaga Group is reinforced by a set of codes and policies that guides the Group’s ethics and integrity. Each business segment has its own unique set of codes of conduct and policies.

**PUNCAK NIAGA HOLDINGS BERHAD**

- Board Charter
- Code of Conduct – Board of Directors
- Board Diversity Policy
- Directors’ Remuneration Policy
- Directors’ Fit and Proper Policy
- Standard Operating Procedures
- Corporate Disclosure Policy
- Information Technology Policies (Software License Policy, IT Security Policy and Copying Software Statement)
- Investor Relations Policy
- Health, Safety and Environmental (“HSE”) Policy
- Quality Policy
- Risk Management Policy
- Sexual Harassment Policy
- Diversity Policy
- Whistleblowing Policy
- Whistleblower Protection
- Gift Policy
- Corporate Social Responsibility Policy
- Code of Conduct – Employees
- No Smoking Policy
- Energy Management Policy
- Puncak Niaga’s Employee Handbook
- Code of Business Ethics
- Corporate Sustainability Policy
- Limits of Authority Policy
- Puncak Niaga’s Anti Corruption Policy and Procedures
- Policy on Reporting of Beneficial Ownership of Shares in the Company
- Directors’ and Key Senior Management’s Conflict of Interest Policy
- Quality Management System (ISO9001:2015)
- Anti-Bribery Management System (ISO 37001:2016)

**PUNCAK NIAGA CONSTRUCTION SDN BHD (“PNCBSB”)**

- Integrated Management System (ISO 9001:2015; ISO 14001:2015; ISO 45001:2018)
- HSE Policy Statement
- HSE Manual
- HSE Procedure
- Water Quality Policy
- Emergency Response Plan and Intervention Procedures for WTP
- ‘5S’ Housekeeping Procedures
- Water Treatment Plant’s Operation And Maintenance Manual
- Back Parking Policy at WTP
- Zero Accident Policy at WTP
- ‘Right First Time Every Time’ Work Culture at WTP
- ‘Kawasan Larangan. Tempat Larangan’ Procedures for WTP

**DANUM SINAR SDN BHD**

- MESB and Subsidiaries Employee Handbook
- Agriculture Reference Manual (“ARM”)
- Malaysian Sustainable Palm Oil (“MSPO”) Policy
- Occupational Safety and Health (“OSH”) Policy Manual

**TRIPLC BERHAD**

- Standard Operating Procedures
- HSE Policy
- Quality Policy
- QHSE Policy
- Drug and Alcohol Policy
- Integrated Management System (ISO 9001:2015; ISO 14001:2015, ISO 45001:2018)
- Quality Management System Medical Devices ISO 13485:2016
- Quality Management System ISO 9001:2015

## SUSTAINABILITY STATEMENT

### Valued Stakeholders

Stakeholder engagement is fundamental to Puncak Niaga’s operation, representing a commitment to proactive and meaningful dialogue with all groups who are affected by, or can influence our business activities. At its core, stakeholder engagement is about fostering strong and mutually beneficial relationships. The goal is to move beyond transactional interactions and build genuine partnerships that allow us to understand diverse perspectives, address concerns effectively, and incorporate valuable insights into our strategic decision-making processes. To better understand the value for each stakeholder group, Puncak Niaga conducts a thorough analysis of associated risks and opportunities and integrate them into our overall risk management process to ensure comprehensive risk mitigation and optimisation of opportunities. Puncak Niaga employs a three-step process for its stakeholder engagement methodology as detailed below:



Stakeholders	Method and Frequency of Engagement	Key Topics
<b>Investors</b>	<ul style="list-style-type: none"> <li>Annual general meeting</li> <li>Annual report</li> <li>Corporate website</li> <li>Scheduled site visit</li> </ul>	<ul style="list-style-type: none"> <li>Financial and operational performance</li> <li>Sustainability commitment and initiatives</li> <li>Risk management</li> <li>Business strategy</li> </ul>
<b>Client/Customer</b>	<ul style="list-style-type: none"> <li>Annual customer satisfaction survey</li> </ul>	<ul style="list-style-type: none"> <li>Service quality</li> <li>Customer experience</li> <li>Project management</li> <li>HSE compliance</li> <li>Sharing the sustainability practice</li> </ul>
<b>Vendor/ Suppliers/ Contractor/ Consultants</b>	<ul style="list-style-type: none"> <li>Letter of Award ceremony</li> <li>Project progress meeting</li> <li>Annual subcontractor/vendor performance evaluation</li> <li>Quarterly HSE committee meeting</li> <li>Tender briefing session</li> <li>ABMS briefing</li> <li>Toolbox and training</li> </ul>	<ul style="list-style-type: none"> <li>Project progress and performance</li> <li>HSE compliance</li> <li>Sustainability practice and commitment</li> </ul>
<b>Regulators Body/ Government Agency</b>	<ul style="list-style-type: none"> <li>Annual report</li> <li>Compliance, certification audit</li> <li>Periodic site visits, engagements, audit</li> <li>Periodic forums and online</li> </ul>	<ul style="list-style-type: none"> <li>Certification and award</li> <li>Compliance with laws and regulations</li> <li>HSE compliance</li> <li>Sustainability practices &amp; commitment</li> </ul>
<b>Media/Civil Society</b>	<ul style="list-style-type: none"> <li>Annual general meetings</li> <li>Annual reports</li> <li>Corporate website</li> <li>Media relations</li> </ul>	<ul style="list-style-type: none"> <li>Company’s financial and non-financial performance</li> <li>Company’s purpose, vision, mission, and value</li> <li>Transparency and timely information</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>Staff WhatsApp</li> <li>Staff Assembly</li> <li>Survey and Questionnaire</li> <li>Social programme via PEKA</li> <li>Training and development, workshop, knowledge sharing sessions.</li> </ul>	<ul style="list-style-type: none"> <li>Regular health and safety practices</li> <li>Human capital competency and capabilities</li> <li>Health, safety and environment committee</li> <li>Information sharing by management</li> </ul>
<b>Local Community</b>	<ul style="list-style-type: none"> <li>Annual general meeting and reports and social media</li> <li>Industrial association engagement</li> <li>Corporate website and advertisements</li> <li>Stakeholder engagement</li> </ul>	<ul style="list-style-type: none"> <li>Community investment programmes and partnership</li> <li>Sustainability practices and commitment</li> <li>Company’s branding and reputation</li> </ul>

**Materiality**

Puncak Niaga performed a materiality assessment in FY2023, following the principles outlined in GRI 3: Material Topics 2021 and the Bursa Malaysia Sustainability Reporting Guide 2022.

The process of conducting a materiality assessment is systematic and thorough, aimed at identifying and prioritising EESG issues that hold the greatest relevance and significance for the Group and its stakeholders. Below is a detailed methodology for executing the materiality assessment:

- 1 Define Scope and Objectives**

The assessment’s scope was defined, encompassing the company’s operational boundaries, business units, and geographical areas. This process also established the assessment’s objectives, which include pinpointing critical EESG issues, guiding stakeholders in strategic decision-making, fostering stakeholder engagement, and enhancing our reporting practices.
- 2 Stakeholder Identification and Engagement**

Engaged with pertinent internal and external stakeholders, including investors, customers, employees, suppliers, regulators, non-governmental organisations, and local communities to identify issues deemed significant to each stakeholder that may affect the Group’s strategic EESG direction.
- 3 Data Collection and Analysis**

Comprehensive data regarding EESG issues was collected from diverse sources, including sustainability reports, financial statements, industry reports, news articles, and benchmarking studies. This data was analysed to uncover trends, emerging challenges, and potential risks and opportunities that could impact the company.
- 4 Develop Materiality Criteria**

Formulated criteria for assessing the materiality of EESG issues. These criteria typically include elements such as financial impact, stakeholder importance, regulatory compliance, and potential reputational risks.
- 5 Map EESG Issues**

A matrix was developed to visualise the identified EESG issues, plotting them according to their potential impacts and the importance assigned by stakeholders.
- 6 Stakeholder Prioritisation**

Through stakeholder engagement and data analysis, EESG issues are ranked based on the perspectives of various stakeholder groups. Weightages were assigned to factors such as the degree of concern, regulatory obligations, and alignment with strategic goals.
- 7 Incorporation into Reporting and Decision-Making**

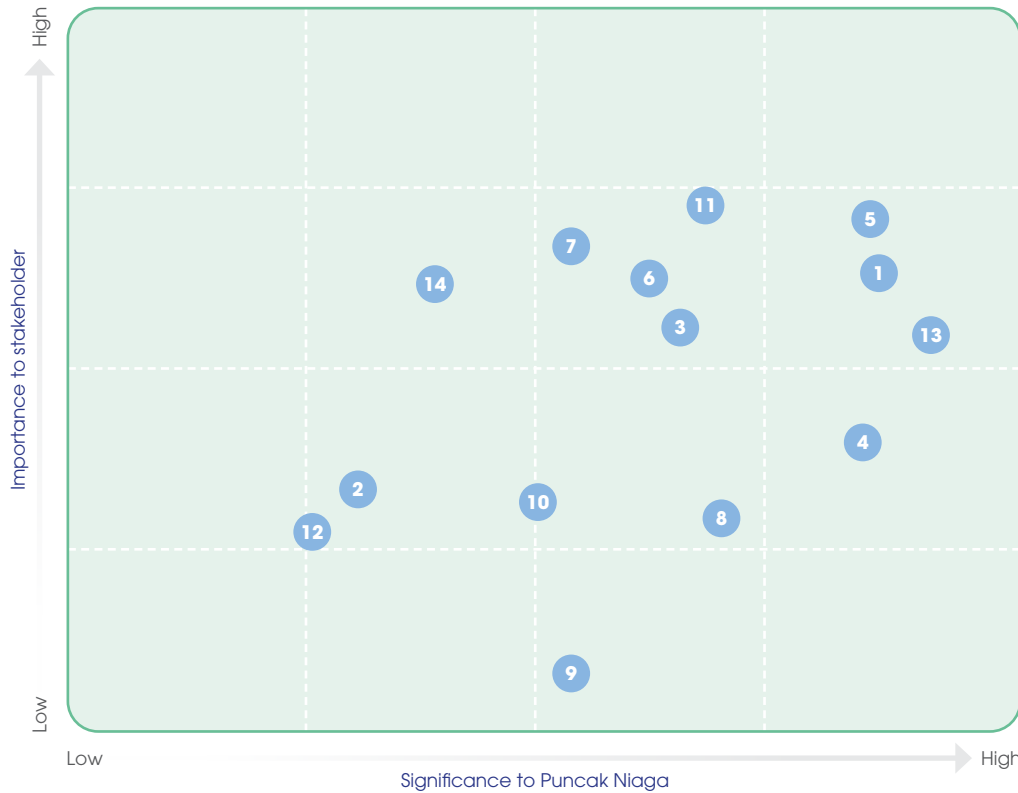
The findings from the materiality assessment have been incorporated into multiple corporate documents, including sustainability statements, annual reports, and communications directed towards investors.
- 8 Continuous Monitoring and Evaluation**

An annual review of the materiality assessment is performed to identify any necessary changes and updates, ensuring its continued relevance. Every three years, a thorough materiality assessment will be carried out that re-evaluates the material concerns of all relevant stakeholders.

**SUSTAINABILITY STATEMENT**

Through the process outlined above, Puncak Niaga has established its materiality matrix as shown below:

**PUNCAK NIAGA MATERIAL MATRIX**



- 1 Climate Change
- 2 Emergency Response
- 3 Biodiversity & High Conservation Value
- 4 Environmental Management Performance
- 5 Health & Safety
- 6 Human Capital Management
- 7 Human Rights
- 8 Supply Chain Management
- 9 Local Communities
- 10 Customer Experience
- 11 Bribery & Corruption Policy
- 12 Cybersecurity & Data Protection
- 13 Business Continuity
- 14 Business Ethics & Corporate Governance

**Supporting United Nations Sustainable Development Goals**

In addition to the identification of matters deemed material by our stakeholders, we align our operations with the associated UNSDGs in our commitment to contributing towards the greater progression of global sustainability developments.

UN SDGs	Goals	Initiatives
	We place a high priority on the health and safety of our stakeholders by actively fostering health, safety, and well-being both in the workplace and within the community.	Achieve zero accidents and fatalities by improving occupational health and safety measures.
	We respect every individual and are committed to promoting gender equality in our hiring and employment practices, ensuring that all candidates receive equal opportunities irrespective of their gender.	Provide equal leadership opportunities to women in the workforce. In FY2024, women representation increased to 33.2% with 32.1% of women in management positions and 48.3% in executive roles.
	We guarantee the accessibility and sustainable administration of water and sanitation services for the community.	Conduct environmental impact assessments and prepare mitigation plans throughout every project.

UN SDGs	Goals	Initiatives
	We are dedicated to implementing cleaner energy solutions to enhance energy efficiency throughout all business sectors and to investigate renewable energy options whenever feasible.	Conduct research for adopting potential energy efficiency and renewable energy measures.
	We are dedicated to maintaining equitable employment practices for our workforce and throughout our supply chain, cultivating a supportive environment for our employees.	Employ staff from diverse backgrounds. In FY2024, we retained a share of 68.8% of our workforce between the ages of 19 to 39.
	We are committed to creating a more diverse and inclusive environment, providing equal opportunities for our workforce and the communities we serve.	Enforce a non-discriminatory practice in employee welfare and compensation, extending to the communities we work with.
	We recognise the significance of climate change and its enduring effects on our operations, we take proactive measures to implement climate strategies that address these challenges across our business activities.	Conduct climate risk assessments for every project.
	We are committed to the conservation and sustainable utilisation of oceans, seas, and marine resources to promote sustainable development within our projects.	Employ environmental impact assessments to evaluate the impact of projects to marine life.
	We recognise and pledge to uphold Biological Diversity throughout all applicable business operations.	Maintain MSPO certification throughout our plantation segments.
	We are devoted to maintaining integrity and ensuring compliance with all relevant laws and regulations in our business practices.	Comply with local laws and regulations including the Malaysian Anti-corruption Commission (Amendment) Act 2019. The Group has also achieved certification with Anti-Bribery Measurement System ("ABMS").
	We actively pursue enduring partnerships and collaborations with our stakeholders, both locally and globally.	Continue membership in the United Nations Global Compact ("UNGC"), first joined in August 2023.

## SUSTAINABILITY STATEMENT

### CREATING ECONOMIC VALUE

Puncak Niaga continues to position itself to create economic value that benefits communities, employees, and all relevant stakeholders. We contribute to the economy by providing competitive salaries and benefits to our employees, investing in local communities through financial and non-financial means, and generating new job opportunities in both urban and rural regions.

**PUNCAK NIAGA'S INFRASTRUCTURE PROJECTS ALSO LEAD TO THE LONG-TERM ECONOMIC GROWTH OF THOSE REGIONS AS THEY FACILITATE OTHER BUSINESS AND COMMERCIAL ACTIVITIES. OUR EFFORTS TO IMPROVE THE LOCAL ECONOMY HAVE ALSO RESULTED IN OUR SUPPLIERS AND VENDORS BEING 100% LOCAL, TRANSLATING INTO A TOTAL INVESTMENT OF RM48,318,992.37 THROUGHOUT FY2024 THAT ALLOWS LOCAL BUSINESSES TO GROW AND THRIVE.**

#### ENVIRONMENTAL ENGINEERING AND CONSTRUCTION DIVISION

Our Environmental Engineering and Construction Division is at the forefront of delivering impactful projects, including the Bonus Sewerage Project ("Pakej D44") in Kuala Lumpur, the Kuantan Sewerage Project, Johor Water Pipe Replacement, and the Kelantan Water Treatment Plant.





► **Pakej D44 (Kuala Lumpur)**

Spanning areas in Kuala Lumpur such as Gombak, Setapak, and Ampang, was targeted to complete by 24 February 2018. Valued at RM394 million, it aims to decommission 78 outdated sewage treatment plants (“STPs”) across 72 km<sup>2</sup> and replace them with a 54 km pipeline network linked to a centralised Bunus STP, enhancing wastewater management and reducing pollution.

While the project achieved a completion rate of 92.54%, it was discontinued on 15 November 2023 due to mounting costs and operational difficulties arising from factors such as geological issues and climatic interference. At the point of discontinuation, the project has laid foundations to 55 km of pipes and completed 90% of the Network Pumping Station (“NPS”) construction. Parts of the project has since been handed over, but the ESG impacts of segments that are still under our operational control continue to be reported in this AR2024.

► **Johor Project**

This RM82.86 million subcontract for the Johor Water Pipe Replacement Project aims to reduce Non-Revenue Water (“NRW”) by replacing aging Asbestos Cement (“AC”) main and communication pipes across Johor Bahru, Kulai, Pontian, Kota Tinggi, and Mersing.

Initial delays due to permit approvals were resolved, and an EoT was granted until 14 December 2024. However, changes were made by several key players of the contract that led to the discontinuation of the project by the principal contractor and client on 15 April 2024.

**Our Projects' Employment Contribution to the Local Economy**

<b>Jobs Created</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>
<b>Bunus and Kelantan Project</b>			
Contract workers	369	136	<b>109</b>
Local Small and Medium Sized Enterprises (Vendors/Suppliers)	40	17	<b>51</b>

► **Kelantan Project (Bukit Chupak)**

This ongoing RM47.21 million project aims to address water shortages, improve water pressure and reduce interruption of its supply to Gua Musang old town, Kampung Sg. Terah, and residential areas along Jalan Gua Musang-Jelawang. The project involves building a water treatment plant, raw water intake station, TNB substations, sedimentation tank, filtration plant, administration building, and an access road.

Delays in securing pipe-laying permits led to an Extension of Time (“EoT”) No. 3 in October 2024, extending the deadline to 31 August 2025. As of 31 December 2024, the project saw a considerable leap forward achieving 71.00% completion rate from the 9.98% seen in the previous financial year. Nevertheless, Puncak Niaga is working closely with stakeholders to streamline activities and align them with the Master Work Programme, further ensuring the project delivers sustainable water solutions to the community before its revised completion date.

► **Kuantan Project**

This project entails the construction of a Centralised Sewage Treatment Plant (“CSTP”) equipped with green technology and supported by a 68-km pipeline network covering a 173 km<sup>2</sup> catchment area in Bandar Kuantan and Kempadang, Pahang. Designed to serve 400,000 residents, the RM463 million project aims to enhance sewerage coverage, reduce pollution, and improve river water quality.

An injunction in March 2023 halted work due to a neighbouring housing development objection, but it was partially lifted on 24 June 2024. The Sewage Conveyance System (“SCS”) pipeline is nearing completion alongside the decommissioning of the STPs, with overall project completion targeted for June 2025. As of FY2024, the overall project continued to make progress and has achieved 97.50% completion.

## SUSTAINABILITY STATEMENT

### PLANTATION DIVISION

The Plantation division continues to optimise operations across our six oil palm estates, covering 42,438 hectares, namely Arau, Lakin, Kalayan, Marong 1 and Marong 2, and Jabon, all managed by our subsidiary, Danum Sinar Sdn Bhd.

Since its acquisition in July 2017, there has been significant infrastructure improvements such as basic amenities and telecommunications, alongside employment opportunities for the local community as seen in the table below:

Employment	FY2022	FY2023	FY2024
Indigenous Malaysians	176 (19%)	201 (19.32%)	<b>72</b> <b>(16%)</b>
Non-Indigenous Malaysians	31 (3%)	30 (2.89%)	<b>60</b> <b>(13.6%)</b>
Foreigners	713 (78%)	809 (77.78%)	<b>310</b> <b>(70.1%)</b>
<b>Total</b>	<b>920</b> <b>(100%)</b>	<b>1,040</b> <b>(100%)</b>	<b>442</b> <b>(100%)</b>

### Commitment to Sustainable Cultivation

Integrating the principles of the Malaysian Sustainable Palm Oil ("MSPO") certification into our operational ethos has been instrumental in upholding our certification, obtained in 2019. Our ongoing dedication to sustainable practices is reflected in the implementation of policies aligned with MSPO standards, including:

- 1 Zero-Burning Policy**  
Ensuring land clearing is conducted without open burning to minimise environmental impact;
- 2 Wildlife Protection**  
Strict enforcement of a no-hunting policy to safeguard biodiversity;
- 3 Sustainable Ground Cover**  
Cultivation of *Mucuna bracteata* to enhance soil fertility through nitrogen fixation, suppress weed growth, prevent soil erosion, and reduce reliance on chemical inputs; and
- 4 Independent Monitoring**  
Collaboration with external consultants to oversee critical areas ranging from flora and fauna conservation to pollution control and worker health and safety.

These measures underscore our commitment to environmental stewardship, operational excellence, and sustainable palm oil production.

### CONCESSION AND FACILITIES MANAGEMENT

TRIpIc Berhad Group has secured two concession agreements for the UiTM campus at Puncak Alam. The first, a 23-year concession until April 2034, was awarded to TRIpIc Ventures Sdn Bhd, a subsidiary of TRIpIc Berhad which covers Zone 1 Phase 2 ("Z1P2") of the UiTM campus and includes the planning, finance, design, development, construction, landscaping, equipping, installation, completion, testing and commissioning of facilities and infrastructure, as well as ongoing maintenance of all facilities within Z1P2. As per the concession agreement, the three year long construction of the facilities was completed in March 2014, which saw the addition of several facilities and infrastructure across its 45.71 acre site including academic facilities, students' accommodations and facilities for 5,000 students living on campus. Meanwhile, the maintenance works contract which began on 11 April 2014 is set to continue for the next 20 years until its completion on 10 April 2034. The second concession agreement undertaken by TRIpIc Medical Sdn Bhd, a subsidiary of TRIpIc Berhad involves Zone 1 Phase 3 ("Z1P3") of the UiTM Campus, which features a teaching hospital equipped with academic facilities, accommodation and amenities. The agreement covers the planning, finance, design, development, commissioning of the facilities and infrastructure, and provision of asset management services upon completion. The construction of the project was completed in December 2020 and the Hospital UiTM Puncak Alam was handed over to UiTM on 1 February 2021 after it obtained the Certificate of Acceptance. Since then, asset management services have taken over for the next 22 years until the contract is fulfilled in 31 January 2043.

#### TRIpIc Medical Sdn Bhd – Asset Management Services (AMS)

The hospital building was handed over to TRIpIc Medical Sdn Bhd and marked the commencement of the AMS with the following services provided and the average KPI achieved in FY2024:

**Facilities Management Services (FMS)**  
2024 KPI Achieved  
**99.73%**

**Facilities Engineering Maintenance Services (FEMS)**  
2024 KPI Achieved  
**97.96%**

**Biomedical Engineering Maintenance Services (BEMS)**  
2024 KPI Achieved  
**99.46%**

**Cleansing Services (CLS)**  
2024 KPI Achieved  
**100.00%**



**Linen & Laundry Services (LLS)**

2024 KPI Achieved

**93.71%**

**Information & Communication Technology (ICT)**

2024 KPI Achieved

**96.45%**

**Healthcare Waste Management Services (HWMS)**

2024 KPI Achieved

**100.00%**

Additionally, our commitment to quality management practices across our operations has earned us the MS ISO 9001:2015 – Quality Management System certification.

During the year under review, TRIpIc Group was awarded an additional contract worth RM11.99 million from UiTM to provide additional medical equipment for Hospital Al-Sultan Abdullah (“HASA”) UiTM for a period of 36 months beginning 1 August 2024 to 21 November 2027. TRIpIc Medical Sdn Bhd addressed 4 biomedical equipment mishandling incidents in the year 2024, implementing training programmes for hospital employees and ensuring only trained and equipped employees operate the equipment.

Our Z1P2 concession achieved a higher key performance indicator (“KPI”) record of 99.93% in FY2024, exceeding the agreed minimum score of 93%. As for the Customer Satisfaction Survey in year 2024, the survey which was conducted in December 2024 where feedback was obtained from 630 participants which comprised staff, students and visitors on a broad range of categories including building facilities, infrastructure, construction works and overall management and maintenance received a KPI Maintenance Customer Service Rating of 96.34% as compared to 96.0% in the previous year.

As for Z1P3, we achieved an overall KPI achievement of 98.05% in FY2024, an increase from 97.95% in FY2023. Our Annual Customer Satisfaction Survey, where 102 respondents participated also achieved a quality objective of 96.43%, way above the minimum target of 80%. It is a positive indication that our stakeholders are satisfied with our performance.

**Infrastructure and Facilities**

**UiTM Puncak Alam, Selangor Zone 1 Phase 2 (“Z1P2”)**



**Academic Facilities**

- Faculty of Accountancy
- Faculty of Business Management
- Faculty of Hotel Management and Tourism
- Shared facilities

**Student Accommodation**

- Hostel accommodation for 2,500 students
- 10 units of fellow accommodations

**Centralised Facilities**

- Multipurpose hall
- Maintenance centre
- Surau
- Library
- Student centre
- Cafeteria
- Health centre urban runoff

**Hospital Al-Sultan Abdullah UiTM Zone 1 Phase 3 (“Z1P3”)**



**Teaching hospital and medical centre facilities**

- 10-storey teaching hospital with 400 hospital beds
- Academic facilities for 750 students
- Forensic and Mortuary block

**Accommodation facilities**

- 78 Housemen
- 144 Nurses
- 6 Sisters (hospital staff)
- 1 Housekeeper

**Other facilities**

- Surau with 180 pax capacity
- Plant house

**STRENGTHENING OUR SUPPLY CHAIN**

The Group places a strong emphasis on local procurement as a key driver of economic growth and community development. We actively partner with local vendors across our supply chain, ensuring that our procurement practices are both competitive and aligned with high-quality standards.

In the financial year under review, 100% of our procurement spending was directed towards local suppliers, underscoring our dedication to supporting and strengthening local economies.

## SUSTAINABILITY STATEMENT

2024	Total Spending on Suppliers (100% Local) (RM)
Location	
Wisma Rozali	126,692
Bunus Project	2,916,084
Kuantan Project	8,389,616
Johor Project	1,950,939
Kelantan Project	11,274,382
ZIP2	1,973,179
ZIP3	14,640,332
Plantation	7,047,768
<b>TOTAL</b>	<b>48,318,992</b>

### DRIVING INNOVATION AND EFFICIENCY WITH DIGITALISATION

Puncak Niaga is cognisant of the need to embrace digitalisation in this highly competitive and rapidly evolving industry. This gives us the competitive edge and innovative business solutions which ultimately leads to providing our customers a holistic experience and exceeding their expectations.

#### Leveraging Digitalisation

Our Information and Communication Technology Department ("ICTD") is continuously exploring innovative digital avenues to adopt and further improve management and operational outcomes.

Initiatives implemented in FY2024 include:

#### Improving Personnel Devices

To enable seamless processing and efficiency of operations, we replace employees' computers every five years to ensure an upgrade of hardware and software specifications. This also serves to improve system reliability and productivity of operations.

Apart from individual upgrades provided to our employees, the ICTD has begun drafting plans to utilise Starlink Internet's service provider to improve the connectivity and connection speed of its staff. The plan will be enacted throughout plantation areas under Danum Sinar owing to its distant and rural location where staff members have poor reception.



**Increasing Digital Agriculture**

Our subsidiary, Danum Sinar, responsible for managing our six estates, leverages the Smart Agriculture platform to stay ahead in a rapidly evolving technological landscape. The platform’s Drone feature enables precise mapping, tree counting, and early identification of challenges that may affect crop productivity.

Complementing this, the centralised monitoring dashboard delivers a comprehensive overview of crop health, with adaptable functionalities designed to address our unique requirements, ensuring efficient and data-driven decision-making.



**Point-of-Sale (“POS”) System**

The POS system was introduced to improve the accuracy, transparency, and operational efficiency through features such as streamlined inventory management, real-time reporting, and integration with other software.



**Streamlined Compliance**

In ensuring that all compliance requirements with tax regulators and the government are maintained, the ICTD aligned our operations with the directives of the Inland Revenue Board Malaysia (“IRBM”) through the implementation of an E-Invoice system. This system ensures the transparency and efficiency of transactions between vendors and throughout our operations.



**Improved Digital Infrastructure and Cybersecurity**

We have since upgraded our IT system to one involving cloud-base system, designed to streamline and optimise business operations. By leveraging advanced technology, it enhances user experience and ensures the integrity and reliability of our systems overall.

Additionally, the ICTD has upgraded its cybersecurity features through the continuous adoption of our firewall systems. This upgrade accommodates the increasing traffic from our employees, associates, and customers, eliminating vulnerabilities due to outdated technology. This ensures the safety of our operational and data of our contacts, guaranteeing undisrupted services and upholding the trust of our stakeholders as the digital landscape continues to evolve.



**Harnessing Digital Technology at the Workplace**

Use of paperless Board meeting software to enable the Company to have an efficient, productive and sustainable meetings.



## SUSTAINABILITY STATEMENT

### ENVIRONMENTAL VALUE

Puncak Niaga is accelerating its environmental sustainability leadership, driven by an unwavering commitment to minimise our ecological impact and champion biodiversity conservation across all projects. Building upon our strong foundation of proactive carbon footprint reduction and continuously improving environmental practices, we are dedicated to not only meeting but exceeding stringent global environmental standards. Furthermore, our dedication deeply encompasses the wellbeing of our employees, workers, and communities, prioritising their health, safety, and prosperity.



**THIS ENDURING COMMITMENT TO ENVIRONMENTAL EXCELLENCE IS RIGOROUSLY VALIDATED BY OUR SUSTAINED CERTIFICATION TO MS ISO 14001:2015 - ENVIRONMENTAL MANAGEMENT SYSTEM, A TESTAMENT TO OUR STEADFAST ADHERENCE TO WORLD-CLASS ENVIRONMENTAL MANAGEMENT PRACTICES AND OUR ONGOING PURSUIT OF A TRULY SUSTAINABLE FUTURE.**

Puncak Niaga's operations are fundamentally driven by a deep-seated commitment to Health, Safety, and Environment ("HSE"). More than just a policy, our comprehensive HSE framework acts as the central guide for all our actions. It proactively enforces complete adherence to all environmental regulations and champions the integration of leading industry practices throughout our organisation. This forward-thinking strategy is specifically designed to minimise any potential negative consequences arising from our activities. At Puncak Niaga, responsible decision-making is not just a principle, it is the very foundation of how we conduct business. We understand and

embrace our role in shaping a sustainable future for everyone, particularly within the local communities where we operate. Therefore, we are focused on actively reducing any detrimental effects our business might have on both the environment and these communities. Through dedicated teamwork and an unyielding dedication to sustainability, Puncak Niaga is committed to creating a beneficial and lasting heritage for generations yet to come.

**SUSTAINABLE AGRICULTURE PRACTICES**

For Puncak Niaga, embracing sustainable agriculture practices is not just an operational necessity, but a core aspect of our long-term vision. Recognising the vital role agriculture plays in Malaysia’s economy and environment, we understand that unsustainable practices pose significant risks, including potential environmental damage, regulatory penalties, and disruptions to our operations. However, we also see immense opportunities in adopting sustainable methods. These include enhancing our brand reputation, improving resource efficiency, fostering innovation, and securing access to environmentally conscious markets. Therefore, our commitment to sustainable agricultural practices is deeply ingrained in operations across all our estates.

We aim to minimise the adverse environmental effects of our business activities while safeguarding the rich biodiversity within our premises. (We continue to collaborate closely with an independent consulting firm, Ecosol Consultancy Sdn Bhd (“Ecosol”), to perform regular quarterly evaluations of the environmental impacts associated with our plantation activities. These evaluations fulfil two key functions: they allow us to proactively manage potential risks and pinpoint opportunities for enhancement, while also ensuring our adherence to relevant environmental regulations and standards. Through the

systematic monitoring and management of our environmental footprint, we strive to generate lasting value while fulfilling our obligation to protect the surrounding natural ecosystems.

- |  |  |
|--|--|
| <b>1</b> Flora and Fauna Conservation                | <b>7</b> Socio-Economic                      |
| <b>2</b> Control of Soil Erosion and Slope Stability | <b>8</b> Agrochemical Management             |
| <b>3</b> Hydrological Management                     | <b>9</b> Plantation Development              |
| <b>4</b> Control of Water Pollution                  | <b>10</b> Waste Disposal Management          |
| <b>5</b> Control of Air Pollution                    | <b>11</b> Workers’ Health And Safety Aspects |
| <b>6</b> Water Disposal Management                   | <b>12</b> Road Traffic And Safety            |
|  | <b>13</b> Abandonment And Replanting         |

In FY2024, we implemented the following initiatives to protect the ecosystem in our estates:

- Planting cover crops and employing zig-zag frond stacking to prevent soil erosion and run-off into waterways**
- Refraining from planting on steep terrains**
- Conserving water channels, streams, ponds and natural riparian buffer zones and reserves in line with overall flood mitigation plans**
- Connecting riparian buffer zones to other reserve areas in the plantation estates and surrounding neighbourhoods**
- Reducing or eliminating tillage to minimise soil loss and improve soil health**

## SUSTAINABILITY STATEMENT

### Complying with Environmental Regulations

Puncak Niaga reaffirms its unwavering commitment to environmental stewardship across all our estates in Sarawak. Sustainable agricultural practices are not just an aspiration, but the operational standard we rigorously uphold, ensuring full compliance with all pertinent environmental laws and regulations. Our dedication to responsible plantation management is actively driven through several key initiatives. Protecting Sarawak’s rich biodiversity remains paramount and is integrated into our sustainable plantation management strategies. Furthermore, we are intensifying our efforts to reduce our carbon footprint and are embedding stringent environmental management protocols within all our contractual agreements.

This comprehensive approach underscores our firm pledge to environmental protection, conservation, and ecological restoration, all underpinned by a robust legal framework that we diligently adhere to:

- 1 Land Code (Sarawak) (Cap 81) (Land Code (Amendment) Ordinance 2000 and Land Code (Amendment) Ordinance 2005 (Sarawak Land Code (Amendment) Bill, 2018)
- 2 Natural Resources and Environment (Amendment) Ordinance 2001
- 3 Wild Life Protection Ordinance (1998)
- 4 Environment Quality (Schedule Waste) Regulation 2005
- 5 Environment Quality (Declared Activities) (Open Burning) Order 2003
- 6 Sarawak Natural Resources and Environment (Prescribed Activities) Order 1994
- 7 Environment Quality (Prescribed Activities) (EIA) Order 2015

### Conforming to Malaysian Sustainable Palm Oil Standards

Danum Sinar recognises its fundamental responsibility to ensure all palm oil plantation estates operate in accordance with established benchmarks. As an MSPO-certified entity, our commitment to sustainable management practices across every estate remains absolute. Compliance with MSPO standards is not merely procedural for us; it is a core principle that necessitates the deep integration of environmental, social, and governance sustainability into our entire operational framework.

To rigorously meet the MSPO certification’s demanding criteria, Danum Sinar maintains a practice of regular, comprehensive reporting to key regulatory bodies. This includes submissions to the Department of Environment (“DOE”), the Department of Occupational Safety and Health (“DOSH”), and the Malaysian Palm Oil Board (“MPOB”). Furthermore, in strict adherence to MSPO guidelines, we have developed and actively maintain an Environmental Aspect and Impact Assessment Register (“EAIA”). This critical tool allows us to systematically evaluate potential environmental hazards, analyse impacts, and implement robust control measures across our operations.

No.	Activity	Aspect	Impact	Current Control	Risk Control
1	<b>New Planting</b>	Deforestation	Land erosion, ground water contamination, degradation of habitat	Covering of crops and soil conservation	Environmental Management Plan
2	<b>Weeding (Spraying)</b>	Chemicals	Risk to human health, water pollution, ground water contamination, degraded water quality	Approved herbicides, appropriate equipment, pre-mixed solution (water)	PPE, OSH training, environmental awareness
3	<b>Manuring</b>	Pesticide, fertiliser, etc			
4	<b>P&amp;D Treatment</b>	Pesticide, fertiliser, etc			
5	<b>External Crop Transportation to Mill</b>	Smoke and dust released from equipment usage	Air pollution, soil erosion	Monitoring/limit loading capacity	PPE, OSH training

No.	Activity	Aspect	Impact	Current Control	Risk Control
6	<b>Genset</b>	Diesel spill and carbon monoxide emissions	Fuel leakage which causes fires, hazards and burns, noise pollution from equipment, contact with equipment resulting in burns or electric shocks	Monitoring and conducting maintenance	Environmental awareness, OSH training
7	<b>Chemical Mixing</b>	Chemicals	Risk to human health, water pollution, resulting in respiration problem	Monitoring and conducting maintenance	Regular work inspection, Environmental and Safety awareness training

Danum Sinar maintains its commitment to environmental accountability by performing thorough environmental impact assessments every quarter. These rigorous evaluations are fundamental to our operational standards, ensuring we consistently meet and exceed environmental compliance requirements. Following each quarterly assessment, a comprehensive Environmental Monitoring Report (“EMR”) is meticulously prepared. This detailed EMR is then formally submitted to the Natural Resources and Environment Board (“NREB”) of Sarawak, providing a clear and transparent overview of our environmental performance within all the assessment areas.

- |   |   |   |
|---|---|---|
| <ul style="list-style-type: none"> <li><b>i.</b> Flora and Fauna Conservation (e.g. prohibit hunting activities)</li> <li><b>ii.</b> Control of Soil Erosion and Slope Stability</li> <li><b>iii.</b> Hydrological Management</li> <li><b>iv.</b> Control of Water Pollution</li> </ul> | <ul style="list-style-type: none"> <li><b>v.</b> Control of Air Pollution</li> <li><b>vi.</b> Waste Disposal Management</li> <li><b>vii.</b> Workers’ Health and Safety</li> <li><b>viii.</b> Agrochemical Management</li> <li><b>ix.</b> Road Traffic Safety</li> <li><b>x.</b> Socio-Economic</li> <li><b>xi.</b> Labour Line Management</li> </ul> | <ul style="list-style-type: none"> <li><b>xii.</b> Proper Hydrocarbon Waste Management</li> <li><b>xiii.</b> 3R Management</li> <li><b>xiv.</b> Air Quality Management</li> <li><b>xv.</b> Energy Usage Management &amp; Renewable Energy</li> <li><b>xvi.</b> Fire Prevention And Control</li> </ul> |
|---|---|---|

**Updating & Monitoring Social Impact Assessments (“SIA”)**

Guided by Principle No. 4 of the MSPO certification, Danum Sinar recognises the critical importance of continuously evaluating and enhancing its Social Impact Assessment (“SIA”) mitigation strategies across all estates. Reflecting our ongoing commitment to this principle, as of December 2019, we are building upon the foundation established by the comprehensive SIA conducted by Ecosol Consultancy on 4 July 2019. Our annual SIA process in 2024 is designed to achieve key objectives, ensuring our operations positively contribute to the social wellbeing of surrounding communities.

**Objectives**

- Promote continuous interaction between Danum Sinar and local communities to maintain the long-term continuity of estate operations, while highlighting the advantages of implementing SIAs to mitigate negative operational effects.
- Develop a consultation framework that promotes transparent and participatory dialogue between Danum Sinar and relevant stakeholders. For example, an internal Biodiversity Assessment Report (“BAR”) was previously carried out to pinpoint biodiversity and High Conservation Value (“HCV”) areas within the estates, in accordance with MSPO certification standards. The insights gained from this assessment have enabled Danum Sinar to effectively strategise and direct its workforce in improving maintenance, monitoring, and conservation initiatives throughout all estates in Sarawak.

## SUSTAINABILITY STATEMENT

### EMISSIONS MANAGEMENT

Addressing climate change is a global imperative and a strategic priority for our organisation. Recognising the narrowing window to limit global warming to 1.5 degrees Celsius, we are committed to robust emissions management, not only as an environmental responsibility but also for long-term economic resilience, positive social impact, and to meet stakeholder expectations. This commitment presents both risks, such as operational disruptions and regulatory costs, and opportunities, including innovation, new markets, and enhanced brand value.

### GHG Emissions

To effectively manage and mitigate our impact on climate change, Puncak Niaga is committed to transparently measure and report our greenhouse gas emissions. Our reporting comprises of Scope 1, Scope 2, and Scope 3 emissions. These scopes provide a structured approach to understanding our carbon footprint, from direct operational emissions to indirect emissions across our value chain, enabling us to develop targeted strategies for reduction and sustainability. The following sections detail each scope, outlining the sources included and their significance in our overall emissions management approach:

#### Scope 1

emissions are direct greenhouse gas ("GHG") emissions originating from sources owned or controlled by Puncak Niaga. These are emissions released directly as a result of all operational activities. This category primarily includes emissions from combustion processes, such as the burning of fuels in boilers and vehicles, as well as fugitive emissions. Managing Scope 1 emissions is about taking direct responsibility for the emissions generated within our organisational boundaries and operational control.

#### Scope 2

emissions are indirect carbon emissions specifically linked to purchased energy. These emissions are generated upstream from our operations, stemming from the production of electricity, heat, or steam that we purchase from external sources to power our facilities and equipment. Scope 2 captures the environmental impact associated with our energy consumption choices, emphasising the importance of transitioning to cleaner and more sustainable energy sources to reduce our indirect carbon footprint.

#### Scope 3

emissions encompass all other indirect emissions that occur across Puncak Niaga's entire value chain, both upstream and downstream. This is a broad category that accounts for emissions resulting from activities not owned or controlled by us but are a consequence of our operations which includes transportation, distribution, and waste management. Understanding and addressing Scope 3 emissions provides a comprehensive view of our total environmental impact and highlights opportunities for collaboration with suppliers and stakeholders to achieve broader emissions reductions. In this reporting period, we have accounted for emissions generated by business travel, employee commute, and transportation for both upstream and downstream operations.



This commitment to disclosing our carbon footprint is not merely an exercise in reporting; it serves as a catalyst for meaningful change within our organisation and across our sphere of influence. By fostering a deeper understanding of our emissions profile across all scopes, we are empowered to implement targeted reduction strategies, drive innovation in sustainable practices, and collaborate effectively with stakeholders. Ultimately, this holistic approach to carbon emissions management underscores our unwavering dedication to environmental stewardship and positions Puncak Niaga as a proactive contributor to a more sustainable future for generations to come.

**Emissions Performance**

The following table illustrates our greenhouse gas emissions for Scope 1, Scope 2, and Scope 3 for our projects:

GHG Emissions	FY2022	FY2023	FY2024
<b>Scope 1 (Tonnes CO<sub>2</sub>e)</b>	1,893.35	7,468.94	<b>1,846.79</b>
Corporate HQ (Wisma Rozali)	N/A	9.00	<b>18.03</b>
Construction	1,871.68	3,598.59	<b>121.45</b>
Plantation	N/A	3,852.07	<b>1,670.31</b>
Concession	21.67	9.28	<b>37.00</b>
<b>Scope 2 (Tonnes CO<sub>2</sub>e)</b>	95.36	2,384.97	<b>1,141.58</b>
Corporate HQ (Wisma Rozali)	N/A	N/A	<b>951.31</b>
Construction	95.36	57.57	<b>29.49</b>
Plantation		1,382.44	<b>55.57</b>
Concession		100.65	<b>105.21</b>
<b>Scope 3 (Tonnes CO<sub>2</sub>e)</b>	45.11	761.51	<b>2,278.58</b>
Corporate HQ (Wisma Rozali)	7.50	135.75	<b>529.83</b>
Construction	37.61	42.55	<b>346.36</b>
Plantation	-	-	<b>298.76</b>
Concession	-	583.21	<b>1,103.63</b>
<b>Total Emissions (Tonnes CO<sub>2</sub>e)</b>	2,033.82	10,615.42	<b>5,266.95</b>

**Note:**  
Scope 3 emissions calculation based on average consumption of petrol during commute to work. Scope 3 emissions at our plantations are not monitored as is data insufficient. Our calculation method is based on GHG Protocol.

**Carbon Reduction Initiatives**

Building upon our plans outlined in our previous report, Puncak Niaga has been actively implementing carbon reduction initiatives throughout 2024. These initiatives, now in progress or already realised, are crucial steps in significantly reducing our emissions footprint:

**Renewable Energy Integration**

We have been actively transitioning to renewable energy sources across our operations. This includes ongoing investments in on-site solar power generation at several facilities and establishment of power purchase agreements to procure renewable energy. This initiative is increasing the proportion of renewable energy in our energy consumption mix, directly reducing our reliance on fossil fuels and lowering our Scope 2 emissions.

**Enhanced Energy Efficiency Programmes**

Comprehensive energy efficiency programmes have been implemented and are currently being optimised across all operational areas. Energy audits were conducted to pinpoint areas for improvement, and equipment has been upgraded to more energy-efficient models. We are continuously optimising operational processes to minimise energy consumption and utilising energy management systems to effectively monitor and control energy usage. These programmes are delivering reductions in both Scope 1 and Scope 2 emissions by minimising our overall energy demand.

**Embedded Sustainable Practices**

Sustainable practices are being integrated into the core operations of Puncak Niaga. Initiatives such as water usage optimisation, waste reduction and recycling programmes are in place and being expanded. We are actively promoting sustainable procurement practices throughout our supply chain and encouraging sustainable transportation options for our employees. These broader sustainable practices are contributing to emissions reductions across all scopes and fostering a culture of environmental responsibility throughout the organisation.

## SUSTAINABILITY STATEMENT

### Future Plans

Building on the strong foundation established by our 2024 carbon reduction initiatives, Puncak Niaga is committed to accelerating our progress towards environmental sustainability in the years ahead. Our future plans for emissions management are focused on deepening our impact and expanding our leadership in this critical area.

### ENERGY MANAGEMENT

Energy conservation remains a top priority in our operations for 2024. Acknowledging the escalating demand for responsible energy utilisation, we are dedicated to proactive energy management, not only as an ecological imperative, but also for sustained financial strength, beneficial societal contributions, and in deference to stakeholder expectations. This dedication inherently carries both challenges, such as potential operational expenditure increases and compliance burdens, and advantages, spanning from pioneering solutions to market differentiation and improved brand perception.

### Energy Consumption

The table below summarises our energy consumption:

Business Segment	FY2022	FY2023	FY2024
<b>Petrol Usage (Litre)</b>			
Corporate HQ (Wisma Rozali)	-	-	<b>39,568.34</b>
Construction	-	-	<b>54,280.84</b>
Concession	-	-	<b>6,151.86</b>
Plantation	-	-	<b>8,492.00</b>
<b>Total</b>	-	-	<b>108,493.04</b>
<b>Diesel Usage (Litre)</b>			
Corporate HQ (Wisma Rozali)	-	-	<b>5,602.29</b>
Construction	-	-	<b>45,650.80</b>
Concession	-	-	<b>8,504.93</b>
Plantation	-	-	<b>801,963.00</b>
<b>Total</b>	-	-	<b>861,721.02</b>
<b>Electrical Usage (kWh)</b>			
Corporate HQ (Wisma Rozali)	1,457,255.00	1,288,312.00	<b>1,229,089.00</b>
Construction	51,754.00	48,941.00	<b>49,504.00</b>
Concession	104,826.45	242,541.91	<b>135,927.40</b>
Plantation	4,145,670.00	2,109,442.00	<b>94,292.75</b>
<b>Total</b>	<b>5,759,505.45</b>	<b>3,689,236.91</b>	<b>1,508,813.15</b>

### Energy Saving Initiatives

Building on the foundation of our 2023 energy saving initiatives, we are committed to fostering an even stronger culture of energy efficiency throughout our organisation in 2024. We believe that every employee plays a vital role in achieving our energy reduction goals. To that end, we are empowering our workforce to actively integrate energy-saving practices into their daily routines. By working together, we can make a significant impact on our energy consumption and contribute to a more sustainable future.



#### Optimising Computer Power Usage

We encourage all employees to actively utilise the hibernation feature on their computers during periods of inactivity and at the end of each workday. This simple action significantly reduces energy consumption associated with idle devices.



#### Maximising Energy-Saving Features on Electronic Devices

We are committed to fully leveraging energy-saving functionalities on all electronic devices. Employees are encouraged to explore and activate these features on their monitors, laptops, and peripherals to minimise unnecessary power draw.



**Equipment Power Management**

A fundamental practice for energy conservation is powering down equipment when not in active use. We urge all employees to diligently turn off lights, monitors, printers, and other devices during breaks, meetings, and especially at the close of each working day.



**Promoting Responsible Printing Practices**

In our ongoing effort to reduce paper and energy consumption, we emphasise mindful printing. Employees are encouraged to print documents only when absolutely necessary, utilising digital alternatives whenever feasible.



**Smart Heating and Cooling Management**

We are implementing intelligent heating and cooling strategies to optimise office climate control. Employees are asked to be mindful of air-conditioning temperature settings, ensuring efficient temperatures are maintained.



**Maximising Natural Daylighting**

We will continue to prioritise the use of natural daylighting to minimise reliance on artificial lighting. Employees are encouraged to keep window areas clear and utilise natural light whenever possible to reduce electricity consumption.

**Future Plans**

Looking ahead, we are dedicated to diligently overseeing our energy consumption and applying strategic, cost-effective initiatives to drive continuous efficiency improvements. Energy efficiency will remain a core strategic priority, as we strive to not only protect our environment and minimise operational expenses, but also to become leaders in sustainable practices within our industry.

**WATER MANAGEMENT**

Ensuring sustainable water management is a strategic priority for Puncak Niaga which is vital not only for responsible environmental stewardship across the estates ecosystems but also for securing long-term operational efficiency through optimised resource use, bolstering economic resilience against climate variability, fostering positive social impact on local communities dependent on water resources, and proactively meeting the increasing expectations of investors and consumers for sustainable practices. Recognising water's crucial role throughout the palm oil lifecycle, from cultivation to processing, this commitment inherently presents both risks, such as significant production losses from droughts or floods and substantial environmental liabilities from pollution, and compelling opportunities, including achieving consistently enhanced productivity through precision water management and realising strengthened brand value as a leader in responsible and sustainable palm oil production.

**Water Consumption**

Puncak Niaga consumes all water withdrawn. The following table highlights our three years water consumption:

**Water Consumption (m<sup>3</sup>)**

Business Segment	FY2022	FY2023	FY2024
<b>Water Consumption (m<sup>3</sup>)</b>			
Corporate HQ (Wisma Rozali)	12,902.00	12,899.00	<b>10,332.00</b>
Construction	336.00	447.00	<b>710.00</b>
Concession	1,367.92	2,458.65	<b>1,754.50</b>
Plantation	54,389.00	19,620.00	<b>75,468.30</b>
<b>Total</b>	<b>68,994.92</b>	<b>35,424.65</b>	<b>88,264.80</b>

## SUSTAINABILITY STATEMENT

### Water Saving Initiatives

Our water saving initiatives encompass a range of established and forward-looking practices designed to optimise water use, minimise wastage, and protect water quality. These initiatives are implemented consistently across all estates, demonstrating our dedication to responsible environmental stewardship and continuous improvement in water management. Key initiatives include:



#### Riparian Zone Management

Maintaining and enhancing riparian zones along waterways is a crucial strategy to manage hydration levels and excessive rainfall. These zones act as natural buffers, supplying water, absorbing excess water, reducing surface runoff, and mitigating the risk of flooding in plantation areas, while also protecting water quality.



#### Water Quality Monitoring and Pollution Control

A robust water quality monitoring programme is in place, with seven strategically located monitoring sites across our estates. This allows for continuous assessment of water quality, enabling us to proactively identify and control potential pollution sources, ensuring the health of waterways and surrounding ecosystems.



#### Septic System Maintenance

Properly maintained septic systems are utilised to effectively manage estate wastewater and prevent debris and pollutants from entering and obstructing waterways. This proactive measure safeguards watercourse integrity and prevents potential water contamination.



#### Legume Cover Cropping

Planting legume cover crops is a standard sustainable agricultural practice across our estates. These crops conserve soil moisture, prevent soil erosion from water runoff, and naturally enrich the soil, reducing the need for excessive irrigation and fertiliser use.



#### Zig-Zag Frond Stacking

In straight planting areas, we employ zig-zag frond stacking techniques. This method strategically arranges palm fronds to slow down surface water runoff, allowing for greater water infiltration into the soil and minimising water loss and soil erosion.



#### Sedimentation and Blockage Prevention

We actively implement measures to prevent sedimentation and blockages in waterways, ensuring the free flow of water and maintaining the ecological health of aquatic systems. This includes regular inspections and clearing of drainage systems.



#### Optimal Water Level Management in Peat Areas

In peatland areas, maintaining optimal water levels is paramount. This practice prevents soil subsidence, which can lead to long-term land degradation, effectively manages rain shortfalls by conserving water in the peat, and significantly mitigates the risk of devastating peat fires, which are exacerbated by dry peat conditions.



#### Soft Grass Promotion and Selective Spraying

Promoting the growth of soft grasses in inter-rows provides ground cover that reduces surface runoff, allowing for better water absorption. Selective spraying minimises the impact on beneficial vegetation while effectively managing unwanted weeds, further contributing to reduced runoff.



#### Wastewater Monitoring and Treatment

We conduct regular monitoring and treatment of wastewater before it is released into natural waterways. This rigorous process ensures that discharged water meets stringent environmental quality standards, preventing pollution and protecting downstream water resources.



#### Vigilant Water Consumption Management and Wastage Reduction

We maintain a vigilant approach to water consumption across all estates, continuously identifying and addressing areas of potential wastage. This ongoing effort to enhance our overall water management practices ensures efficient resource utilisation.



**WASTE AND RESOURCE MANAGEMENT**

Puncak Niaga strategically prioritises sustainable waste and resource management, recognising its crucial role in responsible environmental stewardship and ecosystem protection across our operations. Beyond regulatory compliance, effective waste and resource management is key to long-term operational efficiency through resource optimisation, strengthened economic stability against environmental changes, and positive community relations by addressing waste concerns and maximising resource value. This also proactively meets growing investor and consumer expectations for sustainable practices in resource management. Acknowledging waste and resource management's impact across our value chain, from generation to disposal and resource recovery, this commitment presents both challenges – environmental and health risks, potential operational disruptions – and significant opportunities. These include enhanced resource recovery through innovation and building brand leadership in sustainable waste and resource management solutions. Puncak Niaga is committed to ensuring sustainable waste management and maintaining an efficient system to safeguard the environment against the detrimental impacts of harmful compounds, while optimising resource utilisation.

**Waste Generated**

The following table outlines the waste generated by Puncak Niaga’s operations in FY2024:

Business Segment	FY2022		FY2023		FY2024	
	Total Waste Diverted from Disposal (Tonnes)	Total Waste Directed to Disposal (Tonnes)	Total Waste Diverted from Disposal (Tonnes)	Total Waste Directed to Disposal (Tonnes)	Total Waste Diverted from Disposal (Tonnes)	Total Waste Directed to Disposal (Tonnes)
Corporate HQ (Wisma Rozali)	N/A	540	0.6	1.14	<b>1.2</b>	<b>48</b>
Construction	14.06	38.54	2.86	30	<b>N/A</b>	<b>1.47</b>
Concession	N/A	117.82	0.23	702.66	<b>0.05</b>	<b>743.04</b>
Plantation	N/A	N/A	30.86	39.56	<b>N/A</b>	<b>113.50</b>
<b>Total</b>	14.06	696.36	34.55	773.36	<b>1.25</b>	<b>906.01</b>

## SUSTAINABILITY STATEMENT

### Materials Consumption

Our dedication to proper resource management extends to efficient material use, which reduces the total amount of waste generated. Among the materials used throughout our operations, paper is due details about alternative materials may be withheld to protect proprietary practices and paper is derived from renewable resources and is widely recyclable, making it a more sustainable choice compared to many synthetic materials. The table below summarises our paper consumption in FY2024:

Business Segment	FY2022	FY2023	FY2024
Corporate HQ (Wisma Rozali)	6,950	6,500	<b>8,550</b>
Construction	490	819	<b>257</b>
Concession	1,200	1,200	<b>1,337</b>
Plantation	550	196	<b>380</b>
<b>Total</b>	<b>9,190</b>	<b>8,715</b>	<b>10,524.00</b>

### Waste and Resource Management Practices

Our initiatives span our plantations, offices, construction sites, facilities, and extend to engaging our employees and surrounding communities. We strive to go beyond regulatory compliance by adopting proactive measures that reduce waste generation at source, maximise resource utilisation, and foster environmental awareness. Some of our key initiatives in FY2024 are:



#### Zero Open Burning in Plantations

During replanting activities in our palm oil plantations, we strictly prohibit open burning, mitigating air pollution and associated environmental risks.



#### Agriculture Reference Manual ("ARM")

Our ARM serves as a guide for agronomical best practices, leveraging aerial mapping and surveying to optimise land usage. This includes the application of management by palm approach to strategically minimise the use of chemical fertilisers, pesticides, and herbicides, thereby contributing to reduced GHG emissions.



#### Recycling of Palm Biomass as Natural Fertilisers

We actively recycle pruned palm fronds, empty fruit bunches ("EFB"), and chipped old palm trunks by composting them and utilising them as natural fertilisers within our plantations, closing the loop on organic waste streams.



#### Responsible Solid Waste Disposal

We extend our commitment to responsible waste management beyond our operations by collecting and disposing of solid waste generated from communities near our operational areas, adhering to all regulations set by local authorities.



#### Continuous Waste Management Monitoring and Outsourcing

We maintain continuous oversight of waste management within our Concession and Facilities Management Division and the Z1P3 Project. For the Z1P2 Project, we ensure responsible waste handling by outsourcing services to officially authorised waste management companies.



#### Vendor Performance Evaluation

To ensure high standards in our outsourced waste management services, we rigorously evaluate our vendors based on performance and their adherence to contractual requirements, guaranteeing effective and compliant waste handling.



#### Environmental Awareness and Mindful Practices for Employees

We actively promote environmental awareness among our employees across all locations. This is achieved through inculcating mindful practices such as utilising reusable food containers, practicing double-sided printing and copying, promoting digital communication platforms to reduce paper memos, and reinforcing paper recycling efforts throughout our diverse divisions.



### Paper Recycling Initiative

In 2024, Puncak Niaga actively championed paper recycling, and specific quantities are detailed in the table below, showcasing our commitment to mindful resource consumption:

Business Segment	FY2022 (KG)	FY2023 (KG)	FY2024 (KG)
Corporate HQ (Wisma Rozall)	600	800	<b>1,200</b>
Construction	213	240	<b>1</b>
Concession	45	144	<b>94</b>
Plantation	110	207	<b>113</b>
<b>Total</b>	<b>968</b>	<b>1,391</b>	<b>1,408</b>

### Future Plans

Building upon our established foundation of responsible waste and resource management, Puncak Niaga will not only maintain the efficiency and reliability of our current practices, including consistent collection, rigorous recycling protocols, and strict regulatory compliance, but also we actively leverage on technology to reduce paper usage and improve operational efficiency, the continued use of physical documentation remains an important part of our commitment to strong governance. In key areas such as legal compliance, contract management, and regulatory reporting, maintaining paper records ensures authenticity, traceability, and alignment with industry standards and statutory requirements. This balanced approach allows us to embrace digital innovation while upholding the integrity, accountability, and transparency that form the foundation of good corporate governance, driving us towards ever more sustainable practices.



## SUSTAINABILITY STATEMENT

### SOCIAL VALUE

We deeply value our employees as the cornerstone of our organisation, believing that their wellbeing and growth are intrinsically linked to our collective success. Recognising that our employees are the driving force behind our innovation and achievements, we prioritise fostering a supportive and empowering environment through policies that champion professional development, work-life balance, and open communication.



**WE ARE FIRMLY COMMITTED TO CULTIVATING A SAFE, MOTIVATING, AND INCLUSIVE WORK ENVIRONMENT, EMPOWERING OUR EMPLOYEES TO THRIVE AND GROW WITHIN THE ORGANISATION. ULTIMATELY, WE ASPIRE TO BE AN EMPLOYER OF CHOICE, ATTRACTING AND RETAINING TOP TALENTS BY CONSISTENTLY INVESTING IN OUR EMPLOYEES' HOLISTIC GROWTH AND CREATING A FULFILLING AND REWARDING CAREER JOURNEY FOR EACH MEMBER OF OUR TEAM.**

Puncak Niaga is driven by a core purpose of delivering significant value to its communities. Guided by the Corporate Social Responsibility Policy, the Group's dedication extends beyond environmental stewardship, stakeholder engagement, and employee wellbeing which encompass a deep investment in community welfare. Puncak Niaga strategically focuses on creating meaningful community value through diverse initiatives specifically designed to uplift and empower, with a strong emphasis on supporting vulnerable populations, including the underprivileged and indigenous communities. Furthermore, the Group is committed to allocating substantial financial resources to its Corporate Social Responsibility ("CSR") initiatives and programmes, ensuring these efforts generate a positive and enduring impact on the lives of community members.

**UPHOLDING WORKFORCE DIVERSITY**

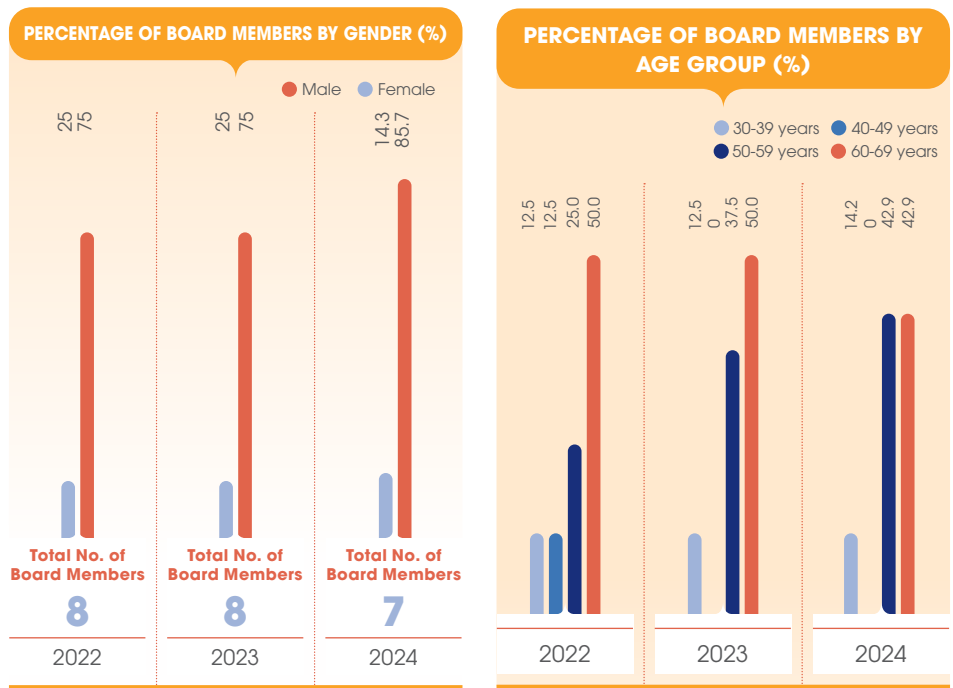
The principles of workforce diversity, equality, and inclusion (“DEI”) are fundamental to the ongoing success of Puncak Niaga. By prioritising DEI, Puncak Niaga aims to harness a broader spectrum of perspectives and experiences, which will foster innovation, improve operational efficiency, and enhance overall performance. By advocating for DEI, Puncak Niaga will develop a workforce that is not only more creative and adaptable but also closely aligned with the diverse communities we serve, thereby ensuring our long-term success and sustainable growth.

Puncak Niaga resolutely commits to building and nurturing a workforce that genuinely reflects the rich diversity of Malaysia and the global communities we impact, ensuring equitable opportunities for every employee, and fostering a deeply inclusive culture where all voices are heard and valued. This commitment aims to create a dynamic and thriving workplace where diverse talents collaborate effectively, every employee is empowered to contribute their unique skills and perspectives, and a strong sense of belonging unites the entire Puncak Niaga team. Achieving these aims is not just ethically sound, but strategically vital for Puncak Niaga to unlock the collective intelligence of its workforce, fuel groundbreaking solutions in our business, and solidify our position as an industry leader in Malaysia and beyond.

To ensure our commitment to DEI is more than just words, Puncak Niaga is dedicated to implementing specific actions that will drive real and lasting change throughout the organisation. These efforts include implementing fair and transparent hiring and promotion practices, providing comprehensive DEI training and awareness initiatives at all levels, empowering employee resource groups to elevate diverse perspectives, and fostering inclusive, accessible workplace environments through supportive policies.

**Employee Performance Data**

Puncak Niaga takes pride in its diverse workforce, which reflects the various communities we serve. Our team includes individuals from a multitude of age groups, genders, ethnicities, religions, and backgrounds. This rich diversity fosters a wealth of perspectives that drive innovation, improve problem-solving skills, and enhance our overall company culture. Our dedication to diversity, equity, and inclusion is evident at the highest levels of leadership, with the Board of Directors actively promoting these values throughout the organisation. To further demonstrate the strength and diversity of our workforce, we present the following employee performance data:



Employee	FY2022	FY2023	FY2024
No. of Employees	622	703	461

**Gender Diversity by Employee Category FY2024**

Job Categories	Male	Female
Management	38	18
Executive	59	55
Non-Executive/Technical	202	70
Apprentice	0	2
Practical Trainees	9	8
<b>Total</b>	<b>308</b>	<b>153</b>

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### Age Diversity by Employee Category FY2024

Job Categories	19-29 years	30-39 years	40-49 years	50 years and above
Management	0	12	26	18
Executive	28	47	27	12
Non-Executive/Technical	112	99	40	21
Apprentice	0	2	0	0
Practical Trainees	17	0	0	0

### Ethnicity Diversity by Employee Category FY2024

Job Categories	Bumiputera	Chinese	Indian
Management	49	5	2
Executive	112	2	0
Non-Executive/Technical	259	0	13
Apprentice	2	0	0
Practical Trainees	15	0	2

### Hiring and Attrition

Puncak Niaga demonstrates a welcoming approach to hiring, inviting candidates from diverse backgrounds and cultures to contribute to their organisation. The company's commitment to sustainable performance is matched by its dedication to nurturing its human capital, viewing employees as essential to their continued success. Puncak Niaga's (Human Resource / Talent Acquisition Department) actively seeks individuals who are passionate and knowledgeable, aligning with the company's vision for a united and accountable workforce.

### New Hire 2024

Employee Hires and Turnover	
Total New Hires	93
Total Turnover	290

### Gender of Turnover by Employee Category 2024

Job Categories	Male	Female
Management	31	17
Executive	53	48
Non-Executive/Technical	112	19
Apprentice	6	4
Practical Trainees	0	0

**Age of Turnovers by Employee Category**

Job Categories	19-29 years	30-39 years	40-49 years	50 years and above
Management	1	13	19	15
Executive	36	42	11	12
Non-Executive/Technical	69	37	17	8
Apprentice	8	2	0	0
Practical Trainees	0	0	0	0

**Protecting our Employees**

Puncak Niaga is committed to safeguarding employee rights, ensuring a fair and respectful work environment for all its employees. This commitment is reflected in Puncak Niaga’s employment practices, which are in full alignment with the Malaysian Employment Act. In accordance with the government’s amendments to the Employment Act effective 1 January 2023, Puncak Niaga has proactively updated its employment governance documents, including Employee Handbooks and contracts, to reflect these changes. These updates encompass key enhancements such as improvements to paid maternity leave provisions, the introduction of flexible working hour arrangements, and adjustments to maximum working hours, all aimed at bolstering employee wellbeing and work-life balance.

The Board of Directors at Puncak Niaga assumes ultimate responsibility for overseeing the protection of employee rights. In fulfilling this responsibility, the Board diligently oversees the implementation of human resource management policies and procedures, ensuring they are consistently applied and aligned with all relevant employment laws and regulations. These comprehensive policies and procedures serve as essential guidelines, guaranteeing legal compliance and providing employees with a clear understanding of their rights and entitlements within the company. Puncak Niaga’s employee-related policies

encompass a wide spectrum of areas, including:

- Manpower Planning and Recruitment,
- Training and Development,
- Performance Management,
- Compensation and Benefits, Employee Relations,
- Grievance Mechanism,
- Disciplinary Actions, and
- Other policies established to ensure full compliance with all applicable laws and regulations.

Puncak Niaga maintains a strict stance against sexual harassment, dedicated to fostering a workplace environment free from any form of unwelcome sexual conduct. This commitment is formalised through a comprehensive Sexual Harassment Policy, which outlines prohibited behaviours, reporting procedures, and disciplinary actions to ensure a safe and respectful atmosphere for all employees. This policy is readily accessible to all personnel and actively promoted throughout the organisation to raise awareness and encourage a culture of zero tolerance for sexual harassment. Reflecting the effectiveness of these preventative measures and the company’s commitment to this issue, Puncak Niaga is pleased to report that there were no sexual harassment incidents reported throughout FY2024.

Puncak Niaga actively demonstrates its commitment to protecting employees through a range of proactive initiatives. Puncak Niaga organises regular anti-

harassment awareness campaigns and conducts comprehensive training programmes on employee rights and ethical conduct. These initiatives, alongside consistent communication and engagement efforts, solidify Puncak Niaga’s dedication to safeguarding its employees and upholding a culture of respect and fairness.

**Upholding Labour and Human Rights**

Building upon its commitment to employee wellbeing, Puncak Niaga upholds a firm zero-tolerance stance against all forms of forced or compulsory labour, child labour, and human rights violations within its operations. To actively address these critical issues, Puncak Niaga employs a dedicated team of Auxiliary Police who are responsible for enforcing ethical practices across all company premises and operational sites. These proactive measures and the company’s overall approach are consistently aligned with established policies concerning labour and human rights, reflecting Puncak Niaga’s dedication to ethical and responsible conduct. Demonstrating the effectiveness of these safeguards, Puncak Niaga is pleased to confirm that FY2024 was free from any reported incidents of child labour, forced or compulsory labour, or violations of human rights throughout its organisation.

**Grievance Mechanism**

Puncak Niaga has established a robust Grievance Mechanism, designed to empower employees, suppliers, and stakeholders to voice any concerns they may have. This mechanism serves as a

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crucial channel for reporting issues that may include environmental matters, labour practices, or other critical concerns requiring prompt attention and resolution. Aligned with Puncak Niaga's comprehensive Whistleblowing Policy, this grievance system encourages individuals to report potential issues confidentially, effectively eliminating any fear of reprisal or retaliation.

### Benefits and Compensation

Employee benefits and compensation hold significant importance at Puncak Niaga, acting as a fundamental element in attracting, retaining, and motivating a high-calibre workforce. It is essential to provide a comprehensive benefits and compensation package that promotes employee satisfaction, loyalty, and productivity. This approach directly influences the Group's overall success and sustainability within the competitive industry. Puncak Niaga is dedicated to the ongoing assessment and enhancement of its employee benefits and compensation structure to ensure it remains competitive, fair, and in line with the industry's best practices.

The benefits we provide to our employees include:

- 

Comprehensive medical coverage for employees and their immediate family members
- 

Life insurance and retirement benefits
- 

Educational loans with 0% interest and interest subsidies for housing and car loans
- 

Incentives to support daily expenses including mobile phone, travel, cost of living, meals, and hardship allowance
- 

Flexi-working hours and extensive annual leave, medical leave, study leave, compassionate leave, and paternity leave
- 

Fully paid professional subscriptions and training expenses

### Employee Engagement

Employee engagement is a key priority for Puncak Niaga, as it directly contributes to a thriving and productive workforce. The company understands that empowering and motivating employees, fostering a positive work culture, and strengthening relationships within the workforce are essential for achieving organisational success. Puncak Niaga is deeply committed to creating an environment where employees feel valued, supported, and inspired to perform their best, while also prioritising their health and wellbeing. To uphold this commitment, Puncak Niaga implements various initiatives focused on developing mutual trust among colleagues, enhancing open communication, promoting collaborative teamwork, and prioritising employee wellbeing.

The following list illustrates the employee engagement initiatives that were conducted in 2024 by different divisions within our organisation:

Division	Initiatives
Persatuan Kakitangan Kumpulan Syarikat Puncak Niaga ("PEKA")	<ul style="list-style-type: none"> <li>• Tazkirah &amp; Solat Sunat Hajat Programme</li> <li>• 18th PEKA Annual Meeting</li> <li>• Distribution of Kurma to Employees During Ramadan</li> <li>• Bubur Lambuk (Lamb Porridge) Cooking Programme 2024</li> <li>• Charity Contributions to PEKA Members</li> <li>• Short Video Competition in Conjunction with the Month of Independence</li> <li>• Azlan Shah Tan Sri Rozali Cup Indoor Game Championship 2024</li> </ul>
Danum Sinar	<ul style="list-style-type: none"> <li>• Contribution (Rice &amp; Chicken) to all staff &amp; workers estates in conjunction the celebration of Hari Raya</li> <li>• Majlis Penghargaan Pekerja Masyarakat Penan (Metalun)</li> </ul>



◆ *Distribution of Kurma to Employees During Ramadan*



◆ *Azlan Shah Tan Sri Rozali Cup Indoor Game Championship 2024*

**TRAINING AND DEVELOPMENT**

Training and development are essential priorities for Puncak Niaga. In today’s rapidly evolving business landscape, continuous learning is crucial to ensure the company maintains a competitive edge and achieves operational excellence. Allocating resources to enhance employee skills and knowledge results in increased efficiency, superior service quality, and the capacity to implement innovative solutions. Moreover, a dedicated emphasis on training and development nurtures a skilled workforce that can effectively tackle complex challenges, thereby contributing to the long-term sustainability and success of the organisation.

Puncak Niaga demonstrates a strong commitment to the growth and advancement of its employees through comprehensive training and development initiatives. This dedication is evident in their investment in various internal and external training programmes designed to enhance technical expertise, leadership capabilities, and professional skills across all levels of the organisation.

The following highlights the list of training programmes provided to Directors, Management, and employees in 2024:

**List of Training for 2024**

In year 2024, PNHB had spent a total of RM224,642.90 for ninety-four (94) learning & development activities. The tabulation as per follows:-

Company	Types of Learning & Development	Training	Approved Budgeted Amount (RM)	Utilised Amount (RM)	No. of Training Activities
PNHB	In-House Training	1. ESG Disclosure Data Performance	-	-	1
	External Training	1. Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	-	16,205.00	7
		2. COSO-Based Internal Auditing			
3. Navigating Directorship: Legal Consequences, Responsibilities and Risks in Office					
4. Navigating ESG Risk in The Supply Chain					
5. Tax Seminar on Budget 2025					
6. Board Directors: Steering The Path with Net Zero Strategy					
7. ICDM Chairman Roundtable & Networking Session: How Responsible & Responsive Are You in Strategic Risk Management?					
	Knowledge Sharing Session/On the Job Training		-	-	-
<b>Total PNHB</b>				<b>16,205.00</b>	<b>8</b>

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Company	Types of Learning & Development	Training	Approved Budgeted Amount (RM)	Utilised Amount (RM)	No. of Training Activities
PNMSSB	In-House Training	<ol style="list-style-type: none"> <li>1. Auxiliary Police Shooting Training</li> <li>2. Basic Occupational First Aid, CPR &amp; AED</li> <li>3. Ceramah Pemantapan Integriti - Pecah Amanah dan Penipuan Dana Syarikat Serta Pelanggaran Undang-Undang</li> <li>4. Drone Experience Workshop</li> <li>5. Kelas Komputer Excel Dan Powerpoint</li> <li>6. Latihan Kawad Kaki</li> <li>7. Latihan Senjata Api</li> <li>8. Risk Management Q-Radar And Ams System</li> <li>9. Taklimat Pemantapan Integriti Ke Arah Amalan Budaya Kerja</li> <li>10. Taklimat Program Kitar Semula</li> <li>11. Taklimat Sistem Insuran Pekerjaan (SIP)</li> </ol>	10,000.00	14,231.45 (HRD Corp Claimable)	11
	External Training	<ol style="list-style-type: none"> <li>1. Handling Misconduct Relating to Absenteeism</li> <li>2. Bagaimana Memahami Akta Kerja 1955 Boleh Melindungi Majikan</li> <li>3. Sustainability Gri Reporting</li> <li>4. COSO-Based Internal Auditing</li> <li>5. Town Hall On Progressive Wage Policy Pilot Project</li> <li>6. e-Invoicing Implementation: A Forum for Finance Leader</li> <li>7. Plantation Sector Internal Audit Seminar 2024</li> <li>8. Developing Administrative Skills</li> <li>9. Regulatory Forum 2024 - Evolving Regulatory Landscape</li> <li>10. Seminar Salah Laku Pekerja: Cara Menangani Dan Siasatan Dalaman Tatatertib (Domestic Inquiry)</li> <li>11. Corporate Governance Case Study</li> <li>12. Anti-Bribery Management System Iso 37001:2016 Internal Auditor</li> <li>13. Adobe Premier, Encore &amp; Audition</li> <li>14. Navigating ESG Excellence: A Blueprint for Leaders</li> <li>15. National Showcase of Industrial Harmony 2024 (NASH 2024)</li> <li>16. MAICSA Annual Conference - Sustainability Today for Tomorrow</li> <li>17. Kursus Asas Polis Bantuan</li> </ol>	54,250.00	77,706.00	17



Company	Types of Learning & Development	Training	Approved Budgeted Amount (RM)	Utilised Amount (RM)	No. of Training Activities
<b>PNMSSB</b>	Knowledge Sharing Session/On the Job Training	1. Taklimat Perlindungan Insurans Kesihatan Sesi 2	-	-	21
		2. Latihan Pengurusan Bilik Kawalan			
		3. Latihan Alat Pemadam Api			
		4. Latihan Persenjataan dan Bilik AMRA			
		5. Penggunaan T-Baton			
		6. Latihan Kawad Kaki			
		7. Taklimat Penugasan Di Pos Kawalan Dan Rondaan			
		8. Taklimat Naik Turun Bendera			
		9. Taklimat Tatacara Penulisan Buku Harian Balai Dan Buku Saku			
		10. Latihan Penggunaan Water Barrier Dan Flood Gate			
		11. Tatacara Memandu Kenderaan Polis Bantuan			
		12. Taklimat Employee Handbook			
		13. Latihan Penggunaan Walkie Talkie			
		14. Taklimat Penggunaan Smart Guard			
		15. Taklimat Pengurusan Headcount			
		16. Taklimat Agensi Pekerjaan – Talentwork			
		17. Taklimat Agensi Pekerjaan - Wiki Career			
		18. Taklimat Fountain Entrance Wisma Rozali			
		19. E-Invoicing Implementation - A Comprehensive Guide and Practical Insights			
		20. Preparation For E-Invoicing Implementation - What You Should Do			
		21. ACCA Virtual Seminar - Post Budget 2025			
<b>Total PNMSSB</b>			<b>64,250.00</b>	<b>91,937.45</b>	<b>49</b>
<b>PNCBSB</b>	In-House Training		10,000.00	-	1
	External Training	1. Kursus Pembinaan Jalan Raya Di Malaysia	12,700.00	1,336.00	4
		2. Kursus Pengenalan Kepada IBS			
		3. Project Planning and Control Using Microsoft Project			
	4. Microsoft Excel Application for Construction Company				
	Knowledge Sharing Session/On the Job Training		-	-	4
<b>Total PNCBSB</b>			<b>22,700.00</b>	<b>1,336.00</b>	<b>4</b>

## SUSTAINABILITY STATEMENT

Company	Types of Learning & Development	Training	Approved Budgeted Amount (RM)	Utilised Amount (RM)	No. of Training Activities	
<b>DSSB</b>	In-House Training	<ol style="list-style-type: none"> <li>Basic Occupational First Aid, CPR &amp; AED</li> <li>Fresh Fruit Bunch (FFB) Harvesting, Collection and Upkeep</li> </ol>	-	23,380.00	2	
				(HRD Corp Claimable)		
	External Training	<ol style="list-style-type: none"> <li>Handling Misconduct Relating to Absenteeism</li> <li>How To Avoid Claims of Constructive Dismissal &amp; Forced Resignation</li> <li>Due Inquiry: Your Key to Compliance with Labour Ordinance (Sarawak Cap. 76)</li> <li>Occupational Safety and Health (OSH) Coordinator</li> </ol>	32,200.00	6,143.00	4	
	Knowledge Sharing Session/On the Job Training		-	-	-	
			<b>TRIpIc</b>	<b>32,200.00</b>	<b>29,523.00</b>	<b>6</b>
<b>TRIpIc</b>	In-House Training	<ol style="list-style-type: none"> <li>Briefing on the Contract and Procurement Business Playbook</li> <li>CIDB Green Card Application</li> <li>Electrical Hazard - Lock Out and Tag Out</li> <li>Ergonomic at the Workplace</li> <li>General Cleaning Services for General Workers</li> <li>Hazard Identification, Risk Assessment and Risk CONTROL (HIRARC)</li> <li>Implementing Safe and Effective Healthcare Delivery</li> <li>Integrated Management System Internal Audit Training: ISO 45001:2018, ISO 9001:2015 &amp; ISO 14001:2015</li> <li>Personal Protective Equipment Management (PPE)</li> <li>Working At Height</li> </ol>	5,200.00	34,192.45	10	
				(HRD Corp Claimable)		



Company	Types of Learning & Development	Training	Approved Budgeted Amount (RM)	Utilised Amount (RM)	No. of Training Activities
<b>TRIpIc</b>	External Training	<ol style="list-style-type: none"> <li>Certified Environment Professional in Scheduled Waste Management (CePSWaM)</li> <li>Air-Conditioning &amp; Mechanical Ventilation Level 2</li> <li>Bagaimana Memahami Akta Kerja 1955 Boleh Melindung Majikan</li> <li>Interactive Video Dashboard Reporting and Analysis with Microsoft Excel</li> <li>24th Conference and Exhibition on Occupational Safety and Health 2024</li> <li>Scaffold Erection Level 1</li> <li>Bulletproof Your Organisation's Emergency Plan</li> <li>Microsoft Project Basic and Intermediate</li> <li>Medical Engineering - Competent Person</li> <li>E-Invoicing Implementation - A Comprehensive Guide and Practical Insights</li> <li>Return To Work Coordinator (RTWC)</li> <li>Lead Auditor Course Integrated Management System (Ims) ISO 9001, ISO 14001 &amp; ISO 45001 Exemplar Global Certified</li> <li>Evolving Excellence and Best Practices in Malaysia Facilities Management - A Seminar to Reenergize Facilities Management</li> <li>Tax Seminar on Budget 2025</li> <li>BDO Tax Seminar on Budget 2025</li> <li>ACCA Virtual Seminar - Post Budget 2025</li> <li>Authorised Entrant &amp; Standby Person for Confined Space</li> </ol>	54,050.00	51,449.00	17
	Knowledge Sharing Session/On the Job Training		-	-	
<b>Total TRIpIc</b>			<b>59,250.00</b>	<b>85,641.45</b>	<b>27</b>
<b>TOTAL</b>			<b>178,400.00</b>	<b>224,642.90</b>	<b>94</b>

### Training Performance Data

From high-level management to apprentices, training programmes are designed to cater to the specific needs and career progression of every individual across the organisation. This inclusive approach ensures that all members of the Puncak Niaga are equipped with the necessary skills and knowledge to excel in their respective domains and contribute effectively to the company's overall goals. The following tables illustrate our training performance data, showcasing the breadth and impact of these developmental efforts:

### Training by Gender

Job Categories	Male	Female
No. of Employees	<b>299</b>	<b>145</b>
Total No. of Training Mandays	<b>1,341.75</b>	<b>284</b>
<b>Average Training Mandays</b>	<b>4.49</b>	<b>1.96</b>

### Training by Employee Category

Job Categories	Total Employees	Total Training Mandays	Average
Management	<b>56</b>	<b>167.63</b>	<b>2.99</b>
Executive	<b>114</b>	<b>384.74</b>	<b>3.33</b>
Non-Executive	<b>272</b>	<b>1,072.38</b>	<b>3.94</b>
Apprentice	<b>2</b>	<b>1</b>	<b>0.5</b>

## SUSTAINABILITY STATEMENT

### Knowledge Sharing Collaborations with Universities

To further enhance our training and development initiatives, Puncak Niaga actively pursues knowledge-sharing collaborations with leading universities. These partnerships serve as a vital bridge, bringing together academic expertise and industry practice to enrich the learning experience for Puncak Niaga employees. In 2023, we entered into an MOU with Management Science University ("MSU") and signed an MOU with Politeknik Sultan Idris Shah ("PSIS"). In 2024, we welcomed 17 internships students from 11 universities/institutions who took part in our internship and practical training programme.

By engaging with these institutions, the company gains access to the forefront of research, diverse perspectives, and specialised knowledge, ensuring its training programmes remain relevant and aligned with the latest advancements in the field. These collaborations not only contribute to the professional growth of Puncak Niaga's workforce but also foster innovation and a culture of continuous learning within the organisation.

### Employee Performance and Appraisal

Employee performance evaluation and appraisal are vital components for Puncak Niaga in achieving its strategic aims and preserving its leadership position in the industry. Regular performance assessments offer a systematic approach to review the contributions of individuals and teams, ensuring they align with the organisation's objectives while also highlighting areas for potential improvement. This process is important for Puncak Niaga, as it allows the company to identify and reward top-performing employees, thereby enhancing motivation and boosting morale. Moreover, appraisals play a crucial role in uncovering skill gaps and developmental needs, which in turn enables the implementation of focused training initiatives aimed at enhancing employee skills and ensuring a proficient and flexible workforce capable of addressing evolving challenges.

Puncak Niaga has established a systematic performance appraisal management system that is executed biannually. Within this framework, the Independent Employees Performance Review Committee ("IEPRC") is instrumental in evaluating the performance assessments and scores provided by the Heads of Departments and Divisions. After conducting this evaluation, the IEPRC submits its recommendations to the Executive Committee ("EXCO") and the Board. The final decision regarding employee assessments is made collectively by the EXCO and the Board, factoring in both individual performance and the company's overall performance.

Puncak Niaga has established a Performance Improvement Programme ("PIP") to address instances of underperformance. When an employee's performance fails to meet the necessary standards, the Board will recommend participation in the PIP. This structured initiative begins with counselling sessions involving the employee's Head of Division and the Executive Director of the Human Resources and Administrative Division, aimed at pinpointing challenges and setting improvement goals. Following these initial meetings, the employee's progress is systematically reviewed through monthly performance evaluations over a six-month period, ensuring continuous support and consistent assessment throughout the improvement process. In 2024, 327 (73.6%) of our employees received regular performance reviews.

### OCCUPATIONAL SAFETY AND HEALTH ("OSH")

At Puncak Niaga, OSH is not just a legal obligation but a cornerstone of sustainable operations, fostering a safe and productive work environment. Ensuring that the safety, health, and wellbeing of our employees lies at the heart of everything we do aligns with our core organisational values. By prioritising OSH, we not only protect our people but also strengthen our ability to achieve sustainable growth and operational excellence.

Through the implementation of our comprehensive Health, Safety and Environmental Policy across all operations, we aim to proactively address risks, overcome challenges, and ensure a culture of care and resilience. This policy binds all employees at Puncak Niaga to comply with its stringent safety practices, hence fostering a collective responsibility to safeguard not just themselves but colleagues as well.

As a testament to our unwavering commitment to commit to global OSH standards, we have successfully been awarded the MS ISO 45001:2018 certification.

Moving forward, we will continue to uphold and advance these exemplary OSH practices across our projects, plantations, and operations, thereby ensuring the continued wellbeing of our workforce and the sustainability of our environment.

### Reinforcing the Importance of OSH Training

To reinforce the critical importance of OSH awareness, knowledge and skills throughout our operations, Puncak Niaga conducts comprehensive training for employees and workers alike. Such training programmes are extensive and conducted by suitably qualified professionals in their respective fields such as awareness of safety protocols, incident reporting and investigation, site safety and monitoring, and emergency preparedness.



In FY2024, a total of 140 employees were trained in various aspect of OSH. A list of training programmes organised for our employees in FY2024 is as below:

**Training Programme**

- Basic Occupational First Aid, CPR & AED - DSSB
- CIDB Green Card
- Basic Occupational First Aid, CPR & AED
- Hazard Identification, Risk Assessment and Risk Control (HIRARC)
- Working At Height
- Electrical Hazard - Lock Out and Tag Out
- Ergonomic at Workplace
- Implementing Safe and Effective Healthcare Delivery
- 24th Conference and Exhibition on Occupational Safety and Health 2024
- Bulletproof Your Organisation’s Emergency Plan
- Certified Environment Professional in Scheduled Waste Management (CePSWaM)
- Scaffold Erection Level 1

**OSH Across our Divisions**

To cater to the specific OSH requirements across our business divisions, we have carefully crafted and implemented suitable measures at project sites.

Within our Environmental Engineering and Construction division, particularly at our project sites, we conduct regular site and safety briefings, toolbox talks, safety inductions, and monthly inspections, including first aid training involving our workers and contractors. In addition to such interactive and open sessions, monthly progress meetings involving local authorities were also convened to identify and address any potential health and safety concerns.

Similarly, workers at our Plantations Division adhere to a robust set of OSH standard operating procedures (“SOP”) clearly defined in the OSH Policy Manual. To validate such SOPs, periodic audit is carried out, the latest being in 2022 by a certified and established certification agency. Specific training programmes are emphasised at our estates, amongst which are fire drill exercise, proper use of Personal Protective Equipment (“PPE”), safe handling of chemicals and heavy machinery.

Our Concessions and Facilities Management Division remains steadfast in their approach to OSH, as seen in the many initiatives implemented in its operations. This division adheres to established best practices on safety contained in the Integrated Management System ISO 45001:2018 for OSH and has been accorded accreditation by the Malaysian Society for Quality in Health (“MSQH”). Relevant activities carried out at the managed facilities include periodic fogging, regulated cleaning and waste disposal by authorised contractors as well as quarterly HSE workplace inspection.

Our firm commitment on hazard identification and risk management initiatives enables us to mitigate potential risks effectively, thereby contributing to a safer work environment.

**OSH Performance**

LTI-Free Manhours as of FY2024:

Location	Total Working Hours
Construction	<b>253,704</b>
Consession	<b>750,439.34</b>
Plantation	<b>732,296</b>
<b>Total</b>	<b>1,736,439.34</b>



## SUSTAINABILITY STATEMENT

Summary of LTI and incidents as of 31 December 2024:

Type of Incident	Business Unit					
	Environmental Engineering & Construction			Plantation	Concessions & Facilities Management	
	PNCSB	Kelantan	Kuantan	Plantation Division	ZIP 2	ZIP 3
<b>Fatality</b>	0	0	0	0	0	0
<b>Serious Injury (LTI&gt; 4 days)</b>	0	0	0	0	0	0
<b>Minor Injury (LTI&gt; 4 days)</b>	0	0	0	0	0	0
<b>Medical Treatment Injury</b>	0	0	0	0	0	0
<b>Dangerous Occurences</b>	0	0	0	0	0	0
<b>Property Damage</b>	0	0	0	0	0	0
<b>Traffice Incident</b>	0	0	0	0	0	0
<b>First Aid Cases</b>	0	0	0	0	0	0
<b>Near Miss</b>	0	0	0	0	0	0
<b>Others (First aid, near miss, and others)</b>	0	0	0	2	4	0
<b>Occupational Disease/ Food Poisoning</b>	0	0	0	0	0	0

### Safety Assurance with Auxiliary Police

Mindful of the need for assurance of safety across its operations, Puncak Niaga has in place a dedicated Auxiliary Police team, Security Guards and Surveillance Officers to ensure the protection of the Group's personnel, premises, properties, assets, and projects. This initiative underscores Puncak Niaga's commitment to safeguarding its resources and fostering a secure environment for its stakeholders.

Comprising 64 trained professionals who have undergone rigorous training by the Royal Malaysia Police ("PDRM"), these Auxiliary Police members are empowered and authorised by PDRM to enforce laws, rules, and regulations, thereby enhancing safety and maintain order within the company's operational framework.

Responsibilities of Puncak Niaga's Auxiliary Police include:

- Crime prevention on the company's premises, properties, assets, and projects
- Conduct routine patrols, static duties, and beat inspections to maintain security and deter potential threats
- Managing crowd control and conducting regular inspections of individuals and vehicles
- Safeguarding and providing escorts for the company's property
- Collaborating with the PDRM in joint patrols in specified areas
- Actively participating in PDRM's official activities, including events organised by the Malaysian Auxiliary Police Association ("MAPA")
- Serving as the company's frontline representatives

**CUSTOMER EXPERIENCE**

At Puncak Niaga, we recognise that delivering an exceptional customer experience is not merely a desirable outcome but a fundamental pillar of our success and a reflection of our commitment to excellence. In the essential sectors we serve – water, wastewater, and environmental solutions – our services directly impact communities, businesses, and the environment. Therefore, ensuring a positive and seamless experience for our clients is essential. Excellent customer experience fosters trust, strengthens long-term partnerships, and reinforces our reputation as a reliable and solutions-oriented leader in the regional market. By prioritising customer experience, we aim to not only meet but exceed expectations, ensuring satisfaction, fostering loyalty, and ultimately contributing to the sustainable growth and well-being of the communities we serve. Transparency in our customer experience approach is a crucial step in demonstrating our accountability and dedication to these values.

Beyond simply providing services, Puncak Niaga is dedicated to cultivating genuine partnerships with our clients. Our customer experience philosophy is rooted in a proactive and solutions-oriented approach. We believe in understanding the unique needs and challenges of each client, whether they are government bodies, industrial partners, or facility management teams. This understanding allows us to tailor our services, anticipate potential issues, and deliver effective, sustainable solutions. We are committed to being more than just a service provider; we strive to be a trusted advisor and a collaborative partner, working hand-in-hand with our clients to achieve their objectives and contribute to a better future. This philosophy extends across all our business sectors, ensuring a consistent and high-quality experience regardless of the specific service we are delivering.

**Delivering Good Customer Experience**

To consistently deliver on our customer experience philosophy, we focus on several key elements across all interactions:

**Reliability and Operational Excellence**

Our core services are essential, and reliability is non-negotiable. We prioritise operational excellence to ensure consistent and dependable service delivery, minimising disruptions and maximising efficiency. This includes robust infrastructure, skilled personnel, and stringent quality control measures.

**Proactive Communication and Transparency**

We believe in keeping our clients informed and engaged. This includes clear and timely communication regarding project updates, service schedules, and any potential challenges. Transparency in our processes and performance builds trust and fosters stronger relationships.

**Responsiveness and Solution-Oriented Support**

We understand that issues can arise, and prompt, effective responses are critical. Our customer service teams are trained to be responsive, knowledgeable, and empowered to resolve inquiries and issues efficiently. We aim to provide solutions, not just answers, ensuring that client needs are fully addressed.

**Technical Expertise and Innovation**

As a leader in our field, we leverage our deep technical expertise and embrace innovation to deliver cutting-edge solutions. We provide knowledgeable teams who can understand complex needs and offer tailored, effective strategies. We are committed to continuous improvement and incorporating new technologies to enhance our services and client experience.

**Long-Term Relationship Management**

We value long-term partnerships. We invest in building strong relationships with our clients through dedicated account management, regular communication, and a commitment to understanding their evolving needs over time.

## SUSTAINABILITY STATEMENT

### Customer Experience Management

Our commitment to exceptional customer experience is not static; it’s a journey of continuous improvement. To ensure we are consistently meeting and exceeding client expectations, we actively measure and monitor customer feedback through various channels including regular client satisfaction surveys, direct feedback mechanisms, project and performance reviews, and analysis of customer interactions. This feedback is invaluable in informing our strategic decisions, refining our processes, and ensuring we are consistently evolving to meet the changing needs of our clients and the industry.

The following illustrates the Group’s customer satisfaction related performance data:

Customer Satisfaction Performance	FY2022	FY2023	FY2024
Customer Satisfaction Score %	96.15	96	<b>96.34</b>
Customer Complaint Received	3,857	3,795	<b>3,879</b>
Customer Complaint Resolved	3,857	3,795	<b>3,879</b>
Resolution Rate (%)	100	100	<b>100</b>
Number of Complaint from Regulatory Bodies	N/A	N/A	<b>N/A</b>
Number of Complaint from Regulatory Bodies Resolved	N/A	N/A	<b>N/A</b>

### SUPPORTING OUR COMMUNITIES

Puncak Niaga remains passionately committed to making a meaningful impact on the communities where we operate, focusing on uplifting the underprivileged and addressing their pressing needs. Our dedication to giving back to society is reflected in our active engagement in various CSR initiatives throughout the year.

Such CSR initiatives have also left an indelible impression on our employees, inculcating a higher spirit of caring and consideration for the less fortunate. By reaching out to deserving organisations and individuals to lend a helping hand as part of our CSR initiatives, employees have come to accept this altruistic behaviour not just as part of Puncak Niaga’s corporate lifestyle, but as part of theirs as well.

#### Supporting Local Indigenous Communities

Puncak Niaga is mindful of the rights, way of living and cultural sensitivities of our local indigenous communities. With this foremost in our minds, we are dedicated to empowering local indigenous communities by providing access to employment, business opportunities, and essential resources. Through our commitment of skills, expertise, and infrastructure development, we support access to basic healthcare and support with financial assistance where possible.

Our Plantation Division has launched a series of initiatives aimed at improving the quality of life for communities within our estates in Sarawak. These efforts are designed to create meaningful, positive change for the indigenous populations in which we operate.

Some of the key initiatives we have undertaken for the local indigenous community include:

- Employment/Business Opportunities:**  
 We provide job opportunities, enabling them to earn a livelihood, in addition to engaging local contractors and suppliers.
- Upskilling Opportunities:**  
 To enhance their skills and improve estate operations, we provide support by training them to become skilled workers, such as harvesters, lorry drivers and equipment operators.
- Upgrading Road Accessibility:**  
 We have improved road infrastructure across our estates, ensuring better access for workers, their families and the surrounding community.
- Providing Healthcare:**  
 Our estate medical centre offers basic healthcare facility for workers, with an ambulance available for emergencies, promoting their wellbeing.
- Enhancing Facilities and Transportation:**  
 We provide weekend shuttle services to transport local workers to their longhouse settlements, enabling convenience and improved communal engagement.
- Respecting Local Cultures:**  
 During festive seasons, we contribute to their celebrations by providing food and cash donations to longhouse communities, honouring and supporting their traditions.

In FY2024, there were zero incidents or violations of the rights of indigenous communities within our estates and in the areas where we operate.

**Investment Into Our Communities**

Puncak Niaga’s commitment to community investment remains a cornerstone of its operations, reflecting a deep dedication to giving back to local communities and supporting the underprivileged within its operational areas. This commitment is crucial to Puncak Niaga as it strengthens community bonds and addresses specific local needs. In FY2024, the company continued this impactful work, investing a total of RM258,533.00 in various CSR initiatives. These investments not only demonstrated Puncak Niaga’s financial support but also fostered stronger employee relationships through active participation in community service. These initiatives yielded significant outcomes, contributing to the wellbeing and development of the communities Puncak Niaga serves. The following highlights our CSR initiatives for 2024:

**Programmes**



Beneficiary/Programme	Amount (RM)
Tabung Pengurusan Rumah Ibadah (TRPI) Masjid Puncak Alam/Jamuan Berbuka, Moreh dan Sahur serta pelaksanaan Program-Program Sepanjang Bulan Ramadan 1445H di Masjid Puncak Alam	<b>100,000.00</b>
Persatuan Bekas Unit Tindakhas Malaysia, PDRM/Pertandingan Tembak International Practical Shooting Confederation (IPSC) Royal Malaysia Police Open Championship 2024 - Level III	<b>20,000.00</b>
Hospital Al-Sultan Abdullah, UiTM Puncak Alam/Program Ihya' Ramadan 1445H/2024M	<b>16,445.00</b>
UiTM Puncak Alam/Program Ihya' Ramadan 2024	<b>15,945.00</b>
UiTM Puncak Alam/Application for The International Conference on Discoveries in Applied Science & Advance Technology 2025 (DASAT 2025)	<b>15,000.00</b>
Persatuan Air Malaysia (The Malaysian Water Association): Negeri Sarawak/Borneo Water & Wastewater Exhibition & Conference 2024	<b>12,200.00</b>
Badan Pengawas Pemegang Saham Minoriti Berhad/National Corporate Governance & Sustainability Awards (NAGSA) 2024	<b>12,000.00</b>
Surau Ibnu Sina UiTM Puncak Alam	<b>11,770.00</b>
Majlis Kebajikan, Kebudayaan Dan Riadah (MADAH) Cawangan Wilayah Persekutuan/Majlis Kejohanan Sukan Pendaftaran Negara (SUPMA) Tahun 2024	<b>10,000.00</b>
UiTM Puncak Alam/Pertandingan Reka Bentuk Landskap Pusat Pelajar	<b>10,000.00</b>
Penerima Anugerah di Majlis Konvokesyen Politeknik Sultan Idris Shah Ke-18: <ul style="list-style-type: none"> <li>• Anugerah Tan Sri Rozali</li> <li>• Anugerah Khas Kepimpinan</li> <li>• Anugerah Khas Industri</li> <li>• Anugerah Khas Ikhlik Terpuji (Kategori Lelaki)</li> <li>• Anugerah Khas Ikhlik Terpuji (Kategori Perempuan)</li> </ul>	<b>9,000.00</b>
UiTM Puncak Alam/Bowling Tournament FMS ZIP2 & UiTM	<b>7,213.00</b>
Persatuan Polis Bantuan Malaysia/Persidangan Persatuan Polis Bantuan (MAPA) Kali Ke-35 Tahun 2024	<b>5,000.00</b>
Majlis Kebajikan & Sukan Anggota Kerajaan Negeri Kedah (MAKSAK)/Sukan Hasil 2024 Kedah/Perlis	<b>5,000.00</b>
Kelab Sosial dan Sukan (LANDAS Kapit)/Karnival Sukan Jabatan Tanah Dan Survei (LASSCAR) 2024	<b>5,000.00</b>
Kelab Polis Shah Alam	<b>2,960.00</b>
Jawatankuasa Kelab Polis Ibu Pejabat Polis Daerah Belaga/Sambutan Hari Sukan Negara	<b>1,000.00</b>
	<b>258,533.00</b>

## SUSTAINABILITY STATEMENT

### GOOD GOVERNANCE

Puncak Niaga believes that the key to the effective implementation of sustainability principles lies in a reliable governance. Our dedication to good corporate governance is reflected in our approach to upholding an organisational culture that prioritises ethical conduct, transparency, and accountability.



**THIS IS ALIGNED WITH THE MALAYSIAN CODE ON CORPORATE GOVERNANCE (“MCCG”) 2021 WHICH SETS OUT GOOD GOVERNANCE PRACTICES SET BY THE GOVERNMENT. THROUGH THIS APPROACH, WE FOSTER THE TRUST OF OUR STAKEHOLDERS AND PROVIDE A PLATFORM FOR MUTUAL COLLABORATION THAT BENEFITS PUNCAK NIAGA AND ALL INDIVIDUALS AND ENTITIES ASSOCIATED WITH US.**

#### BUSINESS ETHICS AND CORPORATE GOVERNANCE

##### Governance Policies

In ensuring all operations are aligned with good governance practices, Puncak Niaga has formed a set of policies that details the processes, rules, and expected behaviours of its employees and the relevant stakeholders in conducting business and operational activities, maintaining business integrity and regulatory compliance. These policies act as the foundational basis for all corporate activities within Puncak Niaga and may extend to suppliers and vendors where relevant.



Details regarding all corporate governance policies can be found in the following link: <https://www.puncakniaga.com.my/corporate-governance/>

#### Code of Conduct and Business Ethics

Puncak Niaga’s Code of Conduct and Business Ethics outlines the principles and standards of good practice that is expected to be followed by all Board members and employees. Most recently updated on 2018, this policy is communicated through the Employee Handbook and details expected behaviours on ethical business issues, such as managing dealings with stakeholders, gifts, hospitality, conflict of interest, harassment, and compliance.

#### Regulatory Compliance

Puncak Niaga recognised that adhering to the highest standards of ethics and complying with relevant laws and regulations is vital for their continuous operation. The Health, Safety and Environmental Policy was established to guide monitoring, evaluation, and validation of our operations to adhere to laws and regulations, and Operations Division Executive Director holds ultimate responsibility in this matter. The following shows a list of regulations that the Group observes:

1. **Environmental Quality Act 1974 (Act 127)**
2. **Environmental Quality (Scheduled Wastes) Regulations 2005**
3. **Factories And Machinery Act 1967**
4. **Occupational Safety And Health (Safety And Health Committee) Regulations 1996**
5. **Licensed and Registered Installation of Electricity Supply Act 1990 (447)**

In 2024, Puncak Niaga is proud to report that zero incidents of non-compliance with any economic, environmental, or social regulations were recorded across the Group.

**ANTI-BRIBERY AND ANTI-CORRUPTION**

In accordance with the provisions of the Malaysian Anti-Corruption Commission (“MACC”) (Amendment) Act 2019, Puncak Niaga has a zero-tolerance stance towards acts of corruption and takes every measure to detect and mitigate cases throughout our business dealings. This is enshrined in the Group’s Anti-Corruption Policy and Procedures policy, with the most recent version published on 24 November 2022, outlining all anti-corruption measures including the responsibilities of personnel and stakeholders, risk assessment procedures, monitoring, and control processes placed by Puncak Niaga.

To effectively implement the Anti-Corruption Policy and Procedures policy, this policy is communicated regularly to all employees and business associates through Puncak Niaga’s intranet and website, emails, internal newsletters, Code of Business Ethics, Employee Handbook, and during staff assemblies or town hall sessions. Additionally, 43.2% of employees have been trained on anti-corruption risk awareness and is briefed frequently. Through these measures, Puncak Niaga has assessed 100% of its operations for corruption risks and reported zero cases of corruption throughout FY2024.

As a Shariah compliant organisation, the Anti-Corruption Policy and Procedures policy also prohibits any transactions or donations related to any form of political contributions on behalf of Puncak Niaga Holdings Berhad. Any contributions made by individuals of the Group is conducted on their own accord and do not reflect the actions made by the Group as an entity.

**Whistleblowing**

As part of Puncak Niaga’s approach to maintaining the integrity of its business dealings and operations, a whistleblowing channel is provided for any internal or external individuals to report any suspected or actual acts of wrongdoing. This has been solidified through the formation of Puncak Niaga’s Whistleblowing Policy, last updated on 24 November 2022.

Whistleblowing reports can be formally submitted to the Integrity Officer, or the Chairman of the Audit Committee, ensuring multiple avenues for confidential reporting. These submissions can be conveniently delivered via email, formal written letters,

or through in-person meetings, providing accessible and confidential channels for all stakeholders to raise their concerns. Puncak Niaga takes the utmost care in safeguarding the confidentiality and anonymity of whistleblowers to protect individuals from potential acts of reprisal. In FY2024, the Group received 1 whistleblowing case.

**SUPPLY CHAIN MANAGEMENT**

Puncak Niaga acknowledges that a well-managed supply chain is essential for its operational effectiveness in the industry. Effective supply chain management ensures the consistent and reliable procurement of necessary resources from water treatment chemicals to construction materials. This reliability is crucial for uninterrupted service delivery to communities and industries dependent on Puncak Niaga’s services. In addition, a robust supply chain management directly impacts cost efficiency, enabling Puncak Niaga to manage project budgets effectively and offer competitive solutions.

Puncak Niaga’s supply chain is inherently exposed to various risks and simultaneously presents significant opportunities. Risks can stem from volatile global commodity markets impacting the prices of essential treatment chemicals and construction materials, potentially leading to budget overruns and project delays. Geopolitical instability or natural disasters can disrupt supply lines, causing shortages and operational challenges. Dependence on a limited number of suppliers could create vulnerabilities if those suppliers face difficulties. However, these challenges also give rise to opportunities. Strategic supplier diversification can mitigate risks and foster competition, potentially driving down procurement costs. Embracing technological advancements in supply chain visibility and digitalisation can enhance efficiency, improve forecasting, and streamline logistics. Furthermore, focusing on sustainable sourcing and building resilient relationships with local suppliers can create a more robust and ethically sound supply chain, aligning with global sustainability trends and potentially unlocking new market opportunities through environmentally conscious practices.

Puncak Niaga’s supply chain management practices are guided by the policy and applies to the Group’s employees and partners. The policy encompass stringent supplier selection criteria, emphasising

not only competitive pricing but also quality assurance, reliability, and ethical business practices. Detailed procedures for tendering processes and contract management are outlined to ensure fair and transparent dealings with all vendors. The policy also mandates rigorous quality assurance protocols, requiring the inspection and testing of all incoming materials and equipment to uphold operational standards and safety. Ethical sourcing and sustainability are integral components of this policy, ensuring the selection of suppliers who adhere to stringent environmental and social responsibility standards, reflecting Puncak Niaga’s broader commitment to corporate responsibility.

The Group is also committed to supporting the local economy and fostering national development by prioritising procurement from local vendors and suppliers, which creates job opportunities and economic growth. In addition, recognising the national agenda, the Group also supports Bumiputera vendors and suppliers.

**DATA INTEGRITY**

Data integrity is vital to Puncak Niaga’s operations, as it underpins the reliability and trustworthiness of information used for critical decision-making, regulatory compliance, and customer service. Puncak Niaga manages sensitive operational, financial, and customer data, and maintaining the accuracy, consistency, and completeness of these data is crucial. Puncak Niaga adheres to the local regulations related to data protection and privacy which includes Personal Data Protection Act 2010 (PDPA) for employees.

All employees are responsible for handling data responsibly, as outlined in Puncak Niaga’s Employees’ Handbook. As an added measure, other stakeholders, including contractors, are also governed by the Company’s Anti-Corruption Policy and Procedures. Additionally, third-party vendors and partners who interact with sensitive data are required to sign a Non-Disclosure Agreement (NDA) to reaffirm their commitment to data confidentiality and integrity.

Puncak Niaga confirms that no substantiated complaints concerning breaches of customer privacy or losses of customer data were identified for FY2024.

# ESG PERFORMANCE DATA

Indicator	Measurement Unit	2025
<b>Bursa (Anti-corruption)</b>		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	6.31
Executive	Percentage	14.86
Non-executive/Technical Staff	Percentage	9.91
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
<b>Bursa (Community/Society)</b>		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	258,533.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	17
<b>Bursa (Diversity)</b>		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	0.00
Management Between 30-50	Percentage	8.56
Management Above 50	Percentage	4.05
Executive Under 30	Percentage	6.76
Executive Between 30-50	Percentage	16.67
Executive Above 50	Percentage	2.70
Non-executive/Technical Staff Under 30	Percentage	25.23
Non-executive/Technical Staff Between 30-50	Percentage	31.30
Non-executive/Technical Staff Above 50	Percentage	4.73
Gender Group by Employee Category		
Management Male	Percentage	8.56
Management Female	Percentage	4.05
Executive Male	Percentage	13.29
Executive Female	Percentage	5.84
Non-executive/Technical Staff Male	Percentage	45.50
Non-executive/Technical Staff Female	Percentage	15.76
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	85.70
Female	Percentage	14.30
Under 30	Percentage	0.00
Between 30-50	Percentage	14.30
Above 50	Percentage	85.70
<b>Bursa (Energy management)</b>		
Bursa C4(a) Total energy consumption	Megawatt	1,508.81 *
<b>Bursa (Health and safety)</b>		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	1.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	140

Internal assurance External assurance No assurance

(\*)Restated



Indicator	Measurement Unit	2025
<b>Bursa (Labour practices and standards)</b>		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	168
Executive	Hours	386
Non-executive/Technical Staff	Hours	1,072
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0.00
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	48
Executive	Number	111
Non-executive/Technical Staff	Number	131
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
<b>Bursa (Supply chain management)</b>		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00
<b>Bursa (Data privacy and security)</b>		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
<b>Bursa (Water)</b>		
Bursa C9(a) Total volume of water used	Megalitres	20.666000 *
<b>Bursa (Waste management)</b>		
Bursa C10(a) Total waste generated	Metric tonnes	174.35 *
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	1.25
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	173.10 *
<b>Bursa (Emissions management)</b>		
Bursa C11(a) Scope 1 emissions in tonnes of CO2e	Metric tonnes	1,846.79 *
Bursa C11(b) Scope 2 emissions in tonnes of CO2e	Metric tonnes	1,141.57 *
Bursa C11(c) Scope 3 emissions in tonnes of CO2e (at least for the categories of business travel and employee commuting)	Metric tonnes	2,278.60 *

Internal assurance    External assurance    No assurance

(\*)Restated

# STATEMENT OF ASSURANCE

## Internal Audit Limited Assurance Report

Internal Audit Limited Assurance Report on Puncak Niaga Holdings Berhad (“PNHB”)’s Sustainability Report for the financial year ended 31 December 2024.

### Scope of Work

Internal Audit Department (“IAD”) was engaged by the Board of Directors of PNHB to perform Internal Audit limited assurance in accordance with the International Standard of Assurance Engagement 3000 (hereinafter referred to as “ISAE 3000”), Assurance Engagements Other than Audits or Reviews of Historical Financial Information.

Our limited assurance review was performed over the selected key performance indicators (hereinafter referred to as “selected KPIs”) from the information set out in the Subject Matter (hereinafter referred to as “Subject Matter Information”) included in the PNHB’s Sustainability Statement 2024 (hereinafter referred to as “SS 2024”) for the financial year ended 31 December 2024.

Our scope of work was limited to the common sustainability matters and the selected KPIs presented (in accordance to the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements Annexure PN9-A (“MMLR Annexure PN9-A”)) in the SS 2024 and did not include coverage of data sets or information unrelated to the data and information underlying the selected KPIs, data and information collected for the earlier period, basis used for estimation, scientific computation, narrative descriptions or management’s forward-looking statement.

### Criteria

The criteria for our procedures are:

1. PNHB’s internal sustainability reporting guidelines by which the Selected Information is gathered, collated and aggregated internally;
2. Bursa Sustainability Reporting Guide 3.0;
3. MMLR Annexure PN9-A;
4. The Selected Global Reporting Initiative (“GRI”) Sustainability Reporting Standards 2016

### Independence

We have complied with the core principles, standards and code of ethics of the International Professional Practices Framework (“IPPF”), issued by The Institute of Internal Auditors Inc.

### Main Assurance Procedures

Our work included the following procedures:

- Obtained understanding of PNHB’s control environment and processes relevant to the preparation of the Subject Matter Information for the in-scope operating units.
- Performed analytical procedures for consistency of data with trends.
- Testing on a sample basis, the source information to check the accuracy of the data reported.

**Subject Matter Information**

Our limited assurance engagement was performed on the selected KPIs listed in the table below, as presented in the SS 2024:

No.	Common Sustainability Matters	Standards	Selected KPIs	Scope
1.	Supply chain management	MMLR Annexure PN9-A GRI 204 2016	<ul style="list-style-type: none"> <li>Proportion Spending on Local Supplier</li> </ul>	<ul style="list-style-type: none"> <li>Wisma Rozali</li> <li>Construction</li> <li>Concession</li> <li>Plantation</li> </ul>
2.	Energy Management	MMLR Annexure PN9-A GRI 302 2016	<ul style="list-style-type: none"> <li>Total consumption of energy (kWh)</li> </ul>	<ul style="list-style-type: none"> <li>Wisma Rozali</li> <li>Construction</li> <li>Concession</li> <li>Plantation</li> </ul>
3.	Water Management	MMLR Annexure PN9-A GRI 303 2018	<ul style="list-style-type: none"> <li>Total amount of water consumption (m<sup>3</sup>)</li> </ul>	<ul style="list-style-type: none"> <li>Wisma Rozali</li> <li>Construction</li> <li>Concession</li> <li>Plantation</li> </ul>
4.	Emissions Management	MMLR Annexure PN9-A GRI 305 2016	<ul style="list-style-type: none"> <li>Scope 1: Direct GHG emissions from sources owned and managed by Puncak Niaga Group (Tonnes of CO<sub>2</sub>e)</li> <li>Scope 2: Indirect carbon emission related to purchase energy by Puncak Niaga Group (Tonnes of CO<sub>2</sub>e)</li> <li>Scope 3: Indirect emissions generated in business travel, employee commuting and transportation (Tonnes of CO<sub>2</sub>e)</li> </ul>	<ul style="list-style-type: none"> <li>Wisma Rozali</li> <li>Construction</li> <li>Concession</li> <li>Plantation</li> </ul>
5.	Waste Management	MMLR Annexure PN9-A GRI 306 2020	<ul style="list-style-type: none"> <li>Total waste diverted from disposal (Tonnes)</li> <li>Total waste directed to disposal (Tonnes)</li> </ul>	<ul style="list-style-type: none"> <li>Wisma Rozali</li> <li>Construction</li> <li>Concession</li> <li>Plantation</li> </ul>
6.	Health and Safety	MMLR Annexure PN9-A GRI 403 2018	<ul style="list-style-type: none"> <li>Lost Time Incident Rate (LTIR)</li> </ul>	<ul style="list-style-type: none"> <li>Concession</li> <li>Plantation</li> </ul>

**Notes:**

- The above source of the scope referred to the common sustainability matters and the selected KPIs included in the SS 2024 provided by Sustainability Officer dated 12 March 2025
- The supporting documents were provided by the Sustainability Officer from 20 February 2025 until 20 March 2025

**Management’s Responsibility**

Management of PNHB is responsible for the preparation of the Subject Matter Information in accordance with the Reporting Criteria.

This responsibility includes the selection and application of appropriate methods to prepare the Subject Matter Information as well as the design, implementation and maintenance of internal controls relevant for the preparation of the Subject Matter Information that is free from material misstatement, whether due to fraud or error. Furthermore, the responsibility includes the use of assumptions and estimates for disclosures made by PNHB which are reasonable in the circumstances.

**Internal Audit’s Responsibility**

Our responsibility is to express a limited assurance conclusion on the Subject Matter Information based on the procedures we have performed and the evidence we have obtained. We have planned and performed this engagement under consideration of materiality to express our conclusion with limited assurance about whether the selected KPIs is free from material misstatement.

The accuracy of the selected KPIs is subject to inherent limitations given their nature and methods for determining, calculating and estimating such data. Our limited assurance report should therefore be read in conjunction with the Criteria. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

## MILESTONES

## 90's

1997

8 July

Puncak Niaga's listing on the Main Board of the KLSE (now known as Main Market of Bursa Malaysia Securities Berhad effective 3 August 2009) and launching of Puncak Niaga's Homepage.



1999

4 January

Puncak Niaga was included in the KLSE Composite Index (now known as FTSE Bursa Malaysia Kuala Lumpur Composite Index).

2000

12 October

Puncak Niaga won the KLSE Corporate Excellence Award 2000 for Main Board Companies and the KLSE Corporate Sectoral Award 2000 for Main Board Infrastructure Project Companies.

8 November

Puncak Niaga was honoured with the NACRA 2000 Industry Excellence Award for the 'Construction & Infrastructure Project Companies' category.



2001

6 November

Puncak Niaga was awarded the NACRA 2001 Industry Excellence Award under the 'Construction & Infrastructure Project Companies' category.

10 November

Puncak Niaga was awarded the Anugerah Citra Laporan Tahunan 2001 by Dewan Bahasa dan Pustaka.

2002

26 March

Puncak Niaga Group's Executive Chairman, YBhg Tan Sri Rozali bin Ismail was awarded the Asia Water Management Excellence Award 2002 under the Individual Award Category.

31 October

Puncak Niaga was awarded the NACRA 2002 Industry Excellence Award under the 'Construction & Infrastructure Project Companies' category.

2003

20 February

Puncak Niaga received the Asiamoney Corporate Governance Poll 2002 Award for 'Best Corporate Governance Standards in the Utilities Sector in Malaysia'.

2004

15 December

Signing of the Concession Agreement for the Privatisation of Water Supply Distribution in Selangor and the Federal Territories of Kuala Lumpur and Putrajaya between SYABAS, the Federal Government and the Selangor State Government.

2005

1 January

Commencement of operations of SYABAS at SYABAS's Headquarters.



2006

16 October

Puncak Niaga announced a capital repayment of up to RM767.84 million via a cash distribution to reward its shareholders.

2007

30 March

Handover Ceremony of Sg Sireh WTP from Kumpulan Perangas Selangor Berhad to PNSB.

2008

19 November

Puncak Niaga was awarded the NACRA 2008 Industry Excellence Award for Main Board Construction & Infrastructure Project Companies category.

2009

13 August

Puncak Niaga was the Winner for Integrated Reporting in an Annual Report at ACCA Malaysia Sustainability Reporting Awards ("MasRA") 2009.



2010

8 November

Puncak Niaga was the Winner for Integrated Reporting in an Annual Report for ACCA Malaysia Sustainability Reporting Awards ("MasRA") 2010.

## 00's

2011

**28 September**

POG completed the acquisitions of the remaining 60% equity interest in GOM Resources and KGL thereby resulting in both GOM Resources and KGL becoming wholly owned subsidiaries of POG.

**4 October**

Puncak Niaga received a Commendation for Integrated Reporting of Annual Report at the ACCA Malaysia Sustainability Reporting Awards ("MaSRA") 2011.

2012

**23 February**

Puncak Niaga Group's Executive Chairman, YBhg Tan Sri Rozali bin Ismail was awarded the 1st Malaysia Achievement Awards 2012 Special Individual Achievement Category.

**27 October**

Puncak Niaga was awarded the Socrates International Award in Oxford, United Kingdom.

2013

**6 September**

Opening Ceremony of the Luwei (Pingdingshan) Water Co Ltd's Water Treatment Plant in Lushan, China.

2014

**23 January**

Puncak Niaga was awarded the Best-Equity Linked Deal Of The Year in Southeast Asia Award for Puncak Niaga's RM165.0 million Nominal Value Redeemable Convertible Secured Sukuk Ijarah at the 7th Annual Alpha Southeast Asia Deal & Solution Awards 2013.

**19 - 22 October**

Puncak Niaga and the Malaysian Armed Forces were jointly awarded a Gold Award at the SGA Kaizen Competition Stream, International Conference on Quality 2014 held in Tokyo, Japan for the invention of a portable water purification system.

**11 November**

Signing of Share Sale Agreement between Puncak Niaga and Pengurusan Air Selangor Sdn Bhd ("Air Selangor") for Puncak Niaga to dispose PNSB and SYABAS to Air Selangor.

2015

**22 March**

Puncak Niaga was awarded the 'Excellence and Innovation' in Gold Category at the 'Century International Quality ERA ("CQE")' awards ceremony held in Geneva, Switzerland.

**21 April**

Puncak Niaga was awarded European Quality Award ("EQA") in Oxford, United Kingdom.

**9 - 10 September**

Puncak Niaga and Malaysian Armed Forces won the '3 Star Gold Award' and 'Platinum Award' at the 'International Exposition On Team Excellence - IETEX 2015' in Singapore.

**15 October**

Completion of the Proposed Disposals of PNSB and SYABAS to Air Selangor in line with restructuring of the water industry in the state of Selangor and Federal Territories of Kuala Lumpur and Putrajaya.

**18 October**

Puncak Niaga was awarded the World Business Leader, 'The Bizz 2015 Award' at the Bizz Arabic 2015 in Muscat, Oman.

**26 November**

Puncak Niaga was awarded the 'Industry Excellence Award for Construction & Infrastructure Project Companies' by the National Annual Corporate Report Awards ("NACRA") for the Annual Report 2014.

2016

**23 April**

Puncak Niaga was awarded the Global Leadership Awards 2016 Leadership Excellence in Utilities at the Leaders International & American Leadership Development Association ("ALDA").

**15 May**

Puncak Niaga was awarded the Bizz 2016 -World Business Leader Award and the Bizz 2016 -The Recognition of Inspirational Company at the World Confederation of Business.

**25 July**

Puncak Niaga was awarded the Diamond Eye Award for Quality Commitment and Excellence and T.Q.C.S. - Total Quality Management Aptitude Seal for High Quality Performance & Best Customers Satisfaction by the Association Otherways Management & Consultation, France.

**4 August**

Puncak Niaga was awarded the 'Asia's Best Employer Brand Awards 2016'.

**17 October**

Puncak Niaga announced the proposed acquisition of the entire stake of Danum Sinar Sdn Bhd by its 60% owned sub-sub-sidiary, Danau Semesta Sdn Bhd.

**1 December**

Puncak Niaga was awarded the NACRA 2016 - Certificate of Merit for the Annual Report 2015.

**16 December**

Puncak Niaga entered into a conditional share sale agreement with Pimpinan Ehsan Berhad to purchase the entire issued and paid-up share capital of TRIpIc Berhad.

## MILESTONES

00's

2017

3 July

Puncak Niaga completed the acquisition of Danum Sinar Sdn Bhd by Danau Semesta Sdn Bhd.

27 July

Puncak Niaga was awarded the Biz Award by the World Confederation of Business.

1 August

Puncak Niaga was awarded the 'Asia's Best Employer Brand Awards 2017'.

2018

31 May

Puncak Niaga completed the acquisition of the entire issued share capital of TR1plc Berhad.

20 November

Puncak Niaga was awarded the "Best Brands In Services: Integrated Water, Wastewater and Environmental Solutions" by the BrandLaureate in Hanoi, Vietnam.

2019

11 February

Puncak Niaga was awarded The Green Era Award for Sustainability by Association Otherways Management & Consulting, France ("OMAC") in Lisbon, Portugal.

21 March

Puncak Niaga was awarded the IFN Awards Deals of the Year 2018 – Corporate Finance Deal of the Year by the Islamic Finance News for Puncak Niaga's RM210.00 million acquisition of TR1plc's entire issued share capital from Pimpinan Ehsan Berhad.

24 April

Puncak Niaga was awarded the Malaysia Best Employer Brand Awards 2019 by the World HRD Congress.

19 June

Puncak Niaga was awarded the 2019 Australasian Reporting Awards – Gold Award and 2019 Australasian Reporting Awards – Finalist Best First Time Entry by the Australasian Reporting Awards ("ARA") in Melbourne, Australia.

6 September

Puncak Niaga was awarded The Asia Pacific Entrepreneurship Awards 2019 – Corporate Excellence Category by Enterprise Asia.

2020

24 June

Puncak Niaga was awarded the Gold Award for the second consecutive year at the 2020 Australasian Reporting Awards ("ARA") in Australia.



2021

30 June

Puncak Niaga was awarded the Gold Award for the third consecutive year at the 2021 Australasian Reporting Awards ("ARA") in Australia.



2 July

Puncak Niaga was awarded the Graduate Choice Award ("GCA") - 2021/2022 Most Preferred Graduate Employer.



2 August

Puncak Niaga was awarded the MSWG ASEAN Corporate Governance Award 2020 - Excellence Award for CG Disclosure (Market Cap Below RM100 Million).

2022

18 July

Puncak Niaga was awarded the Gold Award for the fourth consecutive year at the 2022 Australasian Reporting Awards ("ARA") in Australia.

21 July

Puncak Niaga was awarded at the Asia Responsible Enterprise Awards ("AREA") 2022 - Corporate Governance Category.

25 July

Our Executive Chairman received the Entrepreneur of the Year Award at the 13th Asia Pacific Enterprise Awards ("APEA") 2022 Malaysia.



PRESENT

2023

16 June

Puncak Niaga was awarded the Gold Award for the fifth consecutive year at the 2023 Australasian Reporting Awards ("ARA") in Australia.

26 August

Puncak Niaga was awarded the Bizz 2023 - the Recognition of Inspirational Company at the World Confederation of Business.



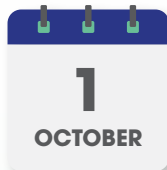
26 August

Our Executive Chairman, YBhg Tan Sri Rozali bin Ismail was awarded with the World Leader Businessperson Award at the World Confederation of Business, in Lisbon.

24 October

Puncak Niaga received its accredited certification on the ISO 37001:2016 Anti-Bribery Management System for the provision of project management, construction services for water-related infrastructure, including civil engineering, building mechanical and electrical works, and activities of the head office.

2024



Our Executive Chairman, YBhg Tan Sri Rozali bin Ismail was honored with the **"Best Enterprise/ Manager of the Year"** award by the Academic Union Oxford (AUO), in United Kingdom.



Our Executive Chairman was named **"Masterclass CEO of the Year"** at the Malaysia Excellence Business Awards (MEBA) 2024.



# BOARD OF DIRECTORS' PROFILE

## YBHG TAN SRI ROZALI BIN ISMAIL

Executive Chairman



YBhg Tan Sri Rozali bin Ismail is the founder of PNSB Water Sdn Bhd (formerly known as Puncak Niaga (M) Sdn Bhd ("PNSB"), Executive Chairman of Puncak Niaga Group and major shareholder of Puncak Niaga. He is also the Chairman of Puncak Niaga's Executive Committee ("EXCO"), Chairman of Puncak Niaga Construction Sdn Bhd's EXCO and Chairman of TRIPLE Berhad's EXCO.

### Date of appointment:

24 April 1997

### Board attendance:

Board  
5/6

### Qualification

- Bachelor of Law Degree, University of Malaya
- Doctor of Philosophy (Honoris Causa) Excellence in Water Resource Management in The Open International University for Complementary Medicines and Medicina Alternativa Institute, 2004

### Other Directorships In Public Companies And Listed Entities

#### Public Companies

- Executive Chairman, TRIPLE Berhad
- Chairman, Gabungan Wawasan Generasi Felda Berhad

#### Listed Entities

- Nil

### Working Experience And Occupation

YBhg Tan Sri Rozali began his career as Legal Advisor with the Urban Development Authority before joining Bank Islam (M) Berhad in 1983, where he conceptualised Malaysia's first Islamic banking institution. In 1987, he began his own legal practice specialising in corporate, property and banking.

### Recognitions

- Technology CEO of the Year - Global Award at the World Finance Technology Awards 2011
- Entrepreneur of the Year 2011 Award at the Asia Pacific Entrepreneurship Awards 2011
- Masterclass Leader Award at the International Standard Quality Award 2011
- International Distinguished Entrepreneur Of The Year for the Asia Pacific International Brands Summit (Malaysia) 2011
- Special Individual Achievement Category at the 1st Malaysia Achievement Awards 2012
- "Utility Man Of The Year" at the BrandLaureate Brand Leadership Award 2014-2015
- "Munisaraphoin Medal" by the Prime Minister of Cambodia H.E Hun Sen in 2015
- Certificate of World Business Leader and the Certificate of Excellence in Business Leadership from the World Confederation of Business ("WORLD COB") in 2015
- World Leader Businessperson by WORLD COB at The Bizz 2016
- World Leader Businessperson by WORLD COB at The Bizz 2017
- Outstanding Leaders in Asia at the Asia Corporate Excellence Sustainability Award 2016 by MORS Group
- Special Achievement Award at the Asia Pacific Entrepreneurship Awards 2019
- Entrepreneur of the Year Award at the Asia's Corporate Excellence and Sustainability Awards ("ACES") in 2021
- Entrepreneur of the Year Category at the Asia Pacific Enterprise Awards ("APEA") in 2022
- World Leader Businessperson by WORLD COB at The Bizz 2023
- Best Enterprise/Manager of the Year by the Academic Union Oxford (AUO) 2024
- Masterclass CEO of the Year at the Malaysia Excellence Business Award (MEBA) 2024
- Brand of the Year (Sustainability), BrandLaureate Singapore - 2025

### Memberships

- Member of Institute of Corporate Directors Malaysia ("ICDM")
- Governor for Malaysia of Asia Pacific Marketing Federation Foundation
- Advisor of "Persatuan Bola Sepak Melayu Malaysia"
- Chairman of Gabungan Wawasan Generasi Felda Berhad
- Chairman of Majlis Perundingan Ekonomi Melayu
- Chairman of Indonesia-Malaysia-Thailand ("IMT-GT") Joint Business Council 2021-2022
- Chairman of the Industry Advisory Committee ("IAC") of Politeknik Sultan Idris Shah ("PSIS") (2012 - present)

### Declaration

- YBhg Tan Sri Rozali is the father of Encik Azlan Shah bin Tan Sri Rozali, who is the Managing Director of Puncak Niaga and a shareholder of Puncak Niaga.
- YBhg Tan Sri Rozali has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.

**Qualification**

- University Foundation Programme in Business Administration, London School of Commerce, UK
- Bachelor of Arts Degree in Business Studies and Marketing, Middlesex University, London, UK
- "Programme for Leadership Development ("PLD")", Harvard Business School, USA

**Other Directorships In Public Companies And Listed Entities**
**Public Companies**

- Director, TRIpIc Berhad

**Listed Entities**

- Nil

**Working Experience And Occupation**

Prior to his appointment as the Managing Director of Puncak Niaga, Encik Azlan Shah was the Managing Director of TRIpIc Berhad for the period from 15 October 2019 to 28 February 2021, Acting Managing Director of Puncak Niaga and Acting Chief Executive Officer of Puncak Niaga's Oil & Gas Division for the period from 3 August 2016 to 18 July 2018. Before that, he was the Head of Information Technology overseeing the overall of the Information Technology Department of Puncak Niaga Group. In 2010, Encik Azlan Shah joined SYABAS as an Executive and gained exposure and experience in the area of human resources and administration, finance and accounts and operations in SYABAS.

**Memberships**

- Member of ICDM

**Previous Appointment/Re-designation**

- **6 January 2016**  
Alternate Director to YBhg Tan Sri Rozali bin Ismail
- **3 August 2016**  
Re-designated as Acting Managing Director
- **18 July 2018**  
Alternate Director to YBhg Tan Sri Rozali bin Ismail

**Declaration**

- Encik Azlan Shah is a shareholder of Puncak Niaga. He is the eldest son of YBhg Tan Sri Rozali bin Ismail, the Executive Chairman and major shareholder of Puncak Niaga.
- Encik Azlan Shah has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.

**ENCIK AZLAN SHAH BIN TAN SRI ROZALI**
*Managing Director*


Encik Azlan Shah bin Tan Sri Rozali was appointed as Managing Director of the Company on 28 February 2021. He was previously the Alternate Director to YBhg Tan Sri Rozali bin Ismail, the Executive Chairman of Puncak Niaga Group since 18 July 2018. He sits on the Board of most of the subsidiary companies of Puncak Niaga Group. He is the Chairman of Puncak Niaga's ESG Sustainability Committee and a member of Puncak Niaga's EXCO, Puncak Niaga Construction Sdn Bhd's EXCO and TRIpIc Berhad's EXCO. He was re-designated from General Manager, Business Development Division to Executive Director, Business Development Division of the Company on 1 January 2019. Encik Azlan Shah previously served as the Managing Director of TRIpIc Berhad since 15 October 2019 prior to his appointment as Managing Director of Puncak Niaga.

**Date of appointment:**

28 February 2021

**Board attendance:**

Board

**6/6**

## BOARD OF DIRECTORS' PROFILE

**YBHG DATO' SRI ADENAN  
BIN AB. RAHMAN***Independent Non-Executive Director*

**YBhg Dato' Sri Adenan bin Ab. Rahman was appointed to the Board of Puncak Niaga on 1 December 2017 as an Independent Non-Executive Director. YBhg Dato' Sri Adenan bin Ab. Rahman is the Chairman of Puncak Niaga's Audit Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee and a member of Puncak Niaga's Nomination Committee.**

**Date of appointment:**

1 December 2017

**Length of tenure as at 27 March 2025:**

7 years and 4 months

**Board and Board Committees' attendance:**

Board	AC	NC	RC	CICR
<b>6/6</b>	<b>5/5</b>	<b>1/1</b>	<b>1/1</b>	<b>2/2</b>

**Qualification**

- Bachelor of Arts in Southeast Asian Studies, University of Malaya
- Master of Arts in Defence Studies, Universiti Kebangsaan Malaysia

**Other Directorships In Public Companies And Listed Entities****Public Companies**

- Nii

**Listed Entities**

- Nii

**Working Experience And Occupation**

YBhg Dato' Sri Adenan started his career as Assistant Manager, Lembaga Kemajuan Negeri Pahang in 1979 and had served the Government for more than 38 years in various positions in Departments and Ministries including the Public Service Department of Malaysia, Prime Minister's Department, various Embassies, Ministry of Home Affairs and Ministry of Human Resources.

He had held prominent positions such as First Secretary, Malaysian Embassy for Sarajevo, Bosnia and Herzegovina (1996-2000); Director, Malaysian Friendship and Trade Centre Taipei, Taiwan (2004-2006); Minister Counsellor, Embassy of Malaysia in Jakarta, Indonesia (2006-2007); Director-General, Research Division, Prime Minister's Department (2011-2014); Deputy Secretary-General (Security and Policy), Ministry of Home Affairs (2014-2015); and Secretary-General, Ministry of Human Resources (16 December 2015 - 4 October 2017) prior to his retirement from Government service on 5 October 2017.

He was the former Chairman of Skills Development Fund Corporation, a Federal Statutory Body under the Ministry of Human Resources (2017- 2018). He has vast knowledge and experience in administrative matters, diplomatic and international relations, compensation and benefits, human resources, strategy and policy matters at national and international levels.

**Memberships**

- Member of ICDM

**Declaration**

- YBhg Dato' Sri Adenan does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- YBhg Dato' Sri Adenan has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.

## BOARD OF DIRECTORS' PROFILE

### Qualification

- Doctorate of Business Administration, International American University, USA
- Master in Business Administration ("MBA") (Human Resource Management), International American University, USA
- MBA, Phoenix International University, USA

### Other Directorships In Public Companies And Listed Entities

#### Public Companies

- Nil

#### Listed Entities

- Nil

### Working Experience And Occupation

YBhg Prof Emeritus Datuk Dr Marimuthu was conferred an Honorary Professorship in Consumer Behaviour by the Stichting Eurogio University College Netherlands (2014), Honorary Professor and Panel Expert for IIC University of Technology Cambodia (2014), Visiting Professor at the Swiss School of Management as Formal Expertise and Visiting Professor in Consumer Relations by the International University of Georgia (2016).

He is also an accredited Public Relations Practitioner ("APR") by the Institute of Public Relations Malaysia (2005) and a Certified Professional Marketeer ("CPM") by the Asia Marketing Federation (2008).

YBhg Prof Emeritus Datuk Dr Marimuthu was given the title of Professor Emeritus by University Institute for International and European Studies, Netherlands on 27 August 2018. YBhg Prof Emeritus Datuk Dr Marimuthu is a consumer activist, social worker and campaigner with honorary positions in national and international non-governmental organisations.

### Memberships

- Accredited Public Relations Practitioner ("APR") by the Institute of Public Relations Malaysia (2005)
- Certified Professional Marketeer ("CPM") by the Asia Marketing Federation (2008)
- Chairman, Malaysian Standards and Accreditation Council, Department of Standards Malaysia, Ministry of International Trade and Industry (2018 - 2020)
- Commissioner, National Water Services Commission ("SPAN") (2007 - 2017)
- President, Federation of Malaysian Consumers Association (2004 - Present)
- Independent Director, Ombudsman For Financial Services (previously known as Financial Mediation Bureau) (2004 - August 2020)
- Member of Institute of Integrity Malaysia (2004 - Present)
- Chief Executive Officer, Education and Research Association for Consumers (1997 - Present)
- President, Consumers International, London (2019 - 2023)
- Chairperson, Asian Partnership for Development of Human Resources in Rural Asia, Philippines (2006 - 2010)
- Member of ICDM

### Declaration

- YBhg Prof Emeritus Datuk Dr Marimuthu does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- YBhg Prof Emeritus Datuk Dr Marimuthu has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.

## YBHG PROF EMERITUS DATUK DR MARIMUTHU A/L NADASON

*Independent Non-Executive Director*



**YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason was appointed to the Board of Puncak Niaga on 1 February 2018 as an Independent Non-Executive Director. YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason is the Chairman of Puncak Niaga's Nomination Committee and member of Puncak Niaga's Audit Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.**

#### Date of appointment:

1 February 2018

#### Length of tenure as at 27 March 2025:

7 years and 2 months

#### Board and Board Committees' attendance:

Board	AC	NC	RC	CICR
<b>6/6</b>	<b>5/5</b>	<b>1/1</b>	<b>1/1</b>	<b>2/2</b>

## BOARD OF DIRECTORS' PROFILE

**YBHG DATUK SR HAJI JOHARI  
BIN WAHAB***Independent Non-Executive Director*

**YBhg Datuk Sr Haji Johari bin Wahab was appointed to the Board of Puncak Niaga on 10 February 2020 as an Independent Non-Executive Director. He is a member of Puncak Niaga's Audit Committee, Nomination Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.**

**Date of appointment:**

10 February 2020

**Length of tenure as at 27 March 2025:**

5 years and 1.5 months

**Board and Board Committees'  
attendance:**

Board	AC	NC	RC	CICR
<b>6/6</b>	<b>5/5</b>	<b>1/1</b>	<b>1/1</b>	<b>2/2</b>

**Qualification**

- Honours Degree in Land Surveying, Universiti Teknologi Malaysia

**Other Directorships In Public Companies And Listed Entities****Public Companies**

- Nil

**Listed Entities**

- Nil

**Working Experience And Occupation**

YBhg Datuk Sr Haji Johari has more than 36 years of experience in various types of surveying work, including underground utility detection and mapping, cadastral surveys, construction surveys, engineering surveys, and the oil and gas industry.

He began his career as a land surveyor in 1988 with Geotex Surveyor Pte Ltd before moving to Projass Engineering Sdn Bhd and later to Ranhill Engineers & Constructors Sdn Bhd.

YBhg Datuk Sr Haji Johari later established his own company, AJ Surveyor's & Engineering, before obtaining a Licensed Land Surveyor registration from the Land Surveyors Board Malaysia in November 2010. Following this milestone, he restructured and founded AJ Surveyors (M) Sdn Bhd, where he currently serves as the Principal.

**Memberships & Recognitions**

- Board Member of Land Surveyors Board Malaysia (2023 – 2024)
- President of the Association of Competent Utility Mappers Malaysia ("UMAP MALAYSIA") for the 2021 – 2023 session
- Executive Council Member, Association of Authorised Land Surveyors Malaysia ("PEJUTA") (2016 – 2019)
- Chairman of the Geomatic & Land Surveying Division, Royal Institution of Surveyors Malaysia ("RISM") (2020 – 2023)
- Fellow of the Royal Institution of Surveyors Malaysia ("RISM")
- Member of Koperasi Jurukur Tanah Berlesen Berhad ("KOJUTA")
- Member of the Institute of Corporate Directors Malaysia ("ICDM")
- Member of the Board of Studies, School of Computing, Universiti Utara Malaysia, for the new postgraduate programme, Master of Science (Geometries for Disaster Risk Reduction – GeoDRR)
- Former Co-Chairman of the International Conference on Geomatic & Geospatial Technology (GGT) (2017 – 2022)
- Former Chairman of the Organising Committee for the Subsurface Asset Management & Surveying Seminar (SAM'S) (2017 & 2019)
- Former Chairman of the National Geomatics Seminar (2021)
- Chief Executive Officer ("CEO") of PolyCC, appointed under the Ministry of Higher Education Malaysia via the Department of Polytechnic and Community College Education (2024 – 2026)
- Lifetime Achievement Award 2024 by the RISM

**Declaration**

- YBhg Datuk Sr Haji Johari does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- YBhg Datuk Sr Haji Johari has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.

## BOARD OF DIRECTORS' PROFILE

### Qualification

- Bachelor of Arts Degree in Communications Studies, Western Michigan University, USA
- Dean's List 1995 School of Communications, with a minor in Philosophy, Western Michigan University, USA
- Master of Arts in Telecommunications Management, Ohio University, USA

### Other Directorships In Public Companies And Listed Entities

#### Public Companies

- Nil

#### Listed Entities

- Winstar Capital Berhad
- SL Innovation Capital Berhad

### Working Experience And Occupation

With over 22 years of diverse experience covering both the private and public sector, she brings strong business leadership, partnerships, and industry sustainability and renewable energy.

Starting her career in 1998 with MEASAT Broadcast Network System Sdn Bhd as a broadcast journalist, she then joined Kontena Nasional in June 2010, driving the Business Development Unit in the CEO's Office. YM Tengku Loreta subsequently pursued her passion in sustainability by venturing into the government sector. She was a former Special Officer to the Group CEO of Malaysian Green Technology Corporation ("MGTC") (September 2014 to April 2017) and represented Malaysia at the EXPO 2017 in Astana, Kazakhstan (April 2017 to September 2017) as the Head of Protocol & Public Relations for the Malaysian Pavilion. After MGTC, YM Tengku Loreta returned to the private sector where she managed large scale renewable energy projects.

A strong champion of social and environmental sustainability, YM Tengku Loreta has been an active campaigner, president and member with honorary positions in numerous charitable organisations. She was an active member of Soroptimist International Club of Ampang from 2004 to 2008 before she was elected the President of the Club (2008 to 2010). YM Tengku Loreta is also a lifetime member of Rumah Amal Cahaya Tengku Ampuan Rahimah ("RACTAR"). During her tenure at MGTC, she successfully launched the #MyButterflyEffect campaign, where every social media post supporting green growth during the EXPO 2017 in Astana would be matched with more solar panels by the Government.

In 2019, YM Tengku Loreta founded and officially launched MySayang Malaysia Organisation, a Non-Government Organisation that focuses on green initiatives in Malaysia as part of an effort to make Malaysia a more environmentally sustainable country.

### Memberships

- Lifetime member of Rumah Amal Cahaya Tengku Ampuan Rahimah ("RACTAR")
- Founder of MySayang Malaysia Organisation
- Member of Malaysian Green Technology and Climate Change Centre (formerly known as Malaysian Green Technology Corporation) ("MGTC")
- Member of ICDM
- Deputy President of Education and Research Association For Consumers, Malaysia

### Declaration

- YM Tengku Loreta does not have any family relationship with any Director and/or major shareholder of the Company, nor does she have any conflict of interest with the Company.
- YM Tengku Loreta has not been convicted for any offences within the past 5 years nor has she been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.

## YM TENGGU LORETA BINTI TENGGU DATO' SETIA RAMLI ALHAJ

*Independent Non-Executive Director*



**YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj was appointed to the Board of Puncak Niaga on 10 February 2020 as an Independent Non-Executive Director. She is a member of Puncak Niaga's Audit Committee, Nomination Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.**

### Date of appointment:

10 February 2020

### Length of tenure as at 27 March 2025:

5 years and 1.5 months

### Board and Board Committees' attendance:

Board	AC	NC	RC	CICR
<b>6/6</b>	<b>5/5</b>	<b>1/1</b>	<b>1/1</b>	<b>2/2</b>

## BOARD OF DIRECTORS' PROFILE

## TUAN HAJI NOOR FAIZ BIN HASSAN

*Independent Non-Executive Director*

Tuan Haji Noor Faiz bin Hassan was appointed to the Board of Puncak Niaga on 1 October 2020 as an Independent Non-Executive Director. He is a member of Puncak Niaga's Audit Committee, Nomination Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.

**Date of appointment:**

1 October 2020

**Length of tenure as at 27 March 2025:**

4 years and 6 months

**Board and Board Committees' attendance:**

Board	AC	NC	RC	CICR
<b>5/6</b>	<b>5/5</b>	<b>1/1</b>	<b>1/1</b>	<b>2/2</b>

**Qualification**

- Bachelor of Accounting (Honours) Degree, University Utara Malaysia (1995)

**Other Directorships In Public Companies And Listed Entities****Public Companies**

- Nil

**Listed Entities**

- Nil

**Working Experience And Occupation**

Tuan Haji Noor Faiz started his career with KB Wong & Co in 1995 as an Audit Senior and is presently an Audit Manager in KB Wong & Co. He has nearly 30 years' experience in corporate audit and taxation.

**Memberships**

- Former Chairman of Board of Visitors for Bagan Specialist Centre in Butterworth
- Member of the National Autism Society of Malaysia ("NASOM")
- Member of Malaysian Institute of Accountants (C.A. (M))
- Member of ICDM

**Declaration**

- Tuan Haji Noor Faiz does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- Tuan Haji Noor Faiz has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.



# KEY PERSONNEL PROFILE - PUNCAK NIAGA GROUP

## TUAN SYED BADLI SHAH BIN SYED MANSOOR

*Executive Director, Operations Division/Managing Director,  
Puncak Niaga Construction Sdn Bhd/Managing Director,  
Danum Sinar Sdn Bhd*

58 | Male | Malaysian

Tuan Syed Badli Shah bin Syed Mansoor was appointed as the Executive Director, Operations Division of Puncak Niaga Holdings Berhad, and Managing Director of Puncak Niaga Construction Sdn Bhd on 1 October 2021. He was subsequently appointed as the Managing Director of Danum Sinar Sdn Bhd on 30 December 2024.

He graduated with a Bachelor's Degree in Mechanical Engineering from Universiti Teknologi Malaysia in 1991 and obtained his Master of Business Administration (MBA) in 2022. He is a member of the National Institute of Occupational Safety and Health (NIOSH) and a graduate member of both the Institution of Engineers Malaysia (IEM) and the Board of Engineers Malaysia (BEM).

Tuan Syed Badli Shah began his career in 1991 as a Mechanical Engineer at JCM Sdn Bhd. Later that year, he joined Perbadanan Kilang FELDA as a Plant Engineer, serving until 1993. He then took on the role of Chief Engineer at Johor Aluminium Processing Sdn Bhd. In 1996, he joined Linde Industrial Gases Sdn Bhd as the General Production Manager, where he played a key role in the construction of three acetylene plants and four industrial gas filling stations.

In 2002, he joined Alam Flora Sdn Bhd as the Plant/Facilities Planning Manager. He later moved to WWE Holdings Berhad in 2005, serving as the Business Development Manager / Jeddah Branch Manager and Project Director for the Jeddah Sewer Networks project.

He joined Puncak Niaga in 2013 as the General Manager of the Non-Water Department under the Engineering/Project Development Division. In 2019, he was entrusted with leading the FMS Department, ZIP2, TR1plc Berhad, and in 2020, he was appointed to head the D44 Project under Puncak Niaga Construction Sdn Bhd. Prior to his current leadership roles, he was responsible for leading the Business and Technical Department, managing new businesses and projects for the Group.

Tuan Syed Badli Shah has also served as the Secretary for Corporate Safety and Health at Puncak Niaga Holdings Berhad and was formerly the Chairman of the Safety and Health Committee for Wisma Rozali. He serves as the Management Representative for Puncak Niaga and Puncak Niaga Construction Sdn Bhd in the implementation and maintenance of various certified systems including:

- Quality Management System (QMS)
- Environmental Management System (EMS)
- Occupational Health & Safety (QH&S) Management System
- Malaysian Sustainable Palm Oil (MSPO)
- Anti-Bribery Management System (ABMS)

He is a member of Puncak Niaga's EXCO, Puncak Niaga Construction Sdn Bhd's EXCO and TR1plc Berhad's EXCO. Additionally, he holds directorships in several subsidiary companies under the Puncak Niaga Group.

## MADAM LIM MUN LEE

*Executive Director, Finance Division*

50 | Female | Malaysian

Madam Lim was appointed as the Executive Director, Finance Division of Puncak Niaga on 21 January 2024. She oversees all aspects of financial performance which includes financial planning and budgeting, corporate banking, statutory and regulatory reporting, taxation and finance operations of Puncak Niaga Group.

Madam Lim Mun Lee graduated from Monash University, Australia with a Bachelor of Business (Major in Accounting). She is a member of CPA Australia and Malaysian Institute of Accountants ("MIA"). She has more than 28 years of working experience and extensive knowledge in various areas covering auditing, corporate banking, corporate finance, statutory and regulatory reporting, taxation and strategic financial management.

Madam Lim started her career in 1997 as an auditor in a well established accounting firm. She had served diligently and made her way up to management level at several public listed companies and multinational companies, including Scomi Oilfield Limited (an oilfield services subsidiary under Scomi Group Bhd), TR1plc Berhad and SYABAS.

Madam Lim joined Puncak Niaga in April 2015 as General Manager, Finance Division and progressed to the position of Acting Executive Director, Finance Division of Puncak Niaga in June 2022, responsible for overseeing the overall financial performance of the Group. She was subsequently promoted as Executive Director, Finance of Danum Sinar Sdn Bhd, a sub-subsidiary of Puncak Niaga in September 2023.

Madam Lim is a member of Puncak Niaga's EXCO and Puncak Niaga Construction Sdn Bhd's EXCO. She also holds directorships in several subsidiary companies of Puncak Niaga Group.

## KEY PERSONNEL PROFILE - PUNCAK NIAGA GROUP

### ENCIK TAUFIK AFENDY BIN OTHMAN

*Managing Director, TRlplc Berhad*

56

Male

Malaysian

Encik Taufik Afendy bin Othman was appointed as Managing Director, TRlplc Berhad on 15 April 2023 and has been serving TRlplc Group of Companies since 2017.

Encik Taufik graduated from Universiti Teknologi Malaysia with a Bachelor's Degree in Chemical Engineering in 1992 and a Master's Degree in Industrial Safety Management from Universiti Kebangsaan Malaysia in 2000. He is a certified Safety and Health Officer, Lead Assessor for QMS (ISO 9002), SMS (OHSAS 18001), EMS (ISO 14001), Facilities Management Manager with CIDB and a Facility Management Specialist (Healthcare Services) with OTHM, UK.

Encik Taufik began his career in Malaysian Sheet Glass (M) Sdn Bhd and moved to H&R Johnson (M) Sdn Bhd as an Engineer from 1994 till 1997.

In 1997, Encik Taufik joined Puncak Niaga (M) Sdn Bhd and was promoted to Health, Safety and Quality Management Manager in year 2004. He subsequently joined SYABAS in June 2005 and served there until 2013 being the General Manager, Administration Department. In 2013, he joined Arena Terbaik Sdn Bhd as Managing Director for four years.

He then joined TRlplc Group in 2017 as General Manager, Human Resources & Administration and was promoted to Senior General Manager, Facility Management Services Z1P2 in 2019. He has more than 31 years of experience in the field of Engineering, Quality, Safety and Environment and Facilities Management.

Encik Taufik is a member of TRlplc Berhad's EXCO. He also holds directorship in several subsidiary companies of Puncak Niaga Group.

### YBHG PROF. DATO' DR. MOHD ZAINUL FITHRI BIN OTHMAN

*Executive Director, Special Functions*

60

Male

Malaysian

YBhg Prof. Dato' Dr. Mohd Zainul Fithri bin Othman was appointed as the Executive Director, Strategic Resource and Public Relations Division of PNSB on 4 March 2014. Currently, he is the Executive Director of the Special Functions of Puncak Niaga Management Services Sdn Bhd and a member of Puncak Niaga's EXCO.

His passion in the field of education was evident since the early days of his career. YBhg Prof. Dato' Dr. Mohd Zainul Fithri started his profession as a lecturer at Universiti Sains Malaysia in 1994 and six (6) years later, he was attached to Unitek College Malaysia as the President/Chief Executive Officer ("CEO"). He then served as the Director of Management Studies of the World Enterprise Institute at the International Medical University ("IMU") in 2000. In the same year, he was attached to *Institut Kajian Pembangunan Bangsa* as the CEO and as an Associate Professor of the Faculty of Humanities and Social Sciences, Universiti Tun Abdul Razak and the Chairman of the International Society of Business Administration Center Malaysia. On 1 February 2025, he was appointed as a Board Member, Board of Directors, University of Malaya.

YBhg Prof. Dato' Dr. Mohd Zainul Fithri held various prominent positions in Management & Science University ("MSU") and had served at the institution for a considerable number of years. During his stint, he was appointed as the Vice President/Deputy Vice Chancellor in 2003 and Dean at Centre of Flexible Learning. Simultaneously, a Director of *Akademi Kaunseling Komuniti Malaysia* ("AKKMA") in 2006. He was promoted as a Full Professor in Policy and Leadership Studies in 2008. During the same year, he also ventured into a new role where he became the Political Secretary to the Minister in the Prime Minister Department, YAB Dato' Seri Dr Ahmad Zahid bin Hamidi until 2009.

YBhg Prof. Dato' Dr. Mohd Zainul Fithri holds a Bachelor of Science, majoring in Political Science from Oregon State University, Corvallis, United States in 1988 and a Master of Arts ("MA") in International Relations (Security and International Political Economy) from University of Hull, United Kingdom in 1990. He also holds a Doctor of Philosophy in Global Political Economy from University of Sheffield, United Kingdom, since 1994.

**PUAN FARIDATULZAKIAH BINTI MOHD BAKHRY**

*Executive Director, Human Resources & Administration Division*

49 | Female | Malaysian

Puan Faridatulzakiah holds a Degree in Law (LLB, Hons) from Hertfordshire University, United Kingdom. She started her legal career at Messrs Malek & Associate in 2003, handling civil and criminal cases. In 2006, she transitioned to the role of Legal Officer at Great Eastern Life Assurance (Malaysia) Berhad, gaining invaluable insights into Human Resources and Industrial Relations.

Her tenure at SYABAS began in 2008, where she initially served as Assistant Manager in the Legal Department. Rapidly ascending the ranks, she assumed the role of Manager of Industrial Relations in 2009, subsequently advancing to Senior Manager in 2010. In 2012, Puan Faridatulzakiah joined PNSB as Assistant General Manager of the Human Resources & Administration Division, orchestrating comprehensive Human Resources Management strategies. She capitalised on her legal acumen to spearhead strategic initiatives in industrial relations and human resources management. Her proficiency in interpreting labour laws and mitigating legal risks has been instrumental in fostering harmonious workplace environments and ensuring organisational compliance.

On 1 February 2013, Puan Faridatulzakiah assumed the position of Executive Director, Human Resources & Administration Division overseeing the overall administration of Puncak Niaga Group of Companies comprising Human Resources, Administration, Security and Staff Associations. As the President of Puncak Niaga Group's Staff Welfare Association ("PEKA"), she champions initiatives fostering welfare enhancement, team cohesion, and employee engagement across the organisation. She also serves as a key member of Puncak Niaga's EXCO, Puncak Niaga Construction Sdn Bhd's EXCO, and TRIpIc Berhad's EXCO. Puan Faridatulzakiah holds directorships in numerous subsidiaries within the Puncak Niaga Group.

**PUAN WAN RAZMAH BINTI WAN ABD RAHMAN**

*Company Secretary*

56 | Female | Malaysian

Puan Wan Razmah binti Wan Abd Rahman joined Puncak Niaga Management Services Sdn Bhd on 12 July 2021 as General Manager, Secretarial Department, Corporate Services Division. She was appointed as the Joint Company Secretary of Puncak Niaga Group on 21 July 2021. She is a Chartered Secretary and an Associate of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).

Her career in public listed company began in 1996 when she joined Amcorp Properties Berhad as an Assistant Company Secretary. In 2010, she joined Idaman Unggul Berhad as the Company Secretary and Head of Human Resources. In 2014, she joined Malaysia Airports Holdings Berhad (MAHB) as Senior Manager, Company Secretarial Division and thereafter, in 2016, she joined Tune Group Sdn Bhd as the Corporate Affairs Manager. Prior to joining Puncak Niaga in 2021, she was also the Company Secretary for Damansara Realty Berhad and YLI Holdings Berhad.

Puan Wan Razmah has more than 26 years of corporate secretarial experience in both public listed and private limited companies. Over the years, her responsibilities have included attending all corporate secretarial matters as well as supporting the Board of Directors and Management of various organisations in a wide range of corporate secretarial and statutory matters.

**Notes:**

Save as disclosed above, none of the Key Personnel has:

- Any family relationship with any Director and/or major shareholder of the Company except for Puan Faridatulzakiah who is the niece of the Executive Chairman and cousin of the Managing Director of the Company.
- Any conflict of interest with the Company.
- Any conviction for offences within the past 5 years and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year, other than traffic offences.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

This Corporate Governance Overview Statement (the "Statement") provides insights into the corporate governance practices of Puncak Niaga Group (the "Group") under the leadership of the Board of Directors (the "Board") of Puncak Niaga Holdings Berhad ("Puncak Niaga") for the financial year ended 31 December 2024 ("FY2024"). This Statement set out the principles and features at the Group's corporate governance framework during FY2024.

**The Board of Puncak Niaga is responsible to its stakeholders, including the Company's shareholders, for the approval and delivery of the Group's strategic objectives. It ensures that the necessary financial, technical and human resources are in place for the Company to meet its objectives. The Board leads the Group within a framework of practical and effective controls which enables risks to be assessed and managed.**

During FY2024, under the exceptional leadership of YBhg Tan Sri Rozali bin Ismail, the Executive Chairman of Puncak Niaga, the Company received several prestigious awards in recognition of its unwavering commitment to sustainability and innovation. On 1 October 2024, YBhg Tan Sri Rozali was honored with the "Best Enterprise/Manager of the Year" award by the Academic Union Oxford (AUO) for his contributions to water, wastewater, environmental engineering, and facility management. Later, on 22 November 2024, he was named "Masterclass CEO of the Year" at the Malaysia Excellence Business Awards (MEBA) 2024, a recognition of his resilience and adaptability in navigating a volatile global landscape. These accolades reflect Tan Sri Rozali's exemplary leadership and Puncak Niaga's ongoing commitment to innovation, sustainability, and excellence across its industries.

Responsibility for the development and implementation of the Group's strategy and overall commercial objectives is delegated to the Managing Director who is supported by Puncak Niaga's Executive Committee ("EXCO"). The Group's principal decision-making body is the Board. In line with both the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Malaysian Code on Corporate Governance 2021 ("MCCG 2021"), the Board Committees assist the Board by fulfilling their roles and responsibilities, focusing on their respective activities, reporting to the Board on decisions and actions taken, and making any necessary recommendations in line with their Terms of Reference. The Terms of Reference of the Board Committees comply with the provisions of the MCCG 2021 and was last updated on 23 September 2021.

## GOVERNANCE FRAMEWORK

The Board Committees' structure is detailed in the governance framework below and the key responsibilities of the Board and roles of the Directors of the Company are set out on pages 102 to 105 of this Annual Report.

### Board

The Board's roles are to understand and meet its obligations to the Company's stakeholders; lead the Group within a framework of practical and effective controls which enable risks to be assessed and managed; approve the Group's strategic objectives and ensure that sufficient resources are available to enable it to meet those objectives; and to monitor and review the operating and financial performance of the Group. It has responsibility and accountability for the proper conduct of the business and the long term success of the Group. Detailed roles and responsibilities of the Board can be found in our Board Charter, accessible online through [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

### Executive Chairman

Leads our unified Board, ensuring that the principles and processes of the Board are maintained in line with our Board Charter which is available online at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

### Audit Committee

The Audit Committee assists the Board in discharging its responsibilities for the integrity of the Company's financial statements, the assessment of the effectiveness of the systems of Internal Controls, Risk Management and the internal and external Auditors.

[More information can be found on pages 117 to 120.](#)

### Nomination Committee

The Nomination Committee assists the Board by keeping the structure, size, composition and succession needs of the Board under review. It also assists the Board on issues of Directors' conflicts of interest and independence.

[More information can be found on pages 108 to 109.](#)

### Remuneration Committee

The Remuneration Committee determines the Company's policy on the remuneration of Executive Directors, Senior Management and the Chairman of the Board.

[More information can be found on pages 113 to 114.](#)

### Compliance, Internal Control and Risk Policy Committee

The Compliance, Internal Control and Risk Policy Committee provides guidance and direction to the Company's Compliance and Internal Control programmes. It also reviews the Group's risks and opportunities.

[More information can be found on pages 123 to 128.](#)

### Executive Committee

The EXCO operates under the direction and authority of the Executive Chairman/Managing Director overseeing the development and execution of strategy. It also has accountability for achieving financial and operational performance.

### Managing Director

Delegated responsibility for the development and implementation of the Group's strategy and overall commercial objectives. Responsible for the day-to-day management of the business and the communication of Board agreed objectives to employees. Reports directly to the Executive Chairman. Further details of the roles and responsibilities of the Managing Director can be found in our Board Charter, which is available online at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

### ESG Sustainability Committee

The ESG Sustainability Committee was established on 1 September 2022 to support the Board's leadership and oversight on the integration of sustainability considerations in Puncak Niaga's corporate strategy, governance and decision making processes as sustainability and its underlying ESG issues become increasingly material to Puncak Niaga's ability to create durable and sustainable value and maintain confidence of its stakeholders.

The ESG Sustainability Committee is a cross-functional management committee chaired by the Managing Director and is an integral component of Puncak Niaga's ESG and sustainability processes.

### Malaysian Code on Corporate Governance 2021

The Malaysian Code on Corporate Governance 2021 ("MCCG 2021") is applicable to the current reporting period. The MCCG 2021 is available at Securities Commission's website at [www.sc.com.my](http://www.sc.com.my).

This Corporate Governance Overview Statement is to be read in conjunction with the Corporate Governance Report, which is available online at [www.puncakniaga.com.my](http://www.puncakniaga.com.my). Puncak Niaga was generally compliant with the provisions set out in the MCCG 2021 for the period under review.

## BOARD LEADERSHIP AND EFFECTIVENESS

Board Responsibilities And Roles Of The Executive Chairman, Managing Director, Executive Directors And Independent Non-Executive Directors Of The Company.

The Board is guided by the Board Charter which sets out the Board’s strategic intent and the specific roles and responsibilities to be discharged by the Board members collectively in discharging its fiduciary and leadership functions, the individual roles expected from the Executive Chairman, Managing Director, Executive Directors and Independent Non-Executive Directors (“INEDs”) and the roles of the respective Board Committees.

As at 31 December 2024, the Board comprises seven members of which five are the INED with one female INED; all with length of tenure of less than eight years.

The Board is responsible for the stewardship of the Company and in discharging its obligations.

### The key responsibilities of the Board are:-

- 1 Providing leadership and vision to the Company that enhances shareholder value and also ensures long term sustainable development and growth of the Company.
- 2 Reviewing and adopting a strategic plan for the Company.
- 3 Overseeing the conduct of the Company’s businesses and ensuring the appropriate corporate disclosure policies and procedures.
- 4 Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures and establishing a sound framework to manage risks and to prevent fraud.
- 5 Retaining full and effective control over the Company, and monitor the Management in implementing the Board’s plans and strategies including the financial and non-financial performance measurements.
- 6 Succession planning.

### Executive Chairman

- Leadership of the Board and the Group
- Ensures Board effectiveness
- Represents the Board to the shareholders
- Ensures integrity and effectiveness of the corporate governance process of the Group
- Sets Board Agenda

### Managing Director

- Implements policies and strategies as approved by the Board and reports to the Executive Chairman/Board
- In association with the Executive Chairman, is accountable to the Board for the achievement of the Company’s goals and performance targets
- Ensures the assets of the Company are adequately maintained and protected, and not unnecessarily placed at risk

### Executive Directors

- Responsible for the operational and business units, organisational effectiveness and implementation of the Board’s policies, directives, strategies and decisions

### Independent Non-Executive Directors

- Brings an external perspective and effective challenge to the Board
- Provides the relevant checks and balances, focusing on shareholders’ and other stakeholders’ interests
- Ensures effective corporate governance process is applied

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

## COMPANY SECRETARY

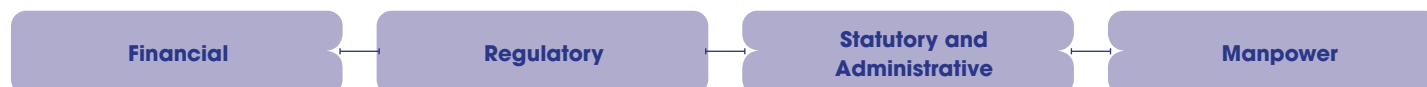
The Company Secretary is responsible for advising the Board on regulatory compliance matters and providing good information flow and comprehensive practical support to Directors, both as individuals and collectively, with particular emphasis on supporting the Non-Executive Directors in maintaining the highest standards of probity and corporate governance. The Company Secretary is also responsible for ensuring the Group's compliance with the relevant statutory and regulatory requirements. All Directors have unrestricted access to the advice and services of the Company Secretary to facilitate the discharge of their duties.

The Company Secretary of Puncak Niaga is qualified to act under Section 235(2) of the Companies Act, 2016 and an associate (Chartered Secretary and Chartered Governance Professional) of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").

## MATTERS RESERVED FOR THE BOARD

The schedule of Matters Reserved for the Board sets out the processes in place regarding the Board's tasks and activities and matters specifically reserved for the Board's decision-making are set out in our Board Charter which is available online at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

The Matters Reserved for the Board's decision are:-



## BOARD MEETINGS AND BOARD ACTIVITIES IN 2024

There were six Board Meetings held during the FY2024. The record of attendance for each Directors are set out below:-

Directors	No. of Board Meetings Attended / Percentage of Attendances
<b>YBhg Tan Sri Rozali bin Ismail</b> <i>Executive Chairman</i>	<b>5/6 (83%)</b>
<b>Encik Azlan Shah bin Tan Sri Rozali</b> <i>Managing Director</i>	<b>6/6 (100%)</b>
<b>YBhg Dato' Sri Adenan bin Ab. Rahman</b> <i>Independent Non-Executive Director</i>	<b>6/6 (100%)</b>
<b>YBhg Prof Emeritus Datuk Dr Marimuthu a/I Nadason</b> <i>Independent Non-Executive Director</i>	<b>6/6 (100%)</b>
<b>YBhg Datuk Sr Haji Johari bin Wahab</b> <i>Independent Non-Executive Director</i>	<b>6/6 (100%)</b>
<b>YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj</b> <i>Independent Non-Executive Director</i>	<b>6/6 (100%)</b>
<b>Tuan Haji Noor Faiz bin Hassan</b> <i>Independent Non-Executive Director</i>	<b>5/6 (83%)</b>
<b>YBhg Tan Sri Dr Madinah binti Mohamad</b> <i>Independent Non-Executive Director</i> <i>(ceased as an Independent Non-Executive Director on 30 November 2024)</i>	<b>6/6 (100%)</b>

The Board primarily focused on strategic matters, in particular, various matters relating to the Group’s businesses and finances. Significant time was spent on financial, business performance and sustainability as well as assessing and deliberating on the strategic direction of the Company. The Board Charter and Terms of Reference of the Board Committees comply with the provisions of the MCGG 2021 and were last updated on 23 September 2021.

Despite the Government’s decision to lift the strict Standard Operating Procedures (“SOPs”) to combat COVID-19, the Board continued to ensure preventive measures were observed, inter alia, physical distancing, regular use of hand sanitisers and face masks at the Board, Board Committees’ Meetings and other Company meetings with the objective to ensure these practices become a regular SOP in the Company and the Group. The Company also leverage meetings via video conferencing to facilitate the Directors who are unable to attend a meeting in person, for any reason.

**BOARD’S INDEPENDENCE**

The independence of our INEDs is formally reviewed annually by the Nomination Committee. The Nomination Committee and the Board consider that there are no businesses or other circumstances that are likely to affect the independence of any INED and that all INEDs continue to demonstrate their independence.

As at the end of the financial year under review, our INEDs comprise more than 71% of the Board’s composition and the length of service is less than eight years. This promotes the Board’s quality and strengthens our Board’s independence besides enabling the necessary checks and balances on the decision-making process of the Board. Our Directors hold integrity at the highest level and possess extensive experience and diverse skill sets to provide unbiased and independent views to the Board. They consistently challenge the Management and the Board in an effective and constructive manner and therefore, are able to function as a check and balance forming justified opinions to the Board. The Executive Chairman also encourages healthy debates on important issues and promotes active participation among the Board members at the Board Meetings and Board Committees’ Meetings.

The Nomination Committee had reviewed and deliberated on the Self-Evaluation Forms of the Independence of the Independent Directors for the year 2024 completed by all five INEDs who served on the Board of Puncak Niaga for the full calendar year of 2024 at the 54th Nomination Committee Meeting held on 19 February 2025 and had recommended the same to the Board of Directors of the Company for consideration at the 140th Board of Directors’ Meeting held on 26 February 2025 wherein the Board had concluded the following findings:-

- Based on the confirmations given by the five INEDs who served on the Board of Puncak Niaga for the full calendar year of 2024 as evidenced in the duly completed Self-Evaluation Forms, the Company is satisfied that its INEDs have fulfilled the criteria as Independent Directors of the Company under the MMLR of Bursa Securities.
- All five INEDs who participated in the 2024 Self-Evaluation Form of the Independence of the Independent Directors for the year 2024 have indicated their willingness to continue in office as Independent Directors of the Company.

**CONFLICTS**

On 17 November 2023, the Board approved the Directors’ And Key Senior Management’s Conflict Of Interest Policy. The Company requires the Board and Key Senior Management of the Company to adhere to the procedures governing any conflict of Interest (“COI”), potential COI and interest in competing business involving the Directors as stipulated under the relevant provisions of the Companies Act 2016 (“CA”), Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries issued by Securities Commission Malaysia, Guidance on Conflict of Interest (ICN 1/2023) issued by Bursa Securities, Corporate Governance Guide and the relevant requirements under the MMLR of Bursa Securities and any other relevant regulatory requirements, where applicable. Directors’ And Key Senior Management’s Conflict Of Interest Policy is accessible at the Company’s website at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

**BOARD DEVELOPMENT**

The Board recognises the importance of continuous training programmes at the Board level in order to broaden their perspectives and to keep abreast with the developments in the market place and changes in new statutory requirements to ensure that the Board members are able to effectively discharge and fulfil their roles on the Board and the various Board Committees and contribute positively to discussions on technical and regulatory matters. These sessions also serve as an opportunity for the Board to discuss strategy and risks with the Management and gain better insight into the Group’s businesses and management capability.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

In 2024, the Directors attended the following courses:-

No.	Name of Director	Seminar Attended/Application For Accreditation/Organiser
1.	<b>Encik Azlan Shah bin Rozali</b>	1. ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
2.	<b>YBhg Dato' Sri Adenan bin Ab. Rahman</b>	1. ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP) 2. Conflict of Interest and Governance of Conflict of Interest 3. ICDM Advocacy Dialogue & Networking: Corporate Venture Capital: Driving the Future of Innovation & Financial Returns 4. Bursa Malaysia - Building Sustainable Credibility: Assurance, Greenwashing And The Rise Of Green-Hushing
3.	<b>YBhg Datuk Dr Marimuthu a/I Nadason</b>	1. ICDM Navigating Directorship: Legal Consequences, Responsibilities and Risks In Office 2. ICDM Navigating ESG Risk In The Supply Chain 3. ICDM Chairman Roundtable & Networking Session: How Responsible & Responsive Are You In Strategic Risk Management? 4. Board Directors: Steering The Path With Net Zero Strategy 5. ICDM Leading for Impact (LIP) Alumni Networking Session
4.	<b>YBhg Datuk Sr Haji Johari bin Wahab</b>	1. Seminar Pembangunan Juruukur Tanah Berlesen Focus: Development and regulatory aspects of licensed land surveyors in Malaysia. 2. Geobusiness Excel, London 2024 Focus: Innovations and advancements in geospatial technology and business applications. 3. 8th Sabah International Surveyors Congress Focus: The role of artificial intelligence in land governance and surveying. 4. The AI World Congress 2024 Focus: AI-driven transformations across various industries. 5. 22nd International Studying Leadership Conference Focus: Leadership studies in contemporary organisational and academic settings.
5.	<b>YM Tengku Loreta binti Tengku Dato' Setia Ramli</b>	1. ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP) 2. Grant Thornton - Tax Seminar on Budget 2025
6.	<b>Tuan Haji Noor Faiz</b>	1. Conflict of Interest and Governance of Conflict of Interest 2. Grant Thornton - Tax Seminar on Budget 2025
7.	<b>YBhg Tan Sri Madinah binti Mohamad</b> <i>(ceased as Independent Non-Executive Director on 30 November 2024)</i>	1. ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)

## SUPPLY OF INFORMATION AND ACCESS TO ADVICE

Each Board member is supplied with accurate, complete, adequate, unrestricted and quality information on a timely basis to enable them to effectively discharge their duties and responsibilities. Except under exceptional circumstances, Board members are given at least seven days' prior notice of any Board Meeting to be held. Since November 2021, all Board Meetings' materials are uploaded onto a board meeting automation solution system, BoardPAC which is accessible by the Directors via their personal tablets several days before the Board Meetings to facilitate the Directors to peruse the Meeting materials and to review the issues to be deliberated at the Board Meetings before the Meeting date. Where necessary, the Company's personnel will be called upon by the Board during the Board Meetings to present and to clarify any Board papers presented.

All Board members participate actively in the Board's deliberations and bring the benefit of their particular knowledge, skills and abilities to the Board. Where a potential conflict with the duties or of interests as Director arises, it is mandatory for the Director concerned to declare the fact and nature of his or her interests and the extent of the conflict at a Board Meeting and abstain from the deliberation and decision-making process. In the event the proposal requires shareholders' approval, the interested Board members shall abstain from voting on the resolution at the General Meeting and shall ensure that persons connected to them also abstain from voting on the proposal.

The above procedures are likewise practised at the various Board Committees' Meetings.

The Company Secretary organise and attend all Board Meetings and Board Committees' Meetings (except for the CICR Meeting whose the Secretary is the Head of Internal Audit Department) and ensure that all issues discussed with the conclusions are minuted accurately in the minutes of each Meeting and that all records are kept properly at the Registered Office of the Company.

The Board is regularly updated and kept informed by the Company Secretary and the Management of the requirements such as restriction in dealing with the securities of the Company and updates as issued by the various regulatory authorities including the latest developments in the legislations and regulatory framework affecting the Group. The Board has unrestricted and constant access to and interaction with the Senior Management of the Company. Each Board member has full and unrestricted access to the advice and services of the Company Secretary.

Where necessary, the Directors may, whether collectively as a Board or in their individual capacities, seek external and independent professional advice from experts on any matter in furtherance of their duties as they may deem necessary and appropriate at the Company's expense.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

## ◆ NOMINATION COMMITTEE REPORT

**YBhg Prof Emeritus Datuk Dr Marimuthu a/ Nadason**

Chairman

1/1

**YBhg Dato' Sri Adenan bin Ab. Rahman**

Member

1/1

**YBhg Datuk Sr Haji Johari bin Wahab**

Member

1/1

**YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj**

Member

1/1

**Tuan Haji Noor Faiz bin Hassan**

Member

1/1

**YBhg Tan Sri Dr Madinah binti Mohamad**

*(ceased as an Independent Non-Executive Director on 30 November 2024)*

Member

1/1

The members of the Nomination Committee ("NC") comprise wholly of the INEDs of the Company. Only members of the NC have the right to attend NC Meetings. Other individuals such as the Managing Director, Executive Directors and external advisers may be invited to attend the NC Meetings as and when deemed appropriate.

### RESPONSIBILITIES OF THE NOMINATION COMMITTEE

The responsibilities of the NC include:-

- To annually review the overall composition of the Board in terms of required mix of the expertise, skills, knowledge and experience and other qualities, including core competencies and adequacy of balance between Executive Directors and INEDs.
- To annually review the overall composition of the Board to achieve the best composition for diversity in terms of skills, experience, gender, age, professional background and cultural background to meet the needs of the Company. In this regard, the NC is to assist the Board in establishing a policy on Boardroom diversity.
- To assess and recommend to the Board, candidates for all directorships to be filled and to annually evaluate and appraise the Board taking into consideration the time required of the Directors to fulfil their duties. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.

In identifying Board candidates, the NC may rely on recommendation from the existing Board members, the Management or major shareholders. The NC may also consider to utilise independent sources to identify suitably qualified candidates, as appropriate.

If the selection of Board candidates was based on the recommendation of the existing Directors, Management or major shareholders of the Company, the NC should explain why these source(s) suffice and other sources were not used.

- To assess and recommend to the Board, candidates for the re-election of Directors under the annual re-election provisions or retirement, as the case may be and to provide a statement to the Board to support the appointment or re-election of the candidate(s).
- To assess and recommend to the Board, Directors to fill the seats on Board Committees, in consultation with the Chairman of those committees or with the Board, in the case of the Chairman's position.
- To annually assess the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director and in respect of the INEDs of the Company, their capacity to bring an independent judgement on issues before the Board and that each Director in their individual capacity and as a collective Board are able to act in the best interests of the Company as a whole.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

- To examine the size of the Board with a view to determining the impact of the number upon its effectiveness and to ensure that at least half of the Board comprises the INEDs of the Company.
- In the case of persons for the position of Independent Non-Executive Director, to evaluate the persons' ability to spend sufficient time to fulfil their duties to discharge such responsibilities/functions as expected from INEDs, in particular, for those who have served on the Board beyond nine years, to assess and evaluate whether the INED should remain independent or be re-designated or be replaced.
- To determine annually whether a Director is independent as defined in Bursa Securities' MMLR and to recommend a suitable INED for the role of Senior INED of the Company.
- To review matters relating to the continuation in office of any Director at any time.
- To ensure that all Directors receive appropriate induction and continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the market place and changes in new statutory requirements including training, upskilling or development needs and continuous professional development programmes to keep abreast with corporate governance developments, enhancing financial literacy on financial statements and financial reporting standards and professional development on sustainability in order to drive the Company's future strategies and strengthen the Board's leadership and oversight on the Company's and Puncak Niaga Group's sustainability issues.
- To periodically assess and recommend to the Board on succession planning for the Board, Executive Chairman, Directors and Key Management personnel.
- To recommend to the Board the removal of a Director if he is ineffective, errant or negligent in discharging his responsibilities.
- To review and recommend to the Board, corporate governance principles and best practices to be implemented for Puncak Niaga Group, in compliance with the MCCG 2021.
- To assess and recommend to the Board, the Terms of Reference of the Board Committees and to review the adequacy of the structure of the Board Committees.
- The NC's Terms of Reference can be found at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

### MATTERS DELIBERATED DURING THE YEAR

01

Summary on the Evaluation of Board Effectiveness for Year 2023.

02

Summary on the Evaluation of Audit Committee and Compliance, Internal Control and Risk Policy Committee Effectiveness for Year 2023 and Performance and Effectiveness of the Internal Audit Functions of the Company.

03

Summary on the Evaluation of the Independence of the Independent Directors for Year 2023.

04

Re-election of Directors Retiring by Rotation at the 27th Annual General Meeting.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

## ◆ BOARD DIVERSITY POLICY

### PURPOSE AND SCOPE OF APPLICATION

The Board Diversity Policy sets out the approach for achieving diversity for Puncak Niaga Group's Boards ("Board").

The Policy applies to the Board of Puncak Niaga and its Group. It does not apply to diversity in relation to the employees of Puncak Niaga Group, all of whom are covered by Puncak Niaga's Diversity Policy.

### POLICY STATEMENT

Puncak Niaga believes in diversity and values the benefits that diversity can bring to its Board. The Company seeks to maintain a Board comprising talented and competent Directors with a diverse mix of expertise, skills and backgrounds, which reflect the diverse nature of the business environment in which the Group operates.

In designing the Board's composition, diversity includes but is not limited to skills, knowledge, industry experience, gender, age, cultural, education and socioeconomic backgrounds, ethnicity and expertise required to achieve effective stewardship and management.

When assessing the Board's composition and performance of the Board, as well as identifying suitable candidates for appointment or re-election to the Board, the Company will consider the benefits of diversity and the needs of the Board in order to maintain an optimum mix of skills, knowledge and experience on the Board.

The Board through the NC reviews this Policy and assesses its effectiveness in promoting a diverse Board which includes an appropriate number of women Directors on the Board. At any given time, the Board may seek to improve one or more aspects of its diversity.

### DIRECTORS' FIT AND PROPER POLICY

On 30 May 2022, the Board approved the Directors' Fit And Proper Policy ("the Policy") which is in line with paragraph 2.20A of Bursa Securities' MMLR to be adopted by the Company with effect from 1 June 2022.

The Policy sets out the Fit and Proper Criteria on the fitness and propriety of the Company's and the Group's Directors including the appointment and re-election of Directors to the Company and the Group on an annual basis by ensuring that these individuals who are either a Board candidate or Director have demonstrated and met the fit and proper criteria relating to their appointment or re-election as Directors of the Company and the Group. The Policy is accessible at the Company's website at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

#### Board Gender

Male →  6

Female →  1

#### Board's Age Group

30-39 →  1

40-49 →  Nil

50-59 →  2

60-69 →  4

#### Board's Education Background

Law →  1

Business, Human Resources and Administration →  2

Land Surveying →  1

Communications & Telecommunication Study →  1

Finance & Accounting →  1

Others →  1

#### INEDs' Tenure

Less than 5 years →  1

Between 5 to 9 years →  4

More than 9 years →  Nil

**BOARD CHANGES**

YBhg Tan Sri Dr Madinah binti Mohamad ceased as Independent Non-Executive Director on 30 November 2024.

**As at 31 December 2024, the INEDs comprise 71% of the Board's composition with one (1) female INED.**

**RE-ELECTION OF DIRECTORS**

The following Directors of the Company shall retire at the forthcoming 28th AGM of the Company and being eligible, had offered themselves for re-election:-

<b>RULE 100</b>	→	<b>01</b> YBhg Datuk Sr Haji Johari bin Wahab	<b>02</b> YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj

The Nomination Committee and the Board had at their respective Meetings held on 19 February 2025 and 26 February 2025 concluded the following:-

**Directors retiring under Rule 100**

- The Directors retiring under Rule 100 of the Company's Constitution are recommended to be re-elected at the forthcoming 28th AGM of the Company since they have discharged their duties and responsibilities effectively as Directors of the Company as prescribed in Paragraph 2.20A of Bursa Securities' MMLR, have met the requisite criteria and qualities under the Company's Directors' Fit and Proper Policy and have been able to contribute positively to the Board and the Company with active participation at the Board/Board Committees' Meetings due to their vast experience and diverse skills set.
- They are both effective as Independent Non-Executive Directors.
- YBhg Datuk Sr Haji Johari bin Wahab and YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj have given their confirmation that they have met the criteria of Independent Director under Chapter 1 of Bursa Securities' MMLR and indicated their willingness to continue in office as INED of the Company as evidenced in their 2024 Independent Director Evaluation Form.

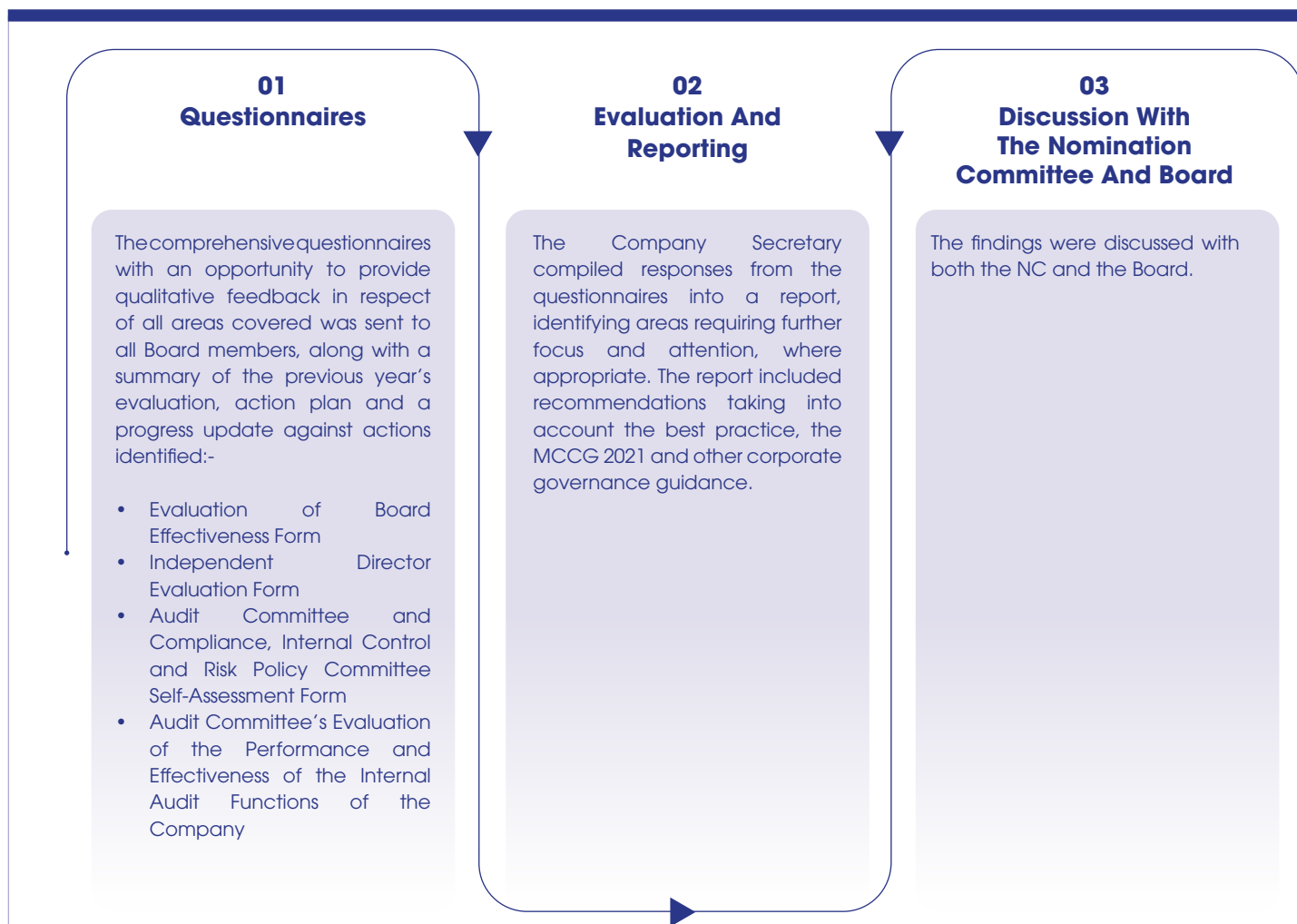
**EVALUATION OF THE BOARD**

As in the previous years, the Board has, with the assistance of the Company Secretary, conducted an annual peer evaluation of the Board's effectiveness in the following key areas:-

(i) Compliance;	(viii) Financial and Operational Reporting;
(ii) Board Meetings;	(ix) Planning and Objectives;
(iii) Board Functions;	(x) Risk Assessment;
(iv) Board Structure;	(xi) New Business Opportunities and Projects;
(v) Board Committees;	(xii) Human Resources;
(vi) Board Operations;	(xiii) Sustainability; and
(vii) Board Chairman's Roles and Responsibilities;	(xiv) Directors' Observations and Additional Comments.

The 2024 performance evaluation of the Board has been structured to ensure a balanced and objective review by the Directors for the above key areas.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT



The NC had reviewed and deliberated on the Evaluation of Board Effectiveness Forms for the year 2024 at the 54th Nomination Committee Meeting held on 19 February 2025 and had recommended the same to the Board of Directors of the Company for consideration at the 140th Board of Directors' Meeting held on 26 February 2025 wherein the Board had concluded the following findings:-

- The Board of Puncak Niaga is a united Board with more than 71% INEDs (with 14% women Directors) comprising members who are individuals with the requisite qualities, diverse skills sets, experience, expertise, knowledge, competence and integrity to fully discharge their fiduciary duties and responsibilities as Directors of the Company and provide effective oversight on the Management of the Company.
- The length of tenure of the INEDs as at 31 December 2024 range between four years to eight years which are below the maximum tenure limit of nine years under Practice 5.3 of the MCCG 2021.
- The Company's Board as a collective Board has acted in the best interests of the Company.

## ✦ REMUNERATION COMMITTEE REPORT

**YBhg Dato' Sri Adenan bin Ab. Rahman**

Chairman

1/1

**YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason**

Member

1/1

**YBhg Datuk Sr Haji Johari bin Wahab**

Member

1/1

**YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj**

Member

1/1

**Tuan Haji Noor Faiz bin Hassan**

Member

1/1

**YBhg Tan Sri Dr Madinah binti Mohamad**  
*(ceased as an Independent Non-Executive Director on 30 November 2024)*

Member

1/1

### RESPONSIBILITIES OF THE REMUNERATION COMMITTEE

The primary objectives of the Remuneration Committee ("RC") are as follows:-

- To establish and annually review the remuneration packages for each individual Executive Directors such that the levels of remuneration are sufficient to attract and retain the Directors needed to run the Company successfully and aligned to the business strategy and long-term objectives of the Company.
- To establish and review the Directors' Remuneration Policy for the Board of Directors and Executive Directors who are the Senior Management taking into account the demands, complexities and performance of the Company as well as the merit, qualification, competence, skills and experience required.
- To review the fees and benefits payable to the Directors including any compensation for loss of employment of a Director or a former Director.
- The RC shall make its recommendation to the Board and the respective Directors shall abstain from the discussion of their own remuneration.
- The levels of remuneration of the Executive Directors should be based on merit and reflect their experience, level of responsibilities, expertise and complexity of the Company's activities and contribution to the Company.
- To consider and examine such other matters as the RC considers appropriate.

The RC's Terms of Reference can be found at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

### MATTERS DELIBERATED DURING THE YEAR



Review of Remuneration Package of the Independent Non-Executive Directors of the Company.

01

The Remuneration Committee comprises wholly of the INEDs of the Company.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

**DIRECTORS' REMUNERATION POLICY**

The Company has a formal procedure to determine the remuneration of each Board member which is reviewed, from time to time, against market practices.

The level and make-up of remuneration should be sufficient to attract and retain the Board members needed to run the Company successfully but the Company should avoid paying more than is necessary for this purpose. The remuneration packages of the Board and Executive Directors are determined based on merit, qualification and competence and the Company's/Group's performance including performance in managing sustainability risks and opportunities and operating results and industry standards.

The component parts of remuneration should be sufficient so as to link reward to corporate and individual performance, in the case of the Executive Directors. The Executive Directors shall not be involved in discussions to decide on their own remuneration. Executive Directors of the Company/Puncak Niaga Group who are the Senior Management of the Company/Puncak Niaga Group receive no fees but are paid as full-time employees of the Company and/or subsidiary companies of Puncak Niaga.

In the case of the INEDs, the level of remuneration should reflect the experience and level of responsibilities undertaken by the particular INED concerned. The remuneration package of the INEDs of the Company should not conflict with their obligations to bring an objective and independent judgement on matters discussed at the Board and Board Committees.

The Directors' Remuneration Policy was last updated on 23 September 2021 and can be found at [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

The RC is responsible for recommending the remuneration packages of the Directors to the Board. No Board member, whether executive or non-executive, shall be involved in deciding his own remuneration.

The details of the remuneration of the Directors of the Company received and receivable from the Company and on Group basis for the financial year ended 31 December 2024 are set out in Note 29 of the Audited Financial Statements of the Company on pages 211 to 213 of this Annual Report.

The disclosures of the Senior Management's remuneration that include the top five Senior Management personnel is set out in Note 34B of the Audited Financial Statements of the Company on pages 232 and 233 of this Annual Report.

## ● ● **EFFECTIVE AUDIT, RISK MANAGEMENT AND INTERNAL CONTROL**

**FINANCIAL REPORTING**

The Board is responsible for the quality and completeness of publicly disclosed financial reports. In presenting the annual financial statements, quarterly reports and the annual reports to the shareholders of the Company, the Board takes appropriate steps to present a clear and balanced assessment of the Group's position and prospects. This also applies to other price-sensitive public announcements and reports to the regulatory authorities.

The Group's financial statements and quarterly announcements, prepared using appropriate accounting policies, consistently and supported by reasonable and prudent judgements and estimates, will be reviewed and deliberated by the Audit Committee in the presence of the External Auditors and the Executive Director, Finance Division prior to recommending them for adoption by the Board. The Audit Committee ensures that the information to be disclosed are accurate, adequate and in compliance with the various disclosure requirements imposed by the relevant authorities. The Board discusses and reviews the recommendations proposed by the Audit Committee prior to its adoption. The Board also ensures accurate and timely release of the Group's quarterly and annual financial results to Bursa Securities.

The Statement on Directors' Responsibility in respect of the preparation of the Annual Audited Financial Statements of the Group is set out on page 129 of this Annual Report.

## RELATIONSHIP WITH EXTERNAL AUDITORS

The Board maintains a transparent and professional relationship with the Group's External Auditors. The Audit Committee, with the assistance of the Finance Division of the Company, has assessed the suitability and independence of the External Auditors of the Company in accordance with the Policy and Procedures on assessment of the External Auditors.

The External Auditors attended four out of five Audit Committee Meetings of the Company held during the financial year. These quarterly Meetings enabled the exchange of views on issues requiring attention. A formal mechanism has been established by the Audit Committee to ensure there is frank and candid dialogue with the External Auditors. The Audit Committee will meet the External Auditors twice a year without the presence of the Executive Directors and Management. This allows the Audit Committee and the External Auditors the exchange of free and honest views and opinions on matters related to External Auditors' audit and audit findings.

The Audit Committee has considered the provision of non-audit services rendered to the Group and Company which amounted to RM21,000.00 and RM12,000.00 respectively did not compromise the External Auditors' independence and objectivity.

A report by the Audit Committee is set out on pages 117 to 120 of the Annual Report.

## INTERNAL CONTROL

The Board acknowledges its overall responsibility for maintaining a sound system of internal controls, which provides reasonable assurance in ensuring the effectiveness and efficiency of the Group's operations and to safeguard shareholders' investment and its assets and interests in compliance with the relevant laws and regulations as well as the internal financial administration procedures and guidelines.

The effectiveness of the system of internal controls of the Group is reviewed by the Audit Committee. The Internal Audit Department, led by the Head of Internal Audit will conduct internal audit covering the financial, operational and compliance controls, processes to identify and evaluate the significant risks faced by the Group including the governance, risk management and internal control processes within the Company. The reports of the Internal Audit Department are tabled to the Audit Committee for review and deliberation.

The Group's Statement on Risk Management and Internal Control is set out on pages 122 to 128 of this Annual Report.

## RISK MANAGEMENT FRAMEWORK

The Board recognises that risk management involves a structured approach, combining the efforts of all functions within the Group, to minimise the possibility and impact of unexpected damages so as to contribute towards greater efficiency and better decision-making. The Group's Enterprise-Wide Risk Profile is reviewed annually to take into consideration changes in the business environment, strategies and functional activities of the Group for determining the Group's level of risk tolerance and identify, assess and monitor key business risks to safeguard shareholders' investments and the Company's assets.

The Group's Statement on Risk Management and Internal Control is set out on pages 122 to 128 of this Annual Report.

## ● ● RELATIONS WITH STAKEHOLDERS

### SHAREHOLDERS COMMUNICATION AND INVESTOR RELATIONS POLICY

The Board acknowledges the need for the Company's shareholders and investors to be informed of all material business and corporate developments concerning the Group in a timely manner. In addition to various announcements made during the year, the timely release of the Group's consolidated financial results on quarterly basis provides the shareholders and investors with an overview of the Group's financial and operational performances.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Company maintains regular communication with its shareholders and stakeholders, attend to shareholders' and investors' e-mails and phone calls enquiries and during the Company's General Meetings and other events. The Notice for the Company's AGM contains relevant information including the shareholders' rights to demand for a poll vote to enable them to exercise their rights.

The Notice for the Company's AGM is posted at the Investor Relations link - Annual Report at the Company's website, [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

The Annual Report of Puncak Niaga which is produced in line with best corporate governance practices also serves as a key channel of communication with our various stakeholders. Information on the Group is also accessible via the Company's website, [www.puncakniaga.com.my](http://www.puncakniaga.com.my).

### AGM

We encourage shareholders to participate in our AGM and post questions to the Chairman and the Board. Puncak Niaga's 27th AGM held on 29 May 2024 was conducted entirely through live streaming from the Broadcast Venue at the Boardroom, 12th Floor, Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan and online remote voting using the Remote Participation and Voting facilities ("RPV") in the manner prescribed by Securities Commission Malaysia's Guidance on the Conduct of General Meetings for Listed Issuers.

At the 27th AGM of the Company, no substantive resolutions were put forth for the shareholders' approval, except for the routine resolutions pertaining to receiving the annual audited financial statements, re-appointment and re-election of Directors of the Company and re-appointment of Auditors of the Company. All resolutions were voted on by poll by the shareholders via the RPV provided by Tricor Investor & Issuing House Services Sdn Bhd and validated by the Independent Scrutineers, Coopers Professional Scrutineers Sdn Bhd.

Coopers Professional Scrutineers Sdn Bhd also acted as the Independent Observer for the Question & Answer Session at the 27th AGM to confirm that the Company has addressed all questions raised by Minority Shareholders Watch Group ("MSWG") and those raised during the proceedings of the virtual 27th AGM.

The Board was also in full attendance at the 27th AGM except for the Executive Chairman, YBhg Tan Sri Rozali bin Ismail who was on medical leave. The full minutes of the 27th AGM was published on our website at [www.puncakniaga.com.my](http://www.puncakniaga.com.my) in a timely manner, together with the responses to queries posed by the MSWG.

For year 2025, the resolutions set out in the Notice of the Company's Twenty-Eighth AGM ("28th AGM") will also be conducted via poll voting as mandated in Paragraph 8.29A of the MMLR of Bursa Securities. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd to conduct the poll voting electronically via Tricor e-Vote application and Coopers Professional Scrutineers Sdn Bhd as Independent Scrutineers to verify the poll results.

This Corporate Governance Overview Statement has been approved by the Board of Puncak Niaga on 26 March 2025.



# AUDIT COMMITTEE REPORT

The Board of Directors of Puncak Niaga Holdings Berhad (“Puncak Niaga”) is pleased to present the report of the Audit Committee for the financial year ended 31 December 2024.

## 1. MEMBERSHIP AND MEETINGS

The Audit Committee comprises wholly of the Independent Non-Executive Directors of the Company. The composition of the Audit Committee and their attendance at the Audit Committee Meetings for the year 2024 were as follows:

Composition of Audit Committee	Attendance/Number of Meetings Held	Percentage (%)
<b>YBhg Dato’ Sri Adenan bin Ab. Rahman</b> <i>Independent Non-Executive Director/Chairman</i>	5/5	100
<b>YBhg Prof Emeritus Datuk Dr Marimuthu A/L Nadason</b> <i>Independent Non-Executive Director/Member</i>	5/5	100
<b>YBhg Datuk Sr Haji Johari bin Wahab</b> <i>Independent Non-Executive Director/Member</i>	5/5	100
<b>YM Tengku Loreta binti Tengku Dato’ Setia Ramli Alhaj</b> <i>Independent Non-Executive Director/Member</i>	5/5	100
<b>Tuan Haji Noor Faiz bin Hassan</b> <i>Independent Non-Executive Director/Member</i>	5/5	100
<b>YBhg Tan Sri Dr Madinah binti Mohamad</b> <i>Independent Non-Executive Director/Member</i>	5/5	100

During the financial year, the PNBH’s Managing Director, Executive Director of Finance Division, relevant Managing Directors of the subsidiaries, Head of Internal Audit Department and related Head of Department attended the Audit Committee Meetings upon the invitation of the Chairman of the Audit Committee to ensure the Audit Committee was kept abreast of the matters and issues affecting the Group. The Group’s external auditors were also invited to attend the Audit Committee Meetings where matters relating to the audit of the statutory accounts, quarterly financial results and/or the external auditors were discussed.

The Secretary to the Audit Committee is the Company Secretary.

## 2. TERMS OF REFERENCE

- The Terms of Reference of the Audit Committee can be viewed at Puncak Niaga’s website, [www.puncakniaga.com.my](http://www.puncakniaga.com.my) under the Investor Relations link.

## AUDIT COMMITTEE REPORT

## 3. SUMMARY OF AUDIT COMMITTEE'S ACTIVITIES

During the financial year ended 31 December 2024, the Audit Committee discharged its duties as set out in its Terms of Reference. The main activities carried out by the Audit Committee during the financial year included the following:

## Financial Reporting

- Reviewed the quarterly and year-to-date unaudited financial results of the Company and Group before tabling to the Board for consideration and approval.
- Reviewed the reports and the audited financial statements of the Company and Group together with the external auditors prior to tabling to the Board for approval.
- Deliberated on matters relating to changes in accounting policies, significant and unusual events, compliance with accounting standards and other disclosure requirement and noted that the financial statements of Puncak Niaga Group have been prepared in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

## Internal Control

- Reviewed and discussed all internal audit reports issued by the Internal Audit Department which highlighted key internal control issues/weaknesses and the corresponding management responses and actions.
- Received the Statement of Assurance from the respective Heads of Divisions/Companies of the auditee Divisions/Companies to resolve all outstanding findings within a stipulated time committed in the internal audit report, improve all areas of operations consistent with the applicable rules and regulations, Standard Operating Procedures (SOPs) and good industrial practice and ensure the risk management and internal control system is operating adequately and effectively.
- Risk Scorecards of the respective business units, projects and support services of the Group are reviewed by the Compliance, Internal Control and Risk Policy Committee ("CICR") twice in 2024.

## External Audit

- Reviewed and discussed the external auditors' audit report and key audit matters for the financial year ended 31 December 2023 at the 132nd Meeting of the Audit Committee Meeting held on 26 February 2024 before recommending to the Board for approval.
- Reviewed the external auditors' scope of work, audit plan and audit focus areas for the financial year ended 31 December 2024 prior to the commencement of the 2024 Annual Audit at the 136th Meeting of the Audit Committee Meeting held on 25 November 2024.
- Assessed the suitability and independence of the External Auditors based on the caliber of the external audit firm, quality processes/performance, audit team, scope, audit fees and mandated the Management to re-appoint the external auditors, Messrs. Grant Thornton Malaysian PLT at the 133rd Meeting of the Audit Committee Meeting held on 27 March 2024 before recommending to the Board for approval.
- Held two informal discussions with the External Auditors without the presence of the Management of the Company at the 133rd and 136th Meeting of the Audit Committee Meeting held on 27 March 2024 and 25 November 2024 respectively.
- Reviewed the extent of the assistance rendered by the Management to the External Auditors.

**Internal Audit**

- Reviewed the competency, resources and assessed the performance of the Internal Audit Department for the year 2024 and approved the 2025 Annual Internal Audit Plan at the 136th Meeting of the Audit Committee held on 25 November 2024. The Internal Audit Department is manned by competent professionals from auditing, plantation, construction management and risk management disciplines with the requisite work experience and internal audit experiences.
- Reviewed the Internal Audit reports, which highlighted the audit issues, recommendations and the Management's responses and directed for follow up actions to be taken by the Management to rectify and improve on the weaknesses/shortcomings identified in the Internal Audit Reports.
- For the critical areas, the Audit Committee invited the relevant Heads of Divisions and/or the Managing Directors and/or the Executive Directors of the operating subsidiaries and/or the relevant Heads of Departments to attend the Audit Committee Meeting.
- Monitored the implementation of recommendations made by the Internal Audit Department arising from its audits in order to obtain assurances that all key risks and control concerns have been fully addressed.
- Reviewed the status of audit assignments reported by the Internal Audit Department at each Audit Committee Meeting to ensure that the progress is in line with the approved 2024 Audit Plan.
- Reviewed the Annual Statement of Assurance on Company's Sustainability Statement for the financial year ended 31 December 2023.

**Working Site Visit**

- The Audit Committee members visited Hospital Puncak Alam on 19 August 2024.

**Related Party Transactions**

- Reviewed and reported to the Board all related party transactions, recurrent related party transactions and conflict of interest that may arise or entered into by the Company and the Group.
- Ascertained that transactions are conducted at arm's length prior to submission for the Board's consideration and where appropriate, shareholders' approval.

**Reporting**

- Reviewed the Statement on Risk Management and Internal Control and Audit Committee Report for the financial year ended 31 December 2024 and recommended the same for the Board's approval at the 138th Meeting of the Audit Committee Meeting held on 26 March 2025.

**4. INTERNAL AUDIT FUNCTIONS**

Puncak Niaga has an established in-house and independent Internal Audit Department reporting directly to the Audit Committee. The Internal Audit Department assists the Audit Committee in discharging its duties and responsibilities. The Internal Audit Department's primary responsibility is to provide independent assurance on the adequacy and effectiveness of internal control systems, risk management and governance process. The Internal Audit Department focuses on regular and systematic review and has conducted an evaluation of the internal control, management information systems, and compliance with established procedures, including the system for compliance with applicable laws, regulations, rules, directives and guidelines.

## AUDIT COMMITTEE REPORT

### Resources and Continuous Development

During the year, there was a change in the Head of Internal Audit Department. From 2 January to 30 August 2024, the Internal Audit Department was led by an Assistant General Manager, who possesses the requisite qualifications as well more than twenty (20) years working experience in various aspect auditing, risk management, governance and integrity. Following her resignation, the Internal Audit Department was then led by an Assistant Manager, Encik Ahmad Zakwan Ahzahar who possesses over twelve (12) years of professional experience with a diverse background spanning auditing, risk management and engineering across various industries, including construction, facilities maintenance, regulator and hospital management.

Currently, the Internal Audit Department has a total of two (2) Internal Auditors including the Head of Internal Audit Department. The Internal Auditors have completed at least four (4) man-days of training in 2024 which consist of relevant professional institution training, seminars and on-the-job training including industry related training. All internal auditors have signed the declaration that they were and have been independent, objective and in compliance with the Code of Ethics of the Institute of Internal Auditors in carrying out their duties for the financial year under review.

The total cost incurred by the Internal Audit Department in relation to the conduct of the internal audit functions of Puncak Niaga Group during the financial year ended 31 December 2024 was approximately RM598,241.00.

### Guideline and Framework

The Internal Audit Department is guided by the Internal Audit Department's Department Manual which was duly approved by the Executive Committee and aligned to the International Professional Practices Framework issued by the Institute of Internal Auditors.

### Internal Audit Scope and Coverage

The 2024 Annual Internal Audit Plan of the Internal Audit Department was developed based on a risk-based approach and covers the business units, projects and support services of the Group which was duly approved by the Audit Committee.

In line with the approved Annual Audit Plan, the Internal Audit Department completed a total of six (6) audit assignments including ad hoc audit assignments requested by the Senior Management of the Company during the financial year ended 31 December 2024. All audits were performed in-house.

Key areas audited during the year included the following:

- Audit on IT Assets and Peripherals at Wisma Rozali
- Sustainability Assurance Review FY 2023
- Audit on Wages and Checkroll Management at Danum Sinar Sdn Bhd
- Annual MSPO Surveillance Audit 5 at Danum Sinar Sdn Bhd
- Follow Up Review on MSPO Surveillance Audit 4 at Danum Sinar Sdn Bhd
- Follow Up Review on Environment, Safety and Health at Kuantan Project

The relevant audit reports which comprise the audit findings and observations, recommendations, Management's responses and target deadlines for corrective action were presented to the Audit Committee for deliberation and notation. The Internal Audit Department also conducted follow-up reviews to determine the adequacy, effectiveness and timeliness of actions taken by the Management to rectify past audit findings and provide updates arising from the follow-up reviews to the Audit Committee for their deliberation and notation.



# ADDITIONAL COMPLIANCE INFORMATION

In accordance with Appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:-

**(a) Utilisation of Proceeds Raised from Any Corporate Proposals**

There were no proceeds raised from corporate proposals during the financial year.

**(b) Audit and Non-Audit Fees**

For the financial year ended 31 December 2024:-

- (a) The audit fees payable to the external auditors, Grant Thornton Malaysia PLT for services rendered to the Group and the Company amounted to RM318,000.00 and RM65,000.00 respectively; and
- (b) The non-audit fees payable to the external auditors, Grant Thornton Malaysia PLT for assurance services rendered to the Group and the Company amounted to RM21,000.00 and RM12,000.00 respectively.

**(c) Recurrent Related Party Transaction**

The Company did not enter into any recurrent related party transaction, which requires the shareholders' mandate during the financial year ended 31 December 2024.

**(d) Material Contracts Involving Directors, Chief Executive who is not a Director or Major Shareholders**

There were no material contracts entered into by the Company and the Group, which involve the interests of Directors, Chief Executive who is not a Director or major shareholders of the Company and its subsidiary companies which were still subsisting at the end of the financial year ended 31 December 2024 or entered into since the end of the previous financial year.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## INTRODUCTION

The Board of Directors ("Board") of Puncak Niaga Holdings Berhad ("Puncak Niaga") Group is pleased to present its Statement on Risk Management and Internal Control for the financial year ended 31 December 2024 pursuant to paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad that requires the Board to disclose in the Annual Report a statement on the state of risk management and internal control of the Group.

The Statement is prepared in accordance with Principle B of the Malaysian Code on Corporate Governance 2021 ("MCCG 2021") and guided by the Statement on Risk Management & Internal Control: Guidelines for Directors of Public Listed Companies ("Guidelines").

## BOARD'S RESPONSIBILITY

The Board assumes overall responsibility in establishing a sound risk management and internal control system and for reviewing its adequacy and effectiveness so as to safeguard the shareholders' investments and the Group's assets. This internal control system, by its nature, can only provide reasonable and not absolute assurance against material financial misstatement, fraud or losses.

The Board affirms that there is an on-going process for identifying, evaluating, monitoring and managing significant risks faced by the Group. The Board has mandated the Management to implement a control system designed to identify and manage risks facing the Group in pursuit of its business objectives. The outcome of this process is monitored by the Board via the Compliance, Internal Control and Risk Policy Committee (CICR), which dedicates its time on a half-yearly basis for discussion on this matter. The reports of the CICR meetings are submitted for the Board's deliberation and information.

## RISK MANAGEMENT POLICY

The Board of Puncak Niaga has approved the Group's Risk Management Policy Statement:-

Puncak Niaga Group's Risk Management Policy is to identify, measure and control risks that may prevent the Group from achieving its objectives.

Our challenge is to apply risk management to all parts of our business to ensure business risks are minimised and opportunities enhanced.

We will achieve, maintain and review a proper risk management system which is implemented by the Management and extended to all employees of the Group. This is the commitment of the Board of Directors.

This policy statement assigns responsibility for risk management to all Puncak Niaga Group employees and acknowledges that corporate responsibility lies with the Board of Puncak Niaga Group.

## RISK MANAGEMENT FRAMEWORK

Risk Management is firmly embedded in the Group's management system and is every employee's responsibility. The Board of Puncak Niaga has formally approved and implemented a systematic risk management structure and process for the Group which clearly defines the authority and accountability in implementing the framework. The risk management model is aligned to ISO 31000 Risk Management – Principle and Guideline standard of Puncak Niaga contained in the Risk Management Manual which has been approved by the Executive Committee and used as a framework in Risk Management training conducted for the Senior Management of Puncak Niaga Group. An overview of the Group's Risk Management structure is shown below:



Figure 1: Risk Management Structure

**RISK MANAGEMENT PROCESS**

The key features of the Puncak Niaga Group’s risk management process are:

- Puncak Niaga Group utilises a risk management tool, namely, the Q-Radar Corporate Risk Scorecard (“CRS”) software to identify, measure and manage all risks affecting Puncak Niaga Group. The software is web-based and allows the authorised users to monitor their respective risks online from any location.
- Each key business unit/project/support service/company has its own Risk Scorecard and an assigned Risk Scorecard Owner, who is primarily responsible for identifying the risks and assessing the probability and impact of their occurrence as well as the effectiveness of controls/mitigating measures to determine the residual risks known as nett score in the Risk Scorecard. The risk and control owners are also identified to assign responsibility and ensure accountability.
- The Group’s Risk Scorecards are reviewed on a quarterly basis by the respective Risk Scorecard Owners to ensure that the Group’s risk profile and controls are updated based on the latest business environment and risk positions.
- In tandem with the quarterly reviews, the Risk Scorecard Owners are also required to submit their respective assurances that in relation to the risk management process:
  - the risks, controls and management action plans in the Corporate Risk Scorecard are accurate and complete;
  - where the risk exposure is considered acceptable, the Risk Scorecard Owners have documented and validated that control activities are in place and are effective; and
  - where an individual risk has been evaluated as unacceptable, the management action plans have been formulated and individuals have been identified as owners with the accompanying due dates to address the risks.
- The Risk Management Section analyses and consolidates the Risk Scorecard reports submitted for the deliberation of the CICR at the half-yearly meetings of the CICR.
- The CICR reviews and deliberates on the reports submitted and focuses on changes in the consolidated residual risk profile, new areas for risk identification and the key controls implemented by the Management to mitigate significant risks which affect the Group. The CICR also provides feedback to the Risk Scorecard Owners and/or moderates the risk profile prior to submitting the report to the Board on a half-yearly basis.
- The Enterprise-Wide Risk profile of Puncak Niaga Group, which was deliberated by the Risk Management Scorecard Working Group (“RMSWG”) is also reviewed on an annual basis at the beginning of each calendar year by the CICR.

**COMPLIANCE, INTERNAL CONTROL AND RISK POLICY COMMITTEE (“CICR”)**

The CICR comprises wholly of the Independent Non-Executive Directors (“INEDs”). The composition of CICR and attendance at the CICR Meetings for the year 2024 are as follows:

CICR Members	Number of Meetings Attended in 2024
<b>YBhg Dato’ Sri Adenan bin Ab. Rahman</b> <i>Independent Non-Executive Director/Chairman</i>	2/2
<b>YBhg Prof Emeritus Datuk Dr Marimuthu a/I Nadason</b> <i>Independent Non-Executive Director/Member</i>	2/2
<b>YBhg Datuk Sr Haji Johari bin Wahab</b> <i>Independent Non-Executive Director/Member</i>	2/2
<b>YM Tengku Loreta binti Tengku Dato’ Setia Ramli Alhaj</b> <i>Independent Non-Executive Director/Member</i>	2/2
<b>Tuan Haji Noor Faiz bin Hassan</b> <i>Independent Non-Executive Director/Member</i>	2/2
<b>YBhg Tan Sri Dr Madinah binti Mohamad</b> <i>Independent Non-Executive Director/Member</i>	2/2

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

During the financial year, the Managing Director of Puncak Niaga, Managing Directors of the operating subsidiaries, the Executive Directors and the relevant Head of Departments of Puncak Niaga attended the CICR Meetings by invitation of the Chairman of the CICR to brief in detail the key risks facing the Group and the controls implemented to mitigate the risks. The Secretary of the CICR is the Head of the Internal Audit Department.

The Terms of Reference of the CICR can be viewed at Puncak Niaga's website, <https://www.puncakniaga.com.my> under the Investor Relations link.

### COMPLIANCE, INTERNAL CONTROL AND RISK POLICY COMMITTEE'S ACTIVITIES

During the year 2024, the CICR held a total of two meetings. At its meetings, the CICR reviewed the Status Reports prepared by the Risk Management Section. The issues deliberated at the CICR Meetings included the following:-

- Puncak Niaga Group's "Statement on Risk Management and Internal Control".
- The progress of the risk assessment and risk monitoring exercises at Puncak Niaga Group and Enterprise-Wide levels. The main risks, controls and management action plans were highlighted by the Secretary of the CICR to the CICR for deliberation.
- The review of the assurance status and validations given by the Risk Scorecard Owners of Puncak Niaga Group via the Corporate Digital Assurance Module of the Q-Radar software.
- The effective utilisation of the Q-Radar Corporate Risk Scorecard software to identify, evaluate, monitor and report risks and internal controls identified within Puncak Niaga Group.
- The status of Self-Assessment Audit Forms submitted by the relevant Divisions/Departments in Puncak Niaga Group as to whether the key internal controls have been complied with.
- The CICR also deliberated on the following key matters:-
  - The consolidated risk position of Puncak Niaga Group which comprise the Top Ten (10) Residual Risks and its movement from quarter to quarter based on classifications into the Environmental, Social and Governance ("ESG") risks components particularly on the very significant risks and key controls implemented by the Management of Puncak Niaga Group.

- The Statement on Risk Management and Internal Control for the Year 2024 which was presented by the Secretary of the CICR at the 149th CICR Meeting held on 19 February 2025.
- In year 2025, the CICR will continue to focus on providing oversight over the implementation of the Risk Management Framework based on the ESG risks components throughout Puncak Niaga Group as well as monitoring the key risk exposures and the resultant mitigating actions affecting Puncak Niaga Group.

### PUNCAK NIAGA HOLDINGS BERHAD GROUP'S ENTERPRISE-WIDE RISKS

The Board recognises that Risk Management involves a structured approach, combining the efforts of all functions within the Puncak Niaga Group to minimise uncertainties in order to achieve Puncak Niaga Group's business objectives. In view of this, the Risk Management Scorecard Working Group ("RMSWG") Meeting is held in quarterly basis whereby Puncak Niaga Group's Enterprise-Wide Risks Profile is deliberated after taking into account Puncak Niaga Group's strategic business plan and existing business environments and business segments in which the Group operates including the current issues which may have risk impact on Puncak Niaga Group's operations.

The Annual RMSWG Meeting which was chaired by the PNHB Managing Directors and attended by Managing Directors of the operating subsidiaries, the Executive Directors and the relevant Head of Departments of Puncak Niaga group was held on 10 February 2025 to deliberate on the risks highlighted by the respective Companies, Divisions and Business segments of Puncak Niaga Group and to determine Puncak Niaga Group's Enterprise-Wide Risks Profile for the year 2024.

The key risks which had been classified into ESG risks components. Their root cause, impact on the company's performance or condition and key controls identified were deliberated in the RMSWG Meeting and were reviewed by the CICR at the 149th CICR Meeting held on 19 February 2025.

The year 2024 was yet another challenging year for the nation given the nation's economic and political developments. The Group will remain cautious and the Board will continuously assess the Group's strategic risks and deliberating actions in managing its risks.



## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

- f. All major decisions require the approval of the respective Boards/ Executive Committees (“EXCOs”) within Puncak Niaga Group in line with the Group’s Limits of Authority. The EXCO is established at Puncak Niaga, Puncak Niaga Construction Sdn Bhd (“PNCSB”) and TRIpIc Berhad Group (“TRIpIc”) and comprises the Heads of Divisions of the respective companies. The relevant Management of the Puncak Niaga Group is invited to attend the meeting, if required. The respective Boards/EXCOs are kept updated on information covering the Divisions/Departments in the respective companies within the Group at the Board/EXCO Meetings, as appropriate.
- g. Written procedures and policies by way of Standard Operating Procedures (“SOPs”) which incorporate control procedures and scope of responsibilities are in place for all the operating subsidiaries of Puncak Niaga Group. The written procedures and policies are updated where appropriate to incorporate elements necessitated by changes in the legislations, industry best practices and business dynamics.
- h. The Limits of Authority (“LOA”) of Puncak Niaga Group clearly set out the operational matters with the designated authority levels accorded to the Executive Chairman/Managing Directors/ Executive Directors and critical matters which are reserved for the Board’s / EXCO’s approvals and matters which are delegated to Puncak Niaga’s subsidiaries’ Directors and Management. On November 2023, the Board has reviewed and approved the revised LOA to suite the Management and operation’s requirement.
- i. Puncak Niaga’s Anti-Corruption Policy of Zero Tolerance Towards Corruption and Corrupt Practices within and outside Puncak Niaga and Puncak Niaga Group which was established on 1 June 2020 and revised on 24 November 2022 are founded on Five Adequate Procedures Principles: TRUST as laid out in the Guidelines on Adequate Procedures issued by the Malaysian Anti-Corruption Commission (Amendment) Act 2019 (“MACC Act”) pursuant to Section 17A of the MACC Act.
- j. Puncak Niaga Group is fully committed to upholding the highest standards of business integrity and to comply with the relevant provisions of the MACC Act and its Anti-Corruption Policy and Procedures sets out the adequate procedures to be implemented to prevent the occurrence of corrupt practices in Puncak Niaga’s and Puncak Niaga Group’s business activities. This policy and procedures cover the giving and receiving of gifts, charitable donations, corporate social responsibility payments, sponsorships and memberships and political contributions. This Policy applies to all Directors, employees and third parties acting on behalf of Puncak Niaga and Puncak Niaga Group.
- k. Furthermore, an Integrity Unit has been set up and the Integrity Unit’s SOP was approved at the 132nd Board of Director’s Meeting with immediate implementation.

**Risk Assessment**

- a. Risk Scorecards are created and maintained for each business unit and support services within Puncak Niaga Group to ensure risks affecting the businesses of the Group are properly identified and assessed in terms of likelihood and impact, adequacy of existing controls is evaluated and the residual risks are treated accordingly. A Risk Scorecard Owner is assigned for each risk scorecard and is responsible for evaluating the risk profile on a quarterly basis and to provide the relevant assurance to the Board.
- b. The CICR which is a Board Committee, closely monitors the risk management process within the Group and the extent of compliance with the Statement on Risk Management and Internal Control requirements.

**Control Activities**

- a. Annual Business Plans are prepared by the Management of the Group. The Annual Business Plans are presented and approved by the respective subsidiaries before tabling to Puncak Niaga’s EXCO and Board for ultimate approval.
- b. A detailed budgeting process has been established for Puncak Niaga Group to prepare their respective budgets annually. These budgets are then reviewed and approved by the respective Boards/EXCOs prior to actual implementation each year. The monitoring of actual performance versus budget with major variances being followed up is done on a monthly basis by the Finance Division and Management action is taken to rectify any shortcomings, where necessary.
- c. Tender Committees established at Puncak Niaga Group are accorded with their respective limits of authority of decision making and mandatory recommendations to the Board for approval, as appropriate. The Tender Committees play a critical role to ensure transparency and competitive pricing in the award of contracts within Puncak Niaga Group. During the year, there was a revision on Tender Committees’ structure and the LOA.
- d. PNHB obtained its accredited certification with the ISO 9001:2015 and ISO 37001:2016 Anti-Bribery Management System (ABMS) for the provision of project management, construction services for water-related infrastructure, including civil engineering, building mechanical and electrical works, and activities of the head office.



## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

- e. PNCSB obtained its accredited certification with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 for construction services for water related infrastructure including civil engineering, building, mechanical and electrical works. The compliance with ISO requirements and its related activities are being monitored by selected representatives from PNCSB's project office and various departments.
- f. TRIpIc Berhad and its subsidiaries, TRIpIc FMS Sdn Bhd and TRIpIc Medical Sdn Bhd obtained its accredited certification with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 Quality Management System on Project Management, Construction and Facility Management. The compliance with the ISO requirements and its related activities are being monitored by TRIpIc Berhad's ISO Committee.
- g. The Plantation Division, Danum Sinar Sdn Bhd obtained its accredited certification with Malaysian Sustainable Palm Oil ("MSPO") certification on 6 August 2024 which is valid up to 5 August 2029. The MSPO certification is subject to a yearly surveillance audit which is monitored by the MSPO Committee of the Plantation Division.
- h. Puncak Niaga Group has insurance programmes in place to safeguard the Group's assets against any untoward incidents that could result in material losses.
- i. The Self-Assessment Audit Forms which list the key internal controls, have been developed in-house for the relevant Departments of the operating subsidiaries of Puncak Niaga. The respective Departments are required to submit a quarterly declaration to the Internal Audit Department as to whether key internal controls have been complied with.
- j. The Self-Assessment Audit Forms are submitted and monitored online through the Audit Monitoring System. For the year 2024, 100% of the key internal controls declared in the Self-Assessment Audit Forms was in compliance with the Company's Standard Operating Procedures ("SOP") and the applicable Regulations.
- b. Puncak Niaga Group has in place a Whistleblowing Policy which encourages our employees and external parties to disclose any wrongdoings, malpractices, or misconducts of which they become aware and to provide protection to the whistleblower. This policy and procedures provide a foundation to support the culture of good corporate governance and integrity throughout the Group and create a conducive workplace that is based on trust, honesty, openness, transparency, and to eradicate unethical practices at the workplace.
- c. Awareness and Training programmes were conducted internally and externally for the Directors, Senior Management and employees of Puncak Niaga Group to enhance their knowledge, skills and competency.
- d. All incidences of whistleblowing in Puncak Niaga Group shall report to the Audit Committee and Board of Puncak Niaga.
- e. Integrity briefings were conducted for new employees during the on-boarding programme which covered the topics on offences under MACC Act 2009, Section 17A: Corporate Liability, Puncak Niaga's Anti-Corruption Policy and Procedure (Gift Policy) and Puncak Niaga's Whistleblowing Policy. As at 31 December 2024, the total new employees who attended the integrity briefing were 93.

### Monitoring

- a. The Internal Audit Department independently reviewed the control processes implemented by the Management according to the 2024 Annual Audit Plan and reported on its findings and recommendations to the Audit Committee of Puncak Niaga five times in 2024. The duties and responsibilities of Puncak Niaga's Audit Committee are detailed in the Terms of Reference of Puncak Niaga's Audit Committee. The Audit Committee, upon consideration of both the Internal and External Audit Reports, is able to gauge the effectiveness and adequacy of the Group's internal control system, for the presentation of its findings to the Board.
- b. The Internal Audit Department conducted audits of the declarations made in the Self-Assessment Audit Forms.
- c. All Heads of Divisions, the Managing Directors and the relevant Heads of Department of Puncak Niaga Group are required to give a written assurance ("Statement of Assurance") to the Executive Chairman in the Internal Audit Report that all issues highlighted would be rectified within the stipulated timelines.

### Information and Communications

- a. New policies/procedures approved by the Management are communicated via Internal Memorandums which are circulated to all employees. Awareness training, as well as dissemination at the Monthly Staff Assemblies are conducted to ensure the policies/procedures are cascaded to the staff accordingly.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

### BOARD'S ASSESSMENT

The Board has received assurances from the respective companies' Heads of Divisions, Managing Directors, Chief Financial Officer and Executive Directors that the Group's risk management and internal control system are operating adequately and effectively at the operating companies. Based on the assurances received and review of the risk management and internal control activities, the Board is of the view that the Group's risk management and internal control system for the year under review and as at the date of this Statement is sound and sufficient to safeguard the shareholders' investment and the Group's assets.

This Statement on Risk Management and Internal Control has been prepared in accordance with the Guidelines and has been approved by the Board at the 138th Audit Committee Meeting on 26 March 2025.

### REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to the scope set out in Audit and Assurance Practice Guide ("AAPG") 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants ("MIA") for inclusion in the annual report of the Group for the year ended 31 December 2024 and reported to the Board that nothing has come to their attention that cause them to believe that the statement intended to be included in the annual report of the Group, in all material respects:

- has not been prepared in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor
- is factually inaccurate.

AAPG 3 does not require the external auditors to consider whether the Directors' Statement on Risk Management and Internal Control 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 auditors are 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.

**For and on behalf of the Board of Puncak Niaga Holdings Berhad**

**YBhg Dato' Sri Adenan bin Ab. Rahman**

Chairman

Compliance, Internal Control and Risk Policy Committee

26 March 2025

# STATEMENT ON DIRECTORS' RESPONSIBILITY FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Group and of the Company have been drawn up in accordance with the applicable approved accounting standards in Malaysia and the requirements of the Companies Act 2016. The Directors take responsibility in ensuring that the financial statements give a true and fair view of the financial position of the Group and of the Company as of 31 December 2024 and of the financial performance and the cash flows of the Group and of the Company for the financial year then ended.

In preparing the financial statements, the Directors have:

- ▶ Selected suitable accounting policies and applied them consistently;
- ▶ Made judgements and estimates that are reasonable and prudent;
- ▶ Ensured that all applicable accounting standards have been followed; and
- ▶ Made an assessment of the Group's and of the Company's ability to continue as a going concern.

The Board has the overall responsibility to take all steps as are reasonably open to them to safeguard the assets of the Group to prevent and detect frauds and other irregularities.

# APPROACHING OUR FINANCIAL STATEMENTS

The purpose of financial statements is to communicate the Group's financial information to its stakeholders. This section is to assist and guide the readers to understand our financial information by explaining the functions and relationships between the essential financial statements: the statements of profit or loss and other comprehensive income, the statements of financial position and the statements of cash flows. For comprehensive and authoritative definitions and explanations, readers should refer to the relevant accounting standards.

## STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

**Financial performance measured by recording the flow of income and expenses over a period of time**

This statement is to present all income or expenses in a performance statement during the financial year.

 Please refer to Statements of Profit or Loss and Other Comprehensive Income on pages 140 to 141.

## STATEMENTS OF FINANCIAL POSITION

**A snapshot of all the assets the company owns and all the claims against those assets, as at a point in time**

This statement sums up the Group's non-current assets and working capital, debts and other non-current liabilities and owners' equity at 31 December 2024.

 Please refer to Statements of Financial Position on pages 138 to 139.

## STATEMENTS OF CASH FLOWS

**A statement that provides an overview of the cash inflows and outflows of the Company over a period of time**

This statement divides the cash flows during the financial year into operating, investing and financing cash flows.

Operating cash flows are the cash inflows and outflows from working capital.

Investing cash flows are the cash flows arising from the purchase or disposal of noncurrent assets.

Financing cash flows represent the cash flows between the Group, its lenders and Non-Controlling Interest ("NCI").

 Please refer to Statements of Cash Flows on pages 145 to 148.



# DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2024:

<b>“Company”, “PNHB” or “Puncak”</b>	: Puncak Niaga Holdings Berhad
<b>“D44 Project”</b>	: Pakej D44 - Pembinaan Rangkaian Paip Pembedungan di Bunus, Kuala Lumpur (Reka dan Bina)
<b>“Group”</b>	: Puncak Niaga Holdings Berhad and its subsidiaries
<b>“PNCSB”</b>	: Puncak Niaga Construction Sdn. Bhd.
<b>“PNMSSB”</b>	: Puncak Niaga Management Services Sdn. Bhd.
<b>“TRIpIc”</b>	: TRIpIc Berhad
<b>“TRIpIc Group”</b>	: TRIpIc Berhad and its subsidiaries



# DIRECTORS' REPORT

For the Year Ended 31 December 2024

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

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding, whilst the principal activities of the subsidiaries are disclosed in Note 8 to the financial statements. There has been no significant change in the nature of the principal activities.

## RESULTS

	Group RM'000	Company RM'000
(Loss)/Profit for the year	(131,550)	397
(Loss)/Profit attributable to:		
Owners of the Company	(131,778)	397
Non-controlling interests	228	-
	(131,550)	397

## RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in the financial statements.

## DIVIDEND

No dividend was paid during the financial year ended 31 December 2024 and the Directors do not recommend the payment of any dividend for the financial year under review.

## DIRECTORS OF THE COMPANY

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

### Directors

Tan Sri Rozali bin Ismail

Azlan Shah bin Rozali

Dato' Sri Adenan bin Ab. Rahman

Prof Emeritus Datuk Dr Marimuthu a/I Nadason

YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj

Datuk Sr Haji Johari bin Wahab

Haji Noor Faiz bin Hassan

Tan Sri Dr Madinah binti Mohamad (Ceased as Director with effect on 30 November 2024)

**DIRECTORS' REPORT**

For the Year Ended 31 December 2024

**DIRECTORS' INTERESTS IN SHARES**

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

Name of Director	Number of ordinary shares			
	1.1.2024	Acquired	Sold	31.12.2024
<i>Direct Interest:</i>				
<i>Ordinary shares of the Company</i>				
Tan Sri Rozali bin Ismail	1,901,900	-	(1,901,900)	-
Azlan Shah bin Rozali	389,400	101,900	-	491,300
<i>Deemed Interest:</i>				
<i>Ordinary shares of the Company</i>				
Tan Sri Rozali bin Ismail *	175,140,824	-	-	175,140,824
Datuk Sr Haji Johari bin Wahab **	1,050	-	-	1,050

\* Deemed interest by virtue of 100% shareholding interest in Central Plus (M) Sdn. Bhd. and Corporate Line (M) Sdn. Bhd., both are substantial corporate shareholders of the Company, of which 5% is held in his own name and 95% in his spouse's and children's names.

\*\* Deemed interest by virtue of shares held in his brother's name.

By virtue of his interests in the shares of the Company, Tan Sri Rozali bin Ismail is also deemed interested in the shares of the subsidiaries during the financial year to the extent that Puncak Niaga Holdings Berhad has an interest.

None of the other Directors holding office at 31 December 2024 had any interest in the shares of the Company and of its related corporations during the financial year.

**DIRECTORS' BENEFITS**

Total Directors' remuneration incurred by the Group and the Company for the financial year ended 31 December 2024 was RM3,627,000 (2023: RM3,841,000) and RM649,000 (2023: RM714,000) respectively. Further details are disclosed in Note 29 to the financial statements.

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of remuneration received or due and receivable by the Directors or the fixed salary of a full-time employee of the Company as shown in Note 29 to the financial statements) by reason of a contract made by the Company or a related corporation with any Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

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

**ISSUE OF SHARES AND DEBENTURES**

During the financial year, there were no changes in the issued and paid-up capital of the Company. The Company has not issued any debentures during the financial year.

### **OPTIONS GRANTED OVER UNISSUED SHARES**

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

### **INDEMNITY AND INSURANCE COSTS**

During the financial year, there was no indemnity cost for Directors or Officers of the Company. The insurance cost for Directors and Officers liability of the Group and of the Company was RM124,210.

### **QUALIFICATION OF SUBSIDIARIES' FINANCIAL STATEMENTS**

There is no qualification for the auditors' report on the audit of the financial statements of the Company's subsidiaries.

### **OTHER STATUTORY INFORMATION**

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

- (i) action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
- (ii) any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected so to realise.

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

- (i) which would render the amounts written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
- (iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (iv) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading.

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

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

In the opinion of the Directors:

- (i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;
- (ii) the results of operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (iii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the current financial year in which this report is made.

**DIRECTORS' REPORT**

For the Year Ended 31 December 2024

**LIST OF DIRECTORS OF SUBSIDIARIES**

Pursuant to Section 253 of the Companies Act 2016 in Malaysia, the list of Directors of the subsidiaries (excluding Directors who are also Directors of the Company) during the financial year and up to the date of this report are as follows:

Faridatulzakiah binti Mohd Bakhry  
 Syed Badli Shah bin Syed Mansoor  
 Taufik Afendy bin Othman  
 Lim Mun Lee  
 Prof Dato' Dr Mohd Zainul Fithri bin Othman  
 YBM Dato' Tengku Rozanna Petri binti Tengku Mohamed Nasrun  
 YM Tengku Mohamad Ridzman  
 Tan Sri Datuk Ling Chiong Ho  
 Dato' Syed Danial bin Syed Ariffin  
 Mohammad Shahree bin Shamsuddin  
 Mohd Sukrie bin Mat Zin  
 Wong Ko Hock  
 Dr Gabriel Peter Salgo  
 Johanna Sammet  
 Chandran s/o Urath Sankaran Nair  
 Hafizah binti Ahmat (Appointed on 15 June 2024)  
 Faizal bin Zaharudin (Resigned on 15 June 2024)

**SIGNIFICANT EVENTS****Significant events during the financial year****(i) Extension of Time ("EoT") for Projek Pembinaan Loji Rawatan Kumbahan Serantau dan Rangkaian Paip Pembetungan di Bandar Kuantan, Pahang (Reka dan Bina) ("Kuantan Project")**

On 1 February 2024, PNCSB obtained EoT No. 4 from 13 January 2024 to 26 June 2025 to complete the Kuantan Project from Jalur Cahaya Sdn. Bhd. ("JCSB").

**(ii) Sub-Contract Agreement dated 28 March 2023 between PNCSB and JCSB in relation to PNCSB's appointment as Principal Sub-Contractor for a project known as "Program Penggantian Paip Lama Bagi Tahun 2020 Di Negeri Johor Pakej 2 - Daerah Johor Bahru, Kulai, Pontian, Kota Tinggi & Mersing" ("Johor Project") ("Sub-Contract Agreement I")**

On 8 April 2024, JCSB has issued Notice of Termination to Pengurusan Aset Air Berhad ("PAAB"). On the same date, PNCSB received a Notice of Termination for Sub-Contract Agreement I from JCSB.

**(iii) Sub-Contract Agreement dated 14 July 2023 between PNCSB and Pembinaan Era Dinamik Sdn. Bhd. ("PED") in relation to PNCSB's appointment as Principal Sub-Contractor for a project known as "Cadangan Membina Loji Rawatan Air Bukit Chupak (10JLH) dan Menaiktaraf Sistem Agihan Di Jajahan Gua Musang, Kelantan" ("Kelantan Project") ("Sub-Contract Agreement II")**

On 10 October 2024, PNCSB obtained EoT No.3 from 1 April 2025 to 31 August 2025 to complete the Kelantan Project from PED.

## SIGNIFICANT EVENTS (CONTINUED)

### Significant events subsequent to the financial year

#### (iv) Striking Off of KGL Ltd (“KGL”)

On 20 January 2025, KGL received confirmation that it has officially been struck off from the register of companies under the Labuan Companies Act 1990 on 20 January 2025. The striking off of KGL is part of the Company’s exercise to streamline Puncak Group’s corporate structure and for administrative efficiency by dissolving subsidiaries which are dormant. Accordingly, KGL ceased to be a sub-subsidiary of the Company on 20 January 2025.

#### (v) Striking Off of Magnum Nature Sdn. Bhd. (“MNSB”)

On 6 March 2025, the name of MNSB had been struck off from the Register of Companies Commission of Malaysia and the strike off was gazetted on the same date. Accordingly, MNSB ceased to be a subsidiary of the Company on 6 March 2025.

#### (vi) Striking Off of Usahasewa Sdn. Bhd. (“USSB”)

On 6 March 2025, the name of USSB had been struck off from the Register of Companies Commission of Malaysia and the strike off was gazetted on the same date. Accordingly, USSB ceased to be a sub-subsidiary of the Company on 6 March 2025.

## AUDITORS

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

The amount of audit and other fees paid and payable to the auditors by the Group and the Company for the financial year ended 31 December 2024 are as follows:

	Group RM'000	Company RM'000
Grant Thornton Malaysia PLT	339	77
Other auditors	45	-
	384	77

The Group and the Company have agreed to indemnify the Auditors, Grant Thornton Malaysia PLT to the extent permissible under the provision of the Companies Act 2016 in Malaysia. However, no payment has been made arising from this indemnity for the financial year.

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

.....  
**Tan Sri Rozali bin Ismail**  
Director

Shah Alam

Date: 26 March 2025

.....  
**Azlan Shah bin Rozali**  
Director

# STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	4	460,116	471,678	3	7
Investment properties	5	608,897	554,127	165,200	54,000
Bearer biological assets	6	303,168	310,448	-	-
Concession asset	7	3,767	4,167	-	-
Investment in subsidiaries	8	-	-	1,150,246	1,136,614
Investment in associate	9	-	-	-	-
Deferred tax assets	10	40,900	38,017	-	-
Trade and other receivables	14	744,565	784,166	-	-
		<b>2,161,413</b>	2,162,603	<b>1,315,449</b>	1,190,621
<b>Current assets</b>					
Inventories	11	2,554	3,317	-	-
Fresh fruits bunches	12	2,765	5,062	-	-
Contract assets	13	2,301	21,791	-	-
Trade and other receivables	14	207,704	204,183	1,335	1,342
Short-term investments	15	113,769	98,857	56,026	34,193
Tax recoverable		4,575	721	-	-
Cash and cash equivalents	16	148,649	143,140	18,665	20,112
		<b>482,317</b>	477,071	<b>76,026</b>	55,647
Assets held for sale	17	98,625	306,066	98,625	204,949
		<b>580,942</b>	783,137	<b>174,651</b>	260,596
<b>Total assets</b>		<b>2,742,355</b>	2,945,740	<b>1,490,100</b>	1,451,217



## STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Equity and liabilities</b>					
<b>Equity attributable to owners of the Company</b>					
Share capital	18.1	554,663	554,663	554,663	554,663
Treasury shares	18.2	(5,941)	(5,941)	(5,941)	(5,941)
Reserves		97,932	97,931	-	-
Retained earnings		527,646	659,424	845,866	845,469
		<b>1,174,300</b>	1,306,077	<b>1,394,588</b>	1,394,191
Non-controlling interests	8.5	20,180	19,462	-	-
<b>Total equity</b>		<b>1,194,480</b>	1,325,539	<b>1,394,588</b>	1,394,191
<b>Non-current liabilities</b>					
Loans and borrowings	19	834,494	900,844	-	-
Concession liability	7	86,662	91,368	-	-
Deferred tax liabilities	10	137,007	156,330	11,630	18,145
		<b>1,058,163</b>	1,148,542	<b>11,630</b>	18,145
<b>Current liabilities</b>					
Loans and borrowings	19	230,929	251,351	-	-
Trade and other payables	20	227,351	189,818	82,420	38,848
Contract liability	13	-	171	-	-
Provision for foreseeable loss	21	29,099	29,099	-	-
Tax payable		2,333	1,220	1,462	33
		<b>489,712</b>	471,659	<b>83,882</b>	38,881
<b>Total liabilities</b>		<b>1,547,875</b>	1,620,201	<b>95,512</b>	57,026
<b>Total equity and liabilities</b>		<b>2,742,355</b>	2,945,740	<b>1,490,100</b>	1,451,217

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

# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended 31 December 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Revenue</b>	22	<b>164,896</b>	241,779	<b>97,500</b>	20,000
Other income		<b>50,821</b>	88,995	<b>10,501</b>	46,945
Finance income		<b>6,886</b>	6,544	<b>1,000</b>	841
<b>Items of expense</b>					
Raw materials and consumables		<b>(1,314)</b>	(2,237)	-	-
Construction contract costs		<b>(22,565)</b>	(65,657)	-	-
Plantation costs		<b>(23,437)</b>	(35,509)	-	-
Concession costs		<b>(23,322)</b>	(40,077)	-	-
Employee benefits expense	23	<b>(38,653)</b>	(48,639)	<b>(1,076)</b>	(1,502)
Impairment losses on other assets		-	(20,609)	<b>(67,197)</b>	(162,601)
Net reversal on impairment of financial instruments and contract assets		<b>6,738</b>	2,110	<b>206,724</b>	142,824
Reversal for foreseeable loss	21	-	10,305	-	-
Depreciation and amortisation expenses		<b>(25,314)</b>	(22,138)	<b>(4)</b>	(8)
Other expenses		<b>(156,612)</b>	(33,426)	<b>(238,385)</b>	(16,234)
Finance costs	24	<b>(70,044)</b>	(72,156)	<b>(1,501)</b>	(398)
Share of results of equity accounted entities		<b>(51)</b>	(32)	-	-
<b>(Loss)/Profit before tax</b>	25	<b>(131,971)</b>	9,253	<b>7,562</b>	29,867
Tax credit/(expense)	26	<b>421</b>	(5,550)	<b>(7,165)</b>	2,429
<b>(Loss)/Profit for the year</b>		<b>(131,550)</b>	3,703	<b>397</b>	32,296



## STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended 31 December 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>(Loss)/Profit for the year (continued)</b>		<b>(131,550)</b>	3,703	<b>397</b>	32,296
<b>Other comprehensive income/(expense)</b>					
<b>Item that is or may be reclassified subsequently to profit or loss</b>					
Foreign currency translation	27	1	(13)	-	-
<b>Item that will not be reclassified subsequently to profit or loss</b>					
Revaluation of land and buildings, net of tax		-	4,624	-	-
<b>Total comprehensive (expense)/income for the year</b>		<b>(131,549)</b>	8,314	<b>397</b>	32,296
<b>(Loss)/Profit attributable to:</b>					
Owners of the Company		<b>(131,778)</b>	8,845	<b>397</b>	32,296
Non-controlling interests	8.5	<b>228</b>	(5,142)	-	-
		<b>(131,550)</b>	3,703	<b>397</b>	32,296
<b>Total comprehensive (expense)/income attributable to:</b>					
Owners of the Company		<b>(131,777)</b>	13,456	<b>397</b>	32,296
Non-controlling interests		<b>228</b>	(5,142)	-	-
		<b>(131,549)</b>	8,314	<b>397</b>	32,296
<b>(Loss)/Earnings per ordinary share (sen per share):</b>					
Basic/Diluted	28	<b>(29.46)</b>	1.98		

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

# STATEMENTS OF CHANGES IN EQUITY

For the Year Ended 31 December 2024

Group	Note	Attributable to owners of the Company		
		Share capital RM'000	Treasury shares RM'000	Foreign currency translation reserve RM'000
<b>At 1 January 2023</b>		554,663	(5,941)	944
Foreign currency translation		-	-	(13)
Revaluation of land and buildings, net of tax	18.4	-	-	-
Total other comprehensive (expense)/income	27	-	-	(13)
Profit/(Loss) for the year		-	-	-
Total comprehensive (expense)/income		-	-	(13)
<b>At 31 December 2023</b>		554,663	(5,941)	931
<b>At 1 January 2024</b>		<b>554,663</b>	<b>(5,941)</b>	<b>931</b>
Foreign currency translation		-	-	1
Total other comprehensive income	27	-	-	1
(Loss)/Profit for the year		-	-	-
Total comprehensive income/(expense)		-	-	1
Contributions by owners of the Company:				
Additional subscription of shares by non-controlling interest in a subsidiary		-	-	-
<b>Total transactions with owners of the Company</b>		-	-	-
<b>At 31 December 2024</b>		<b>554,663</b>	<b>(5,941)</b>	<b>932</b>



## STATEMENTS OF CHANGES IN EQUITY

For the Year Ended 31 December 2024

Revaluation reserve RM'000	Other reserve RM'000	Distributable		Total RM'000	Non-controlling interests RM'000	Total equity RM'000
		Retained earnings RM'000				
112,390	(20,014)	650,579		1,292,621	24,604	1,317,225
-	-	-		(13)	-	(13)
4,624	-	-		4,624	-	4,624
4,624	-	-		4,611	-	4,611
-	-	8,845		8,845	(5,142)	3,703
4,624	-	8,845		13,456	(5,142)	8,314
117,014	(20,014)	659,424		1,306,077	19,462	1,325,539
<b>117,014</b>	<b>(20,014)</b>	<b>659,424</b>		<b>1,306,077</b>	<b>19,462</b>	<b>1,325,539</b>
-	-	-		1	-	1
-	-	-		1	-	1
-	-	(131,778)		(131,778)	228	(131,550)
-	-	(131,778)		(131,777)	228	(131,549)
-	-	-		-	490	490
-	-	-		-	490	490
<b>117,014</b>	<b>(20,014)</b>	<b>527,646</b>		<b>1,174,300</b>	<b>20,180</b>	<b>1,194,480</b>

## STATEMENTS OF CHANGES IN EQUITY

For the Year Ended 31 December 2024

Company	← Attributable to owners of the Company →			
	← Non-distributable →		Distributable	Total equity RM'000
	Share capital RM'000	Treasury shares RM'000	Retained earnings RM'000	
<b>At 1 January 2023</b>	554,663	(5,941)	813,173	1,361,895
Profit and total comprehensive income for the year	-	-	32,296	32,296
<b>At 31 December 2023</b>	<b>554,663</b>	<b>(5,941)</b>	<b>845,469</b>	<b>1,394,191</b>
Profit and total comprehensive income for the year	-	-	<b>397</b>	<b>397</b>
<b>At 31 December 2024</b>	<b>554,663</b>	<b>(5,941)</b>	<b>845,866</b>	<b>1,394,588</b>

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



# STATEMENTS OF CASH FLOWS

For the Year Ended 31 December 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Cash flows from operating activities</b>					
Receipts from customers		225,010	246,329	-	-
Other income		3,124	49,126	217	45,044
Payments for operating expenses		(159,766)	(147,575)	(33,114)	(6,540)
Payments to contractors		(34,041)	(51,756)	-	-
Payment of management fee to a subsidiary		-	-	-	(10,244)
<b>Cash from/(used in) operations</b>		<b>34,327</b>	<b>96,124</b>	<b>(32,897)</b>	<b>28,260</b>
Tax paid		(13,708)	(7,690)	(5,947)	(38)
Interest income		6,732	6,243	523	510
<b>Net cash generated from/(used in) operating activities</b>		<b>27,351</b>	<b>94,677</b>	<b>(38,321)</b>	<b>28,732</b>
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment	(ii)	(1,847)	(5,231)	-	-
Proceeds from disposal of property, plant and equipment		221	396	-	-
Proceeds from disposal of investment properties		24,309	-	-	-
Additions of bearer biological assets	(iii)	(2,273)	(5,024)	-	-
Investment in ordinary shares of a subsidiary	8.1(a)(i)	-	-	(510)	-
Investment in redeemable preference shares of a subsidiary	8.1(b)(ii)	-	-	(27,149)	(37,316)
Disposal of investment in a sub-subsiidiary:					
- Proceeds from disposal, net cash and cash equivalents disposed off	8.3	80,206	-	-	-
- Tax paid on capital gains tax		(1,672)	-	-	-
Dividends received from a subsidiary	22	-	-	97,500	20,000
Net advances (to)/from subsidiaries		-	-	(64,959)	6,054
Net advance to joint venture		-	-	(51)	(53)
Net additions of short-term investments		(14,430)	(39,430)	(21,352)	(28,782)
Assets held for sale:					
- Received of earnest deposits	17,20	61,213	-	61,213	-
- Tax paid on real property gains tax		(9,137)	-	(6,303)	-
<b>Net cash from/(used in) investing activities</b>		<b>136,590</b>	<b>(49,289)</b>	<b>38,389</b>	<b>(40,097)</b>

## STATEMENTS OF CASH FLOWS

For the Year Ended 31 December 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Cash flows from financing activities</b>					
Subscription of shares in a subsidiary by non-controlling interest		490	-	-	-
Decrease/(Increase) in pledged deposit		7,590	4,763	(283)	1,413
Interest paid		(69,017)	(69,334)	(1,493)	-
Proceeds from loans and borrowings		-	43,892	-	-
Repayment of loans and borrowings		(87,792)	(67,400)	-	-
Repayment of lease liabilities		(2,101)	(4,080)	-	-
<b>Net cash (used in)/from financing activities</b>		<b>(150,830)</b>	<b>(92,159)</b>	<b>(1,776)</b>	<b>1,413</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>					
		13,111	(46,771)	(1,708)	(9,952)
Effects of exchange rate changes on cash held		(18)	(3)	(22)	2
Cash and cash equivalents at 1 January		103,098	149,872	8,122	18,072
<b>Cash and cash equivalents at 31 December</b>	(i)	<b>116,191</b>	<b>103,098</b>	<b>6,392</b>	<b>8,122</b>

**(i) Cash and cash equivalents**

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

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Deposits with licensed banks	16	68,178	68,688	12,273	16,016
Cash and bank balances	16	80,471	74,452	6,392	4,096
		<b>148,649</b>	<b>143,140</b>	<b>18,665</b>	<b>20,112</b>
Less:					
Cash and bank balances pledged	16	(32,443)	(40,033)	(12,273)	(11,990)
Bank overdraft	19	(15)	(9)	-	-
		<b>116,191</b>	<b>103,098</b>	<b>6,392</b>	<b>8,122</b>



## STATEMENTS OF CASH FLOWS

For the Year Ended 31 December 2024

### (ii) Acquisition of property, plant and equipment

During the financial year, the Group made the following cash payments to purchase property, plant and equipment:

	Note	Group	
		2024 RM'000	2023 RM'000
Purchase of property, plant and equipment	4	2,309	7,293
Financed by lease arrangement		(462)	(2,062)
Cash payments on purchase of property, plant and equipment		1,847	5,231

### (iii) Additions of bearer biological assets

During the financial year, the Group has made the following cash payments to acquire bearer biological assets:

	Note	Group	
		2024 RM'000	2023 RM'000
Additions of bearer biological assets	6	5,639	8,483
Depreciation of property, plant and equipment	6.1	(1,121)	(1,238)
Finance cost	6.1	(2,245)	(2,221)
Cash payments on additions of bearer biological assets		2,273	5,024

### (iv) Cash outflows for leases as a lessee

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Included in net cash from operating activities:</b>				
Payment relating to short-term leases	729	808	-	-
Payment relating to leases of low-value assets	441	677	43	72
Interest paid in relation to lease liabilities	244	371	-	-
<b>Included in net cash used in financing activities:</b>				
Repayment of lease liabilities	2,101	4,080	-	-
<b>Total cash outflows for leases</b>	<b>3,515</b>	<b>5,936</b>	<b>43</b>	<b>72</b>

## STATEMENTS OF CASH FLOWS

For the Year Ended 31 December 2024

## (v) Reconciliation between movements of liabilities to cash flows arising from financing activities

	At 1 January 2023 RM'000	Net changes used in financing cash flows RM'000	Other non- cash flow changes RM'000	At 31 December 2023 RM'000	Net changes used in financing cash flows RM'000	Other non- cash flow changes RM'000	At 31 December 2024 RM'000
<b>Group</b>							
Tawarruq term loan	128,483	(2,400)	-	<b>126,083</b>	<b>(2,400)</b>	-	<b>123,683</b>
Revolving credit facilities	150,000	492	-	<b>150,492</b>	<b>(492)</b>	-	<b>150,000</b>
Medium Term Notes	267,001	(25,000)	567	<b>242,568</b>	<b>(25,000)</b>	<b>484</b>	<b>218,052</b>
Senior Sukuk Murabahah	582,527	(40,000)	2,258	<b>544,785</b>	<b>(40,000)</b>	<b>2,110</b>	<b>506,895</b>
Sukuk Murabahah	40,600	43,400	-	<b>84,000</b>	<b>(19,900)</b>	-	<b>64,100</b>
Bank overdraft	25	(16)	-	<b>9</b>	<b>6</b>	-	<b>15</b>
Lease liabilities	6,562	(4,080)	1,776	<b>4,258</b>	<b>(2,101)</b>	<b>521</b>	<b>2,678</b>
	<b>1,175,198</b>	<b>(27,604)</b>	<b>4,601</b>	<b>1,152,195</b>	<b>(89,887)</b>	<b>3,115</b>	<b>1,065,423</b>

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

# NOTES TO THE FINANCIAL STATEMENTS

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

## PRINCIPAL PLACE OF BUSINESS

Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan.

## REGISTERED OFFICE

10th Floor, Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan.

The consolidated financial statements as at and for the financial year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities") and the Group's interest in associate and joint ventures. The financial statements of the Company as at and for the financial year ended 31 December 2024 do not include any other entities.

The principal activity of the Company is investment holding whilst the principal activities of the other Group entities are as disclosed in Note 8 to the financial statements. There has been no significant change in the nature of the principal activities.

These financial statements were authorised for issue by the Board of Directors on 26 March 2025.

## 1. BASIS OF PREPARATION

### (a) Statement of compliance

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

At the beginning of the current financial year, the Group and the Company adopted new standards/amendments/improvements to MFRSs which are mandatory for the financial periods beginning on or after 1 January 2024.

#### **Effective for annual period beginning on or after 1 January 2024**

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

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of the issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective in the respective financial period.

#### **Effective for annual period beginning on or after 1 January 2025**

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

## NOTES TO THE FINANCIAL STATEMENTS

**1. BASIS OF PREPARATION (CONTINUED)****(a) Statement of compliance (continued)****Effective for annual period beginning on or after 1 January 2026**

- Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures - Amendments to the Classification and Measurement of Financial Instruments
- Amendments that are part of Annual Improvement - Volume 11:
  - Amendments to MFRS 1 First-time Adoption of Malaysian Financial Reporting Standards
  - Amendments to MFRS 7 Financial Instruments: Disclosures
  - Amendments to MFRS 9 Financial Instruments
  - Amendments to MFRS 10 Consolidated Financial Statements
  - Amendments to MFRS 107 Statement of Cash Flow
- Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity

**Effective for annual period beginning on or after 1 January 2027**

- MFRS 18 Presentation and Disclosure in Financial Statements
- MFRS 19 Subsidiaries without Public Accountability: Disclosures

**Deferred to a date to be determined by the MASB**

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

The initial application of the accounting standards, interpretations and amendments are not expected to have any material financial impacts to the current period and prior period financial statements of the Group and of the Company upon their first adoption, except for:

**MFRS 18 Presentation and Disclosure in Financial Statements**

MFRS 18 Presentation and Disclosure in Financial Statements introduces three sets of new requirements to improve companies' reporting of financial performance:

- Improved comparability in the statement of profit or loss (income statement)
- Enhanced transparency of management-defined performance measures
- More useful grouping of information in the financial statements

MFRS 18 replaces MFRS 101 *Presentation of Financial Statements*. It carries forward many requirements from MFRS 101 unchanged. MFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027, but companies can apply it earlier.

The Group is currently working to identify all impacts the amendments will have on the financial statements and notes to the financial statements.

**(b) Basis of measurement**

The financial statements have been prepared on the historical cost basis other than as disclosed in Note 2 to the financial statements.

**1. BASIS OF PREPARATION (CONTINUED)**

**(c) Functional and presentation currency**

These financial statements are presented in RM, which is the Group’s and the Company’s functional currency. All financial information is presented in Ringgit Malaysia (“RM”) and has been rounded to the nearest thousand (RM’000), unless otherwise stated.

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

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

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

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

- Note 4 - Depreciation of property, plant and equipment
- Note 4.3 - Revaluation of freehold land, leasehold land and buildings
- Note 5.1 - Fair value of investment properties
- Note 8.4 - Impairment loss on investment in subsidiaries
- Note 10 - Deferred tax assets/liabilities
- Note 12.1 - Fair value of fresh fruit bunches
- Note 14.5 - Impairment of amounts due from subsidiaries
- Note 17 - Fair value of assets held for sale
- Note 21 - Provision for foreseeable loss
- Note 22 - Revenue
- Note 26 - Tax credit/expense
- Note 31.4 - Provision for expected credit losses

**2. MATERIAL ACCOUNTING POLICIES INFORMATION**

**(a) Basis of consolidation**

**(i) Subsidiaries**

Subsidiaries are entities, including structured entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive.

The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee’s return.

Investments in subsidiaries are measured in the Company’s statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs.

## NOTES TO THE FINANCIAL STATEMENTS

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)****(a) Basis of consolidation (continued)****(ii) Business combinations**

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

**(iii) Loss of control**

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any surplus or deficit arising from the loss of control is recognised in profit or loss. If the Group retains any interest in the former subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or a financial asset depending on the level of influence retained.

**(iv) Non-controlling interests**

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and owners of the Company.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

**(v) Transactions eliminated on consolidation**

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity-accounted associates and joint venture are eliminated against the investment to the extent of the Group's interest in the investees. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)**

**(b) Financial instruments**

**(i) Recognition and initial measurement**

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus or minus, for a financial asset or financial liability not measured at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue.

**(ii) Financial instrument categories and subsequent measurement**

The Group and the Company categorise financial instruments as follows:

***Financial assets***

The categories of financial assets at initial recognition are as follows:

**(a) Amortised cost**

Amortised cost category comprises financial assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(b) Fair value through profit or loss**

All financial assets not measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. This includes derivative financial assets (except for a derivative that is a designated and effective hedging instrument). On initial recognition, the Group or the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

All financial assets, except for those measured at fair value through profit or loss and equity investments measured at fair value through other comprehensive income, are subject to impairment assessment (see Note 2(k)(i)).

***Financial liabilities***

The categories of financial liabilities at initial recognition are as follows:

**(a) Amortised cost**

Other financial liabilities not categorised as fair value through profit or loss are subsequently measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in the profit or loss. Any gains or losses on derecognition are also recognised in the profit or loss.

## NOTES TO THE FINANCIAL STATEMENTS

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)****(b) Financial instruments (continued)****(iii) Financial guarantee contracts**

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

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at higher of:

- the amount of the loss allowance; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15, *Revenue from Contracts with Customers*.

Liabilities arising from financial guarantees are presented together with other provisions.

**(c) Property, plant and equipment****(i) Recognition and measurement**

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

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

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

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

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within "other income" and "other expenses" respectively in profit or loss.

**Property, plant and equipment under the revaluation model**

The Group revalue its properties comprising land and buildings every 3 years and at shorter intervals whenever the fair value of the revalued assets is expected to differ materially from their carrying value.

Surpluses arising from revaluation are dealt with in the revaluation reserve account. Any deficit arising is offset against the revaluation reserve to the extent of a previous increase for the same property. In all other cases, a decrease in carrying amount is recognised in profit or loss. When revalued assets are sold, the amounts included in the revaluation surplus reserve are transferred to retained earnings.

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)**

**(c) Property, plant and equipment (continued)**

**(ii) Subsequent costs**

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

**(iii) Depreciation**

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

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

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

- Buildings 10 to 50 years
- Plantation buildings 10 to 50 years
- Infrastructure 50 years
- Plant and machinery 4 to 25 years
- Computers, software and equipment 3 to 10 years
- Furniture and fittings 5 to 10 years
- Motor vehicles 5 to 10 years
- Renovations 3 to 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of the reporting period and adjusted as appropriate.

Right-of-use assets

The below accounting policies for right-of-use assets applies to leasehold land, plantation land, leasehold improvement, plant and machinery, computers, software and equipment and motor vehicles.

The estimated useful lives for:

- Long-term leasehold land over the leasehold period of 82 to 99 years
- Plantation land over the leasehold period of 86 years
- Leasehold improvement 10 years
- Plant and machinery 4 to 25 years
- Computers, software and equipment 5 to 10 years
- Motor vehicles 5 to 10 years

## NOTES TO THE FINANCIAL STATEMENTS

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)****(d) Bearer biological assets**

Bearer biological assets comprise oil palm plants which are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the plants and any other costs directly attributable to bringing the plants to maturity. The cost also includes the cost of planting, upkeep and maintenance, direct labour and estate overheads. For immature plants, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs.

Upon maturity of the plants, accumulated cost will be depreciated over estimated production life of the plants of approximately 25 years from date of maturity.

The depreciation method of the plants is the units of production method, which results in a charge based on the expected yield of the plants. The depreciation method of the bearer plants (determined by fields of planting or replanting) is reviewed at the end of each reporting period, and any change in estimate is applied prospectively over the remaining useful life of the plants, commencing in the current period.

When the plants reach the end of their useful lives and are replanted, the carrying amount of the plants is derecognised.

**(e) Investment properties****Investment properties carried at fair value**

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

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

An investment property is derecognised on its disposal, or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. The difference between the net disposal proceeds and the carrying amount is recognised in profit or loss in the period in which the item is derecognised.

**(f) Concession arrangements**

Where the Group performs more than one service (i.e. construction contract and maintenance services) under a single contract or arrangement, the consideration receivable is allocated by reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

**Concession asset/(liability)**

Concession asset/(liability) is amortised subsequent to initial recognition on a straight-line basis over the remaining tenure of the concession arrangements.

**(g) Inventories**

Inventories other than agriculture produce are measured at the lower of cost and net realisable value.

The cost of inventories is measured based on weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)**

**(h) Fresh fruit bunches**

Fresh fruit bunches, which have yet to be harvested, are measured at fair value less costs to sell.

**(i) Contract assets/Contract liability**

A contract asset is recognised when the Group's right to consideration is conditional on something other than the passage of time. A contract asset is subject to impairment in accordance to MFRS 9, Financial Instruments (see Note 2(k)(i)).

A contract liability is stated at cost and represents the obligation of the Group to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customers.

**(j) Contract cost**

**(i) Incremental cost of obtaining a contract**

The Group recognises incremental costs of obtaining contracts when the Group expects to recover these costs.

**(ii) Costs to fulfil a contract**

The Group recognises a contract cost that relate directly to a contract or to an anticipated contract as an asset when the cost generates or enhances resources of the Group, will be used in satisfying performance obligations in the future and it is expected to be recovered.

These contract costs are initially measured at cost and amortised on a systematic basis that is consistent with the pattern of revenue recognition to which the asset relates. An impairment loss is recognised in the profit and loss when the carrying amount of the contract cost exceeds the expected revenue less expected cost that will be incurred. Where the impairment condition no longer exists or has improved, the impairment loss is reversed to the extent that the carrying amount of the contract cost does not exceed the amount that would have been recognised had there been no impairment loss recognised previously.

**(k) Impairment**

**(i) Financial assets**

The Group and the Company recognise loss allowances for expected credit losses on financial assets measured at amortised cost. Expected credit losses are a probability-weighted estimate of credit losses.

The Group and the Company measure loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cash and bank balance and other debt securities for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables, contract assets and lease receivables are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

## NOTES TO THE FINANCIAL STATEMENTS

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)****(k) Impairment (continued)****(i) Financial assets (continued)**

The Group and the Company estimate the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

**(ii) Other assets**

The carrying amounts of other assets (except for inventories, contract assets, investment properties measured at fair value, deferred tax assets and non-current assets (or disposal groups) classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Units ("CGUs"). Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to group of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value-in-use and its fair value less costs of disposal. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

An impairment loss shall be recognised immediately in profit or loss, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset shall be treated as a revaluation decrease. An impairment loss on a non-revalued asset is recognised in profit or loss. However, an impairment loss on a revalued asset is recognised in other comprehensive income to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset. Such an impairment loss on a revalued asset reduces the revaluation surplus for that asset.

Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs) and then to reduce the carrying amounts of the other assets in the CGU (groups of CGUs) on a pro rata basis.

**(l) Revenue and other income****(i) Revenue**

Revenue is measured based on the consideration specified in a contract with a customer in exchange for transferring goods or services to a customer, excluding amounts collected on behalf of third parties. The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of the asset.

## 2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

### (l) Revenue and other income (continued)

#### (i) Revenue (continued)

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

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

#### (ii) Dividend income

Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

#### (iii) Finance income

Finance income is recognised as it accrues using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

#### (iv) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

### (m) Borrowing costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

### (n) Assets held for sale

Classification of the asset (or disposal group) as held for sale occurs only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary and the sale must be highly probable. Management must be committed to a plan to sell the assets which are expected to qualify for recognition as a completed sale within one year from the date of classification. Action required to complete the plan should indicate that it is unlikely that significant changes to the plan will be made or the plan will be withdrawn.

### (o) Deferred tax

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the following temporary differences arising from the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

## NOTES TO THE FINANCIAL STATEMENTS

**2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)****(o) Deferred tax (continued)**

Where investment properties are carried at their fair value, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unutilised reinvestment allowance and investment tax allowance, being tax incentives that is not a tax base of an asset, is recognised as a deferred tax asset to the extent that it is probable that the future taxable profits will be available against which the unutilised tax incentive can be utilised.

**3. AWARD OF CONCESSIONS****(a) Concession Agreement UiTM-Zone 1 Phase 2, Puncak Alam Campus (“CA-Z1P2”)**

On 4 May 2010, TRIpIc Ventures Sdn. Bhd. (“TVSB”), a wholly-owned sub-subsiary of the Company entered into the CA-Z1P2 Concession Agreement with the Government of Malaysia (“Government”), represented by the Ministry of Higher Education (“MOHE”) and University Teknologi MARA (“UiTM”). Under the CA-Z1P2, TVSB was granted a 23-year concession to undertake the planning, design, financing, development, construction, landscaping, equipping, installation, completion, testing, commissioning and maintenance of specified facilities and infrastructure for Z1P2 of UiTM Puncak Alam Campus. The specified facilities and infrastructure include academic facilities for three faculties, namely the Faculty of Accountancy, Faculty of Business Administration and Faculty of Hotel and Tourism Management, common facilities, student accommodation, multipurpose hall, maintenance centre, prayer hall, library, student centre, cafeteria and health centre.

The principal terms of the CA-Z1P2 are as follows:

- (i) the Concession Period shall be for a period of twenty-three (23) years commencing from the Construction Commencement Date or Effective Date whichever is later and ending on twenty-third (23rd) anniversary of the date. The commencement date of the construction was 11 April 2011.
- (ii) the maintenance works will commence upon the issuance of Certificate of Acceptance by UiTM and expire on the last date of the Concession Period (“Maintenance Period”).

The construction was completed and the Certificate of Acceptance was issued by UiTM on 11 April 2014. The issuance of Certificate of Acceptance was to confirm the acceptance of the availability of Facilities and Infrastructure by UiTM and to confirm the commencement of the Maintenance Period was from 11 April 2014.

UiTM shall pay TVSB throughout the Maintenance Period the following charges:

- (i) Availability Charges for the availability of the Facilities and Infrastructure; and
- (ii) Maintenance Charges for the provision of maintenance works in accordance with the provision of the Concession Agreement.

**3. AWARD OF CONCESSIONS (CONTINUED)**

**(a) Concession Agreement UiTM-Zone 1 Phase 2, Puncak Alam Campus (“CA-Z1P2”) (continued)**

The Group, through another wholly-owned sub-subsidiary commenced with the facilities management services for a period of twenty (20) years from 2014 to 2034.

**(b) Concession Agreement UiTM-Zone 1 Phase 3, Puncak Alam Campus (“CA-Z1P3”)**

On 18 February 2016, TRIpIc Medical Sdn. Bhd. (“TMSB”), a wholly-owned sub-subsidiary of the Company was awarded a concession to undertake the planning, finance, design, development, construction, landscaping, equipping, installation, completion, testing and commissioning of the facilities and infrastructure in relation to the Teaching Hospital and Medical Academic Centre at UiTM Puncak Alam Campus and thereafter, to carry out the asset management services of the facilities and infrastructure in accordance with the terms and conditions of the Concession Agreement dated 18 February 2016 entered into between the Government, MOHE, UiTM and TMSB.

The principal terms of the CA-Z1P3 are as follows:

- (i) the concession granted is for a period of twenty-five (25) years and ten (10) months (“Concession Period”) which consists of three (3) years and ten (10) months for construction works and twenty-two (22) years for asset management services. The commencement date of the construction was 11 April 2017;
- (ii) the asset management services had commenced on 1 February 2021 upon completion of the construction works and expiring on the last date of the Concession Period (“Asset Management Services Period”); and
- (iii) throughout the Asset Management Services Period, UiTM shall pay TMSB the Availability Charges for the availability of the Facilities and Infrastructure and the Asset Management Services Charges for the provision of maintenance services and asset replacement programme.

The concession is for a period of twenty-five (25) years and ten (10) months starting from 11 April 2017; three (3) years and ten (10) months for construction and twenty-two (22) years for asset management services.

TMSB was granted extensions of time from 10 April 2020 to 1 February 2021 to complete the CA-Z1P3 construction works. TMSB completed the construction works on time and successfully handed over on 1 February 2021 upon receipt of the Certificate of Acceptance by UiTM. Accordingly, the Asset Management Services Period and the payment of the Availability Charges (for the availability of the Facilities and Infrastructure) and Asset Management Services Charges (for the provision of maintenance services and asset replacement programme) of the Concession Agreement had commenced on 1 February 2021 over the next twenty-two (22) years.

**Agreement between UiTM and TMSB to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM**

On 25 October 2022, TMSB was appointed by UiTM to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM, with a contract sum of RM44,135,698 (“MEQ 2 Phase 1”). The 40-month supply contract commenced on 1 July 2022 and will continue until 31 October 2025. The financial recognition of MEQ Phase 1 commenced and fully recognised in the previous financial year ended 2023.

On 28 April 2023, TMSB accepted a contract awarded by UiTM to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM, with a contract sum of RM11,156,400 (“MEQ 2 Phase 2”). The 36-month supply contract commenced on 15 March 2023 and will continue until 14 March 2026. The financial recognition of MEQ Phase 2 commenced during the financial year.

On 30 November 2023, TMSB accepted a contract awarded by UiTM to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM, with a contract sum of RM3,006,000 (“MEQ 2 Phase 3”). The 36-month supply contract commenced on 11 October 2023 and will continue until 10 October 2026. The financial recognition of MEQ Phase 3 commenced during the financial year.

## NOTES TO THE FINANCIAL STATEMENTS

## 4. PROPERTY, PLANT AND EQUIPMENT

	Freehold land RM'000	Buildings RM'000	Plantation buildings RM'000	Infrastructure RM'000	Plant and machinery RM'000
	← At valuation →				
<b>Group</b>					
<b>Cost/Valuation</b>					
At 1 January 2023	2,550	27,600	15,685	106,979	2,548
Additions	-	-	251	-	189
Revaluation	-	2,042	-	-	-
Reclassification	-	-	1,886	-	-
Disposal	-	-	-	-	-
Written off	-	-	-	-	-
Elimination of accumulated depreciation on revaluation	-	(2,042)	-	-	-
At 31 December 2023	<b>2,550</b>	<b>27,600</b>	<b>17,822</b>	<b>106,979</b>	<b>2,737</b>
Additions	-	-	157	-	-
Reclassification	-	-	-	-	-
Disposal	-	-	-	-	-
Written off	-	-	-	-	-
At 31 December 2024	<b>2,550</b>	<b>27,600</b>	<b>17,979</b>	<b>106,979</b>	<b>2,737</b>
<b>Accumulated depreciation</b>					
At 1 January 2023	-	1,362	1,708	11,447	1,675
Charge for the year	-	680	332	2,258	314
Reclassification	-	-	-	-	-
Disposal	-	-	-	-	-
Written off	-	-	-	-	-
Elimination of accumulated depreciation on revaluation	-	(2,042)	-	-	-
At 31 December 2023	-	-	<b>2,040</b>	<b>13,705</b>	<b>1,989</b>
Charge for the year	-	<b>680</b>	<b>387</b>	<b>2,254</b>	<b>93</b>
Reclassification	-	-	-	-	-
Disposal	-	-	-	-	-
Written off	-	-	-	-	-
At 31 December 2024	-	<b>680</b>	<b>2,427</b>	<b>15,959</b>	<b>2,082</b>
<b>Carrying amounts</b>					
At 31 December 2023	2,550	27,600	15,782	93,274	748
At 31 December 2024	<b>2,550</b>	<b>26,920</b>	<b>15,552</b>	<b>91,020</b>	<b>655</b>



NOTES TO THE FINANCIAL STATEMENTS

Computers, software and equipment RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Renovations RM'000	Work in progress RM'000	Right-of- use assets RM'000	Total RM'000
At cost						
30,082	6,628	44,612	20,040	1,705	356,993	615,422
346	163	336	190	3,366	2,452	7,293
-	-	-	-	-	4,043	6,085
1,258	-	534	-	(3,144)	(534)	-
-	-	(4,161)	-	-	(134)	(4,295)
(167)	-	(392)	-	-	-	(559)
-	-	-	-	-	(1,243)	(3,285)
<b>31,519</b>	<b>6,791</b>	<b>40,929</b>	<b>20,230</b>	<b>1,927</b>	<b>361,577</b>	<b>620,661</b>
<b>710</b>	<b>27</b>	<b>110</b>	<b>507</b>	<b>261</b>	<b>537</b>	<b>2,309</b>
-	-	-	11	(11)	-	-
<b>(206)</b>	-	<b>(9,436)</b>	-	-	<b>(968)</b>	<b>(10,610)</b>
<b>(329)</b>	-	-	-	<b>(355)</b>	-	<b>(684)</b>
<b>31,694</b>	<b>6,818</b>	<b>31,603</b>	<b>20,748</b>	<b>1,822</b>	<b>361,146</b>	<b>611,676</b>
27,899	6,140	42,683	17,382	-	32,816	143,112
1,085	216	1,959	350	-	6,700	13,894
-	-	511	-	-	(511)	-
-	-	(4,161)	-	-	(24)	(4,185)
(161)	-	(392)	-	-	-	(553)
-	-	-	-	-	(1,243)	(3,285)
<b>28,823</b>	<b>6,356</b>	<b>40,600</b>	<b>17,732</b>	-	<b>37,738</b>	<b>148,983</b>
<b>1,025</b>	<b>229</b>	<b>2,378</b>	<b>408</b>	-	<b>6,062</b>	<b>13,516</b>
-	-	<b>(2,980)</b>	-	-	<b>2,980</b>	-
<b>(206)</b>	-	<b>(9,436)</b>	-	-	<b>(968)</b>	<b>(10,610)</b>
<b>(329)</b>	-	-	-	-	-	<b>(329)</b>
<b>29,313</b>	<b>6,585</b>	<b>30,562</b>	<b>18,140</b>	-	<b>45,812</b>	<b>151,560</b>
2,696	435	329	2,498	1,927	323,839	471,678
<b>2,381</b>	<b>233</b>	<b>1,041</b>	<b>2,608</b>	<b>1,822</b>	<b>315,334</b>	<b>460,116</b>

## NOTES TO THE FINANCIAL STATEMENTS

## 4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Computers, software and equipment RM'000	Renovations RM'000	Total RM'000
<b>Company</b>			
<b>Cost</b>			
At 31 December 2023/At 31 December 2024	904	1,928	2,832
<b>Accumulated depreciation</b>			
At 1 January 2023	889	1,928	2,817
Depreciation for the year	8	-	8
At 31 December 2023	897	1,928	2,825
Depreciation for the year	4	-	4
At 31 December 2024	901	1,928	2,829
<b>Carrying amounts</b>			
At 31 December 2023	7	-	7
At 31 December 2024	3	-	3

## 4.1 Right-of-use assets

	Long-term leasehold land RM'000	Plantation land RM'000	Leasehold improvement RM'000	Plant and machinery RM'000	Computers, software and equipment RM'000	Motor vehicles RM'000	Total RM'000
	At valuation ←			→ At cost			
<b>Group</b>							
<b>Cost/Valuation</b>							
At 1 January 2023	39,001	292,879	5,160	1,740	545	17,668	356,993
Additions	-	-	-	-	-	2,452	2,452
Revaluation	4,043	-	-	-	-	-	4,043
Reclassification	-	-	-	-	-	(534)	(534)
Disposal	-	-	-	-	-	(134)	(134)
Elimination of accumulated depreciation on revaluation	(1,243)	-	-	-	-	-	(1,243)
At 31 December 2023	41,801	292,879	5,160	1,740	545	19,452	361,577
Additions	-	-	-	-	43	494	537
Disposal	-	-	-	-	-	(968)	(968)
At 31 December 2024	41,801	292,879	5,160	1,740	588	18,978	361,146



**4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

**4.1 Right-of-use assets (continued)**

	Long-term leasehold land RM'000	Plantation land RM'000	Leasehold improvement RM'000	Plant and machinery RM'000	Computers, software and equipment RM'000	Motor vehicles RM'000	Total RM'000
	At valuation ←			At cost →			
<b>Group (continued)</b>							
<b>Accumulated depreciation</b>							
At 1 January 2023	828	18,866	3,066	577	32	9,447	32,816
Charge for the year	415	3,448	502	120	58	2,157	6,700
Reclassification	-	-	-	-	-	(511)	(511)
Disposal	-	-	-	-	-	(24)	(24)
Elimination of accumulated depreciation on revaluation	(1,243)	-	-	-	-	-	(1,243)
At 31 December 2023	-	<b>22,314</b>	<b>3,568</b>	<b>697</b>	<b>90</b>	<b>11,069</b>	<b>37,738</b>
Charge for the year	<b>446</b>	<b>3,448</b>	<b>502</b>	<b>174</b>	<b>95</b>	<b>1,397</b>	<b>6,062</b>
Reclassification	-	-	-	-	-	<b>2,980</b>	<b>2,980</b>
Disposal	-	-	-	-	-	<b>(968)</b>	<b>(968)</b>
At 31 December 2024	<b>446</b>	<b>25,762</b>	<b>4,070</b>	<b>871</b>	<b>185</b>	<b>14,478</b>	<b>45,812</b>
<b>Carrying amounts</b>							
At 31 December 2023	41,801	270,565	1,592	1,043	455	8,383	323,839
At 31 December 2024	<b>41,355</b>	<b>267,117</b>	<b>1,090</b>	<b>869</b>	<b>403</b>	<b>4,500</b>	<b>315,334</b>

**4.2 Breakdown of depreciation charge for the year are as follows:**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Recognised in profit or loss	<b>12,395</b>	12,656	<b>4</b>	8
Capitalised in bearer biological assets (Note 6.1)	<b>1,121</b>	1,238	-	-
Depreciation charged for the year	<b>13,516</b>	13,894	<b>4</b>	8

## NOTES TO THE FINANCIAL STATEMENTS

## 4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

## 4.3 Revaluation of freehold land, leasehold land and buildings

In the previous financial year, the freehold land, leasehold land and buildings were revalued to fair values. Their fair values were arrived at by reference to market evidence of transaction prices for similar properties and were performed by registered independent valuers having appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued. The fair value measurement of the freehold land, leasehold land and buildings was based on the highest and best use, which did not differ from their actual use.

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

The following table showed the valuation technique used in the determination of fair values classified within Level 3, as well as the significant unobservable inputs used in the valuation model.

Description of valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
<p><b>Comparison approach:</b> The method involved determining the market value by directly comparing the property under valuation with similar properties, which have been sold, and estimating the fair value from these transactions. This method was based on the principle that the market value of a property would be in line with the market values of similar properties in the same locality as the subject property, the values being indicated through sales transactions of these properties. In arriving at the valuation, the independent professional valuer had made adjustment for factors, which would affect the market value of the investment property including but not limited to location, size, facilities available, market conditions and other factors in order to arrive at a common basis for comparison.</p>	Adjusted market value per square foot.	The estimated fair value would increase/(decrease) if adjusted market value per square foot were higher/(lower).

If the leasehold land and buildings were measured using the cost model, the carrying amounts would have been as follows:

	Group	
	2024 RM'000	2023 RM'000
<b>Buildings at 31 December:</b>		
Cost	28,552	28,552
Accumulated depreciation	(6,073)	(5,764)
Carrying amount	22,479	22,788
<b>Right-of-use asset</b>		
<b>Leasehold land at 31 December:</b>		
Cost	12,394	12,394
Accumulated depreciation	(2,712)	(2,572)
Carrying amount	9,682	9,822
	<b>32,161</b>	32,610

**4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)****4.4 Security**

- (a) As at the end of the reporting period, the carrying amount of the plantation land, plantation buildings and infrastructure of the Group of RM373,689,000 (2023: RM379,621,000) are charged to secure the banking facilities granted to a sub-subsidiary of the Company as disclosed in Notes 19.1.1(a) and 19.4.1(b)(i) to the financial statements.
- (b) As at the end of the reporting period, the carrying amount of the leasehold land and buildings of the Group of RM66,707,000 (2023: RM67,800,000) has been charged to secure the banking facility granted to a subsidiary of the Company.

**5. INVESTMENT PROPERTIES**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>At 1 January</b>	<b>554,127</b>	848,844	<b>54,000</b>	270,800
Fair value gain/(loss) recognised during the year	<b>16,229</b>	31,953	<b>4,876</b>	(2,400)
Disposal during the year	<b>(168,900)</b>	-	-	-
Transfer from/(to) assets held for sale (Note 17)	<b>207,441</b>	(326,670)	<b>106,324</b>	(214,400)
<b>At 31 December</b>	<b>608,897</b>	554,127	<b>165,200</b>	54,000

Included in the above are:

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>At fair value</b>				
Freehold land	<b>4,900</b>	4,900	-	-
Buildings	<b>28,940</b>	27,540	-	-
Long-term leasehold land (Right-of-use assets)	<b>575,057</b>	521,687	<b>165,200</b>	54,000
	<b>608,897</b>	554,127	<b>165,200</b>	54,000

**5.1 Fair value of investment properties**

The fair values of the investment properties during the current and previous financial year are arrived at by reference to market evidence of transaction prices for similar properties and are performed by registered independent valuers having appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued. The fair value measurement of the investment properties is based on the highest and best use, which does not differ from their actual use.

## NOTES TO THE FINANCIAL STATEMENTS

## 5. INVESTMENT PROPERTIES (CONTINUED)

## 5.1 Fair value of investment properties (continued)

The following table shows the valuation technique used in the determination of fair values, classified within Level 3, as well as the significant unobservable inputs used in the valuation model in the current and previous financial year.

Description of valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
<p><b>Comparison approach:</b></p> <p>The method involves determining the market value by directly comparing the property under valuation with similar properties which have been sold, and estimating the fair value from these transactions. This method is based on the principle that the market value of a property would be in line with the market values of similar properties in the same locality as the subject property, the values being indicated through sales transactions of these properties. In arriving at the valuation, the independent professional valuer has made adjustment for factors, which would affect the market value of the investment property including but not limited to location, size, facilities available, market conditions and other factors in order to arrive at a common basis for comparison.</p>	Adjusted market value per square foot.	The estimated fair value would increase/(decrease) if adjusted market value per square foot were higher/(lower).

## 5.2 The following are recognised in profit or loss in respect of investment properties:

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Rental income	1,324	941	86	-
Direct operating expenses:				
- income generating investment properties	(580)	(778)	(42)	-
- non-income generating investment properties	(507)	(1,696)	(33)	(296)

## 5.3 Security

- (a) As at the end of the reporting period, certain parcels of leasehold land of a wholly-owned sub-subsiary of the Company, Suasa Integrasi Sdn. Bhd., with a fair value of RM26,860,000 (2023: RM26,860,000) have been charged as security for bank overdraft facility granted to the Group as disclosed in Note 19.5(a)(i) to the financial statements.
- (b) As at the end of the reporting period, certain parcels of leasehold land of a wholly-owned subsidiary of the Company, PNMSSB, with a fair value of RM53,632,000 (2023: RM53,632,000) have been charged as security for Sukuk Murabahah II granted to the Group as disclosed in Note 19.4.2(b)(ii) to the financial statements.

**6. BEARER BIOLOGICAL ASSETS**

	Note	Matured area RM'000	Oil palm Immature area RM'000	Total RM'000
<b>Group</b>				
<b>Cost</b>				
At 1 January 2023		310,120	39,945	350,065
Reclassification		7,297	(7,297)	-
Additions	6.1	-	8,483	8,483
At 31 December 2023		<b>317,417</b>	<b>41,131</b>	<b>358,548</b>
Reclassification		<b>6,910</b>	<b>(6,910)</b>	-
Additions	6.1	-	<b>5,639</b>	<b>5,639</b>
At 31 December 2024		<b>324,327</b>	<b>39,860</b>	<b>364,187</b>
<b>Accumulated amortisation</b>				
At 1 January 2023		38,618	-	38,618
Charge for the year		9,482	-	9,482
At 31 December 2023		<b>48,100</b>	-	<b>48,100</b>
Charge for the year		<b>12,919</b>	-	<b>12,919</b>
At 31 December 2024		<b>61,019</b>	-	<b>61,019</b>
<b>Carrying amounts</b>				
At 31 December 2023		269,317	41,131	310,448
At 31 December 2024		<b>263,308</b>	<b>39,860</b>	<b>303,168</b>

**6.1 Included in the additions during the year are as follows:**

	Note	Group	
		2024 RM'000	2023 RM'000
Finance cost *	24	<b>2,245</b>	2,221
Depreciation of property, plant and equipment	4.2	<b>1,121</b>	1,238

\* Finance cost is capitalised at the borrowing cost rate of 6.10% (2023: ranging from 5.80% to 6.10%) per annum.

## NOTES TO THE FINANCIAL STATEMENTS

**6. BEARER BIOLOGICAL ASSETS (CONTINUED)****6.2 Risk management objectives, policies and processes for managing the bearer biological assets**

The Group has obtained borrowings to finance the development expenditures for bearer biological assets (see Note 19.1.1(a)). The bearer biological assets comprise oil palm plants which take three to four years to mature and bear fruits, upon which the bearer biological assets will begin to generate cash inflows from the sale of fresh fruit bunches. The repayments of these borrowings take into consideration the timing of cash inflows to be generated by these bearer biological assets.

The Group is also exposed to risk of market price changes of fresh fruit bunches due to supply and demand changes. The market price risk is monitored by the Group on an ongoing basis.

**6.3 Security**

As at the end of the reporting period, the carrying amount of the bearer biological assets of RM303,168,000 (2023: RM310,448,000) is charged to secure the banking facilities granted to a sub-subsidiary of the Company as disclosed in Notes 19.1.1(a) and 19.4.1(b)(i) to the financial statements.

**7. CONCESSION ASSET/(LIABILITY)**

	Note	Group	
		2024 RM'000	2023 RM'000
Concession asset	7.1	3,767	4,167
Concession liability	7.2	(86,662)	(91,368)

**7.1 Concession asset**

The concession asset represents the fair value adjustment on CA-Z1P2 concession pursuant to the acquisition of TR1plc Berhad and its subsidiaries. During the current financial year, a total of RM400,000 (2023: RM400,000) was amortised to profit or loss of the Group.

**7.2 Concession liability**

The concession liability represents the fair value adjustment on CA-Z1P3 concession pursuant to the acquisition of TR1plc Berhad and its subsidiaries. During the current financial year, a total of RM4,706,000 (2023: RM4,705,000) was amortised to profit or loss of the Group.

**8. INVESTMENT IN SUBSIDIARIES**

	Company	
	2024 RM'000	2023 RM'000
<b>Cost</b>		
Unquoted shares	1,689,751	1,608,917
Less: Accumulated impairment losses	(539,505)	(472,303)
	1,150,246	1,136,614

**8. INVESTMENT IN SUBSIDIARIES (CONTINUED)**

Details of the subsidiaries are as follows:

Name	Principal activities	Effective ownership interest and voting interest	
		2024 %	2023 %
<b>Principal place of business/ Incorporated in Malaysia</b>			
PNMSSB	Provision of management, advisory and consultancy services	100	100
PNC SB	Construction work, general contracts and related activities	100	100
TRIpIc	Investment holding and engaged in property construction and related activities	100	100
<b>Subsidiaries of TRIpIc</b>			
TMSB	Concession relates to design, development, construction and completion of the facilities and infrastructure and asset management services activities	100	100
TVSB	Concession relates to design, development, construction and completion of the facilities and infrastructure and maintenance works activities	100	100
TRIpIc Resources Sdn. Bhd.	Property construction and related activities	100	100
TRIpIc FMS Sdn. Bhd.	Provision of facilities management services and related activities	100	100
Central Challenger (M) Sdn. Bhd.	Property development, provision of project management services and property management	100	100
TRIpIc Industries Sdn. Bhd.	Property construction and related activities	100	100
Prinsip Barisan (M) Sdn. Bhd.	Property investment	100	100
Insa Alliance Sdn. Bhd.	Property development and provision of project management services	100	100
Pujian Bayu Sdn. Bhd. ("PBSB")	To raise funds and/or to issue debentures and/or Islamic securities for and in connection with TRIpIc Group	100	100
Samasys Sdn. Bhd.*	Property development	100	100
Layar Kekal (M) Sdn. Bhd.*	Property development	100	100
Tirai Gemilang Sdn. Bhd.*	Property development	100	100

## NOTES TO THE FINANCIAL STATEMENTS

## 8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows (continued):

Name	Principal activities	Effective ownership interest and voting interest	
		2024 %	2023 %
<b>Principal place of business/ Incorporated in Malaysia (continued)</b>			
<b>Subsidiaries of TRIPLEC (continued)</b>			
Suasa Integrasi (M) Sdn. Bhd.*	Property development	100	100
Usahasewa Sdn. Bhd.*	Ceased operations Struck off on 6 March 2025 (Note 35 (vi))	100	100
Zuriat Watan Sdn. Bhd.	Ceased to be a subsidiary of TRIPLEC on 23 December 2024 (Note 8.3)	-	100
Murni Estate Sdn. Bhd. ("MESB")	Investment holding and oil palm plantation business	100	100
<b>Subsidiary of MESB</b>			
Danau Semesta Sdn. Bhd. ("DSSB")	Investment holding and oil palm plantation business	92.23	91.22
<b>Subsidiary of DSSB</b>			
Danum Sinar Sdn. Bhd. ("Danum Sinar")	Oil palm plantation business	100	100
<b>Subsidiary of Danum Sinar</b>			
Aneka Suriamas Sdn. Bhd.*	Operate the grocery stores in the plantation estates	100	100
Puncak Oil & Gas Sdn. Bhd. ("POG")	Investment holding and provision of services for offshore logistics and marine management	100	100
<b>Subsidiaries of POG</b>			
GOM Resources Sdn. Bhd.	Ceased operations	100	100
KGL Ltd.	Ceased operations Struck off on 20 January 2025 (Note 35 (iv))	100	100
Ideal Water Resources Sdn. Bhd. *	To raise funds and/or to issue debentures and/or Islamic securities for and in connection with PNHB Group	100	100

**8. INVESTMENT IN SUBSIDIARIES (CONTINUED)**

Details of the subsidiaries are as follows (continued):

Name	Principal activities	Effective ownership interest and voting interest	
		2024 %	2023 %
<b>Principal place of business/ Incorporated in Malaysia (continued)</b>			
Puncak Seri (M) Sdn. Bhd. *	Dormant	100	100
Puncak Communication Sdn. Bhd. *	Mobile dealer, telecommunication and other related services	100	100
Aspen Streams Sdn. Bhd.	Dormant	60	60
Bluevibe Sdn. Bhd. #	Dormant (Note 8.1(a)(i))	51	-
Magnum Nature Sdn. Bhd. *	Ceased operations Struck off on 6 March 2025 (Note 35 (v))	100	100
Puncak Patem Konsortium Sdn. Bhd.	Struck off on 7 October 2024 (Note 8.2(a))	-	60
Puncak Research Centre Sdn. Bhd. *	Struck off on 30 December 2024 (Note 8.2(c))	-	100
Unggul Raya (M) Sdn. Bhd. *	Struck off on 30 December 2024 (Note 8.2(c))	-	100
<b>Principal place of business/ Incorporated in Singapore</b>			
Sino Water Pte. Ltd.	Ceased operations	98.65	98.65
<b>Principal place of business/ Incorporated in Hong Kong</b>			
Jadekind Ltd *	Ceased operations	50 <sup>^</sup>	50 <sup>^</sup>

\* Audited by firms other than Grant Thornton Malaysia PLT.

<sup>^</sup> Although the Group owns only half of the ownership interest in Jadekind Ltd, the Directors have determined that the Group controls this entity.

# The financial statement was not required to be audited based on the regulations of Malaysia at incorporation. The preparation of the financial statements of the Group is based on management accounts of the subsidiary, which does not contribute materially to the Group.

## NOTES TO THE FINANCIAL STATEMENTS

**8. INVESTMENT IN SUBSIDIARIES (CONTINUED)****8.1 Increase in investment of subsidiaries****(a) Investment in ordinary shares of subsidiaries**

- (i) During the financial year, the Company acquired 510,000 ordinary shares, representing 51% equity interest in Bluevibe Sdn. Bhd. for a total consideration of RM510,000.
- (ii) During the financial year, the Company subscribed ordinary shares of RM170,000 in Puncak Communication Sdn. Bhd., by way of capitalisation of the amount due from subsidiary.

**(b) Investment in redeemable preference shares of subsidiaries**

- (i) During the financial year, the Company subscribed Redeemable Preference Shares ("RPS") of RM15,650,000 in PNCSB, RM32,390,000 in PNMSSB and RM11,010,000 in Puncak Seri (M) Sdn. Bhd., by way of capitalisation of the amounts due from these subsidiaries.

In the previous financial year, the Company subscribed RPS of RM153,000,000 and RM208,600,000 in PNCSB and PNMSSB respectively, by way of capitalisation of the amounts due from these subsidiaries.

- (ii) During the financial year, the Company subscribed Musharakah Redeemable Preference Shares of RM27,149,000 in MESB with cash payment of RM27,149,000. The additional capital injection into MESB was used by MESB for the subscription of ordinary shares of RM27,149,000 in DSSB. In turn, DSSB subscribed Musharakah Redeemable Preference Shares of RM27,149,000 ("Preference B") in Danum Sinar.

In the previous financial year, the Company subscribed Musharakah Redeemable Preference Shares of RM37,316,000 in MESB with cash payment of RM37,316,000. The additional capital injection into MESB was used by MESB for the subscription of Class A Musharakah Cumulative Convertible Redeemable Preference Shares ("Musharakah CCRPS-A") of RM12,060,000 ("Preference A") and ordinary shares of RM25,256,000 in DSSB. In turn, DSSB subscribed Musharakah Redeemable Preference Shares of RM37,316,000 ("Preference B") in Danum Sinar.

**8.2 Striking off of subsidiaries****(a) Striking Off of Puncak Patem Konsortium Sdn. Bhd. ("PPKSB")**

On 22 April 2024, PPKSB had submitted an application to strike off the name of PPKSB from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 15 October 2024, the Company received a letter dated 15 October 2024 from the Companies Commission of Malaysia notifying that PPKSB had been struck off from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016 on 7 October 2024. Accordingly, PPKSB ceased to be a subsidiary of the Company on 7 October 2024.

**(b) Striking Off of Magnum Nature Sdn. Bhd. ("MNSB")**

On 18 September 2024, MNSB had submitted an application to strike off the name of MNSB from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

**8. INVESTMENT IN SUBSIDIARIES (CONTINUED)**

**8.2 Striking off of subsidiaries (continued)**

**(c) Striking Off of Puncak Research Centre Sdn. Bhd. (“PRCSB”), Usahasewa Sdn. Bhd. (“USSB”) and Unggul Raya (M) Sdn. Bhd. (“URSB”)**

On 3 October 2024, PRCSB, USSB and URSB, submitted three (3) separate applications to strike off the names of PRCSB, USSB and URSB from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 22 January 2025, PRCSB and URSB received confirmations respectively, from the Companies Commission of Malaysia that PRCSB and URSB had been struck off from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016 on 30 December 2024. Accordingly, PRCSB and URSB ceased to be subsidiaries of the Company on 30 December 2024.

**8.3 Disposal of a sub-subsidiary**

On 21 August 2024, TRIpIc, a wholly-owned subsidiary of the Company entered into a share sale agreement with Jinze Sdn. Bhd. for the disposal of 202,500 ordinary shares representing 4.5% equity interest in ZWSB for a disposal price of RM3,580,537 (“Proposed Disposal 1”).

On 27 August 2024, TRIpIc entered into a separate share sale agreement with Leeway Holdings Sdn. Bhd., DB Enneadrakon Group (M) Sdn. Bhd. and Sheng Dar Holding Sdn. Bhd. for the disposal of 4,297,500 ordinary shares representing 95.5% equity interest in ZWSB for a disposal price of RM80,041,595 (“Proposed Disposal 2”).

The Proposed Disposal 1 and Proposed Disposal 2 are collectively referred to as the “Proposed Disposals” and the total disposal price for the Proposed Disposals is RM83,622,132.

The Proposed Disposals have been completed on 25 November 2024 upon fulfilment of the Conditions Precedent of the share sale agreements. ZWSB ceased to be a subsidiary of TRIpIc on 23 December 2024. Accordingly, TRIpIc and Puncak Group will cease to consolidate the financial results of ZWSB moving forward.

The disposal of ZWSB gave rise to a loss on disposal of RM90,149,000 in the Group’s financial statements.

The effect of the disposal of ZWSB on the financial position of the Group as at the date of disposal was as follows:

	<b>2024 RM'000</b>
Investment properties	<b>162,261</b>
Other receivables	<b>8,249</b>
Cash and cash equivalents	<b>153</b>
Other payables	<b>(155)</b>
Net assets	<b>170,508</b>
Transaction cost for disposal	<b>3,263</b>
Loss on disposal	<b>(90,149)</b>
Consideration received, satisfied in cash	<b>83,622</b>
Payment for transaction cost for disposal	<b>(3,263)</b>
Cash and cash equivalents disposed	<b>(153)</b>
Net cash inflows from disposal	<b>80,206</b>

## NOTES TO THE FINANCIAL STATEMENTS

**8. INVESTMENT IN SUBSIDIARIES (CONTINUED)****8.4 Impairment loss on investment in subsidiaries**

Management reviews the material investment in subsidiaries for impairment when there is an indication of impairment.

The recoverable amounts of the investments in subsidiaries are assessed by reference to the value-in-use or fair value less cost to sell of the respective subsidiaries, whichever is higher.

During the year, the Company recognised net impairment loss of RM67,202,000 (2023: RM153,150,000) in "Impairment losses on other assets" line item of statements of profit or loss and other comprehensive income. The impairment loss arising from irrecoverable investment costs is recognised up to the recoverable amounts of investments in subsidiaries. The recoverable amounts are determined based on fair value less costs of disposal.

The movement during the year is as follows:

	Company	
	2024 RM'000	2023 RM'000
Balance at 1 January	472,303	319,153
Impairment loss for the financial year	73,247	153,150
Reversal of impairment loss during the financial year	(6,045)	-
Balance at 31 December	539,505	472,303

**Fair value less costs of disposal**

The fair value less costs of disposal of the assets and liabilities is determined based on the adjusted net assets of the subsidiary company.

Details of the Level 3 fair value method used in obtaining the recoverable amounts are as follows:

Description of valuation technique and input used	Significant unobservable assets and liabilities	Relationship of unobservable inputs and fair value
Adjusted net asset method which derives the fair value of an investee's equity instruments by reference to the fair value of its assets and liabilities.	Fair value of individual assets and liabilities	The higher the net assets, the higher the fair value

**8. INVESTMENT IN SUBSIDIARIES (CONTINUED)****8.5 Non-controlling interests in subsidiaries**

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:

	2024		
	DSSB RM'000	Other subsidiaries with immaterial NCI RM'000	Total RM'000
NCI percentage of ownership interest and voting interest	7.77%		
Carrying amount of NCI	19,440	740	20,180
(Loss)/Profit allocated to NCI	(2,748)	2,976	228
<b>Summarised financial information before intra-group elimination</b>			
<b>As at 31 December 2024</b>			
Non-current assets	683,035		
Current assets	12,745		
Non-current liabilities	(261,299)		
Current liabilities	(160,217)		
Net assets	274,264		
<b>Year ended 31 December 2024</b>			
Revenue	29,713		
Loss and comprehensive expense for the year	(34,140)		
Cash flows used in operating activities	(3,068)		
Cash flows used in investing activities	(2,648)		
Cash flows from financing activities	3,487		
Net decrease in cash and cash equivalents	(2,229)		

## NOTES TO THE FINANCIAL STATEMENTS

## 8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

## 8.5 Non-controlling interests in subsidiaries (continued)

The Group's subsidiaries that have material NCI are as follows (continued):

	2023		
	DSSB RM'000	Other subsidiaries with immaterial NCI RM'000	Total RM'000
NCI percentage of ownership interest and voting interest	8.78%		
Carrying amount of NCI	22,188	(2,726)	19,462
Loss allocated to NCI	(4,340)	(802)	(5,142)

**Summarised financial information before intra-group elimination****As at 31 December 2023**

Non-current assets	698,734
Current assets	16,943
Non-current liabilities	(270,098)
Current liabilities	(164,324)
Net assets	281,255

**Year ended 31 December 2023**

Revenue	29,076
Loss and comprehensive expense for the year	(45,418)
Cash flows used in operating activities	(15,262)
Cash flows used in investing activities	(9,235)
Cash flows from financing activities	21,282
Net decrease in cash and cash equivalents	(3,215)

**9. INVESTMENT IN ASSOCIATE**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Share of post-acquisition reserves	-	5	-	-
Less: Accumulated impairment losses	-	(5)	-	-
	-	-	-	-

Name	Principal activity	Effective ownership interest and voting interest	
		2024 %	2023 %
<b>Principal place of business/ Incorporated in Malaysia</b>			
Purnama Persada Sdn. Bhd. ("Purnama Persada") *	Struck off on 23 January 2024 (Note 9.1)	-	50

\* Audited by firms other than Grant Thornton Malaysia PLT.

The summarised financial information of the Group's associate is not presented as it is not material to the Group.

**9.1 Striking Off of Purnama Persada**

On 13 October 2023, Purnama Persada, a dormant associate company of the Company submitted an application to strike off the name of Purnama Persada from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 6 February 2024, the Company received a letter dated 31 January 2024 from the Companies Commission of Malaysia notifying that Purnama Persada had been struck off from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016 on 23 January 2024. Accordingly, Purnama Persada ceased to be an associate company of the Company on 23 January 2024.

During the financial year, the impairment loss on investment in associate amounting to RM Nil (2023: RM5,000) was recognised due to irrecoverable cost of the investment.

## NOTES TO THE FINANCIAL STATEMENTS

**10. DEFERRED TAX ASSETS/(LIABILITIES)****Recognised deferred tax assets/(liabilities)**

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Group</b>						
Property, plant and equipment	-	-	(84,347)	(85,776)	(84,347)	(85,776)
Investment properties	-	-	(44,310)	(36,200)	(44,310)	(36,200)
Assets held for sale	-	-	-	(21,375)	-	(21,375)
Bearer biological assets	-	-	(69,420)	(71,740)	(69,420)	(71,740)
Fresh fruit bunches	-	-	(664)	(1,215)	(664)	(1,215)
Receivables from concession customer	-	-	(25,358)	(30,094)	(25,358)	(30,094)
Concession asset/(liability)	20,799	21,929	(904)	(1,000)	19,895	20,929
Unabsorbed tax losses	28,155	27,599	-	-	28,155	27,599
Unabsorbed capital allowances	57,338	55,773	-	-	57,338	55,773
Unabsorbed agriculture allowances	3,496	3,491	-	-	3,496	3,491
Unabsorbed industrial building allowances	18,961	19,092	-	-	18,961	19,092
Other temporary differences	147	1,203	-	-	147	1,203
Net tax assets/(liabilities)	128,896	129,087	(225,003)	(247,400)	(96,107)	(118,313)
<b>Company</b>						
Investment properties	-	-	(11,630)	(3,600)	(11,630)	(3,600)
Assets held for sale	-	-	-	(14,545)	-	(14,545)
Net tax liabilities	-	-	(11,630)	(18,145)	(11,630)	(18,145)


**10. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)**
**Recognised deferred tax assets/(liabilities) (continued)**

Movement in temporary differences:

Group	As at	Recognised	Recognised	As at	Recognised in	As at
	1 January	in profit or	in other	31 December	profit or loss	31 December
	2023	loss in 2023	comprehensive	2023	in 2024	2024
	RM'000	(Note 26)	income in	RM'000	(Note 26)	RM'000
		RM'000	2023		RM'000	
			(Note 18.4)			
			RM'000			
<b>Deferred tax (liabilities)/ assets</b>						
Property, plant and equipment	(86,251)	1,935	(1,460)	<b>(85,776)</b>	<b>1,429</b>	<b>(84,347)</b>
Investment properties	(59,852)	23,652	-	<b>(36,200)</b>	<b>(8,110)</b>	<b>(44,310)</b>
Assets held for sale	-	(21,375)	-	<b>(21,375)</b>	<b>21,375</b>	-
Bearer biological assets	(73,886)	2,146	-	<b>(71,740)</b>	<b>2,320</b>	<b>(69,420)</b>
Fresh fruit bunches	(1,401)	186	-	<b>(1,215)</b>	<b>551</b>	<b>(664)</b>
Receivables from concession customer	(24,675)	(5,419)	-	<b>(30,094)</b>	<b>4,736</b>	<b>(25,358)</b>
Concession asset/(liability)	21,962	(1,033)	-	<b>20,929</b>	<b>(1,034)</b>	<b>19,895</b>
Unabsorbed tax losses	27,599	-	-	<b>27,599</b>	<b>556</b>	<b>28,155</b>
Unabsorbed capital allowances	54,491	1,282	-	<b>55,773</b>	<b>1,565</b>	<b>57,338</b>
Unabsorbed agriculture allowances	2,645	846	-	<b>3,491</b>	<b>5</b>	<b>3,496</b>
Unabsorbed industrial building allowances	18,841	251	-	<b>19,092</b>	<b>(131)</b>	<b>18,961</b>
Other temporary differences	859	344	-	<b>1,203</b>	<b>(1,056)</b>	<b>147</b>
	(119,668)	2,815	(1,460)	<b>(118,313)</b>	<b>22,206</b>	<b>(96,107)</b>
<b>Company</b>						
<b>Deferred tax liabilities</b>						
Investment properties	(20,644)	17,044	-	<b>(3,600)</b>	<b>(8,030)</b>	<b>(11,630)</b>
Assets held for sale	-	(14,545)	-	<b>(14,545)</b>	<b>14,545</b>	-
	(20,644)	2,499	-	<b>(18,145)</b>	<b>6,515</b>	<b>(11,630)</b>

## NOTES TO THE FINANCIAL STATEMENTS

## 10. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

## Recognised deferred tax assets/(liabilities) (continued)

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Presented after appropriate offsetting as follows:</b>				
Deferred tax assets	40,900	38,017	-	-
Deferred tax liabilities	(137,007)	(156,330)	(11,630)	(18,145)
	<b>(96,107)</b>	<b>(118,313)</b>	<b>(11,630)</b>	<b>(18,145)</b>

## Unrecognised deferred tax assets

Deferred tax assets have not been recognised for the following items (stated at net):

	Group	
	2024 RM'000	2023 RM'000
Unabsorbed tax losses	218,271	191,642
Unabsorbed capital allowances	3,767	3,613
Provisions	8,692	26,823
Other temporary differences	180	348
	<b>230,910</b>	<b>222,426</b>

The comparative figures of the Group have been revised to reflect the previous year final tax submission.

Effective Year of Assessment 2019 as announced in the Annual Budget 2022, the unabsorbed tax losses of the Group as of 31 December 2018 and thereafter will be available for carry forward for a period of 10 consecutive years. Upon expiry of the 10 years, the unabsorbed tax losses will be disregarded.

The unabsorbed tax losses of the Group are available for offsetting against future taxable profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under the Income Tax Act 1967 and guidance issued by the tax authority as follows (net of tax):

	Group	
	2024 RM'000	2023 RM'000
Utilisation period		
Within 10 years from unabsorbed tax losses	218,271	191,642

**11. INVENTORIES**

	Group	
	2024 RM'000	2023 RM'000
<b>Cost</b>		
Stores and consumables	2,554	3,150
Others	-	167
	<b>2,554</b>	<b>3,317</b>

During the year, the amount of inventories recognised in the profit or loss of the Group was RM12,265,000 (2023: RM23,042,000) and is included in plantation costs and raw materials and consumables in the statements of profit or loss and other comprehensive income.

During the year, the amount of inventories written off recognised in the profit or loss of the Group was RM29,000 (2023: RM1,025,000) and is included in other expenses in the statements of profit or loss and other comprehensive income.

**12. FRESH FRUIT BUNCHES****12.1 Fair value of fresh fruit bunches**

	Group	
	2024 RM'000	2023 RM'000
<b>Fair value less cost to sell</b>		
Fresh fruit bunches	2,765	5,062

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

Description of valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
<p><b>Income approach:</b></p> <p>The method involves forecasting the income to be generated by the fresh fruit bunches on the trees at year end by using 4 months projected sales less cost of harvesting and collection to estimate the fresh fruit bunches on the trees as the black bunches normally require 4 to 5 months to reach maturity. In arriving at the valuation, a transformation growth factor was included.</p>	<p>Maturity period of the fresh fruit bunches and transformation growth factor.</p>	<p>The estimated fair value would increase/(decrease) if:</p> <p>(a) the fresh fruit bunches take (shorter)/longer time to reach maturity.</p> <p>(b) the transformation growth factor is higher/(lower).</p>

## NOTES TO THE FINANCIAL STATEMENTS

**12. FRESH FRUIT BUNCHES (CONTINUED)****12.1 Fair value of fresh fruit bunches (continued)**

The following table shows a reconciliation of the fair value of fresh fruit bunches:

	Group	
	2024 RM'000	2023 RM'000
At 1 January	5,062	5,837
Change in fair value recognised in profit or loss	(2,297)	(775)
At 31 December	2,765	5,062

During the financial year, Danum Sinar harvested approximately 37,974 MT (2023: 42,997 MT). The quantity of unharvested fresh fruit bunches ("FFB") as at 31 December 2024 included in the fair valuation of unharvested FFB was 6,904 MT (2023: 14,549 MT).

If the FFB selling price changes by 5%, profit or loss would have equally increased or decreased by approximately RM167,000 (2023: RM253,000).

**13. CONTRACT ASSETS/(LIABILITY)**

	Group	
	2024 RM'000	2023 RM'000
Contract assets	2,301	21,791
Contract liability	-	(171)

**13.1 Contract assets/(liability)**

The contract assets primarily relate to the Group's rights to consideration for work completed on construction contracts but not yet billed at the reporting date. Typically, the amount will be billed within 30 days and payment is expected within 60 days.

The contract liability primarily relates to the advance consideration received from a customer for construction contract, which the revenue is recognised over time during the construction period.

**14. TRADE AND OTHER RECEIVABLES**

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Non-current</b>					
<b>Trade</b>					
Receivables from concession customer	14.1	<b>729,665</b>	766,757	-	-
<b>Non-trade</b>					
Prepayments	14.2	<b>14,900</b>	17,409	-	-
		<b>744,565</b>	784,166	-	-
<b>Current</b>					
<b>Trade</b>					
Trade receivables	14.3	<b>6,364</b>	6,714	-	-
Receivables from concession customer	14.1	<b>109,856</b>	108,716	-	-
Advances to subcontractors	14.4	<b>4,796</b>	4,796	-	-
		<b>121,016</b>	120,226	-	-
<b>Non-trade</b>					
Amounts due from subsidiaries	14.5	-	-	-	450
Prepayments	14.2	<b>61,486</b>	58,414	<b>89</b>	25
Other receivables		<b>8,655</b>	8,428	<b>1,228</b>	840
Deposits	14.6	<b>16,547</b>	17,115	<b>18</b>	27
		<b>86,688</b>	83,957	<b>1,335</b>	1,342
		<b>207,704</b>	204,183	<b>1,335</b>	1,342
		<b>952,269</b>	988,349	<b>1,335</b>	1,342

**14.1 Receivables from concession customer****(a) CA-Z1P2**

The receivables from the concession customer of CA-Z1P2 are pledged to Bank Pembangunan Malaysia Berhad and Junior Notes as disclosed in Note 19.2.1(d)(viii) to the financial statements.

**(b) CA-Z1P3**

The receivables from the concession customer of CA-Z1P3 are pledged to the Security Trustee for the Al-Kafalah Facility, Senior Sukuk Murabahah and Junior Sukuk Murabahah granted to TMSB as disclosed in Note 19.3(e)(v) to the financial statements as part of the assignment of the Concession Agreement.

## NOTES TO THE FINANCIAL STATEMENTS

**14. TRADE AND OTHER RECEIVABLES (CONTINUED)****14.2 Prepayments**

- (a) Included in prepayments of the Group is prepaid guarantee premium fees of RM435,000 (2023: RM678,000) in respect of the Medium Term Notes, prepaid guarantee premium fees and prepaid interest expense of RM4,213,000 (2023: RM4,721,000) and RM40,126,000 (2023: RM41,535,000) respectively in respect of the Senior Sukuk Murabahah.
- (b) Included in prepayment of the Group is prepaid interest expense of RM2,738,000 (2023: RM3,635,000) paid on the redemption of Junior Notes issued by TVSB.

**14.3 Trade receivables**

Trade receivables are non-interest bearing and are generally on a range of 15 to 90 days (2023: 15 to 90 days) terms. Credit terms are assessed and approved on a case-by-case basis.

**14.4 Advances to subcontractors**

Advances are paid to subcontractors upon request by subcontractors, as per contract. Advances are non-interest bearing and are recouped progressively and proportionately from subsequent progress billings from the subcontractors upon supply of the works attaining a certain percentage of the contract sum.

**14.5 Amounts due from subsidiaries**

In the previous financial year, the interest charged to these amounts ranged from 1.99% - 3.28% per annum. The amounts due from subsidiaries are unsecured and repayable on demand.

Included in amounts due from subsidiaries is net reversal on impairment of RM206,714,000 (2023: net reversal on impairment of RM142,823,000) during the year. The impairment loss is recognised in the amount due from subsidiaries was due to estimated recovered amount of the subsidiaries. Refer to Note 31.4.5 to the financial statements.

**14.6 Deposits**

Included in deposits of the Group are deposits paid to various regulatory authorities in regards to the on-going construction project of RM7,502,000 (2023: RM7,502,000) and deposits of the net adjudicated amount of RM6,315,000 (2023: RM6,315,000) which is currently held by the solicitor of Genbina Sdn. Bhd. ("Genbina") and its receiver cum co-plaintiff, namely Malaysia Debt Ventures Berhad in regards to the notice of adjudication as disclosed in Note 36(II) to the financial statements.

**15. SHORT-TERM INVESTMENTS**

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Short-term investments	15.1	56,026	34,193	56,026	34,193
Fixed deposits placed with licensed banks	15.2	57,743	64,664	-	-
		<b>113,769</b>	98,857	<b>56,026</b>	34,193

**15. SHORT-TERM INVESTMENTS (CONTINUED)**

**15.1 Short-term investments**

Short-term investments represent unit trust and cash fund placements in financial institutions and are categorised as financial assets at fair value through profit or loss.

**15.2 Fixed deposits placed with licensed banks**

The fixed deposits placed with licensed banks have maturity of more than three (3) months and are measured at amortised cost.

- (a) Included in the short-term investments of the Group are restricted monies amounting to RM10,360,000 (2023: RM10,644,000) held under the Revenue Accounts, Medium Term Notes Debt Service Reserve Account (“MTN DSRA”) and Junior Notes Debt Service Reserve Account (“JN DSRA”), representing securities assigned and charged with Security Agent for the Financial Guarantee Insurance (“FGI”) and Medium Term Notes I as disclosed in Note 19.2.1(d)(vii) to the financial statements.
- (b) Included in the short-term investments of the Group are restricted monies amounting to RM31,347,000 (2023: RM46,182,000) held under Revenue Account, Senior Sukuk Finance Service Reserve Account (“Senior Sukuk FSRA”), Senior Sukuk Trustees’ Reimbursement Account (“Senior Sukuk TRA”), Junior Sukuk Trustees’ Reimbursement Account (“Junior Sukuk TRA”) and Disbursement Account. The Group’s Revenue Account, Senior Sukuk FSRA and Disbursement Account are securities assigned and charged with Security Agent, licensed banks and/or licensed financial institutions for Senior Sukuk Murabahah and Junior Sukuk Murabahah as disclosed in Note 19.3(e)(ii),(iii) and (iv) to the financial statements.
- (c) Included in the short-term investments of the Group are restricted monies amounting to RM14,072,000 (2023: RM6,277,000) held under the Debt Service Reserve Account (“DSRA”), Liquidity Reserve Account (“LRA”) and Trustee Reimbursement Account (“TRA”). The Group’s DSRA and LRA are securities assigned and charged with Security Trustee for the Medium Term Notes II as disclosed in Note 19.2.2(d)(iv) to the financial statements.
- (d) Included in the short-term investments of the Group are restricted monies amounting to RM314,000 (2023: RM307,000) as a security assigned and charged to lender of bank overdraft to TRIplic Berhad as disclosed in Note 19.5(a)(ii) to the financial statements.
- (e) Included in the short-term investments of the Group are restricted monies amounting to RM1,650,000 (2023: RM1,254,000) pledged with a licensed bank to secure the issuance of bank guarantees.

**16. CASH AND CASH EQUIVALENTS**

	Group		Company	
	2024 RM’000	2023 RM’000	2024 RM’000	2023 RM’000
Deposits with licensed banks	68,178	68,688	12,273	16,016
Cash and bank balances	80,471	74,452	6,392	4,096
	<b>148,649</b>	143,140	<b>18,665</b>	20,112

- (i) Included in the cash and cash equivalents of the Group is an amount of RM17,035,000 (2023: RM27,484,000) held under the Group’s Proceeds Account, DSRA and LRA. The Group’s Proceeds Account, DSRA and LRA are securities pledged, assigned and charged with a licensed financial institution as disclosed in Note 19.2.2(d)(iv) to the financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

**16. CASH AND CASH EQUIVALENTS (CONTINUED)**

- (ii) Included in cash and cash equivalents of the Group is an amount of RM3,039,000 (2023: RM3,029,000) held under the Group's Escrow Account and Sukuk Trustees' Reimbursement Account. The Group's Escrow Account pledged with a licensed bank to secure the loan facilities as disclosed in Notes 19.1.1(c) and 19.4.1(b)(iii) to the financial statements.
- (iii) Included in the cash and cash equivalents of the Group is an amount of RM11,650,000 (2023: RM13,199,000) held under the Group's Revenue Account, Operating Account and MTN DSRA ("Designated Accounts"). The Group has assigned and charged to the Security Agent, all its rights, title, interest, and benefits in and under the Designated Accounts as securities for the repayment of the total secured amount for the FGI facility and Junior Notes. The repayment shall rank in the order of priority as disclosed in Note 19.2.1(d)(viii) to the financial statements.
- (iv) Included in the cash and cash equivalents of the Group is an amount of RM17,000 (2023: RM17,000) held under the JN DSRA. The Group has assigned and charged to the Security Agent all its rights, title, interest and benefits in and under the JN DSRA as security for the payment of the outstanding under the Junior Notes.
- (v) Included in the cash and cash equivalents of the Group is an amount of RM47,822,000 (2023: RM43,064,000) held under the Group's Disbursement Account, Revenue Account, Operating Account, Senior Sukuk FSRA, Junior Sukuk Finance Service Reserve Account ("Junior Sukuk FSRA"), Senior Sukuk TRA and Junior Sukuk TRA. The Group's Disbursement Account, Revenue Account, Operating Account, Senior Sukuk FSRA and Junior Sukuk FSRA are securities assigned and charged to the Security Trustee, all its rights, title, interest and benefits under these accounts as disclosed in Note 19.3(e)(ii),(iii) and (iv) to the financial statements.
- (vi) Included in cash and cash equivalents of the Group and of the Company is an amount of RM12,459,000 (2023: RM12,096,000) and RM12,273,000 (2023: RM11,910,000) respectively pledged with a licensed bank to secure the issuance of bank guarantees.
- (vii) Included in cash and cash equivalents of the Group is an amount of RM1,482,000 (2023: RM847,000) held under the Group's Escrow Account pledged with a licensed bank to secure the loan facilities as disclosed in Note 19.4.2(b)(iii) to the financial statements.
- (viii) Included in cash and cash equivalents of the Group is an amount of RM3,534,000 (2023: RM3,000) held under the Group's Revenue Account as a security assigned and charged to the lender of revolving credit facility II as disclosed in Note 19.1.2(b)(iii) to the financial statements.

**17. ASSETS HELD FOR SALE**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
At 1 January	306,066	-	204,949	-
Transfer (to)/from investment properties (Note 5)	(207,441)	326,670	(106,324)	214,400
Impairment loss recognised during the year	-	(20,604)	-	(9,451)
At 31 December	98,625	306,066	98,625	204,949

On 17 August 2023, the Company and its wholly owned subsidiary, PNMSSB entered into three separate conditional sale and purchase agreements ("Conditional SPAs") to dispose three parcels of land in Ijok, Selangor for RM306,065,749 to be paid in cash progressively over fifty-three (53) months from the date of the execution of the respective Conditional SPAs in accordance with the terms and conditions as stipulated in the respective Conditional SPAs.

**17. ASSETS HELD FOR SALE (CONTINUED)**

On 16 August 2024, the Company entered into a supplemental agreement (“Supplemental Agreement”) with the purchaser to proceed with the Conditional SPA for Lot 7093 and to terminate and revoke the Conditional SPAs for Lot 7094 and Lot 7095. All deposit payments of approximately RM61,213,000 made by the purchaser to the Company and PNMSSB shall be deemed as advance payment for the purchase of Lot 7093 of approximately RM98,625,000. The balance purchase price for Lot 7093 of approximately RM37,412,000 will be paid in cash progressively over three years from June 2025 in accordance with the terms and conditions as stipulated in the Supplemental Agreement.

On 16 August 2024, the Company and PNMSSB also entered into two (2) separate deeds of revocation to revoke and rescind the Conditional SPAs for Lot 7095 and Lot 7094 respectively.

In the previous financial year, the amount of impairment loss on initial classification as assets held for sale recognised in the profit or loss of the Group and of the Company was RM20,604,000 and RM9,451,000 respectively. The impairment loss recognised in the assets held for sales was due to the asset is measured at the fair value less costs to sell.

**18. CAPITAL AND RESERVES****18.1 Share capital**

	Group and Company			
	2024		2023	
	Amount RM'000	Number of shares '000	Amount RM'000	Number of shares '000
Ordinary shares, issued and fully paid with no par value:				
At 1 January/31 December	<b>554,663</b>	<b>449,285</b>	554,663	449,285

**Ordinary shares**

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. In respect of the Company’s treasury shares that are held by the Company (Note 18.2), all rights are suspended until those shares are reissued.

**18.2 Treasury shares**

Treasury shares comprise solely the ordinary shares of the Company that are held by the Company. The amount consists of the acquisition costs of treasury shares net of the proceeds received on their subsequent sale or issuance. There was no repurchase of issued share capital in the current financial year.

As at 31 December 2024 and 2023, the Company held 2,036,800 of the Company’s ordinary shares as treasury shares, amounting to RM5,941,000.

**18.3 Foreign currency translation reserve**

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

## NOTES TO THE FINANCIAL STATEMENTS

**18. CAPITAL AND RESERVES (CONTINUED)****18.4 Revaluation reserve**

The revaluation reserve relates to the revaluation of property, plant and equipment and also for those properties reclassified from property, plant and equipment to investment properties. Details of the revaluation reserve are as follows:

	Group	
	2024 RM'000	2023 RM'000
At 1 January, gross	<b>132,293</b>	126,209
Less:		
Revaluation surplus of land and buildings, recognised in other comprehensive income	-	6,084
At 31 December, gross	<b>132,293</b>	132,293
At 1 January, deferred tax	<b>(15,279)</b>	(13,819)
Add:		
Recognised in other comprehensive income for revaluation surplus of land and buildings (Note 10)	-	(1,460)
At 31 December, deferred tax	<b>(15,279)</b>	(15,279)
At 31 December, net	<b>117,014</b>	117,014

**18.5 Other reserve**

Other reserve represents the premium paid on the acquisition of the non-controlling interests in KGL Ltd. and GOM Resources Sdn. Bhd. respectively.

**19. LOANS AND BORROWINGS**

	Note	Group	
		2024 RM'000	2023 RM'000
<b>Non-current</b>			
Tawarruq term loan	19.1	<b>121,283</b>	123,683
Medium Term Notes	19.2	<b>192,876</b>	217,860
Senior Sukuk Murabahah	19.3	<b>469,005</b>	507,043
Sukuk Murabahah	19.4	<b>50,000</b>	50,000
Lease liabilities	31.5	<b>1,330</b>	2,258
		<b>834,494</b>	900,844
<b>Current</b>			
Tawarruq term loan	19.1	<b>2,400</b>	2,400
Revolving credit facilities	19.1	<b>150,000</b>	150,492
Medium Term Notes	19.2	<b>25,176</b>	24,708
Senior Sukuk Murabahah	19.3	<b>37,890</b>	37,742
Sukuk Murabahah	19.4	<b>14,100</b>	34,000
Bank overdraft	19.5	<b>15</b>	9
Lease liabilities	31.5	<b>1,348</b>	2,000
		<b>230,929</b>	251,351
		<b>1,065,423</b>	1,152,195

**19.1 Tawarruq term loan and revolving credit facilities****19.1.1 Tawarruq term loan and revolving credit facility I**

Tawarruq term loan facility and Tawarruq revolving credit facility I were granted to Danum Sinar to refinance its previous banking facilities, for working capital purposes and to finance the expansion of the plantation development activities in Sarawak, Malaysia.

The Tawarruq term loan facility I is for a period of 180 months inclusive of twenty-four (24) months' grace period and subject to a yearly review. The principal repayment commenced on the 25th month end from the date of initial drawdown in November 2017. The profit is payable on a monthly basis at a profit rate of Islamic Cost of Fund plus margin of 1.60% per annum.

The Tawarruq revolving credit facility I is for a period of one (1), two (2) or three (3) months and subject to yearly review. The profit is payable at the end of each profit period at a profit rate of Islamic Cost of Fund plus margin of 1.60% per annum.

## NOTES TO THE FINANCIAL STATEMENTS

**19. LOANS AND BORROWINGS (CONTINUED)****19.1 Tawarruq term loan and revolving credit facilities (continued)****19.1.1 Tawarruq term loan and revolving credit facility I (continued)**

The facilities were secured via the following:

- (a) first charge on plantation land, plantation buildings and infrastructure as disclosed in Note 4.4(a) to the financial statements and bearer biological assets as disclosed in Note 6.3 to the financial statements;
- (b) debenture over present and future assets of Danum Sinar;
- (c) charge and assignment over a designated Escrow Account;
- (d) corporate guarantee from the Company; and
- (e) undertaking letter from Company to finance any cash flow deficiency in Danum Sinar and to top up any shortfall in the Minimum Required Balance in the Escrow Account.

The key financial covenants of the facilities are as follows:

- (a) Danum Sinar shall maintain a minimum Finance Service Coverage Ratio ("FSCR") of 1.20 times at all times. FSCR shall be computed as the ratio of net operating and investing cash flow and operating cash balance to the annual principal and profit payment obligations;
- (b) PNHB Group's consolidated net finance to equity ("FE") ratio shall not be more than 1.20 times at all times; and
- (c) no further indebtedness in Danum Sinar, save for hire purchase machinery or equipment financing with total limit up to RM30.0 million only.

**19.1.2 Revolving credit facility II**

- (a) During the financial year, TRIpIc FMS Sdn. Bhd. ("TFSB") was granted with revolving credit facility II to finance the supply of medical equipment work for Hospital Al-Sultan Abdullah UiTM under the CA-Z1P3 as disclosed in Note 3(b) to the financial statements.
- (b) The facility was secured against the following securities:
  - (i) corporate guarantee from the Company;
  - (ii) assignment by TFSB on payment from TMSB to a Designated Account controlled by the lender;
  - (iii) assignment of Designated Account by TFSB; and
  - (iv) undertaking letter from the Company to cover any deficiency by TFSB's contribution to the project cost and any shortfall of payment of the facility.
- (c) Revolving credit facility II bears interest at rates ranging from 0.15% to 0.58% (2023: 0.15%) per month.

**19. LOANS AND BORROWINGS (CONTINUED)****19.2 Medium Term Notes**

	Group	
	2024 RM'000	2023 RM'000
At 1 January	245,000	270,000
Repayment during the financial year	(25,000)	(25,000)
At 31 December	220,000	245,000
<b>Accretion of discount</b>		
At 1 January	2,432	2,999
Less: Recognised in profit or loss	(484)	(567)
At 31 December	1,948	2,432
	<b>218,052</b>	242,568
<i>Represented as:</i>		
Current	25,176	24,708
Non-current	192,876	217,860
	<b>218,052</b>	242,568

**19.2.1 Medium Term Notes I**

- (a) On 10 October 2011, TVSB issued RM240 million nominal value Medium Term Notes I under a MTN programme for the following purpose:
- (i) to part finance the construction cost under the CA-ZIP2; and
  - (ii) to finance the payment of coupons under the Medium Term Notes I during the construction period of the said Facilities and Infrastructure and to prefund the debt service reserve account require under the financial guarantee facility up to such amount equivalent to the minimum required balance.
- (b) The Medium Term Notes I of the Group bears coupon at a rate of 3.00% per annum for the first three (3) years of the tenure and at rates ranging from 5.40% to 5.93% per annum for the subsequent years of the tenure.
- (c) The Medium Term Notes I is repayable as follows:
- (i) repayment of RM20 million instalments each to be made from the fifth year to the tenth year from the issue date;
  - (ii) repayment of RM25 million instalments each to be made from the eleventh to the fourteenth year from the issue date; and
  - (iii) final repayment of RM20 million to be made at the end of the fifteenth year from the issue date.

## NOTES TO THE FINANCIAL STATEMENTS

**19. LOANS AND BORROWINGS (CONTINUED)****19.2 Medium Term Notes (continued)****19.2.1 Medium Term Notes I (continued)**

- (d) Medium Term Notes I is secured by the FGI facility. The FGI facility is secured by:
- (i) debenture over present and future assets of TVSB;
  - (ii) assignment of all rights, title, interests and benefits in and under the CA;
  - (iii) assignment of all rights, title, interests and benefits in and under the insurances and the performance bonds;
  - (iv) corporate guarantee from TRIpIc;
  - (v) charge over investment in a sub-subsidiary, TVSB with a carrying amount of RM26,650,000 (2023: RM26,650,000);
  - (vi) undertaking by PNHB and TRIpIc;
  - (vii) assignment and charge of all rights, title, interests and benefits in and under the Designated Accounts; and
  - (viii) repayment of the secured amount shall rank in the following order of priority:
    - (1) Firstly, Bank Pembangunan Malaysia Berhad in respect of FGI facility;
    - (2) Secondly, the trustee for the benefit of holders of Junior Notes.
- (e) Significant covenants for the Medium Term Notes I is as follows:
- (i) debt service cover ratio (annual) of not less than 1.30 times throughout the tenure of the credit facilities of TVSB for the covenant of Medium Term Notes I; and
  - (ii) debt service cover ratio (restricted distribution) of not less than 1.50 times after payment of Junior Notes interest and dividend throughout the tenure of the credit facilities of TVSB for the covenant of Medium Term Notes I.

As at the end of the financial year, the debt service cover ratio for item (i) and (ii) remains not less than 1.30 times and 1.50 times respectively.

**19.2.2 Medium Term Notes II**

- (a) On 31 July 2019, PBSB issued RM200 million nominal value Medium Term Notes II under a MTN programme for the following purpose:
- (i) advance to TRIpIc as and when required to part finance the construction costs pursuant to the CA-Z1P3;
  - (ii) advance to TRIpIc to partially repay the term loan facility to part finance the construction costs of the CA-Z1P3 Project;
  - (iii) purchase RM35 million in nominal value of Junior Notes issued by TVSB;

**19. LOANS AND BORROWINGS (CONTINUED)**
**19.2 Medium Term Notes (continued)**
**19.2.2 Medium Term Notes II (continued)**

- (a) On 31 July 2019, PBSB issued RM200 million nominal value Medium Term Notes II under a MTN programme for the following purpose: (continued)
- (iv) to finance the payment obligations in respect of the initial pre-fund amount for the purpose of making coupon payments of the Medium Term Notes II and meet the minimum requirement for debt service reserve account and liquidity reserve account; and
  - (v) to pay fees and expenses in connection with the issuance of Medium Term Notes II.
- (b) The Medium Term Notes II of the Group bears coupon at a rate ranging from 6.05% to 6.70% per annum.
- (c) The Medium Term Notes II is repayable as follows:
- (i) repayment of RM60 million instalment to be made for the tenth year from the issue date;
  - (ii) repayment of RM30 million instalment to be made for the eleventh year from the issue date;
  - (iii) repayment of RM25 million instalments to be made from the twelfth to thirteenth year from the issue date; and
  - (iv) final repayment of RM30 million instalments to be made from the fourteenth to fifteenth year from the issue date.
- (d) The Medium Term Notes II is secured by:
- (i) a second ranking charge by TRIpIc over the entire issued and fully paid up share capital of TVSB ("Share Charge"). Such Share Charge shall rank after the charge over the TVSB Shares given by TRIpIc in favour of Malaysian Trustees Berhad as Security Agent in respect of the TVSB Medium Term Notes I and Junior Notes;
  - (ii) an assignment by TRIpIc over all dividends declared or to be declared by TVSB from time to time;
  - (iii) a charge by PBSB over the rights, interest, title and benefits under the Junior Notes of RM35 million in nominal value issued by TVSB as disclosed in Note 19.2.1(e) to the financial statements;
  - (iv) an assignment and charge by PBSB over the Designated Accounts and the credit balances;
  - (v) a debenture by PBSB by way of a first ranking fixed and floating charge over all the present and future assets, rights and interests of PBSB;
  - (vi) an assignment by PBSB over the rights, interests, titles and benefits of the debt receivables from TRIpIc pursuant to the advance granted to TRIpIc by PBSB; and
  - (vii) undertaking by the Company.
- (e) Significant covenants for the Medium Term Notes II is as follows:
- PBSB shall maintain a sub-debt service coverage ratio ("Sub-DSCR") of at least 1.20 times throughout the tenure of the Medium Term Notes II.

## NOTES TO THE FINANCIAL STATEMENTS

## 19. LOANS AND BORROWINGS (CONTINUED)

## 19.3 Senior Sukuk Murabahah

	Group	
	2024 RM'000	2023 RM'000
At 1 January	559,000	599,000
Repayment during the financial year	(40,000)	(40,000)
At 31 December	519,000	559,000
<b>Accretion of discount</b>		
At 1 January	14,215	16,473
Less: Recognised in profit or loss	(2,110)	(2,258)
At 31 December	12,105	14,215
	<b>506,895</b>	544,785
<i>Represented as:</i>		
Current	37,890	37,742
Non-current	469,005	507,043
	<b>506,895</b>	544,785

- (a) On 23 October 2017, a wholly-owned sub-subsidiary of the Company, TMSB issued the Senior Sukuk Murabahah of up to RM639 million in nominal value based on the Shariah principle of Murabahah (via Tawarruq arrangement) with tenure from five (5) years up to eighteen (18) years from the date of issuance for the following purposes:
- to part finance the construction cost of the CA-Z1P3;
  - to finance the payment obligations in respect of the initial pre-fund amount for the Senior Sukuk FSRA for the purpose of making profit payments of the Senior Sukuk Murabahah and guarantee fee payments under the Al-Kafalah Facility; and
  - the balance shall be utilised to pay and/or reimburse the fees and expenses incidental to CA-Z1P3.
- (b) The Senior Sukuk Murabahah bears coupon at profit rates ranging from 4.95% to 5.90% per annum.
- (c) The Senior Sukuk Murabahah was guaranteed by both guarantors, Danajamin Nasional Berhad and Bank Pembangunan Malaysia Berhad ("Al-Kafalah Providers") for a period of forty-eight (48) months from the date of issuance of Senior Murabahah or upon issuance of the Certificate of Acceptance ("Al-Kafalah Period"), whichever is earlier.

The guarantee fee is charged at 1.75% per annum for the first three (3) years and 2.00% per annum for the fourth (4th) year.

The Al-Kafalah Facilities and Al-Kafalah policy was cancelled effective 1 February 2021 upon issuance of the Certificate of Acceptance by UiTM.

**19. LOANS AND BORROWINGS (CONTINUED)****19.3 Senior Sukuk Murabahah (continued)**

- (d) The Senior Sukuk Murabahah is repayable as follows:
- (i) repayment of RM40 million instalments each to be made from the fifth year to the ninth year from the issue date;
  - (ii) repayment of RM44 million instalment to be made for the tenth year from the issue date;
  - (iii) repayment of RM45 million instalment to be made for the eleventh year from the issue date; and
  - (iv) repayment of RM50 million instalments each to be made from the twelfth year to the eighteenth year from the issue date.
- (e) TMSB has executed the following security documents being securities for the Senior Sukuk Murabahah and Junior Sukuk Murabahah:
- (i) the debenture by TMSB;
  - (ii) the assignment and fixed charge over Disbursement Account, Revenue Account and Operating Account;
  - (iii) the assignment and fixed charge over Senior Sukuk FSRA;
  - (iv) the assignment and fixed charge over Junior Sukuk FSRA;
  - (v) the assignment of CA-Z1P3;
  - (vi) the assignment of performance bonds and completion guarantee;
  - (vii) the assignment of Project Documents;
  - (viii) the assignment of takaful/insurances; and
  - (ix) the fixed charge over the shares of TMSB.
- (f) The rights of the above security documents and any proceeds of realisation thereof as stated in the Priority and Security Sharing Agreement ("PSSA") shall rank as follows:
- (i) Firstly, the Senior Sukuk Trustee on behalf of the Senior Sukuk holders; and
  - (ii) Secondly, the Junior Sukuk Trustee on behalf of the Junior Sukuk holders.

## NOTES TO THE FINANCIAL STATEMENTS

**19. LOANS AND BORROWINGS (CONTINUED)****19.3 Senior Sukuk Murabahah (continued)**

(g) Significant financial covenants for the Senior Sukuk Murabahah and Junior Sukuk Murabahah are as follows:

- (i) finance service cover ratio of at least 1.65 times during the Asset Management Services Period; and
- (ii) permitted distribution finance service cover ratio of at least 1.65 times following any distribution made after the permitted distribution conditions are met.

**19.4 Sukuk Murabahah**

	Group	
	2024 RM'000	2023 RM'000
At 1 January	84,000	40,600
Drawdown during the financial year	-	43,400
Repayment during the financial year	(19,900)	-
At 31 December	64,100	84,000
<i>Represented as:</i>		
Current	14,100	34,000
Non-current	50,000	50,000
	64,100	84,000

**19.4.1 Sukuk Murabahah I**

- (a) On 23 December 2021, Danum Sinar made a lodgement with the Securities Commission Malaysia ("SC") for Islamic Medium Term Notes Programme of up to RM300 million in nominal value under the Shariah Principle of Murabahah via Tawarruq Arrangement ("Sukuk Murabahah Programme I"). In the previous financial year, Danum Sinar issued the first tranche of RM50 million in nominal value under the Sukuk Murabahah Programme I.

The proceeds from the issuance of the Sukuk Murabahah Programme I, from time to time, shall be utilised by Danum Sinar for the following Shariah-compliant purposes:

- (i) to pay all fees and expenses in relation to the Sukuk Murabahah Programme I; and
- (ii) to part finance Danum Sinar's new plantation development expenditure, construction of plantation mill and for working capital requirements.

**19. LOANS AND BORROWINGS (CONTINUED)**

**19.4 Sukuk Murabahah (continued)**

**19.4.1 Sukuk Murabahah I (continued)**

- (b) The Sukuk Murabahah Programme I will be issued in tranches and the security/collateral to be pledged for each of the tranches will only be determined and agreed with the relevant subscribers of the respective tranches prior to issuance of such tranche.

Tranche 1 shall be secured against the following security:

- (i) first charge on plantation land, plantation buildings and infrastructure as disclosed in Note 4.4(a) to the financial statements and bearer biological assets as disclosed in Note 6.3 to the financial statements;
- (ii) debenture over present and future assets of Danum Sinar;
- (iii) assignment and charge over Tranche 1 Designated Account;
- (iv) corporate guarantee from the Company; and
- (v) undertaking by the Company.

The security under item (i), (ii) and (v) shall be shared on a pari passu basis between the Sukukholders under Tranche 1 and financier to the existing Tawarruq term loan facility and revolving credit facilities as disclosed in Note 19.1.1 to the financial statements via the security sharing agreement ("Security Sharing Agreement").

- (c) The profit is payable on a monthly basis at a profit rate of Islamic Cost of Fund plus margin of 1.60% per annum.
- (d) The key financial covenants for the Sukuk Murabahah Programme I are as follows:
  - (i) Danum Sinar shall maintain a minimum FSCR of 1.20 times at all times; and
  - (ii) PNHB Group's consolidated net FE ratio shall not be more than 1.20 times at all times.

**19.4.2 Sukuk Murabahah II**

- (a) On 7 September 2023, Ideal Water Resources Sdn. Bhd. ("IWR"), a wholly-owned subsidiary of the Company made a lodgement with SC for Islamic Medium Term Notes Programme of RM1 billion in nominal value under the Shariah Principle of Murabahah via Tawarruq arrangement ("Sukuk Murabahah Programme II").

On 9 October 2023, IWR issued the First Tranche Sukuk Murabahah of RM34 million under the Sukuk Murabahah Programme II.

The proceeds raised from the First Tranche Sukuk Murabahah are utilised by Puncak and its Group of Companies ("Puncak Group") for the following purposes:

- (i) to fund general working capital requirements of Puncak Group;
- (ii) to fund identified projects undertaken by PNCSB; and/or
- (iii) payment of fees and costs in relation to the establishment of the Sukuk Murabahah Programme II and the issuance of the First Tranche Sukuk Murabahah.

## NOTES TO THE FINANCIAL STATEMENTS

**19. LOANS AND BORROWINGS (CONTINUED)****19.4 Sukuk Murabahah (continued)****19.4.2 Sukuk Murabahah II (continued)**

- (b) The First Tranche Sukuk Murabahah is unrated, has a tenure of one (1) year from the issue date and shall be secured against the following security:
- (i) third party first legal assignment and charge over the rights, titles and interests over all proceeds receivable by PNCSB under the contract agreements signed between the PNCSB and the respective contract awarders of the identified projects;
  - (ii) third party first legal charge on certain parcels of leasehold land of a subsidiary of the Company as disclosed in Note 5.3(b) to the financial statements;
  - (iii) assignment and charge of all rights, title, interest and benefits under the First Tranche Designated Accounts; and
  - (iv) corporate guarantee from the Company.
- On 3 October 2024, the tenure of the First Tranche Sukuk Murabahah has been extended by one (1) year from its original maturity date on 9 October 2024, as approved by the Sukukholder of the First Tranche Sukuk Murabahah.
- (c) The profit is payable on a quarterly basis using the floating profit rate.
- (d) The key financial covenants for the First Tranche Sukuk Murabahah are as follows:
- (i) PNHB Group shall maintain a net gearing ratio of not more than 1.25 times at all times; and
  - (ii) IWR shall maintain a minimum security cover ratio of 1.50 times at all times.
- (e) On 9 October 2024, IWR, the Issuer has early redeemed RM19.9 million in nominal value of the First Tranche Sukuk Murabahah. The outstanding amount for the First Tranche Sukuk Murabahah after the early redemption is RM14.1 million.

**19.5 Bank overdraft**

- (a) Bank overdraft of TRIpIc, a wholly-owned subsidiary of the Company is secured by:
- (i) a third party first legal charge over a leasehold land as disclosed in Note 5.3(a) to the financial statements; and
  - (ii) pledged of first party fixed deposit of RM314,000 (2023: RM307,000) as disclosed in Note 15.2(d) to the financial statements.
- (b) Bank overdraft of the Group bears interest at a rate of 7.82% (2023: 7.82%) per annum.

**20. TRADE AND OTHER PAYABLES**

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Trade</b>					
Trade payables	20.1	<b>98,827</b>	123,118	-	-
		<b>98,827</b>	123,118	-	-
<b>Non-trade</b>					
Other payables and accruals	20.2	<b>67,311</b>	66,700	<b>6,933</b>	996
Amount due to subsidiaries	20.3	-	-	<b>14,274</b>	37,852
Deposits received for assets held for sale	17	<b>61,213</b>	-	<b>61,213</b>	-
		<b>128,524</b>	66,700	<b>82,420</b>	38,848
		<b>227,351</b>	189,818	<b>82,420</b>	38,848

**20.1 Trade payables**

These amounts are non-interest bearing. Trade payables are normally settled on 30 - 60 days (2023: 30 - 60 days) terms.

**20.2 Other payables and accruals**

During the current financial year, included in the other payables and accruals of the Group are accrued interest expense on Medium Term Notes, accrued interest expense on Junior Notes and provision for replacements costs relating to CA-Z1P2 amounting to RM5,016,000 (2023: RM4,941,000), RM5,561,000 (2023: RM6,974,000) and RM25,361,000 (2023: RM23,199,000) respectively.

Included in other payables and accruals of the Group is an amount owing to a Director of the Company of RM5,306,000 (2023: RM5,306,000). The amount owing to a Director represents advances which are unsecured, interest-free and repayable on demand.

**20.3 Amount due to subsidiaries**

Included in amount due to subsidiaries is the proceeds on-lent to the Company from a subsidiary for the issuance of Sukuk Murabahah II as disclosed in Note 19.4.2 to the financial statements. The amount is unsecured, bears a periodic profit equivalent to the periodic profit payable on Sukuk Murabahah II.

## NOTES TO THE FINANCIAL STATEMENTS

**21. PROVISION FOR FORESEEABLE LOSS**

	Group	
	2024 RM'000	2023 RM'000
At 1 January	29,099	39,404
Provision utilised during the year	-	(10,305)
At 31 December	29,099	29,099

Provision for foreseeable loss of the Group, which arose from a subsidiary, PNCSB was made as the total contract costs of one of its contracts, D44 Project, is expected to exceed the total estimated contract revenue as a result of cost increase subsequent to the termination of the previous sub-contractor for non-performance and slow work progress.

The provision for foreseeable loss that was utilised during the previous financial year reflects the actual work that was realised upon revenue and cost recognition.

**22. REVENUE**

	Group	
	2024 RM'000	2023 RM'000
<b>Revenue from contracts with customers</b>	163,293	239,203
<b>Other revenue</b>		
- Others	1,603	2,576
	164,896	241,779

	Company	
	2024 RM'000	2023 RM'000
<b>Other revenue</b>		
- Dividend income	97,500	20,000

22. REVENUE (CONTINUED)

22.1 Disaggregation of revenue

Group	Construction		Plantation		Concession		Other revenue		Total	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Primary geographical markets</b>										
Malaysia	6,090	58,422	28,110	26,519	129,093	154,262	1,603	2,576	164,896	241,779
<b>Major products and service lines</b>										
Construction contracts	6,090	58,422	-	-	-	-	-	-	6,090	58,422
CA-ZIP2 - maintenance service	-	-	-	-	38,719	39,662	-	-	38,719	39,662
CA-ZIP3 - asset management services	-	-	-	-	76,650	77,243	-	-	76,650	77,243
CA-ZIP3 - supply of medical equipment	-	-	-	-	13,724	37,357	-	-	13,724	37,357
Sale of fresh fruits bunches	-	-	28,110	26,519	-	-	-	-	28,110	26,519
Others	-	-	-	-	-	-	1,603	2,576	1,603	2,576
	6,090	58,422	28,110	26,519	129,093	154,262	1,603	2,576	164,896	241,779
<b>Timing of recognition</b>										
At a point in time	-	-	28,110	26,519	13,724	37,357	1,603	2,576	43,437	66,452
Over time	6,090	58,422	-	-	115,369	116,905	-	-	121,459	175,327
	6,090	58,422	28,110	26,519	129,093	154,262	1,603	2,576	164,896	241,779
<b>Revenue from contract with customers</b>	6,090	58,422	28,110	26,519	129,093	154,262	-	-	163,293	239,203
<b>Other revenue</b>	-	-	-	-	-	-	1,603	2,576	1,603	2,576
<b>Total revenue</b>	6,090	58,422	28,110	26,519	129,093	154,262	1,603	2,576	164,896	241,779

## NOTES TO THE FINANCIAL STATEMENTS

**22. REVENUE (CONTINUED)****22.2 Nature of goods and services**

The following information reflects the typical transactions of the Group:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable element in consideration	Obligation for returns or refunds	Warranty
Construction contract	Revenue is recognised over time using the cost incurred method.	Based on agreed milestones, certified by architects. Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Defect liability period of 2 years is given to the customer.
CA-Z1P2					
1. Construction contract	Revenue is recognised over time using the cost incurred method. The construction of the building and faculties are on land owned by the customer.	A fixed monthly payment will be received after the completion of the construction works. Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	TVSB to make good defects throughout maintenance period.
2. Maintenance service	Revenue is recognised over time when the services are rendered.	Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
CA-Z1P3					
1. Construction contract	Revenue is recognised over time using the cost incurred method. The construction of the building and faculties are on land owned by the customer.	A fixed monthly payment will be received after the completion of the construction works. Credit period is of 30 days from invoice date.	Not applicable.	Not applicable.	TMSB to make good defects throughout asset management services period.
2. Supply of medical equipment	Revenue is recognised at a point in time when the goods are delivered.	Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
3. Asset management services	Revenue is recognised over time when the services are rendered.	Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
Sale of fresh fruit bunches	Revenue is recognised at a point in time when the goods are delivered.	Credit period of 15 days from invoice date.	Not applicable.	Not applicable.	Not applicable.

**22. REVENUE (CONTINUED)**

**22.3 Transaction price allocated to the remaining performance obligations**

The following table shows revenue from performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date. The disclosure is only providing information for contracts that have a direction of more than one (1) year.

Group	Year	Total RM'000
Concession segment		
- CA-Z1P2 - Availability charges	2025 to 2034	211,415
- CA-Z1P2 - Maintenance service	2025 to 2034	138,942
- CA-Z1P3 - Availability charges	2025 to 2043	689,670
- CA-Z1P3 - Asset management services	2025 to 2043	743,442
- CA-Z1P3 - Supply of medical equipment	2025 to 2026	472
		1,783,941

**22.4 Significant judgements and assumptions arising from revenue recognition**

The Group applied the following judgements and assumptions that significantly affect the determination of the amount and timing of revenue recognised from contracts with customers:

Construction contract

Significant judgement is involved in determining the costs to completion of the construction contract of the Group as at the reporting date, which has bearing on the computation of the stage of completion and the provision for foreseeable loss as disclosed in Note 21 to the financial statements. The stage of completion requires management to make reasonably dependable estimates of progress towards completion of projects.

These construction works are subject to final approval by respective customers. There is time lag between the final approval and the completion of construction work done by the Group. Hence, the actual costs could only be determined reliably on the completion of contracts, which may result in adjustments to the recognised profit or loss of the contracts.

CA-Z1P2

The Group applied the following approach to allocate the transaction price of the identified performance obligations:

Construction contract : Expected cost-plus margin approach  
 Maintenance service : Residual approach

In applying the above, the Group assumed an appropriate gross profit margin for the construction contract. A change in the gross profit margin will directly affect the transaction price, the amounts allocated to the identified performance obligations and the timing of the revenue recognised.

Upon completion of the construction works, the Group is entitled to fixed payments throughout the tenure of the concession period, as per the concession agreement. The discount rate used for the purpose of computation of the concession revenue comprising revenue from construction contract require significant judgements. A change in the discount rate will directly affect the amount and timing of revenue recognised.

## NOTES TO THE FINANCIAL STATEMENTS

**22. REVENUE (CONTINUED)****22.4 Significant judgements and assumptions arising from revenue recognition (continued)**CA-ZIP3

The Group applied the following approach to allocate the transaction price of the identified performance obligations:

Construction contract	: Expected cost-plus margin approach
Supply of medical equipment	: Expected cost-plus margin approach
Asset management services	: Residual approach

In applying the above, the Group assumed an appropriate gross profit margin for the construction contract and supply of medical equipment. A change in the gross profit margin will directly affect the transaction price, the amounts allocated to the identified performance obligations and the timing of the revenue recognised.

Upon completion of the construction works, the Group is entitled to fixed payments throughout the tenure of the concession period, as per the concession agreement. The discount rate used for the purpose of computation of the concession revenue comprising revenue from construction contract require significant judgements. A change in the discount rate will directly affect the amount and timing of revenue recognised.

**23. EMPLOYEE BENEFITS EXPENSE**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Wages and salaries	29,116	37,806	885	1,022
Defined contribution plan	3,621	4,852	42	53
Other staff related expenses	5,916	5,981	149	427
	<b>38,653</b>	48,639	<b>1,076</b>	1,502

Included in employee benefits expense of the Group are the Executive Directors' remuneration (excluding benefits-in-kind) amounting to RM2,877,000 (2023: RM3,037,000). Further details are disclosed in Note 29 to the financial statements.

**24. FINANCE COSTS**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Tawarruq term loan interest	<b>7,579</b>	7,602	-	-
Revolving credit interest	<b>9,109</b>	8,979	-	-
Medium Term Notes interest	<b>11,253</b>	11,313	-	-
Senior Sukuk Murabahah interest	<b>38,000</b>	40,277	-	-
Sukuk Murabahah interest	<b>4,518</b>	3,298	-	-
Overdraft interest	<b>44</b>	67	-	-
Lease liabilities interest	<b>244</b>	371	-	-
Guarantee fees	<b>1,290</b>	2,275	-	-
Commitment fees	<b>45</b>	56	-	-
Bank charges	<b>207</b>	139	<b>8</b>	8
Interest on amount due to a subsidiary company	-	-	<b>1,493</b>	390
	<b>72,289</b>	74,377	<b>1,501</b>	398
Recognised in profit or loss	<b>70,044</b>	72,156	<b>1,501</b>	398
Capitalised in bearer biological assets (Note 6.1)	<b>2,245</b>	2,221	-	-
	<b>72,289</b>	74,377	<b>1,501</b>	398

## NOTES TO THE FINANCIAL STATEMENTS

**25. (LOSS)/PROFIT BEFORE TAX**

(Loss)/Profit before tax is arrived at:

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>After charging:</b>					
Auditors' remunerations	25.1	384	459	77	89
Short-term lease payment for:					
- buildings		729	808	-	-
Lease payment for low-value asset:					
- photocopier machine		398	605	-	-
- automated teller machine		43	72	43	72
Realised foreign exchange loss (net)		-	35	-	-
Unrealised foreign exchange loss (net)		4	-	4	-
Fair value loss on investment properties		-	2,400	-	2,400
Fair value loss on fresh fruit bunches	12.1	2,297	775	-	-
Property, plant and equipment written off		355	6	-	-
Loss on disposal of a sub-subsiary	8.3	90,149	-	-	-
Bad debt written off		-	-	195,238	-
Investment in subsidiaries written off		-	-	6,045	-
<b>and after crediting:</b>					
Gain on disposal of property, plant and equipment		221	286	-	-
Gain on disposal of investment properties		25,773	-	-	-
Fair value gain on investment properties		16,229	34,353	4,876	-
Fair value gain on short-term investments		481	339	481	339
Finance income		6,405	6,205	519	497
Finance income charged on amount due from a subsidiary		-	-	-	5
Realised foreign exchange loss (net)		37	-	-	-
Unrealised foreign exchange gain (net)		-	1	-	18
Amortisation of concession assets and liabilities	7	4,306	4,305	-	-
Waiver of debt		-	-	5,415	-

**25. (LOSS)/PROFIT BEFORE TAX (CONTINUED)****25.1 Auditors' remunerations**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Grant Thornton Malaysia PLT				
- Statutory audit	318	326	65	65
- Other non-audit services	21	21	12	12
	339	347	77	77
Other auditors				
- Statutory audit	29	94	-	7
- Other non-audit services	16	18	-	5
	45	112	-	12
	384	459	77	89

**26. TAX (CREDIT)/EXPENSE****Recognised in profit or loss**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Total income tax (credit)/expense	(421)	5,550	7,165	(2,429)
Major components of income tax (credit)/expense include:				
Current income tax				
- Current financial year	6,246	7,398	129	70
- Under provision in respect of prior years	6,167	967	5,851	-
- Real property gains tax	7,700	-	7,700	-
- Capital gains tax	1,672	-	-	-
	21,785	8,365	13,680	70
Deferred income tax (Note 10)				
- Origination and reversal of temporary differences	(21,452)	(7,528)	(6,515)	(1,185)
- (Over)/Under provision in respect of prior years	(754)	4,713	-	(1,314)
	(22,206)	(2,815)	(6,515)	(2,499)
Total income tax (credit)/expense	(421)	5,550	7,165	(2,429)

## NOTES TO THE FINANCIAL STATEMENTS

## 26. TAX (CREDIT)/EXPENSE (CONTINUED)

## Reconciliation of tax (credit)/expense

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
(Loss)/Profit before tax	(131,971)	9,253	7,562	29,867
Taxation at Malaysian statutory tax rate of 24%	(31,673)	2,221	1,815	7,168
Income not subject to tax	(16,728)	(29,034)	(74,429)	(16,068)
Expenses not deductible for tax purposes	34,083	14,080	73,928	7,785
Under provision of current tax expenses in prior years	6,167	967	5,851	-
(Over)/Under provision of deferred tax in prior years	(754)	4,713	-	(1,314)
Movement of deferred tax assets not recognised	8,484	12,603	-	-
Income tax (credit)/expense recognised in profit or loss	(421)	5,550	7,165	(2,429)

## 27. OTHER COMPREHENSIVE INCOME/(EXPENSE)

	2024			2023		
	Before tax RM'000	Tax expense RM'000	Net of tax RM'000	Before tax RM'000	Tax expense RM'000	Net of tax RM'000
<b>Item that is or may be reclassified subsequently to profit or loss</b>						
Foreign currency translation differences for foreign operations						
- Gain/(Loss) arising during the year	1	-	1	(13)	-	(13)
<b>Item that will not be reclassified subsequently to profit or loss</b>						
Revaluation of land and buildings, net of tax (Note 18.4)	-	-	-	6,084	(1,460)	4,624
	1	-	1	6,071	(1,460)	4,611

**28. (LOSS)/EARNINGS PER ORDINARY SHARE****Basic (loss)/earnings per ordinary share**

The calculation of basic (loss)/earnings per ordinary share for the year ended 31 December 2024 was based on the profit or loss attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

	Group	
	2024	2023
(Loss)/Profit attributable to ordinary shareholders (RM'000)	<b>(131,778)</b>	8,845
Weighted average number of ordinary shares ('000)	<b>447,248</b>	447,248
Basic (loss)/earnings per ordinary share (sen)	<b>(29.46)</b>	1.98

**Diluted (loss)/earnings per ordinary share**

The calculation of diluted (loss)/earnings per ordinary share at 31 December 2024 was based on profit or loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

The diluted (loss)/earnings per ordinary share has not been disclosed as it does not have dilutive potential ordinary shares.

**29. DIRECTORS' REMUNERATION**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Executive Directors:</b>				
Wages and salaries	<b>1,642</b>	1,776	-	-
Defined contribution plan	<b>463</b>	493	-	-
Other emoluments	<b>772</b>	768	-	-
Total Executive Directors' remuneration (excluding benefits-in-kind)	<b>2,877</b>	3,037	-	-
Estimated monetary value of benefits-in-kind	<b>127</b>	115	<b>26</b>	25
Total Executive Directors' remuneration (including benefits-in-kind)	<b>3,004</b>	3,152	<b>26</b>	25
<b>Non-Executive Directors:</b>				
Other emoluments	<b>603</b>	670	<b>603</b>	670
Total Non-Executive Directors' remuneration (excluding benefits-in-kind)	<b>603</b>	670	<b>603</b>	670
Estimated monetary value of benefits-in-kind	<b>20</b>	19	<b>20</b>	19
Total Non-Executive Directors' remuneration (including benefits-in-kind)	<b>623</b>	689	<b>623</b>	689
Total Directors' remuneration (including benefits-in-kind)	<b>3,627</b>	3,841	<b>649</b>	714

## NOTES TO THE FINANCIAL STATEMENTS

## 29. DIRECTORS' REMUNERATION (CONTINUED)

2024	Group			Company		
	Salaries and/or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000	Salaries and/or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000
<b>Executive Directors</b>						
Tan Sri Rozali bin Ismail	2,450	101	2,551	-	-	-
Azlan Shah bin Rozali	427	26	453	-	26	26
	<b>2,877</b>	<b>127</b>	<b>3,004</b>	<b>-</b>	<b>26</b>	<b>26</b>
<b>Non-Executive Directors</b>						
Dato' Sri Adenan bin Ab. Rahman	134	4	138	134	4	138
Prof Emeritus Datuk Dr Marimuthu a/l Nadason	102	4	106	102	4	106
Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj	94	5	99	94	5	99
Haji Noor Faiz bin Hassan	90	-	90	90	-	90
Datuk Sr Haji Johari bin Wahab	94	4	98	94	4	98
Tan Sri Dr Madinah binti Mohamad	89	3	92	89	3	92
	<b>603</b>	<b>20</b>	<b>623</b>	<b>603</b>	<b>20</b>	<b>623</b>
	<b>3,480</b>	<b>147</b>	<b>3,627</b>	<b>603</b>	<b>46</b>	<b>649</b>

\* Includes defined contribution plan and meeting allowances

**29. DIRECTORS' REMUNERATION (CONTINUED)**

2023	Group			Company		
	Salaries and/or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000	Salaries and/or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000
<b>Executive Directors</b>						
Tan Sri Rozali bin Ismail	2,594	90	2,684	-	-	-
Azlan Shah bin Rozali	443	25	468	-	25	25
	3,037	115	3,152	-	25	25
<b>Non-Executive Directors</b>						
Dato' Sri Adenan bin Ab. Rahman	144	4	148	144	4	148
Prof Emeritus Datuk Dr Marimuthu a/l Nadason	110	3	113	110	3	113
Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj	104	5	109	104	5	109
Haji Noor Faiz bin Hassan	104	-	104	104	-	104
Datuk Sr Haji Johari bin Wahab	104	4	108	104	4	108
Tan Sri Dr Madinah binti Mohamad	104	3	107	104	3	107
	670	19	689	670	19	689
	3,707	134	3,841	670	44	714

\* Includes defined contribution plan and meeting allowances

**30. OPERATING SEGMENTS**

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the continuing operations and discontinued operations in each of the Group's reportable segments:

- Construction Includes construction activities.
- Plantation Includes oil palm plantation activities.
- Concession Includes construction and maintenance related activities relating to the concession agreements between TRIP, UiTM and the Government.

Other non-reportable segments comprise mainly investment holding and management-related activities.

Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

## NOTES TO THE FINANCIAL STATEMENTS

**30. OPERATING SEGMENTS (CONTINUED)****Segment assets**

The total of segment assets is measured based on all assets of a segment, as included in the internal management reports that are reviewed by the Board of Directors. Segment total assets is used to measure the return on assets of each segment.

**Segment liabilities**

The total of segment liabilities is measured based on all liabilities of a segment as included in the internal management reports that are reviewed by the Board of Directors.

**Segment capital expenditure**

Segment capital expenditure is the total cost incurred during the financial year to acquire property, plant and equipment and other tangible assets.

	Construction		Plantation		Concession		Total	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Revenue from external customers	6,090	58,422	28,110	26,519	129,093	154,262	163,293	239,203
Finance income	20	28	33	55	4,539	4,486	4,592	4,569
Other income	38	84	376	184	520	134	934	402
Fair value loss on fresh fruit bunches	-	-	(2,297)	(775)	-	-	(2,297)	(775)
	6,148	58,534	26,222	25,983	134,152	158,882	166,522	243,399
Operating expenses	(22,220)	(70,881)	(28,156)	(42,884)	(45,048)	(61,108)	(95,424)	(174,873)
Reversal for foreseeable loss	-	10,305	-	-	-	-	-	10,305
Depreciation and amortisation	(4)	(8)	(20,593)	(17,650)	(1,304)	(1,317)	(21,901)	(18,975)
Segment results	(16,076)	(2,050)	(22,527)	(34,551)	87,800	96,457	49,197	59,856
Finance costs	(234)	(594)	(17,628)	(17,525)	(61,038)	(63,110)	(78,900)	(81,229)
<b>(Loss)/Profit before tax</b>	<b>(16,310)</b>	<b>(2,644)</b>	<b>(40,155)</b>	<b>(52,076)</b>	<b>26,762</b>	<b>33,347</b>	<b>(29,703)</b>	<b>(21,373)</b>
<b>Assets and liabilities</b>								
<b>Segment assets</b>	<b>53,588</b>	<b>68,031</b>	<b>695,453</b>	<b>715,330</b>	<b>1,082,167</b>	<b>1,150,864</b>	<b>1,831,208</b>	<b>1,934,225</b>
Included in the measure of segment assets are:								
Additions to non-current assets other than financial instruments and deferred tax assets	-	3	6,014	12,751	1,183	2,224	7,197	14,978
<b>Segment liabilities</b>	<b>(105,004)</b>	<b>(143,539)</b>	<b>(331,257)</b>	<b>(338,697)</b>	<b>(903,586)</b>	<b>(983,471)</b>	<b>(1,339,847)</b>	<b>(1,465,707)</b>



**30. OPERATING SEGMENTS (CONTINUED)**

**Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other material items**

	2024 RM'000	2023 RM'000
<b>Profit or loss</b>		
Total profit or loss for reportable segments	(29,703)	(21,373)
Other non-reportable segments and elimination	(108,510)	23,138
Unallocated income	6,242	7,488
(Loss)/Profit before tax	(131,971)	9,253

2024	External revenue RM'000	Depreciation and amortisation RM'000	Finance cost RM'000	Finance income RM'000	Segment assets RM'000	Additions to non-current assets RM'000	Segment liabilities RM'000
Total reportable segments	163,293	(21,901)	(78,900)	4,592	1,831,208	7,197	(1,339,847)
Other non-reportable segments	1,603	(3,413)	7,363	3,786	2,029,601	751	789
Elimination of inter-segment transactions or balances	-	-	1,493	(1,492)	(1,163,929)	-	(69,477)
Unallocated assets	-	-	-	-	45,475	-	-
Unallocated liabilities	-	-	-	-	-	-	(139,340)
<b>Consolidated total</b>	<b>164,896</b>	<b>(25,314)</b>	<b>(70,044)</b>	<b>6,886</b>	<b>2,742,355</b>	<b>7,948</b>	<b>(1,547,875)</b>
<b>2023</b>							
Total reportable segments	239,203	(18,975)	(81,229)	4,569	1,934,225	14,978	(1,465,707)
Other non-reportable segments	2,576	(3,163)	8,678	2,370	2,169,001	798	(245,111)
Elimination of inter-segment transactions or balances	-	-	395	(395)	(1,196,224)	-	248,168
Unallocated assets	-	-	-	-	38,738	-	-
Unallocated liabilities	-	-	-	-	-	-	(157,551)
<b>Consolidated total</b>	<b>241,779</b>	<b>(22,138)</b>	<b>(72,156)</b>	<b>6,544</b>	<b>2,945,740</b>	<b>15,776</b>	<b>(1,620,201)</b>

## NOTES TO THE FINANCIAL STATEMENTS

**30. OPERATING SEGMENTS (CONTINUED)****Geographical segments**

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of the customers while segment assets are based on the geographical location of the assets. The geographical location of the customers for segment revenue are disclosed in Note 22.1 to the financial statements. The amounts of non-current assets do not include financial instruments and deferred tax assets.

Geographical information	Group	
	External revenue RM'000	Non-current assets RM'000
<b>2024</b>		
Malaysia	<b>164,896</b>	<b>1,372,181</b>
<b>2023</b>		
Malaysia	241,779	1,336,253

**Major customers**

The following are major customers with revenue of more than 10% of the Group's total revenue:

	Revenue		Segment
	2024 RM'000	2023 RM'000	
All common control companies of:			
- Customer A	-	36,613	Construction
- Customer B	<b>129,093</b>	154,262	Concession
- Customer C	<b>28,110</b>	26,519	Plantation

**31. FINANCIAL INSTRUMENTS****31.1 Categories of financial instruments**

The table below provides an analysis of financial instruments as at 31 December 2024 categorised as follows:

- (a) Amortised cost ("AC")
- (b) Fair value through profit or loss ("FVTPL")
  - Designated upon initial recognition ("DUIR")

<b>2024</b>	<b>Carrying amount RM'000</b>	<b>AC RM'000</b>	<b>FVTPL-DUIR RM'000</b>
<b>Group</b>			
<b>Financial assets</b>			
Trade and other receivables	871,087	871,087	-
Short-term investments	113,769	57,743	56,026
Cash and cash equivalents	148,649	148,649	-
	<b>1,133,505</b>	<b>1,077,479</b>	<b>56,026</b>
<b>Financial liabilities</b>			
Trade and other payables	(227,351)	(227,351)	-
Loans and borrowings	(1,062,745)	(1,062,745)	-
	<b>(1,290,096)</b>	<b>(1,290,096)</b>	<b>-</b>
<b>Company</b>			
<b>Financial assets</b>			
Other receivables	1,246	1,246	-
Short-term investments	56,026	-	56,026
Cash and cash equivalents	18,665	18,665	-
	<b>75,937</b>	<b>19,911</b>	<b>56,026</b>
<b>Financial liability</b>			
Other payables	(82,420)	(82,420)	-

## NOTES TO THE FINANCIAL STATEMENTS

## 31. FINANCIAL INSTRUMENTS (CONTINUED)

## 31.1 Categories of financial instruments (continued)

The table below provides an analysis of financial instruments as at 31 December 2023 categorised as follows:

- (a) Amortised cost ("AC")  
 (b) Fair value through profit or loss ("FVTPL")  
 - Designated upon initial recognition ("DUIR")

2023	Carrying amount RM'000	AC RM'000	FVTPL-DUIR RM'000
<b>Group</b>			
<b>Financial assets</b>			
Trade and other receivables	907,730	907,730	-
Short-term investments	98,857	64,664	34,193
Cash and cash equivalents	143,140	143,140	-
	1,149,727	1,115,534	34,193
<b>Financial liabilities</b>			
Trade and other payables	(189,818)	(189,818)	-
Loans and borrowings	(1,147,937)	(1,147,937)	-
	(1,337,755)	(1,337,755)	-
<b>Company</b>			
<b>Financial assets</b>			
Other receivables	1,317	1,317	-
Short-term investments	34,193	-	34,193
Cash and cash equivalents	20,112	20,112	-
	55,622	21,429	34,193
<b>Financial liability</b>			
Other payables	(38,848)	(38,848)	-

**31. FINANCIAL INSTRUMENTS (CONTINUED)****31.2 Net gains/(losses) arising from financial instruments**

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Net gains/(losses) on:</b>				
Financial assets at fair value through profit or loss:				
<i>Designated upon initial recognition</i>	<b>481</b>	339	<b>481</b>	339
Financial assets at amortised cost	<b>12,936</b>	8,176	<b>11,997</b>	143,318
Financial liabilities at amortised cost	<b>(69,792)</b>	(71,961)	<b>3,922</b>	(390)
	<b>(56,375)</b>	(63,446)	<b>16,400</b>	143,267

**31.3 Financial risk management**

The Group and the Company have exposure to the following risks from their use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The Board of Directors regularly reviews and agrees on policies and procedures for the management of these risks.

The following sections provide details on the Group's and the Company's exposure to the abovementioned financial risks and the objectives and policies for the management of these risks.

**31.4 Credit risk**

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers, short-term investments and cash and cash equivalents.

The Company's exposure to credit risk arises primarily from loans and advances to subsidiaries, financial guarantees given to banks for credit facilities granted to subsidiaries, short-term investments and cash and cash equivalents. There are no significant changes as compared to prior periods.

## NOTES TO THE FINANCIAL STATEMENTS

**31. FINANCIAL INSTRUMENTS (CONTINUED)****31.4 Credit risk (continued)****31.4.1 Trade receivables and contract assets***Risk management objectives, policies and processes for managing the risk*

The Group manages its credit risk by establishing credit controls with the view to ensuring that overdue debts are within an acceptable level. For other financial assets, the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

At each reporting date, the Group assesses whether any of the trade receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired trade receivables and contract assets are written off when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables and contract assets that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

*Credit risk concentration profile*

At the reporting date, the Group's trade receivables were mainly due from one (2023: four) customers.

*Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables and contract assets are represented by the carrying amounts in the statements of financial position.

*Recognition and measurement of impairment losses*

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 30-60 days.

The Group uses an allowance matrix to measure ECLs of trade receivables for all segments except for construction and concession segment. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Management has taken reasonable steps to ensure that trade receivables and contract assets that are neither past due nor impaired are stated at their recoverable values. A significant portion of these trade receivables and contract assets are arising from a few individual customers. The Group assessed the risk of loss of each customer individually based on their financial information, past trend of payments and external credit ratings, where applicable. All of these customers have low risk of default.



**31. FINANCIAL INSTRUMENTS (CONTINUED)**

**31.4 Credit risk (continued)**

**31.4.1 Trade receivables and contract assets (continued)**

*Recognition and measurement of impairment losses (continued)*

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at 31 December 2024 which are grouped together as they are expected to have similar risk nature.

Group	2024			2023		
	Gross carrying amount RM'000	Net remeasurement of loss allowance RM'000	Net balance RM'000	Gross carrying amount RM'000	Net remeasurement of loss allowance RM'000	Net balance RM'000
Unbilled	835,911	(8,569)	827,342	887,169	(9,102)	878,067
Not past due	5,929	(59)	5,870	11,898	(112)	11,786
1-30 days past due	10,176	(102)	10,074	5,745	(57)	5,688
	<b>852,016</b>	<b>(8,730)</b>	<b>843,286</b>	904,812	(9,271)	895,541
<b>Credit impaired</b>						
More than 90 days past due	9,858	(162)	9,696	13,433	(200)	13,233
Individually impaired	328	(328)	-	6,780	(6,780)	-
	<b>862,202</b>	<b>(9,220)</b>	<b>852,982</b>	925,025	(16,251)	908,774
Trade receivables	<b>854,821</b>	<b>(8,936)</b>	<b>845,885</b>	891,772	(9,585)	882,187
Advances to subcontractors	5,048	(252)	4,796	11,211	(6,415)	4,796
Contract assets	2,333	(32)	2,301	22,042	(251)	21,791
	<b>862,202</b>	<b>(9,220)</b>	<b>852,982</b>	925,025	(16,251)	908,774

The movements in the allowance for impairment in respect of trade receivables and contract assets during the year are shown below:

Group	Trade Receivables			Contract assets RM'000	Total RM'000
	Lifetime ECL RM'000	Credit impaired RM'000			
Balance at 1 January 2023	9,415	8,893		82	18,390
Net remeasurement of loss allowance	(295)	(2,013)		169	(2,139)
Balance at 31 December 2023	<b>9,120</b>	<b>6,880</b>		<b>251</b>	<b>16,251</b>
Net remeasurement of loss allowance	<b>(422)</b>	<b>(6,390)</b>		<b>(219)</b>	<b>(7,031)</b>
Balance at 31 December 2024	<b>8,698</b>	<b>490</b>		<b>32</b>	<b>9,220</b>

## NOTES TO THE FINANCIAL STATEMENTS

**31. FINANCIAL INSTRUMENTS (CONTINUED)****31.4 Credit risk (continued)****31.4.2 Short-term investments**

Investments are allowed only in liquid securities and only with counterparties that have a credit rating equal to or better than the Group.

As at the end of the reporting period, the Group and the Company have only invested in unit trust and cash fund. The maximum exposure to credit risk is represented by the carrying amounts in the statements of financial position.

There is no history of default on the unit trust and cash fund and there are no indicators that these funds may default. The Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

**31.4.3 Cash and cash equivalents**

Cash and cash equivalents are placed with financial institutions which are regulated.

As at the end of the reporting period, the maximum exposure to credit risk of the Group and of the Company are represented by the carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

**31.4.4 Other receivables**

*Risk management objectives, policies and processes for managing the risk*

Credit risks on non-current other receivables are mainly arising from receivables from contract with customer which represents financial assets from the concession agreements for the UiTM project.

Credit risks on current other receivables are mainly on sundry debtors and deposits paid.

Expected credit loss of other receivables is determined individually after considering the financial strength of the other receivables.

*Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk are represented by their carrying amounts in the statements of financial position.

*Recognition and measurement of impairment loss*

In managing credit risk of other receivables, the Group and the Company manage their sundry debtors and take appropriate actions (including but not limited to legal actions) to recover long overdue balances.

**31. FINANCIAL INSTRUMENTS (CONTINUED)**

**31.4 Credit risk (continued)**

**31.4.4 Other receivables (continued)**

The movements in the allowance for impairment in respect of other receivables during the year are shown below:

<b>Group</b>	<b>Lifetime ECL RM'000</b>
Balance at 1 January 2023	7,712
Net remeasurement of loss allowance	29
Balance at 31 December 2023	<b>7,741</b>
Net remeasurement of loss allowance	<b>293</b>
Balance at 31 December 2024	<b>8,034</b>
<b>Company</b>	
Balance at 1 January 2023	14
Net remeasurement of loss allowance	(1)
Balance at 31 December 2023	<b>13</b>
Net remeasurement of loss allowance	<b>(10)</b>
Balance at 31 December 2024	<b>3</b>

**31.4.5 Inter-company loans and advances**

*Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured loans and advances to the subsidiaries. The Company monitors the results of the subsidiaries regularly.

*Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

Loans and advances are not secured by any collateral or supported by any other credit enhancements.

## NOTES TO THE FINANCIAL STATEMENTS

**31. FINANCIAL INSTRUMENTS (CONTINUED)****31.4 Credit risk (continued)****31.4.5 Inter-company loans and advances (continued)***Recognition and measurement of impairment loss*

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' loans and advances when they are payable, the Company considers the loans and advances to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's loan or advance to be credit impaired when:

- the subsidiary is unlikely to repay its loan or advance to the Company in full; or/and
- the subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default for these loans and advances individually using internal information available.

The following table provides information about the exposure to credit risk and ECLs for the subsidiaries' loans and advances as at 31 December 2024:

Company	Gross carrying amount RM'000	Impairment loss allowance RM'000	Net balance RM'000
<b>2024</b>			
Low credit risk	-	-	-
Significant increase in credit risk	-	-	-
Credit impaired	-	-	-
	-	-	-
<b>2023</b>			
Low credit risk	235	-	235
Significant increase in credit risk	102	-	102
Credit impaired	206,827	(206,714)	113
	207,164	(206,714)	450

**31. FINANCIAL INSTRUMENTS (CONTINUED)****31.4 Credit risk (continued)****31.4.5 Inter-company loans and advances (continued)**

*Recognition and measurement of impairment loss (continued)*

The movement in the allowance for impairment in respect of the subsidiaries' loans and advances during the year is as follows:

<b>Company</b>	<b>Lifetime ECL RM'000</b>	<b>Credit Impaired RM'000</b>	<b>Total RM'000</b>
Balance at 1 January 2023	2,235	347,302	349,537
Net remeasurement of loss allowance	(2,235)	(140,588)	(142,823)
Balance at 31 December 2023	-	<b>206,714</b>	<b>206,714</b>
Net remeasurement of loss allowance	-	<b>(206,714)</b>	<b>(206,714)</b>
Balance at 31 December 2024	-	-	-

The significant decrease in net measurement of loss allowance during financial year and previous financial year are primarily due to the Company subscribed RPS in certain subsidiaries by way of capitalisation of the amounts due from subsidiaries as disclosed in Note 8.1(b) to the financial statements.

**31.4.6 Financial guarantees**

*Risk management objectives, policies and processes for managing the risk*

The Company provides financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

*Exposure to credit risk, credit quality and collateral*

The maximum exposure to credit risk amounts to RM663,986,000 (2023: RM693,242,000) representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period which are guaranteed by the Company.

The financial guarantees are provided as credit enhancements to the subsidiaries' secured loans.

*Recognition and measurement of impairment loss*

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- the subsidiary is unlikely to repay its credit obligation to the bank in full; or/and
- the subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default of the guaranteed loans individually using internal information available. As at the end of the reporting period, there was no indication that any subsidiary would default on repayment.

## NOTES TO THE FINANCIAL STATEMENTS

## 31. FINANCIAL INSTRUMENTS (CONTINUED)

## 31.5 Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as they fall due. The Group's exposure to liquidity risk arise principally from its various payables, loans and borrowings.

The Group and the Company manage liquidity risk by establishing budget with the view to ensure sufficient bank balances and have sufficient liquidity to meet its liabilities when they fall due. In addition, the Group and the Company negotiate with financial institutions to reschedule and/or restructure the existing credit facilities to coincide with the present operating environment.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

*Maturity analysis*

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

Group	Carrying amount RM'000	Contractual interest rate/ coupon	Contractual cash flows RM'000	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000
<b>2024</b>						
<b>Financial liabilities</b>						
Tawarruq term loan	123,683	6.10%	160,835	12,210	76,241	72,384
Revolving credit facilities	150,000	5.99% - 6.10%	150,763	150,763	-	-
Medium Term Notes	218,052	5.76% - 6.70%	322,567	38,522	162,122	121,923
Senior Sukuk Murabahah	506,895	4.95% - 5.90%	697,303	67,870	336,575	292,858
Sukuk Murabahah	64,100	5.05% - 6.05%	83,096	17,675	27,000	38,421
Bank overdraft	15	7.82%	15	15	-	-
Lease liabilities	2,678	2.23% - 4.52%	2,757	1,371	1,386	-
Trade and other payables	227,351	-	227,351	227,351	-	-
Total undiscounted financial liabilities	1,292,774		1,644,687	515,777	603,324	525,586



**31. FINANCIAL INSTRUMENTS (CONTINUED)**

**31.5 Liquidity risk (continued)**

*Maturity analysis (continued)*

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments (continued):

Group	Carrying amount RM'000	Contractual interest rate/ coupon	Contractual cash flows RM'000	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000
<b>2023</b>						
<b>Financial liabilities</b>						
Tawarruq term loan	126,083	5.80% - 6.10%	170,880	10,045	67,067	93,768
Revolving credit facilities	150,492	1.80% - 6.10%	151,244	151,244	-	-
Medium Term Notes	242,568	6.05% - 8.93%	316,041	31,856	111,230	172,955
Senior Sukuk Murabahah	544,785	4.75% - 5.90%	767,193	69,891	337,719	359,583
Sukuk Murabahah	84,000	5.05% - 6.05%	104,956	38,107	17,203	49,646
Bank overdraft	9	7.82%	9	9	-	-
Lease liabilities	4,258	2.43% - 4.52%	4,356	2,170	2,186	-
Trade and other payables	189,818	-	189,818	189,818	-	-
Total undiscounted financial liabilities	1,342,013		1,704,497	493,140	535,405	675,952

Company	Carrying amount RM'000	Contractual interest rate/ coupon	Contractual cash flows RM'000	On demand or within one year RM'000
<b>2024</b>				
<b>Financial liability</b>				
Other payables	82,420	-	82,420	82,420
Total undiscounted financial liability	82,420		82,420	82,420
Financial guarantees (Note 31.4.6)	-		663,986	663,986
<b>2023</b>				
<b>Financial liability</b>				
Other payables	38,848	-	38,848	38,848
Total undiscounted financial liability	38,848		38,848	38,848
Financial guarantees (Note 31.4.6)	-		693,242	693,242

## NOTES TO THE FINANCIAL STATEMENTS

**31. FINANCIAL INSTRUMENTS (CONTINUED)****31.6 Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other prices that will affect the Group's and the Company's financial position or cash flows.

**31.6.1 Currency risk**

The Group is exposed to various currencies, mainly United States Dollar ("USD") and Singapore Dollar ("SGD"). Foreign currency denominated assets and liabilities together with expected cash flows from expenses, give rise to foreign exchange exposures.

*Risk management objectives, policies and processes for managing the risk*

Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

*Exposure to foreign currency risk*

The Group's and Company's exposure to foreign currency (a currency which is other than the functional currencies of the Group entities) risk, based on carrying amounts as at the end of the reporting period was:

	Denominated in	
	USD RM'000	SGD RM'000
<b>Group</b>		
<b>As at 31 December 2024</b>		
Cash and cash equivalents	113	-
<b>As at 31 December 2023</b>		
Cash and cash equivalents	139	197
Other payables	(4)	(43)
	135	154
<b>Company</b>		
<b>As at 31 December 2024</b>		
Cash and cash equivalents	113	-
<b>As at 31 December 2023</b>		
Cash and cash equivalents	133	197

*Currency risk sensitivity analysis*

Foreign currency risk arises from Group entities which have a RM functional currency. The exposure to currency risk of Group entities which do not have a RM functional currency is not material and hence, sensitivity analysis is not presented.

**31. FINANCIAL INSTRUMENTS (CONTINUED)****31.6 Market risk (continued)****31.6.2 Interest rate risk**

*Risk management objectives, policies and processes for managing the risk*

The Group's and the Company's investments in fixed deposits and its fixed rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings and receivables are exposed to a risk of change in cash flows due to changes in interest rates. Investments in short-term receivables and payables are not significantly exposed to interest rate risk.

The Company's loans and advances to subsidiaries are exposed to a risk of change in cash flows due to changes in interest rates charged. Short-term loans and advances to subsidiaries are not significantly exposed to interest rate risk.

*Exposure to interest rate risk*

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Fixed rate instruments</b>				
Financial assets	125,921	133,352	12,273	16,016
Financial liabilities	(727,625)	(792,103)	-	-
	<b>(601,704)</b>	<b>(658,751)</b>	<b>12,273</b>	<b>16,016</b>
<b>Floating rate instruments</b>				
Financial assets	56,026	34,193	56,026	34,193
Financial liabilities	(337,798)	(360,092)	-	-
	<b>(281,772)</b>	<b>(325,899)</b>	<b>56,026</b>	<b>34,193</b>

The Group's and the Company's income and operating cash flows on fixed interest rate instruments are substantially independent on changes in market interest rates.

*Fair value sensitivity analysis for fixed rate instruments*

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

*Cash flow sensitivity analysis for variable rates instruments*

At the reporting date, if interest rates had been 25 (2023: 25) basis points higher, with all other variables held constant, the Group's pre-tax loss would have been higher by the amount of RM704,000 (2023: RM815,000) and the Company's pre-tax loss would have been lower by the amount of RM140,000 (2023: RM RM85,000). If the interest rates had been 25 (2023: 25) basis points lower, with all other variables held constant, the Group's pre-tax loss would have had equal but opposite effect.

## NOTES TO THE FINANCIAL STATEMENTS

## 31. FINANCIAL INSTRUMENTS (CONTINUED)

## 31.7 Fair value information

The carrying amounts of cash and cash equivalents, short-term receivables and payables and short-term borrowings reasonably approximate fair values due to the relatively short-term nature of these financial instruments.

The following are the analyses of the carrying amount and fair value of those financial instruments not carried at fair value. These fair values are categorised under Level 3 of the fair value hierarchy.

Group	Carrying amount 2024 RM'000	Fair value 2024 RM'000	Carrying amount 2023 RM'000	Fair value 2023 RM'000
<b>Financial liabilities</b>				
Loans and borrowings				
- Tawarruq term loan	(123,683)	(123,683)	(126,083)	(126,083)
- Revolving credit facilities	(150,000)	(150,000)	(150,492)	(150,492)
- Medium Term Notes	(218,052)	(218,052)	(242,568)	(242,568)
- Senior Sukuk Murabahah	(506,895)	(506,895)	(544,785)	(544,785)
- Sukuk Murabahah	(64,100)	(64,100)	(84,000)	(84,000)
- Bank overdraft	(15)	(15)	(9)	(9)

Short-term investments (comprise of unit trust and cash fund) of the Group and of the Company amounted to RM56,026,000 (2023: RM34,193,000). These short-term investments which are carried at fair value are categorised under Level 2 of the fair value hierarchy.

Fair values of financial guarantees of the Company amounted to RM663,986,000 (2023: RM693,242,000) are not expected to be material due to low credit risk exposure.

**Level 1 fair value**

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the entity can access at the measurement date.

**Level 2 fair value**

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

**Transfer between Level 1 and Level 2 fair values**

There has been no transfer between Level 1 and Level 2 fair values during the financial year (2023: no transfer in either direction).

**31. FINANCIAL INSTRUMENTS (CONTINUED)**

**31.7 Fair value information (continued)**

**Level 3 fair value**

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

**Financial instruments not carried at fair value**

Type	Description of valuation technique and inputs used
Loans and borrowings	Discounted cash flows using rates based on the current market rate of borrowings of the respective Group entities at the reporting date.
Financial guarantees	Probability weighted discounted cash flows taking into account the likelihood of the guaranteed party defaulting and the estimated loss exposure if the party guaranteed were to default.

**32. CAPITAL MANAGEMENT**

The primary objective of the Group’s capital management is to support the Group’s growth strategy and maximise shareholder value with optimal capital structure.

The Group and the Company are not subject to externally imposed capital requirements other than the financial covenant as disclosed in Note 19 to the financial statements.

The Group manages capital using a gearing ratio, which is net debt divided by total capital being the equity attributable to equity holders of the Group plus net debt. Included within net debts of the Group are loans and borrowings.

At year end, the Group has a net debt of RM1,065,423,000 (2023: RM1,152,195,000) and a total capital of RM2,239,723,000 (2023: RM2,458,272,000) giving rise to a gearing ratio of approximately 48% (2023: 47%).

There was no change in the Group’s approach to capital management during the financial year.

**33. CAPITAL AND OTHER COMMITMENTS**

Capital expenditure as at the reporting date is as follows:

	Group	
	2024 RM'000	2023 RM'000
<b>Contracts approved and contracted for</b>		
- Property, plant and equipment	290	535
- Bearer biological assets	252	252
	<b>542</b>	787

## NOTES TO THE FINANCIAL STATEMENTS

**34. RELATED PARTIES****Identity of related parties**

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. Key management personnel include all the Directors of the Group, and certain members of senior management of the Group.

The Group has related party relationship with its holding companies, significant investors, subsidiaries, associates and key management personnel.

**Significant related party transactions**

Related party transactions have been entered into in the normal course of business under normal trade terms. The significant related party transactions of the Group and the Company are shown below. Information regarding outstanding balances arising from related party transactions are disclosed in Notes 14 and 20 to the financial statements.

**A. Subsidiaries**

	Company	
	2024 RM'000	2023 RM'000
Dividend income (Note 22)	97,500	20,000
Interest expense on amount due to a subsidiary company (Note 24)	(1,493)	(390)
Interest income charged on amount due from a subsidiary	-	5
Management fees charged by PNMSSB	-	(10,244)

**B. Key management personnel**

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Employee benefits		3,615	4,964	-	-
Defined contribution plan		775	975	-	-
Other staff related expenses		1,534	1,741	603	670
Estimated monetary value of benefits-in-kind		210	223	46	44
		6,134	7,903	649	714
Included in the total key management personnel are:					
Directors' remuneration of the Company	29	3,627	3,841	649	714
Directors' remuneration of the subsidiaries		2,308	2,994	-	-

**34. RELATED PARTIES (CONTINUED)**

**Significant related party transactions (continued)**

**B. Key management personnel (continued)**

The top five senior management’s remuneration in bands of RM50,000 for the current and the previous financial year are as follows:

Range of remuneration	Tan Sri Rozali bin Ismail	Azlan Shah bin Rozali	Faridatulzakiah binti Mohd Bakhry	Lim Mun Lee	Prof Dato’ Dr Mohd Zainul Fithri bin Othman
<b>2024</b>					
RM400,001 to RM450,000					√
RM450,001 to RM500,000		√	√	√	
RM2,550,001 to RM2,600,000	√				

Range of remuneration	Tan Sri Rozali bin Ismail	Tan Bee Lian	Azlan Shah bin Rozali	Faridatulzakiah binti Mohd Bakhry	Lim Mun Lee
<b>2023</b>					
RM450,001 to RM500,000			√	√	√
RM650,001 to RM700,000		√			
RM2,650,001 to RM2,700,000	√				

**35. SIGNIFICANT EVENTS**

**Significant events during the financial year**

**(i) Extension of Time (“EoT”) for Projek Pembinaan Loji Rawatan Kumbahan Serantau dan Rangkaian Paip Pembedungan di Bandar Kuantan, Pahang (Reka dan Bina) (“Kuantan Project”)**

On 1 February 2024, PNCSB obtained EoT No. 4 from 13 January 2024 to 26 June 2025 to complete the Kuantan Project from Jalur Cahaya Sdn. Bhd. (“JCSB”).

**(ii) Sub-Contract Agreement dated 28 March 2023 between PNCSB and JCSB in relation to PNCSB’s appointment as Principal Sub-Contractor for a project known as “Program Penggantian Paip Lama Bagi Tahun 2020 Di Negeri Johor Pakej 2 - Daerah Johor Bahru, Kulai, Pontian, Kota Tinggi & Mersing” (“Johor Project”) (“Sub-Contract Agreement I”)**

On 8 April 2024, JCSB has issued Notice of Termination to Pengurusan Aset Air Berhad (“PAAB”). On the same date, PNCSB received a Notice of Termination for Sub-Contract Agreement I from JCSB.

**(iii) Sub-Contract Agreement dated 14 July 2023 between PNCSB and Pembinaan Era Dinamik Sdn. Bhd. (“PED”) in relation to PNCSB’s appointment as Principal Sub-Contractor for a project known as “Cadangan Membina Loji Rawatan Air Bukit Chupak (10JLH) dan Menaiktaraf Sistem Agihan Di Jajahan Gua Musang, Kelantan” (“Kelantan Project”) (“Sub-Contract Agreement II”)**

On 10 October 2024, PNCSB obtained EoT No.3 from 1 April 2025 to 31 August 2025 to complete the Kelantan Project from PED.

## NOTES TO THE FINANCIAL STATEMENTS

**35. SIGNIFICANT EVENTS (CONTINUED)****Significant events subsequent to the financial year****(iv) Striking Off of KGL Ltd (“KGL”)**

On 20 January 2025, KGL received confirmation that it has officially been struck off from the register of companies under the Labuan Companies Act 1990 on 20 January 2025. The striking off of KGL is part of the Company’s exercise to streamline Puncak Group’s corporate structure and for administrative efficiency by dissolving subsidiaries which are dormant. Accordingly, KGL ceased to be a sub-subsidiary of the Company on 20 January 2025.

**(v) Striking Off of Magnum Nature Sdn. Bhd. (“MNSB”)**

On 6 March 2025, the name of MNSB had been struck off from the Register of Companies Commission of Malaysia and the strike off was gazetted on the same date. Accordingly, MNSB ceased to be a subsidiary of the Company on 6 March 2025.

**(vi) Striking Off of Usahasewa Sdn. Bhd. (“USSB”)**

On 6 March 2025, the name of USSB had been struck off from the Register of Companies Commission of Malaysia and the strike off was gazetted on the same date. Accordingly, USSB ceased to be a sub-subsidiary of the Company on 6 March 2025.

**36. MATERIAL LITIGATIONS****(I) Kris Heavy Engineering & Construction Sdn. Bhd. (“KHEC”)****(i) The First Arbitration Proceedings**

KHEC, a sub-contractor for the Chennai Water Supply Augmentation Project 1 - Package III (“Chennai Project”), had initially referred certain disputed claims totalling Rs8,44,26,981 (equivalent to approximately RM6.75 million) against PNHB-LANCO-KHEC JV (“the Consortium”), a jointly controlled entity of the Company in India.

Arising from the arbitration proceedings initiated by KHEC, both KHEC and the Consortium had each appointed a qualified civil engineer as their arbitrator respectively, and both arbitrators had selected a retired Judge of the High Court in Chennai, India as the third arbitrator who will also act as the presiding arbitrator of the arbitral tribunal. The arbitral tribunal was officially constituted on 24 September 2005.

On 28 September 2005, the Company was informed that the arbitral tribunal had fixed the following dates for the filing of the arbitration cause papers as part of the preliminary procedural formalities:

- (i) claim by the claimant, KHEC to be filed before 4 October 2005;
- (ii) rejoinder by the respondent, the Consortium to be filed before 18 November 2005; and
- (iii) reply rejoinder by the claimant, KHEC to be filed before 5 December 2005.

The Consortium had on 2 January 2006, filed its counter-claim amounting to Rs13,61,61,931 (equivalent to approximately RM10.89 million) against KHEC’s claim of Rs8,44,26,981 (equivalent to approximately RM6.75 million) to the arbitral tribunal in India.

**36. MATERIAL LITIGATIONS (CONTINUED)****(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)****(i) The First Arbitration Proceedings (continued)**

The Statement of Claim lodged by KHEC was subsequently revised from Rs8,44,26,981 (equivalent to approximately RM6.75 million) to Rs9,84,58,245 (equivalent to approximately RM7.88 million) whilst the counter-claim submitted by the Consortium, was also revised as per the rejoinder, from Rs13,61,61,931 (equivalent to approximately RM10.89 million) to Rs13,63,39,505 (equivalent to approximately RM10.91 million).

The Company was notified on 4 March 2009 by solicitors acting on behalf of Consortium that the Arbitration Panel had at its meeting held on 26 February 2009 accepted the letter of withdrawal from the Arbitration Panel dated 18 February 2009 from the arbitrator nominated by KHEC. As such, the date for further meeting of the Arbitration Panel was to be communicated after the appointment of the substitute arbitrator to be nominated by KHEC under Section 15(2) of the Arbitration and Conciliation Act, 1996 of India.

The Company was notified on 25 June 2009 that the first sitting of the newly formed Arbitration Panel for the First Arbitration Proceedings comprising the Presiding Arbitrator, the arbitrator nominated by the Consortium and the substitute arbitrator nominated by KHEC was held on 20 June 2009.

The continued hearing date for the First Arbitration Proceedings were fixed on 31 August 2013, 28 September 2013 and 29 September 2013, 9 November 2013 and 10 November 2013.

At the hearing held on 10 November 2013, the Arbitration Panel tentatively fixed the continued hearing of the First Arbitration Proceedings on 4 January 2014 and 5 January 2014.

The continued hearing tentatively scheduled on 4 January 2014 and 5 January 2014 did not proceed as scheduled.

On 29 January 2014, the Arbitration Panel fixed the continued hearing of the First Arbitration Proceedings on 8 February 2014 and 9 February 2014, respectively.

The continued hearing proceeded on 8 February 2014 but the hearing date of 9 February 2014 was vacated due to non-availability of the Chief Arbitrator. The Arbitration Panel fixed the continued hearing dates for the First Arbitration Proceedings on 29 May 2014 and 30 May 2014.

The hearing for the First Arbitration Proceedings fixed on 29 May 2014 and 30 May 2014 did not proceed as scheduled and was fixed by the Arbitration Panel on 4 July 2014 to be fixed on 16 August 2014 and 17 August 2014.

The hearing of the First Arbitration Proceedings fixed on 16 August 2014 and 17 August 2014 proceeded as scheduled.

The Arbitration Panel tentatively fixed the next continued hearing dates on 24 October 2014 and 25 October 2014 which proceeded as scheduled.

On 17 November 2014, the Arbitration Panel fixed the continued hearing dates for the First Arbitration Proceedings on 6 and 7 December 2014 respectively.

On 26 November 2014, the Arbitration Panel rescheduled the continued hearing dates for the First Arbitration Proceedings originally scheduled on 6 December 2014 and 7 December 2014 to 24 January 2015 and 25 January 2015, respectively.

On 7 January 2015, the Arbitration Panel postponed the continued hearing dates for the First Arbitration Proceedings originally scheduled on 24 January 2015 and 25 January 2015.

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(I) Kris Heavy Engineering & Construction Sdn. Bhd. (“KHEC”) (continued)****(i) The First Arbitration Proceedings (continued)**

On 14 December 2015, the counsel of the Consortium notified the Presiding Arbitrator that the Arbitrator in charge was unable to continue as Arbitrator in view of his continued ill-health. An alternative Arbitrator will be appointed in due course.

On 3 March 2016, the name of the replacement Arbitrator was submitted by the counsel of the Consortium to the Panel for consideration and decision.

On 20 April 2016, the name of the replacement Arbitrator was accepted by the Panel. The Panel did not schedule new dates for the continued hearing for the First Arbitration Proceedings.

On 2 June 2016, KHEC’s Arbitrator resigned and a new arbitrator was nominated for the Panel’s consideration and decision before the Panel schedules new dates for the continued hearing for the First Arbitration Proceedings.

On 11 July 2016, the Panel fixed 30 July 2016 for the continued hearing of the First Arbitration Proceedings.

At the hearing on 30 July 2016, the Panel fixed 17 September 2016 and 18 September 2016 for the continued hearing of the First Arbitration Proceedings.

On 19 September 2016, the Company updated that the hearing of the First Arbitration Proceedings will be continued on 2 October 2016.

On 4 October 2016, the Company updated that the hearing of the First Arbitration Proceedings will be continued on 12 November 2016 and 13 November 2016.

On 11 November 2016, the Company notified that the hearing fixed on 11 November 2016 and 12 November 2016 had been cancelled as the Chief Arbitrator had resigned due to health reasons. The remaining Panel was in the process of selecting a suitable replacement for the Chief Arbitrator before the Panel schedules the new dates for the continued hearing for the First Arbitration Proceedings.

On 21 November 2016, the Company was notified that the Panel had approved the replacement for the Chief Arbitrator for the First Arbitration Proceedings. The new dates for the continued hearing for the First Arbitration Proceedings had yet to be scheduled by the Panel.

On 4 January 2017, the Company was notified that the Panel had fixed the continued hearing for the First Arbitration Proceedings on 10 January 2017.

On 11 January 2017, the Company was notified at the hearing held on 10 January 2017 that the Chief Arbitrator had withdrawn himself from the Panel and the remaining Panel will have to find a replacement for the Chief Arbitrator before the Panel schedules new dates for the continued hearing for the First Arbitration Proceedings.

The newly constituted Panel fixed the hearing for the First Arbitration Proceedings on 7 March 2017 and the continued hearing on 11 April 2017 and 22 April 2017.

At the hearing held on 11 April 2017, the Panel fixed the next continued hearing date of the First Arbitration Proceedings on 17 June 2017 and vacated the earlier date fixed on 22 April 2017.

**36. MATERIAL LITIGATIONS (CONTINUED)****(I) Kris Heavy Engineering & Construction Sdn. Bhd. (“KHEC”) (continued)****(i) The First Arbitration Proceedings (continued)**

On 17 June 2017, the Panel fixed the continued hearing dates of the First Arbitration Proceedings on 15 July 2017 and 16 July 2017, respectively which were subsequently cancelled by the Panel.

The next continued hearing date of the First Arbitration Proceedings which was fixed by the Panel on 10 September 2017 was subsequently adjourned and held on 18 November 2017.

At the hearing held on 18 November 2017, the Panel fixed the next continued hearing dates of the First Arbitration Proceedings on 6 and 7 January 2018.

The continued hearing proceeded on 6 January 2018 but the hearing date of 7 January 2018 was vacated and the Panel fixed the next continued hearing of the First Arbitration Proceedings on 24 February 2018, 25 February 2018, 24 March 2018 and 25 March 2018, respectively.

At the hearings held on 24 February 2018 and 25 February 2018, the Panel fixed the next continued hearing of the First Arbitration Proceedings on 24 March 2018, 25 March 2018, 5 May 2018, 6 May 2018 and 8 May 2018, respectively.

The next continued hearing date of the First Arbitration Proceedings which was fixed by the Panel on 24 March 2018 and 25 March 2018 were subsequently adjourned. The Panel fixed the next hearing of the First Arbitration Proceedings on 5 May 2018, 6 May 2018 and 7 May 2018, respectively.

The continued hearing proceeded on 5 May 2018 and 6 May 2018 but the hearing date of 7 May 2018 was vacated. The Panel fixed the next continued hearing date on 23 June 2018 and 24 June 2018.

The hearing proceeded on 23 June 2018 and the Panel vacated the hearing scheduled on 24 June 2018. The Panel fixed the next continued hearing of First Arbitration Proceedings on 30 June 2018 and 1 July 2018.

The hearing proceeded on 30 June 2018 and 1 July 2018. The Panel fixed the next continued hearing of the First Arbitration Proceedings on 11 August 2018 and 12 August 2018.

The hearing proceeded on 11 August 2018. The Panel vacated the hearing scheduled on 12 August 2018 and fixed the next continued hearing of the First Arbitration Proceedings on 15 September 2018.

The continued hearing proceeded on 15 September 2018 and parties were directed to submit written submissions on or before 15 October 2018.

## NOTES TO THE FINANCIAL STATEMENTS

## 36. MATERIAL LITIGATIONS (CONTINUED)

## (I) Kris Heavy Engineering &amp; Construction Sdn. Bhd. (“KHEC”) (continued)

## (i) The First Arbitration Proceedings (continued)

The Arbitration Panel of India delivered the Final Award dated 13 November 2019 (which was notified to the Company on 16 November 2019) in relation to the First Arbitration Proceedings, allowing only the following 3 out of the 34 claims brought by the Claimant against PNHB-LANCO-KHEC JV (“the JV”) totalling Rs50,51,786 (equivalent to RM293,708.48 at RM1 = Rs17.2 exchange rate) out of the total claim sum of Rs9,84,58,245 (equivalent to RM5.72 million at RM1 = Rs17.2 exchange rate) with interest at 18% from the date of the award to full and final payment of the Final Award sum. The Arbitration Panel further dismissed the counter claim by the JV in the Final Award.

Claim No	Description	Final Award (Rs)
2	Extra charges for making holes on the pipe	2,44,750
19	Release of Final Bill	36,43,463
22	Refund of Security Deposit (Retention amount)	11,41,703*
	Total three (3) claims awarded	50,29,916
	Additional Expense for Services as per award	21,870
	<b>Final Arbitration Award amount</b>	<b>50,51,786</b>

**Note:-**

\* The Total Retention amount due to the Claimant is Rs61,41,703. The Fixed Deposit of Rs50,00,000 deposited by the JV with the Arbitration Panel will be handed over to the Claimant after the appeal time is over or after the disposal of the appeal, if any.

The JV sought advice from its solicitors in India on the next course of action.

On 8 June 2020, the Claimant’s counsel served on the counsel for the JV, a copy of the Petition filed at the Madras High Court to appeal against the decision of the Arbitration Panel dated 13 November 2019.

On 12 August 2020, the Claimant’s Petition filed at the Madras High Court to appeal against the decision of the Arbitration Panel dated 13 November 2019 was returned by the Registrar pending the Claimant’s representation with compliance. The hearing of the appeal was adjourned to 9 September 2020 and did not proceed as scheduled as it was not listed at the Madras High Court. A new hearing date has yet to be fixed by the Madras High Court.

The Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant’s appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings were jointly heard at the Madras High Court on 9 February 2022 where the Consortium’s counsel clarified on certain technicalities raised by the Madras High Court and directions were given by the Madras High Court and further joint hearings were held on 17 February 2022 and 23 February 2022. The hearing was subsequently adjourned to 16 March 2022, 21 April 2022, 16 June 2022, 14 July 2022, 21 July 2022, 11 August 2022, 8 September 2022, 15 September 2022 and 21 September 2022.

The joint hearing of the Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant’s appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings continued at the Madras High Court on 27 September 2022, 18 October 2022, 1 November 2022, 15 November 2022, 24 November 2022 and were completed on 1 December 2022.

**36. MATERIAL LITIGATIONS (CONTINUED)**

**(I) Kris Heavy Engineering & Construction Sdn. Bhd. (“KHEC”) (continued)**

**(i) The First Arbitration Proceedings (continued)**

The Madras High Court has issued an Interim Order dated 1 December 2022 (which was notified to the Company on 16 December 2022) in relation to the Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings whereby PNHB-LANCO-KHEC JV (“the JV” or “the Respondent”) has been directed by the Madras High Court to pay the sum of Rs50,51,786 (equivalent to approximately RM269,585.25 at RM1 = Rs18.74 exchange rate) directly to the Claimant within a maximum period of twelve (12) weeks from the date of the Interim Order.

In the meantime, the Madras High Court reserved the final judgement on the Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant’s appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings to be notified in due course.

At the final order joint hearing of the Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant’s appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings on 8 February 2023, the Madras High Court delivered the final oral judgements in dismissing the appeals filed by the Claimant in relation to the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings with no order as to costs since the Claimant had failed to establish its case for both appeals. The written judgements were obtained on 10 February 2023 by the counsel to PNHB-LANCO-KHEC JV (“the JV” or “the Respondent”).

On 2 December 2023, KHEC served the PNHB-Lanco member of the Consortium with a private notice dated 31 November 2023 pertains to the appeal OSA (CAD) No.152 of 2023, challenging the Fair and Decretal Order dated 8 February 2023 passed in O.P. 488 of 2020 before the Madras High Court. The Court has fixed a hearing date on 19 December 2023.

On 19 December 2023, the Madras High Court adjourned the hearing of the appeal to a later date to be advised in due course.

On 5 November 2024, the appeal was listed by the Madras High Court. The bench had directed the matter to be placed before an alternate judge and another hearing date will be fixed by the High Court.

The appeal was listed for hearing by the Madras High Court on 17 February 2025.

On 17 February 2025, the Madras High Court has adjourned the hearing and listed the hearing of the appeal on 3 March 2025.

On 3 March 2025, the parties commenced their oral submissions before the High Court of Madras. The High Court of Madras had fixed the matter for further submissions on 10 March 2025.

On 10 March 2025, the High Court of Madras had adjourned the matter to next hearing on 7 April 2025 for further submissions.

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(I) Kris Heavy Engineering & Construction Sdn. Bhd. (“KHEC”) (continued)****(ii) The Second Arbitration Proceedings**

KHEC had commenced a second arbitration proceedings against the PNHB-Lanco members of the Consortium (“the Second Arbitration Proceedings”) on the basis of the terms of the Joint Venture Agreement (“JVA”) dated 13 February 2003 and the Supplemental Agreement to the JVA dated 26 March 2003 respectively, entered into between the Company, Lanco Infratech Limited (“Lanco”) and KHEC whereby KHEC is claiming for loss of profit (inclusive of interest and other cost) amounting to Rs5,44,32,916 (equivalent to approximately RM4.35 million) as they alleged that they, despite being a 10% share owner, received only 4.31% out of the total value of the contract works of the Chennai Project. Subsequently, KHEC filed in an amended claim for damages and loss of profit from Rs5,44,32,916 to Rs55,44,32,916 (equivalent to approximately RM4.35 million to RM44.3 million).

PNHB-Lanco’s counsel filed an interim application to dismiss the claim of Rs50,00,00,000 (equivalent to approximately RM39.9 million) for compensation for loss of opportunity on the basis that it is frivolous and unreasonable.

The Second Arbitration Proceedings which was heard by a single arbitrator was completed wherein the parties submitted their respective written submissions on 1 December 2012.

On 1 April 2013, PNHB-Lanco members of the Consortium received the Arbitrator’s Final Award dated 29 March 2013 wherein the PNHB-Lanco members of the Consortium are to pay interest for the delayed payment of enabling cost of Rs58 Lakhs amounting to Rs14,62,503 (approximately RM83,627.38) only to the Claimant, KHEC on or before 30 April 2013 and all other claims by the Claimant were rejected.

PNHB-Lanco member of consortium had on 27 April 2013 complied with the Final Award of the Arbitration dated 29 March 2013 by paying the interest for the delayed payment of enabling cost of Rs58 Lakhs amounting to Rs14,62,503 to KHEC.

KHEC had on 4 November 2013 served the PNHB-Lanco members of the Consortium with a copy of the Petition filed at the Madras High Court to appeal against the decision of the Arbitrator dated 29 March 2013. The Madras High Court fixed the Petition for hearing on 2 December 2013.

On 2 December 2013, the Madras High Court postponed the hearing of the Petition filed by KHEC to 3 December 2013.

On 3 December 2013, the Madras High Court fixed the continued hearing of the Petition filed by KHEC on 10 December 2013.

On 10 December 2013, the Madras High Court postponed the hearing of the Petition filed by KHEC, wherein the new hearing date had yet to be fixed by the Madras High Court.

On 29 June 2018, the Madras High Court fixed the continued hearing on 27 July 2018 for the Second Arbitration Proceedings.

At the hearing held on 27 July 2018, the Madras High Court adjourned the next hearing for the Second Arbitration Proceedings to 27 August 2018.

On 27 August 2018, the Madras High Court adjourned the hearing for the Second Arbitration Proceedings to a later date to be advised in due course due to the change in the sitting judge.

On 12 September 2018, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to the first week of October 2018.

**36. MATERIAL LITIGATIONS (CONTINUED)**

**(i) Kris Heavy Engineering & Construction Sdn. Bhd. (“KHEC”) (continued)**

**(ii) The Second Arbitration Proceedings (continued)**

On 3 October 2018, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to the third week of October 2018.

On 1 November 2018, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to a later date to be advised in due course.

On 7 March 2019, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to a later date to be advised in due course.

On 9 April 2019, the Madras High Court adjourned the hearing to a later date to be advised in due course.

On 24 April 2019, the Madras High Court adjourned the hearing to a later date to be advised in due course.

On 12 June 2019, the Madras High Court fixed the next hearing on 26 June 2019.

On 26 June 2019, the Madras High Court adjourned the hearing to a later date to be advised in due course.

The Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant’s appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings were jointly heard at the Madras High Court on 9 February 2022 where the Consortium’s counsel clarified on certain technicalities raised by the Madras High Court and directions were given by the Madras High Court and further joint hearings were held on 17 February 2022 and 23 February 2022. The hearing was subsequently adjourned to 16 March 2022, 21 April 2022, 16 June 2022, 14 July 2022, 21 July 2022, 11 August 2022, 8 September 2022, 15 September 2022 and 21 September 2022.

The joint hearing of the Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant’s appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings continued at the Madras High Court on 27 September 2022, 1 November 2022, 15 November 2022, 24 November 2022 and were completed on 1 December 2022.

At the final order joint hearing of the Claimant’s appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant’s appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings on 8 February 2023, the Madras High Court delivered the final oral judgements in dismissing the appeals filed by the Claimant in relation to the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings with no order as to costs since the Claimant had failed to establish its case for both appeals. The written judgements were obtained on 10 February 2023 by the counsel to PNHB-LANCO-KHEC JV (“the JV” or “the Respondent”).

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(II) PNCSB****Two (2) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to PNCSB****(i) Notice of Arbitration dated 17 June 2016 issued under KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to PNCSB**

On 20 June 2016, PNCSB received a Notice of Arbitration dated 17 June 2016 from Genbina to refer the disputes or differences arising from the termination of the contract contained in a Letter of Award and its Addendums ("Contract") and an Operate, Maintain and Service Agreement under the Contract ("OMSA") for the D44 Project to arbitration under KLRCA in accordance to the Arbitration Act 2005 and the Arbitration (Amendment) Act 2011 for the alleged sum of RM119,699,168.11 together with the damages, interest, costs as such other relief as the learned arbitrator deems fit or proper and PNCSB instructed its solicitor to contest the matter.

On 18 July 2016, PNCSB issued a response to Genbina's Notice of Arbitration dated 17 June 2016 through its solicitors. In summary, PNCSB's response denied the claims asserted by Genbina in its Notice of Arbitration dated 17 June 2016 as well as raised numerous set-offs and/or counterclaim against Genbina's claims in its Notice of Arbitration dated 17 June 2016.

**(ii) Notice of Arbitration dated 17 June 2016 issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to PNCSB**

On 20 June 2016, PNCSB received a Notice of Arbitration dated 17 June 2016 from Genbina to refer the disputes or differences arising from the termination of the Contract and an OMSA for the D44 Project to arbitration under KLRCA in accordance to the Arbitration Act 2005 and the Arbitration (Amendment) Act 2011 for the alleged sum of RM24,171,671.43 together with the damages, interest, costs as such other relief as the learned arbitrator deems fit or proper and PNCSB has instructed its solicitor to contest the matter.

On 18 July 2016, PNCSB issued a response to Genbina's Notice of Arbitration dated 17 June 2016 through its solicitors. In summary, PNCSB's response denied the claims asserted by Genbina in its Notice of Arbitration dated 17 June 2016 as well as raised numerous set-offs and/or counterclaim against Genbina's claims in its Notice of Arbitration dated 17 June 2016.

**Three (3) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 by PNCSB**

PNCSB had on 18 July 2016 issued three (3) separate Notices of Arbitration dated 18 July 2016 to Genbina to refer the disputes or differences arising from the termination of the Contract, an OMSA and Workers' Agreement dated 12 October 2015 ("Workers' Agreement") relating to the D44 Project to arbitration.

**36. MATERIAL LITIGATIONS (CONTINUED)**

**(II) PNCSB (continued)**

**Three (3) Notices of Arbitration issued under the KLRC Act in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 by PNCSB (continued)**

The details of the Notices of Arbitration dated 18 July 2016 issued by PNCSB to Genbina are as follows:

- (i) In respect of the Notice of Arbitration arising from the Contract, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's breaches under the Contract which led to PNCSB's termination of the Contract. PNCSB seeks to recover the loss and damage suffered by PNCSB from Genbina in the arbitration;
- (ii) In respect of the Notice of Arbitration arising from the OMSA, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's wrongful acts under the OMSA over Genbina's failure to return the Machineries & Equipment belonging to PNCSB under the OMSA, unlawfully removing the said Machineries & Equipment from the D44 Project site and wrongfully detaining them. PNCSB seeks to recover the loss and damage suffered by PNCSB from Genbina in the arbitration; and
- (iii) In respect of the Notice of Arbitration arising from the Workers' Agreement, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's breach of the Workers' Agreement over Genbina's failure and/or refusal to pay the foreign workers' salaries and to bear all direct and incidental costs for their repatriation, amongst others. PNCSB seeks to recover its loss and damage suffered from Genbina in the arbitration.

PNCSB has asserted that it has suffered losses and damage arising from Genbina's breaches and wrongful acts under the Contract, OMSA and Workers' Agreement and is preparing a counterclaim against Genbina, which PNCSB has assessed and estimated to be in the region of RM152.2 million.

The two (2) separate arbitrations initiated by Genbina and the three (3) separate arbitrations initiated by PNCSB had been consolidated into a single arbitration proceeding. The arbitral tribunal was constituted and a preliminary meeting was called on 5 July 2017 wherein parties were given directions to move the arbitration forward.

The arbitral tribunal confirmed the hearing dates for the arbitration on 24 May 2021, 25 May 2021, 27 May 2021, 28 May 2021 and 31 May 2021 which were subsequently vacated and the arbitral tribunal fixed the new hearing dates on 20 December 2021 to 23 December 2021 and 28 December to 31 December 2021.

At the case management held on 13 December 2021, the Arbitral Panel vacated the hearing dates fixed on 20 December 2021 to 23 December 2021 and 31 December 2021. The Arbitral Panel further fixed a new hearing date on 27 December 2021 and maintained the hearing dates of 28 December 2021 to 30 December 2021 fixed previously for the arbitration proceeding.

The Arbitral Panel subsequently vacated the hearing dates fixed on 27 December 2021 to 30 December 2021. A case management was held by the Arbitral Panel on 27 December 2021 for further directions to be given in the arbitration proceedings.

No further directions were given by the Arbitral Panel at the case management held on 27 December 2021 as parties are to propose mutual hearing dates for the Arbitral Panel's consideration by 31 December 2021.

The continued hearing dates for the arbitration have been scheduled on 20 December 2022 to 23 December 2022, 30 January 2023 to 31 January 2023 and 2 February 2023 to 3 February 2023.

The hearing dates for the arbitration previously fixed on 20 December 2022 to 23 December 2022 were vacated by the Arbitral Tribunal. The hearing on 21 December 2022 was converted to a case management wherein the Arbitral Tribunal has fixed additional hearing dates in 2023 on 16 October 2023 to 20 October 2023 and 30 October 2023 to 3 November 2023.

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(II) PNCSB (continued)****Three (3) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 by PNCSB (continued)**

The Arbitral Tribunal has vacated the hearing dates previously fixed on 30 and 31 January 2023 for the arbitration proceeding.

The hearing proceeded on 2 February 2023 to 3 February 2023.

The Arbitral Tribunal has fixed additional hearing dates on 11 to 12 April 2023 for the arbitration proceeding.

The hearing for the arbitration proceeding proceeded as scheduled on 11 April 2023. The hearing scheduled on 12 April 2023 was vacated by the Arbitral Tribunal.

The continued hearing dates for the arbitration previously fixed on 16 October 2023 to 20 October 2023 and 30 October 2023 to 3 November 2023 are maintained.

Upon the request of Genbina Sdn. Bhd., the Arbitral Tribunal vacated the hearing dates fixed on 16 October 2023 to 17 October 2023 and maintained the remaining hearing dates previously fixed on 18 October 2023 to 20 October 2023 and 30 October 2023 to 3 November 2023.

The hearing dates fixed on 2 November 2023 to 3 November 2023 were taken off by the Arbitral Tribunal and the next hearing dates are fixed on 16 February 2024 and 3 May 2024.

The hearing for the arbitration proceeding proceeded as scheduled on 16 February 2024 and 3 May 2024. Parties are currently awaiting further instructions from the Arbitral Tribunal on the timeline for parties to finalise the notes of proceeding, as well as to file and serve their respective written submissions and submissions in reply.

The arbitral hearings have come to a close earlier this year. Parties have finalised the notes of proceedings for the arbitral hearings.

Parties are due to exchange their respective written submissions by 29 November 2024, followed by written submissions in reply by 24 February 2025.

On 21 February 2025, the Tribunal has granted an extension of time for parties to file its written submission in reply, respectively, by 10 April 2025.

**Notice of Arbitration dated 26 October 2020 issued under AIAC in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to Mersing Construction and Engineering Sdn. Bhd.**

PNCSB had on 26 October 2020 issued a Notice of Arbitration dated 26 October 2020 against one of its sub-contractors for the D44 Project, Mersing Construction and Engineering Sdn. Bhd. ("Mersing"), to refer disputes relating to the true value of works carried out by Mersing up to 30 September 2020 as well as the value of PNCSB's entitlement to backcharges and/or deductions to be determined by the arbitral tribunal.

**36. MATERIAL LITIGATIONS (CONTINUED)**

**(II) PNCSB (continued)**

**Notice of Arbitration dated 26 October 2020 issued under AIAC in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to Mersing Construction and Engineering Sdn. Bhd. (continued)**

The details of the Notice of Arbitration issued by PNCSB are as follows:

- (i) To seek a determination of the true value of work carried out by Mersing up to 30 September 2020, to determine the value of PNCSB's entitlement to backcharges and/or deductions, a declaration that Mersing is not entitled to any payment as determined in the adjudication decision dated 4 August 2020 ("Adjudication Decision") together with damages, interest and costs; and
- (ii) Further to the above and in the event any payment has been made pursuant to the Adjudication Decision, that such payment (or any sum thereto) shall be refunded to PNCSB.

PNCSB had subsequently issued a commencement request to the Asian International Arbitration Centre ("AIAC") to commence the arbitration on 27 October 2020 and had also applied to the Kuala Lumpur High Court to stay the Adjudication Decision dated 4 August 2020 pending final determination of the dispute between PNCSB and Mersing by arbitration ("Stay Application").

The Stay Application was fixed for case management on 30 October 2020.

On 30 October 2020, the Kuala Lumpur High Court fixed the hearing of the Stay Application on 26 November 2020.

At the hearing on 26 November 2020, the Kuala Lumpur High Court reserved its decision to be delivered on 24 December 2020.

On 24 December 2020, the Kuala Lumpur High Court dismissed the Stay Application with costs of RM5,000.00 to Mersing.

On 12 January 2021, PNCSB's solicitors had, on behalf of PNCSB, filed an appeal on the Kuala Lumpur High Court's Decision on Stay Application, at the Court of Appeal ("PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application").

On 2 February 2021, the Court of Appeal fixed the case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 4 March 2021.

On 4 March 2021, the Court of Appeal fixed the next case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 5 May 2021.

On 5 May 2021, the Court of Appeal fixed the next case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 4 August 2021.

On 4 August 2021, the Court of Appeal fixed the next case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 6 October 2021.

At the case management of PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application at the Court of Appeal on 6 October 2021, the Court of Appeal fixed the next case management on 15 March 2022. The Court of Appeal also fixed the hearing date of PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 30 March 2022.

On 25 October 2021, Puncak announced that PNCSB has withdrawn PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application vide the filing of the Notice of Discontinuance at the Court of Appeal on 21 October 2021 and duly confirmed by the Court of Appeal on 22 October 2021.

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(II) PNCBSB (continued)****Notice of Arbitration dated 26 October 2020 issued under AIAC in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to Mersing Construction and Engineering Sdn. Bhd. (continued)**

The arbitral tribunal was constituted and a preliminary meeting was called on 5 August 2024 wherein parties were given directions to move the arbitration forward.

On 5 August 2024, the arbitral tribunal fixed the next preliminary meeting on 14 July 2025.

**(III) PNMSSB****Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB****(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB**

On 23 October 2019, a wholly-owned subsidiary, PNMSSB received a Bill of Demand from RMCD dated 21 October 2019, demanding for Goods and Services Tax in the sum of RM850,645.23 for the period between 1 January 2018 and 31 August 2018 ("Demand"). PNMSSB sought advice from its tax agent and solicitors on the next course of action. Based on the preliminary advice received, PNMSSB will contest and appeal against the Demand.

On 31 October 2019, PNMSSB filed to commence a judicial review application ("Application") against RMCD to set aside the Bill of Demand dated 21 October 2019.

At the case management on 5 November 2019, the Court fixed the hearing of the Application on 8 January 2020 and granted an interim order to stay the enforcement and effect of Bill of Demand pending the disposal of the Application.

At the hearing on 8 January 2020, the Court granted leave for the Application and an order to stay the enforcement and effect of the Bill of Demand pending the disposal of the substantive hearing of the Application.

At the case management on 5 February 2020, the Registrar directed parties to attend another case management on 17 April 2020 to obtain the Court's directions on the filling of cause papers in respect of the Application.

At the case management on 17 June 2020, the Court maintained the interim stay previously granted by Court of all further proceedings including the enforcement and effect of the Bill of Demand dated 21 October 2019 as the Application is currently put on hold pending the disposal of the other Application against RMCD for the two (2) Bills of Demand dated 18 December 2019.

At the case management on 7 October 2020, the Court fixed the next case management of the Application on 18 January 2021.

At the case management on 18 January 2021, the Court fixed the case management of the Application on 8 March 2021.

At the case management on 8 March 2021, the Court fixed the case management of the Application on 3 June 2021.

The Court vacated the case management of the Application fixed on 3 June 2021 and fixed the next case management of the Application on 16 June 2021.

**36. MATERIAL LITIGATIONS (CONTINUED)****(III) PNMSSB (continued)****Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor (“RMCD”) in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)****(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)**

The Court subsequently vacated the hearing of the Application originally fixed on 27 September 2021 and fixed a case management on 23 September 2021 for parties to fix a new hearing date for the Application against RMCD.

At the case management on 23 September 2021, the Court fixed the hearing of the Application against RMCD on 16 December 2021 and granted the interim stay order to stay the enforcement and effect of the Bill of Demand dated 21 October 2019 until 16 December 2021.

The hearing of the Application against RMCD fixed on 16 December 2021 was vacated as the presiding judge for the matter has been transferred out of the Shah Alam High Court to the Kuala Lumpur High Court.

In the meantime, at the hearing of PNMSSB’s application to extend the interim stay order to stay the enforcement and effect of the Bill of Demand dated 21 October 2019 in light of the substantive hearing of the Application against RMCD being vacated at the Shah Alam High Court on 16 December 2021 before a different judge, the Shah Alam High Court granted PNMSSB an interim stay of all further proceedings until the disposal of the Application against RMCD.

The Shah Alam High Court has fixed the hearing of PNMSSB’s Application against RMCD on 23 May 2022 before a new judge. The Shah Alam High Court had previously granted PNMSSB an interim stay of all further proceedings until the disposal of the hearing of the Application against RMCD.

At the hearing of PNMSSB’s Application against RMCD on 23 May 2022, the Shah Alam High Court fixed the matter for decision on 26 August 2022. In the meantime, the interim stay against the enforcement of the Bill of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

The decision fixed for 26 August 2022 was postponed to 19 October 2022 and subsequently postponed again to 22 November 2022 by the Shah Alam High Court. The decision fixed on 22 November 2022 was subsequently converted to a clarification before the Shah Alam High Court Judge on 24 November 2022. The Shah Alam High Court has fixed the decision of PNMSSB’s Application against RMCD on 29 December 2022. In the meantime, the interim stay against the enforcement of the Bill of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

On 29 December 2022, the Shah Alam High Court had decided in favour of PNMSSB by allowing PNMSSB’s Application against RMCD with no order as to costs.

Following the Shah Alam High Court’s decision made on 29 December 2022 in favour of PNMSSB by allowing PNMSSB’s Application against RMCD, the Attorney General’s Chambers had filed an appeal to the Court of Appeal on 26 January 2023 (“Appeal”) and the sealed copy of the Appeal was received by PNMSSB’s solicitors, on behalf of PNMSSB, on 30 January 2023.

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(III) PNMSSB (continued)****Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor (“RMCD”) in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)****(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)****Civil Appeal No: B-01(A)-44-01 /2023**

The Attorney General’s Chambers served a copy of the Record of Appeal which was received by PNMSSB’s solicitors, on behalf of PNMSSB, on 24 March 2023. The Court of Appeal fixed the case management for the Appeal on 26 April 2023.

At the case management for the Appeal on 26 April 2023, the Court of Appeal fixed the next case management on 10 July 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 10 July 2023, the Court of Appeal fixed the next case management on 11 September 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 11 September 2023, the Court of Appeal fixed the next case management on 6 November 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 6 November 2023, the Court of Appeal fixed the next case management on 17 January 2024 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 17 January 2024, the Court of Appeal fixed the Hearing for the Appeal on 5 July 2024.

The Court of Appeal has also fixed a case management on 24 June 2024 before the hearing for the appeal.

At the case management on 24 June 2024, the Court of Appeal informed that the hearing fixed on 5 July 2024 has been vacated. The Court of Appeal has fixed a new hearing date for the appeal on 20 February 2025. The Court of Appeal has also fixed a case management on 6 February 2025 before the hearing for the appeal.

On 6 February 2025, the Court of Appeal has fixed a case management on 20 February 2025 to fix hearing date.

On 20 February 2025, the Court of Appeal has fixed a hearing date on 31 July 2025.

**(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB**

PNMSSB had on 18 December 2019 received two (2) Bills of Demand both dated 18 December 2019 from RMCD, demanding for Goods and Services Tax in the aggregate sum of RM5,268,924.68 for the period between 1 February 2016 to 31 December 2017.

On 30 December 2019, PNMSSB filed a judicial review application (“Application”) against RMCD to set aside the Bill of Demand.

**36. MATERIAL LITIGATIONS (CONTINUED)**

**(III) PNMSB (continued)**

**Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor (“RMCD”) in accordance with the Goods and Services Tax Act 2014 to PNMSB (continued)**

**(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSB (continued)**

At the case management on 7 January 2020, the Registrar fixed a further case management before the learned Judge on 14 January 2020 for parties to record an interim order to stay the enforcement and effect of the Bills of Demand pending the hearing of the Application.

At the case management on 14 January 2020, the learned Judge granted an interim stay order to stay the enforcement and effect of the Bills of Demand pending the hearing of the Application. The learned Judge also directed both parties to attend a case management on 5 February 2020 to fix a hearing date for the Application.

At the case management held on 5 February 2020, the Registrar fixed the hearing of the Application on 17 April 2020. The Registrar also fixed another case management on 31 March 2020 for parties to update the Registrar on the filing at the relevant cause papers.

The Court subsequently vacated the hearing scheduled on 17 April 2020 and fixed a case management before the Registrar on 29 April 2020 for parties to fix a new hearing date for the Application.

Due to the Extended Movement Control Order imposed by the Government due to the COVID-19 outbreak, the Court subsequently fixed the case management on 4 June 2020.

At the case management on 4 June 2020, the Registrar directed the parties to attend another case management on 17 June 2020 for the parties to fix a hearing date for the Application.

At the case management on 17 June 2020, the Court fixed the hearing of the Application on 28 August 2020. The interim stay of all further proceedings including the enforcement and effect of the Bills of Demand previously granted by the Court remain in force pending the disposal of the Application.

The Court had subsequently vacated the hearing date of the Application on 28 August 2020 and fixed a new hearing date on 24 September 2020. The interim stay of all further proceedings including the enforcement and effect of the Bills of Demand previously granted by the Court remain in force pending the disposal of the Application.

On 24 September 2020, the Court fixed the next case management of the Application on 7 October 2020.

At the case management on 7 October 2020, the Court renewed the interim order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 which was previously granted on 24 September 2020. The Court fixed the next case management of the Application on 18 January 2021. In the meantime, the interim stay order will be renewed every two (2) weeks until the hearing date.

At the case management on 18 January 2021, the Court fixed the case management of the Application on 8 March 2021.

On 8 March 2021, the Court fixed the next case management of the Application on 3 June 2021.

On 15 April 2021, the Court vacated the case management of the Application fixed on 3 June 2021 and fixed the next case management of the Application on 16 June 2021.

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(III) PNMSSB (continued)****Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor (“RMCD”) in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)****(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)**

At the case management on 16 June 2021, the Court fixed the hearing of the Application against RMCD on 27 September 2021 and granted the interim stay order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 until 27 September 2021.

The Court subsequently vacated the hearing of the Application originally fixed on 27 September 2021 and fixed a case management on 23 September 2021 for parties to fix a new hearing date for the Application against RMCD.

At the case management on 23 September 2021, the Court fixed the hearing of the Application against RMCD on 16 December 2021 and granted the interim stay order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 until 16 December 2021.

The hearing of the Application against RMCD fixed on 16 December 2021 was vacated as the presiding judge for the matter had been transferred out of the Shah Alam High Court to the Kuala Lumpur High Court.

In the meantime, at the hearing of PNMSSB’s application to extend the interim stay order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 in light of the substantive hearing of the Application against RMCD being vacated at the Shah Alam High Court on 16 December 2021 before a different judge, the Shah Alam High Court granted PNMSSB an interim stay of all further proceedings until the disposal of the Application against RMCD.

The Shah Alam High Court fixed the hearing of PNMSSB’s Application against RMCD on 23 May 2022 before a new judge. The Shah Alam High Court had previously granted an interim stay of all further proceedings until the disposal of the hearing of the Application against RMCD.

At the hearing of PNMSSB’s Application against RMCD on 23 May 2022, the Shah Alam High Court fixed the matter for decision on 26 August 2022. In the meantime, the interim stay against the enforcement of the Bills of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

The decision fixed for 26 August 2022 was postponed to 19 October 2022 and subsequently postponed again to 22 November 2022 by the Shah Alam High Court. The decision fixed on 22 November 2022 was subsequently converted to a clarification before the Shah Alam High Court Judge on 24 November 2022. The Shah Alam High Court fixed the decision of PNMSSB’s Application against RMCD on 29 December 2022. In the meantime, the interim stay against the enforcement of the Bills of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

On 29 December 2022, the Shah Alam High Court had decided in favour of PNMSSB by allowing PNMSSB’s Application against RMCD with no order as to costs.

Following the Shah Alam High Court’s decision made on 29 December 2022 in favour of PNMSSB by allowing PNMSSB’s Application against RMCD, the Attorney General’s Chambers had filed an appeal to the Court of Appeal on 26 January 2023 (“Appeal”) and the sealed copy of the Appeal was received by PNMSSB’s solicitors, on behalf of PNMSSB, on 30 January 2023.

**36. MATERIAL LITIGATIONS (CONTINUED)****(III) PNMSSB (continued)****Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor (“RMCD”) in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)****(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)****Civil Appeal No: B-01(A)-45-01/2023**

The Attorney General’s Chambers served a copy of the Record of Appeal which was received by PNMSSB’s solicitors, on behalf of PNMSSB, on 24 March 2023. The Court of Appeal fixed the case management for the Appeal on 26 April 2023.

At the case management for the Appeal on 26 April 2023, the Court of Appeal fixed the next case management on 10 July 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 10 July 2023, the Court of Appeal fixed the next case management on 11 September 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 11 September 2023, the Court of Appeal fixed the next case management on 6 November 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 6 November 2023, the Court of Appeal fixed the next case management on 17 January 2024 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 17 January 2024, the Court of Appeal fixed the Hearing for the Appeal on 5 July 2024.

The Court of Appeal has also fixed a case management on 24 June 2024 before the hearing for the appeal.

At the case management on 24 June 2024, the Court of Appeal informed that the hearing fixed on 5 July 2024 has been vacated. The Court of Appeal has fixed a new hearing date for the appeal on 20 February 2025. The Court of Appeal has also fixed a case management on 6 February 2025 before the hearing for the appeal.

On 6 February 2025, the Court of Appeal has fixed a case management on 20 February 2025 to fix hearing date.

On 20 February 2025, the Court of Appeal has fixed a hearing date on 31 July 2025.

## NOTES TO THE FINANCIAL STATEMENTS

**36. MATERIAL LITIGATIONS (CONTINUED)****(IV) Danum Sinar****Writ and Statement of Claim (Suit No.: BTU-22NCvC-15-12/2024 (HC))**

On 24 December 2024, Danum Sinar, an indirect subsidiary of Puncak, has filed Writ and Statement of Claim in the High Court of Sabah & Sarawak at Bintulu against Fifty (50) Defendants that erected, carried out and/or participated in the blockade that started since 29 November 2024, on the access road namely, between Blocks 3 and 4 of Danum Sinar's Arau Estate ("Blockade"). The Fifty (50) Defendants consist of the first Forty-Nine (49) ex-workers from Penan Community who worked on the Lakin Kelayan estates and the Fiftieth (50th) Defendant refers to such person unknown who fall under the description, namely, any individual who erected, carried out and/or participated in the Blockade (collectively described as "Defendants"). The Blockade had previously prevented Danum Sinar from carrying out its harvesting activities and selling its crops to Sarawak Oil Palm Berhad (SOPB) since the month of December 2024.

Danum Sinar sought from the High Court for:

- (i) a declaration that the Defendants unlawfully and/or wrongly constructed, installed, erected and/or maintained a Blockade on Danum Sinar's land;
- (ii) a declaration that the Defendants are not entitled to obstruct and/or interfere with Danum Sinar's use of the access road (or any part thereof), including but not limited to the erection of the Blockade;
- (iii) an Injunction to restrain the Defendants from erecting and/or maintaining the Blockade;
- (iv) an Injunction to restrain the Defendants from obstructing and/or interfering with the use of the access road (or any part thereof) by Danum Sinar;
- (v) an Injunction to restrain the Defendants from placing, assembling, erecting, and/or otherwise howsoever constructing anything which obstructs, interfere with, and/or otherwise however prevents Danum Sinar's use of the said access road (or any part thereof);
- (vi) an Injunction to restrain the Defendants from trespassing on Danum Sinar's land for any of the foregoing purposes;
- (vii) a direction be given that the Royal Malaysia Police to assist in the enforcement of the foregoing injunction; and
- (viii) damages and cost to be assessed by the High Court.

The High Court has fixed this case management for this suit on 28 March 2025.

**Inter-Partes Application for Interim Injunction (Suit No.: BTU-22NCvC-15-12/2024 (HC))**

On 24 December 2024, Danum Sinar filed an inter-partes application for Interim Injunction to the High Court against the Fifty (50) Defendants, pending the disposal of the main suit, for an injunction be granted to restrain the Fifty (50) Defendants from doing, causing to be done, enabling, and/or assisting others to (i) erect and/or maintain the Blockade on the access road, (ii) obstruct and/or interfere with the use of the said access road (or any part thereof) by Danum Sinar, (iii) place, assemble, erect, and/or otherwise howsoever constructing anything which obstructs, interferes with, and/or otherwise howsoever prevents Danum Sinar's use of the access road (or any part thereof), and/or trespassing on to Danum Sinar's land for any of the foregoing purposes ("the Interim Injunction"). Danum Sinar has also sought for a direction be given that the Royal Malaysian Police to assist in the enforcement of the foregoing injunctions and that parties are at liberty to apply.

The High Court has fixed the hearing for the Inter-Partes Application on 7 February 2025.

On 7 February 2025, Danum Sinar has successfully obtained the High Court's order for the Interim Injunction. The High Court has also allowed Danum Sinar's application for a direction be given that the Royal Malaysian Police to assist in the enforcement of the foregoing injunctions and that parties are at liberty to apply.

# STATEMENT BY DIRECTORS

Pursuant to Section 251(2) of the Companies Act 2016

In the opinion of the Directors, the financial statements set out on pages 138 to 252 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2024 and of their financial performance and their cash flows for the financial year then ended.

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

.....  
**Tan Sri Rozali bin Ismail**

Director

.....  
**Azlan Shah bin Rozali**

Director

Shah Alam

Date: 26 March 2025

# STATUTORY DECLARATION

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, **Lim Mun Lee**, the Officer primarily responsible for the financial management of Puncak Niaga Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 138 to 252 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed Lim Mun Lee (MIA CA: 18214), at Shah Alam in the State of Selangor on 26 March 2025.

.....  
**Lim Mun Lee**

Before me:

# INDEPENDENT AUDITORS' REPORT

To the Members of Puncak Niaga Holdings Berhad

## Report on the Audit of the Financial Statements

### *Opinion*

We have audited the financial statements of Puncak Niaga Holdings Berhad, which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policies information as set out on pages 138 to 252.

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

### *Basis for Opinion*

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

### *Independence and Other Ethical Responsibilities*

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

### *Key Audit Matters*

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

**Report on the Audit of the Financial Statements (continued)**

Key Audit Matters (continued)

The Group

Key Audit Matter	How the matter was addressed in the audit
<p><b>1) Revenue Recognition</b></p> <p>Refer to Note 22 to the financial statements.</p> <p><b>Construction revenue</b> As at 31 December 2024, the Group recognised approximately RM6.1 million of revenue from construction segment.</p> <p>The construction revenue is recognised over time by reference to the cost incurred over the estimated cost of each individual contract. The construction revenue is considered a key audit matter as it requires us to exercise significant judgement to evaluate the estimate of the total costs to be incurred, which inherently is uncertain.</p> <p><b>Concession revenue</b> As at 31 December 2024, the Group recognised approximately RM129.1 million of revenue from concession segment. The revenue is considered a key audit matter as it requires significant judgement in determining the appropriate discount rates to compute the concession revenue from maintenance services, finance income and asset management services.</p>	<p>Our audit procedures included, among others:</p> <p><b>Construction revenue:</b></p> <ul style="list-style-type: none"> <li>Performed site visits for individually significant on-going projects to arrive at an overall assessment towards stage of completion.</li> <li>Reviewed information provided by the entity and inquired management as to whether they had determined the completeness of the budgets, if there were any disputes with the customers/sub-contractors and if there would be any delays in the projects which would render additional costs.</li> <li>Selected samples of estimated costs and compared them with contracts or letter of awards.</li> <li>Performed a re-computation of the actual costs to budgeted cost to determine if the percentage of completion was computed appropriately, and subsequently, performed a re-computation to determine if the revenue was recognised appropriately.</li> <li>Re-assessed the foreseeable losses had been recognised in accordance with the requirements of the accounting standards.</li> </ul> <p><b>Concession revenue:</b></p> <ul style="list-style-type: none"> <li>Reviewed the agreements and assessed whether these agreements had been appropriately identified to be service concession agreements within the scope of MFRS 15.</li> <li>Evaluated the appropriateness of discount rates applied in discounting the receivables from the customers.</li> <li>Verified the supporting documents so as to ascertain the proof of the services rendered and sale of goods.</li> </ul>

**INDEPENDENT AUDITORS' REPORT**

To the Members of Puncak Niaga Holdings Berhad

**Report on the Audit of the Financial Statements (continued)***Key Audit Matters (continued)*

The Group (continued)

Key Audit Matter	How the matter was addressed in the audit
<b>2) Impairment assessment of plantation assets and bearer biological assets</b>	
<p>Refer to Notes 4 and 6 to the financial statements.</p>	
<p>As at 31 December 2024, a subsidiary within the Group holding plantation assets and bearer biological assets with carrying amounts of RM375.3 million and RM303.2 million respectively has been reporting significant losses for consecutive years. During the year, the subsidiary incurred a loss of RM34.1 million.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> <li>• Performed physical sighting of the plantation assets and estate visit of the bearer biological assets.</li> <li>• Reviewed the management's impairment assessment of plantation assets and bearer biological assets by evaluating and challenging the reasonableness of the key assumptions used in cash flows projections.</li> <li>• Involved our internal valuation specialist in assessing the discount rate used in the cash flows projections in determining the recoverable amount.</li> <li>• Checked the mathematical accuracy of the VIU cash flow projections.</li> <li>• Reviewed the adequacy of the disclosures in the financial statements.</li> </ul>
<p>As such, this is an indication that the plantation assets and bearer biological assets may be subject to impairment.</p>	
<p>The management had carried out an impairment assessment to determine whether the recoverable amount of plantation assets and bearer biological asset is less than its carrying amount using the value-in-use ("VIU") method.</p>	
<p>The management had concluded that there was no impairment required in respect of the plantation assets and bearer biological assets for the current financial year.</p>	
<p>We considered this as a key audit matter due to the significance of carrying amount of the plantation assets and bearer biological assets involved and significant management judgement and estimates involved in forecasting the future cash inflows and outflows that will be derived from the plantation assets and bearer biological assets and discounting them at an appropriate rate to determine the recoverable amount.</p>	

**Report on the Audit of the Financial Statements (continued)**

*Key Audit Matters (continued)*

The Company

Key Audit Matter	How the matter was addressed in the audit
<b>3) Impairment assessment of cost of investment in subsidiaries</b>	
<p>Refer to Note 8 to the financial statements.</p> <p>As at 31 December 2024, the carrying amount of investment in subsidiaries was RM1,150.2 million. During the financial year, the Company has recognised an impairment loss of approximately RM67.2 million in investment in subsidiaries.</p> <p>A recent history of losses and significant accumulated losses recorded by certain subsidiaries have resulted in indications that the carrying amount of investment in subsidiaries may be impaired.</p> <p>The management had estimated the recoverable amounts of the investment in subsidiaries based on either fair value less costs of disposal or VIU method.</p> <p>We considered this as a key audit matter due to the significance of the carrying amount of investment in subsidiaries at the Company level as at year end. The recoverable amount of the Company's investment in subsidiaries also involves significant management judgement.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> <li>Challenged the assessment for indications of impairment performed by the management by considering whether it had factored or considered relevant internal and external information.</li> <li>Assessed the recoverable amounts estimated by the management were in accordance with applicable accounting standard.</li> <li>Assessed the adjusted net assets of the subsidiaries in deriving the recoverable amount of the investment in subsidiaries.</li> <li>Reviewed the management's impairment assessment of investment in subsidiaries by evaluating and challenging the reasonableness of key assumptions used in VIU cash flow projections.</li> <li>Involved our internal valuation specialist in assessing the discount rate used in the cash flows projections in determining the recoverable amount.</li> <li>Checked the mathematical accuracy of the VIU cash flow projections.</li> <li>Reviewed the adequacy of the disclosures in the financial statements.</li> </ul>

*Information Other than the Financial Statements and Auditors' Report Thereon*

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

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

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

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

## INDEPENDENT AUDITORS' REPORT

To the Members of Puncak Niaga Holdings Berhad

### Report on the Audit of the Financial Statements (continued)

#### *Responsibilities of the Directors for the Financial Statements*

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

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

#### *Auditors' Responsibilities for the Audit of the Financial Statements*

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.



## **Report on the Audit of the Financial Statements (continued)**

### *Auditors' Responsibilities for the Audit of the Financial Statements (continued)*

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

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

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

### *Report on Other Legal and Regulatory Requirements*

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 8 to the financial statements.

### *Other Matter*

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

**GRANT THORNTON MALAYSIA PLT**  
(201906003682 & LLP0022494-LCA)  
CHARTERED ACCOUNTANTS (AF 0737)

Kuala Lumpur  
26 March 2025

**KOH SOOK LI**  
(NO: 03804/11/2025 J)  
CHARTERED ACCOUNTANT

# ANALYSIS ON SECURITIES OF COMPANY

As at 26 March 2025

## ANALYSIS OF SHAREHOLDINGS

Share Capital : RM554,662,777.00  
 Total Number of Issued Shares : 449,284,556  
 Class of Shares : Ordinary Shares  
 Voting Rights : One vote per ordinary share  
 No. of Shareholders : 10,207

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders						No. of Issued Shares Held					
	Malaysian		Foreigner		Total		Malaysian		Foreigner		Total	
	No.	%	No.	%	No.	% <sup>#</sup>	No.	%	No.	%	No.	% <sup>#</sup>
<b>Less than 100</b>	1,012	9.91	5	0.05	1,017	9.96	14,381	*	135	*	14,516	*
<b>100-1,000</b>	1,619	15.86	16	0.16	1,635	16.02	967,491	0.22	10,150	*	977,641	0.22
<b>1,001-10,000</b>	4,946	48.46	41	0.40	4,987	48.86	22,023,086	4.92	198,337	0.04	22,221,423	4.97
<b>10,001-100,000</b>	2,129	20.86	38	0.37	2,167	21.23	70,361,385	15.73	1,434,580	0.32	71,795,965	16.05
<b>100,001-22,362,386</b> (less than 5% of the issued share capital)	382	3.74	17	0.17	399	3.91	192,851,562	43.12	7,757,900	1.73	200,609,462	44.85
<b>22,362,387 and above</b> (5% and above of the issued share capital)	2	0.02	0	*	2	0.02	151,628,749	33.90	0	*	151,628,749	33.90
<b>TOTAL</b>	<b>10,090</b>	<b>98.85</b>	<b>117</b>	<b>1.15</b>	<b>10,207</b>	<b>100.00</b>	<b>437,846,654</b>	<b>97.90</b>	<b>9,401,102</b>	<b>2.10</b>	<b>447,247,756</b>	<b>100.00</b>

### Notes:

\* Negligible

<sup>#</sup> Excluding a total of 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 26 March 2025

**LIST OF TOP THIRTY SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS**

(Without aggregating the securities from different securities accounts belonging to the same Registered Holder)

No.	Name of Shareholder	No. of Issued Shares Held	% of Issued Shares*
1.	Central Plus (M) Sdn Bhd	103,798,260	23.21
2.	Corporate Line (M) Sdn Bhd	47,830,489	10.69
3.	Corporate Line (M) Sdn Bhd	21,600,000	4.83
4.	Nusmakmur Development Sdn Bhd	8,600,000	1.92
5.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Goh Tai Siang	7,690,000	1.72
6.	Lee Kuang Chong	6,898,100	1.54
7.	Lee Chee Beng	4,330,700	0.97
8.	Ng Choi	3,638,500	0.81
9.	Lin Thean Fatt	3,242,000	0.72
10.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Lee Pa Wei (E-SJA)	2,814,000	0.63
11.	Goh Tai Siang	2,718,300	0.61
12.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Wong Sui Yuing (E-BTL)	2,674,400	0.60
13.	Lee Pa Wei	2,671,100	0.60
14.	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Stefanie Ng Xiao Wen	2,576,500	0.58
15.	Lim Mok Leng	2,463,000	0.55
16.	Kalayarasu a/l Subramaniam	2,433,000	0.54
17.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Zulkifli bin Ismail	2,000,000	0.45
18.	Central Plus (M) Sdn Bhd	1,912,075	0.43
19.	Faridah binti Idris	1,800,000	0.40
20.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Chong Ken Min (8042243)	1,710,000	0.38
21.	CGS International Nominees Malaysia (Tempatan) Sdn Bhd Pledged Securities Account For Ng Chai Hock (MY0972)	1,685,100	0.38
22.	Lin Thean Fatt	1,662,000	0.37
23.	Yeo Kian Joo	1,650,500	0.37
24.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tee Kim Hew (E-KLG/BTG)	1,637,800	0.37

## ANALYSIS ON SECURITIES OF COMPANY

As at 26 March 2025

## LIST OF TOP THIRTY SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS (CONTINUED)

(Without aggregating the securities from different securities accounts belonging to the same Registered Holder)

No.	Name of Shareholder	No. of Issued Shares Held	% of Issued Shares*
25.	Lim Teik Hoe	1,479,000	0.33
26.	Chin Yun Fen	1,421,200	0.32
27.	Khor Keng Saw @ Khaw Ah Soay	1,401,200	0.31
28.	Goh Teck Yiew	1,351,100	0.30
29.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tony Ngu Ket Ping	1,270,000	0.28
30.	Zainul Abideen bin Fazle Abbas	1,200,000	0.27
	<b>Total</b>	<b>248,158,324</b>	<b>55.47</b>

\* Excluding 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 26 March 2025.

## DIRECTORS' INTEREST IN ORDINARY SHARES AS PER THE REGISTER OF THE DIRECTORS' SHAREHOLDINGS

No.	Name of Director	No. of Issued Shares Held in The Company			
		Direct Interest	%#	Indirect Interest	%#
1.	YBhg Tan Sri Rozali bin Ismail	-	-	175,140,824 <sup>+</sup>	39.16 <sup>+</sup>
2.	Encik Azlan Shah bin Rozali	491,300	0.11	-	-
3.	YBhg Dato' Sri Adenan bin Ab. Rahman	-	-	-	-
4.	YBhg Prof Emeritus Datuk Dr Marimuthu a/I Nadason	-	-	-	-
5.	YBhg Datuk Sr Haji Johari bin Wahab	-	-	1,050	*^^
6.	YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj	-	-	-	-
7.	Tuan Haji Noor Faiz bin Hassan	-	-	-	-

## Notes:

\* Negligible

\* Deemed interest by virtue of 100% shareholding interest each in Central Plus (M) Sdn Bhd (198901006230 (183535-W)) and Corporate Line (M) Sdn Bhd (198801005332 (172689-H)) of which 5% is held in his own name and 95% is held in his spouse's and children's names, respectively.

^^ Deemed interest by virtue of shares held in his brother's name.

# Excluding a total of 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 26 March 2025.

**SUBSTANTIAL SHAREHOLDERS BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS**

(Excluding Bare Trustees)

No.	Name of Substantial Shareholder	No. of Issued Shares Held in The Company			
		Direct Interest	%*	Indirect Interest	%#
1.	YBhg Tan Sri Rozali bin Ismail	-	-	175,140,824 <sup>+</sup>	39.16 <sup>+</sup>
2.	YBhg Puan Sri Faridah binti Idris	1,800,000	0.40	175,140,824 <sup>++</sup>	39.16 <sup>++</sup>
3.	Central Plus (M) Sdn Bhd	105,710,335	23.64	-	-
4.	Corporate Line (M) Sdn Bhd	69,430,489	15.52	-	-

**Notes:**

<sup>+</sup> Deemed interest by virtue of 100% shareholding interest each in Central Plus (M) Sdn Bhd (198901006230 (183535-W)) and Corporate Line (M) Sdn Bhd (198801005332 (172689-H)) of which 5% is held in his own name and 95% is held in his spouse's and children's names, respectively.

<sup>++</sup> Deemed interest by virtue of 75% shareholding interest each in Central Plus (M) Sdn Bhd (198901006230 (183535-W)) and Corporate Line (M) Sdn Bhd (198801005332 (172689-H)), respectively.

<sup>#</sup> Excluding a total of 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 26 March 2025.

# LIST OF PROPERTIES

As at 31 December 2024

Description & Location	Date of Acquisition/ Date of Valuation (V)	Land Area/ Built-Up Area	Carrying Amount (RM'000) 31.12.2024	Tenure	Remaining Leasehold (Expiry Date)	Existing Use
<b>Property, Plant and Equipment</b>						
<b>Building and Adjacent Land</b>						
Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan	01/08/2005 31/12/2011 (V) 31/12/2014 (V) 31/12/2017 (V) 31/12/2020 (V) 31/12/2023 (V)	12,952 sq. m	66,709	99 Years Leasehold	77 Years Expiring on 22/01/2102	Office premises and land
<b>3-Storey Building</b>						
No. 31, Jalan Temoleh P8/7, Precinct 8, 64450 Putrajaya, Wilayah Persekutuan Putrajaya	09/11/2016 31/12/2017 (V) 31/12/2020 (V) 31/12/2023 (V)	387 sq. m	4,116	Freehold	N/A	Premises
<b>Plantation Land and Building</b>						
Lot 13, Murum Land District Lot 14, Murum Land District Lot 15, Murum Land District Lot 20, Murum Land District Lot 21, Murum Land District Lot 22, Murum Land District Lot 23, Murum Land District Lot 24, Murum Land District Lot 25, Murum Land District Lot 35, Danum Land District Lot 36, Danum Land District Lot 37, Danum Land District Lot 39, Danum Land District Lot 40, Danum Land District Lot 56, Murum Land District Lot 58, Danum Land District Lot 1, Silat Land District	03/07/2017 20/12/2016 (V) 27/02/2020 (V) 11/01/2023 (V)	1,409 Ha. 126 Ha. 1,996 Ha. 2.5 Ha. 0.6 Ha. 2.0 Ha. 3.90 Ha. 5.84 Ha. 0.16 Ha. 1.75 Ha. 0.01 Ha. 0.06 Ha. 9.66 Ha. 13,207 Ha. 1.61 Ha. 23,132 Ha. 2,540 Ha.	280,186	99 Years Leasehold	79 Years Expiring on 05/10/2103  91 Years Expiring on 22/01/2116	Plantation
<b>4-Storey Building</b>						
Lot 8388 Block 31, Kemena Land District, 97000, Bintulu, Sarawak	12/08/2022	186 sq. m	2,483	60 Years Leasehold	55 Years Expiring on 25/11/2079	Regional office
<b>Investment Properties</b>						
<b>Leasehold Land</b>						
HSD 304452, Lot No. PT 48216, Mukim Ijok, District of Kuala Selangor, Selangor Darul Ehsan	16/03/2022 22/08/2023 (V) 31/12/2024 (V)	12,823 sq. m	11,732	99 Years Leasehold	84 Years Expiring on 12/04/2109	Vacant

## LIST OF PROPERTIES

As at 31 December 2024

Description & Location	Date of Acquisition / Date of Valuation (V)	Land Area / Built-Up Area	Carrying Amount (RM'000) 31.12.2024	Tenure	Remaining Leasehold (Expiry Date)	Existing Use
<b>Investment Properties</b>						
<b>Land and Building</b>						
PN 10340, Lot 267, Mukim of Serting Ulu, District of Jempol, Negeri Sembilan Darul Khusus (Industrial premises bearing address No. PT 1152, Batu 36, Jalan Pahang, 72200 Batu Kikir, Negeri Sembilan Darul Khusus)	01/11/2016 (V) 31/05/2018 (V) 31/12/2018 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	231,704 sq. m	24,290	99 Years Leasehold	68 Years Expiring on 25/03/2093	A parcel of industrial land of which about 7.22 acres is built upon with a single-storey factory building with two-storey office section and single storey workers quarters. The factory is rented out. The remaining portion of the property comprising an estimated land area of about 50.04 acres is presently underdeveloped
<b>Freehold Land</b>						
No. 8, Jalan Sultan Mahmud, 21080 Kuala Terengganu, Terengganu Darul Iman (Lot No. 2119, Mukim of Batu Buruk, District of Kuala Terengganu, Terengganu Darul Iman)	02/07/2008 31/12/2011 (V) 31/12/2014 (V) 31/12/2015 (V) 31/12/2016 (V) 31/12/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	2,058 sq. m	1,500	Freehold	N/A	Vacant
<b>3-Storey Shop/Office</b>						
No. 20, Jalan Presiden F U1/F, Accentra Business Park, Section U1, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan	01/02/2008 31/12/2011 (V) 31/12/2014 (V) 31/12/2015 (V) 31/12/2016 (V) 31/12/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	164 sq. m	2,200	Freehold	N/A	Vacant
<b>3-Storey Shop/Office</b>						
No. 8, Jalan Presiden F U1/F, Accentra Business Park, Section U1, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan	24/7/2020 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	164 sq. m	2,200	Freehold	N/A	Vacant

## LIST OF PROPERTIES

As at 31 December 2024

Description & Location	Date of Acquisition/ Date of Valuation (V)	Land Area/ Built-Up Area	Carrying Amount (RM'000) 31.12.2024	Tenure	Remaining Leasehold (Expiry Date)	Existing Use
<b>Investment Properties</b>						
<b>Leasehold Land</b>						
PN 118079, Lot 6118, Mukim of Jeram, District of Kuala Selangor, Selangor Darul Ehsan	01/08/2010 31/12/2011 (V) 31/12/2014 (V) 31/12/2015 (V) 31/12/2016 (V) 30/09/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	145,500 sq. m	54,000	99 Years Leasehold	71 Years Expiring on 01/12/2095	Vacant
<b>Leasehold Land and Building</b>						
PN 77569, Lot 7092 PN 77571, Lot 7094# PN 77572, Lot 7095 Mukim of Ijok, District of Kuala Selangor, Selangor Darul Ehsan	16/02/2007 31/12/2011 (V) 31/12/2014 (V) 31/12/2015 (V) 31/12/2016 (V) 30/09/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	331,426 sq. m 229,290 sq. m 229,717 sq. m	376,870	99 Years Leasehold	77 Years Expiring on 24/10/2101	Partly Rented Out Partly Rented Out Vacant
* include a single storey building complete with parking facilities						
<b>4-Storey Shop/Office</b>						
No. 12, Jalan Todak 5, Pusat Bandar Seberang Jaya, 13700 Perai, Pulau Pinang	21/03/2007 31/12/2011 (V) 31/12/2014 (V) 31/12/2015 (V) 31/12/2016 (V) 31/12/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	238 sq. m	2,600	99 Years Leasehold	68 Years Expiring on 21/10/2092	Partly Rented Out
<b>5-Storey Shop/Office</b>						
Unit Nos. G32, 132, 232, 332 and 432, Blok 4, Laman Seri Business Park, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan	07/06/2011 31/12/2014 (V) 31/12/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	957 sq. m	4,750	99 Years Leasehold	84 Years Expiring on 21/03/2109	Partly Rented Out

**LIST OF PROPERTIES**

As at 31 December 2024

Description & Location	Date of Acquisition/ Date of Valuation (V)	Land Area/ Built-Up Area	Carrying Amount (RM'000) 31.12.2024	Tenure	Remaining Leasehold (Expiry Date)	Existing Use
<b>Investment Properties</b>						
<b>4-Storey Shop/Office</b> No. 12B, Jalan PJS 8/11, Dataran Mentari, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan	19/10/2011 31/12/2014 (V) 31/12/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	331 sq. m	5,600	99 Years Leasehold	78 Years Expiring on 06/11/2102	Partly Rented Out
<b>3-Storey Shophouse</b> Lot 9306, Block 6, Seduan Land District, No. 12, Lorong Wawasan 10B1, 96000 Sibul, Sarawak	17/08/2016 31/12/2017 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	140 sq. m	1,155	60 Years Leasehold	53 Years Expiring on 25/06/2078	Rented Out
<b>Leasehold Land</b> PN 80453, Lot 19255, Jalan Meru Tambahan, 42300 Bandar Puncak Alam, Selangor Darul Ehsan	24/10/2017 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 22/08/2023 (V) 31/12/2024 (V)	8.413 Ha.	41,900	99 Years Leasehold	82 Years Expiring on 11/05/2107	Vacant
<b>3-Storey Shop/Office</b> Lots PT 33384 and PT 33383, Mukim of Sungai Buloh, District of Petaling, Selangor Darul Ehsan (bearing address Nos. 6 and 8, Jalan Apollo CH U5/CH, Bandar Pinggiran Subang, Section U5, 40150 Shah Alam, Selangor Darul Ehsan)	01/11/2016 (V) 31/05/2018 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	312 sq. m	2,200	99 Years Leasehold	70 Years Expiring on 10/06/2095	Vacant
<b>3-Storey Shop/Office</b> Lots PT 2774 and PT 2775 Pekan Baru Sungai Buloh, District of Petaling, Selangor Darul Ehsan (bearing address Nos. 20 and 22, Jalan Uranus AH U5/AH, Subang Impian, Section U5, 40150 Shah Alam, Selangor Darul Ehsan)	01/11/2016 (V) 31/05/2018 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	327.04 sq. m	2,200	99 Years Leasehold	74 Years Expiring on 03/04/2099	Partly Rented Out

## LIST OF PROPERTIES

As at 31 December 2024

Description & Location	Date of Acquisition/ Date of Valuation (V)	Land Area/ Built-Up Area	Carrying Amount (RM'000) 31.12.2024	Tenure	Remaining Leasehold (Expiry Date)	Existing Use
<b>Investment Properties</b>						
<b>Leasehold Land</b>						
Part of PN 16618, Lot 10965, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan (located along Jalan Pulau Angsa U10/14, Taman Puncak Perdana, Section U10, 40170 Shah Alam, Selangor Darul Ehsan)	01/11/2016 (V) 31/05/2018 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	3.625 acres	7,500	99 Years Leasehold	74 Years Expiring on 09/04/2099	A parcel of residential building land comprising the remaining undeveloped part of Lot 10965 which has been approved for development of medium-cost apartments
<b>Leasehold Land</b>						
State alienated residential development land located along Persiaran Mokhtar Dahari, Taman Puncak Perdana, Section U10, Shah Alam, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan	01/11/2016 (V) 31/05/2018 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	25.65 acres	41,340	99 Years Leasehold	92 Years Expiring on 19/02/2117	A parcel of land approved for commercial development
<b>Leasehold Land</b>						
Lots 57580 to 57583, Lots 57592 to 57597, Lots 57615 to 57626, Lots 57628 to 57650, Lot 57751, Lots PT 2104 to PT 2108, Lots PT 2118 and PT 2119, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan (located within Perdana Heights, Taman Puncak Perdana, Section U10, Shah Alam, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan)	01/11/2016 (V) 31/05/2018 (V) 31/12/2018 (V) 31/12/2019 (V) 31/12/2020 (V) 31/12/2021 (V) 31/12/2022 (V) 31/12/2023 (V) 31/12/2024 (V)	50,263 sq. m	26,860	99 Years Leasehold	81 Years Expiring on 05/07/2105 (save for Lots PT 2104 to PT 2108, PT 2118 and PT 2119 that are expiring on 28/10/2096)	53 Vacant detached house lots



# GRI CONTENT INDEX

## STATEMENT OF USE:

Puncak Niaga Holdings Berhad has reported the information cited in this GRI content index for the period 1 January 2024 to 31 December 2024 with reference to the GRI Standards.

## GRI 1: Foundation 2021

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
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2-3	Reporting period, frequency and contact point	Scope, Period, and Boundary of Reporting; Report Accessibility and Feedback	42
2-4	Restatements of information	Not applicable	-
2-5	External assurance	Data Assurance	42
2-6	Activities, value chain and other business relationships	Corporate Profile	10-11
2-7	Employees	Employee Performance Data; ESG Performance Data Table	67-68; 84-85
2-8	Workers who are not employees		
2-9	Governance structure and composition	Organisation Structure; Sustainability Governance; Board of Directors' Profile; Corporate Governance Overview Statement	15; 42-43; 92-98; 102-116
2-10	Nomination and selection of the highest governance body		
2-11	Chair of the highest governance body		
2-12	Role of the highest governance body in overseeing the management of impacts		
2-13	Delegation of responsibility for managing impacts		
2-14	Role of the highest governance body in sustainability reporting		
2-15	Conflicts of interest	Conflicts	105
2-16	Communication of critical concerns	Valued Stakeholders; Grievance Mechanism; Whistleblowing	44; 69-70; 83
2-17	Collective knowledge of the highest governance body	Board Development	105-106
2-18	Evaluation of the performance of the highest governance body	Nomination Committee Report; Evaluation of the Board	108-109; 111-112
2-19	Remuneration policies	Remuneration Committee Report	113-114
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2-21	Annual total compensation ratio	Not available	-
2-22	Statement on sustainable development strategy	Chairman's Letter to Shareholders	18-23
2-23	Policy commitments	Public Policy; Material Topics within the Sustainability Statement	43; 48-83
2-24	Embedding policy commitments		
2-25	Processes to remediate negative impacts	Grievance Mechanism; Whistleblowing	69-70; 83
2-26	Mechanisms for seeking advice and raising concerns		
2-27	Compliance with laws and regulations	Regulatory Compliance	82
2-28	Membership associations	List of Corporate Memberships	2
2-29	Approach to stakeholder engagement	Valued Stakeholders; Materiality	44; 45-46
2-30	Collective bargaining agreements	Not available	-

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3-2	List of material topics		
3-3	Management of material topics	Material Topics within the Sustainability Statement	48-83
<b>GRI 201: Economic Performance 2016</b>			
201-1	Direct economic value generated and distributed	Statements of Profit or Loss and Other Comprehensive Income	140-141
201-2	Financial implications and other risks and opportunities due to climate change	Creating Economic Value	48-53
201-3	Defined benefit plan obligations and other retirement plans	Benefits and Compensation	70
201-4	Financial assistance received from government	Not available	-
<b>GRI 202: Market Presence 2016</b>			
202-1	Ratios of standard entry level wage by gender compared to local minimum wage	Not available	-
202-2	Proportion of senior management hired from the local community		
<b>GRI 203: Indirect Economic Impacts 2016</b>			
203-1	Infrastructure investments and services supported	Creating Economic Value	48-53
203-2	Significant indirect economic impacts		
<b>GRI 204: Procurement Practices 2016</b>			
204-1	Proportion of spending on local suppliers	Strengthening Our Supply Chain	51-52
<b>GRI 205: Anti-corruption 2016</b>			
205-1	Operations assessed for risks related to corruption	Anti-bribery and Anti-corruption; ESG Performance Data Table	83; 84-85
205-2	Communication and training about anti-corruption policies and procedures		
205-3	Confirmed incidents of corruption and actions taken		
<b>GRI 206: Anti-competitive Behavior 2016</b>			
206-1	Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	Regulatory Compliance	82
<b>GRI 207: Tax 2019</b>			
207-1	Approach to tax	Not available	-
207-2	Tax governance, control, and risk management		
207-3	Stakeholder engagement and management of concerns related to tax		
207-4	Country-by-country reporting		
<b>GRI 301: Materials 2016</b>			
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301-2	Recycled input materials used	Not available	-
301-3	Reclaimed products and their packaging materials		

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
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302-1	Energy consumption within the organisation	Energy Management; ESG Performance Data Table	60-61; 84-85
302-2	Energy consumption outside of the organisation		
302-3	Energy intensity		
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302-5	Reductions in energy requirements of products and services		
<b>GRI 303: Water and Effluents 2018</b>			
303-1	Interactions with water as a shared resource	Water Management; ESG Performance Data Table	61-62; 84-85
303-2	Management of water discharge-related impacts		
303-3	Water withdrawal		
303-4	Water discharge		
303-5	Water consumption		
<b>GRI 304: Biodiversity 2016</b>			
304-1	Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	Not available	-
304-2	Significant impacts of activities, products and services on biodiversity		
304-3	Habitats protected or restored		
304-4	IUCN Red List species and national conservation list species with habitats in areas affected by operations		
<b>GRI 305: Emissions 2016</b>			
305-1	Direct (Scope 1) GHG emissions	Emissions Management; ESG Performance Data Table	58-60; 84-85
305-2	Energy indirect (Scope 2) GHG emissions		
305-3	Other indirect (Scope 3) GHG emissions		
305-4	GHG emissions intensity		
305-5	Reduction of GHG emissions		
305-6	Emissions of ozone-depleting substances (ODS)	Not available	-
305-7	Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions		
<b>GRI 306: Waste 2020</b>			
306-1	Waste generation and significant waste-related impacts	Waste and Resource Management; ESG Performance Data Table	63-65; 84-85
306-2	Management of significant waste-related impacts		
306-3	Waste generated		
306-4	Waste diverted from disposal		
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308-1	New suppliers that were screened using environmental criteria	Supply Chain Management	83
308-2	Negative environmental impacts in the supply chain and actions taken		
<b>GRI 401: Employment 2016</b>			
401-1	New employee hires and employee turnover	Hiring and Attrition; ESG Performance Data Table	68-69; 84-85
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees		
401-3	Parental leave	Not available	-
<b>GRI 402: Labour/Management Relations 2016</b>			
402-1	Minimum notice periods regarding operational changes	Not available	-
<b>GRI 403: Occupational Health and Safety 2018</b>			
403-1	Occupational health and safety management system	Occupational Safety and Health; ESG Performance Data Table	76-78; 84-85
403-2	Hazard identification, risk assessment, and incident investigation		
403-3	Occupational health services		
403-4	Worker participation, consultation, and communication on occupational health and safety		
403-5	Worker training on occupational health and safety		
403-6	Promotion of worker health		
403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships		
403-8	Workers covered by an occupational health and safety management system		
403-9	Work-related injuries		
403-10	Work-related ill health		
<b>GRI 404: Training and Education 2016</b>			
404-1	Average hours of training per year per employee	Training and Development	71-75
404-2	Programmes for upgrading employee skills and transition assistance programmes		
404-3	Percentage of employees receiving regular performance and career development reviews	Not available	-
<b>GRI 405: Diversity and Equal Opportunity 2016</b>			
405-1	Diversity of governance bodies and employees	Employee Performance Data; ESG Performance Data Table	67; 84-85
405-2	Ratio of basic salary and remuneration of women to men	Not available	-
<b>GRI 406: Non-discrimination 2016</b>			
406-1	Incidents of discrimination and corrective actions taken	Protecting our Employees	69

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
<b>GRI 407: Freedom of Association and Collective Bargaining 2016</b>			
407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	Not available	-
<b>GRI 408: Child Labour 2016</b>			
408-1	Operations and suppliers at significant risk for incidents of child labour	Upholding Labour and Human Rights	69
<b>GRI 409: Forced or Compulsory Labour 2016</b>			
409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labour	Upholding Labour and Human Rights	69
<b>GRI 410: Security Practices 2016</b>			
410-1	Security personnel trained in human rights policies or procedures	Not available	-
<b>GRI 411: Rights of Indigenous Peoples 2016</b>			
411-1	Incidents of violations involving rights of indigenous peoples	Supporting Local Indigenous Communities	80
<b>GRI 413: Local Communities 2016</b>			
413-1	Operations with local community engagement, impact assessments, and development programmes	Investments Into Our Communities	81
413-2	Operations with significant actual and potential negative impacts on local communities		
<b>GRI 414: Supplier Social Assessment 2016</b>			
414-1	New suppliers that were screened using social criteria	Supply Chain Management	83
414-2	Negative social impacts in the supply chain and actions taken		
<b>GRI 415: Public Policy 2016</b>			
415-1	Political contributions	Not available	-
<b>GRI 416: Customer Health and Safety 2016</b>			
416-1	Assessment of the health and safety impacts of product and service categories	Not available	-
416-2	Incidents of non-compliance concerning the health and safety impacts of products and services		
<b>GRI 417: Marketing and Labeling 2016</b>			
417-1	Requirements for product and service information and labeling	Not available	-
417-2	Incidents of non-compliance concerning product and service information and labeling		
417-3	Incidents of non-compliance concerning marketing communications		
<b>GRI 418: Customer Privacy 2016</b>			
418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Data Integrity; ESG Performance Data Table	83; 84-85

# NOTICE OF 28TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth (28th) Annual General Meeting of Puncak Niaga Holdings Berhad (199701000591 (416087-U)) will be held at Concorde I, Level 2, Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 4 June 2025 at 10.00 a.m. for the following purposes:-**

## AS ORDINARY BUSINESSES

1. To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors of the Company who retire by rotation pursuant to Rule 100 of the Company's Constitution:
  - (a) YBhg Datuk Sr Haji Johari bin Wahab **Resolution 1**
  - (b) YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj **Resolution 2**
3. To approve the Independent Non-Executive Directors' remuneration with effect from 4 June 2025 until the next Annual General Meeting of the Company. **Resolution 3**
4. To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration. **Resolution 4**
5. To transact any other ordinary business of which due notice shall have been given.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 28th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") in accordance with Rule 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 ("SICDA") to issue a General Meeting Record of Depositors ("ROD") as at 26 May 2025. Only a depositor whose name appears on the ROD as at 26 May 2025 shall be entitled to attend the 28th Annual General Meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

## BY ORDER OF THE BOARD

**WAN RAZMAH BINTI WAN ABD RAHMAN**  
**(MAICSA 7021383/SSM PC No: 202008002111)**  
**Secretary**

Shah Alam  
 30 April 2025

**Notes:**

1. A member who is entitled to attend and vote at the 28th Annual General Meeting ("28th AGM") is entitled to appoint another person to attend and vote in his stead.
2. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM provided that,
  - a) where a member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
  - b) where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account namely, Omnibus Securities Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.

Where a member appoints two (2) or more proxies (as the case maybe), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.
5. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the 28th AGM in accordance with Rule 85 of the Company's Constitution.
6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the 28th AGM or adjourned general meeting at which the person named in the appointment proposes to vote, the last date and time for lodging the Proxy Form is **Tuesday, 3 June 2025 at 10.00 a.m.:**

(i) In hard copy form

(a) In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Share Registrar of the Company at 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, Malaysia or alternatively, Tricor Drop-in Box at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(b) By fax at 03-2783 9222 or e-mail to [is.enquiry@vistra.com](mailto:is.enquiry@vistra.com).

(ii) In electronic form via TIH Online

The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>. Kindly refer to the Information for Shareholders, which is posted on our website at [www.puncakniaga.com.my](http://www.puncakniaga.com.my), on the procedures for electronic lodgement of the Proxy Form via TIH Online.

## NOTICE OF 28TH ANNUAL GENERAL MEETING

7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of the 28th AGM will be put to vote by poll. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator to conduct the poll and Coopers Professional Scrutineers Sdn Bhd as the Independent Scrutineers to verify the poll results of the 28th AGM.

8. **Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2024**

The audited financial statements are for discussion only under Agenda 1, as they do not require the shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.

9. **Resolutions 1 and 2: Agenda 2 - Re-election of Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution**

Rule 100 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to one-third with a minimum of one, shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 28th AGM, the Board through the Nomination Committee's recommendations, had approved that the Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution namely, YBhg Datuk Sr Haji Johari bin Wahab and YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj are eligible to stand for re-election. These two (2) retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Nomination Committee Meetings.

The Nomination Committee and the Board of Directors have recommended the two (2) retiring Directors under Rule 100 of the Company's Constitution to be re-elected at the forthcoming 28th AGM of the Company and continue to serve as Directors of the Company since they have discharged their duties and responsibilities effectively as Directors of the Company as prescribed in Paragraph 2.20A of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR"), have met the requisite criteria and qualities under the Company's Directors' Fit and Proper Policy and have been able to contribute positively to the Board and the Company with active participation at the Board/Board Committees' Meetings due to their vast experience and diverse skills set.

YBhg Datuk Sr Haji Johari bin Wahab and YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj have given their confirmation that they have met the criteria of Independent Director under Chapter 1 of Bursa Securities' MMLR and indicated their willingness to continue in office as Independent Non-Executive Director ("INED") of the Company as evidenced in their 2024 Independent Director Evaluation Forms. They have effectively discharged their duties as INEDs of the Company.

10. **Resolution 3: Agenda 3 - Approval of the Independent Non-Executive Directors' remuneration**

Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees of the directors, and any benefits payable to the directors" of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is seeking the shareholders' approval on the payment of the Independent Non-Executive Directors' ("INEDs") remuneration up to the next Annual General Meeting in 2026.

The details of the proposed payment of remuneration under Resolution 3 are as set out below:

Puncak Niaga		Monthly Allowance (RM)	Chairman's Yearly Allowance (RM)	Other Benefit	Meeting Allowance (RM)
Board	INEDs	5,000	N/A	Corporate golf club membership	2,000 per each Board Committee/General Meeting and adjourned meetings of the Company attended
Board Committees	<b>Audit Committee</b>				
	Chairman	N/A	24,000	-	
	Member	N/A	N/A	-	
	<b>Remuneration Committee, Nomination Committee and Compliance, Internal Control &amp; Risk Policy Committee</b>				
	Chairman	N/A	8,000 for each Committee	-	
Member	N/A	N/A	-		

**Notes:**

- \* There has been no change to the remuneration payable to the INEDs since 2013. The corporate golf club membership was extended to the INEDs after the 23rd AGM in 2020.
- \* None of the INEDs received any remuneration from the subsidiaries in their positions as Directors of the Company.
- \* If approved by the shareholders, the remuneration framework will result in a projected INEDs' remuneration of RM825,000.00 for the period from 4 June 2025 to the next AGM in 2026 based on the assumption of the projected number of Board and Board Committee Meetings in 2025/2026 to the next AGM.

11. **Resolution 4: Agenda 4 - Re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company**

Pursuant to Practice 9.3 Principle B (Effective Audit and Risk Management) of the Malaysian Code On Corporate Governance 2021, the Audit Committee, with the assistance of the Finance Division of the Company, has assessed the suitability and independence of Grant Thornton Malaysia PLT as the Auditors of the Company. The Audit Committee and the Board have recommended the re-appointment of Grant Thornton Malaysia PLT, who shall retire as Auditors of the Company at the 28th AGM of the Company and who have expressed their willingness to continue in office, to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.

# STATEMENT ACCOMPANYING THE NOTICE OF 28TH ANNUAL GENERAL MEETING

## PURSUANT TO PARAGRAPH 8.27 (2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

There is no individual standing for election as Director (other than the Directors standing for re-election namely, YBhg Datuk Sr Haji Johari bin Wahab and YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj at the forthcoming 28th Annual General Meeting of Puncak Niaga Holdings Berhad).

The profiles of the Directors who are standing for re-election as per Resolutions 1 and 2 as stated in the Notice of 28th Annual General Meeting are set out in the Board of Directors' Profile section on pages 96 and 97 respectively of the Company's Annual Report 2024.



**PUNCAK NIAGA HOLDINGS BERHAD**  
(199701000591 (416087-U))

# PROXY FORM

CDS Account Number												

Number of Shares Held												

I/We \_\_\_\_\_

NRIC/Passport/Company No.: \_\_\_\_\_ Tel/Mobile Phone No.: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ being a Member/Members of Puncak Niaga Holdings Berhad, hereby appoint:-

1) Name of Proxy: \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_  
Address: \_\_\_\_\_

Number of Shares Represented: \_\_\_\_\_ % of Shares Represented: \_\_\_\_\_

and/or:

2) Name of Proxy: \_\_\_\_\_ NRIC/Passport No.: \_\_\_\_\_  
Address: \_\_\_\_\_

Number of Shares Represented: \_\_\_\_\_ % of Shares Represented: \_\_\_\_\_

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Twenty-Eighth Annual General Meeting ("28th AGM") of Puncak Niaga Holdings Berhad to be held on Wednesday, 4 June 2025 at 10.00 a.m. at Concorde I, Level 2, Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan and at any adjournment thereof, as indicated below:

NO.	RESOLUTION	FOR	AGAINST
	<b>ORDINARY BUSINESSES</b>		
1	To re-elect YBhg Datuk Sr Haji Johari bin Wahab as a Director of the Company.		
2	To re-elect YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj as a Director of the Company.		
3	To approve the Independent Non-Executive Directors' remuneration with effect from 4 June 2025 until the next Annual General Meeting of the Company.		
4	To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration.		

Please indicate with a cross (X) how you wish your votes to be cast in respect of the above Resolution. In the absence of specific directions, your proxy will vote or abstain as he thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

\_\_\_\_\_  
Signature(s)/Common Seal of Shareholder

Notes:-

- A member who is entitled to attend and vote at the 28th Annual General Meeting ("28th AGM") is entitled to appoint another person to attend and vote in his stead.
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM provided that,
  - where a member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
  - where a Member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account namely, Omnibus Securities Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.

Where a member appoints two (2) or more proxies (as the case maybe), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document of the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.
- Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the 28th AGM in accordance with Rule 85 of the Company's Constitution.

- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and be received by the Company not less than twenty-four (24) hours before the time appointed for holding the 28th AGM or adjourned general meeting at which the person named in the appointment proposes to vote, the last date and time for lodging the Proxy Form is **Tuesday, 3 June 2025 at 10.00 a.m.**

(i) In hard copy form

- In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Share Registrar of the Company at 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, Malaysia or alternatively, Tricor Drop-in Box at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- By fax at 03-2783 9222 or e-mail to [is.enquiry@vistra.com](mailto:is.enquiry@vistra.com).

(ii) In electronic form via TIH Online

The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>. Kindly refer to the Information for Shareholders, which is posted on our website at [www.puncakniaga.com.my](http://www.puncakniaga.com.my), on the procedures for electronic lodgement of the Proxy Form via TIH Online.

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 28th Annual General Meeting will be put to vote by poll.
- Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2024**  
The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.
- Resolutions 1 and 2: Agenda 2 - Re-election of Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution**

Rule 100 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to one-third with a minimum of one, shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 28th AGM, the Board through the Nomination Committee's recommendations, had approved that the Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution namely, YBhg Datuk Sr Haji Johari bin Wahab and YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj are eligible to stand for re-election. These two (2) retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Nomination Committee Meetings.

The Nomination Committee and the Board of Directors have recommended the two (2) retiring Directors under Rule 100 of the Company's Constitution to be re-elected at the forthcoming 28th AGM of the Company and continue to serve as Directors of the Company since they have discharged their duties and responsibilities effectively as Directors of the Company as prescribed in Paragraph 2.20A of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR"), have met the requisite criteria and qualities under the Company's Directors' Fit and Proper Policy and have been able to contribute positively to the Board and the Company with active participation at the Board/Board Committees' Meetings due to their vast experience and diverse skills set.

YBhg Datuk Sr Haji Johari bin Wahab and YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj have given their confirmation that they have met the criteria of Independent Director under Chapter 1 of Bursa Securities' MMLR and indicated their willingness to continue in office as Independent Non-Executive Director ("INED") of the Company as evidenced in their 2024 Independent Director Evaluation Forms. They have effectively discharged their duties as INEDs of the Company.

10. **Resolution 3: Agenda 3 - Approval of the Independent Non-Executive Directors'/Non-Executive Directors' remuneration**

Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees of the directors, and any benefits payable to the directors" of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is seeking the shareholders' approval on the payment of the Independent Non-Executive Directors' ("INEDs") remuneration up to the next Annual General Meeting in 2026.

The details of the proposed payment of remuneration under Resolution 3 are as set out below:-

Puncak Niaga		Monthly Allowance (RM)	Chairman's Yearly Allowance (RM)	Other Benefit	Meeting Allowance (RM)
Board	INEDs	5,000	N/A	Corporate golf club membership	2,000 per each Board Committee/ General Meeting and adjourned meetings of the Company attended
Board Committees	<b>Audit Committee</b>				
	Chairman	N/A	24,000	-	
	Member	N/A	N/A	-	
	<b>Remuneration Committee, Nomination Committee and Compliance, Internal Control &amp; Risk Policy Committee</b>				
	Chairman	N/A	8,000 for each Committee	-	
	Member	N/A	N/A	-	

Notes:-

- There has been no change to the remuneration payable to the INEDs since 2013. The corporate golf club membership was extended to the INEDs after the 23rd AGM in 2020.
- None of the INEDs received any remuneration from the subsidiaries in their positions as Directors of the Company.
- If approved by the shareholders, the remuneration framework will result in a projected INEDs' remuneration of RM825,000.00 for the period from 4 June 2025 to the next AGM in 2026 based on the assumption of the projected number of Board and Board Committee Meetings in 2025/2026 to the next AGM.

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**Share Registrar for**

**Puncak Niaga Holdings Berhad** (199701000591(416087-U))

Tricor Investor & Issuing House Services Sdn Bhd (197101000970(11324-H))

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8 Jalan Kerinchi

59200 Kuala Lumpur

Malaysia

PLEASE FOLD HERE

11. **Resolution 4: Agenda 4 - Re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company**

Pursuant to Practice 9.3 Principle B (Effective Audit and Risk Management) of the Malaysian Code On Corporate Governance 2021, the Audit Committee, with the assistance of the Finance Division of the Company, has assessed the suitability and independence of Grant Thornton Malaysia PLT as the Auditors of the Company. The Audit Committee and the Board have recommended the re-appointment of Grant Thornton Malaysia PLT, who shall retire as Auditors of the Company at the 28th AGM of the Company and who have expressed their willingness to continue in office, to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.



**PUNCAK NIAGA HOLDINGS BERHAD**  
[199701000591 (416087-U)]

## PERSONAL DATA NOTICE

The Personal Data Protection Act 2010 ("Act") regulates the processing and use of personal data in commercial transactions and applies to Puncak Niaga Holdings Berhad ("the Company").

Personal data including but not limited to your (or your proxy/proxies, if appointed) name, NRIC number or passport number, CDS account number, contact details, mailing address and any other personal data furnished or made available to the Company will be used or disclosed by the Company and the Company's personnel for the purpose of the Twenty-Eighth Annual General Meeting of the Company as well as for disclosure requirements imposed by law or any other regulatory authorities from time to time including but not limited to the stock exchange, companies commission and securities commission ("Purpose"). The Company shall retain the personal data for so long as it is necessary for the fulfilment of the Purpose or for compliance with any law or legal obligations.

If you wish to make any enquiries regarding this Personal Data Notice or any personal data disclosed to the Company, please contact the Company at:

Mailing Address : **PUNCAK NIAGA HOLDINGS BERHAD**  
10th Floor, Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13, 40100 Shah Alam  
Selangor Darul Ehsan  
Attention: Puan Wan Razmah binti Wan Abd Rahman,  
Company Secretary

Telephone No. : +603 5522 8589  
Fax No. : +603 5512 0220

Please ensure that your proxy/proxies consent to the disclosure of their personal data for the Purpose.

## NOTIS DATA PERIBADI

Akta Perlindungan Data Peribadi 2010 ("Akta") mengawal selia pemprosesan dan penggunaan data peribadi dalam transaksi komersil dan diaplikasikan kepada Puncak Niaga Holdings Berhad ("Syarikat").

Data peribadi termasuk tetapi tidak terhad kepada nama, nombor NRIC atau nombor pasport, nombor akaun CDS, butiran perhubungan, alamat surat-menyurat dan apa-apa data peribadi lain anda (atau proksi anda, jika dilantik) yang diberikan atau tersedia kepada Syarikat akan digunakan atau didedahkan oleh Syarikat atau kakitangan Syarikat untuk tujuan Mesyuarat Agung Tahunan Syarikat yang Kedua Puluh Lapan dan juga untuk keperluan pendedahan yang dikerah oleh undang-undang atau mana-mana pihak berkuasa yang berkaitan dari semasa ke semasa termasuk tetapi tidak terhad kepada bursa saham, suruhanjaya syarikat dan suruhanjaya sekuriti ("Tujuan"). Syarikat akan menyimpan data peribadi selagi perlu untuk memenuhi Tujuan atau bagi pematuhan mana-mana undang-undang atau obligasi undang-undang.

Sekiranya anda ingin membuat sebarang pertanyaan mengenai Notis ini atau mana-mana data peribadi anda yang didedahkan kepada Syarikat, sila hubungi Syarikat di:

Alamat Surat-menyurat : **PUNCAK NIAGA HOLDINGS BERHAD**  
Tingkat 10, Wisma Rozali  
No. 4, Persiaran Sukan  
Seksyen 13, 40100 Shah Alam  
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Sila pastikan proksi anda bersetuju dengan pendedahan data peribadi mereka untuk Tujuan tersebut.



***PUNCAK NIAGA HOLDINGS BERHAD***  
[199701000591 (416087-U)]

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