



ANNUAL REPORT 2024

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COVER RATIONALE





The cover design of Bina Puri Holdings Bhd's ("Bina Puri") Annual Report 2024 embodies the theme "Synergy Driven," highlighting the collective strength and collaboration that drive the company forward. It symbolises the seamless integration of diverse elements-whether in construction, development, or business partnerships-working harmoniously together. Flowing lines and interconnected elements reflect the synergy fueling Bina Puri's growth and innovation. Bold, forward-moving design elements represent the company's strategic vision and its ability to create value through collaboration. The tagline reinforces the message of teamwork and unity, encapsulating Bina Puri's continuous efforts to achieve new milestones through collective strength and aligning with the company's mission to lead in the construction and property development sectors both locally and internationally.



Inside This Report

Notice of Annual General Meeting	2
Statement Accompanying Notice of Annual General Meeting	9
Group Corporate Structure	10
Corporate Information	12
Board of Directors	13
Key Senior Management	19
Chairman's Statement	20
Management Discussion and Analysis	24
Group Financial Highlights	30
Calendar of Events	31
Sustainability Statement	35
Audit Committee Report	50
Corporate Governance Overview Statement	54
Additional Disclosure	69
Statement on Risk Management and Internal Control	71
Statement of Directors' Responsibility	77
Directors' Report	78
Statement by Directors	87
Statutory Declaration	87
Independent Auditors' Report	88
Statements of Financial Position	98
Statements of Profit or Loss and Other Comprehensive Income	100
Statements of Changes in Equity	102
Statements of Cash Flows	105
Notes to the Financial Statements	108
Analysis of Shareholdings	219
Thirty Largest Shareholders	220
Analysis of Warrantholdings	221
Thirty Largest Warrantholders	222
Recurrent Related Party Transactions	223
List of Properties	224
Administrative Guide for the Thirty-Third Annual General Meeting	226
Group Corporate Directory	230

Proxy Form

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-Third Annual General Meeting ("**33**rd **AGM**") of the Company will be conducted as a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting via the online meeting platform of TIIH Online website at <u>https://tiih.online</u> provided by Tricor Investor & Issuing House Services Sdn. Bhd. from broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Friday, 6 December 2024 at 3.00 p.m. or any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

- 1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 (Please refer to Note 1 of together with the Reports of the Directors and Auditors thereon.
 (Please refer to Note 1 of the Explanatory Notes)
- 2. To re-elect the following Directors who retire pursuant to Clause 87 of the Company's Constitution:
 - a. Datuk Matthew Tee Kai Woon
 - b. Chai Chan Tong
 - c. Ooi Hee Kah
- 3. To approve the payment of Directors' fees up to RM570,000.00 from 33rd AGM up to the conclusion of the 34th Annual General Meeting ("**AGM**").
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company.

AS SPECIAL BUSINESS

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

5. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Ordinary Resolution 6 Companies Act 2016 (Please refer to Note 4 of

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

Ordinary Resolution 1 Ordinary Resolution 2 Ordinary Resolution 3 (Please refer to Note 2 of the Explanatory Notes)

Ordinary Resolution 4 (Please refer to Note 3 of the Explanatory Notes)

Ordinary Resolution 5

the Explanatory Notes)

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

6. Proposed Renewal of Authority for the Company to Purchase its own Shares ("Proposed Renewal of Share Buy-Back Authority")

(Please refer to Note 5 of the Explanatory Notes)

Ordinary Resolution 7

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

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

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

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

whichever occurs first.

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

7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT, subject always to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries (collectively the "**Group**") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 October 2024, provided that such transactions and/or arrangements which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "**Proposed Renewal of Shareholders' Mandate**"):

THAT the Proposed Renewal of Shareholders' Mandate shall only continue to be in full force until:

- i) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at said AGM, such authority is renewed; or
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate."

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

Ordinary Resolution 8 (Please refer to Note 6 of the Explanatory Notes)

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250) ANG WEE MIN (MAICSA 7076022) (SSM PC No. 202208000334) Company Secretaries

Kuala Lumpur Dated: 30 October 2024

Notes:

- 1. Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Members will not be allowed to attend the 33rd AGM in person at the Broadcast Venue on the day of the meeting.
- 2. A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him at a general meeting who shall represent all the shares held by such Member, and where a Member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy but not more than two (2) proxies to attend and vote instead of him at the same meeting who shall represent all the shares held by such Member.
- 3. Where the Member of the Company appoints more than one (1) proxy but not more than two (2) proxies, the Member shall specify the proportion of his shareholdings to be represented by each proxy.
- 4. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 5. The instrument appointing a proxy shall be in writing under the hand of appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 6. The instrument appointing a proxy must be completed and deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll).
- 7. If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the 33rd AGM by yourself, please contact the Company's Share Registrar to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- 8. Only members whose names appear in the Record of Depositors as at 29 November 2024 shall be eligible to attend the 33rd AGM or to appoint proxy(ies) to attend and vote on his/her behalf.
- 9. All the resolutions set out in this Notice of 33rd AGM shall be put to vote by poll.

Explanatory Notes:

1. Audited Financial Statements for the financial year ended 30 June 2024

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

2. Ordinary Resolution 1, 2 and 3 – Re-election of Directors

The following Directors who are standing for re-election as Directors of the Company pursuant to Clause 87 of the Company's Constitution at the 33rd AGM of the Company and are being eligible have offered themselves for re-election:-

- a. Datuk Matthew Tee Kai Woon
- b. Chai Chan Tong
- c. Ooi Hee Kah

(Collectively referred to as "Retiring Directors")

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

3. Ordinary Resolution 4 – Payment of Directors' Fees

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

This resolution is to facilitate payment of Directors' fees for their services from the conclusion of this AGM until the conclusion of the next AGM. In the event the Directors' fees proposed is insufficient (e.g. due to the enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

4. Ordinary Resolution 6 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6 if passed, is a renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

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

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 32nd AGM held on 12 December 2023 of which the mandate will lapse at the conclusion of the 33rd AGM.

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

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

"85. Pre-emptive rights to new shares

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

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

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

The proposed Ordinary Resolution 6, if passed, will exclude your pre-emptive right to be offered new shares and/ or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

5. Ordinary Resolution 7 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 7 is a renewal generate mandate and if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Circular to Shareholders dated 30 October 2024.

6. Ordinary Resolution 8 – Proposed Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 8 is a renewal generate mandate and if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further details are set out in the Circular to Shareholders dated 30 October 2024.

Statement Accompaying Notice of Annual General Meeting

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

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

No individual is seeking election as a Director at the 33rd AGM of the Company.

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

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 is set out under Explanatory Note 4.



10

Group Corporate Structure (Cont'd)



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



Bina Puri Mining Sdn. Bhd. 199201019303 (250807-M) **KM Quarry Sdn. Bhd.** 199601037044 (409397-V)

Sungai Long Industries Sdn. Bhd.

199001007085 (198655-D) Dimara Building System Sdn. Bhd. 200201025990 (593653-T)



BP Healthcare Development Sdn. Bhd. 202001000745 (1357064-W) Ideal Heights Properties Sdn. Bhd. 198401015146 (127701-D) Bina Puri Properties (B) Sdn. Bhd.



PT. Megapower Makmur Tbk. (8120119001382)

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



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



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Bina Puri (Thailand) Ltd. (0105547057486)

Star Effort Sdn. Bhd. 200601008956 (728706-A) Karak Spring Sdn. Bhd. 199201014002 (245505-V)

50%

Harvest Ville Sdn. Bhd. (formerly known as Karak Farm Sdn. Bhd.) 202301031439 (1525362-H)

T8 Gym Sdn. Bhd. 202301003011 (1496930-P)

Legasi Properties Sdn. Bhd. 202201021842 (1467539-P)

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

> Bina Puri Property Management Sdn. Bhd. (formerly known as Ideal Heights Property Management Sdn. Bhd.) 200501010332 (687379-P)

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

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

11

Corporate Information

Board of Directors

DATUK AMAR JAUL ANAK SAMION Chairman/Independent Non-

Executive Director

TAN SRI DATUK TEE HOCK SENG, JP Deputy Executive Chairman

DR. TAN CHENG KIAT Founder Director

CHAI CHAN TONG Group Managing Director cum Group Chief Executive Officer

DATUK MATTHEW TEE KAI WOON

Group Executive Director

OOI HEE KAH Executive Director

CHEE SU KYUN Independent Non-Executive Director

IR. AZMAN BIN BUJANG Independent Non-Executive Director

LEE HUI ZIEN Independent Non-Executive Director

Board Committees

GROUP EXECUTIVE COMMITTEE

Chairman Chai Chan Tong

Member Dr. Tan Cheng Kiat Datuk Matthew Tee Kai Woon Tan Sri Datuk Tee Hock Seng, JP Ooi Hee Kah

AUDIT COMMITTEE

Chairman

Chee Su Kyun

Member Ir. Azman Bin Bujang Lee Hui Zien

NOMINATING COMMITTEE

Chairman Chee Su Kyun

Member Ir. Azman Bin Bujang Lee Hui Zien

REMUNERATION COMMITTEE

Chairman Chee Su Kyun

Member

Ir. Azman Bin Bujang Lee Hui Zien

COMPANY SECRETARIES

Tan Tong Lang SSM PC No. 202208000250 & MAICSA 7045482

Ang Wee Min SSM PC No. 202208000334 & MAICSA 7076022

REGISTERED OFFICE

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

SHARE REGISTRAR

Tricor Investor & IssuingHouse Services Sdn. Bhd.Unit 32-01, Level 32, Tower AVertical Business Suite, Avenue 3Bangsar South, No. 8, Jalan Kerinchi59200 Kuala LumpurTel :+603 2783 9299Fax :+603 2783 9222Email :is.enquiry@my.tricorglobal.com

AUDITORS

MESSRS. GRANT THORNTON MALAYSIA PLT

Level 11, Sheraton Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur **Tel** :+603 2692 4022

PRINCIPLE BANKERS

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

STOCK EXCHANGE LISTING

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

Board of Directors



Datuk Amar Jaul Anak Samion

Chairman/Independent Non-Executive Director

Aged 66	Male	Malaysian
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Datuk Amar Jaul Anak Samion was appointed to the Board as the Independent Non-Executive Chairman on 1 July 2023. He holds a Master in Business Administration from Ohio University.

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

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

He was the Chairman of various Statutory Bodies and Government-Linked Companies such as Sarawak Biodiversity Council (SBC), Sarawak Development Institute (SDI), Leadership Institute of Sarawak Civil Service (LISCS), Sarawak Incorporated Sdn Bhd (SI), Samalaju Port Authority (SPA), Sarawak Waste Management Sdn Bhd (SWM); and Board Member of Sarawak Timber Industry Development Corporation (STIDC), Sarawak Economic Development Corporation (SEDC), Regional Corridor Development Authority (RECODA), Sarawak Multimedia Authority (SMA), Sarawak Information System (SAINS), Permodalan ASSAR Sdn Bhd, among others. At the Federal level, he had served as Board of Director of Employees Provident Fund (EPF), Malaysian Palm Oil Board (MPOB), Malaysian Pepper Board (MPB), Malaysia Cocoa Board (MCB), Pertubuhan Peladang Kebangsaan (NAFAS), among others, as Sarawak Government representative.

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

Currently, he is an Advisor in the Sarawak Premier's Office and the Chairman of Swinburne University of Technology Sarawak.

Datuk Amar Jaul Anak Samion is not related to any Directors or major shareholders of the Company. He does not hold any directorship in other public companies and listed issuers and has no conflict of interest in any arrangement involving the Company or its subsidiaries.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Tan Sri Datuk Tee Hock Seng, JP

Deputy Executive Chairman



Tan Sri Datuk Tee Hock Seng, JP was appointed to the Board on 5 November 1990 and was subsequently appointed as the Group Managing Director on 22 November 1994. He was redesignated as Deputy Executive Chairman on 18 October 2023. He is a member of the Group Executive Committee. He holds a Malaysian Certificate of Education (MCE) qualification.

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

Current Portfolios:

- Board of Trustee of Perdana Leadership Foundation
- EXCO member of Malaysia South-South Association
- Director of Malaysian South-South Corporation Bhd
- Honorary Chairman of The Chinese Chamber of Commerce & Industry of KL & Selangor

- Honorary Chairman of the Malaysia Quarries Association
- Executive Advisor of Selangor & Federal Territory Builder Association
- Honorary Chairman of The International Fellowship of Eng Choon Associates
- Life Honorable President of The Federation of Hokkien Association of Malaysia
- Advisor of The Associated Eng Choon Societies of Malaysia
- Honorary Chairman of The Federation of Xing Yang Associations of Malaysia
- Director of the Chinese Maternity Hospital (CMH)
- Board of Trustee cum Exco Member of Selangor King George V Silver Jubilee Fund
- Chairman, Board of Governors of SMJK Confucian and SRJK (C) Onpong II, KL
- Honorary Chairman, Board of Governors of SJK(C) Tsun Jin
- Honorary Chairman of the Young Malaysians Movement and The Federation of Malaysian Clans & Guilds Association

Past Portfolios:

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

Notable Achievements/Awards:

- "Master Builders' Silver Award" by Master Builders Association Malaysia (MBAM) in 2001
- "Service to New Generations Award" by the Rotary Club of Pudu in 2004
- "SMI Platinum Award" by SME Association of Malaysia (SME) in 2004
- "Most Prominent Player" by the Construction Industry Development Board in 2005
- The 2nd Malaysia & Golden Entrepreneur Award "Lifetime Achievement Award" by FMCGA (The Federation of Malaysia Chinese Guilds Association) in 2015
- "Award of Honorary Fellowship" by The International College of Dentists (ICD) in 2016
- "Malaysian Fujian Outstanding Entrepreneur Award" by The Federation of Hokkien Association Malaysia in 2017

- "IFAWPCA-Atsumi Award" at the 44th International Federation of Asian and Western Pacific Contractors' Associations (IFAWPCA) in 2018
- "Honorary Builder Award" by the Master Builders Association Malaysia (MBAM) in 2019

Tan Sri Datuk Tee Hock Seng, JP currently serves as a Director on the boards of 2 public companies, i.e. KL - Kuala Selangor Expressway Bhd and Malaysian South-South Corporation Berhad.

He is a major shareholder of the Company and he has family relationship with the following Directors:

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

He has no conflict of interest in any arrangement involving the Company or its subsidiaries. He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Dr. Tan Cheng Kiat

Founder Director



Dr. Tan Cheng Kiat founded Bina Puri Sdn. Bhd. in 1975 and he was appointed to the Board of the Company on 5 November 1990. He is currently a member of the Group Executive Committee. Dr. Tan Cheng Kiat who has been a Director since the Company's inception, is responsible for the growth and ongoing development of the company's business.

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

Dr. Tan Cheng Kiat does not hold any other directorship in public companies and listed issuers and he has no conflict of interest in any arrangement involving the Company or its subsidiaries. He has family relationship with the following Directors:-

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

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Chai Chan Tong

Group Managing Director cum Group Chief Executive Officer

Aged 36 Male Malaysian

Chai Chan Tong was appointed as Executive Director of the Company on 19 January 2023. He was redesignated as Group Managing Director cum Group Chief Executive Officer on 18 October 2023. He is the Chairman of the Group Executive Committee. He holds an O-Level equivalent gualification (SPM).

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

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

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

He does not hold any other directorship in public companies and listed issuers and he has no conflict of interest in any arrangement involving the Company or its subsidiaries.

He is a major shareholder of the Company and he is not related to any Directors or major shareholders of the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Datuk Matthew Tee Kai Woon

Group Executive Director



Datuk Matthew Tee Kai Woon joined the Company as Special Assistant to the former Group Managing Director (Tan Sri Datuk Tee Hock Seng, JP) since 1 December 2003 and subsequently he was appointed as Alternate Director to Tan Sri Datuk Tee Hock Seng, JP on 18 December 2007. He was appointed as Executive Director on 1 December 2009 and was redesignated as Group Executive Director on 7 March 2013. He is also a member of the Group Executive Committee.

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

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

Current Portfolios:

- Honorary Advisor of Master Builders Association of Malaysia (MBAM) from 2020-2026
- Honorary Treasurer General of Malaysian Steel Structural Association (MSSA) since 2011
- Board Member of Malaysian Industry Government Group for High Technology (MIGHT) and Chairman of Board Audit Committee

Past Portfolios:

- President of Master Builders Association of Malaysia (MBAM) from 2012-2016
- Member of National Science Council (NSC) from 2016-2017
- Board of Advisory of Construction Labour Exchange Centre Berhad (CLAB) from 2016-2022
- Board Member of Construction Industry Development Board Malaysia (CIDB) from 2013-2016

- Council Member of the Road Engineering Association of Malaysia (REAM) from 2017-2019
- 44th President of the International Federation of Asian and Western Pacific Contractors' Associations (IFAWPCA) from 2017-2018
- Member of the Advisory Committee on Hotel and Tourism Management by the Chinese University of Hong Kong (CUHK) from 2017-2020

Notable Achievements/Awards:

- "Property CEO" by FIABCI Malaysia Property Award 2018
- MBAM Silver Award by Master Builders Association of Malaysia (MBAM) in 2023

Datuk Matthew also sits on the Board of KL - Kuala Selangor Expressway Bhd, a public company as an Executive Director and Chin Teck Plantations Berhad and Negri Sembilan Oil Palms Berhad, both Public Listed Companies in the Main Market of Bursa Malaysia Securities Berhad as an Independent Non-Executive Director.

He is a major shareholder of the Company has family relationship with the following directors:

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

He has no conflict of interest in any arrangement involving the Company or its subsidiaries. He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Ooi Hee Kah

Executive Director

Aged 30 Male Malaysian

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

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

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

He does not hold any directorship in other public companies and listed issuers and has no conflict of interest in any arrangement involving the Company or its subsidiaries.

He is not related to any Directors or major shareholders of the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Chee Su Kyun

Independent Non-Executive Director



Chee Su Kyun was appointed to the Board as Independent Non-Executive Director on 29 September 2023. He is the Chairman of the Audit Committee, Remuneration Committee and Nominating Committee. He graduated with a Bachelor of Administrative Management, Finance and Economics from the University of Western Ontario, London, Ontario, Canada.

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

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

Ir. Azman Bin Bujang was appointed to the Board as Independent Non-Executive Director on 1 August 2023. He is a member of the Audit Committee, Remuneration Committee and Nominating Committee. He graduated with a Bachelor of Mechanical Engineering from the Polytechnic of Central London (United Kingdom).

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

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

He started his career as a Mechanical Engineer and worked mainly in the electricity industry in Sarawak from 1986-1998. In 1999, he established an engineering firm that provides consultancy services for the construction industry with his partners. Government of Sabah, the Chief Executive Officer of Kolej Teknikal Yayasan Sabah and the Deputy Chief Operating Officer of Innoprise Corporation Sdn Bhd (ICSB), the investment arm of Yayasan Sabah. In ICSB, he is actively involves in Plantation, Sustainable Energy, Property Development, Real Estate, Tourism, Oil and Gas and Education.

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

He does not hold any directorship in other public companies and listed issuers and has no conflict of interest in any arrangement involving the Company or its subsidiaries.

He is not related to any Directors or major shareholders of the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.

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

He does not hold any directorship in other public companies and listed issuers and has no conflict of interest in any arrangement involving the Company or its subsidiaries.

Ir. Azman Bin Bujang is not related to any Directors or major shareholders of the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Ir. Azman Bin Bujang

Independent Non-Executive Director





Lee Hui Zien

Independent Non-Executive Director



Lee Hui Zien was appointed as Independent Non-Executive Director of the Company on 16 May 2023. She is a member of the Audit Committee, Remuneration Committee and Nominating Committee. She graduated with First Class Honours in Bachelor of Commerce (Hons) Accounting from the University of Tunku Abdul Rahman.

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

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

She rejoined Deloitte Malaysia as Audit Senior Manager and was promoted to Audit Director in 2020. During her employment with Deloitte, she had led various audit clients of both local and large multinational corporations, public and private companies operating in various industries including property development and construction, plantation, real estate investment trust, retails, oil and gas and service industry. She had experience in accounting policies and practices advisory and was involved in MFRS 16 implementation project. Her expertise in assurance related assignments also include financial and operational due diligence and reporting accountants for corporate exercises such as scheme of arrangement.

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

She does not hold any directorship in other public companies and listed issuers and has no conflict of interest in any arrangement involving the Company or its subsidiaries.

Lee Hui Zien is not related to any Directors or major shareholders of the Company. She has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.



Key Senior Management



Lee Tong Leong

Chief Operating Officer, Property Division

Aged 66 Male Malaysian

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

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

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

He is also responsible for the setting up of the property management team of the Group to ensure proper maintenance of the strata developments that have been completed before handing over to Joint Management Bodies or Management Corporations. He is also involved in execution of sales and marketing strategies for new projects. For the execution of successful sales and marketing activities, he places high level of importance for the team to keep abreast of latest development and market trend of the property market.

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

He does not hold any directorship in other public companies and listed issuers. He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 30 June 2024.

Chairman's Statement

DATUK AMAR JAUL ANAK SAMION Chairman, Bina Puri Holdings Bhd

DEAR SHAREHOLDERS,

on behalf of the Board of Directors and Management, it is my great pleasure to present the Annual Report of Bina Puri Holdings Bhd for the financial year ended 30 June 2024.

Over the past year, we have dedicated ourselves to adjusting our business priorities and repositioning our organisation in response to the dynamic and uncertain environment. Our main goal has been to strengthen the Group's financial position and stabilise our operations. Moving forward, we are placing a strong emphasis on developing growth drivers for our core businesses and revitalizing key management teams to propel us forward.

Chairman's Statement (Cont'd)

ECONOMY OUTLOOK

Malaysia's economic outlook for 2024 is characterised by steady but moderate growth, with gross domestic product (GDP) rising 5.9% in the second quarter (up from 4.2% in the first quarter), driven by resilient domestic demand, strategic infrastructure projects like the East Coast Rail Link (ECRL), and a recovering tourism sector. Strong growth in the construction sector (17.2%), along with services (5.6%) and manufacturing (4.7%), highlights the broad-based recovery.

Inflation is forecasted to moderate between 2.8% and 3.6%, shaped by subsidy rationalisation, higher service taxes, and global commodity price trends. The government has reinforced its commitment to fiscal consolidation, with a goal to reduce the fiscal deficit to 4.2% of GDP. Reforms such as the introduction of luxury and capital gains taxes are expected to support this goal, improving fiscal stability without stifling economic growth.

At the heart of Malaysia's economic strategy is the Madani Economy framework, which promotes inclusive, sustainable growth. This framework seeks to strengthen public services, improve wage levels, and implement tax reforms, all while ensuring responsible spending. As the country navigates through external uncertainties, such as global economic fluctuations and supply chain disruptions, the economic outlook remains cautiously optimistic. With the government's strategic focus on infrastructure and sustainability, Malaysia is well-positioned for continued growth in 2024, balanced by careful management of inflation and fiscal responsibilities.



SEGMENTAL BUSINESS OVERVIEW

For the financial period ended 30 June 2024 ("FY2024"), the Group achieved a revenue of RM168.3 million, a significant increase compared to RM94.8 million in the previous period ("FY2023"). Despite the higher revenue, the Group posted a loss before tax ("LBT") of RM5.2 million in FY2024. However, this represents a substantial improvement from the much larger LBT of RM122.5 million recorded in FY2023.

In summary, the Group has nearly doubled its revenue year-over-year while significantly reducing its losses, indicating better cost management and operational improvements.

Chairman's Statement (Cont'd)

SEGMENTAL BUSINESS OVERVIEW (CONT'D)

The **construction segment** reported a LBT of RM20.5 million for FY2024, a significant improvement compared to the LBT of RM99.6 million recorded in FY2023. The reduced LBT was primarily driven by lower operating costs for certain projects in their advanced stages of completion, as well as gains from a scheme of arrangements between the Group's subsidiary and its creditors.

The Malaysian construction sector is grappling with challenges such as ringgit fluctuation, rising overhead costs, and a shortage of skilled labor, all of which could impact the bench strength of delivery partners. Bina Puri will remain focused on keeping ongoing projects on track and is expected to be more selective with its order book, exercising greater caution and thorough due diligence in managing commercial risks.

The **property development segment** generated a revenue of RM113.2 million and a profit before tax ("PBT") of RM14.7 million for FY2024, compared to a revenue of RM61.1 million and a PBT of RM4.5 million in FY2023. The positive results were driven by The Valley @ Bentong, which offers homestead land as a niche real estate investment alternative, delivering promising outcomes so far. The Valley @ Bentong has registered sales of RM140.0 million since its launch in 2017. This success was further supported by stable occupancy rates in our retail and hospitality sub-sectors, specifically at The Main Place Mall @ USJ 21 and Swiss-Belhotel Kuantan.

The real estate sector displayed good growth momentum, supported by improved market conditions and encouraging government policies and incentives. This improved outlook continued to drive investment potential for both local and foreign buyers.

The **power supply segment** generated a revenue of RM9.6 million for FY2024 from the supply of electricity to PT Perusahaan Listrik Negara (Indonesia's State Electricity Company) and PLTM Bantaeng, with a LBT of RM3.4 million. This compares to a revenue of RM11.5 million and an LBT of RM14.5 million in FY2023.

The Group is actively exploring opportunities to expand its power division both locally and internationally. These efforts align with the Group's commitment to environmental sustainability and long-term growth in the green energy sector.



Chairman's Statement (Cont'd)

ACHIEVEMENT AND AWARD

We would like to extend our warmest congratulations to our Group Executive Director, Datuk Matthew Tee, on receiving the Master Builders Association Malaysia (MBAM) Platinum 20 Years' Service Award. Having served as the President of MBAM from 2012 to 2016 and as the Honorary Advisor since 2020, Datuk Matthew has made significant contributions to the industry.

This esteemed award recognises exceptional leaders who have dedicated their careers to advancing the effectiveness of the Contractors' Association and the broader construction sector. Datuk Matthew's commitment and leadership have not only strengthened the association but have also had a lasting impact on the industry, and we are proud to have him at the helm of our organisation.

OUR BUSINESS OUTLOOK AND PROSPECTS

The business outlook for the second half of 2024 reflects cautious optimism as global economic recovery continues, though growth may vary between developed and emerging markets. Inflation is expected to stabilise, and supply chain issues should ease, benefiting sectors like construction, where activity is projected to increase due to government spending and private investments. However, challenges such as rising material costs and labor shortages persist.

The energy transition toward renewable sources is also gaining momentum as businesses invest in solar, wind, and other green technologies to meet sustainability targets. The Malaysian government's initiatives, including infrastructure development and small and medium enterprise (SME) support, will provide essential backing to sectors like construction and renewable energy, helping drive growth in these areas.

The Group is focused on opportunities in Sarawak, where significant infrastructure projects, such as the Sarawak Coastal Road and airport expansions in Kuching and Bintulu, are expected to boost regional connectivity and economic growth. In addition, the Group is exploring joint ventures in property development and actively seeking land acquisition opportunities.

To mitigate risks related to financial challenges, rising material prices, and labour costs, the Group is implementing prudent cost control measures and monetizing underperforming assets. With nearly 50 years of experience, the Group remains committed to maintaining financial stability and operational resilience while pursuing growth opportunities in a challenging business environment.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, I would like to extend my deepest gratitude to our financiers, business partners, shareholders, and relevant authorities for their unwavering patience, support, and cooperation throughout our business journey, particularly during challenging times. Your trust and collaboration have been instrumental in our progress and resilience, allowing us to navigate obstacles effectively.

The Board and Management remain fully committed to fostering a culture of continuous improvement, ensuring that we adapt to changing market conditions while delivering sustained value for all our stakeholders. As we move forward, we look forward to strengthening our partnerships and driving future growth and success together.

DATUK AMAR JAUL ANAK SAMION

Chairman

23

Management Discussion and Analysis



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

> I am pleased to present the Annual Report, themed 'Synergy Driven,' which highlights the collective strength and collaboration that propel our company forward. This tagline emphasises the significance of teamwork and unity, reflecting Bina Puri's steadfast commitment to achieving new milestones through our joint efforts. It showcases how our collaborative spirit enables us to leverage individual strengths, fostering an environment where shared success thrives. Together, we continue to build a brighter future for our company.

BUSINESS ENVIRONMENT OVERVIEW

The year 2024 marks a pivotal moment where continuity and transformation converge across various sectors. Industries are undergoing significant changes influenced by geopolitical uncertainties, evolving policy landscapes, and considerable digital disruption. In this dynamic context, our Group has navigated a year marked by both substantial progress and challenges. Our long-term sustainability relies on the collective strength of our business divisions and our ability to adapt to shifting market conditions.

Malaysia's construction sector, a cornerstone of economic growth, is set for substantial expansion and job creation in late 2024, propelled by major projects like the Penang Light Rail Transit (LRT), flood mitigation efforts, and the Sabah Sarawak Link Road (SSLR). Additional developments, including the East Coast Rail Link (ECRL), Pan Borneo Sabah Highway, and the Iskandar Malaysia initiative, will further boost progress, supported by the RM90 billion development expenditure in the 2024 Budget. Bina Puri stands well-positioned to leverage these opportunities, backed by its expertise and strong track record in infrastructure development.

The Malaysian government's policies for 2024 focus on boosting the construction sector by emphasizing infrastructure development, affordable housing, digital transformation, and sustainability. These targeted initiatives, along with incentives for private and foreign direct investment, are expected to stimulate robust growth while addressing long-term challenges such as labor shortages and rising costs. The government's commitment to fostering a green and resilient construction sector will play a crucial role in shaping Malaysia's economic future.

As we move forward, Bina Puri remains dedicated to enhancing our performance and delivering value to both our shareholders and stakeholders. We will continue to identify areas for improvement and effectively respond to the evolving operating environment.

REVIEW OF PERFORMANCE

The Group recorded a revenue of RM168.3 million and loss before tax ("LBT") of RM5.2 million for financial period ended 30 June 2024 ("FY2024") as compared to previous corresponding period ("FY2023") RM94.8 million and RM122.5 million respectively.

The improved performance was primarily driven by stronger results in both the construction and property segments. The construction segment benefited from a combination of reduction of debt burden, better cost management, and efficiencies in execution, while the property segment saw robust sales, particularly in niche real estate investments, along with stable occupancy rates in key assets.



CONSTRUCTION

The construction segment incurred a LBT of RM20.5 million for FY2024, compared to an LBT of RM99.6 million for FY2023. The significantly lower LBT recorded for the first nine months of FY2024 was attributed to the positive effect of the Proposed Scheme between Bina Puri Sdn Bhd, the Company's wholly owned construction arm, and its Scheme Creditors, which was approved by the High Court of Malaya in Shah Alam on 24 January 2024.



The outlook for Malaysia's construction industry in 2024 is positive, marked by robust growth, particularly in civil engineering and residential projects. During the first half of 2024, the sector recorded a 17.2% year-on-year growth, with RM75.7 billion in work value, primarily driven by civil engineering and residential buildings.

Bina Puri is actively pursuing opportunities in East Malaysia as part of its expansion strategy. Ongoing projects are progressing as scheduled, including the road work project at Daerah Dalat, the Supreme Court Building Complex in Ramshahpath, Kathmandu, Nepal, and the High-Speed Railway project in Bangkok, Thailand, with completion rates of 75%, 15%, and 10%, respectively.



Bina Puri successfully obtained the Certificate of Completion and Compliance (CCC) in May 2024 for the construction of a state-owned hotel in Tasik Kenyir, Terengganu. However, the construction of the Pan Borneo Highway in Sarawak is facing delays due to the relocation of existing utility services, with an extension of time granted by the client.

CONSTRUCTION (CONT'D)

Bina Puri's first venture in Iraq has been fruitful, showing promising results. The construction of a 74.5 km two-lane road from Al-Islah Junction to Al-Jabayish in Nasirya City was officially opened on 6 August 2024, graced by the Governor of Thi Qar. In early 2024, the Group signed a Joint Venture Agreement with UTHM Holdings Sdn Bhd to explore opportunities for the development of residential colleges at the University of Tun Hussein Onn Malaysia (UTHM) through a Public-Private Partnership initiative.

A record RM584.0 million in outstanding construction orders is expected to contribute positively to earnings in the next financial year. Nonetheless, the company continues to bid for new jobs while being selective in its approach.

PROPERTY DEVELOPMENT

The property segment recorded a revenue of RM113.2 million and profit before tax ("PBT") of RM14.7 million for FY2024 as compared to FY2023's revenue of RM61.1 million and PBT of RM4.5 million respectively. In tandem with increased revenue, PBT was higher at RM14.7 million as for compared to RM4.5 million recorded in FY2023.



Demand for our gated and guarded homestead development, The Valley @ Bentong, remains robust, with Phase 1 named Kerau already fully sold, while Phases 2 (Kerau) and 3 (Sarang) have take-up rates of 70% and 50%, respectively. The fourth phase named Embun, with

an estimated gross development value (GDV) of RM93.5 million, is expected to be launched by the first quarter of next year. There has been a change in lifestyle, with many people using their homestead properties as either weekend or holiday homes, or as places to retire. Hence, the Group is hopeful of achieving a take-up rate of 80% by next year.



Meanwhile, at its 250-acre Karak Spring durian plantation within The Valley @ Bentong, the Group owns 5,000 Musang King durian trees. We are delighted to share that our durian farm has reached a significant milestone by entering a revenue-generating stage. We expect to see a substantial financial contribution and positive cash flow from the durian plantation business within the next three to five years.

The division has also rolled out a mixed development named Ascott Kensington Suites in Kota Kinabalu, comprising service suites and retail elements with a GDV of RM296 million. The Group had successfully developed four development projects in Kota Kinabalu, namely Taman Malawa, and the Jesselton series (Jesselton Condominium, Jesselton View and One Jesselton), with a combined GDV of RM238.3 million. Following the success of developing Main Place neighborhood mall and residences in USJ 21, Subang Jaya, the division is confident that the proposed development in Kota Kinabalu will become a landmark on Jalan Tuaran Bypass.

PROPERTY DEVELOPMENT (CONT'D)



With the unsold land/properties of RM260.0 million, the Group is positive that the sales momentum in the next financial year remains strong and stable.

The Group is also actively exploring development opportunities in northwest of city centre Kuala Lumpur-Rawang, as the property market in Rawang has been robust over the past five years. The improved connectivity to Rawang has sparked interest among potential homebuyers, as the town is now easily accessible from Sungai Buloh, Petaling Jaya, and Kuala Lumpur city center via various highways.

QUARRY

The Quarry division in Melaka has recorded revenue of RM27.6 million for FY2024 as compared to the previous financial year of RM21.3 million.



The Group's quarry business reported a positive net income, driven by rising domestic demand for aggregates and stones, particularly from the construction, property development, and road infrastructure sectors.

POWER SUPPLY

The power supply segment recorded a revenue of RM9.6 million from the supply of electricity power to PT Perusahaan Listrik Negara (State Electricity Company owned by Indonesia Government) and PLTM Bantaeng and LBT of RM3.4 million for FY2024, as compared to FY2023's revenue of RM11.5 million and LBT of RM14.5 million respectively. Despite the strengthening of the ringgit value, drier weather conditions, which affected water levels needed for hydro plants to operate optimally, impacted the division's revenue.



The Group is proactively seeking opportunities to grow its power division on both local and international fronts. We are exploring various avenues for expansion, including partnerships with key stakeholders and investments in renewable energy projects. By leveraging our existing expertise and resources, we aim to enhance our market presence and capitalise on emerging trends in the energy sector.

HOSPITALITY

Swiss-Belhotel Kuantan and Rimbun Suites and Residences in Brunei are maintaining strong momentum with a consistent combined revenue of RM35 million.



Swiss-Belhotel Kuantan, a four-star property directly on the seafront at Tanjung Lumpur in Malaysia's Pahang State, enjoys a nearly full take-up rate during long weekends and public holidays. On the other hand, Rimbun Suites and Residences in Bandar Seri Begawan has also achieved an occupancy rate of close to 90%. Situated near popular landmarks in Brunei, it offers spacious apartments and excellent facilities, making it the top choice for many travelers and expatriates for both short- and long-term stays.

RETAIL

Main Place Mall, our flagship neighborhood mall in USJ 21, Subang Jaya, boasts an average annual revenue of RM18 million, with a strong and steady occupancy rate of over 90%.



Our current tenant, Spectrum University College, has recently expanded its space by nearly 20,000 square feet. We are pleased to welcome popular brands such as Kids Nation and Bungkus Kaw Kaw to our mall. We are confident that this positive momentum will continue to drive sustainable growth.

HIGHWAY CONCESSION

Our Kuala Lumpur-Kuala Selangor Expressway (LATAR) recorded strong traffic performance, with an average daily traffic (ADT) of 100,456 in Q2 2024. Since its opening, LATAR has, for the first time, reached an ADT of 100,000 in a single quarter. The number rose to 137,800 vehicles daily during the Hari Raya Aidilfitri peak holiday season.

We anticipate an increase in traffic performance on the LATAR in the near future, driven by developments in the surrounding areas such as Setia Eco Templer (including Templer Park and Kanching Rain Forest Reserves), Gamuda Gardens, Taman Scientex, and Kundang Lakes Country Club. These thriving communities and attractions are expected to contribute significantly to higher traffic volumes, enhancing the overall performance of the expressway.

In 2022, LATAR achieved its maiden profit of RM9.3 million. This figure rose to RM15.2 million in 2023, with the Group entitled to a 50% share.

PROSPECTS

In Budget 2025, the Malaysian government aims to drive economic growth by prioritising the construction sector with a focus on large-scale infrastructure projects such as the Pan Borneo Highway, the Northern Coastal Highway in Sarawak, and the development of Penang Light Rail Transit (LRT) and Johor Bahru–Singapore Rapid Transit System (RTS) Link. Additionally, an allocation of RM50 billion has been designated specifically for infrastructure development to support regional connectivity.

Our construction segment remains optimistic about maintaining growth momentum beyond the current financial year, focusing on completing ongoing projects and actively pursuing new opportunities to replenish our order book.

There is also an increasing call for the government to expand affordable housing initiatives, including relaxing conditions for the Malaysia My Second Home program and advancing the Johor-Singapore Special Economic Zone. These initiatives are expected to stimulate the property sector, which aligns well with the Group's objectives for its property segment.

While the Malaysian economy shows positive growth signs, it continues to face challenges from global economic uncertainties. The Group will keep exploring new business opportunities to strengthen financial performance while addressing potential headwinds from geopolitical issues, inflation, commodity price fluctuations, and foreign currency variations.

DIVIDEND

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

APPRECIATION

I would like to extend my sincere appreciation to our investors, customers, business associates, and partners for their steadfast support throughout our journey. Your trust and collaboration have played a vital role in our achievements, and we are truly grateful for your commitment to our shared objectives.

Additionally, I want to express my heartfelt thanks to our dedicated management and staff for their tireless efforts and unwavering commitment. Your relentless pursuit of excellence and collaborative spirit have established the foundation for our sustainability and growth as an organisation.

Together, we will continue to scale new heights!

CHAI CHAN TONG

Group Managing Director cum Group Chief Executive Officer

Group Financial Highlights

	2024	2023	2022	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	168,274	94,843	234,919	287,466	387,422
Loss before taxation	(5,175)	(122,527)	(71,929)	(62,427)	(27,096)
Loss attributable to the shareholders of the Company	(15,017)	(122,956)	(74,749)	(63,910)	(54,107)
Dividend Paid (Net)	-	-	-	-	-
Share capital	299,948	299,458	246,521	236,435	180,857
Shareholders' equity	87,228	104,229	167,528	232,101	242,524
Total assets	887,512	1,026,500	1,152,027	1,357,151	1,326,750
Net loss per share (sen)	(2.23)	(5.90)	(4.80)	(6.80)	(9.40)
Net assets per share (RM)	0.13	0.03	0.10	0.16	0.32
Share price (RM)					
- High	0.500	0.045	0.080	0.12	0.25
- Low	0.175	0.030	0.035	0.07	0.03



Calendar of Events

NOV 2023

Bina Puri Group Occupational Safety and Health (OSH) Committee conducted an Emergency Drill Exercise at Wisma Bina Puri Building on Wednesday, 15 November 2023.

The purpose of the Emergency Drill Exercise is to create awareness and refresh the staff's knowledge and readiness upon facing any emergency incidents that requires evacuation of the office building, such as fire, earthquake etc. Also conducted was demonstration and training on the use of fire extinguisher.



A total of 42 staff headcounts was recorded during the exercise which took approximately 7 minutes (from the time emergency alarm was issued to all staff fully and safely gathered at the designated Assembly Point).



Bina Puri joined the Master Builders Association of Malaysia (MBAM) attending the International Federation of Asian and Western Pacific Contractors' Associations (IFAWPCA) Convention which was held from 21-24 November 2023 at the Hyatt Regency, Kathmandu, Nepal.

We also visited our latest project in the historical city of Kathmandu, the second project in Nepal after the Hyatt Regency Hotel Kathmandu, which was Bina Puri's first overseas building project completed in year 2000.

The new project is to construct a New Supreme Court Building Complex in Ramshahpath, Kathmandu with a contract sum of approx. RM181.81 mil under the collaboration of BINAPURI-KALIKA-SAMANANTAR JV. The work is expected to be completed in October 2025.

DEC 2023

Bina Puri Holdings Bhd held its 32nd Annual General Meeting (AGM) on 12 December 2023 – fully virtual through live streaming from the broadcast venue at the Share Registrar Office, i.e. Tricor Investor & Issuing House Services Sdn Bhd – with online remote voting using the remote participation and voting facility.

YBhg. Datuk Amar Jaul Anak Samion chaired the virtual 32nd AGM, with the other directors who were at the broadcast venue, i.e. YBhg. Tan Sri Datuk Tee Hock Seng JP, Dr. Tan Cheng Kiat, Mr Chai Chan Tong, YBhg. Datuk Matthew Tee and Mr Ooi Hee Kah.



Calendar of Events (Cont'd)

FEB 2024



In conjunction with Chinese New Year festive 2024, **KL-Kuala Selangor Expressway Bhd (LATAR)** hosted a Road Safety Campaign event on 9 February 2024 at Plaza Tol Ijok. The event was successfully held in collaboration with Pejabat Daerah/Tanah Kuala Selangor (MKJR), IPD Kuala Selangor, JPJ Kuala Selangor and other related agencies. **Bina Puri Holdings Bhd** signed a Joint Venture Agreement (JVA) with UTHM Holdings on 6 February 2024 at Shangri-La Hotel Kuala Lumpur.

The JVA is for the "Cadangan Pembangunan Kolej Kediaman untuk 5,000 Pelajar Universiti Tun Hussein Onn Malaysia (UTHM) Secara Inisiatif Kerjasama Awam dan Swasta (PPP) melalui Kaedah Build, Lease, Manage and Transfer (BLMT)".



The objective of the campaign is to educate and instill the importance of road safety awareness among road users to remain focus on driving especially during high traffic festive season.



Bina Puri Group celebrated this year's Chinese New Year on 27 February 2024 at Wisma Bina Puri with Lion Dance Performance, Lou Sang and great Luncheon with all the staff.

On the next day, we also celebrated the same with our colleagues at Kompleks Operasi LATAR, which was attended by the new Chairman of LATAR, YBhg. Dato' Sri Zohari bin Haji Akob.

Calendar of Events (Cont'd)

APR 2024

Karak Spring Sdn Bhd signed a Memorandum of Understanding (MOU) with Durian Boat Global Sdn Bhd in a ceremony held on 15 April 2024 at Sheraton PJ. The proposed collaboration is to develop a new global durian economy which includes the establishment of comprehensive platform for the export and selling of Malaysian durian.



Karak Spring's role is to provide staying accommodation with good quality and favorable/ affordable price and to supply durian harvested from a total 200 acres of land on annual basis to Durian Boat Global Sdn Bhd, whereas the other party is responsible for the establishment of durian tourism activities as well as sourcing, supply and export activities of durian, products and farm management service associated thereto.

MAY 2024



KL-Kuala Selangor Expressway Bhd (LATAR) and our partner Rafulin Holdings Sdn Bhd hosted a lively Hari Raya Aidilfitri open house event on 8 May 2024 at Kompleks Operasi LATAR, attended by the Board of Directors, senior management, staff, stakeholders, partners and all other wonderful guests.

There were variety of buffet spread and stalls serving traditional and favoured delicacies such as lemang, rendang, sate, ketupat, soto, lontong and many more delicious food for the guests to indulge.



Bina Puri Sdn Bhd's hotel project located on Pulau Poh, Tasik Kenyir, Terengganu received the Certificate of Completion and Compliance (CCC) from the Public Works Department in May 2024. The new resort is expected to start operation by early 2025 along with the newly opened iconic Pulau Poh Bridge that connects Pengkalan Jeti Gawi to Pulau Poh Marina, Tasik Kenyir.

As high as 8 floors with 150 rooms, it is a 3-star hotel with 4-star facilities including a Banquet Hall that can accommodate 1,000 guests, choices of restaurants, retails and swimming pools. The unique architectural design of the resort was inspired by the famous Terengganu State animals, featuring a turtle motif for the banquet hall design and a butterfly motif for design of the hotel building.

Calendar of Events (Cont'd)

MAY 2024



Bina Puri Holdings Bhd's 4/2024 Board of Directors' Meeting was held on 20 May 2024 at the Boardroom of Kompleks Operasi LATAR. This is part of the new Directors tour itineraries to familiarise with the broad business activities and operations of Bina Puri Group.

YBhg. Datuk Amar Jaul Anak Samion chaired the meeting, with other Board of Directors attending the meeting including YBhg. Tan Sri Datuk Tee Hock Seng JP, Dr. Tan Cheng Kiat, YBhg. Datuk Matthew Tee and Mr. Chee Su Kyun. Mr. Chai Chan Tong, Mr. Ooi Hee Kah and Ms. Lee Hui Zien joined via online. Earlier, they were briefed by En Ahmad Fuad Bin Ahmad Shahimi, Chief Operating Officer of LATAR on the operation and overall business activities of LATAR.

Master Builders Association of Malaysia (MBAM) held its 70th Anniversary Dinner on 31 May 2024 at the Grand Ballroom, Sunway Resort Hotel.

YBhg. Datuk Matthew Tee shared a proud moment when receiving the **Platinum Service Award** for his 20 years service in MBAM.





The Proposed Dual Lane Road From Al-Islah Junction To Al-Jabayish At Nasirya City, in the Province Of Thi Qar, Southern Iraq has recently been completed. The work is under **Bina Puri Sdn Bhd** and involves construction of a two lanes road with total length of 74.5km including 7 bridges complete with all road accessories such as guardrails and street lighting.

The Certificate of Practical Completion (CPC) was issued with completion date stated on 18 July 2024. The Official Opening Ceremony was held on 6 August 2024 and was graced by the Governor of Thi Qar.

AUG 2024

JUL 2024

In celebration of the national independence and unity during Hari Kebangsaan and Hari Malaysia 2024, **KL-Kuala Selangor Expressway Bhd (LATAR)** paid a visit to SJKT Batu Arang on 30th August 2024 and contributed 300 units of Jalur Gemilang to the students and teachers.

This initiative not only aimed to strengthen the connection with the communities, but also at fostering a high sense of patriotism as well as love for the country among children.


Sustainability Statement

Bina Puri Holdings Bhd and its subsidiaries ("Bina Puri or the Group") presents its Sustainability Statement for the financial period ended 30 June 2024 ("FY2024"). This statement provides a detailed overview of the Group's ongoing efforts to advance and strengthen its sustainability agenda, highlighting the continuous progress made in enhancing its sustainability performance.

The Group remains dedicated to sustainability as a core value, reflecting a meaningful corporate culture. Upholding good governance, ethical practices, and adherence to a code of conduct at all levels are essential in driving the Group's initiatives in environmental sustainability, ethical governance, community development, client collaboration, and fostering an inclusive workplace culture.

SUSTAINABILITY FRAMEWORK



SCOPE AND BASIS OF SCOPE

This statement covers the Group's sustainability activities, performance and progress of our business operations within Malaysia and Brunei. The entities included in this statement are as follows:



SCOPE AND BASIS OF SCOPE (CONT'D)

Subsidiaries of the Company that are not directly involved in core operations, have no active business activities, or are dormant have been excluded, as they have minimal impact on the Group's overall sustainability performance and progress.

REPORTING FRAMEWORK AND STANDARDS

This statement is prepared in accordance with Paragraph 29, Part A of Appendix 9C and Practice Note 9 of the Main Market Listing Requirement ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").

The Board has considered the Sustainability Reporting Guide and its accompanying Toolkits issued by Bursa Securities to be the reporting framework in preparing this statement.

STATEMENT OF ASSURANCE

The information and data presented in this statement were sourced from internal reporting processes, systems, and records. This statement has not undergone an assurance process.

SUSTAINABILITY GOVERNANCE

The Board of Directors ("Board") of BPHB plays a crucial role in guiding and overseeing sustainability matters across the Group. This effort is bolstered by the Management/Head of Departments ("HODs"). The Management/HODs assists the Board in developing strategies, policies, practices, and targets related to sustainability, while also monitoring the Group's sustainability initiatives and performance.

Following the established strategies and targets, departments, business and functional units are responsible for implementing and managing sustainability initiatives at the operational level.



STAKEHOLDERS ENGAGEMENT

We actively engage with our stakeholders through a variety of communication channels. These interactions offer valuable insights into their priorities, enabling us to align them with the Company's strategies and business operations.

ENGAGEMENT PLATFORMS	AREA OF INTEREST	FREQUENCY
Board meetings	Financial performance	At least 4 times a year
 Board committees meetings 	• Business strategies and future plans	
Annual General Meetings	Financial performance	Annually
Corporate website	Dividend	As and when needed
Investor relations	Regulatory compliances	As and when needed
 Public announcements 	Corporate governance	As and when needed
Press releases	 Internal control and risk 	As and when needed
Annual reports	Ŭ	Annually
	Ethical business conduct	
Meetings	Financial and operational	As and when needed
 Written communications (i.e. memo, emails) 		
,		
Annual reports		
Written communication	Occupational safety and health	Frequent
 Formal and informal meetings 	Performance review	Frequent
Training & team building	Career development	As and when needed
programmes	Employees welfare and benefits	
 Annual performance appraisal 	 Fair employment practices 	Annually
 Bina Puri Sports & Social Club (KSSBP) 	Ethical business practices	Annually
Assembly		Quarterly
Meetings, consultations and	Regulatory compliances	Ad-hoc
dialogues	Corporate governance practices	
 Participation in Government, authorities and regulatory events 	Approval, permits and certifications	
 Periodic site visits and inspections 		
Meetings	Transparency in procurement	Frequent
• Tenders	processes	
 Contract negotiation 		
Written communication and phone		
 Supplier/vendor evaluation form 		
Corporate website	,	As and when needed
Face to face meetings		
	1	1
	 Board meetings Board committees meetings Annual General Meetings Corporate website Investor relations Public announcements Press releases Annual reports Meetings Written communications (i.e. memo, emails) Bursa Announcements Quarterly reports Annual reports Written communication Formal and informal meetings Training & team building programmes Annual performance appraisal Bina Puri Sports & Social Club (KSSBP) Assembly Meetings, consultations and dialogues Participation in Government, authorities and regulatory events Periodic site visits and inspections Meetings Tenders Contract negotiation Written communication and phone calls Site visits Supplier/vendor evaluation form 	 Board meetings Board committees meetings Financial performance Business strategies and future plans Annual General Meetings Corporate website Investor relations Public announcements Press releases Annual reports Meetings Written communications (i.e. memo, emails) Bursa Announcements Quarterly reports Annual performance appraisal Bina Puri Sports & Social Club (KSSBP) Assembly Meetings Periodic site visits and inspections Periodic site visits and inspections Meetings Corporate website Financial and operational performance Financial and operational performance Funding requirements Occupational safety and health Performance review Career development Employees welfare and benefits Fair employment practices Ethical business practices Ethical business practices Corporate governance processes Corporate website Corporate website Transparency in procurement processes Stre visits Supplier/vendor evaluation form Stre visits Supplier/vendor evaluation form Corporate website Corporate website Cocuromer satisfaction Product and service quality Customer satisfaction After sales services

STAKEHOLDERS ENGAGEMENT (CONT'D)

STAKEHOLDERS	ENGAGEMENT PLATFORMS	AREA OF INTEREST	FREQUENCY
Business	 Business meetings 	 Business opportunities 	Frequent
Partners		 Negotiation of contract terms 	
Media/Analyst	Media releases or media briefingsCorporate eventsGeneral meetings	Financial and operational performanceGeneral announcements	As and when needed
Local Communities	Social MediaCharity and welfare programmesCorporate/public events	Corporate social responsibilityCompany reputation and branding	Several times a year (during events)

MATERIALITY ASSESSMENT

The Company follows the process below to identify material sustainability topics that are of key interest to our stakeholders and have a significant impact on its business activities. This assessment incorporates the views and concerns of the Group's stakeholders, including shareholders, potential investors, customers, suppliers, employees, the community, and regulators.



MATERIALITY ASSESSMENT (CONT'D)

The level of importance to the Group's operations and external stakeholders is represented in the materiality matrix below.



Importance to Bina Puri Group

Economic Sustainability

- 1 Sustainable Business Growth
- 2 Quality Assurance
- **3** Corporate Governance
- 4 Data Privacy and Security
- **5** Procurement Practices
- 6 Client/Customer Satisfaction

Environmental Sustainability

- 7 Energy and Water Management
- 8 Waste Management

Social Sustainability

- 9 Board and Employee Diversity
- **10** Occupational Safety and Health ("OSH")
- **11** Human Capital Development & Management
- **12** Human Rights and Labour Practices
- **13** Community engagement

ECONOMIC SUSTAINABILITY

SUSTAINABLE BUSINESS GROWTH

We contribute to nation-building by developing key infrastructure projects, including road construction to enhance connectivity and real estate development that meets market demand. Our dedication to sustainable business practices drives the achievement of our strategic and operational goals, guided by our core values and business philosophy.

Our focus on long-term value creation for stakeholders fuels our success. Financial growth supports job creation and strengthens local supply chains, while the Group remains committed to exploring opportunities for expansion into new markets.

In FY2024, the Group generated revenue of RM168.3 million and continues to deliver value to stakeholders. Leveraging its technical expertise and strong track record, the Group is building sustainable growth momentum for its business.

Comprehensive details regarding the Group's financial performance are presented in the Management Discussion & Analysis section of this annual report.

QUALITY ASSURANCE

The Group's dedication towards implementation and compliance with standard practices and various legal requirements is bound and qualified by its continuous corroboration with the national Certification Body. The Group's major subsidiaries hold MS ISO Certifications relevant to each main activities.

The latest addition is the combined Integrated Management System Certification for Bina Puri Sdn Bhd and Bina Puri Builder Sdn Bhd including the ISO 9001:2015 Quality Management System; ISO 45001:2018 Occupational Safety & Health Management System and ISO 14001:2015 Environmental Management System. Having these certifications keep the companies on track and persistently abide and contribute towards the sustainability of the Group in various aspects of the sustainability framework.

CORPORATE GOVERNANCE

The Group is dedicated to achieving its strategic and operational objectives in compliance with applicable laws and principles of good governance, while upholding high standards of integrity. This commitment includes the implementation and adoption of the following policies:

Code of Conduct & Ethics

Whistle-blowing Policy

Anti-Bribery & Anti-Corruption Policy

The abovementioned policies are available on our website www.binapuri.com.my.

The Group is also committed to adhering to the principles of the Malaysian Code on Corporate Governance (MCCG), ensuring that it maintains sound and highly transparent management practices in the best interests of both the Group and all its stakeholders. Details of our Corporate Governance practices are outlined in the Corporate Governance Overview Statement in our Annual Report.

No incidents of corruption were reported across our business operations during FY2024.

41

ECONOMIC SUSTAINABILITY (CONT'D)

DATA PRIVACY AND SECURITY

The Group recognises that robust information technology systems and data security management are crucial in the digital economy. However, the Group's current operations are not fully reliant on information technology infrastructures, which minimises its exposure to information technology and data security risks.

Compliance with the Personal Data and Protection Act ("PDPA") is paramount to the Group. All customer information is securely stored, managed, and maintained on our internal server and cloud storage. Access controls are established within business processes to ensure that employees have access only to the data required for their specific roles.

During the FY2024, the Group received no complaints related to breaches of customer privacy or data loss.

PROCUREMENT PRACTICES

The Group adheres to a standardised process for selecting suppliers and subcontractors, ensuring that the materials and services they provide meet our ISO 9001:2015 quality standards. The selection of suppliers is based on the following criteria:

Product quality

Price

Reputation and delivery performance

Subcontractors' performance is essential for the successful execution of every project. Risks posed by an underperforming subcontractor can lead to Liquidated Ascertained Damages ("LAD"), which may negatively impact the project's profitability, as well as the reputation of the Group. To mitigate these risks, the Group has implemented strict criteria for selecting subcontractors in all current and future projects. The criteria include:

- Assessment of financial and cash position
- Experience of technical and operational teams
- Proven track record of successful project implementation

CLIENT/CUSTOMER SATISFACTION

We are committed to ensuring that all our projects are completed in accordance with the approved plans and within the specified time frame. Our project management team meticulously monitors each project to keep them on schedule, maintaining regular communication with the appointed contractors and consultants to achieve the completion deadlines.

Bina Puri has implemented the ISO 9001:2015 Quality Management System to ensure that our construction operations provide the highest quality to our client/customers.

SUSTAINABILITY

The Group's major subsidiaries hold the Integrated Management System Certification including the ISO 9001:2015 Quality Management System; ISO 45001:2018 Occupational Safety & Health Management System and ISO 14001:2015 Environmental Management System.

Having the Environmental Management System in place, help to guide us in our environmental sustainability activities, at the same time ensuring compliance to all the relevant authorities' requirements at all our project sites, business operations including the main office.

ENERGY AND WATER MANAGEMENT

In alignment with our commitment to reducing energy and water consumption through mindful practices, we educate our staff on initiatives aimed at conserving these resources. Employees are strongly encouraged to promptly turn off lights, air conditioning, and any other unnecessary energy sources when they are not in use. Turning off lights during lunch hours is also a standard practice in our corporate office. Furthermore, we encourage our employees to adopt water-saving habits by minimising waste in the washroom and pantry.



WASTE MANAGEMENT

In our business operations, we prioritise the effective management of both non-hazardous and hazardous waste. As a responsible contractor and developer, the Group is dedicated to complying with the legal and regulatory requirements set by authorities concerning environmental safety and production. All unwanted waste, materials, and by-products generated from construction activities at our project sites are either recycled or disposed of responsibly by our subcontractors.

In our corporate office, we encourage sustainable printing practices to reduce our carbon footprint. We support paperless initiatives by promoting the electronic viewing, storage, and management of documents. Our property division has also transitioned most of our promotional materials, including brochures and pamphlets, to online platforms and social media channels.

Our neighbourhood Main Place Mall at USJ 21, Subang Jaya, had launched an on-going initiative aimed at encouraging shoppers to reduce their use of plastic bags. This initiative includes various awareness campaigns, such as Lepak in Green, Live Green and Love Green and collaborations with retailers to promote eco-friendly alternatives like reusable bags. By educating shoppers about the environmental impact of plastic waste, the mall seeks to foster a culture of sustainability and inspire individuals to make more environmentally conscious choices during their shopping experiences.

Swiss-Belhotel Kuantan participated in "World Clean Up Day" in collaboration with Majlis Bandaraya Kuantan through the "Longest Coastal Clean-up Program", an initiative recognised by the Malaysia Book of Records. This event underscored our dedication to environmental sustainability and community well-being.

SOCIAL

Our employees are the core of our business initiatives and daily operations. We are committed to providing a safe and healthy work environment, along with the education and training needed for personal and professional growth. The Group seeks to meet the expectations and aspirations of our employees by offering the resources necessary to achieve their development goals. We provide relevant training, skill enhancement programs, and mentorship from senior staff at all levels.

BOARD AND EMPLOYEE DIVERSITY

The Group believes that diversity in the workplace and among its members is crucial for effective decision-making. It brings together different insights and perspectives, contributing to the Group's success through a variety of expertise and experiences. An analysis of our workforce by age and gender shows a balanced and diverse environment.



i. Board of Directors

ii. Employees

CATECODY	GENDER (%)		AGE (%)		
CATEGORY	MALE	FEMALE	BELOW 30	BETWEEN 30-50	ABOVE 50
Management	75	25	1	83	16
Executive	43	57	20	73	7
Non-Executive Technical Staff	49	51	62	29	9
General Workers	79	21	66	26	8

OCCUPATIONAL SAFETY AND HEALTH ("OSH")

The Group's major subsidiaries hold the Integrated Management System Certification including the ISO 9001:2015 Quality Management System; ISO 45001:2018 Occupational Safety & Health Management System and ISO 14001:2015 Environmental Management System.

The OSH Management System is implemented at all project sites to ensure the safety and health of all the site personnel as well as to ensure strict compliance with the relevant authorities such as Department of Occupational Safety and Health (DOSH).

SOCIAL SUSTAINABILITY (CONT'D)

OCCUPATIONAL SAFETY AND HEALTH ("OSH") (CONT'D)

The Group through OSH Committee has established an OSH Policy that emphasises safety and health practices and identifies areas for improvement while reporting any non-compliance for prompt corrective action.

In FY2024, we had conducted the following safety and health training programs via online to promote safety awareness among employees.

Mental Health in Occupational	Emergency Preparedness & Response Plan
Occupational Disease & Health Risk at Workplace	Vector-Borne Disease in Workplace

An Emergency Drill Simulation was conducted at the Corporate Office, Wisma Bina Puri, during FY2024. The simulation aimed to raise awareness and refresh staff knowledge and readiness for emergencies requiring the evacuation of the office building, such as fires or earthquakes. The exercise also included a demonstration and training on how to use a fire extinguisher.

In FY2024, we achieved zero fatal incidents.

HUMAN CAPITAL DEVELOPMENT AND MANAGEMENT

i. Trainings

To foster ongoing business growth, the Group consistently monitors and enhances employees' competencies through appropriate training and development programs.

Employees are required to attend professional training sessions conducted by external specialists to equip them with essential competencies tailored to the Group's business needs, including effective communication, presentation, finance, management, and leadership skills. The following training sessions were attended by employees during FY2024:

- Hazardous Materials & Risk Control CIPAAA Conference 2023 - Prospects of Adjudication in Malaysia OSHA: Emergency Preparedness & Response Plan Effective Construction Claims Recovery Malaysia HR Tech Conference & Expo 2024 Water Reticulation Technician Occupational Disease & Health Risk at Workplace OSHA: Mental Health in Occupational Perakaunan Dalam Sektor Pembinaan Basic Rigging and Slinging - Lifting Supervisor Safety
- Basic Occupational First Aid (BOFA)
- Shaping the Future of Sustainability in Construction
- EMS ISO 14001:2015 Latihan Kesedaran Sistem Pengurusan Alam Sekitar

- Info-Tech HRMS Training
- Permasalahan, Penyelesaian & Kaedah Penjimatan Kos

- Pengurusan Dokumen Yang Cekap Untuk Perusahaan Mikro, Kecil Dan Sederhana
- Pembinaan & Penyeliaan Sistem Perparitan Bangunan, Jalanraya dan Cerun
- Memahami Syarat-Syarat Kontrak JKR 203A

କ୍ଲିଙ୍କୁ SOCIAL ଜଙ୍କି SUSTAINABILITY (CONT'D)

HUMAN CAPITAL DEVELOPMENT AND MANAGEMENT (CONT'D)

i. Trainings (Cont'd)

• Technical Talk: The Develoment of eVTOL Air Taxi Infrastructure in Malaysia & Setiawangsa Pantai Expressway: The Design & Launching of a Highway with 3 Malaysia Book of Records



ii. Conducive Workplace

The Group values the commitment and long tenure of its employees, recognising their loyalty and contributions.

We believe that a supportive work environment prioritising employee health, safety, and well-being is vital to our success. Fostering a harmonious culture characterised by mutual respect, inclusivity, teamwork, and work-life balance enhances productivity and overall satisfaction, enabling our employees to perform at their best and, in turn, benefiting the Group as a whole.

iii. Employee Engagement Activities

The Group organised a variety of events throughout FY2024, including assemblies and festive celebrations, to promote camaraderie and reinforce team spirit. These initiatives were designed to motivate employees, foster bonding between management and staff, and strengthen their sense of unity within the Group.

HUMAN RIGHTS AND LABOUR PRACTICES

The Group is committed to treating all foreign workers involved in our operations with respect and dignity. We strictly comply with relevant labour laws and regulations, including the Employment Act and Act 446 of the Minimum Standards of Housing and Amenities (Amendment) Act 2019.

In FY2024, there were no reported incidents pertaining to violation of human rights.

COMMUNITY ENGAGEMENT

The Group is committed to engaging with local communities through educational programs, project partnerships and support efforts including charitable contributions, sponsorships and other initiatives. The Group has consistently donated to various charitable organisations and educational institutions across the country such as Tsun Jin High School, Sekolah Menengah Confucian and Persatuan Kebajikan Generasi Muafakat Kota Tinggi Johor and has supported business associations like the Master Builders Association Malaysia (MBAM) and the Open Ideas Competition for University Students under the Malaysian Structural Steel Association (MSSA). In FY2024, the Group contributed a total of RM64,000.

MOVING FORWARD

At Bina Puri, sustainability is central to our approach, driving improvements in our management systems, services, and overall efficiency. We focus on reducing costs, increasing profitability, and strengthening core operations while pursuing new opportunities aligned with market trends. Though we acknowledge areas for improvement in our sustainability efforts, we remain committed to enhancing these practices by optimising our existing resources.

SUSTAINABILITY PERFORMANCE REPORT

Indiantos	Magaziramantitati	-		
Indicator Bursa (Anti-corruption)	Measurement Unit		2024	
Bursa C1(a) Percentage of employees who				
have received training on anti-corruption by employee category				
Management	Percentage		26.00	
Executive	Percentage		3.00	
Non-executive/Technical Staff	Percentage		0.00	
General Workers	Percentage		0.00	
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	
Bursa (Health and safety)				
Bursa C5(a) Number of work-related fatalities	Number		0	
Bursa C5(b) Lost time incident rate ("LTIR")	Rate		0.56	
Bursa C5(c) Number of employees trained on health and safety standards	Number		0	
Bursa (Data privacy and security)				
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number		0	
Bursa (Labour practices and standards)				
Bursa C6(a) Total hours of training by employee category				
Management	Hours		332	
Executive	Hours		145	
Non-executive/Technical Staff	Hours		143	
General Workers	Hours		0	
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage		3.00	
Bursa C6(c) Total number of employee turnover by employee category				
Management	Number		5	
Executive	Number		5	
Non-executive/Technical Staff	Number		11	
General Workers	Number		80	
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number		0	
Bursa (Supply chain management)				
Bursa C7(a) Proportion of spending on local suppliers	Percentage		98.00	
Bursa (Diversity)				
Bursa C3(a) Percentage of employees by gender and age group, for each employee category				
Age Group by Employee Category				
Management Under 30	Percentage		1.00	
Management Between 30-50	Percentage		83.00	
Management Above 50	Percentage		16.00	
Executive Under 30	Percentage		20.00	
Executive Between 30-50	Percentage		73.00	
Executive Above 50	Percentage		7.00	
Non-executive/Technical Staff Under 30	Percentage		62.00	
Non-executive/Technical Staff Between 30-50	Percentage		29.00	
Non-executive/Technical Staff Above 50	Percentage		9.00	
General Workers Under 30	Percentage		66.00	
General Workers Between 30-50	Percentage		26.00	
General Workers Above 50	Percentage		8.00	
		(*\P		
Internal assurance External assu	No ass	surance (*)Rest	aleu	

48

SUSTAINABILITY PERFORMANCE REPORT (CONT'D)

Indicator	Measurement Unit	2024
Bursa (Diversity)		
Gender Group by Employee Category		
Management Male	Percentage	75.00
Management Female	Percentage	25.00
Executive Male	Percentage	43.00
Executive Female	Percentage	57.00
Non-executive/Technical Staff Male	Percentage	49.00
Non-executive/Technical Staff Female	Percentage	51.00
General Workers Male	Percentage	79.00
General Workers Female	Percentage	21.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	92.00
Female	Percentage	8.00
Under 30	Percentage	8.00
Between 30-50	Percentage	42.00
Above 50	Percentage	50.00
Bursa (Energy management)		
Bursa C4(a) Total energy consumption	Megawatt	12,260.55
Bursa (Water)		
Bursa C9(a) Total volume of water used	Megalitres	245.350000
Bursa (Community/Society)		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	64,000.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	5

49

Audit Committee Report

The Board of Directors ("**Board**") of Bina Puring Holdings Bhd ("**Bina Puri**" or "**the Company**") is pleased to present the Audit Committee Report for the financial year ended 30 June 2024 ("**FYE 2024**").

COMPOSITION

The present members of the Audit Committee ("AC") are as follows:

NAME	DESIGNATION	DIRECTORSHIP
Chee Su Kyun	Chairman	Independent Non-Executive Director
Lee Hui Zien	Member	Independent Non-Executive Director
Ir. Azman Bin Bujang	Member	Independent Non-Executive Director

- (a) The AC comprised of three (3) non-executive directors and all of them are Independent Directors. The composition of AC meets the independence requirements as defined under the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any practice notes issued thereto.
- (b) The AC member, Ms. Lee Hui Zien is a member of the Malaysian Institute of Accountant (MIA), thereby the Company fulfilled the requirements of Paragraph 15.09(1)(c) of the MMLR of Bursa Securities.
- (c) The Chairman of the AC is not the Chairman of the Board and no alternate director is appointed as a member of the AC.
- (d) The Malaysian Code on Corporate Governance provided that a former external audit partner must observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. Currently, none of the AC members are former audit partners of the external auditors appointed by the Group.
- (e) The Terms of Reference (TOR) of the AC, covering its scope of duties and responsibilities, authority and other relevant matters, is published on the Company's website at <u>www.binapuri.com.my</u>.

MEETINGS

The AC shall meet at least four (4) times in each financial year, with due notice of issues to be discussed, and shall record its conclusions in discharging its duties and responsibilities. The external auditors and internal auditors may request a meeting if they consider that one is necessary.

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

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

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

Audit Committee Report (Cont'd)

MEETINGS (CONT'D)

During the FYE under review, a total of five (5) AC meetings were held and the details of attendance of the AC members are as follows:

AC MEMBER	ATTENDANCE
Chee Su Kyun	4/4
Lee Hui Zien	5/5
Ir. Azman Bin Bujang	5/5

SUMMARY OF KEY ACTIVITIES

The key activities undertaken by the AC in discharging its functions and duties for the FYE 2024 are summarised as follows:

(a) Financial Reporting

- Reviewed the unaudited quarterly financial reports together with the announcement on the financial reporting standards applied, including the judgments exercised in the application of those standards and the critical accounting estimates and assumptions used in arriving at the reported amounts of items of the Company and the Group prior to recommending to the Board for consideration and approval.
- Reviewed the audited financial statements for the FYE 2024 prior to the recommendation for the Board's approval.

The above review is to ensure that the Group's quarterly financial reporting and disclosures present a true and fair view of the Group's financial position and performance and are in compliance with the Malaysian Financial Reporting Standards and other legal and regulatory requirements as well as applicable disclosure provisions of the MMLR of Bursa Securities.

(b) External Audit

- Reviewed the external auditors' report, including the key audit matters, on the final audit report for the FYE 2024 prior to recommending to the Board for consideration and approval.
- Reviewed the external auditors' Audit Planning Memorandum, encompassing the nature and scope for the year's audit and engagement strategy prior to its implementation.
- Reviewed and conducted annual assessment on the performance, suitability, and independence of the
 external auditors, including the terms of engagement, quality of services provided, sufficiency of resources,
 communication and interaction with the Group, as well as the auditors' independence, objectivity, and
 professional scepticism. Based on this comprehensive assessment, the AC was satisfied with the auditors'
 overall performance and professionalism, and recommended their re-appointment to the Board, affirming
 their continued suitability, objectivity, and independence.
- Considered and recommended to the Board for approval of the audit and non-audit fees payable.
- Evaluated and recommended to the Board for approval on the appointment of Messrs. Grant Thornton Malaysia PLT in place of the resigning Auditors, i.e. Messrs UHY as External Auditors of the Company for the FYE 2024.

Audit Committee Report (Cont'd)

SUMMARY OF KEY ACTIVITIES (CONT'D)

The key activities undertaken by the AC in discharging its functions and duties for the FYE 2024 are summarised as follows (Cont'd):-

(c) Internal Audit

- Reviewed and approved the annual audit plan proposed by the internal auditors to ensure the adequacy of the scope and coverage of work.
- Reviewed the internal audit reports and follow-up audit reports presented by the internal auditors, including
 management's responses to the findings and recommendations. Monitored the implementation of audit
 recommendations, ensuring issues were addressed and considering the timeliness and effectiveness of
 actions taken.
- Considered internal auditors' recommendations and the management's response with respect to system and control weaknesses, before proposing those system and control weaknesses be rectified and recommendations to be implemented.
- Reviewed the adequacy of the scope, functions, resources and competency of the internal audit function and that it has the necessary authority to carry out its work.

(d) Others

- Reviewed the AC Report, the Statement of Risk Management and Internal Control and Corporate Governance Overview Statement prior to recommendation for Board's approval for inclusion in the Annual Report.
- Reviewed the disclosures relating to related party transactions and/or conflict of interest situations that arose within the Group and ensure compliance with provisions of the MMLR of Bursa Malaysia.

INTERNAL AUDIT FUNCTION

The Group has outsourced its internal audit function to an independent professional firm, Talent League Sdn Bhd ("**Talent League**"), which assists both the Board and AC by conducting an independent assessment of the adequacy and operating effectiveness of the internal control system of the Group. To ensure independence from the management, the Internal Auditors report directly to the AC through the execution of internal audit work based on a risk-based annual internal audit plan reviewed and approved by the AC before any work begins.

Talent League is led by Managing Director, Mr Roy Thean Chong Yew ("**Mr Roy**"), who is a Chartered Member of the Institute of Internal Auditors. Mr Roy is also a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants. For the financial year under review, Talent League assigned four staff to handle internal audit services for the Group.

Talent League uses the Committee of Sponsoring Organisation of the Treadway Commission - Internal Control ("**COSO** – **IC**") Integrated Framework as a basis for evaluating the effectiveness of the internal control system. Talent League also refers to the International Professional Practices Framework during the course of the assignments. The internal audit function identifies key weaknesses in the Group's risk and internal control management system and provides recommendations for corrective actions, which are reported to the AC for review and further recommendations to the Board.

Audit Committee Report (Cont'd)

INTERNAL AUDIT FUNCTION (CONT'D)

For the financial year ended 30 June 2024, Talent League carried out the following activities:

- a) Prepared the annual internal audit plan for the approval of the AC.
- b) Issued audit reports to the AC and management identifying control weaknesses and issues as well as highlighting recommendations for improvements.
- c) Addressed suggestions from the AC and senior management on operations, controls, and significant issues affecting the Company or the Group.
- d) The internal audit undertaken by Talent League included the following:
 - i. Finance Function Review and Assessment of Bina Puri Holdings Berhad
 - ii. Finance Function and Expressway Maintenance Management of KL-Kuala Selangor Expressway Berhad

All findings and recommendations arising from the internal audit reviews for FYE 2024 were tabled to the AC. These reviews were conducted in accordance with an internal audit plan that had been approved by the AC.

Talent League conducted follow-up reviews to assess the implementation status of management action plans, which were developed based on the audit recommendations. Based on the internal audit reviews conducted, none of the weaknesses identified have resulted in any material losses, contingencies, or uncertainties.

The total cost of the outsourced internal audit function for the FYE 2024 was RM30,000.

This Statement was approved by the Board on 30 October 2024.

Corporate Governance Overview Statement

INTRODUCTION

THE BOARD OF DIRECTORS ("BOARD") IS COMMITTED TO UPHOLD AND IMPLEMENT A CORPORATE CULTURE WHICH IS BASED ON THE PRINCIPLES AND RECOMMENDATIONS ON THE MALAYSIAN CODE ON COPRORATE GOVERNANCE AND IS PRACTICED BY THE COMPANY AND ITS SUBSIDIARIES ("THE GROUP").

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

- Companies Act 2016 ("the Act").
- Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"); and
- Malaysian Code on Corporate Governance 2021("the Code").

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

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

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

OVERVIEW

The Board

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

Roles and Responsibilities of the Board

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

• Formulating and reviewing strategic plan for the Group;

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

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

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

Roles and Responsibilities of the Board (Cont'd)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Role of Chairman

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

The Board is led by Datuk Amar Jaul Anak Samion ("**Datuk Amar**"), who was appointed as the Independent Non-Executive Chairman of the Company on 1 July 2023. Over the years, he has accumulated vast experience in public sector and legislative experience at state and federal level, as well as corporate experience. The Board is confident that he will be able to show leadership, entrepreneurship skills, business insight as well as instilling sound corporate governance practices in the best interests of the Group.

Separation of role of Chairman and Group Managing Director cum Group Chief Executive Officer ("GMD cum GCEO")

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

The positions of the Chairman and GMD cum GCEO of the Company are separately held by Datuk Amar and Mr. Chai Chan Tong respectively. Each of them has a clear and distinct division and responsibilities to ensure the balance of control, power and authority. The roles and responsibilities of the Chairman and GMD cum GCEO are clearly stated in the Board Charter. The Independent Non-Executive Chairman is mainly responsible in leading the Board in its collective oversight management and ensuring effectiveness and proper conduct of the Board. Mr Chai Chan Tong who was appointed as the GMD cum GCEO on 18 October 2023 is responsible to ensure due execution of strategic goals, effective operations within the Group, and to explain, clarify and inform the Board on key matters pertaining to the Group.

The Board took recognisance that having the same person assumes the position of Chairman of the Board and member of other Board Committees poses the risk of self-review and may impair the objectivity of both the Chairman and the Board when deliberating on the observations and recommendations put forth by the Board Committees. Currently, Datuk Amar does not hold any position as a member or chairman in any Board Committee. It is a move to enhance the objectivity of the Board which reflects the Company's commitment to foster impartiality and strengthen the overall objectivity of the Board's decision-making processes.

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

Company Secretaries

The Company Secretaries plays significant role in supporting the Board for ensuring that all governance matters and Board procedures are followed and that applicable laws and regulations are complied with. The Board is currently supported by two (2) suitably qualified and competent Company Secretaries to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices. Also, the Company Secretaries ensure that the deliberations at the Board meetings are well captured and minuted.

The Company Secretaries are associate members of the Malaysian Institute of Chartered Secretaries and Administrators ("**MAICSA**") and are qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016.

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

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

Information and Support for Directors

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

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

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

Directors' Training Programme

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

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

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

DIRECTOR	ТОРІС	DATE
(1) Datuk Amar Jaul Anak Samion	 Roles and Responsibilities of Directors in Respect of Financial Reporting Bursa Malaysia Mandatory Accreditation Programme (MAP) 	- 29 September 2023 - 24 – 26 October 2023
(2) Tan Sri Datuk Tee Hock Seng, JP	- Roles and Responsibilities of Directors in Respect of Financial Reporting	- 29 September 2023
(3) Dr. Tan Cheng Kiat	- Roles and Responsibilities of Directors in Respect of Financial Reporting	- 29 September 2023
(4) Chai Chan Tong	 Roles and Responsibilities of Directors in Respect of Financial Reporting Mandatory Accreditation Programme Part II: Leading for Impact (LIP) 	- 29 September 2023 - 29 – 30 April 2024
(5) Datuk Matthew Tee Kai Woon	 Roles and Responsibilities of Directors in Respect of Financial Reporting Mandatory Accreditation Programme Part II: Leading for Impact (LIP) 	- 29 September 2023 - 29 – 30 April 2024
(6) Ooi Hee Kah	 Roles and Responsibilities of Directors in Respect of Financial Reporting Mandatory Accreditation Programme Part II: Leading for Impact (LIP) 	- 29 September 2023 - 29 – 30 April 2024
(7) Ir. Azman Bin Bujang	- Roles and Responsibilities of Directors in Respect of Financial Reporting	- 29 September 2023

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

Directors' Training Programme (Cont'd)

DIRECTOR	ТОРІС	DATE
(8) Lee Hui Zien	 Roles and Responsibilities of Directors in Respect of Financial Reporting Bursa Malaysia Mandatory Accreditation Programme (MAP) 	- 29 September 2023 - 28 – 30 August 2023
	 Latest Development in Malaysian Financial Reporting Standards (MFRS)/ IFRS and IC Interpretation - An Overview 	
	- Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	- 12 – 13 June 2024

Board Meetings

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

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

For the financial year ended 30 June 2024, the Board met four (4) times. The Board meetings were held on 29 August 2023, 29 November 2023, 27 February 2024 and 20 May 2024.

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

NAME OF DIRECTOR	BOARD MEETINGS
(1) Datuk Amar Jaul Anak Samion	4/4
(2) Tan Sri Datuk Tee Hock Seng, JP	4/4
(3) Dr. Tan Cheng Kiat	4/4
(4) Chai Chan Tong	4/4
(5) Datuk Matthew Tee Kai Woon	4/4
(6) Ooi Hee Kah	4/4
(7) Chee Su Kyun	3/3
(8) Ir. Azman Bin Bujang	4/4
(9) Lee Hui Zien	4/4

All Directors have complied with the minimum requirements on attendance at Board meetings as stipulated in the MMLR of Bursa Securities (minimum 50% attendance).

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

Board Charter

The Board has in place a Board Charter which is accessible on the Group's corporate website. The Board Charter demarcates the responsibilities between Board, Board Committee, Chairman, GMD cum GCEO, Individual Director and Company Secretaries.

The Board Charter is reviewed by the Board periodically and any amendments/improvements shall be made thereto as and when the Board deems appropriate and necessary.

Code of Conduct and Ethics

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

Whistle-blowing Policy

The Board has adopted a Whistle-blowing Policy to provide a structured mechanism for the Company's employees, directors and associates to raise or report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Company to provide reassurance that they will be protected from reprisals or victimisation for whistleblowing in good faith.

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

Directors' Fit and Proper Policy

The Directors' Fit and Proper Policy outlines the policies and procedures for appointing and re-electing directors to ensure that the Group is led by individuals of integrity, credibility, and competence, in full compliance with relevant regulatory requirements.

The Directors' Fit and Proper Policy is available on the Group's corporate website.

Anti-Bribery and Anti-Corruption Policy

The Group upholds a zero-tolerance policy for all forms of bribery and corruption, strictly adhering to relevant laws and regulations. To foster a culture of strong governance and ethical conduct, the Group has implemented an Anti-Bribery and Anti-Corruption Policy, designed to prevent corrupt practices in line with Section 17A of the Malaysian Anti-Corruption Commission Act 2009 on corporate liability.

The Anti-Bribery and Anti-Corruption Policy is accessible on the Group's corporate website.

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

Presence of Independent Directors on the Board

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

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

Tenure of Independent Directors

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

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

The Constitution of the Company provides that at its Annual General Meeting, 1/3 of Directors are subject to retirement by rotation yearly or at the interval of every 3 years. Information on Directors who are retiring and who are willing to serve if so re-elected is disclosed in the Notice of Meeting of this Annual Report.

Diversity on Board and in Senior Management

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

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

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

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

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

Appointment of Directors

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

The processes will be as follows:

Boardroom Appointments

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

NC is also responsible to review the existing composition of the Board, identifying the gaps and subsequently review and recommend to the Board a suitable candidate with the relevant skillsets, expertise and experience.

The Boardroom appointment process is as follows:



Boardroom Membership Criteria

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

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

In identifying candidates for the appointment of Directors, the Board does not solely rely on recommendations from existing board members, management, or major shareholders, but also considers external sources and independent searches to ensure a diverse and qualified pool of candidates.

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

The Board Committees

Nominating Committee

The NC which comprises three (3) Directors, are exclusively made up of Independent Non-Executive Directors and is chaired by Mr. Chee Su Kyun, an Independent Non-Executive Director of the Company. The NC is responsible for nominating and assessing each individual Board members on an on-going basis.

The NC's TOR discloses the following in compliance with the MMLR of Bursa Securities and the TOR is available on Group's corporate website.

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

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

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

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

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

Evaluation for the Board, Board Committees and Individual Directors

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

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

The evaluation covers the Director's composition, combination of skills, experience, communication, roles and responsibilities, effectiveness as well as conduct. All Directors have completed their questionnaires related to the Board and its Committees. This evaluation aims to assess processes, effectiveness, and identify areas for improvement.

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

Nominating Committee (Cont'd)

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

The outcome of the evaluation exercise is reviewed by the NC and tabled the same to the Board for notation.

The Director Performance Evaluation Process is as follows:



The criteria used in the Directors' Assessment process:

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

Individual Board members' performance is linked to a comprehensive board assessment process. Each member rates their own performance concurrently with their evaluation of the Board's overall effectiveness.

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

1. Board Mix and Composition

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

2. Skills and Expertise

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

3. Dynamics and Functioning of the Board

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

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

Remuneration Policy and Procedures for Directors and Senior Management

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

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

The details of the vesting of options under the SIS are set out on pages 79 and 169 under the Directors' Report of the Audited Financial Statements for the FY2024.

Remuneration Committee

The Remuneration Committee ("**RC**") is chaired by Mr. Chee Su Kyun, an Independent Non-Executive Director of the Company. Subsequent to the resignation of Tan Sri Datuk Tee Hock Seng, JP as the member of the RC on 29 December 2023, the RC comprises exclusively three (3) Independent Non-Executive Directors.

The objective, duties and responsibilities of the RC are set out in the TOR, which is accessible on Group's corporate website. The key responsibilities of the RC are summarised as follows:-

- (a) Review and recommend the remuneration packages for each of the Directors and senior management of the Group;
- (b) Ensure the remuneration package is determined on the basis of individual performance against agreed targets, merit, qualification and competence, having regard to the Company's operating results, individual performance and comparable market information; and
- (c) Review and recommend to the Board of Directors of the Group the remuneration structure and policy and the terms of employment or contract of employment/service, any benefit, pension or incentive scheme entitlement; other bonuses, fees and expenses; any compensation payable on the termination of the service contract for the Directors and senior management.

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

Disclosure of Remuneration

The aggregate remuneration of Directors is categorised into the following components:-

	COMPANY		GROUP	
	EXECUTIVE DIRECTORS RM'000	NON-EXECUTIVE DIRECTORS RM'000	EXECUTIVE DIRECTORS RM'000	NON-EXECUTIVE DIRECTORS RM'000
Salaries, Bonus & Socso	1,218	289,400	1,438	289,400
Fee	216	-	295	-
Defined Contribtion Plan	88	-	89	-
Benefit-in-Kind	-	-	-	-
Total	1,522	289,400	1,822	289,400

The remuneration of the Directors in named basis, for the financial year ended 30 June 2024 is as follows:

NAME	SALARIES RM	FEES RM	OTHER EMOLUMENTS RM	TOTAL RM
Executive Directors				
Tan Sri Datuk Tee Hock Seng, JP	732,000	12,000	30,023	774,023
Dr. Tan Cheng Kiat	-	-	-	-
Datuk Matthew Tee Kai Woon	486,000	81,000	59,360	626,360
Chai Chan Tong	-	96,000	-	96,000
Ooi Hee Kah	-	96,000	-	96,000
Non-Executive Directors				
Datuk Amar Jaul Anak Samion (appointed w.e.f 01.07.2023)	-	120,000	-	120,000
Chee Su Kyun (appointed w.e.f 29.09.2023)	-	54,400	-	54,400
Ir. Azman Bin Bujang (appointed w.e.f 01.08.2023)	_	55,000	-	55,000
Lee Hui Zien	-	60,000	-	60,000

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

	RM150,000 – RM250,000
Senior Management	5

The Group has opted not to disclose on named basis the top five senior management's remuneration in the bands of RM50,000 in order to preserve confidentiality and is of the view that disclosing in named basis would be detrimental to the Group as this will facilitate opportunity for competitors to pinch the Group's top senior management.

65

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

Chairman of Audit Committee ("AC")

Subsequent to the retirement of Ir. Ghazali Bin Bujang, Mr. Chee Su Kyun was appointed as the Chairman of the AC on 29 September 2023 and he is not the Chairman of the Board. This is in compliance with Practice 9.1 of the Code.

Cooling-off period for Audit Partner and Assessment of External Auditor

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

The AC took note of the recommended practice set out in the Code for the requirement of a former audit partner of existing external auditor to observe a cooling-off period of at least three years before being appointed as a member of the AC. Currently, none of the AC members are former audit partners of the external auditors appointed by the Group.

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

The functions of the AC in relation to the external and internal audit are disclosed in pages 51 to 53 of the Annual Report.

Financial Literacy of AC Member

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

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

Assurance from the External Auditors

Assurance from the external auditors has been received twice a year by the Board confirming that they are and have been independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

Risk Management and Internal Controls

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

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

Risk Management and Internal Controls (Cont'd)

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

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

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

The Statement of Risk Management and Internal Control is set out in pages 71 to 76 of the Annual Report which outlines the principal risks and uncertainties associated with the Group's business. The AC monitors and reports on the Group's risk management systems, corporate reporting and internal control principles.

Effectiveness of Internal Audit Function

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

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

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

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

Communication with Stakeholders

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

The Group also maintains a website which shareholders and other stakeholders can access to information about the Group, activities and/or any announcements made by the Group, which is accessible at <u>www.binapuri.com.my</u>.

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

Notice of General Meeting

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

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

Attendance of Directors at General Meeting

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

Use of Technology for Shareholders' Voting

Since 2018, the general meetings have implemented electronic polling for voting, providing shareholders with a more convenient and efficient way to participate in the decision-making process.

Corporate Governance ("CG") Report

In accordance with paragraph 15.25(2) of the MMLR of Bursa Securities, the Group's implementation of each practice outlined in the Code during the financial year, along with explanations for any departures and timelines for compliance or alternative practices, is detailed in the CG Report. This report can be downloaded from the Group's corporate website.

Additional Disclosure

(a) Share Buy-Back

There was no Share Buy-Back during the financial year ended 30 June 2024.

(b) Options, Warrants or Convertible Securities Exercised

No warrants has been exercised and there were 4,477,000 options have been exercised during the financial year ended 30 June 2024.

(c) Sanctions and/or Penalties Imposed

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

(d) Non-Audit Fees

The amount of non-audit fees paid to a company affiliated to the auditors' firm by the Company and its subsidiaries for the financial year ended 30 June 2024 was RM16,000.

(e) Variation of Results

The results for the financial year ended 30 June 2024 do not differ by 10% or more from the unaudited financial results that were previously released.

(f) Profit Guarantee

The Company has not issued any profit guarantee in the financial year ended 30 June 2024.

(g) Material Contracts

None of the directors and major shareholders has any material contract with the Company and/or its subsidiaries for the financial year ended 30 June 2024.

(h) Rights Issue with Warrants

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

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

69

Addititional Disclosure (Cont'd)

(h) Rights Issue with Warrants (Cont'd)

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

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

(i) Share Issuance Scheme ("SIS")

The SIS of the Company is governed by the SIS By-Laws and was implemented on 1 March 2019. The SIS is in force for a period of five (5) years effective from 1 March 2019 and had expired on 29 February 2024.

DATE OF OFFER	EXERCISE PRICE OF OPTION OFFERED (RM)	TOTAL NUMBER OF OPTIONS OFFERED
17 February 2020	0.076	114,575,000

Please refer to page 79 and 168 of the Annual Report for the further details on the SIS.

(j) Recurrent Related Party Transactions

A list of the significant related party transactions between the Company and its subsidiaries, and between the Group and other related parties for the FY2024 is set out on page 223 of the Annual Report.

INTRODUCTION

THE MALAYSIAN CODE OF CORPORATE GOVERNANCE 2021 ("THE CODE") STIPULATES THAT THE BOARD OF DIRECTORS ("THE BOARD") OF LISTED COMPANIES SHOULD MAINTAIN A SOUND RISK MANAGEMENT FRAMEWORK AND INTERNAL CONTROL SYSTEM TO SAFEGUARD SHAREHOLDERS' INVESTMENTS AND THE GROUP'S ASSETS. PURSUANT TO PARAGRAPH 15.26(B) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") AND THE STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL: GUIDELINES FOR DIRECTORS OF LISTED ISSUERS ("GUIDELINES"), THE BOARD IS PLEASED TO PROVIDE THE FOLLOWING STATEMENT, WHICH OUTLINES THE MAIN FEATURES AND ADEQUACY OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL FOR THE YEAR ENDED 30 JUNE 2024.

BOARD'S RESPONSIBILITY

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

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

KEY RISK MANAGEMENT AND INTERNAL CONTROL FEATURES

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

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

Risk Management

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

Risk Management (Cont'd)

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

The Group adopted the followings steps for its risk management:



The Group through quarterly Board meeting discussion and operational meeting among project team had identified major risk areas of concern and mitigating actions were undertaken within appropriate timeframes. The Group's significant risks identified for the financial year 2024 are outlined below:

to derive the risk rating

PRINCIPAL RISKS	DESCRIPTION	RISK MITIGATION STRATEGIES
Economic risks	 Challenging economic climate caused by: The prolonged Russia-Ukraine war and economic conflict between China and the United States Volatility of the Malaysian Ringgit compounded by escalating commodity prices, elevated interest rates, inflation and constrained supply chains, has led to overall higher operating costs in both the short and long term Reduced of government infrastructure spending and fewer construction opportunities Stiff competition and market mismatch impacts housing affordability and accessibility for potential homebuyers All of these factors affect the Group's profitability. 	 Securing long term Build–Operate–Transfer (BOT) projects; Exploring various business and geographical diversifications; Regularly reviewing the business plans against performances to address any gaps or shortfalls; Maintaining good relationships with contractors and suppliers in order to negotiate for more favourable terms; Enhancing customer retention and also obtaining awards of projects from new customers; Enhancing efficiency and productivity in its operations, particularly in project management; Adopting innovative marketing strategies with appropriate product differentiation and flexibility in product offerings to suit the market demand for its properties.

Risk Management (Cont'd)

PRINCIPAL RISKS	DESCRIPTION	RISK MITIGATION STRATEGIES
Project Risk	These are risks associated with projects that are of specific nature, in particular, project management and construction risks in relation to both Construction and Property divisions, in both short and long term, potentially arising from climate change, delay in project completion, escalating construction costs, shortages of construction materials, supply chain efficiency and shortage of workers and experienced project managers.	 Develop an effective strategy for managing project risks Develop a set of key criteria to manage the significant risks that are common within most projects. Setting a project governance structure consisting of clear project definition and planning process An effective talent management program. Specific risks associated with project management are normally delegated to project managers for attention and action. Frequent site visits by contract officers and project management team
Financial Risk	 The Group is exposed to financial risks in relation to interest rates, foreign currency, liquidity and credit. The Group's diversified businesses across multiple geographical regions resulted in an exposure to foreign currency fluctuations. Property and Construction divisions both require high capital allocations. A healthy cashflow position is essential for ensuring a business's financial health and sustainability. Risk of loss due to joint venture partners, contractors or vendors unable to meet their financial and contractual obligations as outlined in the agreed terms. 	 The Group constantly perform cash flow assessments through regular review meetings to ensure a healthy balance is maintained To ensure that there is a reduction in cash outflow and increased cash inflow for the development of the Group's businesses, Ongoing efforts to monetise completed properties Perform regular assessments of the creditworthiness of both existing and potential customers. Consistent follow-up and close monitoring of overdue debts.

Key Elements of the Group's Internal Control System

Authority and Responsibility

i. Organisation Structure

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

ii. Clear Description of Roles and Responsibilities

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

iii. Delegation Authority Limit ("DAL")

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

Policies and Procedures

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

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

i. Board Policies

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

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

ii. Operational Policies and Procedures

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

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

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

Human Resource Management and Development

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

Monitoring

i. Financial and Operational Review

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

Monitoring (Cont'd)

ii. Budgetary Review

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

iii. Internal Audit Function

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

TLSB independently reviews the adequacy and integrity of the system of internal control and reports to the Audit Committee on a regular basis. The annual audit plan covering the key activities of the Group is tabled to the Audit Committee for discussion and approval.

For the financial year ended 30 June 2024, TLSB has completed two (2) internal control reviews according to the approved annual audit plan. The findings arising from the internal control reviews together with recommendations, management responses and proposed action plans were promptly reported to the Audit Committee. The audit plan is further explained in detail in the Audit Committee Report.

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

iv. Other Reviews

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

THE BOARD'S STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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

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

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

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

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

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

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the Main Market Listing Requirements of Bursa Securities, the external auditors have conducted a limited assurance engagement on this Statement on Risk Management and Internal Control. Their limited assurance review was performed in accordance with the Audit and Assurance Practice Guide 3 ("AAPG 3"), Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control.

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

CONCLUSION

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



Financial Statements

Statement of Directors' Responsibility	77
Directors' Report	78
Statement by Directors	87
Statutory Declaration	87
Independent Auditors' Report	88
Statements of Financial Position	98
Statements of Profit or Loss and Other Comprehensive Income	100
Statements of Changes in Equity	102
Statements of Cash Flows	105
Notes to the Financial Statements	108

Statement of Directors' Responsibility In Relation to the Audited Financial Statements

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

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

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

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

The Directors are satisfied that in preparing the financial statements of the Group and the Company for the financial year ended 30 June 2024 appropriate accounting policies were used and applied consistently, and adopted to include new and review Malaysian Financial Reporting Standards were applicable. The Directors are also of the view that relevant approved accounting standards have been followed in the preparation of these financial statements.

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