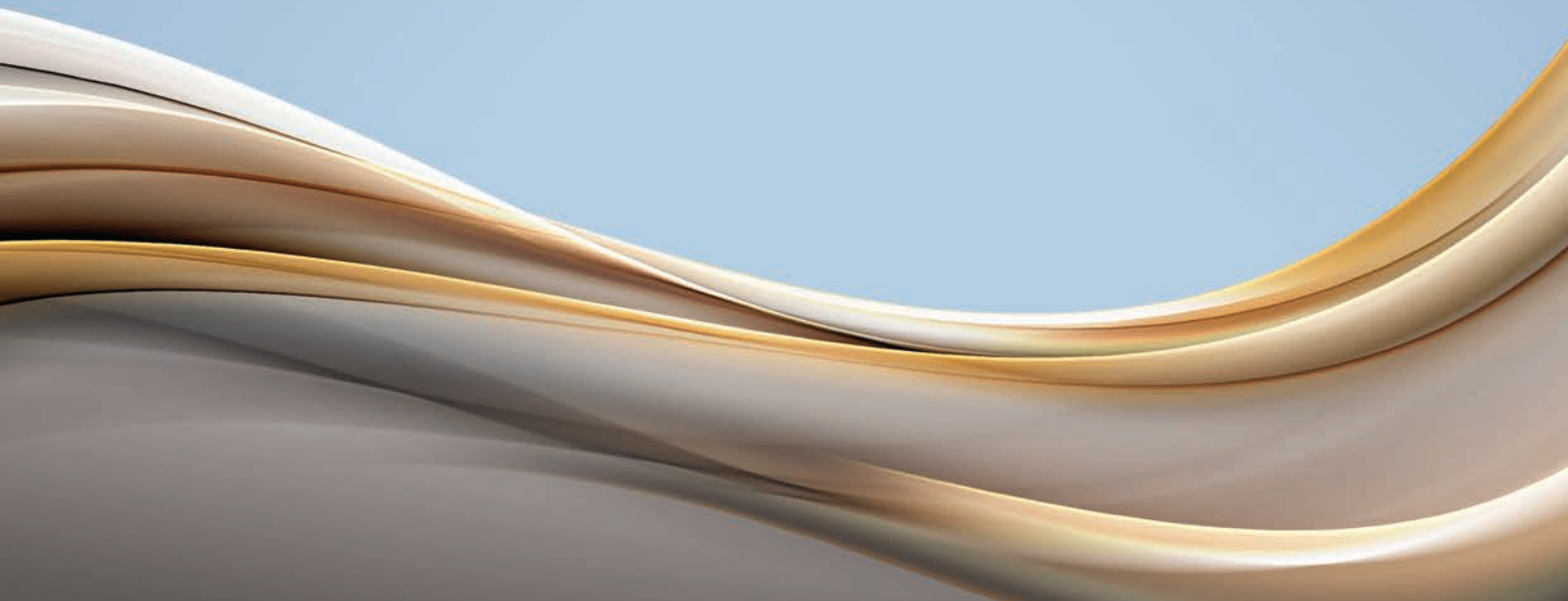


# **DutaLand Berhad**

Co. Registration No. 196701000326 (7296-V)

**Annual Report 2022**



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## BOARD OF DIRECTORS

**Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah**  
*Chairman*

**YBhg Tan Sri Dato' Yap Yong Seong**  
*Group Managing Director*

**YBhg Datuk Yap Wee Chun**  
*Executive Director*

**YBhg Dato' Sri Yap Wee Keat**  
*Non-Independent Director*

**YBhg Dato' Hazli bin Ibrahim**  
*Independent Director*

**YBhg Dato' Abdul Majit bin Ahmad Khan**  
*Independent Director*

**YBhg Datuk Ooi Woon Chee**  
*Independent Director*

## COMPANY SECRETARIES

**Ms Kwan Wai Sin**  
MAICSA 7035227 (SSM PC No. 201908000481)

**Ms Lim Yoke Si**  
MAICSA 0825971 (SSM PC No. 202008000548)

## DOMICILE AND DATE OF INCORPORATION

Incorporated and domiciled in Malaysia

Company registration no. : 196701000326 (7296-V)  
Date of incorporation : 26 July 1967

## STOCK EXCHANGE LISTING

Listed on the Main Market of Bursa Malaysia Securities Berhad

Listing date : 11 January 1973  
Stock name : DUTALND  
Stock code : 3948

## REGISTERED OFFICE

Level 23, Menara Olympia  
No. 8, Jalan Raja Chulan  
50200 Kuala Lumpur

Tel : 603-2072 3993  
Fax : 603-2072 3996  
Email : [dutaland@dutaland.com.my](mailto:dutaland@dutaland.com.my)  
Website : [www.dutaland.com.my](http://www.dutaland.com.my)

## SHARE REGISTRAR

**Tricor Investor & Issuing House Services Sdn Bhd**

197101000970 (11324-H)  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur

Tel : 603-2783 9299  
Fax : 603-2783 9222  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)  
Website : [www.tricorglobal.com](http://www.tricorglobal.com)

## AUDITORS

**Messrs Ernst & Young PLT**

202006000003 (LLP0022760-LCA) & AF 0039  
Chartered Accountants  
Level 23A, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
50490 Kuala Lumpur

Tel : 603-7495 8000  
Fax : 603-2095 5332  
Website : [www.ey.com](http://www.ey.com)

## PRINCIPAL BANKERS

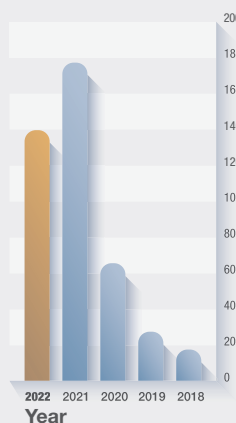
Malayan Banking Berhad  
CIMB Bank Berhad  
United Overseas Bank (Malaysia) Berhad  
Hong Leong Bank Berhad  
RHB Investment Bank

# 5-Year Financial Highlights

For the financial year ended 30 June	2022	2021	2020	2019	2018
<b>Statement of Comprehensive Income</b>					
Revenue ( <i>RM million</i> )	<b>139.0</b>	176.3	65.6	26.5	16.3
Profit/(loss) before taxation ( <i>RM million</i> )	<b>(45.3)</b>	23.4	(27.3)	11.7	393.1
Profit/(loss) attributable to owners of the parent ( <i>RM million</i> )	<b>(44.7)</b>	13.1	(26.6)	11.4	379.9
<b>Statement of Financial Position</b>					
Shareholders' equity ( <i>RM million</i> )	<b>1,191.4</b>	1,230.3	1,235.8	1,265.6	1,297.2
Total assets ( <i>RM million</i> )	<b>1,283.5</b>	1,355.4	1,337.2	1,354.8	1,405.2
Total borrowings ( <i>RM million</i> )	<b>1.7</b>	-	-	-	3.0
<b>Financial Ratios</b>					
Gross profit per share ( <i>sen</i> )	<b>1.25</b>	0.92	1.24	1.38	46.6
Net profit/(loss) per share ( <i>sen</i> )	<b>(5.40)</b>	1.60	(3.16)	1.34	45.6
Net tangible assets per share ( <i>RM</i> )	<b>1.44</b>	1.52	1.50	1.50	1.59

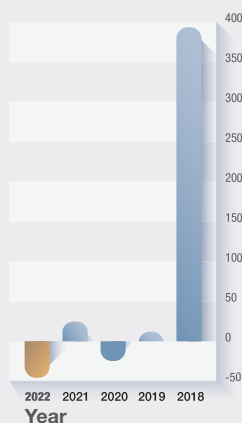
## Revenue (RM million)

**139.0**



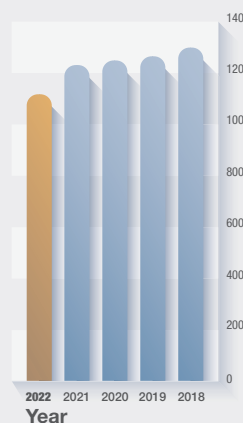
## Profit/(Loss) Before Taxation (RM million)

**(45.3)**



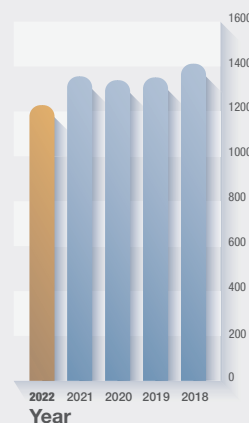
## Shareholders' Equity (RM million)

**1,191.4**



## Total Assets (RM million)

**1,283.5**





"On behalf of the Board of Directors, I hereby present the Annual Report and the Audited Financial Statements of DutaLand Berhad and its Group of Companies for the year ended 30 June 2022 (FY2022)."

## Group Performance

The year under review has continued to be a difficult year for global economies and businesses, even as the economies around the world gradually recover from the COVID-19 pandemic. The economic recovery was tempered by the conflict in Ukraine, disruptions to global logistics supply chains, heightened inflationary pressures hence resulting volatility in the financial markets.

With this challenging environment, the Group recorded revenue of RM139.0 million for FY2022. The decrease of RM37.3 million in revenue (FY2021: RM176.3 million) was due to lower commodity trading volume which contributed RM122.7 million. The remaining revenue of RM16.3 million was substantially contributed by the hospitality division, real estate, financial investments and oil palm plantation. The property division's projects namely Kenny Heights at Mont Kiara, Kuala Lumpur, Oakland Commercial Center in Seremban and a mixed development project along Jalan Ampang, Kuala Lumpur remain in various stages of planning.

The Group recorded a gross profit of RM10.4 million for FY2022 (FY2021: RM7.7 million), an increase of RM2.7 million mainly from the contribution of the hospitality division. In addition, the Group also earned other income of RM34.1 million (FY2021: RM62.8 million) from its investments, comprised of dividend income, rental income, forex gain, interest income and gain on the financial assets. Other income reduced by RM28.7 million compared to the previous financial year due to tough investment market conditions.

The expenses incurred for FY2022 was RM89.4 million, mainly from the unrealised loss on changes of fair value in financial assets (RM50.8 million), staff costs (RM13.0 million) and depreciation (RM4.3 million). After accounting for the above, the Group reported a loss before tax of RM45.3 million, compared to a profit before tax of RM23.4 million in FY2021.

The Group's financial position remains strong. As at 30 June 2022, it has total assets of RM1.28 billion with cash and financial assets of RM421.4 million. With equity of RM1.19 billion, and share capital of 829,680,439 ordinary shares (excluding treasury shares), this translates to net tangible assets of RM1.44 per share. The Company has also purchased 2,513,700 of its own shares during the financial year under review.

## Prospect

The Group expects Malaysia's economic outlook to improve progressively as it transitions into the endemic phase of COVID-19 with more relaxed COVID-19 rules and reopening of its international borders. Nonetheless, the numerous global macroeconomic headwinds and geo-political tensions that remain at play do pose a threat to the current fragile post-pandemic economic recovery. The Group therefore remains cautiously optimistic on the current market recovery due to the unpredictable external factors such as the war in Ukraine, disruption of global supply chain and interest rate hike.

## Dividend

The Board does not recommend any dividend for FY2022.

## Corporate Governance & Sustainability

The Group is committed to maintaining high standards of corporate governance, compliance and ethical conduct, which are vital to its performance and business sustainability as well as long term value creation for all stakeholders. The full report is included within the Annual Report 2022.

## Appreciation

On behalf of the Board of Directors, I wish to thank all stakeholders of the Group, shareholders, staff and business associates for their unwavering support and we look forward to another year of growth for the Group.

**Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum**

**Sultan Salahuddin Abdul Aziz Shah**

Chairman

25 October 2022

## Overview

DutaLand Berhad is an investment holding company and its subsidiaries are involved in various types of businesses, such as commodity trading, oil palm plantations, real estate, hospitality and financial investments.

## Financial Results

Revenue of the Group for the financial year ended 30 June 2022 (“FY2022”) was RM139.0 million, of which the crude palm oil (“CPO”) trading contributed RM122.7 million with the balance of RM16.3 million from the hospitality, real estate, financial investments and oil palm plantation .

The operating loss (EBITDA) for FY 2022 was RM40.7 million, compared to an operating profit of RM28.0 million for the financial year ended 30 June 2021 (“FY2021”). The loss for FY2022 was mainly due to the unrealised loss on changes in fair value of financial assets, business development expenses and operating cost.

The Group’s financial position remains strong. As at 30 June 2022, it has total assets of RM1.28 billion which includes cash and financial assets of RM421.4 million. The Group’s equity amount to RM1.19 billion which translates to net tangible assets of RM1.44 per share.

## Operations Overview

### REAL ESTATE

The Group’s portfolio of assets comprises of the Kenny Heights Project at Mont Kiara, Kuala Lumpur, Oakland Commercial Center in Seremban and a mixed development project along Jalan Ampang, Kuala Lumpur. Although Malaysia is in the recovery phase of COVID-19 pandemic, the real estate industry remains challenging with persistent supply-chain disruptions, inflationary pressures and a rising interest rate environment.

With the unpredictable and uncertain market conditions, the Management has delayed the launching of new developments in FY2022. The management, however continues to proactively exploring new opportunities in the market.

## Oakland project

Sales of the shop-office for Phase 4F Oakland Commercial Center in Seremban remains slow with the current uncertainty market sentiment and the raising interest rate environment. Efforts to lease out the remaining unsold units have shown positive improvement with businesses gradually returning to normal.

To further drive sales, the sales team has implemented various incentive scheme, such as rent-and-own option, easy-payment scheme and other incentives.

The property sector is expected to recover further in FY2023, the Management plans to roll out the 4.53 acres commercial development under Phase 4G, Oakland.

## Kenny Heights development project

The Kenny Heights development project, located in the Hartamas/Mont Kiara vicinity, is a 58% : 42% joint venture project (“JV”) between KH Estates Sdn Bhd (a 100% owned subsidiary of the Company) and Olympia Properties Sdn Bhd respectively. The partnership started its maiden 3.69 acre phase, comprising 49 units of town villas designed by internationally renowned architects was completed in 2011. The Management has been actively planning and exploring further partnerships with third parties for the next commercial parcel development.

The Group has embarked on the 4-acre “Laman Tuanku” public park, in partnership with Kuala Lumpur City Hall (DBKL). This is part of the Group’s Corporate Social Responsibility (CSR) program to provide the surrounding community with a Royal Garden experience that is inspired by its proximity to the National Palace. Construction is progressing well and will complete in FY2023.

## Mixed development project

A mixed development project along Jalan Ampang, Kuala Lumpur with a land area of 122,000 sq. ft. and an approved gross floor area of 1.6 million sq. ft., comprises of retail, hotel, office, hotel residence and serviced apartments. The planning work to enhance the value of this development is in progress and the management is looking at various ways to re-commence the project with a lower risk exposure.

## COMMODITY TRADING

Revenue recorded for the division was RM122.7 million for FY2022 compared to RM166.0 million recorded in FY2021. The decrease in revenue was mainly due to the lower commodity trading volume of the domestic market. To further improve the trading business, the Management plans to explore trades in foreign markets.

## FINANCIAL INVESTMENT

In the first half of the year under review (FY2022), the global market demonstrated signs of recovery as countries begin the transition from pandemic phase to endemicity. However, the positive momentum in the market did not sustain in the second half of FY2022 due to the elevated inflation has weighed on household income and consumption, the prolonged Russia-Ukraine war, persistent supply-chain disruptions and the ongoing interest rate hikes leading to slower economic growth in major economies from the United States, China and Europe.

With the rising of the external headwinds and fragile macro-economic environment in FY2022, the investment portfolio was affected by the volatility of the global market performance and recorded an unrealised loss on changes in fair value of financial assets of RM50.8 million. Nevertheless, the forex investment has benefitted from the strengthening of the US Dollar and reported an unrealised gain of RM10.6 million. Furthermore, the division also recorded a realised gain of RM15.0 million on the disposal of the financial assets.

Going forward, the Management's investment strategy remains centered on diversification into highly liquid assets, anchoring off short-term money market instruments with the objective of generating relatively higher-yielding income for the mid to long-term period and less volatile investments.

## RISK FACTORS

Due to the rapidly changing and uncertain economic environment, the Management is mindful of managing the Group's capital to ensure financial stability and sustainability. The Group's core businesses are in property development and commodity trading. The sectors are exposed to certain inherent risk factors, such as changes in general economic conditions, inflation, shortage of labour supply, increase in labour and raw material costs, fluctuating demand for real estate properties and changes in government policies. Despite these risk factors, the Group has the necessary expertise and knowledge to manage this risks.

## **Y.A.M. TENGKU DATUK SERI AHMAD SHAH IBNI ALMARHUM SULTAN SALAHUDDIN ABDUL AZIZ SHAH**

CHAIRMAN, INDEPENDENT NON-EXECUTIVE DIRECTOR

Aged 67, Male, Malaysian

Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah was appointed to the Board on 25 February 2009 as an Independent Non-Executive Director and subsequently redesignated as the Chairman of DutaLand Berhad on 23 November 2010.

Tengku Datuk Seri Ahmad Shah completed his Diploma in Business Administration from Universiti Teknologi MARA in 1974. He started his career in Charles Bradburne (1930) Sdn Bhd as a broker from 1974 to 1981. He was a Director of TTDI Development Sdn Bhd from 1978 to 2000, a Director of Sime UEP Berhad from 1983 to 1987, the Chairman of Sime Darby Medical Centre Subang Jaya Sdn Bhd from 1987 to 2013 and a director of Sime Darby Healthcare Sdn Bhd from 2010 to 2013.

Presently, Tengku Datuk Seri Ahmad Shah is a Director of Sime Darby Property Berhad, Mycron Steel Berhad and Tuju Setia Berhad, all listed on Bursa Malaysia Securities Berhad. Tengku is also involved in various welfare organisations and was a member of the Board of Trustees of the Cancer Research Malaysia (formerly, Cancer Research Initiatives Foundation, CARIF) from 2008 until his retirement on 1 March 2022.

Tengku Datuk Seri Ahmad Shah attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2022.

## **YBHG TAN SRI DATO' YAP YONG SEONG**

GROUP MANAGING DIRECTOR,  
NON-INDEPENDENT DIRECTOR

Aged 81, Male, Malaysian

Tan Sri Dato' Yap Yong Seong was appointed to the Board of DutaLand Berhad on 16 February 1993.

Tan Sri Dato' Yap first ventured into the property business under the Duta Group in the early 1970s, was a pioneer in embarking on a reclamation project at the fore shore lands in Melaka which now stood the new business centre known as Melaka Raya.

Tan Sri Dato' Yap also sits on the Boards of Olympia Industries Berhad as the Group Managing Director and several companies within DutaLand Berhad Group and Olympia Industries Berhad Group. He is the father of Dato' Sri Yap Wee Keat and Datuk Yap Wee Chun. Tan Sri Dato' Yap and his spouse, Puan Sri Datin Leong Li Nar, are major shareholders of DutaLand Berhad.

Tan Sri Dato' Yap attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2022.

# Profile of Directors

(continued)

## **YBHG DATUK YAP WEE CHUN**

**NON-INDEPENDENT EXECUTIVE DIRECTOR**

Aged 52, Male, Malaysian

Datuk Yap Wee Chun was appointed to the Board of DutaLand Berhad on 5 September 1996. He graduated with a Bachelor of Arts, major in Business Administration and Economics, from Richmond University of London in 1990. He began his career as an officer with D&C Sakura Merchant Bankers Berhad (now known as RHB Investment Bank Berhad) in 1994.

Datuk Yap sits on the Boards of several companies within the DutaLand Berhad Group and a subsidiary in Olympia Industries Berhad Group. Datuk Yap is the son of Tan Sri Dato' Yap Yong Seong, the Group Managing Director of DutaLand Berhad, and Puan Sri Datin Leong Li Nar, both are major shareholders of DutaLand Berhad. He is also a brother to Dato' Sri Yap Wee Keat.

Datuk Yap attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2022.

## **YBHG DATO' SRI YAP WEE KEAT**

**NON-INDEPENDENT NON-EXECUTIVE DIRECTOR**

Aged 54, Male, Malaysian

Dato' Sri Yap Wee Keat was appointed to the Board on 25 March 1992 and was instrumental in the property development activities of DutaLand Berhad Group. He is also currently an Executive Director of Olympia Industries Berhad and has been responsible for the business operations of Olympia Industries Berhad Group. He spearheads the Kenny Heights Project, a development project embarked by DutaLand Berhad through the consortium formed with Olympia Industries Berhad.

Dato' Sri Yap obtained his LLB (Honours) degree from The London School of Economics and Political Science, United Kingdom in 1989. With the DutaLand Berhad Group's investment in Automobili Lamborghini, he was appointed the deputy Chairman of Automobili Lamborghini from 1994 to 1998. He is also one of the founding trustees for the Force of Nature Aid Foundation, a Malaysian Tsunami Aid Foundation, which was established in 2005, where he sat on the Board of Trustees.

Dato' Sri Yap was appointed the Deputy President of Taekwondo Malaysia (WTF) in December 2018. He also serves on the Boards of several other private companies within DutaLand Berhad Group and Olympia Industries Berhad Group.

Dato' Sri Yap is the eldest son of Tan Sri Dato' Yap Yong Seong, the Group Managing Director of DutaLand Berhad, and Puan Sri Datin Leong Li Nar, both are major shareholders of DutaLand Berhad. He is also a brother to Datuk Yap Wee Chun.

Dato' Sri Yap attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2022.

# Profile of Directors

(continued)

## **YBHG DATO' HAZLI BIN IBRAHIM**

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

Aged 59, Male, Malaysian

Dato' Hazli bin Ibrahim was appointed to the Board of DutaLand Berhad on 2 January 2008 and a member of the Audit Committee and the Nomination Committee. On 28 January 2015, he was redesignated as the Chairman of the Audit Committee and appointed as a member of the Remuneration Committee. On 16 November 2020, he was redesignated as the Chairman of the Nomination Committee.

Dato' Hazli graduated with a Bachelor of Finance with Accounting from the University of East London in 1986 and is a fellow member of the Association of Chartered Certified Accountants (ACCA). He obtained his MBA (Finance) from Cass Business School, City, University of London in 1993.

Dato' Hazli started his career with several chartered accountants firms in London. Upon his return to Malaysia in 1994, he worked for Aseambankers Malaysia Berhad, Amanah Merchant Bank Berhad and Pengurusan Danaharta Nasional Berhad ("Danaharta").

Dato' Hazli left Danaharta in 2002 to set up Haziq Capital Sdn Bhd, a consultancy firm specialising in corporate finance, where he is currently the Managing Director. He has extensive experience in investment banking and corporates. He is currently an Independent Non-Executive Director of Mentiga Corporation Berhad and Lebtech Berhad, both are listed on Bursa Malaysia Securities Berhad. He is also a Director of several private companies including a private company wholly-owned by DutaLand Berhad.

Dato' Hazli attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2022.

## **YBHG DATO' ABDUL MAJIT BIN AHMAD KHAN**

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

Aged 76, Male, Malaysian

Dato' Abdul Majit bin Ahmad Khan was appointed to the Board of DutaLand Berhad on 28 January 2015 and a member of the Audit Committee and the Nomination Committee. He was appointed the Chairman of the Remuneration Committee on 29 November 2017.

Dato' Abdul Majit holds a Bachelor of Economics (Honours) from University of Malaya. He served with the government for thirty-four years and held various positions in the Prime Minister's Department and the Ministry of Foreign Affairs of Malaysia. These positions provided him with wide exposures in various countries that he served at, such as Laos, Vietnam, United States of America (USA), Nigeria, Ghana, Côte d'Ivoire, Sierra Leone, Cameroon, the Democratic People's Republic of Korea and the People's Republic of China.

In his capacity as the Under Secretary of West Asia and Organisation of Islamic Cooperation ("OIC"), Dato' Abdul Majit participated in several Prime Ministerial and Ministerial visits to West Asian Countries and OIC Meetings. He was the Director General of the Association of Southeast Asian Nations ("ASEAN") Division of the Ministry of Foreign Affairs from 1996 until 1998. As Director General of the ASEAN Division, he actively participated in the organisation of the 30th ASEAN Ministerial Meeting held in Kuala Lumpur as well as the ASEAN Heads of Summit and the 10+3 Summit Meetings in Malaysia.

In 1998, Dato' Abdul Majit was appointed as Ambassador of Malaysia to the People's Republic of China, a post he held for seven years until his retirement on 2 January 2005. Dato' Abdul Majit is the President of the Malaysia-China Friendship Association since 2005 and an Honorary President of the Malaysia-China Chamber of Commerce. He was appointed as the Chairman of the Malaysian Investment Development Authority (MIDA) in April 2019 and his service contract ended on 21 April 2021.

Presently, Dato' Abdul Majit is a Director of Zecon Berhad, MGB Berhad and Unitrade Industries Berhad, all listed on Bursa Malaysia Securities Berhad. He is also a Director of Hong Leong Asset Management Berhad.

Dato' Abdul Majit attended four out of five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2022.

# Profile of Directors

(continued)

## **YBHG DATUK OOI WOON CHEE**

INDEPENDENT NON-EXECUTIVE DIRECTOR

Aged 61, Male, Malaysian

Datuk Ooi Woon Chee was appointed to the Board of DutaLand Berhad and a member of the Audit Committee, Remuneration Committee and Nomination Committee on 16 November 2020.

Datuk Ooi is a Certified Public Accountant (“CPA”) and a Chartered Accountant by profession. He has varied and extensive experience in corporate turnaround, financial restructuring of under-performing companies and insolvency administration. He started his articleship training as an auditor with a major accounting firm in Malaysia where he qualified as a CPA. Five years later, he left to join a Big 4 firm and specialised in financial advisory and restructuring work. After a period of 29 years, he retired as an Advisory Partner in 2016. He is a member of the Malaysian Institute of Accountants (MIA) and Malaysian Institute of Certified Public Accountants (MICPA) and is a licensed insolvency practitioner. Currently, he is providing corporate advisory services and acting as insolvency practitioner. He does not sit on the Board of any other public listed company.

Datuk Ooi attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2022.

### Notes:

1. None of the Directors has conviction for any offences (other than traffic offences, if any) within the past five years or public sanction or penalty imposed by relevant regulatory bodies during the financial year under review.
2. Save for Tan Sri Dato’ Yap Yong Seong, Dato’ Sri Yap Wee Keat and Datuk Yap Wee Chun, none of the Directors has family relationship with any Director and/or major shareholder of DutaLand Berhad or has any conflict of interest with DutaLand Berhad.
3. Tan Sri Dato’ Yap Yong Seong, Dato’ Sri Yap Wee Keat and Datuk Yap Wee Chun are deemed interested in certain recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of DutaLand Berhad Group.

# Profile of Key Senior Management of the Group

## **YBHG TAN SRI DATO' YAP YONG SEONG**

GROUP MANAGING DIRECTOR, NON-INDEPENDENT DIRECTOR

Aged 81, Male, Malaysian

Please refer to the Profile of Directors as included in this Annual Report.

## **DATUK YAP WEE CHUN**

NON-INDEPENDENT EXECUTIVE DIRECTOR

Aged 52, Male, Malaysian

Please refer to the Profile of Directors as included in this Annual Report.

## **MR WONG CHIANG YING**

GENERAL MANAGER, GROUP FINANCE

Aged 58, Male, Malaysian

Mr Wong Chiang Ying was appointed as the General Manager, Group Finance of DutaLand Berhad on 1 January 2007. Mr Wong holds a Bachelor Degree in Accounting and is also qualified as a Certified Public Accountant (CPA). He is a Chartered Accountant registered with the Malaysian Institute of Accountants (MIA). He began his career as an auditor with PriceWaterhouse in 1989. He has subsequently worked as internal audit manager, and as accountant in other public listed companies prior to the appointment of the current position.

## **MR CHO KAH HING**

GENERAL MANAGER, SALES & MARKETING

Aged 57, Male, Malaysian

Mr Cho Kah Hing was appointed as the General Manager of the Project and Sales & Marketing Division of DutaLand Group since January 2011. Mr Cho graduated from Southern Illinois University, USA with a Bachelor of Science Degree in Finance in 1989. Prior to joining DutaLand Group, he was attached to MBF Property Services Sdn Bhd for two years in the Marketing Department. In June 1992, he joined Olympia Land Berhad (subsidiary of DutaLand Berhad) as Senior Executive in the Sales & Marketing Department and was later promoted to Assistant Manager in 1995 and Manager to head the Sales & Marketing Department in 1996. Thereon he was promoted to Senior Manager in 1997. In 2007, Mr Cho Kah Hing was promoted to the position of Assistant General Manager, heading the Sales & Marketing team. He was later promoted in January 2011 to the position of General Manager to head the Project and the Sales & Marketing Divisions. In this capacity, he has overseen the Project and Sales & Marketing activities of the Group and has, over the years, supported various corporate initiatives and projects.

Mr Cho is currently a Director of Olympia Land Berhad, not listed, and he also sits on the Boards of several companies within DutaLand Berhad Group and Olympia Industries Berhad Group.

# Profile of Key Senior Management of the Group

(continued)

## MR NG JU SIONG

GENERAL MANAGER, GROUP LEGAL

Aged 55, Male, Malaysian

Mr Ng Ju Siong, was appointed as the General Manager, Group Legal of DutaLand Berhad on 1 January 2013.

Mr Ng graduated from University of Kent at Canterbury, United Kingdom, with Bachelor of Law (Honours) in 1990. He was admitted to the Honourable Society of Gray's Inn as Utter Barrister in 1992. Thereafter, he was admitted to the High Court of Malaya as an Advocate & Solicitor in 1993. Mr Ng was practising under Messrs Zaitoon Othman & Associates in the areas of family law, banking litigation, bankruptcy, company law until June 1994. In July 1994, he joined Messrs Shahrizat & Tan and venture into the areas of family law, general conveyancing, banking, drafting of government supplies agreement etc. Mr Ng was a legal executive of DutaLand Berhad and is currently the General Manager, Group Legal, overseeing legal matters for DutaLand Berhad Group.

Mr Ng is currently a Director of Olympia Industries Berhad, listed on Bursa Malaysia Securities Berhad and Olympia Land Berhad, not listed. He also sits on the Boards of several companies within DutaLand Berhad Group and Olympia Industries Berhad Group.

## MOHAMMED FAREEZ KHAIRUDIN

GENERAL MANAGER, TRADING

Aged 42, Male, Malaysian

Mr Mohammed Fareez Khairudin was appointed as the General Manager, Trading, on 17 May 2022. Mr Fareez holds a Bachelor of Business Administration (Honours) in Marketing from Universiti Tenaga Nasional. He began his career as an Assistant Relationship Manager of corporate banking with Affin Bank Berhad. He worked for FGV Trading Sdn Bhd and Delima Oil Products Sdn Bhd, subsidiaries of FGV Holdings Berhad, as Head of Asset Management and Head of Trading respectively. Prior to joining DutaLand Group, Mr Fareez was the Head of Marketing & Trading in Boustead Agency Sdn Bhd.

## IR. RUDY LIM LAI HUAT

SENIOR GENERAL MANAGER, DEVELOPMENTS

Aged 45, Male, Malaysian

Ir. Rudy Lim Lai Huat was appointed as the Senior General Manager of the Developments Division of DutaLand Group since March 2022. Ir. Rudy graduated from Universiti Teknologi Malaysia (UTM) with a Bachelor's Degree in Engineering in 2000 and obtained a Master's degree in Business Administration from University of Western Sydney, Australia, in 2002. He has vast experiences in development, engineering consultancy and site field work. Prior to joining DutaLand Group, he was attached to UEM Sunrise Berhad and its group of companies. He is also currently a member of The Institution of Engineers Malaysia (IEM) and Board of Engineers Malaysia (BEM).

### Notes:

1. None of the key senior management has conviction for any offences (other than traffic offences, if any) within the past five years or public sanction or penalty imposed by relevant regulatory bodies during the financial year under review.
2. Save for Tan Sri Dato' Yap Yong Seong and Datuk Yap Wee Chun, none of the key senior management has family relationship with any Director and/or major shareholder of DutaLand Berhad or has any conflict of interest with DutaLand Berhad.
3. Tan Sri Dato' Yap Yong Seong and Datuk Yap Wee Chun are deemed interested in certain recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of DutaLand Berhad Group.

## ABOUT THIS SUSTAINABILITY STATEMENT

Sustainability sits at the core of what we do; it is an inherent part of our business strategy, governance and operations. The DutaLand Berhad (“DutaLand”) Sustainability Statement (“Sustainability Statement”):

- Highlights our economic, environmental and social (“EES”) efforts benefitting stakeholders such as customers, suppliers, communities and employees; and
- Preserves and enhances long-term shareholder value.

We uphold a high standard of transparency, accountability and integrity in reporting to the investing public. All disclosures adhere to the corporate disclosure requirements in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the Group’s Corporate Disclosure Policy.

Reporting period	This Sustainability Statement discloses our annual sustainability journey from 1 July 2021 to 30 June 2022 (“FY2022”).
Reporting cycle	Annual
Reporting boundaries	This Sustainability Statement covers all major business operations: Property Development, Investment Holding, Commodity Trading and Plantation.
Reporting content	DutaLand employs the Global Reporting Initiative’s (“GRI”) principles in conceptualising the report content for this Sustainability Statement. These principles included stakeholder inclusiveness, the sustainability context and coverage of aspects that reflect the most significant economic, environmental and social impacts.
References and guidelines	<p><b>Principal Guideline</b></p> <ul style="list-style-type: none"> <li>• GRI Standards (Core Option)</li> </ul> <p><b>Additional Guidelines</b></p> <ul style="list-style-type: none"> <li>• Bursa Securities’ Sustainability Reporting Guide</li> <li>• International Organisation for Standardisation (“ISO”) 26000:2010 Guidance on Social Responsibility</li> <li>• United Nations Sustainable Development Goals (“UNSDGs”)</li> </ul>
Significant changes during the reporting period	There were no significant changes to DutaLand Group’s size, structure, leadership, ownership or supply chain during the reporting period.
Date of the previous report	Our previous Sustainability Statement, from 1 July 2020 to 30 June 2021 (“FY2021”), was published in September 2021. This publication forms part of our Annual Report 2022 and is available on the corporate website at <a href="http://www.dutaland.com.my">www.dutaland.com.my</a> .
Assurance	The DutaLand Sustainability Working Team reviewed this Statement, including the Company’s Executive Director and key senior management. The Board of Directors approved its publication on 25 October 2022.
Feedback and enquiries	For further enquiries, please contact: <a href="mailto:dutaland@dutaland.com.my">dutaland@dutaland.com.my</a>

## OUR APPROACH

Our overall objective is achieving and maintaining the Company's economic value creation concerning social and environmental value creation. Recognising our responsibilities to stakeholders and the environment where operations are based boosts business growth. We have aligned our approach with DutaLand's sustainability pillars.

### Sustainability Pillars Guiding DutaLand



We execute our sustainability pillars through six guiding principles that are the core of what we do.



## SUSTAINABILITY GOVERNANCE

The Board of Directors and Sustainability Working Team govern our sustainability. Sustainability activities and targets are anchored and executed across all functions and operations. The Group's governance policies and procedures provide the framework for managing sustainability across the business.

The Board has established several sustainability aspirations covering economic, environmental, social and governance. Supported by the Sustainability Working Team, the Board determines the material sustainability matters and guides the management in implementing and monitoring sustainable efforts. The DutaLand Sustainability Working Team comprises representation from each business function. Numerous policies and management systems support our sustainable objective, and our strategic framework and strategies outline our commitment. We have also integrated the risk framework into daily operations and decision-making processes.



### Roles and Responsibilities

Board of Directors	}	<ul style="list-style-type: none"> <li>• Raises awareness of sustainability challenges and provides strong stewardship to integrate sustainability strategies and initiatives into the Group's business strategy and operations</li> <li>• Sets the strategic direction and ensures that sustainability is embedded effectively across the Group with adequate resources</li> <li>• Commits to addressing EES matters and managing their impacts</li> <li>• Issues the final approval of the Sustainability Statement</li> </ul>
Head of Working Team	}	<ul style="list-style-type: none"> <li>• Endorses the material sustainability matters identified by Working Team members</li> <li>• Develops and proposes sustainability strategies</li> <li>• Reviews progress of sustainability strategies and initiatives conducted by Working Team members</li> <li>• Reports sustainability progress to the Board of Directors</li> </ul>
Working Team	}	<ul style="list-style-type: none"> <li>• Identifies material sustainability matters relevant to the Group</li> <li>• Implements sustainability strategies and initiatives</li> <li>• Reports sustainability progress to the Head of Working Team</li> </ul>

## STAKEHOLDER ENGAGEMENT AND MATERIALITY

Contributing to a sustainable circular society is central to DutaLand. We tackle increasing sustainability challenges by continuously developing our ambitions through dialogue with our stakeholders and external experts. Maintaining active, continuous dialogue with stakeholders ensures that DutaLand's priorities and methods remain relevant. Stakeholders' valued input informs our decisions and actions, helping us fulfil our responsibilities and mitigate any potential negative economic, industrial, environmental and social impact. The table below summarises our salient stakeholder engagement approaches.

Stakeholder Group	Group Composition	Engagement Approaches	Requirements and Expectations	Success Measurements
<b>Employees</b>	<ul style="list-style-type: none"> <li>76 employees: 33 women and 43 men</li> </ul>	<ul style="list-style-type: none"> <li>Internal memos</li> <li>Performance appraisals (annually)</li> <li>Training and product knowledge (as and when required)</li> </ul>	<ul style="list-style-type: none"> <li>An ethical workplace with opportunities to contribute to society while promoting environmental and social sustainability</li> <li>A diverse and inclusive workplace that treats all employees equally</li> <li>Job security, strong leadership, fair pay and promising career opportunities</li> </ul>	<ul style="list-style-type: none"> <li>Employee engagement</li> <li>A diverse and inclusive workforce</li> <li>Ability to attract, develop and retain talent</li> </ul>
<b>Investors</b>	<ul style="list-style-type: none"> <li>14,252 local and international shareholders (as of 5 October 2022), including asset managers, pension funds and corporate holdings</li> <li>Investment analysts and potential investors</li> <li>Credit rating agencies</li> </ul>	<ul style="list-style-type: none"> <li>Annual general meetings</li> <li>Annual reports</li> <li>Announcements and disclosures (timely or as and when required)</li> </ul>	<ul style="list-style-type: none"> <li>Sustained financial returns</li> <li>Sound risk management</li> <li>Compliance with regulations</li> <li>Timely disclosure</li> <li>Managing strategic investments more efficiently</li> </ul>	<ul style="list-style-type: none"> <li>Return on equity</li> <li>Revenue growth</li> <li>Compliance checklists for significant corporate disclosure or publication of documents</li> </ul>

# Sustainability Statement

(continued)

Stakeholder Group	Group Composition	Engagement Approaches	Requirements and Expectations	Success Measurements
<b>Customers</b>	<ul style="list-style-type: none"> <li>Individuals, businesses, the public sector and various other legal entities such as financial institutions, trusts, non-governmental entities and associations</li> </ul>	<ul style="list-style-type: none"> <li>Client meetings</li> <li>Feedback sessions (as and when required)</li> <li>Networking events (as and when required)</li> </ul>	<ul style="list-style-type: none"> <li>Cost-effective, convenient and innovative financial services</li> <li>Trustworthy relationships, safety and protection against fraud</li> <li>Transparent pricing with excellent customer service</li> </ul>	<ul style="list-style-type: none"> <li>Customer satisfaction</li> </ul>
<b>Regulatory bodies</b>	<ul style="list-style-type: none"> <li>All relevant government departments, including labour, health, trade and industry</li> </ul>	<ul style="list-style-type: none"> <li>Inspections by local authorities (ad-hoc)</li> <li>Meetings with managers and local regulators (ad-hoc)</li> </ul>	<ul style="list-style-type: none"> <li>Compliance with all relevant laws and regulations</li> <li>Financial system stability</li> <li>An ethical work environment</li> <li>A business responsive to regulatory change</li> <li>Contribution to government development plans and national priorities</li> </ul>	<ul style="list-style-type: none"> <li>Effective compliance with regulatory change</li> <li>Strong capital levels</li> </ul>
<b>Suppliers</b>	<ul style="list-style-type: none"> <li>Direct and indirect supply chain partners</li> </ul>	<ul style="list-style-type: none"> <li>Annual evaluation and performance reviews</li> <li>Fair contract negotiation (ad-hoc)</li> <li>Vendor registration upon awarding jobs</li> </ul>	<ul style="list-style-type: none"> <li>Streamlined and fair procurement</li> <li>Transparent sourcing and tendering process</li> </ul>	<ul style="list-style-type: none"> <li>Supplier assessment form</li> <li>Supplier engagement</li> </ul>
<b>Local Communities</b>	<ul style="list-style-type: none"> <li>Individual citizens</li> <li>Residents, tenants and the surrounding neighbourhood</li> </ul>	<ul style="list-style-type: none"> <li>Community engagement</li> <li>CSR activities</li> <li>Festive celebration (seasonal)</li> </ul>	<ul style="list-style-type: none"> <li>Contribution to solutions that address societal challenges as outlined in the UNSDGs and other global environmental, social and governance frameworks</li> </ul>	<ul style="list-style-type: none"> <li>Community investment</li> <li>Area development</li> </ul>

# Sustainability Statement




(continued)

## PRIORITISING WHAT MATTERS MOST

Stakeholder priorities constantly change and we must evolve to meet their expectations. Several sustainability aspects significantly affect our industry and are highly relevant to many stakeholders. Specific topics are relevant to a limited range of stakeholders with little financial impact. Regardless, if we address the essential sustainability issues today, we will be stronger and more prosperous tomorrow.

Conducting a thorough materiality assessment helps us identify and prioritise the issues that matter most to our business and stakeholders. We continuously monitor our material topics, which are our most significant EES impacts. We address the most critical issues for our business and stakeholders through engagement, dialogue with key stakeholders, and monitoring our business and industry peers.

In FY2022, we performed a detailed materiality assessment covering 15 material issues and mapped them against the UNSDGs. DutaLand supports the United Nations' 2030 agenda, seeking solutions and best practices to achieve the 17 goals that address economic growth, social inclusion and environmental protection.

Material Topic	What We Do	GRI Indicator	Stakeholder Group	Relevant SDGs
<b>Economic</b>				
Economic performance	Distributing economic value among different stakeholders	<ul style="list-style-type: none"> <li>Economic performance</li> </ul>	<ul style="list-style-type: none"> <li>Investors</li> <li>Employees</li> <li>Suppliers</li> <li>Customers</li> <li>Local communities</li> </ul>	  
Regulatory compliance	Adhering to all economic, environmental and social legislation	<ul style="list-style-type: none"> <li>Anti-corruption</li> <li>Anti-competitive behaviour</li> <li>Environmental compliance</li> <li>Socio-economic compliance</li> </ul>	<ul style="list-style-type: none"> <li>Regulatory bodies</li> </ul>	
Responsible supply chain	Supporting local suppliers and promoting good socio-environmental performance throughout the supply chain	<ul style="list-style-type: none"> <li>Procurement practices</li> <li>Supplier environmental assessment</li> <li>Supplier social assessment</li> </ul>	<ul style="list-style-type: none"> <li>Suppliers</li> </ul>	  







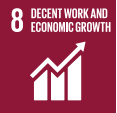


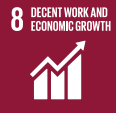





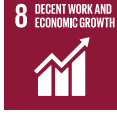


# Sustainability Statement

(continued)

Material Topic	What We Do	GRI Indicator	Stakeholder Group	Relevant SDGs
<b>Economic (continued)</b>				
Nation-building	<ul style="list-style-type: none"> <li>Developing housing, local infrastructure and palm oil industries and their impact on local communities</li> <li>Promoting sustainable industrialisation and fostering innovation</li> <li>Building resilient infrastructure, sustainable industrialisation and fostering innovation</li> <li>Participating in public-private partnerships that make our developments inclusive, safe, resilient and sustainable</li> </ul>	<ul style="list-style-type: none"> <li>Indirect economic impacts</li> </ul>	<ul style="list-style-type: none"> <li>Local communities</li> <li>Employees</li> <li>Suppliers</li> </ul>	
Local hiring	Developing the local economy in all communities in which we operate	<ul style="list-style-type: none"> <li>Market presence</li> </ul>	<ul style="list-style-type: none"> <li>Local communities</li> <li>Employees</li> </ul>	
<b>Environment</b>				
Energy & emissions	<ul style="list-style-type: none"> <li>Managing and reducing greenhouse gas (GHG) emissions</li> <li>Venturing into affordable, reliable, sustainable and modern energy</li> <li>Ensuring sustainable use of resources</li> <li>Proactively implementing cost-effective resource efficiency measures</li> </ul>	<ul style="list-style-type: none"> <li>Energy</li> <li>Emissions</li> </ul>	<ul style="list-style-type: none"> <li>Employees</li> <li>Suppliers</li> </ul>	
Water, effluents & waste	Managing effluent discharges, water consumption and all types of waste	<ul style="list-style-type: none"> <li>Effluents and waste</li> <li>Water</li> </ul>	<ul style="list-style-type: none"> <li>Employees</li> <li>Suppliers</li> </ul>	


# Sustainability Statement

(continued)

Material Topic	What We Do	GRI Indicator	Stakeholder Group	Relevant SDGs
<b>Social</b>				
Career development	<ul style="list-style-type: none"> <li>Hiring, recruitment, retention and training, including performance and career development reviews</li> <li>Knowledge sharing with industry peers</li> <li>Ensuring a safe work environment and supporting the economic development of local communities</li> </ul>	<ul style="list-style-type: none"> <li>Training and education</li> <li>Employment</li> </ul>	<ul style="list-style-type: none"> <li>Employees</li> </ul>	    
Diversity, equal opportunity & non-discrimination	Promoting diversity and equal opportunities while eliminating discrimination in the workplace	<ul style="list-style-type: none"> <li>Non-discrimination</li> <li>Diversity and equal opportunity</li> </ul>	<ul style="list-style-type: none"> <li>Employees</li> <li>Regulatory bodies</li> </ul>	  
Occupational safety and health	Protecting the safety, health and well-being of employees and workers	<ul style="list-style-type: none"> <li>Occupational health and safety</li> </ul>	<ul style="list-style-type: none"> <li>Regulatory bodies</li> <li>Employees</li> </ul>	 
Local communities	Supporting local communities surrounding operations that are economically, socially or environmentally affected	<ul style="list-style-type: none"> <li>Local communities</li> </ul>	<ul style="list-style-type: none"> <li>Local communities</li> </ul>	 
Human rights	Protecting the human rights of workers, including those of the indigenous population, security staff, plantations, construction and children, while eliminating all aspects of forced labour	<ul style="list-style-type: none"> <li>Human rights assessment</li> <li>Rights of indigenous peoples</li> <li>Security practices</li> <li>Child labour</li> <li>Forced labour</li> </ul>	<ul style="list-style-type: none"> <li>Regulatory bodies</li> <li>Employees</li> <li>Local communities</li> </ul>	  
Quality & customer satisfaction	Promoting quality throughout the life cycles of all products to gain high levels of customer satisfaction	<ul style="list-style-type: none"> <li>Non-GRI topic</li> </ul>	<ul style="list-style-type: none"> <li>Customers</li> </ul>	 
Customer privacy	Protecting the privacy of our customers and members of the public	<ul style="list-style-type: none"> <li>Customer privacy</li> </ul>	<ul style="list-style-type: none"> <li>Customers</li> </ul>	

# Sustainability Statement

(continued)

Material Topic	What We Do	GRI Indicator	Stakeholder Group	Relevant SDGs
<b>Social (continued)</b>				
Public safety	Protecting the safety, health and well-being of customers	<ul style="list-style-type: none"> <li>Customer health and safety</li> </ul>	<ul style="list-style-type: none"> <li>Customers</li> <li>Regulatory bodies</li> <li>Suppliers</li> </ul>	

## The Process

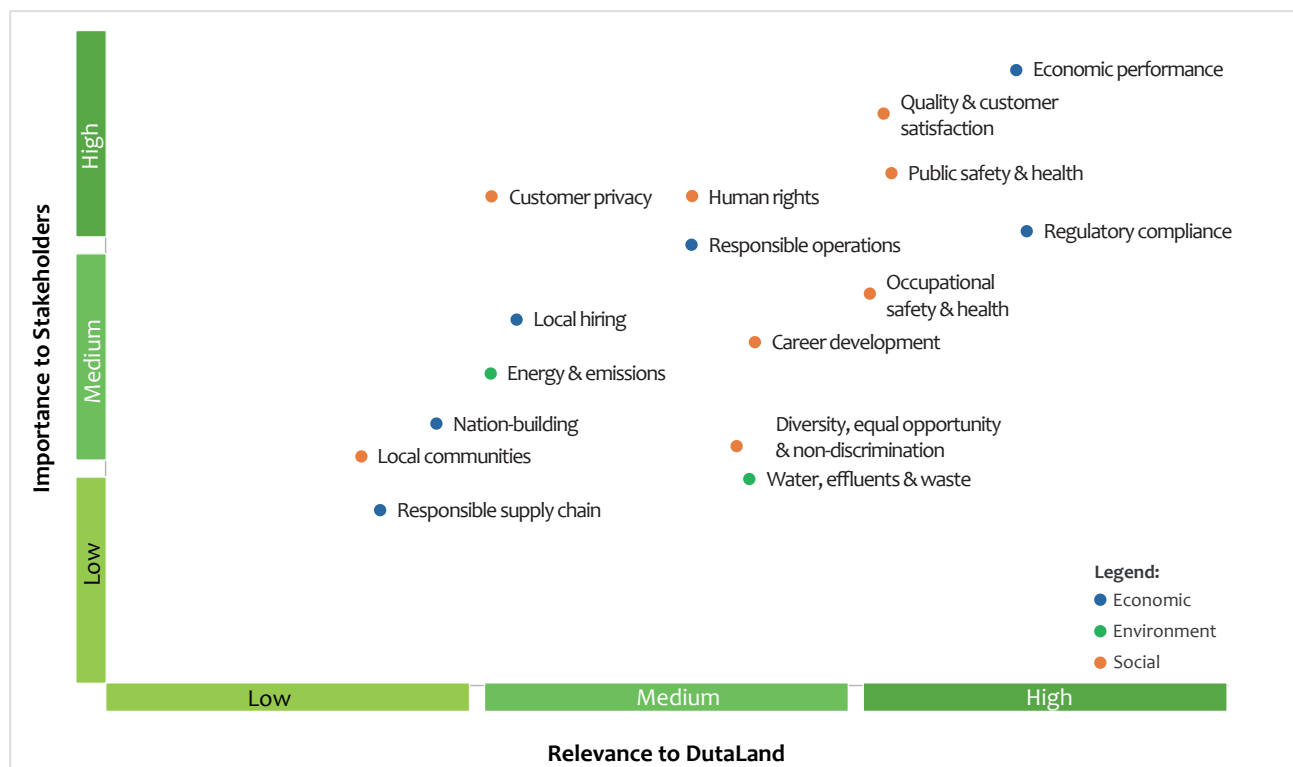
This survey delineates the feedback from the Executive Director and representatives from the Sustainability Working team indicating the:

- Relevance of reporting these topics to DutaLand
- Importance to stakeholders

The respondents had the option of selecting low (1), medium (2) or high (3).

## Materiality Matrix

The materiality matrix graphically presents the assessment results with their position relative to the degree of stakeholder interest and potential business impact. The sustainability topics in the top right quadrant are the most material as they are important to stakeholders and DutaLand from a strategic perspective.



We will tailor our future activities based on the assessment results, addressing those issues identified as most material to the business. As these issues are increasingly interconnected and often impact each other, we will not view these issues in isolation. Accordingly, we are moving towards a more integrated, holistic approach to managing sustainability, developing ambitious goals to create long-term value for all stakeholders.

# Sustainability Statement

(continued)

## ECONOMIC

DutaLand is a Malaysia-based investment holding company with segments including Property Development, Plantation, Commodity Trading and Investment Holding.

### Contribution to Nation Building and Economic Growth

Business Segment	Description	Contribution to the Nation and Industry
Property Development	The Property Development segment is engaged in developing residential and commercial properties.	Property development contributes to the national economy by creating economic stability and jobs, fostering community cohesion, and preserving or increasing home values.
Plantation	The Plantation Segment is engaged in oil palm cultivation and the sale of fresh fruit bunches (FFB).	The plantation industry is an essential vehicle in Malaysia's Economic Transformation Programme. Rubber and oil palm are the two crops that have been added to the twelve key economic areas that the government is promoting. These commodities account for approximately 7% of the country's GDP.
Commodity Trading	Commodity Trading is engaged in trading crude palm oil ("CPO") and other commodities.	Malaysia is the second largest producer and exporter of CPO. The Malaysian oil palm industry expanded to become a significant economic sector. The increasing global demand for this precious commodity as food and fuel caused an upsurge in oil palm production.
Investment Holding	The Investment Holding and Others Segment includes property investment and investment in financial assets.	We integrate sustainability issues into our investment criteria and invest or develop and manage projects in line with our sustainability goals. We include material EES/ESG factors in our fundamental analysis as part of our integrative investment approach. Our investments also employ sustainable investing strategies, such as eliminating companies or investments that violate set norms or selecting companies or investments with solid ESG performance.

## SUPPLY CHAIN SUSTAINABILITY

Sustainability is integral to our procurement process. Our supplier engagement, recognition and sustainable procurement help us continually improve our business practices and operations to manage risk while increasing productivity and efficiency within the supply chain. We are committed to upholding our business ethics by supporting business opportunities and capacity building for local and diverse suppliers in our operations and the entire supply chain.

### **Stringent Procurement Processes**

Our stringent supplier selection process assesses technical requirements, price competitiveness, certifications and other requirements. We also conduct random visits and inspections with contractors and sub-contractors.

### **Supplier Engagement**

Suppliers play a vital role in integrating sustainable development into our key business activities. We regularly engage our suppliers through business reviews and supplier assessments to identify sustainable development opportunities and risks in the supply chain of critical categories. Standardising KPIs and aligning them with our EES performance objectives is essential.

### **Sustainable Procurement and Business Ethics**

We aim to conduct all contracting and procurement activities ethically, following our Code of Conduct and applicable laws. The supply chain function contributes to the Group's sustainable development commitments by integrating sustainability into our procurement processes, which include:

- Integrity
- Safety
- Social and human rights
- Environmental sustainability
- Supplier inclusion

## AN ETHICAL AND RESPONSIBLE BUSINESS

Earning the trust of employees, customers, suppliers, shareholders and broader society is vital for succeeding over time. We continue to generate trust as an ethical and sustainable business to inspire industries, collaborate with industry partners and invite stakeholders on our sustainability journey.

DutaLand Group is dedicated to providing an ethical workplace and treating employees with respect. We have zero tolerance for corruption, harassment and discrimination in all its forms. During the financial year under review, we delivered an anti-corruption empowerment talk series for Directors and senior management.

Integrity and fairness are part of everything we do, enabled by robust governance, monitoring and risk management. We take a coordinated, holistic and risk-based approach, focusing on four strategic areas while seeking opportunities to improve our processes within these areas.

### **Compliance governance and culture**

The senior management team drives our strong culture of business ethics.

Our policies, standards and procedures allow us to conduct business in an ethical and principle-based manner.

Supported by a robust governance system and processes, we believe we can fulfil our business requirements, meet societal evolution and expectations and reinforce a culture where everyone feels confident to speak up.

# Sustainability Statement

(continued)

<b>Communication and training</b>	We regularly remind employees of our expectations regarding the Group's compliance culture, principles and values. We continually develop training materials to support and monitor this process.
<b>Monitoring and reporting</b>	Our internal compliance audit process assesses compliance against local legislation and the Group's Code of Conduct.
<b>Closing gaps</b>	We continually assess our risks to identify the priorities and focus areas for our ethics compliance.

## ENVIRONMENTAL

We take urgent climate action that accelerates the transition to net zero, enhances performance, mitigates risks and helps shape a better world.

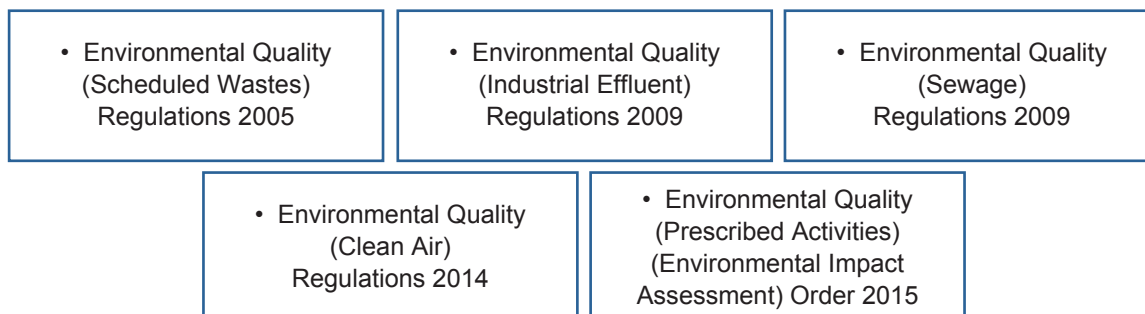
DutaLand is committed to protecting nature and the environment. We understand our responsibilities and engage ourselves to identify and mitigate the environmental impacts of our operations.

We have taken measures to be more environmentally friendly in our operations to support a better quality of life and future for all. Sustainable investing, also known as socially responsible investing, matters to us and complements our business when we incorporate EES factors into our investment decisions. We are committed to reducing our environmental footprint through resource management and waste minimisation measures.

### OUR COMMITMENT:

1. Environmental monitoring and compliance with regulations
2. Ongoing improvement of environmental compliance levels and the responsible use of resources
3. Communication of environmental performance to stakeholders
4. Integrate economic growth with environmental protection

We ensure that all our activities adhere to relevant laws, regulations and other environmental standards. At a minimum, they include the following:



There were no instances of environmental non-compliance during this reporting period.

## RESPONSE TO CLIMATE CHANGE

At the 2015 United Nations Climate Change Conference, the Malaysian government adopted the Paris Agreement, which aims to strengthen the global response to the threat of climate change. Malaysia is committed to reducing greenhouse gas emissions by 45% by 2030 based on its 2005 gross domestic product.

The Malaysian government introduced numerous initiatives and programmes to achieve its greenhouse gas reduction target. The Green Technology Master Plan 2017-2030 (“GTMP”) aims to reduce the country’s carbon dioxide (CO<sup>2</sup>) emissions by 25% over the next 13 years and address the threat of carbon discharge on human health and the environment. GTMP also focuses on improving water efficiency and savings through integrated water management, such as rainwater harvesting systems and smart water usage monitoring.

The Malaysian Government also recognised the need for addressing efficiency in electricity generation and consumption in GTMP. Recommendations include enhancing the energy planning framework to leverage technologies such as the Internet of Things (IoT) for electric vehicles. Malaysia also promotes green construction in the country through the Green Building Index (“GBI”).

A green building focuses on increasing resource use efficiency – energy, water, and materials – while reducing building impact on human health and the environment during the building’s lifecycle, through better siting, design, construction, operation, maintenance and removal.

Aligning our business strategy with achieving these government targets and initiatives will help us contribute to environmental protection while reducing operating costs and developing a competitive advantage. As a holding company engaged in oil palm and property development, DutaLand acknowledges its impact on emissions and its broader resource consumption profile. We are also well-positioned to reduce the resource consumption of operations through efficient management and development.

## ENERGY AND WATER MANAGEMENT

DutaLand’s primary environmental footprint concerns electricity and water consumption at its buildings and operations. We are committed to managing our carbon footprint and resource consumption to improve operational efficiency and align our initiatives with national policies.

As part of sound resource management, we monitor our energy use regularly to spot any irregularities from the average use and make changes where necessary.

Lighting is an energy-intensive usage in our buildings and offices. Previously, we improved energy efficiency by harnessing energy-efficient fixtures and fittings. Retrofitting these fittings with LED lighting tubes provided the same lighting capacity with significantly less power. Energy efficiency, renewable energy, reducing GHG emissions and climate change mitigation are part of our journey to a greener future.

Our water consumption is primarily for day-to-day activities. We continue to promote water conservation initiatives and instil good habits in our people. We discharge wastewater into the municipal sewer system in line with general practice and standards and comply with local policies regulating water extraction and utilisation.

## WASTE MANAGEMENT

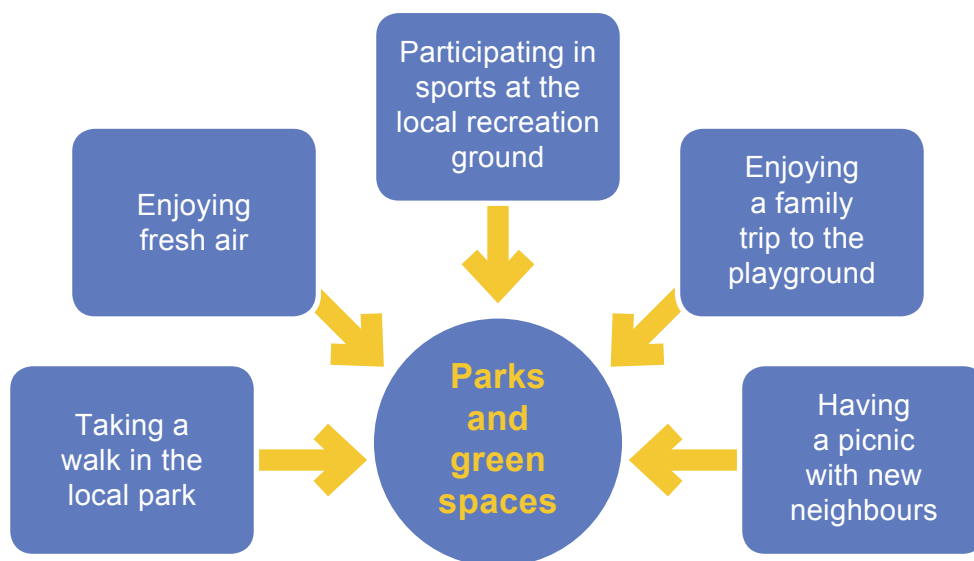
We work closely with customers, contractors, tenants and residents to manage all waste properly. Our operations team also addresses waste and pollution in their respective processes.

Disposing of potentially recyclable construction materials in landfills can generate significant waste and negatively affect the environment. The 12<sup>th</sup> Malaysia Plan and the GTMP respond to this concern and promote holistic, integrated waste management to target only 5% of waste disposal in sanitary landfill.

Efficient waste management is an essential aspect of sustainable development and can also help maximise the profits of a project and lower costs. We strive to reduce single-use plastic, which is hazardous to the environment, given its non-biodegradable nature. We also contribute to national targets set in Malaysia's Roadmap Towards Zero Single-use Plastics 2018-203. Developed by the Ministry of Energy, Science, Technology, Environment and Climate Change (MESTECC), this policy promotes environmental sustainability and eliminates single-use plastic use by 2030.

## STRIKING A BALANCE BETWEEN CONSERVATION AND DEVELOPMENT

People like living in and want to stay in sustainable communities; they are neighbourhoods with real character and a sense of place.



Parks and green spaces are essential in daily life and offer something for everyone. Trees improve air quality by adding oxygen and removing pollutants.

High-quality and strategically designed green spaces significantly affect the economic life of urban centres. As towns and cities increasingly compete to attract investment, the presence of good parks, squares and gardens becomes a vital economic lever to attract potential tenants. Beautiful green spaces provide clear benefits to the local economy by stimulating increased house prices since house buyers are willing to pay a premium to be near them.

We are working on providing large green spaces at our Kenny Heights development project. Laman Tuanku, a project being built by KH Land Sdn Bhd as part of our Corporate Social Responsibility (CSR) programme, is a collection of nine commemorative royal gardens unfolding in a vision of Unity, Continuity and Peace. The four-acre green oasis in the heart of the city, Sri Hartamas, nurtures the well-being, social cohesion and cultural resilience of our community and the sustainability of the environment. It is an idyllic sanctuary that offers the community a place for relaxation, reflection and revitalisation, alongside immersion in natural and cultural heritage. We are committed to safeguarding the environment so that future generations may inherit the earth in all its biodiversity and beauty.

## CARING FOR OUR EMPLOYEES, CUSTOMERS AND COMMUNITIES

We care about the communities in which we operate. Our employees commit their time to community projects, raising funds and participating in local events. We may achieve so much more if we join forces as one Company.

### COMMITMENT TO OUR PEOPLE

Business relies on the performance of people. We strive to create an environment where colleagues feel supported and can perform optimally. Most importantly, we see the people supporting our colleagues and aim to enhance the quality of life of employees and their families.

We want to improve the lives of our employees and local communities and are committed to improving their well-being and providing a safe operational environment. Conducting regular safety assessments at every business segment identifies potential hazards. We take corrective and preventive action upon uncovering health and safety improvement opportunities.

### RESPECT FOR HUMAN RIGHTS

DutaLand refers to, respects and promotes human rights activities based on the “United Nations Guiding Principles on Business and Human Rights” (“UNGP”). Our Code of Conduct formalises the standards for employee conduct and contains clear statements regarding respect for human rights.

We expect our supplier network to share this perspective and implement human rights due diligence throughout the supply chain. Monitoring risk, developing countermeasures, and tracking and remediation with suppliers allow us to guide and support potentially affected stakeholders.

We work with external stakeholders transparently to understand societal expectations and assess our prioritised activities. We hope this helps us engage in corporate activities that are fair and impartial.

### WHISTLE BLOWING

DutaLand and its Group of companies encourage its employees and associates to report suspected or known misconduct, wrongdoing, corruption and instances of fraud, waste or abuse involving the resources of the Company. This position is in line with the Whistleblower Protection Act 2010.

Our whistleblowing channel allows anyone to report a potential issue, including human rights concerns. Any individual who suspects improper conduct, wrongdoings, corruption, fraud, waste or abuse is encouraged to inform the Group Internal Audit Department. All reports are treated confidentially to protect the reporting individual from injury, intimidation or harassment, threats, discrimination, suspension or termination. The Company did not receive any reports of incidents of misconduct in FY2022.

### TRAINING AND DEVELOPMENT

DutaLand offers expansive learning and development solutions to:

- Meet the needs of employees; and
- Proactively recognise good work and support opportunities for growth and improvement.

# Sustainability Statement

(continued)

Our talent management programme reaches employees at all levels and is a meaningful way we maximise engagement and retention.

All employees should be able to learn new skills and build their careers, whether at DutaLand or beyond. We delivered 72.50 training hours during the year. This virtual and physical training comprised internal and external programmes.

Training topics:

- Strata management
- Understanding licence renewals, laws and regulations on construction, safety and quality
- RPT rules
- Malaysian Code on Corporate Governance
- Sustainable leadership
- Fraud and financial scandals: trends, red flags and mitigations

## Training Figures at A Glance

Training	Unit	FY2020	FY2021	FY2022
Total training hours per year	Hours	35.5	185	72.50
Average training hours per year per employee	Hours	-	2.47	0.95
Total investment in training	RM	1,007	8,585	1,700

## DIVERSITY AND INCLUSION

We strive to provide employees with a harmonious and diversified working environment and oppose all discrimination. Our diverse working environment comprises 76 people working together as one team.

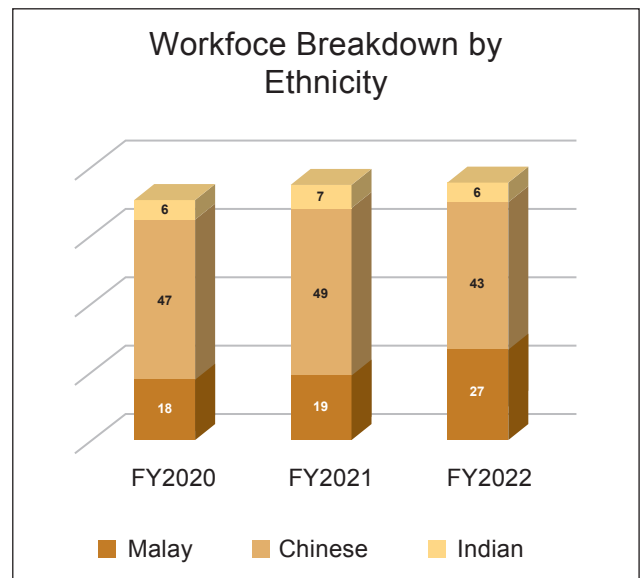
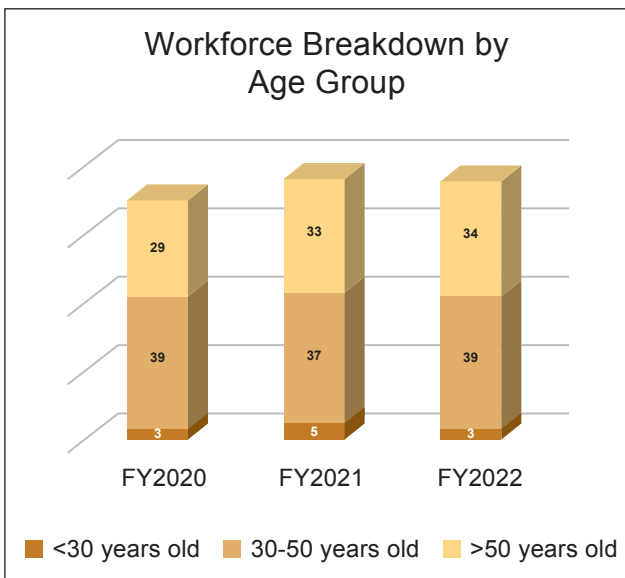
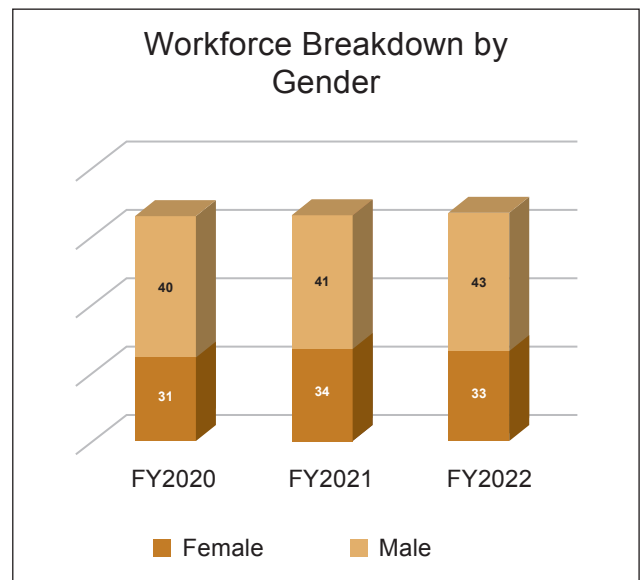
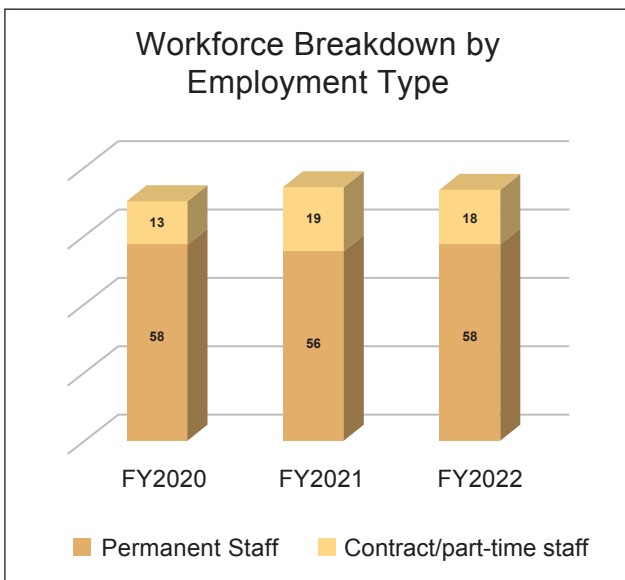
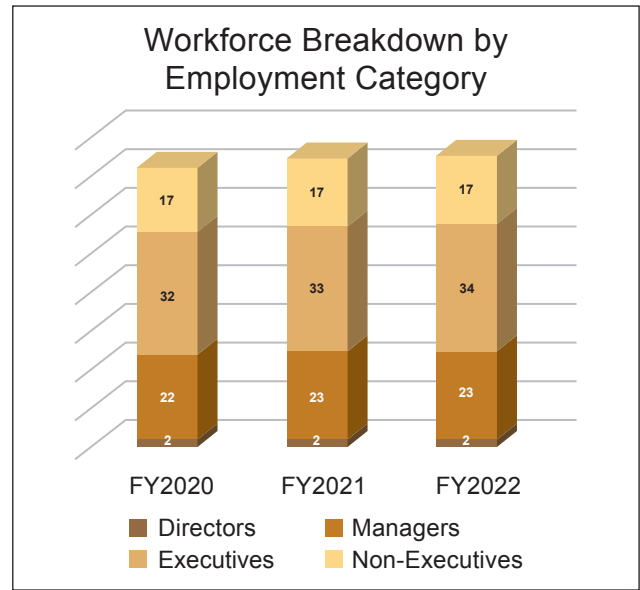
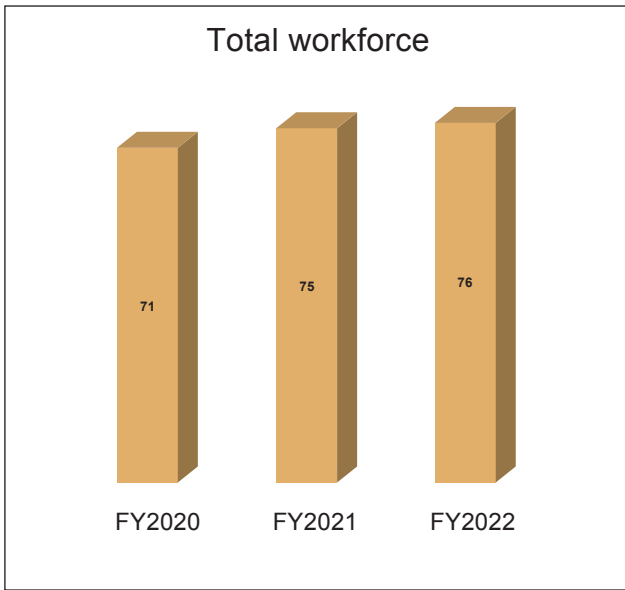
Diversity and the inclusiveness of the corporate culture enhance our innovation, engagement, attractiveness and agility, strengthening business performance and creating value.

Giving people a sense of belonging, treating them with dignity and providing justice are fundamental values. Awareness of these values is not merely an alternative to the themes of diversity, equity and inclusion (“DEI”). It is complementary by examining, building and reinforcing the values on which the sustained implementation of DEI processes must rest.

DutaLand will examine what it takes for a society to evolve its underlying values. It should make no difference whether an individual is a woman, from an ethnic minority or different from a perceived norm. Regardless of gender, colour, age and background, everybody receives the same opportunity, is accorded the same degree of respect and feels the same sense of belonging.

# Sustainability Statement

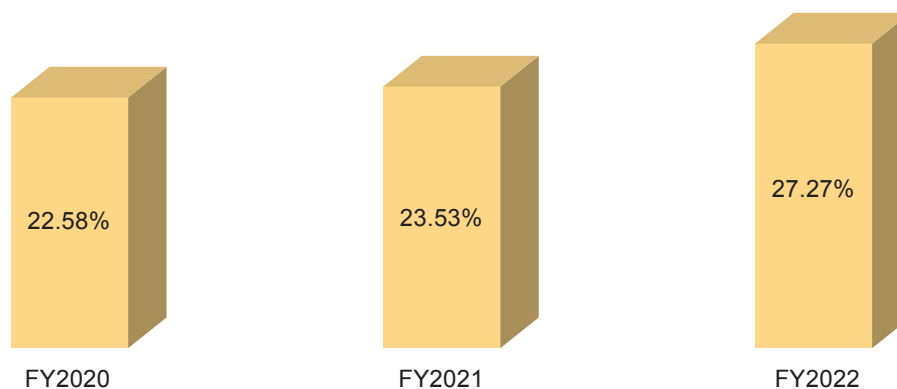
(continued)



# Sustainability Statement

(continued)

Percentage of Female in the Management (%)



Employee Turnover	FY2020	FY2021	FY2022
<b>Employee Turnover (headcount)</b>	9	14	22
<b>Employee Turnover by Age Group</b>			
Below 30 years old	1	0	4
30-50 years old	4	11	9
Above 50 years old	4	3	9
<b>Employee Turnover by Gender</b>			
Male	8	7	16
Female	1	7	6

New Hires	FY2020	FY2021	FY2022
<b>New Employee Hires (headcount)</b>	19	17	19
<b>New Employee Hires by Age Group</b>			
Below 30 years old	2	2	2
30-50 years old	13	12	11
Above 50 years old	4	3	6
<b>New Employee Hires by Gender</b>			
Male	14	7	14
Female	5	10	5

## HEALTH AND SAFETY

Safety is integral to everything we do at DutaLand. We strive daily to be safer for our employees, partners and communities. All staff have the opportunity to develop safety skills and competencies on an ongoing basis. We deliver continual training on body mechanics and fall hazards through routine reminders, alerts and message blasts. Every operations manager participates in regular safety training, reinforcing basic concepts such as emergency preparedness and hazard identification.

Our Plantation and Property Business Segments implement stringent preventive measures with the Hazard Identification, Risk Assessments and Determining Control (HIRADC) system in our Occupational Health and Safety Management Systems (OHSMS). These measures include hazard identification, probability estimation of occurrence and consequences, risk categorisation, determination of the sufficiency of existing plans and controls and identification of requirements for equipment and training.

Our safety programme also addresses contractors' safety. We communicate company safety and health expectations to contractors' employees, including site-specific safety rules and emergency response procedures.

### Safety Governance

DutaLand's Occupational, Safety and Health Committee covers four major safety areas: damage control, first aider, evacuation traffic, and search and rescue. Reporting to the Board, representatives from the main contractor, a safety officer and a safety supervisor assist this Committee. The Committee helps the Board fulfil its responsibilities for overseeing the Group's identification, management and mitigation of risks associated with health, safety, security and the environment.

### Fighting Covid-19

After more than two years, Covid-19 infection rates reduced, and the number of vaccinated continues to rise. Things are starting to open up. As we may enter the endemic phase in no time, the ability to sustain the declining Covid-19 rates is the primary concern. We remain alert about changing outbreak conditions and implement infection prevention and control measures accordingly. For the safety of all employees, we encourage employees to self-test regularly and provide a complementary RTK self-test kit to every employee bi-weekly.

We all dreamed about returning to normal; however, fear of 'normal' is increasingly common. Our 4-acre large park in Kenny Heights development project, Sri Hartamas, offers a soothing and relaxing place to help the community to cope with post-pandemic stress.

## COMMUNITY SUPPORT

We try to positively impact people and the communities in which they live wherever we work. DutaLand is engaged in various community-based activities that create a society of tomorrow with dreams. We strive to support initiatives that reflect local circumstances in our corporate activities. We will share joy by pursuing various social contribution activities while communicating with residents.

In FY2022, the Group gave RM100,000 to the Dani Futsal-Financial Sponsorship for the PDRM Futsal Team in conjunction with the Malaysia Premiere Futsal League. This contribution reflects our support for welcoming the reopening of sports after two years of lockdown during the pandemic. We will continue to support the local sports industry and the development of local talents.

The Group also donated RM50,000 to Yayasan AL-Sultan Abdullah (YASA) in FY2022 as part of its flood relief efforts. Many states in Malaysia experienced destructive floods, including Selangor, Kuala Lumpur, Pahang, Kelantan, Negeri Sembilan, Terengganu, Perak and Melaka. Pahang was one of the worst-hit states. Hopefully, our contributions will help flood victims restore their lives as the flood destroyed their homes.

## RESPONSIBLE OPERATIONS

As an operator in Property Development, Investment Holdings, Commodity Trading and Plantation, DutaLand recognises its environmental responsibility. Our consistent and coherent policies embed responsible business practices in our daily operations. Developing a comprehensive framework translates our commitment to responsible business into practical activities that guide operations.

## SUSTAINABLE PROPERTY DEVELOPMENT

By its very nature, the property and construction industry is a big user of natural resources. With growing concerns over climate change and the finite nature of these resources, there is increasing pressure on the industry to reduce its environmental impact. Our sustainable construction goals address reducing the industry's environmental impact by:

- Using renewable and recyclable materials
- Reducing the embodied energy in building materials
- Lowering the energy consumption of the existing and completed properties
- Minimising on-site waste
- Protecting natural habitats during and after the construction phase.

## ENSURING SATISFACTION

Strong customer relationships are essential to our success. A customer-centred approach that puts customers at the heart of our business is central to our strategy and underpins our growth plans. Delivering excellent customer experiences and creating close, value-adding relationships build competitive advantage.

Throughout FY2022, we focused on initiatives that support our customer-centric focus and implemented initiatives that build strong customer relationships. Customers are welcome to share their input and feedback by writing to us. We endeavour to respond to feedback within the stipulated timeframe.

## SUSTAINABILITY COMMITMENT MOVING FORWARD

Aspiring to be a more sustainable company, we have embedded our commitment to sustainability into our business practices. Sustainability is one of the focus areas of our strategy. As we continue to pioneer sustainability, we will work towards achieving climate neutrality across our entire value chain. We will empower our people to become sustainability ambassadors, just as we invite customers to engage with us on the topic of sustainability. Lastly, we aim to uphold our supply chain's highest social compliance standards.

Achieving our sustainability targets will set us up for future success, yet we cannot achieve these alone. We will leverage our long-term relationships with supply chain partners and other stakeholders to ensure they continue to move with us in alignment with our sustainability goals.

This Sustainability Statement was approved by the Board of Directors of DutaLand Berhad on 25 October 2022.

# Corporate Governance Overview Statement

The Board of Directors (“Board”) and management of DutaLand Berhad (“DutaLand” or “Company”) acknowledge that corporate governance is a key element for underpinning sustainable growth and enhancing shareholder value. The Board believes that the quality of the corporate governance infrastructure will improve the Board’s oversight role and the long-term growth of DutaLand Group (“Group”).

This Corporate Governance Overview Statement (“Statement”) provides an overall approach of DutaLand to corporate governance as well as the practices adopted during the financial year ended 30 June 2022 (“FY2022”), guided by the key principles of the Malaysian Code on Corporate Governance (“MCCG”). This Statement should be read in conjunction with the Corporate Governance Report 2022 which has detailed the explanation for departure from best practices and is made available on the Company’s website at [www.dutaland.com.my](http://www.dutaland.com.my).

## PRINCIPLE A OF MCCG - BOARD LEADERSHIP AND EFFECTIVENESS

- **Corporate Governance Culture**

A good corporate governance framework involves essentially a strong leadership and a positive culture. The tone at the top sets the drumbeat for the Group in promoting ethical corporate culture and good business conduct that engender integrity, transparency and fairness to enhance shareholders’ value.

In view that every company varies in terms of industry, scale, corporate culture, stage of development and so forth, approaches to corporate governance will inevitably reflect the differences aforesaid. Whilst the recommended practices may aid to achieve intended outcomes, companies needs some degree of flexibility as there is no one-size-fits-all approach.

To achieve the intended outcomes and create sustainable value, the Board has established a governance framework and adopted appropriate practices for the Group, aligned with the nature, size, corporate culture and operating environment of the Group, after taking into consideration of stakeholders’ expectations and interests.

- **Duties and Responsibilities of the Board**

The Board has the overall responsibility for the Company’s affairs and conduct in discharging Directors’ fiduciary and leadership functions.

The Board establishes dedicated Board Committees and conducts annual assessment to monitor their performance. The Board ensures the senior management is of sufficient caliber to implement corporate strategies and objectives taking into account the corporate culture and legitimate needs.

- **Directors’ Code of Conduct**

The Board commits towards establishing a corporate culture to nurture a high standard of conduct throughout the Group in promoting ethical corporate environment in the country.

The Code of Conduct of DutaLand Directors, management and employees, adopted by the Board on 29 August 2012, is guided by the framework issued by the Companies Commission of Malaysia. It covers implementation of internal systems and processes for matters regarding compliance with statutory and listing obligations by the Company. The Code of Conduct of DutaLand Directors, management and employees is available on the Company’s website at [www.dutaland.com.my](http://www.dutaland.com.my).

- **Board Charter**

The roles and responsibilities of the Board and the key matters reserved for the Board are formalised in the Board Charter, which have been adopted by the Board on 29 August 2012 and revised during the financial year 2019. The Board Charter will be reviewed and updated from time to time as necessary to reflect the needs of the Group and prevailing rulings and regulations. The Board Charter is available on the Company’s website at [www.dutaland.com.my](http://www.dutaland.com.my).

# Corporate Governance Overview Statement

(continued)

- **Board Composition**

As of the date of this Statement, the Board of DutaLand consists of 7 Board members, comprising the Group Managing Director, an Executive Director, a Non-Independent Non-Executive Director together with a strong presence of 4 Independent Directors including the Chairman of the Board.

All Directors have extensive professional background as stated in the Profile of Directors included in this Annual Report. Independent Directors make up more than one-third of the Board membership. The Board composition and size have been assessed by the Board through the Nomination Committee.

- **Board Mix and Balance**

The Board has the right mix of skills, experience and knowledge base with a broad background in business, finance and public service. Besides, the Board comprises a majority of Independent Directors who bring independent and objective judgement during the Board's deliberations and decisions making process.

A balanced Board composition ensures the Company is well placed for mitigating the risk of conflict of interests and preventing undue influence by interested parties. This composition also enables Board's decisions to be made from diverse perspectives and insights, encouraging greater oversight effectiveness on matters relating to the Group's strategy, business performance and prospects, amongst others. The Board is satisfied that such Board composition ensures the interests of stakeholders are adequately protected and fulfils the ultimate responsibility of the Board.

- **Board Diversity**

An awareness of the values of diversity, equity and inclusion is complementary by building and reinforcing the values. The Company strives for an effective and balanced Board aiming to create a more egalitarian culture towards higher governance standard.

In a nutshell, the Company promotes equality, understanding and non-discriminatory culture and attitudes whilst avoids engaging tokenism or merely checking the box on diversity, equity and inclusion in the workplace.

The Company provides equal opportunities to all candidates based on merits and takes into account of not only any particular form of diversity. In this regard, the Board considers, instead of gender diversity per se, some other form of diversity including professional diversity and social diversity such as gender, ethnicity, age, education, exposure, background and nationality. The said attributes are crucial to ensure Board or management decisions will be made objectively taking into account diverse perspectives and insights.

Whilst there are various drivers for achieving diversity, equity and inclusion, it may not be practical having a universal or blanket policy for Board diversity. The Board's consideration of suitable candidates shall coincide with the skills and experiences desirable and required to attain the Company's strategic goals. When determining the suitability of a candidate for the Board or senior management, a gender criterion will not be the sole criterion for consideration as if the only value of a candidate was the fact that he or she was of a particular gender or a candidate is hired as a token.

The Company has taken steps to appoint a female Board member by 1 June 2023 to comply with the amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements").

- **Board Chairman and Group Managing Director**

In DutaLand, no individual Director has powers that span the two roles or has unfettered power of decision. The underlying principle of the clear separation of roles and responsibilities in the Board is to ensure a balance of power and authority, to maintain trust amongst peer Directors and ultimately to enhance greater capacity for independent decision making.

The roles of the Independent Board Chairman and the Group Managing Director of DutaLand are separated to avoid possible conflict of interests. The Board Chairman, an Independent Director, focuses on governance and compliance whilst the Group Managing Director focuses on the business and the day-to-day operations of the Group, both functionally independent from each other. The Board Chairman and the Group Managing Director of DutaLand are not related to each other.

# Corporate Governance Overview Statement

(continued)

The respective responsibilities and roles of the Board Chairman and the Group Managing Director are clearly established and agreed by the Board duly formalised in the Board Charter which is available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my).

- **Appointment of Directors**

The Board sets out the expectations on character, experience, integrity, competence, time commitment and boardroom diversity for the existing Board members and protocols when assessing new directorships.

The Nomination Committee is responsible for appointment of new Board members. New nomination or election, if any, will be reviewed by the Nomination Committee and, if deemed fit, will be recommended to the Board for consideration or approval. The Nomination Committee will, as appropriate, explore and leverage on varied sources of referral from the existing Board members, major shareholders and independent or external sources, as the case may be, in identifying suitably qualified candidates.

- **Re-election of Directors**

The Board is conducive to having a strong cohesive Board, skills balanced. The Board is of the opinion that setting a maximum term of office of Directors may impact the invaluable experience that is being brought through the long-serving Directors as well as the trust and support amongst Directors.

The Board Charter does not specify any tenure limit nor prescribe any age limit for Board members as the Board believes that the capacity and enthusiasm of a Director are not subject to his tenure or age. The Board has established the process to assess the performance of individual Directors, annually, and the independence of Independent Directors, semi-annually. Annual re-election of Directors shall be contingent on a satisfactory evaluation of performance or contribution.

Pursuant to the Constitution of the Company, the Directors of the Company shall retire from office at least once in each 3 years and one third of the Directors shall retire at the Annual General Meeting ("AGM") of the Company and any new Director shall hold office only until the next following AGM. On basis of the above, Dato' Sri Yap Wee Keat and Dato' Hazli bin Ibrahim are subject to retire by rotation at the forthcoming AGM and they shall be eligible to offer themselves for re-election. To assist shareholders in their decision, the write-up of the aforesaid Directors, has been set out in the Profile of Directors included in this Annual Report.

The Nomination Committee (except interested members had abstained from the deliberation regarding own evaluation and re-election) conducted an annual assessment of all Directors for FY2022 and, having satisfied with the findings regarding their contribution and performance including attendance at meetings, preparedness, participation, integrity, leadership and independence (where applicable), recommended to re-elect the aforesaid Directors, subject to shareholders' approval at the AGM.

The Board (except interested Directors had abstained from the relevant deliberation and decision making process) endorsed the above recommendation to re-elect the retiring Directors in view of their knowledge, experience and competency which will benefit the Board and the Group's continued sustainability and growth.

- **Remuneration of Directors**

Remuneration of Board members and senior management is set to attract and retain highly qualified individuals. The Board has in place the policy and practices to determine the remuneration of the Board members and the senior management, taking into consideration the Company's performance as well as individual skills and experience. The said remuneration policy, available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my), is aligned with the Group's strategy and values in fostering long term success and will be reviewed where necessary.

The remuneration of Non-Executive Directors reflects their quality and effectiveness as well as the time, effort and commitment contributed in fulfilling their responsibilities to the Board and Board Committees. Each Non-Executive Director will receive a fixed Director's fee, payable annually, and meeting allowances for meetings of the Board, Board Committees and shareholders, all of which are subject to shareholders' approval.

# Corporate Governance Overview Statement

(continued)

The Executive Directors are not paid with any fee nor meeting allowance. The Executive Board's remuneration is structured, in line with the market standard, on basis of linking rewards to the corporate and individual's performance commensurate with the responsibility and contribution to the Group.

The guideline issued by the Companies Commission of Malaysia with regard to Section 230 of the Companies Act 2016 ("Companies Act") clarifies that Directors' benefits that require shareholders' approval are benefits which arise from the appointment to the office of Director, however, shareholders' approval is not required for entitlements of a salaried Executive Director which are given to him for his executive or management position.

The Remuneration Committee conducts evaluation of Directors' remuneration annually or as and when required, whereby recommendations will be made to the Board for consideration. The respective remuneration packages of the Group Managing Director and the Executive Director, including benefits, benefits-in-kind and allowance for FY2022 were reviewed by the Remuneration Committee and duly approved by the Board. The relevant Directors had abstained from the deliberation and decision making in relation to their own remuneration.

The remuneration received and receivable by the Directors of DutaLand for FY2022 is as follows:

## From the Company

Directors	Fee	Salary	Allowance/ Incentive	Statutory contribution	Bonus	Benefits- in-kind	Total
	RM						
<b>Executive Directors</b>							
Tan Sri Dato' Yap Yong Seong	-	1,010,400	300,000	593	-	39,728	1,350,721
Datuk Yap Wee Chun	-	145,800	24,000	21,371	-	4,383	195,554
<b>Non-Executive Directors</b>							
Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	72,000	-	9,000	-	-	-	81,000
Dato' Sri Yap Wee Keat	60,000	-	6,000	-	-	-	66,000
Dato' Hazli bin Ibrahim	60,000	-	14,500	-	-	-	74,500
Dato' Abdul Majit bin Ahmad Khan	60,000	-	9,000	-	-	-	69,000
Datuk Ooi Woon Chee	60,000	-	12,000	-	-	-	72,000

## From the Group

Directors	Fee	Salary	Allowance/ Incentive	Statutory contribution	Bonus	Benefits- in-kind	Total
	RM						
<b>Executive Directors</b>							
Tan Sri Dato' Yap Yong Seong	-	1,762,728	300,000	2,122	-	42,545	2,107,395
Datuk Yap Wee Chun	-	945,800	96,000	126,935	-	29,591	1,198,326
<b>Non-Executive Directors</b>							
Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	72,000	-	9,000	-	-	-	81,000
Dato' Sri Yap Wee Keat	60,000	-	6,000	-	-	-	66,000
Dato' Hazli bin Ibrahim	72,000	-	14,500	-	-	-	86,500
Dato' Abdul Majit bin Ahmad Khan	60,000	-	9,000	-	-	-	69,000
Datuk Ooi Woon Chee	60,000	-	12,000	-	-	-	72,000

# Corporate Governance Overview Statement

(continued)

- **Remuneration of Senior Management**

Whilst the role of the Board is to set and govern the strategic direction of the Group, the senior management team plays a pivotal role in implementing strategic plans and managing businesses in accordance with the strategic direction.

There are no hard limits or caps set by the Company as a significant proportion of remuneration will be performance related and sufficient to attract and retain talents and quality individuals. The Board, whilst overseeing activities of management in carrying out the duties delegated, will act in the best interest of the Company by retaining the existing pool of competent talents, valuable skills and expertise.

In view of the competitive employment market and executive talents acquisition, a detailed disclosure of key senior management's remuneration on a named basis may not be favourable to the Company.

- **Board Meetings and Supply of Information**

The Board meets at least 4 times a year at quarterly intervals and additional Board meetings may be called anytime when significant issues arise or the Board's direction is required. The Board is satisfied with the participation and commitment of Board members at Board meetings. Besides Board meetings, approvals on matters requiring the sanction of the Board from time to time are sought by way of circular resolutions to be signed by all Directors.

During FY2022, 5 Board meetings had been held with the attendance of Directors as set out in the table below:

Directors	Designation	Number of Board meetings attended
Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	Independent Non-Executive Chairman	5/5
Tan Sri Dato' Yap Yong Seong	Group Managing Director	5/5
Datuk Yap Wee Chun	Executive Director	5/5
Dato' Sri Yap Wee Keat	Non-Independent Non-Executive Director	5/5
Dato' Hazli bin Ibrahim	Independent Non-Executive Director	5/5
Dato' Abdul Majit bin Ahmad Khan	Independent Non-Executive Director	4/5
Datuk Ooi Woon Chee	Independent Non-Executive Director	5/5

Meeting materials are circulated to members of the Board and Board Committees prior to the meetings, including matters specifically reserved for the Board's decision such as the quarterly interim financial results. Documents on any confidential issues which are price-sensitive will be handed out during the Board meeting.

The Directors, in discharging their obligations, are always well prepared for and participated objectively in the Board and Board Committee meetings and deliberations. The Board Chairman makes sure all Board members will be given ample opportunity to express their views and opinions during the meeting. When a Director is unable to attend a meeting scheduled, he may participate at the meeting online or remotely via tele-conferencing, video-conferencing or by briefing the Chairman prior to the meeting.

The chairs of Board Committees will brief the Directors at Board meetings on salient matters as raised at the respective Board Committee meetings. Members of the Board or Board Committees shall disclose their interests involved, if any, in transactions or matters discussed and abstained from relevant deliberation and decision making process. The deliberations and decisions of the Board and Board Committees are duly recorded in the meeting minutes which will be circulated to members of the Board or Board Committees and eventually will be signed by the chair of the meeting upon confirmation.

# Corporate Governance Overview Statement

(continued)

Management Executive Committee meetings of the Company will be held prior to Board meetings, at which the Executive Directors and the senior management will review the operation and performance of business units in attaining the financial and business targets. Certain matters will be reserved for the Board's decision, amongst others, corporate strategies, acquisitions and merger, acquisition or disposals of assets and investment decisions concerning the Group's business direction and policies.

Presentations and briefings by external consultants or legal advisors may be arranged to provide further information and advices to the Board or Board Committees. The Board may obtain independent professional advice at the Company's expense in furtherance of their duties.

The Board also has access to the information and advices, from the senior management and the Company Secretaries, which facilitate Directors to oversee the Company's business affairs and performance. Senior management staff who attend at the Board or Board Committee meetings will report on the matters regarding respective areas of responsibility and provide insights into findings and recommendations to the Board or Board Committee.

The Company Secretaries are qualified Chartered Secretaries who support the Board in carrying out its roles and responsibilities. The Company Secretaries shall ensure the Company's compliance with statutory and listing obligations.

## • Dealings in Shares of the Company

The Board is being regularly updated by the Company Secretaries and management on requirements and guidelines of regulatory authorities in dealing with the securities of the Company, including the latest development in legislations and regulatory framework which is relevant to the Company.

## • Directors' Training

The Board acknowledges that continuing education is crucial to contribute positively to discharging Directors' duties. The Directors have devoted sufficient time to enhance their skills and update their knowledge regularly on market development of the Group's businesses.

The Board, through the annual assessment conducted by the Nomination Committee, determines the training needs for Directors. Board members have access to appropriate training programmes.

During FY2022, the Directors attended and participated in the following training programmes to which the Board deemed it as appropriate:

Directors	Training programmes entitled
Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	<ul style="list-style-type: none"><li>• Transactions and RPT Rules</li><li>• Rising above Covid-19 : Reimagining Work in Malaysia and Beyond</li><li>• Recent Updates to the Malaysian Code on Corporate Governance</li><li>• Sime Darby Strategy Engagement</li><li>• Malaysian Code on Corporate Governance 2021 &amp; SC Guidelines on Directors' Conduct – Implications to the Board of Directors and Management</li><li>• Sustainable Leadership Workshop</li><li>• Sustainable Investing ESG at the Forefront</li></ul>
Tan Sri Dato' Yap Yong Seong	<ul style="list-style-type: none"><li>• Transactions and RPT Rules</li></ul>
Datuk Yap Wee Chun	<ul style="list-style-type: none"><li>• Transactions and RPT Rules</li></ul>
Dato' Sri Yap Wee Keat	<ul style="list-style-type: none"><li>• Transactions and RPT Rules</li></ul>
Dato' Hazli bin Ibrahim	<ul style="list-style-type: none"><li>• Transactions and RPT Rules</li></ul>
Dato' Abdul Majit bin Ahmad Khan	<ul style="list-style-type: none"><li>• Fraud and Financial Scandals – Trends, Red Flags and Mitigations</li><li>• Anti-Corruption Empowerment Talk Series for Directors and Senior Management</li></ul>
Datuk Ooi Woon Chee	<ul style="list-style-type: none"><li>• Transactions and RPT Rules</li></ul>

## PRINCIPLE B OF MCCG - EFFECTIVE AUDIT AND RISK MANAGEMENT

### • Board Committees

The Board delegates specific responsibilities to the Board Committees to assist the Board in discharging its responsibilities. The Board Committees of the Company consist of Audit Committee, Nomination Committee and Remuneration Committee, which are operating within the respective terms of reference.

The chairs of certain Board Committees have been served by different Independent Directors indicating a clear segregation of roles and responsibilities and providing check and balance to the Board Committees' function.

The Board Committees reported to the Board on salient matters reviewed or deliberated and made recommendations to the Board for endorsement or approval. The minutes of Board Committee meetings were included in the Board meeting materials to keep all Directors updated.

The composition of the Board Committees of DutaLand is as follows:

Directors	Audit Committee <sup>(1)</sup>	Nomination Committee <sup>(2)</sup>	Remuneration Committee <sup>(3)</sup>
Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah (Independent Non-Executive Chairman)	-	-	-
Tan Sri Dato' Yap Yong Seong (Group Managing Director)	-	-	-
Datuk Yap Wee Chun (Executive Director)	-	-	-
Dato' Sri Yap Wee Keat (Non-Independent Non-Executive Director)	-	-	-
Dato' Hazli bin Ibrahim (Independent Non-Executive Director)	Chairman	Chairman	Member
Dato' Abdul Majit bin Ahmad Khan (Independent Non-Executive Director)	Member	Member	Chairman
Datuk Ooi Woon Chee (Independent Non-Executive Director)	Member	Member	Member

Notes:

- (1) In compliance with Paragraph 15.09(1)(b) of the Listing Requirements where all the Audit Committee members must be Non-Executive Directors, with a majority of them being Independent Directors. Pursuant to Paragraph 15.10, the Audit Committee members have elected a chairman among themselves who is an Independent Director.  
MCCG's best practices have been applied with which the Audit Committee comprises solely of Independent Directors, the Board Chairman is not a member of the Audit Committee and the chair of the Audit Committee is not the Board Chairman.
- (2) In compliance with Paragraph 15.08A(1) of the Listing Requirements where a Nomination Committee must comprise exclusively of Non-Executive Directors, a majority of whom must be independent.  
MCCG's best practice has been applied with which the Board Chairman is not a member of the Nomination Committee.
- (3) MCCG's best practice has been applied with which the Board Chairman is not a member of the Remuneration Committee.

### • Audit Committee

The Audit Committee of the Company has been established by the Board mainly to assist the Board to oversee the financial reporting process and ensure the results of the Company's operations are fairly presented in its financial statements. During FY2022, 5 Audit Committee meetings had been held.

# Corporate Governance Overview Statement

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The Audit Committee engages with senior management, the group finance team and internal and external auditors, on a continuous basis. The Audit Committee is mindful that the relationship between the Company and the external auditors shall be governed by an appropriate policy as the independence of auditors shall not be compromised.

The Audit Committee also acknowledges the need to be vigilant in managing the expanding range of issues and risks, particularly those relating to complexities in financial reporting in light of the Covid-19 pandemic. In this regard, ongoing engagements of the Audit Committee with the auditors are essential to manage the relevant matters on a continuous basis.

The Audit Committee has a policy and procedures to assess the suitability, objectivity and independence of the external auditor. The Audit Committee also adopted an external auditors policy duly approved by the Board, amongst other guidelines, a former key audit partner is required to serve a cooling-off period of at least 3 years before being appointed, in any event, as a member of the Audit Committee. In this regards, the Audit Committee will keep abreast of the latest requirement and will review and revise the said policy accordingly.

A summary of the duties and responsibilities of the Audit Committee is set out in its terms of reference as approved by the Board, and is available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my). The details of the activities and/or work conducted by the Audit Committee during FY2022 are set out in the Audit Committee Report included in this Annual Report.

- **Remuneration Committee**

The Remuneration Committee had been established by the Board on 27 February 2002. Presently, it comprises exclusively of Independent Non-Executive Directors of the Company and is chaired by an Independent Director. The composition of the Remuneration Committee enables greater objectivity and independence in decision making. The terms of reference of the Remuneration Committee are available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my).

The Remuneration Committee met once in FY2022. The Remuneration Committee assists the Board to implement the remuneration policy and review the remuneration of Directors or senior management and, if deemed fit, recommend salary increment, bonus, fee and so forth to the Board for approval.

The Remuneration Committee acknowledges that a fair remuneration package is essential to attract, retain and motivate the Directors and management. For the financial year under review, the Remuneration Committee reviewed the remuneration packages of Directors or senior management on basis of merit, qualification and competence as well as the Company operating results and comparable market statistics. The individuals concerned had abstained from the relevant deliberation and decision making in respect of own remuneration package.

- **Nomination Committee**

The Nomination Committee of the Company had been established by the Board on 27 February 2002. Presently, it comprises exclusively of Independent Directors and is chaired by an Independent Director. The detailed duties and responsibilities of the Nomination Committee are set out in its terms of reference, duly approved by the Board, and available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my).

The Nomination Committee is a Board committee that acts as part of the Company's corporate governance, mainly responsible for nomination for the Board or Board Committees members, annual assessment of Directors as well as succession planning. The Nomination Committee evaluates all Directors and examines the skills and characteristics needed. New nomination, if any, will be recommended by the Nomination Committee to the Board for approval.

The Nomination Committee met once in FY2022. The activities undertaken by the Nomination Committee in discharging its duties during the financial year under review, are summarised as follows and more particularly delineated in the section hereinafter:

- (i) Conducted annual assessments of the Board, Board Committees, individual Directors and independence of Independent Directors.

# Corporate Governance Overview Statement

(continued)

- (ii) Made recommendations to the Board, on basis of satisfactory evaluation of performance or contribution, to re-elect of Directors who are due for retirement at the 55<sup>th</sup> AGM, subject to shareholders' approval thereat.
- (iii) Made recommendations to the Board, on basis of satisfactory evaluation of performance or contribution, to retain Independent Directors who have served the Board in that capacity for a tenure of more than 9 years, subject to shareholders' approval at the 55<sup>th</sup> AGM.
- (iv) In conducting the annual assessment on the performance of Directors, the Nomination Committee also considered succession planning for Directors and senior positions. The Nomination Committee concurred that the Executive Director of the Company, appointed since 1996, possesses the requisite knowledge, competency and leadership skills to lead the management team.

In respect of the above, the relevant Nomination Committee members had abstained from the deliberation and decision making regarding own assessment, re-election or retention as Independent Directors aforesaid.

- **Board's Assessments**

The annual assessments conducted for the financial year under review were structured to ensure a balanced and objective review of the Directors in key areas in discharging their responsibilities including review of the performance of the Board in addressing the Company's material sustainability risks and opportunities. The said assessments provide insights into the functioning of the Board and Board Committees and identify the areas that require continuous improvement.

The criteria used in assessment questionnaires were based on the Corporate Governance Guide issued by Bursa Malaysia Securities Berhad ("Bursa Securities") and customised to meet the expectations of the Company after taking into consideration the current and future needs. Where appropriate, the Nomination Committee will revise the said criteria.

The Board and the Nomination Committee deliberated on the findings of the respective assessments, the record of which had been properly documented. The review and recommendations of the Nomination Committee, as summarised below, were reported to the Board on which the Board (except that the interested Directors had abstained from the relevant deliberation and decision making process) had endorsed.

- (i) **Board and Board Committees**

- The Board has the right size and the Board composition is well balanced having considered the mix of skills, independence and diversity required in meeting the needs of the Company. The Board and the Board Committees are functioning effectively and exercising objective judgement in decision making process attributable to the creditability of its members which is value added to the Company.
- Members of the Board and Board Committees encompass the necessary skills, experiences, competence and qualities that contributed to the overall effectiveness of the Board and Board Committees, whilst each Board member dedicates sufficient time and attention to the affairs of the Company.

- (ii) **Individual Directors**

- The Nomination Committee is satisfied with the respective Directors' contribution to the Board and the Board Committees, and their performance, attendance at meetings, preparedness, participation, sustainability and integrity.
- Each Director has the character, experience, integrity, competence and time to effectively discharge the respective roles. The assessment conducted on and recommendation pertaining to Independent Directors are set forth in the following section herein.

# Corporate Governance Overview Statement

(continued)

- **Independence of Directors**

- (i) **Independent Directors**

The tenure of the Independent Directors of DutaLand who have served in that capacity is as follows:

<b>Independent Directors</b>	<b>Tenure</b>
Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	13 years
Dato' Hazli bin Ibrahim	14 years
Dato' Abdul Majit bin Ahmad Khan	7 years
Datuk Ooi Woon Chee	2 years

Based on the annual assessment conducted by the Nomination Committee for FY2022 and the half-yearly confirmation procured from each Independent Director, the Nomination Committee reported to the Board on the following findings:

- all the Independent Directors fulfil the criteria of Independent Directors pursuant to the Listing Requirements;
- the long-serving Independent Directors, who possess experience and in-depth knowledge of the Group's businesses, provide a check and balance to the Board and Board Committees in discharging their duties; and
- each Independent Director has demonstrated independence in his character and judgement as a Board member and the designated roles in Board Committees, and that all the Independent Directors contribute positively to the Board and Board Committees' deliberation as well as demonstrated objective judgement with diverse perspectives and insights during the decision making process.

The Board concurred with the Nomination Committee that:

- the suitability and ability of an Independent Director to serve effectively is a function of his conduct, judgement, calibre and integrity of such Director, in discharging his responsibilities, in the best interest of the Company and various stakeholders, regardless the length of service;
- tenure of service may not impair the independence and objectivity of the Independent Directors of the Company even if they have served in that capacity for more than 9 years; and
- tenure of service is not the sole indicator of independence and objectivity of a Director without taking into consideration of other attributes such as the Director's characteristics and qualities.

- (ii) **Independent Directors beyond 9 years**

Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah is the Independent Chairman of the Board of the Company, who has been serving the Board as Independent Director since 2009. Dato' Hazli bin Ibrahim is an Independent Director of the Company who has been serving the Board as Independent Director since 2008. Dato' Hazli is the Chairman of the Audit Committee and the Nomination Committee, he is also a member of the Remuneration Committee. Both Independent Directors above have served in that capacity for more than 9 years.

# Corporate Governance Overview Statement

(continued)

Following the annual assessment, the Board (except that the above Directors had abstained from the relevant deliberation and decision making process) is satisfied with the aforesaid Independent Directors in terms of their character, experience, integrity, competence and time commitment for the Board and Board Committees for which they:

- possess sufficient self-esteem and confidence to stand up for an independent point of view;
- approach any transaction that requires the Board's approval with a watchful eye and an inquiring mind or professional scepticism;
- are unafraid to express an unpopular stance on issues or express disagreement on matters and actively pursue them with the rest of the Board and with the management team; and
- raise questions during Board deliberation and are willing to delve deeper if the responses provided are not satisfactory.

The Board (except interested Directors had abstained from the relevant deliberation and decision making process), having satisfied with all Independent Directors particularly on their contribution, objectivity and integrity, supported and endorsed the Nomination Committee's recommendation to retain Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah and Dato' Hazli bin Ibrahim as Independent Directors without any re-designation, subject to shareholders' approval to be obtained at the 55<sup>th</sup> AGM by way of ordinary resolutions in accordance with Section 291 of the Companies Act. The Company has taken steps to ensure compliance with the amended Listing Requirements where any long servicing Independent Director of more than 12 years must be re-designated or resign by 1 June 2023.

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

### • Corporate Disclosures

The Company is committed to provide appropriate, transparent and timely disclosures to shareholders and investing public. All investors have equal access to the material information as announced by the Company to Bursa Securities. In this respect, the Company had on 29 August 2012 adopted the Corporate Disclosure Guide issued by Bursa Securities as the Corporate Disclosure Policy of the Company that outlines the procedures and practices for disclosures of material information.

The Board ensures all disclosures are comprehensive, accurate and timely as that facilitates building corporate credibility and investor confidence. Amongst other announcements, the quarterly financial results provide investors with an overview of the Group's performance and operations.

The Board is always mindful that no disclosure of material information will be made on a selective basis to any particular analysts, shareholders, journalists or other persons unless such information has previously been fully disclosed to Bursa Securities.

### • Website

To promote accessibility of information to all market participants, the corporate website of the Company at [www.dutaland.com.my](http://www.dutaland.com.my) provides an avenue for shareholders and investing public to obtain disclosures and material information of the Company after it is released to Bursa Securities.

Disclosures on the Company's website are clearly presented and easily accessible, amongst others, the Company's Annual Reports, quarterly and annual financial results, notices of meetings, circulars to shareholders, reporting on corporate governance, various announcements released to Bursa Securities, the Board Charter, relevant policies and terms of reference of Board Committees.

Shareholders and investing public may send their queries or requests to the email address at [dutaland@dutaland.com.my](mailto:dutaland@dutaland.com.my), to which the Company Secretaries will attend accordingly.

# Corporate Governance Overview Statement

(continued)

- **Annual Reports**

The Company's Annual Reports provide information on financial performance, business activities, corporate governance, sustainability, risk management and internal control system, amongst others, pursuant to the Listing Requirements and guided by the best governance practices as recommended by the MCCG. The latest Annual Report together with the notice of AGM was delivered to all shareholders of the Company via electronic means at least 28 days before the AGM day. A hard copy of Annual Reports or other relevant documents, upon request, will be sent to the shareholder as soon as reasonably practicable.

- **Investor Relations**

The Company may conduct investor relations meetings or dialogues on the performance of the Group. The Group Managing Director and the Executive Director will be available for such meetings. Any queries or issues regarding the Company and the Group may be conveyed to the Group Managing Director.

- **Annual General Meetings**

The AGM of the Company is a principal platform for communication and interaction between the Board and the shareholders. The Board encourages shareholders' participation in the proceedings and the question-and-answer session during the AGM. The chair of the AGM, the Group Managing Director or the Executive Director attend to the questions, issues and concerns raised, facilitating shareholders to make informed decisions. External auditors are invited to the AGM of the Company to advise shareholders on their professional and independent view in respect of the statutory audit. Relevant advisers will also be invited to general meetings to advise shareholders on corporate proposals, if any. A press conference may be held immediately after the AGM for permissible disclosures without undisclosed material information.

Pursuant to the Listing Requirements, the votes cast at general meetings will be verified by independent scrutineers. In event an independent scrutineer is interested in proposed resolutions to be passed at general meetings, the scrutineer concerned shall refrain from acting as the scrutineer for the particular resolution.

The 2021 AGM of the Company was conducted entirely through an online meeting platform at which shareholders and proxies participated and voted remotely. The Company will continue exploring and leveraging technology when conducting AGMs to facilitate shareholders' participation and voting in absentia.

- **Financial Reporting**

The Board is responsible for ensuring that the financial statements give a true and fair view of the state of the affairs of the Company and the Group.

During FY2022, the Audit Committee reviewed the financial statements and quarterly reports in compliance with the applicable financial reporting standards. The Board approved the quarterly reports and the consolidated financial statements before released them to Bursa Securities and/or shareholders.

- **Relationship with Auditors**

The Board, through the Audit Committee, maintains a formal and professional relationship with both the internal and external auditors. The Audit Committee has established a formal mechanism for frank and candid dialogue with the external auditors, and they review and discuss on key audit issues, audit plans, audit findings and other matters of concern. The Audit Committee members met with the external auditors twice in FY2022 without the presence of the Executive Director and management. The external auditors confirm that they have been independent throughout the audit engagement for FY2022.

The Audit Committee had, as supported by the General Manager, Group Finance, conducted an annual assessment of the external auditors on their suitability, independence, objectivity and professionalism. The Audit Committee, having satisfied with the external auditors' technical competency, execution of audit plan, reporting and overall performance, recommends the re-appointment of the existing external auditors, endorsed by the Board, for shareholders' approval at the forthcoming AGM.

# Corporate Governance Overview Statement

(continued)

- **Audit Fees and Non-Audit Fees**

The audit fees and non-audit fees paid or payable to the external auditors for FY2022 are as summarised below and more particularly detailed in the Notes to the Financial Statements in this Annual Report.

Nature of fees	Amount incurred on the Group basis (RM)	Amount incurred by the Company (RM)
Audit fees	588,000	122,000
Non-audit fees	10,000	10,000

Having considered the nature and scope that of, the Audit Committee is satisfied the non-audit fees, if any, are not likely to create any conflict or impair independence and objectivity of the external auditors.

- **Risk Management and Internal Controls**

The Board maintains a sound risk management framework and internal control system to safeguard the Group's assets and shareholders' investment. An overview of the state of risk management and internal controls of the Group is set out in the Statement on Risk Management and Internal Control included in this Annual Report.

- **Whistle-Blowing Policy**

The Company has, on 29 August 2012, adopted the Whistle-Blowing Policy for the Group following the introduction of the Whistleblower Protection Act 2010 to enhance the coverage and protection to whistleblowers. The said policy encompasses reports of suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/ or abuse involving the Group's resources. It is aimed at encouraging employees' reporting, in good faith, of matters on suspected and known misconduct, wrongdoings, corruption and instances of fraud, waste or abuse that involve the Group's resources. Reporting employees, if any, shall be protected from any reprisal. The Whistle-Blowing Policy is available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my).

- **Anti-Corruption and Bribery Policy**

The Company has, on 1 June 2020, adopted the Anti-Corruption and Bribery Policy and Procedures for the Group which is aimed to provide information and guidance to the Directors, employees and business associates on anti-bribery and corruption to which they must adhere to in discharging their duties. Directors and management shall not do anything to bypass the standard operating procedures applicable to the respective business units. The Anti-Corruption and Bribery Policy is available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my).

- **Fit and Proper Policy**

The Company has, on 29 June 2022, adopted the Fit and Proper Policy for the Group, which is aimed to formalise the Group's process and criteria for the fit and proper assessment of the Board members/candidates before appointment/re-appointment/re-election and address the Board's quality and integrity, pursuant to Paragraph 15.01A of the Listing Requirements. The Fit and Proper Policy is available on the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my).

# Corporate Governance Overview Statement

(continued)

## ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS

### • Variation in Results

There is no significant variation between the results for FY2022 and unaudited results previously released by the Company. The Company has not released or announced any estimated profit, financial forecast and projection for FY2022.

### • Recurrent Related Party Transactions (“RRPTs”)

The Company has obtained a shareholders’ mandate for the Group to enter into the RRPTs as set out in the circular to shareholders dated 29 October 2021 (“Mandate”). This Mandate shall expire at the conclusion of 55<sup>th</sup> AGM.

The information on the aggregate value of the relevant RRPTs during the FY2022 is as follows:

Nature of RRPTs	Transacting companies with whom the Group transacts	Interested related parties (as detailed below)	Amount estimated when the Mandate is in force (RM'000)	Actual amount transacted during FY2022 (RM'000)
Rental of office premises, including parking space, at Menara Olympia from DMRR #	Dairy Maid Resort & Recreation Sdn Bhd (“DMRR”) (a)	<b>Directors</b> TSDYYS (1) DSYWK (2) DYWC (3)	1,200	786
Provision of financial assistance to DGH to meet its preliminary costs including but not limited to consultant fees, other professional fees and pre-operational costs such as insurance, quit rents, assessments, staff costs and security services, for upkeep and maintenance relating to the DGH Project	Duta Grand Hotels Sdn Bhd (“DGH”) (b)	<b>Major Shareholders</b> TSDYYS (1) DSYWK (2) DYWC (3) PSDLLN (4) KHD (5) DESB (6)	10,000	4,430
Provision of corporate guarantee to DGH’s contractors and sub-contractors which is necessary to carry out and complete the DGH Project			5,000	Nil

#### Notes:

- # Rental of office premises at Menara Olympia, No. 8, Jalan Raja Chulan, 50200 Kuala Lumpur from DMRR, including parking space and provision of related/administrative facilities such as maintenance of the premises and properties, if required, for a term of not more than 3 years with rental payable on a monthly basis.
- (a) DMRR is a wholly-owned subsidiary of Olympia Industries Berhad (“OIB”) and its principal activities are property investment and letting of properties. TSDYYS, PSDLLN, DSYWK and DYWC are major shareholders of DutaLand and OIB through shares held by KHD and DESB.
- (b) DGH is a 76% owned subsidiary of DutaLand with the remaining 24% equity interest held by Duta Credit Sdn Bhd (“DCSB”) and its nature of business is property investment and property development. TSDYYS and PSDLLN are major shareholders of DCSB holding 90% and 10% equity interest respectively. TSDYYS, PSDLLN, DSYWK and DYWC are major shareholders of DutaLand and OIB through shares held by KHD and DESB. TSDYYS and DYWC are directors of DutaLand, DGH and DCSB. DSYWK is a director of DutaLand and DGH.
- (1) Tan Sri Dato’ Yap Yong Seong (“TSDYYS”) is the Group Managing Director of DutaLand Group and OIB Group and also a major shareholder of DutaLand and OIB by virtue of his indirect interests held therein. He is the spouse of PSDLLN and the father of DSYWK and DYWC.
- (2) Dato’ Sri Yap Wee Keat (“DSYWK”) is a Director of DutaLand Group and OIB Group and also a major shareholder of DutaLand and OIB by virtue of his indirect interests held therein. He is a son of TSDYYS and PSDLLN, and a brother of DYWC.
- (3) Datuk Yap Wee Chun (“DYWC”) is a Director of DutaLand Group and also a major shareholder of DutaLand and OIB by virtue of his indirect interests held therein. He is a son of TSDYYS and PSDLLN, and a brother of DSYWK.
- (4) Puan Sri Datin Leong Li Nar (“PSDLLN”) is a major shareholder of DutaLand and OIB by virtue of her indirect interests held therein. She is the spouse of TSDYYS and the mother of DSYWK and DYWC.
- (5) Kenny Height Developments Sdn Bhd (“KHD”) is a major shareholder of DutaLand and OIB, and a Person Connected with TSDYYS and PSDLLN by virtue of their direct interests held in KHD.
- (6) Duta Equities Sdn Bhd (“DESB”) is a major shareholder of DutaLand and OIB, and a Person Connected with TSDYYS and PSDLLN by virtue of their direct interests held in DESB.

# Corporate Governance Overview Statement

(continued)

- **Employees' Share Option Scheme ("ESOS")**

The Company does not have any ESOS.

- **Utilisation of Proceeds Raised from Corporate Proposal**

Pursuant to the Company's announcement to Bursa Securities dated 17 May 2018, the Company had completed the disposal of 42 parcels of plantation lands in Sabah measuring an aggregate land area of approximately 11,579.31 hectares by Pertama Land & Development Sdn Bhd, an ultimate wholly-owned subsidiary of the Company, to Boustead Rimba Nilai Sdn Bhd, a wholly-owned subsidiary of Boustead Plantations Berhad, for a total cash consideration of RM750,000,000 ("Disposal") following the sale and purchase agreement dated 30 October 2017.

On 26 April 2021, the Company announced to Bursa Securities that the Board had resolved to extend the timeframe for utilisation of the proceeds raised from the Disposal. The latest information as at 5 October 2022 is as detailed below:

	<b>Purpose<sup>1</sup></b>	<b>Allocation<sup>1</sup> (RM'000)</b>	<b>Utilisation<sup>2</sup> (RM'000)</b>	<b>Balance<sup>2</sup> (RM'000)</b>	<b>Revised timeframe for utilisation</b>
(i)	To fund the acquisition of new businesses and/or assets	188,000	83,287	104,713	Within 30 months from 26 April 2021
(ii)	To fund the company existing businesses	430,000	135,366	294,634	Within 30 months from 26 April 2021
(iii)	Cash distribution to shareholders	85,000	85,000	-	Not applicable <sup>3</sup>
(iv)	Estimated expenses in relation to the Disposal	47,000	47,000	-	Not applicable <sup>3</sup>
		<b>750,000</b>	<b>350,653</b>	<b>399,347</b>	

Notes:

1. As set out in the Circular to Shareholders dated 28 March 2018.
2. As at 5 October 2022 being the latest practicable date.
3. Allocation had been fully utilised.

- **Material Contract**

Save as disclosed below, neither the Company nor its subsidiaries has entered into any material contract, which involves interests of Directors and/or major shareholders, which is still subsisting at the end of FY2022:

- (i) A consortium agreement dated 14 February 2003 entered into between KH Estates Sdn Bhd, a wholly-owned subsidiary of DutaLand and Olympia Properties Sdn Bhd, a wholly-owned subsidiary of Olympia Industries Berhad ("OIB"), pertaining to the proposed joint development of the lands situated at Mukim Batu, District of Kuala Lumpur, State of Wilayah Persekutuan, measuring approximately 41.14 acres and 32.3 acres.

Tan Sri Dato' Yap Yong Seong, Dato' Sri Yap Wee Keat and Datuk Yap Wee Chun are Directors of DutaLand and major shareholders of DutaLand and OIB. Tan Sri Dato' Yap Yong Seong and Dato' Sri Yap Wee Keat are also Directors of OIB.

This Corporate Governance Overview Statement has been approved by the Board of DutaLand Berhad on 25 October 2022.

# Audit Committee Report

The Audit Committee was established by the Board of Directors (“Board”) of DutaLand Berhad (“the Company”) on 20 June 1994 with the primary objective to assist the Board in discharging its duties pertaining to internal controls, financial and accounting records and policies as well as financial reporting practices of the Company and its subsidiaries (“Group”). The specific responsibilities of the Audit Committee are set out in its terms of reference that are made available on the Company’s website at [www.dutaland.com.my](http://www.dutaland.com.my).

## COMPOSITION AND MEETINGS

All members of the Audit Committee are financially literate and have extensive experience in various businesses, management and finance. The Audit Committee consists of three Independent Non-Executive Directors. Dato’ Hazli bin Ibrahim (Chairman of the Audit Committee) is a fellow member of the Association of Chartered Certified Accountants (ACCA); Dato’ Abdul Majit bin Ahmad Khan (member of the Audit Committee) is the President of the Malaysia-China Friendship Association, an Honorary President of the Malaysia-China Chamber of Commerce and the former Chairman of the Malaysian Investment Development Authority (MIDA); and Datuk Ooi Woon Chee (member of the Audit Committee) is a member of the Malaysian Institute of Accountants (MIA) and Malaysian Institute of Certified Public Accountants (MICPA), and a licensed insolvency practitioner.

During the financial year ended 30 June 2022, five Audit Committee meetings were held, where the General Manager, Group Finance and the Acting Head of Internal Audit also attended thereat by invitation. The attendance of the Audit Committee members during the financial year under review is as follows:

Audit Committee	Designation	Number of Audit Committee meetings attended
Dato’ Hazli bin Ibrahim (Chairman)	Independent Director	5/5
Dato’ Abdul Majit bin Ahmad Khan (Member)	Independent Director	4/5
Datuk Ooi Woon Chee (Member)	Independent Director	5/5

The external auditors attended three Audit Committee meetings held during the financial year under review. The meeting between the Audit Committee and the external auditors, without presence of any Executive Director and the management of the Company, held twice during the financial year under review to discuss the audit feedback, amongst others.

There are no restrictions of resources or information to the Audit Committee that would have impaired the effective execution of its responsibilities. To keep abreast of issues which the Audit Committee concerns, the Chairman of the Audit Committee has been in continuous contact with the Chairman of the Board, the Group Managing Director, the Head of Group Finance, the Acting Head of Internal Audit, other senior management and the external auditors of the Company.

## SUMMARY OF THE WORK OF AUDIT COMMITTEE

The principal activities performed by the Audit Committee in discharging its functions and duties, in line with its terms of reference, during the financial year under review are summarised as follows.

### (i) Financial Reporting

- The Audit Committee met quarterly, with due notice served on the issues to be reviewed or discussed, the deliberations and conclusions of which were properly recorded.
- Discussed and endorsed that the audit time frame and reporting deadlines were reasonable and achievable in ensuring that the standard of audit quality would not be compromised.

# Audit Committee Report

(continued)

- Kept abreast of the progress of the audit and urged the management to provide adequate information to the external auditors in a timely manner for meeting the reporting timeline.
- Reviewed, analysed and deliberated on the annual audited financial statements and quarterly interim results of the Company and the Group, before recommended the same to the Board for consideration and approval.
- Ensured that the financial statements were prepared in a timely and accurate manner in compliance with the applicable accounting, regulatory requirements and financial reporting standards which would be integral to the reliability of the financial statements.
- Monitored potential disruptions in the usual flow of information from the subsidiaries or associated companies of the Group and prompted the management to communicate timely with the external auditors on the impact to the financial reporting process.
- Conducted proper assessment to ensure adequate disclosures by the management in respect of any material uncertainties arising from the going concern assumptions used by the management in preparation of the audited financial statements, so that the external auditor would obtain sufficient appropriate audit evidence in concurring with the management's assumption.

## (ii) Internal Auditors

- Monitored and managed the Internal Audit functions, for which the Acting Head of Internal Audit reported directly to the Audit Committee, had direct access to the Audit Committee Chairman. The Acting Head of Internal Audit also attended at the Audit Committee meetings upon invitation.
- Reviewed and endorsed on the competency, adequacy of resources, audit scope, and annual planning of the Internal Audit department.
- Considered and endorsed on the remit of the Internal Audit function to ensure the Internal Audit was independent of the activities they audited and performed with impartiality, proficiency and due professional care.
- Reviewed and examined the work of the Internal Audit and reports, audit findings as well as monitored the implementation of recommendations.
- Commissioned investigations conducted by the Internal Audit department.
- Reviewed operational, financial and compliance audits.
- Monitored the corrective actions which were taken on the outstanding audit issues to ensure all key risks and control lapses were addressed.
- Assessed the performance of the Internal Audit function for continuous improvement purposes as the Internal Audit conducted the regular review and/or appraisal of the effectiveness of the risk management, internal control and governance processes within the Group.

## (iii) External Auditors

- Reviewed and deliberated on the results of the interim and final audit which were presented by the external auditors at the Audit Committee meetings.
- Reviewed the audit scope and annual planning, as well as the reports prepared by the external auditors, their evaluation of the system of internal controls and monitored the implementation of recommendations.

# Audit Committee Report

(continued)

- Three private sessions with the external auditors had been held, without presence of any Executive Directors and the management, attributable to greater exchange of free and honest views and opinions between the Audit Committee and the external auditors.
- Worked closely with senior management and external and internal auditors to ensure an early warning system in place and kept abreast of the issues affecting the Company which ought to be brought to the attention of the Audit Committee in a timely manner, as part of the governance processes and Audit Committee's oversight of the Group's systems of financial reporting and internal controls.
- Directed the collaboration between the internal auditors and the external auditors on key areas that could result in increased leverage by the Group's external auditors.
- Obtained a written assurance from the external auditors, in supporting the assessment on its independence, confirming that the external auditors had been independent throughout the conduct of the audit engagement for the financial year under review in accordance with the terms of all relevant professional and regulatory requirements.
- Implemented an appropriate external auditors policy, following the Board's approval, where the Company was guided that, amongst others, any former key audit partner would serve a cooling-off period of at least three years before being appointed as a member of the Audit Committee, as the case may be.
- Ensured adherence to the policy and procedures in assessing suitability, objectivity and independence of the external auditor and governed the relationship with the external auditors whilst ensured independence of auditors would not be compromised.
- Assessed the suitability, objectivity and independence of the external auditors, intended to lend credibility to financial reports and reduce risks that those reports are biased, misleading, inaccurate or incomplete, given that the external auditors should provide opinions of the truth and fairness of the financial position of the Company.
- Proposed to the Board the re-appointment and remuneration of the external auditors, and reviewed the terms and scope of the audit engagement.
- Ensured that the proper policies or procedures were adhered to for non-audit services as the independence of external auditors could be impaired by non-audit services.
- Focused on significant judgements made by the management in assessing whether there was any impairment of assets and going concern status of the Company when discharging the Audit Committee's functions to review the financial statements.
- Assessed and communicated promptly with the internal and external auditors any issues concerning risk management processes and internal control systems that could have an impact to the financial reporting function of the Company.
- Discussed with the external auditors the draft key audit matters in respect of the financial statements of the Company and of the Group to ensure that the issues that were most significant in the audit, if deemed appropriate, would be disclosed and addressed.

## (iv) Risk Management

- Reviewed the half yearly risk management reports during the financial year under review inputted by the respective business unit heads and monitored the implementation of control plans by the Internal Audit.

# Audit Committee Report

(continued)

## (v) Quality Assurance Review

- Reviewed and provided feedback to the Internal Audit's Quality Assurance Review, applied in which the relevant International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors (IIA) where the Internal Audit team had adhered thereto.

## (vi) Related Party Transactions

- Reviewed the related party transactions of the Group and ensured all transactions entered into on terms which were fair and reasonable and not to the detriment of the minority shareholders of the Company.

## (vii) Corporate Governance

- Reviewed relevant Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code on Corporate Governance pertaining to corporate governance and made relevant recommendations to the Board.

## (viii) Training

- All members of the Audit Committee had attended various seminars, training programmes and conferences during the financial year under review.

Save as disclosed, the Audit Committee is of the view that no material misstatements or losses, contingencies or uncertainties have arisen, based on the reviews made and discussions held.

## INTERNAL AUDIT FUNCTION

The Audit Committee is supported by the Internal Audit department in discharging its duties and responsibilities. The Internal Audit department reports directly to the Audit Committee and conducts independent assessments of the Group's internal controls, risk management and governance processes.

The objective, authority and responsibility of the Internal Audit department as well as the nature of consultancy activities provided by the function are set out in the Internal Audit Charter, endorsed by the Audit Committee and approved by the Board. The Internal Audit Charter ensures the appropriate structure, scope of activities, access and reporting arrangements are in place as well as an independent and objective assurance on risk management, internal controls and governance procedures within the Company and the Group.

The Internal Audit team functions independently of the activities it audits and carries out its work according to the standards set by professional bodies, primarily consistent with the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors (IIA).

The Internal Audit department adopts a risk-based auditing approach, focusing on risk areas and past audit findings of audit assignments. The prime objective of the Internal Audit function is to ensure a sound internal control system is in place and functioning adequately. This is achieved through regular and systematic reviews of internal control systems and management information systems, to ensure the reliability and integrity of information in complying with applicable policies, plans, procedures and regulations.

The Audit Committee reviews and approves the annual audit plan and manpower requirements, prior to the commencement of audits, at the first Audit Committee meeting of the financial year. The audit approach is to focus on high risk business processes and to assess the effectiveness of internal controls that of.

The Internal Audit scope of coverage for the financial year under review encompassed the audit of key processes and operations of all active subsidiaries as identified in the annual audit plan. Audit activities aim to ensure the risk management procedures are adhered to, principal risks will be identified by the management as well as appropriate controls in place to manage these risks.

# Audit Committee Report

(continued)

The Internal Audit will conduct periodical risk assessments for corruption to identify, assess and mitigate any corruption risks that the Group may expose to. A corruption risk assessment forms the basis of the Company's anti-corruption effort in protecting the Company from relevant threats arising from the weakness in the internal control system.

The Internal Audit department receives appropriate support, trainings and resources. This has benefited the audits and audit coverage and increased leverage through knowledge and best practices. All auditors have an audit background. The Internal Audit department incurred costs of RM119,916 during the financial year ended 30 June 2022 (2021: RM190,111).

## SUMMARY OF THE WORK OF INTERNAL AUDIT

A summary of the work of the Internal Audit department carried out during the financial year under review encompasses the following:

- (i) The Internal Audit covered the audit of the crude palm oil (CPO) trading, food & beverage and related party transactions.
- (ii) Played an active advisory role in the review and improvement of the existing system of internal controls of the Group and initiating an effort to provide value added services.
- (iii) Audits covered mainly on the review of the following:
  - accuracy of financial reporting;
  - effectiveness and efficiency of operations;
  - adequacy of internal control systems;
  - compliance with internal policies, procedures, rules and regulations; and
  - effectiveness of risk management processes and implementation of controls by the management to mitigate significant risks.
- (iv) Ad hoc consulting and reviews.
- (v) The Internal Audit department reported to the Audit Committee on the audit findings. Control plans to mitigate risks identified and recommended corrective actions were discussed with senior management to ensure a sound internal control system is in place and functioning adequately.

This Audit Committee Report has been approved by the Board of DutaLand Berhad on 25 October 2022.

# Statement on Risk Management and Internal Control

This Statement on Risk Management and Internal Control (“Statement”) by the Board of Directors (“Board”) of DutaLand Berhad (“DutaLand”) is made in respect of the financial year ended 30 June 2022 pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers issued by the Taskforce on Internal Control with the support and endorsement of Bursa Securities.

## BOARD’S RESPONSIBILITIES

The Board of DutaLand acknowledges its overall responsibility in establishing and maintaining a sound risk management and internal control system for the DutaLand Group (“Group”) as well as a sound framework to manage risks. The Board takes cognizance of the importance of reviewing the adequacy and integrity of the risk management and internal control system periodically to safeguard the stakeholders’ interests and the Group’s assets.

The risk management and internal control system of the Group is designed to manage rather than eliminate the risk of failure in achieving the Group’s corporate objectives, and the system may only provide reasonable but not absolute assurance against any material misstatement or loss.

## RISK MANAGEMENT PROCESS

The Board has formally endorsed an on-going risk management and internal control framework which includes the following key elements:

- the guiding principles of the risk management framework;
- the underlying approach to risk management;
- the roles and responsibilities of the Board and the management;
- the underlying approach in reviewing and monitoring any significant risks; and
- regular review on the effectiveness and efficiency of the internal control procedures and processes.

The risk management and internal control framework is applied continuously throughout the financial year to determine, evaluate and manage significant risks of the Group. This is further assured by the implementation of an internal control and risk management system that has been integrated in the Group’s operations and working culture. Therefore, any significant risks arising from factors within the Group and from changes in the business environment can be addressed on a timely basis.

The key aspects of the risk management process including the following:

- Risks are identified by each key business unit assessing the likelihood and impacts of the occurrence of risks which are evaluated and rated as ‘Low’, ‘Medium-Low’, ‘Medium’, ‘High-Medium’ or ‘High’. The level of residual risk is determined after identifying and evaluating the effectiveness of existing controls or mitigating measures.
- Heads of the respective business units undertake to update their risk profiles on a half yearly basis.
- The risk profiles, control procedures and status of the action plans are reviewed on a regular basis by the respective Heads of business unit.
- Heads of business unit are provided with reports to enable them to review, discuss and monitor the risk profiles and implementation of action plans.
- Risk management report summarising the significant risks and/or the status of action plans of the respective business units is presented to the Audit Committee (“AC”) for its review, deliberation and recommendation for the endorsement or approval of the Board.

# Statement on Risk Management and Internal Control (continued)

The significant risk identified during the financial year under review include:

## **Property Development**

- **Soft property market**

The property business of the Group is dependent on the overall performance of the property market in the country which are largely affected by economic and political factors. The soft property market is mainly due to the tight credit control policies adopted by financial institutions on approval of housing loan, property market sentiment, oversupply, increasing market competition, affordability issues, consumers remain cautious on spending due to slow economy and Covid-19 pandemic. The management closely monitors the development and changes in the property market for future developments.

## **Crude Palm Oil (CPO) Trading**

- **Credit risk**

Inability to recover debts in a timely manner may adversely affect the Group's cash flow and funding. The Group minimises the exposure with the following measures:

- trades with recognised and creditworthy customers;
- close monitoring of overdue debts and collections; and
- maintains sufficient levels of cash to meet its working capital requirements.

## **INTERNAL AUDIT FUNCTION**

The AC evaluates the internal audit function to assess its effectiveness in the discharge of its responsibilities. Observations from these audits, especially on areas where material internal control deficiencies or lapses have been noted, are presented together with Management's proposed action plans and implementation timelines, to the AC for its review. The internal audit function also follows up and reports to the AC on the status of implementation of the action plans by management.

Further details of the activities of the Internal Audit function are set out in the Audit Committee Report included in this Annual Report.

## **INTERNAL CONTROL PROCESS**

Other key features of the Group's internal control system include the following:

- **Board/Board Committees**

Board Committees (AC, Remuneration Committee and Nomination Committee) have been established to carry out their duties and responsibilities delegated by the Board and are governed by the respective written terms of references.

The AC regularly reviews and scrutinises the audit reports prepared by the Internal Audit Department ("IA") and conducts annual assessment on the adequacy of the IA's scope of work and resources.

The Board and the AC meet quarterly and have set a schedule of matters which is required to be brought to the attention of the Board and/or the AC for discussion to ensure full and effective supervision over appropriate controls. In addition, the Group Managing Director provides explanation to the Board on pertinent issues. The Board is kept updated on the Group's activities and its operations on a regular basis.

# Statement on Risk Management and Internal Control (continued)

- **Organisation Structure and Authorisation Procedure**

An organisation structure with the defined lines of responsibility and appropriate reporting structure including proper approval and authorisation limits for approving capital expenditure and expenses within the Group.

- **Policy and Procedure**

Internal policies and procedures are documented through a series of manuals for all major operations of the Group. The authorisation procedures for key processes are stated in the Group's policies and procedures.

- **Human Resource Policy**

Guidelines on human resource management are in place to ensure the Group's ability to operate in an effective and efficient manner by employing and retaining adequate competent employees who possess the necessary knowledge, skill and experience in carrying out their duties and responsibilities as assigned.

## MONITORING PROCESS

Given the Group Managing Director and Executive Director are directly involved in day-to-day operations of the Group, they will conduct regular reviews of operational and financial data.

The AC has full and direct access to the Head of IA and receives reports on all audits the IA conducted. The IA continues to independently and objectively monitor the compliance with regard to the policies and procedures, and the effectiveness of the internal control system. Significant findings and recommendations for improvement are highlighted to the AC and management, with periodic follow-up of the implementation of action plans. The management is responsible for ensuring that corrective actions are implemented accordingly.

Based on the findings as reported by the IA during the financial year ended 30 June 2022, some weaknesses in the internal controls were identified and measures have been or are being taken to address these weaknesses. None of these weaknesses has resulted in any material losses, contingencies or uncertainties that would require disclosure in DutaLand's Annual Report.

## CONCLUSION

The risk management and internal control system of the Group, comprising the respective frameworks, procedures, management processes, monitoring processes described in this statement, is considered appropriate. While the Board acknowledges that the risk management and internal control system does not eliminate the possibility of collusion or deliberate circumvention of procedures by employees, human errors and/or other unforeseen circumstances that might result in poor judgment, a written assurance was received from the Group Managing Director, the Executive Director and the General Manager, Group Finance that the risk management and internal control system of the Group is operating adequately and effectively.

The Group continues to take measures to enhance and strengthen the risk management and internal controls environment.

## 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 reviewed this Statement on Risk Management and Internal Control. The external auditors' limited assurance review was performed in accordance with the Audit and Assurance Practice Guide ("AAPG") 3 issued by the Malaysian Institute of Accountants. The AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

This Statement on Risk Management and Internal Control has been approved by the Board of DutaLand Berhad on 25 October 2022.

# Directors' Report and Audited Financial Statements

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# Directors' Report

The directors hereby present their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 June 2022.

## Principal activities

The principal activity of the Company is investment holding. Corporate information is disclosed in Note 1 to the financial statements.

The principal activities of the subsidiaries are described in Note 16 to the financial statements.

## Results

	Group RM'000	Company RM'000
(Loss)/profit for the year	(44,824)	2,334
Attributable to:		
Equity holders of the Company	(44,494)	2,334
Non-controlling interests	(330)	-
	(44,824)	2,334

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

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

## Dividends

No dividends were paid or declared by the Company since 30 June 2021. The Directors do not recommend the payment of any dividends for the financial year ended 30 June 2022.

## Directors

The names of the directors of the Company in office since the beginning of the financial year to the date of this report are:

Y.A.M. Tengku Datuk Seri Ahmad Shah  
Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah (Chairman)  
Tan Sri Dato' Yap Yong Seong (Group Managing Director)\*\*  
Datuk Yap Wee Chun (Executive Director)\*\*  
Dato' Sri Yap Wee Keat\*\*  
Dato' Hazli bin Ibrahim\*\*  
Dato' Abdul Majit bin Ahmad Khan  
Datuk Ooi Woon Chee

\*\* These directors are also directors of the Company's subsidiaries.

## Directors (continued)

The names of the directors of the subsidiaries of the Group in office since the beginning of the financial year to the date of this report (not including those directors listed above) are:

Ng Ju Siong  
Cho Kah Hing  
E. Ghazali bin Mohd Shafie  
Tan Ming Ban  
Yap Wee Sean  
Wong Chiang Ying  
Dato' Sri Wan Ahmad Najmuddin bin Mohd  
Koh Keng Guan

## Directors' benefits

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of a full-time employee of the Company as shown below) by reason of a contract made by the Company or a related corporation with any director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

The directors' benefits are as follows:

	<b>Group RM'000</b>	<b>Company RM'000</b>
Salaries and other emoluments	3,285	1,553
Fees	436	312
Benefits-in-kind	72	44
	<b>3,793</b>	<b>1,909</b>

## Indemnities to directors or officers

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been the director or officer of the Group and of the Company.

# Directors' Report

(continued)

## Directors' interests

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

	-----Number of ordinary shares-----			30 June 2022
	1 July 2021	Acquired	Disposed	
<b>The Company</b>				
<b>Direct interest:</b>				
Tan Sri Dato' Yap Yong Seong	25,600	-	-	25,600
Dato' Sri Yap Wee Keat	100,000	-	-	100,000
Datuk Yap Wee Chun	28,200	-	-	28,200
<b>Indirect interest*:</b>				
Tan Sri Dato' Yap Yong Seong	492,559,458	-	-	492,559,458
Dato' Sri Yap Wee Keat	492,559,458	-	-	492,559,458
Datuk Yap Wee Chun	492,559,458	-	-	492,559,458

\* Deemed interest through shares held by Duta Equities Sdn. Bhd., Kenny Heights Developments Sdn. Bhd. and Olympia Industries Berhad.

By virtue of their interests in shares in the Company, Tan Sri Dato' Yap Yong Seong, Dato' Sri Yap Wee Keat and Datuk Yap Wee Chun are also deemed to be interested in the ordinary shares of all the subsidiaries of the Company to the extent the Company has an interest.

Other than as stated above, none of the directors in office at the end of the financial year had any interest in shares of the Company or its related corporations during the financial year.

## Treasury shares

During the financial year, the Company repurchased 2,513,700 (2021: 5,541,000) of its issued ordinary shares from the open market at an average price of RM0.35 (2021: RM0.36) per share. The total consideration paid for the repurchase including transaction costs was RM869,544 (2021: RM2,013,667). The shares repurchased are being held as treasury shares in accordance with Section 127 of the Companies Act 2016.

As at 30 June 2022, the Company held as treasury shares a total of 16,437,600 (2021: 13,923,900) of its 846,118,039 issued ordinary shares. Such treasury shares are held at carrying amount of RM5,903,911 (2021: RM5,034,367) and further relevant details are disclosed in Note 22 to the financial statements.

## Other statutory information

- (a) Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps:
- to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for impairment of receivables and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for impairment of receivables; and
  - to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the directors are not aware of any circumstances which would render:
- the amount written off for bad debts or the amount of the allowance for impairment of receivables in respect of the financial statements of the Group and of the Company inadequate to any substantial extent; and
  - the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

## Other statutory information (continued)

- (c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
  - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the directors:
- (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due; and
  - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

## Auditors and auditors' remuneration

The auditors, Ernst & Young PLT, have expressed their willingness to continue in office.

Auditors' remuneration for the year ended is as follows are disclosed below.

	Group RM'000	Company RM'000
Auditors of the Company:		
- statutory audit	577	122
Other auditors:		
- statutory audit	11	-

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young PLT, as part of the terms of its audit engagement against claims by third parties arising from the audit (for an unspecified amount). No payment has been paid to indemnify Ernst & Young PLT during or since the end of the financial year.

Signed on behalf of the Board in accordance with a resolution of the directors dated 25 October 2022.

Datuk Yap Wee Chun  
Director

Tan Sri Dato' Yap Yong Seong  
Director

# Statement by Directors

Pursuant to Section 251(2) of the Companies Act 2016

We, Datuk Yap Wee Chun and Tan Sri Dato' Yap Yong Seong, being two of the directors of DutaLand Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 68 to 138 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia, so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2022 and of their financial performance and cash flows for the year then ended.

Signed on behalf of the Board in accordance with a resolution of the directors dated 25 October 2022.

Datuk Yap Wee Chun  
Director

Tan Sri Dato' Yap Yong Seong  
Director

## Statutory declaration

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, Wong Chiang Ying, being the officer primarily responsible for the financial management of DutaLand Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 68 to 138 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by  
the abovenamed Wong Chiang Ying  
at Kuala Lumpur in Wilayah Persekutuan  
on 25 October 2022.

Wong Chiang Ying  
MIA No. 7133

Before me,

R. S. Vanmathi  
No. W871  
Commissioner for Oaths  
Kuala Lumpur

# Independent Auditors' Report

to the members of DutaLand Berhad

## Report on the audit of the financial statements

### *Opinion*

We have audited the financial statements of DutaLand Berhad, which comprise the statements of financial position as at 30 June 2022 of the Group and of the Company, and statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 68 to 138.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 June 2022, and of their financial performance and their cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

### *Basis for opinion*

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

### *Independence and other ethical responsibilities*

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

### *Key audit matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. We have determined that there are no key audit matters to communicate in our report on the financial statements of the Company. The key audit matters for the audit of the financial statements of the Group are described below. These matters were addressed in the context of our audit of the financial statements of the Group as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditors' responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying financial statements.

# Independent Auditors' Report

to the members of DutaLand Berhad (continued)

## ***Key audit matters (continued)***

### **Key audit matters in respect of the financial statements of the Group**

(i) Impairment assessment of property, plant and equipment

(Refer to Note 12 to the financial statements.)

The property, plant and equipment of the Group include a building under construction, where construction was suspended, indicating that the building under construction may be impaired.

As at 30 June 2022, the carrying value of the building under construction, including long term leasehold land and freehold land ("the Property"), was RM353,225,566, representing 28% of the Group's total assets. We considered this an area of audit focus as the assessment process is based on assumptions that are judgemental.

The Group had estimated the recoverable amount of the Property by engaging an independent valuer to determine the fair value less cost to sell of the Property and considered the continuing impact of the COVID-19 pandemic in the valuation.

Our audit procedures, included amongst others, the following procedures:

- We had considered the objectivity, independence and expertise of the independent valuer engaged by the management;
- We had obtained an understanding of the valuation methodology adopted by the independent valuer in estimating the fair value of the Property and assessed whether such methodology is consistent with those used in the industry;
- We had discussions with the independent valuer to obtain an understanding of the property related data used as inputs to the valuation model;
- We assessed the reasonableness of the property related data by corroborating those data used in the valuation to available market data; and
- We evaluated the adequacy of the related disclosures in the financial statements.

(ii) Valuation of investment properties

(Refer to Note 15 to the financial statements.)

As at 30 June 2022, the carrying value of the Group's investment properties carried at fair value amounted to RM98,100,000, representing 8% of the Group's total assets. The Group adopts the fair value model for its investment properties. The valuation of investment properties is significant to our audit due to the significant judgements associated with determining the fair value. The Group had engaged an independent valuer to determine the fair value of the investment properties at the reporting date.

Our audit procedures, included amongst others, the following procedures:

- We had considered the objectivity, independence and expertise of the independent valuer engaged by the management;
- We had obtained an understanding of the valuation methodology adopted by the independent valuer in estimating the fair value of the investment properties and assessed whether such methodology is consistent with those used in the industry;

# Independent Auditors' Report

to the members of DutaLand Berhad (continued)

## ***Key audit matters (continued)***

### **Key audit matters in respect of the financial statements of the Group (continued)**

(ii) Valuation of investment properties (continued)

(Refer to Note 15 to the financial statements.) (continued)

Our audit procedures, included amongst others, the following procedures: (continued)

- We had discussions with the independent valuer to obtain an understanding of the property related data used as inputs to the valuation model;
- We evaluated the reasonableness and relevance of key data inputs used in the valuation, including the recent market transactions of properties in similar location and condition; and
- We evaluated the adequacy of the related disclosures in the financial statements.

#### *Information other than the financial statements and auditors' report thereon*

The directors of the Company are responsible for the other information. The other information comprises the information included in the directors' report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date of this auditors' report, and the 2022 annual report, which is expected to be made available to us after the date of this auditors' report.

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

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Directors of the Company and take appropriate action.

#### *Responsibilities of the directors for the financial statements*

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

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

# Independent Auditors' Report

to the members of DutaLand Berhad (continued)

## *Auditors' responsibilities for the audit of the financial statements*

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

# Independent Auditors' Report

to the members of DutaLand Berhad (continued)

## *Auditors' responsibilities for the audit of the financial statements (continued)*

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

## *Report on other legal and regulatory requirements*

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 16 to the financial statements.

## *Other matters*

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

Ernst & Young PLT  
202006000003 (LLP0022760-LCA) & AF 0039  
Chartered Accountants

Lim Eng Hoe  
No. 03403/12/2022 J  
Chartered Accountant

Kuala Lumpur, Malaysia  
25 October 2022

# Statements of Comprehensive Income

For the financial year ended 30 June 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Revenue	3	138,958	176,275	20,000	20,000
Cost of sales	4	(128,575)	(168,617)	-	-
Gross profit		10,383	7,658	20,000	20,000
Other income	5	34,089	62,785	27	129
Depreciation of property, plant and equipment and right-of-use assets		(4,266)	(4,125)	(468)	(444)
Staff costs	6	(12,964)	(11,262)	(4,812)	(4,652)
Other expenses		(72,179)	(31,156)	(12,383)	(9,284)
<b>(Loss)/profit from operations</b>	8	(44,937)	23,900	2,364	5,749
Finance expense	9	(410)	(495)	(15)	(31)
<b>(Loss)/profit before tax</b>		(45,347)	23,405	2,349	5,718
Tax credit/(expense)	10	523	(10,735)	(15)	-
<b>(Loss)/profit after tax</b>		(44,824)	12,670	2,334	5,718
<b>Other comprehensive (loss)/income</b>					
<i>Items that may be subsequently reclassified to profit or loss:</i>					
- Exchange fluctuation differences		(226)	116	-	-
<b>Total comprehensive (loss)/income for the financial year</b>		(45,050)	12,786	2,334	5,718
<b>(Loss)/profit after tax attributable to:</b>					
Equity holders of the Company		(44,494)	12,958	2,334	5,718
Non-controlling interests		(330)	(288)	-	-
		(44,824)	12,670	2,334	5,718
<b>Total comprehensive (loss)/income for the financial year attributable to:</b>					
Equity holders of the Company		(44,720)	13,074	2,334	5,718
Non-controlling interests		(330)	(288)	-	-
		(45,050)	12,786	2,334	5,718
<b>(Loss)/profit per share attributable to equity holders of the Company (sen per share):</b>					
Basic	11 (a)	(5.4)	1.6		
Diluted	11 (b)	(5.4)	1.6		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Consolidated Statement of Financial Position

As at 30 June 2022

Group	Note	2022 RM'000	2021 RM'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	364,389	365,853
Right-of-use assets	13	5,337	5,173
Inventories	14	270,056	269,144
Investment properties	15	98,100	61,900
Trade and other receivables	17	-	36,889
		737,882	738,959
<b>Current assets</b>			
Inventories	14	57,321	58,501
Trade and other receivables	17	63,471	26,822
Biological assets	18	79	79
Tax recoverable		3,302	3,054
Financial assets	19	341,212	429,283
Derivative financial assets	20	-	3,585
Deposits, cash and bank balances	21	80,216	95,154
		545,601	616,478
<b>Total assets</b>		<b>1,283,483</b>	<b>1,355,437</b>

# Consolidated Statement of Financial Position

As at 30 June 2022 (continued)

Group (continued)	Note	2022 RM'000	2021 RM'000
<b>Equity and liabilities</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital	22	423,059	423,059
Treasury shares	22	(5,904)	(5,034)
Exchange fluctuation reserve		(304)	(78)
Capital reserve	22	53,109	53,109
Retained profits	23	721,402	759,259
		1,191,362	1,230,315
Non-controlling interests		44,416	51,609
		1,235,778	1,281,924
<b>Non-current liabilities</b>			
Deferred tax liabilities	25	181	5,257
Trade and other payables	26	135	135
Provision	27	147	-
Lease liabilities	28	3,614	4,293
		4,077	9,685
<b>Current liabilities</b>			
Borrowing	29	1,700	-
Trade and other payables	26	28,656	53,120
Derivative financial liabilities	20	-	1,747
Lease liabilities	28	2,660	2,651
Tax payable		10,612	6,310
		43,628	63,828
<b>Total liabilities</b>		47,705	73,513
<b>Total equity and liabilities</b>		1,283,483	1,355,437

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Statement of Financial Position

As at 30 June 2022

Company	Note	2022 RM'000	2021 RM'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	267	332
Right-of-use assets	13	1,642	549
Investment in subsidiaries	16	315,641	326,479
Trade and other receivables	17	122,732	118,302
		440,282	445,662
<b>Current assets</b>			
Trade and other receivables	17	473,504	430,741
Deposits, cash and bank balances	21	1,557	10,973
		475,061	441,714
<b>Total assets</b>		915,343	887,376
<b>Equity and liabilities</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital	22	423,059	423,059
Treasury shares	22	(5,904)	(5,034)
Capital reserve	22	53,109	53,109
Retained profits	23	120,004	117,670
<b>Total equity</b>		590,268	588,804
<b>Non-current liability</b>			
Lease liabilities	28	1,307	195
<b>Current liabilities</b>			
Trade and other payables	26	323,420	297,999
Lease liabilities	28	348	378
		323,768	298,377
<b>Total liabilities</b>		325,075	298,572
<b>Total equity and liabilities</b>		915,343	887,376

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Consolidated Statement of Changes in Equity

For the financial year ended 30 June 2022

Group	Attributable to equity holders of the Company					Total shareholders' equity RM'000	Non - controlling interests RM'000	Total equity RM'000
	Share capital RM'000 (Note 22)	Treasury shares RM'000 (Note 22)	Exchange fluctuation reserve RM'000	Capital reserve RM'000 (Note 22)	Retained profits RM'000 (Note 23)			
<b>At 1 July 2021</b>	423,059	(5,034)	(78)	53,109	759,259	1,230,315	51,609	1,281,924
Total comprehensive loss	-	-	-	-	(44,720)	(44,720)	(330)	(45,050)
Purchase of treasury shares	-	(870)	-	-	-	(870)	-	(870)
Currency translation difference	-	-	(226)	-	-	(226)	-	(226)
Transfer of non-controlling interests to retained profits	-	-	-	-	6,863	6,863	(6,863)	-
<b>At 30 June 2022</b>	423,059	(5,904)	(304)	53,109	721,402	1,191,362	44,416	1,235,778
<b>At 1 July 2020</b>	423,059	(3,021)	(194)	53,109	762,850	1,235,803	51,897	1,287,700
Total comprehensive income	-	-	-	-	13,074	13,074	(288)	12,786
Purchase of treasury shares	-	(2,013)	-	-	-	(2,013)	-	(2,013)
Currency translation difference	-	-	116	-	-	116	-	116
Dividends (Note 24)	-	-	-	-	(16,665)	(16,665)	-	(16,665)
<b>At 30 June 2021</b>	423,059	(5,034)	(78)	53,109	759,259	1,230,315	51,609	1,281,924

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Statement of Changes in Equity

For the financial year ended 30 June 2022

Company	Share capital RM'000 (Note 22)	Treasury shares RM'000 (Note 22)	Capital reserve RM'000 (Note 22)	Distributable retained profits RM'000 (Note 23)	Total equity RM'000
<b>At 1 July 2021</b>	423,059	(5,034)	53,109	117,670	588,804
Total comprehensive income	-	-	-	2,334	2,334
Purchase of treasury shares	-	(870)	-	-	(870)
<b>At 30 June 2022</b>	423,059	(5,904)	53,109	120,004	590,268
<b>At 1 July 2020</b>	423,059	(3,021)	53,109	128,617	601,764
Total comprehensive income	-	-	-	5,718	5,718
Purchase of treasury shares	-	(2,013)	-	-	(2,013)
Dividends (Note 24)	-	-	-	(16,665)	(16,665)
<b>At 30 June 2021</b>	423,059	(5,034)	53,109	117,670	588,804

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

# Statements of Cash Flows

For the financial year ended 30 June 2022

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Cash flows from operating activities</b>					
(Loss)/profit before tax		(45,347)	23,405	2,349	5,718
Adjustments for:					
Impairment of investment in subsidiaries	8, 16	-	-	10,838	7,642
Impairment of amount due from subsidiaries	8, 17	-	-	-	451
(Reversal)/impairment of right-of-use assets	8, 13	(621)	1,422	-	-
Allowance/(reversal) for impairment of:					
- Trade receivables	8, 17	1,977	3,189	-	-
- Other receivables	8, 17	93	(43)	-	-
Bad debt written off	8	-	43	-	-
Depreciation of property, plant and equipment	12	1,653	1,536	101	77
Depreciation of right-of-use assets	13	2,613	2,589	367	367
Rent concession	5	-	(89)	-	-
Gain on derecognition of right-of-use assets	5, 13	(6)	(32)	-	-
(Gain)/loss on changes in fair value of:					
- investment properties	5, 15	(1,737)	(300)	-	-
- financial assets	8	50,833	(20,240)	-	-
Interest expense	9	410	495	15	31
Interest income	5	(659)	(729)	(27)	(101)
Dividend income	5	(2,817)	(6,812)	-	-
Unrealised foreign exchange (gain)/loss	5, 8	(10,577)	4,248	-	-
<b>Operating (loss)/profit before working capital changes</b>		(4,185)	8,682	13,643	14,185
(Increase)/decrease in receivables		(1,830)	23,903	(47,193)	(31,173)
Decrease/(increase) in inventories		268	(3,439)	-	-
(Decrease)/increase in payables		(12,891)	1,282	33,743	10,036
<b>Cash (used in)/generated from operations</b>		(18,638)	30,428	193	(6,952)
Tax paid		(520)	(184)	(15)	-
<b>Net cash flows (used in)/generated from operating activities</b>		(19,158)	30,244	178	(6,952)

# Statements of Cash Flows

For the financial year ended 30 June 2022 (continued)

	Note	Group		Company	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Cash flows from investing activities</b>					
Purchase of property, plant and equipment	12	(189)	(3,417)	(36)	(216)
Funds transferred from subsidiaries		-	-	-	26,700
Addition of investment properties	15	(34,463)	(18,800)	-	-
Redemption of unit trust		69,575	61,000	-	-
Investment in financial instruments and derivatives		(28,466)	(52,653)	-	-
Dividend received	5	2,817	6,812	-	-
Interest received	5	659	729	27	101
<b>Net cash flows generated from/(used in) investing activities</b>		<b>9,933</b>	<b>(6,329)</b>	<b>(9)</b>	<b>26,585</b>
<b>Cash flows from financing activities</b>					
Dividend paid	24	(8,322)	(8,343)	(8,322)	(8,343)
Withdrawal/(placement) of fixed deposit		10,333	(337)	-	(4)
Repayment of lease liabilities	28	(2,889)	(2,514)	(393)	(393)
Interest paid		(194)	(184)	-	-
Purchase of treasury shares	22	(870)	(2,013)	(870)	(2,013)
<b>Net cash flows used in financing activities</b>		<b>(1,942)</b>	<b>(13,391)</b>	<b>(9,585)</b>	<b>(10,753)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(11,167)</b>	<b>10,524</b>	<b>(9,416)</b>	<b>8,880</b>
<b>Effects of exchange rate changes</b>		<b>4,862</b>	<b>(5,118)</b>	<b>-</b>	<b>-</b>
<b>Cash and cash equivalents at beginning of year</b>		<b>84,670</b>	<b>79,264</b>	<b>10,822</b>	<b>1,942</b>
<b>Cash and cash equivalents at end of year (Note 21)</b>		<b>78,365</b>	<b>84,670</b>	<b>1,406</b>	<b>10,822</b>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

## 1. Corporate information

The Company is a public company limited by shares, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The principal place of business and registered office of the Company is located at Level 23, Menara Olympia, No. 8, Jalan Raja Chulan, 50200 Kuala Lumpur.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are described in Note 16. There have been no significant changes in the nature of these activities during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 25 October 2022.

## 2. Summary of significant accounting policies

### 2.1 Basis of preparation

These set of financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRS”), International Financial Reporting Standards (“IFRS”) and the requirements of Companies Act 2016 in Malaysia.

These set of financial statements have been prepared under the historical cost basis except when otherwise disclosed. Furthermore, these set of financial statements are presented in Ringgit Malaysia (“RM”) and all values are rounded to the nearest thousand (“RM’000”) except when otherwise indicated.

As of 1 July 2021, the Group and the Company adopted new MFRS and amendments to MFRS (collectively referred to as “pronouncements”) that have been issued by the Malaysian Accounting Standards Board (“MASB”) as described fully in Note 2.2.

### 2.2 Standards, amendments and interpretations issued that are effective

The Group and the Company adopted the following pronouncements for the first time for the financial year beginning on 1 July 2021:

#### Effective for financial periods beginning on or after 1 January 2021:

Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4 and MFRS 16	Interest Rate Benchmark Reform - Phase 2
Amendments to MFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021

The adoption and application of the above standards did not have any material impact to the financial statements of the Group and the Company.

### 2.3 Standards, amendments and interpretations issued but not yet effective

The standards, amendments to MFRSs and interpretations that are issued but not yet effective up to the date of issuance of the Group’s and the Company’s financial statements are disclosed below. The Group and the Company intend to adopt these standards, if applicable, when they become effective.

## 2. Summary of significant accounting policies (continued)

### 2.3 Standards, amendments and interpretations issued but not yet effective (continued)

#### Effective for financial periods beginning on or after 1 January 2022:

Amendments to MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements to MFRSs 2018-2020 Cycle)
Amendments to MFRS 3	Reference to the Conceptual Framework
Amendments to MFRS 9	Financial Instruments (Annual Improvements to MFRSs 2018-2020 Cycle)
Amendments to MFRS 16	Leases (Annual Improvements to MFRSs 2018-2020 Cycle)
Amendments to MFRS 116	Proceeds before Intended Use
Amendments to MFRS 137	Onerous Contracts - Cost of Fulfilling a Contract
Amendments to MFRS 141	Agriculture (Annual Improvements to MFRSs 2018-2020 Cycle)

#### Effective for financial periods beginning on or after 1 January 2023:

MFRS 17	Insurance Contracts
Amendments to MFRS 17	Insurance Contracts
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current
Amendments to MFRS 101	Disclosure of Accounting Policies
Amendments to MFRS 108	Definition of Accounting Estimates
Amendments to MFRS 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

#### Effective date deferred to a date to be determined by MASB:

Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
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### 2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

The Company controls an investee if and only if the Company has all the following:

- (i) Power over the investee (such as existing rights that give it the current ability to direct the relevant activities of the investee);
- (ii) Exposure, or rights, to variable returns from its investment with the investee; and
- (iii) The ability to use its power over the investee to affect its returns.

## 2. Summary of significant accounting policies (continued)

### 2.4 Basis of consolidation (continued)

When the Company has less than a majority of the voting rights of an investee, the Company considers the following in assessing whether or not the Company's voting rights in an investee are sufficient to give it power over the investee:

- (i) The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- (ii) Potential voting rights held by the Company, other vote holders of other parties;
- (iii) Rights arising from other contractual arrangements; and
- (iv) Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Subsidiaries are consolidated when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. The resulting difference is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary and any non-controlling interest, is recognised in profit or loss. The subsidiary's cumulative gain or loss which has been recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss or where applicable, transferred directly to retained profits. The fair value of any investment retained in the former subsidiary at the date control is lost is regarded as the cost on initial recognition of the investment.

Acquisitions of subsidiaries are accounted for by applying the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. The Group elects on a transaction-by-transaction basis whether to measure the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Transaction costs incurred are expensed and included in administrative expenses.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

## 2. Summary of significant accounting policies (continued)

### 2.4 Basis of consolidation (continued)

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interests in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests over the net identifiable assets accrued and liabilities assumed. If this consideration is lower than fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

### 2.5 Subsidiaries

A subsidiary is an entity over which the Group has all the following:

- (i) Power over the investee (such as existing rights that give it the current ability to direct the relevant activities of the investee);
- (ii) Exposure, or rights, to variable returns from its investment with the investee; and
- (iii) The ability to use its power over the investee to affect its returns.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

### 2.6 Investments in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the MFRS applicable to the particular assets, liabilities, revenues and expenses.

### 2.7 Transactions with non-controlling interests

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and is presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to equity holders of the Company.

## 2. Summary of significant accounting policies (continued)

### 2.8 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and to the Company and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment except for freehold land are measured at cost less accumulated depreciation and accumulated impairment losses.

Other assets consist of office equipments, furnitures, fixtures, fittings, motor vehicles, computer equipments and renovation.

Freehold land has unlimited useful life and therefore is not depreciated. The lease period for long term leasehold land is 99 years. Leasehold land is amortised on a straight line basis over the periods of the respective leases.

Depreciation of other items is provided for on a straight line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Plant, machinery and equipment	5 to 10 years
Bearer plants	21 years
Motor vehicle	5 years
Renovation	10 years

Building under construction is not depreciated as the asset is not yet available for use.

The carrying value of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon the disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

### 2.9 Biological assets

Biological assets comprise produce growing on bearer plants. Biological assets are classified as current assets for bearer plant that are expected to be harvested and sold or used for production on a date not more than 4 weeks after the reporting date.

Biological assets are measured at fair value less costs to sell. Any gains or losses arising from changes in the fair value less costs to sell are recognised in profit or loss. Fair value is determined based on the present value of expected net cash flows from the biological assets. The expected net cash flows are estimated using the expected output method and the estimated market price of the biological assets.

### 2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

## 2. Summary of significant accounting policies (continued)

### 2.10 Inventories (continued)

#### (i) Land held for property development

Land held for property development consists of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle and hence, classified as non-current asset.

Land held for property development is transferred to property development costs (within current assets) when development work is to be undertaken and is expected to be completed within the normal operating cycle.

Cost associated with the acquisition of land includes the purchase price of the land, professional fees, stamp duties, conversion fees and other relevant levies.

#### (ii) Property development costs

Property development costs comprise:

- Land cost for property development which have yet to be expensed off. Land cost is subsequently recognised as an expense based on stage of completion of the sold units.
- Development cost of unsold units, that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities. Development cost of unsold units is subsequently recognised as an expense when the units are sold.

#### (iii) Completed properties

The cost of completed properties include costs associated with the acquisition of land, direct costs and appropriate proportions of common costs.

#### (iv) Crude palm oil

The cost of crude palm oil is measured based on first-in-first-out basis and includes expenditure incurred in acquiring the inventories, production costs and other costs incurred in bringing them to their existing location and condition.

#### (v) Raw materials, beverages and consumables

The cost of raw materials, beverages and consumables is measured on first-in-first-out basis.

### 2.11 Investment properties

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value which reflects market conditions at the reporting date. Fair value is arrived at using the comparison method considering recent market transactions for similar properties in the same location. Valuations are performed by accredited independent valuers having an appropriate recognised professional qualification and recent experience in the location and category of the properties being valued. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the year in which they arise.

Subsequent expenditure is included in the investment property's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are recognised in profit or loss during the financial period in which they are incurred.

## 2. Summary of significant accounting policies (continued)

### 2.11 Investment properties (continued)

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of investment properties are recognised in profit or loss in the year of retirement or disposal.

### 2.12 Impairment of non-financial assets

The Group and the Company assess at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment assessment for an asset is required, the Group and the Company make an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units ("CGU")).

In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Impairment losses are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase. Impairment loss on goodwill is not reversed in a subsequent period.

### 2.13 Leases

The Group and the Company assess at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group and Company as a lessee

The Group and the Company apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group and the Company recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

## 2. Summary of significant accounting policies (continued)

### 2.13 Leases (continued)

#### Group and Company as a lessee (continued)

##### (i) Right-of-use assets

The Group and the Company recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Buildings	5 to 8 years
- Motor vehicles	5 years

If ownership of the leased asset transfers to the Group and the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment in accordance with accounting policy set out in Note 2.12.

At the commencement date of the lease, the Group and the Company recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and the Company and payments of penalties for terminating the lease, if the lease term reflects the Group and the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

##### (ii) Lease liabilities

In calculating the present value of lease payments, the Group and the Company use its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's and the Company's lease liabilities are included in Note 28.

##### (iii) Short-term leases and leases of low-value assets

The Group and the Company apply the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

## 2. Summary of significant accounting policies (continued)

### 2.13 Leases (continued)

#### Group as a lessor

As a lessor, the Group determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to the lessee.

#### Operating leases

The Group classifies a lease as an operating lease if the lease does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee.

The Group recognises lease payments received under operating lease as lease income on a straight-line basis over the lease term.

### 2.14 Treasury shares

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in the share premium.

### 2.15 Financial assets

#### (i) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("OCI"), and fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's and the Company's business model for managing them.

With the exception of trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient, the Group and the Company initially measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient are measured at the transaction price determined under MFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interests ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

The Group's and the Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

## 2. Summary of significant accounting policies (continued)

### 2.15 Financial assets (continued)

#### (i) Initial recognition and measurement (continued)

Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (“regular way trades”) are recognised on the trade date, that is the date that the Group or the Company commits to purchase or sell the asset.

#### (ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- (a) Financial assets at amortised cost (debt instruments);
- (b) Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- (c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- (d) Financial assets at fair value through profit or loss.

#### Financial assets at amortised cost

This category is the most relevant to the Group and the Company. The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- i. The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- ii. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

#### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Group and the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if:

- (a) the economic characteristics and risks are not closely related to the host;
- (b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- (c) the hybrid contract is not measured at fair value through profit or loss.

## 2. Summary of significant accounting policies (continued)

### 2.15 Financial assets (continued)

#### (iii) Derecognition

A financial asset is derecognised when:

- (a) The rights to receive cash flows from the asset have expired, or
- (b) The Group and the Company have transferred their rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - i. The Group and the Company have transferred substantially all the risks and rewards of the asset, or
  - ii. The Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

When the Group and the Company have transferred their rights to receive cash flows from an asset or have entered into a pass-through arrangement, they evaluate if, and to what extent, they have retained the risks and rewards of ownership. When they have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group and the Company continue to recognise the transferred asset to the extent of their continuing involvement. In that case, the Group and the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company would be required to repay.

### 2.16 Impairment of financial assets

The Group and the Company recognise an allowance for expected credit losses ("ECL") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognise a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group and the Company consider a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group and the Company may also consider a financial asset to be in default when internal or external information indicates that the Group and the Company are unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group and the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## 2. Summary of significant accounting policies (continued)

### 2.17 Financial liabilities

#### (i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, and payables.

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Group's and Company's financial liabilities include trade and other payables, lease liabilities and derivative financial instruments.

#### (ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

##### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by MFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gain or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in MFRS 9 are satisfied. The Group and the Company have not designated any financial liability as at fair value through profit or loss.

##### **Other financial liabilities**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Subsequent to initial recognition, other financial liabilities are subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in the profit or loss when the liabilities are derecognised as well as through the amortisation process.

#### (iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

## 2. Summary of significant accounting policies (continued)

### 2.18 Derivative financial instruments

#### Initial recognition and subsequent measurement

The Group has derivative financial instruments, such as currency forwards, equity forwards, equity options, equity warrants and commodity futures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

### 2.19 Share capital and share issuance expenses

An equity instrument is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

### 2.20 Contingencies

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future event(s) not wholly within the control of the Group.

Contingent liabilities or assets are not recognised in the statements of financial position of the Group.

### 2.21 Affiliates

The Group treats the subsidiaries of Olympia Industries Berhad ("OIB"), a corporation in which certain directors of the Company are also directors of OIB and have interest in, as affiliates.

### 2.22 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 32, including the factors used to identify the reportable segments and the measurement basis of segment information.

### 2.23 Current versus non-current classification

The Group and the Company present assets and liabilities in statements of financial position based on current/non-current classification. An asset is current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

## 2. Summary of significant accounting policies (continued)

### 2.23 Current versus non-current classification

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group and the Company classify all other liabilities as non-current.

Deferred tax liabilities are classified as non-current liabilities.

### 2.24 Income taxes

#### (i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

#### (ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 2. Summary of significant accounting policies (continued)

### 2.24 Income taxes (continued)

#### (ii) Deferred tax (continued)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 2.25 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 2.26 Employee benefits

#### (i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

#### (ii) Defined contribution plans

The Group and the Company participate in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group make contributions to the Employees Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

## 2. Summary of significant accounting policies (continued)

### 2.27 Foreign currency

#### (i) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economies environment in which the entity operates (“the functional currency”). The consolidated financial statements are presented in RM, which is also the Group’s and the Company’s functional currency.

#### (ii) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group’s net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to consolidated statement of comprehensive income on disposal of the foreign operation.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. Exchange differences arising from such non-monetary items are also recognised in other comprehensive income.

### 2.28 Revenue and other income

#### (i) Revenue from property development

Revenue from property development is recognised as and when the control of the asset is transferred to the customer and it is probable that the Group will collect the consideration to which it will be entitled in exchange for the asset that will be transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

This is generally established when:

- the promised properties are specifically identified by its plot, lot and parcel number and its attributes (such as its size and location) in the sale and purchase agreements and the attached layout plan and the purchasers could enforce its rights to the promised properties if the Group seeks to sell the unit to another purchaser. The contractual restriction on the Group’s ability to direct the promised residential property for another use is substantive and the promised properties sold to the purchasers do not have an alternative use to the Group; and

## 2. Summary of significant accounting policies (continued)

### 2.28 Revenue and other income (continued)

#### (i) Revenue from property development (continued)

This is generally established when: (continued)

- the Group has the right to payment for performance completed to date and is entitled to continue to transfer to the customer the development units promised and has the rights to complete the construction of the properties and enforce its rights to full payments.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The Group recognises revenue over time using the input method, which is based on the level of completion in proportion of cost incurred to date against the expected total construction costs.

Contracts with customers may include multiple promises to customers and therefore accounted for as separate performance obligations. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. When these are not directly observable, they are estimated based on expected cost plus margin.

#### (ii) Revenue from construction contracts

For construction contracts whereby the Group has an enforceable right to payment for performance completed to date, revenue is recognised progressively over time using input method on the basis of the actual construction costs incurred relative to the estimated total construction costs.

The Group recognises construction revenue over time as the project being constructed has no alternative uses to the Group and it has an enforceable right to the payment for performance completed to date. The stage of completion is measured using the input method, which is based on the total actual construction cost incurred to date as compared to the total budgeted costs for the respective construction projects.

#### (iii) Sale of completed properties

Revenue from the sale of completed properties is recognised net of discounts at the point in time when control of the properties is transferred to the customer, generally on delivery of the properties. Revenue is not recognised to the extent where there are significant uncertainties regarding the recovery of the consideration due, associated costs or the possible return of properties.

#### (iv) Sale and trading of plantation produce

Revenue from a contract with a customer is recognised when control of the goods or services is transferred to the customer. Revenue is measured based on the consideration specified in the contract to which the entity expects to be entitled in exchange for transferring the goods or services to the customer, excluding amounts collected on behalf of third parties. .

If a contract with a customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract.

## 2. Summary of significant accounting policies (continued)

### 2.28 Revenue and other income (continued)

#### (v) Sale of food and beverages

Revenue from sales of food and beverage are recognised net of discounts and taxes at the point in time when control of the goods has transferred to the customers, generally upon the fulfillment of performance obligations.

#### (vi) Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature.

#### (vii) Dividend income

Dividend income is recognised when the Group's right to receive payment is established.

#### (viii) Interest income

For all financial instruments measured at amortised cost and interest-bearing financial assets classified as available for sale, interest income is recorded using the effective interest rate ("EIR") method.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest income is included in revenue and other income in the statements of profit or loss.

### 2.29 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group and the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participant act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group and the Company use valuation techniques that appropriate in circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

## 2. Summary of significant accounting policies (continued)

### 2.29 Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (i) Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 – Valuation techniques for the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purposes of fair value disclosures, the Group and the Company have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the assets or liabilities and the level of the of fair value hierarchy as explained above.

### 2.30 Cash and cash equivalents

For the purpose of the statements of cash flows, cash and cash equivalents consist of cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value. These also include bank overdraft that form an integral part of the Group's cash management.

### 2.31 Critical judgements made in applying accounting policies

Judgements, estimates and assumptions concerning the future are made in the preparation of the financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### (i) Impairment assessment of building under construction, including long term leasehold land and freehold land

At each reporting date, the Group and the Company assess if any indication of impairment exists. This requires an estimation of the recoverable amount of the cash generating units ("CGU"). The directors of the Group and of the Company are of the view that there is no impairment on its current carrying amount as the recoverable amount which is its fair value less cost to sell of the building under construction, including long term leasehold land and freehold land, determined by valuation performed by independent valuer, exceeded its total carrying amount.

When assessing the fair value less cost to sell of the construction in progress, including the long term leasehold land and freehold land, the management considered the valuers' inputs to the valuation of the property. These include the appropriateness of the valuation model and the key assumptions used by the valuers.

Based on the impairment review, there is no impairment as the fair value of the building under construction, including long term leasehold land and freehold land exceeds its total carrying amount.

## 2. Summary of significant accounting policies (continued)

### 2.31 Critical judgements made in applying accounting policies (continued)

#### Key sources of estimation uncertainty (continued)

##### (ii) Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group recognises liabilities for expected tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Details of income taxes are disclosed in Note 10.

##### (iii) Impairment of receivables

The Group and the Company apply the MFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and other receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Impairment is provided in accordance with the accounting policy set out in Note 2.16.

##### (iv) Fair value of investment properties

The Group carries its investment properties at fair value, with changes in fair values being recognised in profit or loss. Significant judgement is required in determining fair value which is derived based on comparison method. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists.

The Group had engaged an independent professional valuer to determine the fair value and there are no material events that affect the valuation between the valuation date and financial year end. The details on investment properties are disclosed in Note 15.

##### (v) Leases - Estimating the incremental borrowing rate

The Group and the Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group and the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group and the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group and the Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

# Notes to the Financial Statements

30 June 2022 (continued)

## 3. Revenue

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Revenue from contracts with customers	136,296	172,578	-	-
Revenue from other sources:				
Property management income	413	252	-	-
Interest income	37	1,484	-	-
Dividend income				
- third party	2,212	1,961	-	-
- subsidiaries	-	-	20,000	20,000
	138,958	176,275	20,000	20,000
Disaggregation of the revenue from contracts with customers:				
<b>Type of goods and services</b>				
Construction contracts	(1,010)	-	-	-
Sale of fresh fruit bunches	2,061	1,116	-	-
Sale of crude palm oil	122,733	165,973	-	-
Sale of food and beverages	10,708	3,064	-	-
Sale of completed properties	1,600	2,425	-	-
Sale of land	204	-	-	-
	136,296	172,578	-	-
<b>Geographical market</b>				
Malaysia	136,296	172,578	-	-
<b>Timing of revenue recognition</b>				
- at a point in time	137,306	172,578	-	-
- over time	(1,010)	-	-	-
	136,296	172,578	-	-

## 4. Cost of sales

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Construction costs	(1,008)	-	-	-
Cost of fresh fruit bunches sold	1,318	877	-	-
Cost of crude palm oil sold	122,529	164,266	-	-
Cost of food and beverages	4,003	1,177	-	-
Property development costs for completed properties	1,253	2,117	-	-
Cost of land	214	-	-	-
Property management operation costs	266	180	-	-
	128,575	168,617	-	-

# Notes to the Financial Statements

30 June 2022 (continued)

## 5. Other income

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Dividend from investments	2,817	6,812	-	-
Gain on changes in fair value of:				
- investment properties (Note 15)	1,737	300	-	-
- financial assets	-	20,240	-	-
Unrealised foreign exchange gain	10,577	-	-	-
Realised foreign exchange gain	441	-	-	-
Rental income from premises	1,786	798	-	-
Interest income	659	729	27	101
Sundry income	440	546	-	28
Reversal of allowance for impairment of other receivable (Note 17(d))	-	43	-	-
Realised disposal gain on financial assets and derivative, net	15,005	33,196	-	-
Rent concession (Note 28)	-	89	-	-
Reversal of impairment of right-of-use assets	621	-	-	-
Gain on derecognition of right-of-use assets	6	32	-	-
	<b>34,089</b>	<b>62,785</b>	<b>27</b>	<b>129</b>

## 6. Staff costs

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Wages and salaries	11,051	9,930	4,319	4,190
Pension costs - defined contribution plans	892	812	318	308
Social security costs	68	58	24	25
Other staff related expenses	953	462	151	129
	<b>12,964</b>	<b>11,262</b>	<b>4,812</b>	<b>4,652</b>

Included in the staff costs of the Group and of the Company are remuneration paid to executive directors amounting to RM3,234,000 (2021: RM3,234,000) and RM1,502,000 (2021: RM1,502,000) respectively as further disclosed in Note 7.

# Notes to the Financial Statements

30 June 2022 (continued)

## 7. Directors' remuneration

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Executive:				
Salaries and other emoluments	3,234	3,234	1,502	1,502
Benefits-in-kind	72	82	44	50
	3,306	3,316	1,546	1,552
Non-executive:				
Fees (Note 8)	436	312	312	312
Other emoluments	51	974	51	54
	487	1,286	363	366
<b>Total directors' remuneration</b>	<b>3,793</b>	<b>4,602</b>	<b>1,909</b>	<b>1,918</b>
Analysis of total directors' remuneration excluding benefits-in-kind:				
- Executive	3,234	3,234	1,502	1,502
- Non-executive	487	1,286	363	366
<b>Total directors' remuneration excluding benefits-in-kind</b>	<b>3,721</b>	<b>4,520</b>	<b>1,865</b>	<b>1,868</b>

The number of directors of the Company whose total remuneration during the financial year fell within the following bands is analysed below:

	Number of directors	
	2022	2021
Executive directors:		
RM1,150,001 - RM1,200,000	1	-
RM1,200,001 - RM1,250,000	-	1
RM1,300,001 - RM1,350,000	-	-
RM1,450,001 - RM1,500,000	-	-
RM2,100,001 - RM2,150,000	1	1
Non-executive directors:		
RM50,000 and below	-	2
RM50,001 - RM100,000	5	3
RM100,001 - RM150,000	1	-
RM950,001 - RM1,000,000	-	1

# Notes to the Financial Statements

30 June 2022 (continued)

## 8. (Loss)/profit from operations

(Loss)/profit from operations are arrived at after charging:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Auditors remuneration:				
Auditors of the Company:				
- statutory audit	577	455	122	135
- other services	10	10	10	10
Other auditors:				
- statutory audit	11	10	-	-
Non-executive directors' fees (Note 7)	436	312	312	312
Unrealised foreign exchange (gain)/loss	(10,577)	4,248	-	-
Allowance/(reversal) for impairment of:				
- trade receivables (Note 17(c))	1,977	3,189	-	-
- other receivables (Note 17(d))	93	(43)	-	-
(Reversal)/impairment of right-of-use assets (Note 13)	(621)	1,422	-	-
Impairment of investment in subsidiaries (Note 16)	-	-	10,838	7,642
Impairment of amount due from subsidiaries (Note 17(b))	-	-	-	451
Loss/(gain) on changes in fair value on financial assets	50,833	(20,240)	-	-
Realised foreign exchange (gain)/loss on:				
- financial assets	(474)	1,722	-	-
- derivatives	33	320	-	-
Depreciation of property, plant and equipment (Note 12)	1,653	1,536	101	77
Depreciation of right-of-use assets (Note 13)	2,613	2,589	367	367
Bad debt written off	-	43	-	-

## 9. Finance expense

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Interest expense on:				
- Term loans	155	166	-	-
- Lease liabilities (Note 28)	216	311	15	31
- Others	39	18	-	-
Total interest expense	410	495	15	31

# Notes to the Financial Statements

30 June 2022 (continued)

## 10. Tax (credit)/expense

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Income tax:</b>				
Malaysian income tax	4,840	6,104	-	-
(Over)/under provision in prior year	(247)	(151)	15	-
	4,593	5,953	15	-
<b>Deferred tax (Note 25):</b>				
Relating to origination and reversal of temporary differences	(5,058)	4,990	-	-
Overprovision of prior year	(58)	(467)	-	-
	(5,116)	4,523	-	-
Withholding tax	-	259	-	-
Total tax (credit)/expense	(523)	10,735	15	-

The Group is subject to income tax on an entity basis on the profit arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate.

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2021: 24%) of the estimated assessable (loss)/profit for the year.

The reconciliations between tax expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the years ended 30 June 2022 and 2021 are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
(Loss)/profit before tax	(45,347)	23,405	2,349	5,718
Taxation at Malaysian statutory tax rate of 24%	(10,883)	5,617	564	1,372
Income not subject to tax	(2,897)	(1,727)	(4,800)	(4,800)
Expenses not deductible for tax purposes	4,431	6,134	4,236	3,428
Withholding tax	-	259	-	-
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(54)	(1,506)	-	-
Deferred tax assets not recognised	9,185	2,576	-	-
(Over)/underprovision in prior year:				
- Malaysian income tax	(247)	(151)	15	-
- Deferred tax	(58)	(467)	-	-
Income tax (credit)/expense	(523)	10,735	15	-

# Notes to the Financial Statements

30 June 2022 (continued)

## 11. (Loss)/earning per share

### (a) Basic (loss)/earning per share

Basic (loss)/earning per share amounts are calculated by dividing (loss)/profit for the year, net of tax, attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year.

	<b>2022</b>	<b>2021</b>
	<b>RM'000</b>	<b>RM'000</b>
(Loss)/profit net of tax attributable to equity holders of the Company	(44,494)	12,958
	<b>2022</b>	<b>2021</b>
	<b>'000</b>	<b>'000</b>
Weighted average number of ordinary shares in issue	831,584	834,259
	<b>2022</b>	<b>2021</b>
Basic (loss)/earning per ordinary share (sen)	(5.4)	1.6

### (b) Diluted

The Group does not have any potential dilutive ordinary shares as at the reporting date.

There have been no other transactions involving ordinary shares as potential dilutive ordinary shares between the reporting date and the date of these financial statements.

# Notes to the Financial Statements

30 June 2022 (continued)

## 12. Property, plant and equipment

Group	Long term		Building under construction	Bearer plants	Plant, machinery and Motor		Renovation	Total
	Freehold land	leasehold land			equipment	vehicle		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>At 30 June 2022</b>								
<b>Cost</b>								
At 1 July 2021	70,000	7,256	279,346	10,125	3,634	3,413	4,315	378,089
Additions	-	-	-	-	145	-	44	189
At 30 June 2022	70,000	7,256	279,346	10,125	3,779	3,413	4,359	378,278
<b>Accumulated depreciation</b>								
At 1 July 2021	-	813	-	3,116	2,662	3,204	2,441	12,236
Charge for the year (Note 8)	-	93	-	779	274	88	419	1,653
At 30 June 2022	-	906	-	3,895	2,936	3,292	2,860	13,889
<b>Net carrying amount</b>								
At 30 June 2022	70,000	6,350	279,346	6,230	843	121	1,499	364,389

# Notes to the Financial Statements

30 June 2022 (continued)

## 12. Property, plant and equipment (continued)

Group	Long term		Building under construction	Bearer plants	Plant, machinery and Motor		Renovation	Total
	Freehold land	leasehold land			equipment	vehicle		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>At 30 June 2021</b>								
<b>Cost</b>								
At 1 July 2020	70,000	6,168	279,346	10,125	2,777	3,413	2,843	374,672
Additions	-	1,088	-	-	857	-	1,472	3,417
At 30 June 2021	70,000	7,256	279,346	10,125	3,634	3,413	4,315	378,089
<b>Accumulated depreciation</b>								
At 1 July 2020	-	745	-	2,337	2,449	3,052	2,117	10,700
Charge for the year (Note 8)	-	68	-	779	213	152	324	1,536
At 30 June 2021	-	813	-	3,116	2,662	3,204	2,441	12,236
<b>Net carrying amount</b>								
At 30 June 2021	70,000	6,443	279,346	7,009	972	209	1,874	365,853

### Long term leasehold land

Included in long term leasehold land comprised of building under construction amounting to RM3,880,000 (2021: RM3,930,000).

### Title of leasehold land

The title to a portion of the long term leasehold land and bearer plant of a subsidiary with carrying book value of RM: Nil (2021: RM4,666,000) is held under beneficial interest.

# Notes to the Financial Statements

30 June 2022 (continued)

## 12. Property, plant and equipment (continued)

Company	Plant, machinery and equipment RM'000	Motor vehicle RM'000	Renovation RM'000	Total RM'000
<b>At 30 June 2022</b>				
<b>Cost</b>				
At 1 July 2021	1,599	84	1,840	3,523
Additions	36	-	-	36
At 30 June 2022	1,635	84	1,840	3,559
<b>Accumulated depreciation</b>				
At 1 July 2021	1,267	84	1,840	3,191
Charge for the year (Note 8)	101	-	-	101
At 30 June 2022	1,368	84	1,840	3,292
<b>Net carrying amount</b>				
At 30 June 2022	267	-	-	267
<b>At 30 June 2021</b>				
<b>Cost</b>				
At 1 July 2020	1,383	84	1,840	3,307
Additions	216	-	-	216
At 30 June 2021	1,599	84	1,840	3,523
<b>Accumulated depreciation</b>				
At 1 July 2020	1,190	84	1,840	3,114
Charge for the year (Note 8)	77	-	-	77
At 30 June 2021	1,267	84	1,840	3,191
<b>Net carrying amount</b>				
At 30 June 2021	332	-	-	332

# Notes to the Financial Statements

30 June 2022 (continued)

## 13. Right-of-use assets

The Group and the Company have lease contracts for buildings with contract terms ranging from 5 to 8 years.

The Group and the Company also have certain leases of motor vehicles with the lease terms of 12 months or less and leases of office equipment with low value. The Group and the Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The carrying amounts of right-of-use assets recognised and the movements during the year are as follows:

Group	Buildings RM'000	Motor Vehicles RM'000	Total RM'000
<b>2022</b>			
At 1 July 2021	4,726	447	5,173
Additions	2,292	-	2,292
Disposal	(144)	-	(144)
Charge for the year (Note 8)	(2,427)	(186)	(2,613)
Reversal of impairment (Note 8)	621	-	621
Exchange differences	-	8	8
At 30 June 2022	5,068	269	5,337
<b>2021</b>			
At 1 July 2020	4,838	626	5,464
Additions	3,869	-	3,869
Disposal	(155)	-	(155)
Charge for the year (Note 8)	(2,404)	(185)	(2,589)
Allowance for impairment (Note 8)	(1,422)	-	(1,422)
Exchange differences	-	6	6
At 30 June 2021	4,726	447	5,173

### Impairment testing of right-of-use assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount. The recoverable amounts were based on value in use as at 30 June 2022. The recoverable amounts of the right-of-use assets have been measured based on cash flow projections approved by the management. The discount rates applied to the cash flow projections ranged from 3.3% to 4.0%. The assumptions used to determine the recoverable amounts include rental per month, duration of rental period and likelihood of exercising renewal options.

Company	Buildings	
	2022 RM'000	2021 RM'000
At 1 July 2021/2020	549	916
Additions	1,460	-
Charge for the year (Note 8)	(367)	(367)
At 30 June	1,642	549

# Notes to the Financial Statements

30 June 2022 (continued)

## 13. Right-of-use assets (continued)

The following are the amounts recognised in profit or loss:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Depreciation of right-of-use assets	2,613	2,589	367	367
(Reversal)/impairment of right-of-use assets	(621)	1,422	-	-
Gain on derecognition of right-of-use assets	6	32	-	-
Interest expense on lease liabilities	216	311	15	31
<b>Total amount recognised in profit or loss</b>	<b>2,214</b>	<b>4,354</b>	<b>382</b>	<b>398</b>

## 14. Inventories

	Group	
	2022 RM'000	2021 RM'000
<b>Non-current</b>		
Land held for property development (Note 14(a))	270,056	269,144
<b>Current</b>		
At cost		
- Completed properties and others (Note 14(b))	57,321	58,501

### (a) Land held for property development

	Development expenditure RM'000	Freehold land RM'000	Leasehold land RM'000	Total RM'000
<b>Group</b>				
<b>At 30 June 2022</b>				
At 1 July 2021	43,029	226,091	24	269,144
Additions	1,126	-	-	1,126
Disposal	(207)	(7)	-	(214)
<b>At 30 June 2022</b>	<b>43,948</b>	<b>226,084</b>	<b>24</b>	<b>270,056</b>
<b>At 30 June 2021</b>				
At 1 July 2020	37,613	226,091	24	263,728
Additions	5,416	-	-	5,416
<b>At 30 June 2021</b>	<b>43,029</b>	<b>226,091</b>	<b>24</b>	<b>269,144</b>

### (b) Completed properties and others

	Group	
	2022 RM'000	2021 RM'000
At cost:		
Completed properties	57,108	58,361
Raw materials, beverages and consumables	213	140
	<b>57,321</b>	<b>58,501</b>

The costs of inventories recognised as an expense amounted to RM5,256,182 (2021: RM3,294,000).

# Notes to the Financial Statements

30 June 2022 (continued)

## 15. Investment properties

	Group	
	2022 RM'000	2021 RM'000
<b>At fair value</b>		
At 1 July 2021/2020	61,900	42,800
Additions	34,463	18,800
Fair value adjustments recognised in profit or loss (Note 5)	1,737	300
At 30 June	<u>98,100</u>	<u>61,900</u>

Investment properties are stated at fair value, which has been determined based on valuations performed by accredited independent valuers as at reporting date. The fair value of the properties has been determined using the comparison method.

The following are recognised in profit or loss in respect of investment properties.

	Group	
	2022 RM'000	2021 RM'000
Rental income	413	252
Direct operating expenses of income generating investment properties	(266)	(180)
Profit arising from investment properties	<u>147</u>	<u>72</u>

## 16. Investment in subsidiaries

	Company	
	2022 RM'000	2021 RM'000
Investments in unquoted shares	704,646	704,646
Discount on loan to a subsidiary	2,838	2,838
Less: Accumulated impairment losses	(391,843)	(381,005)
	<u>315,641</u>	<u>326,479</u>

Movement in accumulated impairment losses account:

At 1 July 2021/2020	381,005	373,363
Charge for the year (Note 8)	10,838	7,642
At 30 June	<u>391,843</u>	<u>381,005</u>

# Notes to the Financial Statements

30 June 2022 (continued)

## 16. Investment in subsidiaries (continued)

Details of the subsidiaries are as follows:

Name of subsidiaries	Country of incorporation	Equity interest held by the Company (%)		Paid-up ordinary share capital	Principal activities
		2022	2021		
Sea Resorts Development Sdn. Bhd.	Malaysia	100	100	RM2,400,002	Investment holding and money lending businesses
Oakland Holdings Sdn. Bhd.	Malaysia	100	100	RM19,000,000	Property development
Mycom (BVI) Ltd.	British Virgin Islands	100	100	USD25,000,000	Investment holding and trading in securities
* Duta Plantations Sdn. Bhd.	Malaysia	100	100	RM1,000,000	Investment holding
Duta Grand Hotels Sdn. Bhd.	Malaysia	76	76	RM291,629,960	Property investment and property development
UNP Plywood Sdn. Bhd.	Malaysia	92	92	RM115,645,154	Dormant
Mycom Capital (BVI) Ltd.	British Virgin Islands	100	100	USD2	Dormant
Pacific Forest Industries Sdn. Bhd.	Malaysia	75	75	RM49,329,817	Dormant
Olympia Land Berhad	Malaysia	100	100	RM31,501,400	Property investment, development and management
KH Estates Sdn. Bhd.	Malaysia	100	100	RM1,000,000	Property investment

# Notes to the Financial Statements

30 June 2022 (continued)

## 16. Investment in subsidiaries (continued)

Details of the subsidiaries are as follows: (continued)

Name of subsidiaries	Country of incorporation	Equity interest held by the Company (%)		Paid-up ordinary share capital	Principal activities
		2022	2021		
* Rambai Realty Sdn. Bhd.	Malaysia	100	100	RM50,000	Investment holding and property development
City Properties Development Sdn. Bhd.	Malaysia	100	100	RM2	Property development and property investment
Mascon Construction Sdn. Bhd.	Malaysia	100	100	RM3,200,000	Dormant
<b>Subsidiaries of Oakland Holdings Sdn. Bhd.</b>					
Jiwa Realty Sdn. Bhd.	Malaysia	51	51	RM1,000,000	Property development
* Merchant Square Sdn. Bhd.	Malaysia	100	100	RM2	Property management
<b>Subsidiaries of Duta Plantations Sdn. Bhd.</b>					
Labuk Estate Sdn. Bhd.	Malaysia	100	100	RM3	Dormant
Labuk Plantation Sdn. Bhd.	Malaysia	100	100	RM3	Dormant
Labukpalm Sdn. Bhd.	Malaysia	100	100	RM3	Dormant
Ladang Anak Jati Sdn. Bhd.	Malaysia	100	100	RM3	Dormant
Majusa Sdn. Bhd.	Malaysia	100	100	RM3,000	Dormant
Moyog Properties Sdn. Bhd.	Malaysia	100	100	RM3	Dormant

# Notes to the Financial Statements

30 June 2022 (continued)

## 16. Investment in subsidiaries (continued)

Details of the subsidiaries are as follows: (continued)

Name of subsidiaries	Country of incorporation	Equity interest held by the Company (%)		Paid-up ordinary share capital	Principal activities
		2022	2021		
<b>Subsidiaries of Duta Plantations Sdn. Bhd. (continued)</b>					
Pertama Land & Development Sdn. Bhd.	Malaysia	100	100	RM11,000,000	Cultivation of oil palm, sales of oil palm fresh fruit bunches and trading of crude palm oil
Tawai Estate Sdn. Bhd.	Malaysia	100	100	RM3	Dormant
Telupid Plantation Sdn. Bhd.	Malaysia	100	100	RM3	Dormant
Telupid Estate Sdn. Bhd.	Malaysia	100	100	RM3	Dormant
<b>Subsidiary of Duta Grand Hotels Sdn. Bhd.</b>					
* Tegas Komposit Sdn. Bhd.	Malaysia	100	100	RM2	Property investment
<b>Subsidiaries of Olympia Land Berhad</b>					
M B Properties Sdn. Bhd.	Malaysia	100	100	RM3,900,000	Property investment and property development
Olympia Property Services Sdn. Bhd.	Malaysia	100	100	RM2	Property management
Olympia Leasing Sdn. Bhd.	Malaysia	100	100	RM1,500,000	Dormant

# Notes to the Financial Statements

30 June 2022 (continued)

## 16. Investment in subsidiaries (continued)

Details of the subsidiaries are as follows: (continued)

Name of subsidiaries	Country of incorporation	Equity interest held by the Company (%)		Paid-up ordinary share capital	Principal activities
		2022	2021		
<b>Subsidiaries of KH Estates Sdn. Bhd.</b>					
KH Land Sdn. Bhd.	Malaysia	100	100	RM1,000,000	Property development
Kenny Heights Central Sdn. Bhd.	Malaysia	58	58	RM100	Investment holding
<b>Subsidiary of KH Land Sdn. Bhd.</b>					
Herald Privilege Sdn. Bhd.	Malaysia	100	100	RM500,000	Operating of restaurant
<b>Subsidiary of Kenny Heights Central Sdn. Bhd.</b>					
Kenny Heights Westcity Sdn. Bhd.	Malaysia	100	100	RM2	Dormant
<b>Subsidiary of Pertama Land &amp; Development Sdn. Bhd.</b>					
Pertama Capital Pte. Ltd.	Singapore	100	100	SGD1,000,000	Investment holding

\* Audited by firms of auditors other than a member of Ernst & Young Global.

# Notes to the Financial Statements

30 June 2022 (continued)

## 16. Investment in subsidiaries (continued)

- (a) Summarised financial information of Duta Grand Hotels Sdn. Bhd. (“DGH”), Pacific Forest Industries Sdn. Bhd. (“PFI”) and UNP Plywood Sdn. Bhd. (“UNP”) which have material non-controlling interests are set out below. The summarised financial information presented below is the amount before inter-company elimination.

- (i) Summarised statements of financial position

	DGH		PFI		UNP	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Non-current assets	349,347	349,347	-	-	-	-
Current assets	5,203	4,928	2	2	36,869	36,884
<b>Total assets</b>	<b>354,550</b>	<b>354,275</b>	<b>2</b>	<b>2</b>	<b>36,869</b>	<b>36,884</b>
Non-current liabilities	136,474	132,044	-	-	-	-
Current liabilities	2,296	5,334	41,639	41,616	5	13
<b>Total liabilities</b>	<b>138,770</b>	<b>137,378</b>	<b>41,639</b>	<b>41,616</b>	<b>5</b>	<b>13</b>
<b>Net assets/(liabilities)</b>	<b>215,780</b>	<b>216,897</b>	<b>(41,637)</b>	<b>(41,614)</b>	<b>36,864</b>	<b>36,871</b>
Equity/(deficit) attributable to equity holders of the Company	163,993	164,842	(31,227)	(31,210)	33,915	33,921
Non-controlling interests	51,787	52,055	(10,410)	(10,404)	2,949	2,950
	<b>215,780</b>	<b>216,897</b>	<b>(41,637)</b>	<b>(41,614)</b>	<b>36,864</b>	<b>36,871</b>

- (ii) Summarised statements of comprehensive income

	DGH		PFI		UNP	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Revenue	-	-	-	-	-	-
Loss for the year, representing total comprehensive loss for the year	(1,117)	(818)	(23)	(149)	(7)	(12)
<b>Total comprehensive loss attributable to owners of the Company</b>	<b>(849)</b>	<b>(622)</b>	<b>(17)</b>	<b>(112)</b>	<b>(6)</b>	<b>(11)</b>
Total comprehensive loss attributable to non-controlling interests	(268)	(196)	(6)	(37)	(1)	(1)
	<b>(1,117)</b>	<b>(818)</b>	<b>(23)</b>	<b>(149)</b>	<b>(7)</b>	<b>(12)</b>

# Notes to the Financial Statements

30 June 2022 (continued)

## 16. Investment in subsidiaries (continued)

(a) Summarised financial information of Duta Grand Hotels Sdn. Bhd. (“DGH”), Pacific Forest Industries Sdn. Bhd. (“PFI”) and UNP Plywood Sdn. Bhd. (“UNP”) which have material non-controlling interests are set out below. The summarised financial information presented below is the amount before inter-company elimination. (continued)

(iii) Summarised statements of cash flows

	DGH		PFI		UNP	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Net cash used in operating activities	(4,171)	(7,897)	(26)	-	-	(5)
Net cash generated from financing activities	4,419	7,926	26	-	-	-
Net increase/(decrease) in cash and cash equivalents	248	29	-	-	-	(5)

## 17. Trade and other receivables

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Non-current</b>				
Due from a joint operator (a)	-	36,889	-	-
Due from subsidiaries (b)	-	-	122,732	118,302
	-	36,889	122,732	118,302
<b>Current</b>				
Trade receivables, net (c)	9,221	16,482	-	-
Other receivables, net (d)	11,846	10,201	2,492	1,849
Due from companies with common directors and corporate shareholders (e)	424	139	-	-
Due from a joint operator (a)	41,980	-	-	-
Due from subsidiaries (b)	-	-	471,012	428,892
	63,471	26,822	473,504	430,741
Total trade and other receivables	63,471	63,711	596,236	549,043
Less: Prepayments	(5,766)	(4,581)	(17)	(21)
Add: Deposits, cash and bank balances (Note 21)	80,216	95,154	1,557	10,973
<b>Total financial assets at amortised costs</b>	<b>137,921</b>	<b>154,284</b>	<b>597,776</b>	<b>559,995</b>

# Notes to the Financial Statements

30 June 2022 (continued)

## 17. Trade and other receivables (continued)

### (a) Due from a joint operator

In the prior year, the amount due from a joint operator relates to receivables from Olympia Properties Sdn. Bhd., a wholly-owned subsidiary of Olympia Industries Berhad. The amount was unsecured, non-interest bearing and repayable on demand. The details of the joint operation are disclosed in Note 33.

### (b) Due from subsidiaries

	Company	
	2022 RM'000	2021 RM'000
Due from subsidiaries	649,140	602,590
Less: Allowance for impairment	(55,396)	(55,396)
	<b>593,744</b>	<b>547,194</b>

The above balances which are non-trade advances given to subsidiaries are unsecured, interest-free and repayable on demand except for amount recorded as non-current which management does not intend to collect within the next 12 months.

Amount due from subsidiaries are analysed as follows:

	Company	
	2022 RM'000	2021 RM'000
Non current	122,732	118,302
Current	471,012	428,892
	<b>593,744</b>	<b>547,194</b>
Movement in allowance for impairment loss account:		
At 1 July 2021/2020	55,396	54,945
Charge for the year (Note 8)	-	451
At 30 June	<b>55,396</b>	<b>55,396</b>

### (c) Trade receivables

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Third parties	15,761	20,909	916	916
Stakeholder sums	1,618	1,754	-	-
	<b>17,379</b>	<b>22,663</b>	<b>916</b>	<b>916</b>
Less: Allowance for impairment	(8,158)	(6,181)	(916)	(916)
	<b>9,221</b>	<b>16,482</b>	<b>-</b>	<b>-</b>

### 17. Trade and other receivables (continued)

#### (c) Trade receivables (continued)

Trade receivables are non-interest bearing and are generally on 14 to 90 days (2021: 14 to 90 days) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or a group of debtors.

Ageing analysis of the Group's and of the Company's trade receivables is as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Neither past due nor impaired	7,588	10,326	-	-
Past due not impaired more than 121 days	1,633	6,156	-	-
	9,221	16,482	-	-
Impaired	8,158	6,181	916	916
	17,379	22,663	916	916

#### Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

#### Receivables that are past due but not impaired

The Group has trade receivables amounting to RM1,633,000 (2021: RM6,156,000) that are past due at the reporting date but not impaired. Based on credit history, there are no indications as at reporting date that these customers will not be able to meet their obligations.

#### Receivables that are impaired

The Group's trade receivables that are impaired have been individually determined.

These trade receivables relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

# Notes to the Financial Statements

30 June 2022 (continued)

## 17. Trade and other receivables (continued)

### (c) Trade receivables (continued)

#### Receivables that are impaired (continued)

Movement in allowance for impairment account:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
At 1 July 2021/2020	6,181	2,992	916	916
Charge for the year (Note 8)	1,977	3,189	-	-
At 30 June	8,158	6,181	916	916

### (d) Other receivables

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Advances	939	2,739	939	939
Refundable deposits	2,053	2,033	921	921
Sundry receivables	13,350	12,817	2,476	1,829
Prepayments	5,766	4,581	17	21
	22,108	22,170	4,353	3,710
Less: Allowance for impairment	(10,262)	(11,969)	(1,861)	(1,861)
	11,846	10,201	2,492	1,849

Movement in allowance for impairment account:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
At 1 July 2021/2020	11,969	12,012	1,861	1,861
Charge/(reversal) for the year (Note 8)	93	(43)	-	-
Write-off during the year	(1,800)	-	-	-
At 30 June	10,262	11,969	1,861	1,861

### (e) Amount due from companies with common directors and corporate shareholders

Amount due from companies with common directors and corporate shareholders are from United Malaysian Properties Sdn Bhd, Olympia Ventures Sdn. Bhd. and KL Landmark Sdn. Bhd. The amount are unsecured, non-interest bearing and repayable on demand.

# Notes to the Financial Statements

30 June 2022 (continued)

## 18. Biological assets

	Group	
	2022 RM'000	2021 RM'000
At 1 July/30 June	79	79

The biological assets of the Group represent fresh fruit bunches (FFB) of 1 month prior to harvesting. As at 30 June 2022, the quantity of the unharvested FFB included in the valuation for the Group are 140 metric tonnes. The expected net cash flows are estimated using the expected output (FFB harvest) and market price at reporting date of FFB adjusted for extraction rates less processing, harvesting and transportation costs.

## 19. Financial assets

	Group	
	2022 RM'000	2021 RM'000
<b>Financial assets at fair value through profit or loss</b>		
<b>Quoted:</b>		
<u>In Malaysia:</u>		
Equity investments	6,390	19,672
Unit trusts	234,486	298,977
<u>Outside Malaysia:</u>		
Equity investments	100,336	108,173
<b>Unquoted:</b>		
<u>Outside Malaysia:</u>		
Debt instruments	-	2,461
Total financial assets	341,212	429,283

# Notes to the Financial Statements

30 June 2022 (continued)

## 20. Derivative financial assets/(liabilities)

Trading derivative financial instruments are revalued on a gross position basis and the unrealised gains or losses are reflected as derivative financial assets and liabilities respectively.

	Group Fair value			
	Asset 2022 RM'000	Liability 2022 RM'000	Asset 2021 RM'000	Liability 2021 RM'000
<b>Less than one year</b>				
<b>Quoted:</b>				
<u>Trading derivatives</u>				
Equity options	-	-	2,465	(1,445)
Commodity futures	-	-	1,000	-
Equity warrants	-	-	120	-
	-	-	3,585	(1,445)
<b>Unquoted:</b>				
<u>Trading derivatives</u>				
Currency forwards	-	-	-	(69)
Equity forwards	-	-	-	(233)
	-	-	-	(302)
Total derivative financial instruments	-	-	3,585	(1,747)

## 21. Deposits, cash and bank balances

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Cash and bank balances	69,220	74,370	1,406	822
Short term deposits with licensed banks	10,996	20,784	151	10,151
Deposits, cash and bank balances	80,216	95,154	1,557	10,973
Less: Deposits with tenures of more than 3 months	(151)	(10,484)	(151)	(151)
Less: Bank overdraft (Note 29)	(1,700)	-	-	-
Cash and cash equivalents	78,365	84,670	1,406	10,822

Included in cash and bank balances of the Group is an amount of RM213,000 (2021: RM212,000) held pursuant to Section 7A of the Housing Developers (Control and Licensing) Act, 1966 and is restricted from use in other operations.

# Notes to the Financial Statements

30 June 2022 (continued)

## 21. Deposits, cash and bank balances (continued)

The range of effective interest rate for the bank deposits per annum is as follows:

	Group		Company	
	2022 %	2021 %	2022 %	2021 %
Licensed banks	1.85 to 2.05	1.70 to 2.05	1.85	1.70

The range of number of days remaining to maturity for the bank deposits as at the reporting date is as follows:

	Group		Company	
	2022 Days	2021 Days	2022 Days	2021 Days
Licensed banks	1 to 365	1 to 365	1 to 365	1 to 365

## 22. Share capital, capital reserve and treasury shares

### Share capital

	Number of ordinary shares		Amount	
	2022 '000	2021 '000	2022 RM'000	2021 RM'000
Ordinary shares: Issued and fully paid	846,118	846,118	423,059	423,059

All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

### Capital reserve

	Group and Company	
	2022 RM'000	2021 RM'000
At 30 June	53,109	53,109

Comprised remaining credit from par value and share premium reduction exercise in prior years after off setting capital reduction expense and accumulated losses of RM186,000 and RM388,259,000 respectively.

### Treasury shares

	Number of treasury shares		Group and Company	
	2022 '000	2021 '000	2022 RM'000	2021 RM'000
At 1 July 2021/2020	13,924	8,383	5,034	3,021
Additions	2,514	5,541	870	2,013
At 30 June	16,438	13,924	5,904	5,034

# Notes to the Financial Statements

30 June 2022 (continued)

## 22. Share capital, capital reserve and treasury shares (continued)

During the financial year, the Company repurchased 2,513,700 (2021: 5,541,000) of its issued ordinary shares from the open market at an average price of RM0.35 (2021: RM0.36) per share. The total consideration paid for the repurchase including transaction costs was RM869,544 (2021: RM2,013,667). The shares repurchased are being held as treasury shares in accordance with Section 127 of the Companies Act 2016.

As at 30 June 2022, the Company held as treasury shares a total of 16,437,600 (2021: 13,923,900) of its 846,118,039 issued ordinary shares. Such treasury shares are held at carrying amount of RM5,903,911 (2021: RM5,034,367).

## 23. Retained profits

As at 30 June 2022, the Company may distribute the entire balance of the retained profits under the single-tier system.

## 24. Dividends

	Group and Company	
	2022	2021
	RM'000	RM'000
<b>In respect of financial year ended 30 June 2020</b>		
First and final tax exempt (single-tier) dividend of 1 sen per ordinary share, on 834,271,339 ordinary shares declared on 6 October 2020 and paid on 26 November 2020	-	8,343
<b>In respect of financial year ended 30 June 2021</b>		
Interim tax exempt (single-tier) dividends of 1 sen per ordinary shares, on 832,194,139 ordinary shares, declared on 16 June 2021 and paid on 29 July 2021	-	8,322
	-	16,665

## 25. Deferred tax liabilities

	Group	
	2022	2021
	RM'000	RM'000
At 1 July 2021/2020	5,257	700
Recognised in profit or loss (Note 10)	(5,116)	4,523
Exchange differences	40	34
At 30 June	181	5,257
Presented after appropriate offsetting as follows:		
Deferred tax assets	-	-
Deferred tax liabilities	181	5,257
	181	5,257

# Notes to the Financial Statements

30 June 2022 (continued)

## 25. Deferred tax liabilities (continued)

The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

### Deferred tax liabilities of the Group:

	Property, plant and equipment RM'000	Financial assets RM'000	Others RM'000	Total RM'000
<b>2022</b>				
At 1 July 2021	203	5,054	-	5,257
Recognised in profit or loss	(22)	(5,094)	-	(5,116)
Exchange differences	-	40	-	40
At 30 June 2022	181	-	-	181
<b>2021</b>				
At 1 July 2020	348	-	352	700
Recognised in profit or loss	(145)	5,020	(352)	4,523
Exchange differences	-	34	-	34
At 30 June 2021	203	5,054	-	5,257

Deferred tax assets have not been recognised in respect of the following items:

Group	2022 RM'000	2021 RM'000
Unutilised tax losses	39,568	32,820
Unabsorbed capital allowances	105	57
Others	38,067	6,818
	77,740	39,695

The availability of the unutilised tax losses and unabsorbed capital allowances for offsetting against future taxable profits of the respective subsidiaries are subject to no substantial changes in shareholdings of those subsidiaries under the Income Tax Act 1967 and guidelines issued by the tax authority.

On the other hand, the Malaysia Finance Act gazetted on 27 December 2018 has imposed a time limitation to restrict the carry forward of the unutilised tax losses for Malaysian entities. Based on the latest Malaysian Finance Act gazetted on 31 December 2021, the time limit for the carry forward of the unutilised tax losses has been extended from 7 years to 10 years.

As a result of this change, the unutilised tax losses accumulated up to the year of assessment 2018 are allowed to be carried forward for 10 consecutive years of assessment (i.e. from years of assessment 2019 to 2028) and any balance of the unutilised losses thereafter shall be disregarded.

# Notes to the Financial Statements

30 June 2022 (continued)

## 25. Deferred tax liabilities (continued)

Unabsorbed capital allowances do not expire under the current legislation. In the case of a dormant company, such allowances and losses will not be available to the affected group entities if there has been a change of 50% or more in the shareholdings thereof.

Deferred tax assets have not been recognised in respect of these items as they may not be used to offset taxable profits of other companies in the Group and they have arisen in companies that have recent histories of losses.

## 26. Trade and other payables

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Non-current</b>				
<b>Other payables</b>				
Sundry payables	135	135	-	-
<b>Current</b>				
<b>Trade payables</b>				
Third parties (a)	12,948	32,859	-	-
<b>Other payables</b>				
Accruals	2,284	2,134	529	596
Sundry payables	13,056	18,053	1,469	9,794
Due to subsidiaries (b)	-	-	321,167	287,552
Due to affiliate (c)	368	74	255	57
	15,708	20,261	323,420	297,999
	28,656	53,120	323,420	297,999
<b>Trade and other payables, at amortised cost</b>	<b>28,791</b>	<b>53,255</b>	<b>323,420</b>	<b>297,999</b>

### (a) Third parties

The normal trade credit terms granted to the Group range from 30 to 90 days (2021: 30 to 90 days).

### (b) Due to subsidiaries

The above balances which are non-trade advances received from subsidiaries are unsecured, interest-free and repayable on demand.

### (c) Due to affiliate

The amount due to an affiliate is non-trade in nature, unsecured, interest free and repayable on demand.

# Notes to the Financial Statements

30 June 2022 (continued)

## 27. Provision

	Group	
	2022 RM'000	2021 RM'000
At 1 July 2021/2020	-	-
Additional	147	-
At 30 June	147	-

Provision is made for restoration costs which is expected to be incurred at the end of the lease term of the shoplot.

## 28. Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
At 1 July 2021/2020	6,944	5,548	573	935
Additions	2,145	3,869	1,460	-
Disposal	(150)	(187)	-	-
Interest expense (Note 9)	216	311	15	31
Payments made during the year	(2,889)	(2,514)	(393)	(393)
Rent concession (Note 5)	-	(89)	-	-
Exchange differences	8	6	-	-
At 30 June	6,274	6,944	1,655	573
Lease liabilities is analysed as follows:				
Current	2,660	2,651	348	378
Non-current	3,614	4,293	1,307	195
	6,274	6,944	1,655	573
The remaining maturities of the lease liabilities as at reporting date is as follows:				
Less than 1 year	2,660	2,651	348	378
More than 1 year and less than 5 years	3,614	4,293	1,307	195
	6,274	6,944	1,655	573

# Notes to the Financial Statements

30 June 2022 (continued)

## 29. Borrowing

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Unsecured bank overdraft	1,700	-	-	-

The bank overdraft as at 30 June 2022 bore interest at 2.1% per annum.

## 30. Significant related party transactions and balances

- (a) In addition to the transactions disclosed elsewhere in the financial statements, the Group and the Company had the following transactions and balances with related parties during the financial year:

### Significant related party transactions

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Transactions with affiliated companies</b>				
Rental of premises and parking	786	665	408	393
Purchase of investment properties	34,463	18,800	-	-
Construction revenue	(1,010)	-	-	-
<b>Transaction with subsidiary</b>				
Dividend income	-	-	(20,000)	(20,000)

The directors are of the opinion that all the above transactions and those disclosed elsewhere in the financial statements have been entered into in the normal course of business and have been established on negotiated terms and conditions.

### Significant related party balances

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
(i) Amount due from companies with common directors and corporate shareholders				
United Malaysian Properties Sdn. Bhd.	63	139	-	-
Olympia Ventures Sdn. Bhd.	285	-	-	-
KL Landmark Sdn. Bhd.	76	-	-	-
(ii) Amount due from a joint operator				
Olympia Properties Sdn. Bhd.	41,980	36,889	-	-
(iii) Amount due to an affiliate				
Dairy Maid Resort & Recreation Sdn. Bhd.	368	74	255	57

### 30. Significant related party transactions and balances (continued)

(b) Compensation of key management personnel

The remuneration of members of key management personnel during the financial year was as follows:

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Salaries and other short term employment benefits	3,975	3,961	1,993	1,993
Defined contribution plans	243	227	82	82
Directors' fees	436	312	312	312
Directors' other emoluments	51	974	51	54
	<b>4,705</b>	<b>5,474</b>	<b>2,438</b>	<b>2,441</b>

### 31. Contingent liabilities - unsecured

The following are the details of the claims:

- (a) On 13 December 2006, Rinota Construction Sdn Bhd ("Petitioner") filed an action against Mascon Rinota Sdn Bhd ("MRSB"), Mascon Sdn Bhd ("MSB"), Olympia Industries Berhad ("OIB") and others at the Kuala Lumpur High Court ("KLHC") by virtue of an alleged oppression under Section 181 of the then Companies Act 1965 ("Original Petition"). The Petitioner sought damages of approximately RM8.0 million. On 21 October 2007, the Petitioner filed an application to amend the Original Petition by adding Mascon Construction Sdn Bhd ("MCSB"), a subsidiary of DutaLand, as another respondent and such application was subsequently allowed by KLHC. MSB, a subsidiary of OIB, was wound up on 25 March 2008. On 29 August 2012, KLHC ruled in favour of the Petitioner with an order for MCSB and others to buy out the Petitioner's shareholding in MRSB which is a subsidiary of MSB. On 27 September 2012, MCSB and the others appealed against this decision, which appeal was allowed by the Court of Appeal with costs of RM100,000.00. The Petitioner filed an application for leave to appeal to the Federal Court ("the Court") which was granted on 21 June 2016.

The appeal proper was heard on 22 May 2017 and dismissed with cost of RM100,000. The Federal Court reinstated the order of the High Court which ordered that all the respondents purchase the shares owned by the Petitioner in MRSB and that a certified public accountant be appointed to inspect the accounts of MRSB and file a report to the High Court of the results of the inspection to determine the value of the shares, together with payment of RM100,000 being costs to the Petitioner for the hearing in the Federal Court and the Court of Appeal. The High Court had fixed the case for further case management before the judge on 3 May 2018 for the appointment of the certified public accountant. On 3 May 2018 the case was fixed for case management before YA Dato Has Zanah binti Mehat, the Court had fixed the matter for Hearing of Enclosure 82 on 26 June 2018. On 26 June 2018, the Court had allowed the Petitioner's application for extension to re-appoint BDO Governance Advisory Sdn Bhd ("BDO") as the Court appointer auditor. Pursuant to the court order dated 26 June 2018, BDO had 6 months from 26 June 2018 to prepare the accountant's report.

### 31. Contingent liabilities - unsecured (continued)

The following are the details of the claims: (continued)

- (a) On 17 January 2019, the Court was informed by the Petitioner that they would file a notice to appoint a new Auditor as the earlier Auditor failed to complete the accounts within the given time frame. The Court had directed for the Petitioner to file the notice on or before 31 January 2019. The Court also fixed the above matter for case management on 31 January 2019. On 31 January 2019, the Petitioner informed the Court that they have appoint a new Auditor, Ferrier Hodgson MH Sdn Bhd ("FHMH"), and the Court had fixed the matter for decision on 22 April 2019. On 22 April 2019, the Court had adjourned the matter to 29 April 2019 for the parties to make oral submission and this date had been adjourned to 10 June 2019. On 23 July 2019, the Court dismissed the order sought by the Petitioner to appoint FHMH to prepare an expert report to advise the Court on the fair price of the shares. On 6 August 2019, the Petitioner filed an appeal against the High Court's decision to dismiss the order sought by the Petitioner. The ground of High Court's judgement was published on 15 November 2019. The Court of Appeal fixed the appeal for case management on 10 March 2020.

On 10 March 2020, the Court of Appeal fixed the appeal for:- (i) hearing on 7 July 2020; and (ii) case management on 23 June 2020 for the parties to update the Court of Appeal on the status of filing of the records of appeal and written submissions. On 7 July 2020, the Court of Appeal allowed the Petitioner's appeal to appoint FHMH in replacement of BDO, with costs of RM15,000.00 payable to the Petitioner ("COA Order dated 7 July 2020"). Case Management was fixed on 17 August 2020 before the High Court for further directions on the appointment of FHMH. On 5 August 2020, the Respondents filed for leave to appeal against the COA Order dated 7 July 2020 to the Federal Court ("FC Leave Application"). The FC Leave Application was fixed for case management on 7 September 2020.

On 17 August 2020, the Petitioner informed the Court that FHMH has been appointed pursuant to the COA Order dated 7 July 2020 to prepare an expert report to advise the High Court on the fair buy-out price of the Petitioner's shares in Mascon Rinota Sdn Bhd. The Petitioner is required to produce the said report within 4 months from the COA Order dated 7 July 2020 i.e. by 7 November 2020. The Learned Judge directed both parties to submit their expert reports by 30 September 2020 and has fixed case management on 1 October 2020.

On 1 October 2020, the matter was called up for case management before the High Court. Parties informed the High Court that they have nominated their respective Auditor. Meanwhile, parties jointly applied for an extension of time to file and exchange accountant's reports given that parties in the midst of retrieving the requisite documents to enable their Auditor to finalise their accountant's reports. The High Court took note of the same and fixed the matter for further case management on 30 November 2020 for parties to update the High Court on the status of the parties' accountant reports. However, due to the extension of the Conditional Movement Control Order till 9 December 2020, the High Court rescheduled the matter for case management to 9 February 2021.

On 11 November 2020, the FC Leave Application was called up for case management. In light of the extension of the Conditional Movement Control Order till 9 December 2020, parties have agreed to proceed with FC Leave Application by way of an online hearing on 25 November 2020. On 25 November 2020, the Federal Court allowed the FC Leave Application for leave to appeal ("FC Leave Order").

On 8 December 2020, the Petitioner filed a motion to discharge the FC Leave Order. At the hearing of motion on 8 February 2021, the Federal Court allowed the Petitioner's Motion to Discharge the FC Leave Order with costs of RM 40,000.00.

At the case management before the High Court on 9 February 2021, the Court directed both parties to file and exchange their respective accountant's reports on or before 10 May 2021 and respective rebuttal reports on or before 10 June 2021.

## 31. Contingent liabilities - unsecured (continued)

The following are the details of the claims: (continued)

- (a) On 10 May 2021, the Respondents filed a Notice of Application to replace Bridge Corporate Management ('BCM') with KPMG Corporate Advisory Sdn Bhd ('KPMG') in order for the expert report to be prepared and finalised expeditiously. The Respondents' Notice of Application dated 10 May 2021 was called up for Case Management on 19 July 2021 and upon hearing submissions from parties, the Court allowed the Respondents' Notice of Application dated 10 May 2021. Pursuant thereto, KPMG was appointed as the Respondents' accountants and were given four (4) months from 19 July 2021, i.e. by 18 November 2021 to prepare its expert report. The Court then fixed 3 December 2021 (re-fixed 13 December 2021) for Case Management, for parties to update the Court on the status of the expert report.

On 13 December 2021, the Respondents' Valuation Report was filed and parties exchanged their respective Valuation Reports on the same day. The Court fixed 21 January 2022 for case management for parties to update the Court on the time required for the preparation of the parties' respective Rebuttal Reports.

On 21 January 2022, the Court directed the parties' respective Rebuttal Reports are to be filed by 1 April 2022. The hearing fixed on 21 April 2022.

On 21 April 2022, the Court allowed the Respondent's Application for Extension of Time to file the Rebuttable Report by 29 April 2022 and fixed for case management on 19 May 2022. The Court had on 17 June 2022 fixed the matter to be heard on 5 September 2022. During the Hearing, upon reading the cause papers filed and hearing submissions from respective counsel for the parties, the Court allowed Enclosure 110 and parties are to confine the scope of cross-examination by identifying the issues and areas. Hence, the matter is tentatively fixed for Case Management on 7 October 2022. On 7 October 2022, the Court fixed the next case management on 7 November 2022.

- (b) On 4 September 2020, Ideaworks Resources Sdn Bhd ("IRSB") Sub-Contractor (NSC) filed a dispute of RM6.2mil against Oakland Holdings Sdn Bhd ("OHSB") (Main Contractor) for the final account claim under the PAM06 Sub-Contract. OHSB received a Notice of Arbitration on 18 December 2020 from IRSB that proposed to refer to Arbitration and to be settled by an Arbitrator. The parties agreed to hold over any response to the Notice of Arbitration to facilitate the ongoing settlement discussions. In the event, the discussions fell through, IRSB would then submit its Commencement Request with the Asian International Arbitration Centre ("AIAC") and parties would then continue with the Arbitration following the prescribed steps in the AIAC Arbitration Rules. Despite the parties' agreement and OHSB continued communication with IRSB on the matter, IRSB on 11 June 2021 proceeded to submit the Commencement Request to commence domestic arbitration proceedings at the AIAC against OHSB. On 9 December 2021, AIAC appointed Rodney Leonard Martin as the Arbitrator to determine the disputes between the parties. On 22 December 2021, the Arbitrator fixed the first preliminary meeting on 14 January 2022. During the preliminary meeting, the Arbitrator directed the parties to prepare the necessary documents and fixed 10 days hearing, on 6 February 2023 to 10 February 2023 and 20 February 2023 to 24 February 2023.

On 10 July 2022, OHSB filed a Summary Determination Request Application pursuant to Rule 19 of the AIAC Rules 2021 which sought to dismiss IRSB's Final Account claims (namely its claims for variation works and balance retention) which amount to RM4,284,530 out of IRSB' total claimed of RM6,251,228 in the present arbitration. OHSB received the Arbitration Award on 13 October 2022 which granted Oakland's Summary Determination Request and dismissed IRSB's Final Account claims in the sum of RM4,284,530. IRSB may apply to the High Court to set aside the Award for Summary Determination by 10 January 2023. Should IRSB file a setting aside application, the directors are of the view that OHSB has a good chance of success in defending the application.

# Notes to the Financial Statements

30 June 2022 (continued)

## 31. Contingent liabilities - unsecured (continued)

The following are the details of the claims: (continued)

- (b) IRSB's remaining claims for loss of profit, loss and expense, and work done pursuant to the nullified LOA, in the total sum of RM1,966,698 and OHSB's counterclaim for defect rectification works in the sum of RM1,173,167 will still proceed in Arbitration, and new hearing dates will most likely to be fixed. The directors are of the view that OHSB has a reasonable chance of success in defending IRSB's remaining claims of RM1,966,698 and for its counterclaim of RM1,173,167.

## 32. Segment information

### (a) Business segments

For management purposes, the Group is organised into business units based on their products and services. The Group's reportable segments are as follows:

- (i) Property development - the development of residential and commercial properties and sale of completed properties;
- (ii) Construction management;
- (iii) Plantation - oil palm cultivation, sales of oil palm fruits and sales of crude palm oil;
- (iv) CPO trading - trading of crude palm oil; and
- (v) Investment holding and others - investment holding includes management, building maintenance, property investment and food and beverages.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise corporate assets, liabilities and expenses.

The directors are of the opinion that all inter-segment transactions have been entered in the normal course of business. Segment revenue, expenses and results include transactions between business segments. These transactions are eliminated on consolidation.

	Property development RM'000	Plantation RM'000	CPO Trading RM'000	Investment holding and others RM'000	Adjustments and elimination RM'000	Note	Consolidated RM'000
<b>30 June 2022</b>							
<b>Revenue</b>							
External revenue, total	1,804	2,061	122,733	13,855	(1,495)		138,958
Inter-segment revenue	-	-	-	20,000	(20,000)		-
<b>Results</b>							
Finance income	370	-	-	289	-		659
Finance expense	(133)	-	-	(275)	(2)		(410)
Depreciation	(1,652)	(821)	-	(1,768)	(25)		(4,266)
Other material non-cash income/(expenses), net	5,088	-	-	(40,292)	(4,764)	(a)(i)	(39,968)
Segment loss	(3,839)	(78)	(2,310)	(34,362)	(4,758)	(a)(ii)	(45,347)

# Notes to the Financial Statements

30 June 2022 (continued)

## 32. Segment information (continued)

### (a) Business segments (continued)

	Property development RM'000	Plantation RM'000	CPO Trading RM'000	Investment holding and others RM'000	Adjustments and elimination RM'000	Note	Consolidated RM'000
<b>30 June 2022 (continued)</b>							
<b>Assets</b>							
Additions to non-current assets	1,164	-	-	151	-	(a)(iii)	1,315
Segment assets	30,825	11,980	7,267	1,509,005	(275,594)	(a)(iv)	1,283,483
<b>Liabilities</b>							
Segment liabilities	13,775	-	1,888	32,051	(9)	(a)(v)	47,705
<b>30 June 2021</b>							
<b>Revenue</b>							
External revenue, total	2,425	1,116	165,973	6,761	-		176,275
Inter-segment revenue	-	-	-	20,000	(20,000)		-
<b>Results</b>							
Finance income	52	-	-	677	-		729
Finance expense	(164)	(219)	-	(112)	-		(495)
Depreciation	(1,654)	(1,178)	-	(1,293)	-		(4,125)
Other material non-cash expenses, net	(4,311)	-	2,616	13,376	-	(a)(i)	11,681
Segment (loss)/profit	(14,385)	(558)	(277)	50,484	(11,859)	(a)(ii)	23,405
<b>Assets</b>							
Additions to non-current assets	4,480	-	1,116	3,237	-	(a)(iii)	8,833
Segment assets	37,789	13,286	13,305	1,566,554	(275,497)	(a)(iv)	1,355,437
<b>Liabilities</b>							
Segment liabilities	16,913	89	17,606	38,795	110	(a)(v)	73,513

- (i) Other material non-cash (expense)/income, net, consist of the following items as presented in the respective notes to the financial statements:

	Note	2022 RM'000	2021 RM'000
Gain/(loss) on changes of fair value of			
- investment properties	5, 15	1,737	300
- financial assets	5, 8	(50,833)	20,240
Unrealised foreign exchange gain/(loss)	5, 8	10,577	(4,248)
Allowance for impairment of receivables	8, 17	(2,070)	(3,189)
Reversal/(impairment) of right-of-use assets	8, 13	621	(1,422)
		(39,968)	11,681

# Notes to the Financial Statements

30 June 2022 (continued)

## 32. Segment information (continued)

### (a) Business segments (continued)

- (ii) The following items are added/(deducted) from segment loss to arrive at “(loss)/profit before tax” presented in the consolidated statement of comprehensive income:

	Note	2022 RM'000	2021 RM'000
Finance income	5	659	729
Finance expense	9	(410)	(495)
		249	234

- (iii) Additions to non-current assets consist of:

	Note	2022 RM'000	2021 RM'000
Property, plant and equipment	12	189	3,417
Land held for property development	14 (a)	1,126	5,416
		1,315	8,833

- (iv) The following item is added to segment assets to arrive at total assets reported in the consolidated statement of financial position:

	2022 RM'000	2021 RM'000
Tax recoverable	3,302	3,054

- (v) The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position:

	Note	2022 RM'000	2021 RM'000
Deferred tax liabilities	25	181	5,257
Tax payable		10,612	6,310
		10,793	11,567

# Notes to the Financial Statements

30 June 2022 (continued)

## 32. Segment information (continued)

### (b) Geographical segments

Geographically, the management considers total Group performance in Malaysia and Singapore separately and is determined based on performance of respective region.

	Malaysia		Singapore	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Revenue</b>				
External revenue, total	137,462	175,835	1,496	440
<b>Results</b>				
Finance income	659	729	-	-
Finance expense	(236)	(301)	(174)	(194)
Depreciation	(4,080)	(3,942)	(186)	(183)
Other material non-cash income/(expenses), net	6,219	(8,559)	(46,187)	20,240
Segment (loss)/profit	(17,276)	(19,416)	(28,071)	42,821
<b>Assets</b>				
Additions to non-current assets	1,315	8,833	-	-
Segment assets	1,146,872	1,222,850	136,611	132,587
<b>Liabilities</b>				
Segment liabilities	30,653	58,398	17,052	15,115

## 33. Joint operations

On 14 February 2003, KH Estates Sdn. Bhd. ("KHE"), a wholly-owned subsidiary of the Company and Olympia Properties Sdn. Bhd. ("OPSB"), a wholly-owned subsidiary of Olympia Industries Berhad ("OIB") entered into a Consortium Agreement to form a joint venture to jointly develop 12 parcels of land located in the vicinity of Mont Kiara/Sri Hartamas (known as the "KHD Land"). The joint venture between KHE and OPSB is on a ratio of 58% and 42% respectively.

The salient terms of the Consortium Agreement are as follows:

- (i) The KHD Land will be transferred to a trustee who in turn shall hold the beneficial interest in favour of KHE and OPSB respectively;
- (ii) The trustee shall make the necessary application to the relevant authorities for the purposes of amalgamation and sub-division of the KHD Land;
- (iii) KHE and OPSB have agreed to appoint KH Land Sdn. Bhd. ("KHL"), a wholly-owned subsidiary of KHE as the developer for the KHD Land;
- (iv) The respective share of assets, liabilities, income and expenses, contribution to working funds and disbursements and liabilities and all obligation whatsoever in connection with the execution of the Consortium Agreement shall be 58% and 42% for KHE and OPSB respectively; and
- (v) The KHE and OPSB have mutually agreed that any proceeds derived from the joint venture shall first be utilised and applied towards redemption of the existing charges created on the KHD Land.

# Notes to the Financial Statements

30 June 2022 (continued)

## 33. Joint operations (continued)

The Group's aggregate share of the revenue, expenses, assets and liabilities of the joint operations are as follows:

	Group	
	2022 RM'000	2021 RM'000
Other income	456	198
Other expenses, including finance costs and tax	(5,276)	(2,851)
Loss for the year	(4,820)	(2,653)
Non-current assets	225,952	224,682
Cash and cash equivalents	1,857	312
Other current assets	12,452	12,638
Current liabilities	(232,327)	(4,999)
Non-current liabilities	(339)	(220,218)
Net assets	7,595	12,415

## 34. Fair value of financial instruments

### (a) Determination of fair value

#### Financial instruments that are not carried at fair value

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	Note
Trade and other receivables	17
Deposits, cash and bank balances	21
Trade and other payables	26
Lease liabilities	28
Borrowing	29

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values due to the relatively short term nature of these financial instruments.

### (b) Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 - Unadjusted quoted prices in active market for identical financial instrument
- ii) Level 2 - Inputs other than quoted prices that are observable either directly or indirectly
- iii) Level 3 - Inputs that are not based on observable market data

For assets that are recognised in the financial statements on a recurring basis, the Group and the Company determine whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 34. Fair value of financial instruments (continued)

#### (b) Fair value hierarchy (continued)

External valuers are involved for valuation of significant assets, such as investment properties.

Involvement of external valuers is decided upon annually by the senior management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Senior management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the senior management analyses the movements in the values of assets which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, senior management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

Senior management, in conjunction with the Group's external valuers, also compare each of the changes in the fair value of each asset with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets on the basis of the nature, characteristics and risks of the asset and the level of the fair value hierarchy as explained above.

As at 30 June 2022 and 30 June 2021, the Group held the following assets and liability carried at fair value in the statement of financial position:

#### Group

	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000
<b>2022</b>				
<b>Assets measured at fair value</b>				
Investment properties	98,100	-	98,100	-
Biological assets	79	-	-	79
Financial assets	341,212	341,212	-	-
<b>2021</b>				
<b>Assets measured at fair value</b>				
Investment properties	61,900	-	61,900	-
Biological assets	79	-	-	79
Financial assets	429,283	426,822	-	2,461
Derivative financial assets	3,585	3,585	-	-
<b>Liability measured at fair value</b>				
Derivative financial liabilities	1,747	1,445	-	302

## 34. Fair value of financial instruments (continued)

### (b) Fair value hierarchy (continued)

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 3 of the fair value hierarchy:

#### Financial assets and derivative financial instruments

The valuation of unquoted financial instruments uses valuation models and assumptions based on market conditions. The valuation models incorporate various market observable inputs, including risk-free rate, volatility of the underlying assets and quoted price of the underlying assets. Where applicable data is not observable, the best estimate based on realistic market assumptions is used.

## 35. Financial risk management objectives and policies

The Group's and the Company's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's and the Company's businesses whilst managing its interest rate risk, liquidity risk, credit risk and foreign currency risk. The Group and the Company operates within clearly defined guidelines that are approved by the Board and the Group's and the Company's policy is not to engage in speculative transactions.

### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing financial instruments with floating interest rates. The Group is not exposed to any significant fluctuation in interest rate.

The Group has a policy to ensure that the rates obtained are competitive so as to ensure that its cost of financing is kept at the lowest possible. The Group does not generally hedge interest rate risks.

### (b) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group and the Company actively manages its operating cash flows and the availability of funding so as to ensure that all repayment and funding needs are met. As part of its overall prudent liquidity management, the Group and the Company strive to maintain sufficient levels of cash or cash convertible investments to meet its working capital requirements.

# Notes to the Financial Statements

30 June 2022 (continued)

## 35. Financial risk management objectives and policies (continued)

### (b) Liquidity risk (continued)

#### Analysis of financial instruments by remaining contractual maturities

The table below summarised the maturity profile of the Group's and of the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations.

	Less than one year RM'000	Between two to five years RM'000	Total RM'000
<b>30 June 2022</b>			
<b>Group</b>			
<b>Financial liabilities:</b>			
Trade and other payables	28,656	135	28,791
Lease liabilities	2,785	3,795	6,580
Borrowing	1,700	-	1,700
<b>Total</b>	<b>33,141</b>	<b>3,930</b>	<b>37,071</b>
<b>Company</b>			
<b>Financial liabilities:</b>			
Trade and other payables	323,420	-	323,420
Lease liabilities	393	1,376	1,769
<b>Total</b>	<b>323,813</b>	<b>1,376</b>	<b>325,189</b>
<b>30 June 2021</b>			
<b>Group</b>			
<b>Financial liabilities:</b>			
Trade and other payables	53,120	135	53,255
Lease liabilities	2,869	4,513	7,382
Derivative financial liabilities	1,747	-	1,747
<b>Total</b>	<b>57,736</b>	<b>4,648</b>	<b>62,384</b>
<b>Company</b>			
<b>Financial liabilities:</b>			
Trade and other payables	297,999	-	297,999
Lease liabilities	393	196	589
<b>Total</b>	<b>298,392</b>	<b>196</b>	<b>298,588</b>

### 35. Financial risk management objectives and policies (continued)

#### (c) Credit risk

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. The Group and the Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is minimised and monitored via strictly limiting the Group's associations to business partners with high creditworthiness. Trade receivables are monitored on an ongoing basis via Group's management reporting procedures.

#### Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

#### Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date are as follows:

	2022		2021	
	RM'000	% of total	RM'000	% of total
CPO trading	6,922	75%	8,176	50%
Construction	387	4%	4,764	29%
Property development	1,778	19%	3,114	19%
Plantation	49	1%	347	2%
Investment holding and others	85	1%	81	0%
	9,221	100%	16,482	100%

#### Financial assets that are neither past due nor impaired

Information regarding trade and other receivables that are neither past due nor impaired is disclosed in Note 17. Deposits with licensed banks that are neither past due nor impaired are placed with or entered into with reputable financial institutions with high credit ratings and no history of default.

#### Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 17.

# Notes to the Financial Statements

30 June 2022 (continued)

## 35. Financial risk management objectives and policies (continued)

### (d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates primarily relates to the Group's operating activities (when revenue or expense are denominated in a different currency from the Group's functional currency).

The foreign exchange exposures in transactional currencies other than functional currency of the Group are kept to an acceptable level.

As at 30 June 2022, if RM had weakened/strengthened by 5% against the foreign currencies with all other variables held constant, the impact on the post-tax (loss)/profit for the financial year are tabulated below:

	----- 2022 -----		----- 2021 -----	
	+5% RM'000	-5% RM'000	+5% RM'000	-5% RM'000
<b>SGD</b>				
Impact on post tax (loss)/profit	303	(303)	74	(74)
<b>USD</b>				
Impact on post tax (loss)/profit	(4,093)	4,093	4,787	(4,787)
<b>GBP</b>				
Impact on post tax (loss)/profit	(344)	344	669	(669)
<b>HKD</b>				
Impact on post tax (loss)/profit	(482)	482	567	(567)
<b>EUR</b>				
Impact on post tax (loss)/profit	(78)	78	122	(122)
<b>JPY</b>				
Impact on post tax (loss)/profit	(119)	119	-	-

The exposure to other foreign currency risk of the Group is not material and hence, sensitivity analysis is not presented.

### (e) Changes in liabilities arising from financing activities

	Group		Company	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
<b>Financing cash flow reconciliation:</b>				
At 1 July 2021/2020	6,944	5,548	573	935
Cash flows	(2,889)	(2,514)	(393)	(393)
Others	2,219	3,910	1,475	31
At 30 June	6,274	6,944	1,655	573

### 36. Capital management

The primary objective of the Group's and the Company's capital management are to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximises shareholder value.

The Group and the Company manage its capital structure and monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's and the Company's endeavour to maintain healthy gearing ratio and regularly monitor the gearing level to ensure compliance with loans covenant. The Group includes within net debt, borrowings, trade and other payables, less cash and bank balances. Capital includes total equity attributable to owners of the parent.

No changes were made in the objectives, policies or processes during the years ended 30 June 2022 and 30 June 2021.

# Directors' Responsibility Statement

in respect of the preparation of the annual audited financial statements

The Directors of the Company are responsible:

- to take reasonable steps to safeguard the assets of the Group and the Company to prevent and detect fraud and other irregularities;
- for the preparation of financial statements of the Group and of the Company that give a true and fair view of the financial position of the Group and the Company as at the end of the financial year and of their financial performance and cash flows for the financial year, in accordance with the Malaysian Financial Reporting Standards, the International Financial Reporting Standards, the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- for such internal control, as the Directors determine, is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error; and
- for assessing the Group's and the Company's ability to continue as a going concern and disclosing, as applicable, matters related to going concern.

In preparing the annual audited financial statements for the financial year ended 30 June 2022, the Directors of the Company have:

- applied the appropriate and relevant accounting policies on a consistent basis;
- made judgements and estimates that are reasonable and prudent; and
- prepared the audited financial statements by using the going concern basis of accounting.

This Directors' Responsibility Statement is made in accordance with a resolution of the Board of Directors of DutaLand Berhad passed on 25 October 2022.

# Analysis of Shareholdings

as at 5 October 2022

Total number of issued shares	:	846,118,039 shares
Treasury shares held by the Company	:	21,654,400 shares
Class of shares	:	Ordinary shares
Voting rights (on a poll)	:	1 vote for each ordinary share held
Number of shareholders	:	14,252

## DISTRIBUTION OF SHAREHOLDINGS

(as per the Record of Depositors)

Size of Holdings	No. of Holders	% of Holders	No. of Shares Held	% of Issued Shares <sup>^</sup>
Less than 100	1,313	9.21	36,560	0.00
100 to 1,000	8,427	59.13	2,801,062	0.34
1,001 to 10,000	2,564	18.00	12,823,228	1.56
10,001 to 100,000	1,592	11.17	55,622,714	6.75
100,001 to less than 5% of issued shares <sup>^</sup>	354	2.48	297,375,100	36.07
5% and above of issued shares <sup>^</sup>	2	0.01	455,804,975	55.28
<b>Total</b>	<b>14,252</b>	<b>100.00</b>	<b>824,463,639<sup>^</sup></b>	<b>100.00</b>

## SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS

(as per the Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares Held	% of Issued Shares <sup>^</sup>	No. of Shares Held	% of Issued Shares <sup>^</sup>
Kenny Height Developments Sdn Bhd	268,570,615	32.58	-	-
Duta Equities Sdn Bhd	223,904,860 <sup>+</sup>	27.16	-	-
Tan Sri Dato' Yap Yong Seong	25,600	Negligible	492,559,458 <sup>*</sup>	59.74
Datuk Yap Wee Chun	28,200	Negligible	492,559,458 <sup>*</sup>	59.74
Dato' Sri Yap Wee Keat	100,000	0.01	492,559,458 <sup>*</sup>	59.74
Puan Sri Datin Leong Li Nar	-	-	492,559,458 <sup>*</sup>	59.74

## DIRECTORS' INTERESTS IN THE SHARES OF THE COMPANY

(as per the Register of Director's Shareholdings)

Name of Directors	Direct Interest		Deemed Interest	
	No. of Shares Held	% of Issued Shares <sup>^</sup>	No. of Shares Held	% of Issued Shares <sup>^</sup>
Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	-	-	-	-
Tan Sri Dato' Yap Yong Seong	25,600	Negligible	492,559,458 <sup>*</sup>	59.74
Datuk Yap Wee Chun	28,200	Negligible	492,559,458 <sup>*</sup>	59.74
Dato' Sri Yap Wee Keat	100,000	0.01	492,559,458 <sup>*</sup>	59.74
Dato' Hazli bin Ibrahim	-	-	-	-
Dato' Abdul Majit bin Ahmad Khan	-	-	-	-
Datuk Ooi Woon Chee	-	-	-	-

Notes:

<sup>^</sup> Excluding 21,654,400 treasury shares held by the Company based on the Record of Depositors dated 5 October 2022.

<sup>+</sup> Held in own name and in nominee's name.

<sup>\*</sup> Deemed interests by virtue of Section 8(4) of the Companies Act 2016 through the shares held in the Company by Kenny Height Developments Sdn Bhd, Duta Equities Sdn Bhd and Olympia Industries Berhad.

# Analysis of Shareholdings

as at 5 October 2022 (continued)

## 30 LARGEST SHAREHOLDERS

	Name of Shareholders	No. of Shares Held	% of Issued Shares <sup>^</sup>
1.	Kenny Height Developments Sdn Bhd	268,570,615	32.58
2.	Duta Equities Sdn Bhd	187,234,360	22.71
3.	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Duta Equities Sdn Bhd (MY2961)	30,500,000	3.70
4.	Pacific Element Sdn Bhd	29,979,512	3.64
5.	Phillip Nominees (Asing) Sdn Bhd Everbright Securities Investment Services (HK) Limited for Long Set Investments Ltd	22,412,800	2.72
6.	Teoh Guan Kok & Co. Sdn Berhad	22,168,500	2.69
7.	Lim Pei Tiam @ Lian Ahat Kiat	9,230,000	1.12
8.	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yeo Ann Seck (MY0696)	8,000,000	0.97
9.	Duta Equities Sdn Bhd	6,170,500	0.75
10.	Phillip Nominees (Asing) Sdn Bhd Everbright Securities Investment Services (HK) Limited for Katong Assets Limited	5,100,000	0.62
11.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lim Pay Kaon	5,000,000	0.61
12.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Regional Equities Sdn Bhd	4,213,300	0.51
13.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Ng Lee Ling (PB)	3,800,000	0.46
14.	Teo Kwee Hock	3,657,400	0.44
15.	Phua Jin Hock	3,200,000	0.39
16.	UOB Kay Hian Nominees (Asing) Sdn Bhd Exempt an for UOB Kay Hian Pte Ltd (A/C Clients)	3,077,404	0.37
17.	Teoh Liang Huat @ Teoh Lean Huat	3,025,600	0.37
18.	See Hong Cheen @ See Hong Chen	2,958,000	0.36
19.	Ng Teng Song	2,904,200	0.35
20.	Tham Kin Yip	2,700,000	0.33
21.	Fung Lee Yin	2,333,600	0.28
22.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ng Beng Ong	2,270,000	0.28
23.	British Image Sdn Bhd	2,266,000	0.27
24.	Malacca Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ho Kok Kiang	1,848,800	0.22
25.	British Image Sdn Bhd	1,734,100	0.21
26.	UOB Kay Hian Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Teo Kwee Hock	1,723,700	0.21
27.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Lai Ming Chun @ Lai Poh Lin (PB)	1,676,300	0.20
28.	Hoon Tai Woei	1,605,000	0.19
29.	Chin Teng Kee @ Cheng Teng Kee	1,600,000	0.19
30.	Wong Hon Yee	1,557,734	0.19
	<b>Total</b>	<b>642,517,425</b>	<b>77.93</b>

<sup>^</sup> Excluding 21,654,400 treasury shares held by the Company based on the Record of Depositors dated 5 October 2022.

# Properties Held by the Group

as at 30 June 2022

Location/ Address	Description/ Existing Use	Tenure	Land area - Acres/ (Built-up Area - Sq. Ft.)	Year of Acquisition/ (Revaluation)	Net Book Value (RM'000)
(1) <b>Duta Grand Hotels Sdn Bhd</b> Lot Nos. 10, 30, 33, 34, 35 & 36 Section 45 Kuala Lumpur	Land for mixed development under construction	Freehold	2.36 Acres	1996	349,347
(2) <b>Tegas Komposit Sdn Bhd</b> Lots 64, 65 & 66 Section 45 Kuala Lumpur	Land for mixed development	Leasehold expiring 2100	0.44 Acres	2001	3,880
(3) <b>City Properties Development Sdn Bhd</b> Lot Nos. 200 & 203 Section 43 Kuala Lumpur	Land for mixed development	Freehold	0.67 Acres	2007, 2009	16,131
(4) <b>Oakland Holdings Sdn Bhd</b> Lot No. 57552 Mukim Batu Kuala Lumpur	Land for mixed development	Freehold	0.61 Acres	2017	19,305
Lot Nos. PT3258 & PT3259 Mukim Pekan Bukit Kepayang Seremban	Land for mixed development	Freehold	4.53 Acres	1991	8,228
(5) <b>Pertama Land &amp; Development Sdn Bhd</b> Agriculture land District of Sandakan Sabah	Oil palm plantations	Leasehold expiring 2080	985.0 Acres	2015	8,701
(6) <b>KH Estates Sdn Bhd</b> 9 Madge, Jalan Madge Taman U-Thant 55000 Kuala Lumpur	13 condominium units together with 42 car park bays, part of a low rise luxury residences	Freehold	50,881 Sq. Ft. (Built-up)	2019, 2021	47,400
KH Villa No. 9 Jalan Sri Hartamas 17 Taman Sri Hartamas 50480 Kuala Lumpur	4 units of four storey town villas	Freehold	23,887 Sq. Ft. (Built-up)	2021	16,100
(7) <b>M B Properties Sdn Bhd</b> K-Residence No. 156, Jalan Ampang 50450 Kuala Lumpur	3 units of luxury serviced residences with 8 car park bays	Freehold	21,097 Sq. Ft. (Built-up)	2022	34,600

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the **Fifty-Fifth Annual General Meeting** (“AGM”) of DutaLand Berhad (“the Company”) will be conducted on **Wednesday, 30 November 2022 at 3.00 p.m.**, or at any adjournment thereof, as a **fully virtual meeting** through an online meeting platform at <https://tjih.online> (registered with MYNIC Berhad in the domain name <https://tjih.com.my> under the registration number D1A282781) to transact the following businesses:

## **AGENDA**

### **As Ordinary Business:**

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the following payments to Non-Executive Directors:
  - (i) Directors’ fees of RM312,000 for the financial year ended 30 June 2022; and **Ordinary Resolution 1**
  - (ii) Directors’ meeting allowance of up to RM110,000 for the period from the Fifty-Fifth AGM until the next AGM of the Company. **Ordinary Resolution 2**
3. To re-elect the following Directors who retire by rotation pursuant to Clause 101(1) of the Constitution of the Company and, being eligible, offer themselves for re-election:
  - (i) Dato’ Sri Yap Wee Keat; and **Ordinary Resolution 3**
  - (ii) Dato’ Hazli bin Ibrahim. **Ordinary Resolution 4**
4. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

### **As Special Business:**

To consider and, if thought fit, to pass the following Resolutions with or without modifications:

5. **CONTINUING IN OFFICE AS INDEPENDENT DIRECTORS**
  - (i) “THAT approval be and is hereby given for Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah to continue to act as Independent Director.” **Ordinary Resolution 6**
  - (ii) “THAT approval be and is hereby given for Dato’ Hazli bin Ibrahim to continue to act as Independent Director.” **Ordinary Resolution 7**

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# Notice of Annual General Meeting

(continued)

## 6. AUTHORITY TO ISSUE AND ALLOT SHARES

Ordinary Resolution 8

“THAT, subject to the Companies Act 2016 (“Act”) and approval of the relevant regulatory bodies, if required, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time pursuant to Sections 75 and 76 of the Act and upon such terms and conditions for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby authorised and empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND FURTHER THAT in connection with the above and Section 85 of the Act to be read together with Clause 28 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, if any, and that such new shares, when issued, shall rank *pari passu* with the existing issued shares in the Company.”

## 7. PROPOSED RENEWAL OF EXISTING AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

Ordinary Resolution 9

“THAT approval be and is hereby given to the Company and/or its subsidiaries (“the Group”) to enter into all arrangements and/or transactions involving the interests of the Directors, major shareholders and/or persons connected with the Directors and/or major shareholders of the Group (“Related Parties”), comprising recurrent related party transactions of a revenue or trading nature as set out under section 2.4(a) in Part A of the Circular/Statement to Shareholders dated 1 November 2022 of the Company (“Proposed RRPT Mandate”), provided that such recurrent related party transactions are carried out in the ordinary course of business; necessary for the day-to-day operations of the Group; on normal commercial terms which are consistent with the Group’s normal business practices and policies; on terms not more favourable to the Related Parties than those generally available to the public; and not to the detriment of the minority shareholders of the Company or in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

AND THAT such authority conferred by the shareholders of the Company, upon passing this resolution pertaining to the Proposed RRPT Mandate, will continue to be in force until:

- (i) the conclusion of the next AGM of the Company unless, by a resolution passed at the next AGM of the Company, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company, after that date, is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) the authority is 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 and empowered to take all such steps and do all such acts and things as they may consider expedient or necessary in the best interests of the Company including execution of all such documents, as may be required, to implement, complete and give effect to the Proposed RRPT Mandate.”

# Notice of Annual General Meeting

(continued)

## 8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK Ordinary Resolution 10

"THAT the Directors be and are hereby authorised to purchase the ordinary shares of the Company ("Shares") through the stock exchange of Bursa Malaysia Securities Berhad ("Bursa Securities") at any time upon such terms and conditions as the Directors may, in their absolute discretion, deem fit provided that:

- (i) the aggregate number of Shares to be purchased and/or held by the Company shall not exceed 10% of the total number of issued Shares of the Company; and
- (ii) the funds allocated for the purchase of Shares shall not exceed the retained profits of the Company,

("Proposed Share Buy-back Mandate").

AND THAT the Directors be and are hereby authorised to deal with the Shares so purchased, in their absolute discretion, which may be distributed as dividends, resold, transferred, cancelled and/or in any other manner as prescribed by the Companies Act 2016 ("Act"), the Main Market Listing Requirements of Bursa Securities and the relevant rules, regulations and/or requirements.

AND THAT such authority conferred by the shareholders of the Company, upon passing this resolution pertaining to the Proposed Share Buy-back Mandate, shall commence immediately and continue to be in force until:

- (i) the conclusion of the next AGM of the Company unless, by an ordinary resolution passed at the next AGM of the Company, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company, after that date, is required to be held pursuant to Section 340(2) of the Act but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) the authority is revoked or varied by an 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 and empowered to take all such steps and do all such acts and things as they may consider expedient or necessary in the best interests of the Company including execution of all such documents, as may be required, to implement, complete and give effect to the Proposed Share Buy-back Mandate."

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

### BY ORDER OF THE BOARD

**Kwan Wai Sin** [MAICSA 7035227 (SSM PC No. 201908000481)]

**Lim Yoke Si** [MAICSA 0825971 (SSM PC No. 202008000548)]

Company Secretaries

Kuala Lumpur

1 November 2022

# Notice of Annual General Meeting

(continued)

## Notes:

1. The Fifty-Fifth Annual General Meeting of the Company (“AGM”) will be conducted pursuant to the Securities Commission Malaysia’s Guidance Notes and Section 327(2) of the Companies Act 2016.
2. Members of the Company whose names appear in the Record of Depositors as at **18 November 2022** shall be entitled to participate and vote remotely at the AGM through <https://tjih.online>. In this context, the term ‘participate’ aforesaid shall include the right to posing questions to the Board via real time submission of typed texts at the portal specified above.
3. Members and all proxies/corporate representatives/attorneys duly appointed/authorised shall adhere to the procedures as stated in the **AGM Administrative Details** (available in the Company’s website at [www.dutaland.com.my](http://www.dutaland.com.my)) in order to sign-up/register, participate and vote remotely at the AGM.
4. Each member is entitled to appoint not more than 2 proxies to participate and vote remotely on his/her/its behalf. A proxy may but need not be a member of the Company. Any member who appoints more than 1 proxy without specifying in the Proxy Form the proportion of the shareholdings to be represented by each proxy, such appointment shall be invalid.
5. A member who is an authorised nominee, may appoint not more than 2 proxies in respect of each securities account held. For any member who is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in a securities account (“Omnibus Account”), there is no limit to the number of proxies such member may appoint in respect of each Omnibus Account held.
6. Appointment of proxy(ies) shall be made as follows **no later than 3.00 p.m. on 28 November 2022** (Monday):
  - (i) **electronically** through <https://tjih.online> (refer to the **AGM Administrative Details** for further details); or
  - (ii) by way of a duly signed **hard copy Proxy Form** which must be **deposited at the Share Registrar’s office** below:
    - Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or
    - The Customer Service Centre (Tricor Investor & Issuing House Services Sdn Bhd), Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.The Proxy Form shall be completed with all the appropriate information required and signed with a date inserted thereon. Appointment of proxy by any corporate member, its Proxy Form must be signed under its common seal or under the hand of its attorney duly authorised in writing or in accordance with the applicable laws for the time being in force.
7. Any authority to appoint a proxy by way of power of attorney and any corporate members who appoint representatives to participate and vote remotely, shall be made **no later than 3.00 p.m. on 28 November 2022** (Monday), as more particularly described in the **AGM Administrative Details**.
8. You are advised to read and understand the contents of the Personal Data Protection Statement which is annexed with the Notice of AGM before providing any relevant personal data to the Company or its agent(s), as the case may be.
9. All resolutions as set out herein will be put to vote by way of poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## EXPLANATORY NOTES FOR AGENDA ITEMS

### 1. Audited Financial Statements 2022

Agenda 1 is for presentation of the Audited Financial Statements 2022 and the Reports of the Directors and Auditors thereon to shareholders in accordance with Section 340(1)(a) of the Companies Act 2016 (“Act”) and for discussion during the Annual General Meeting (“AGM”). No voting is required.

### 2. Ordinary Resolutions 1 and 2 - Payment of Fees and Meeting Allowance to Directors

Shareholders’ approval is sought for the payment of the Director’s fee of RM72,000.00 to the Non-Executive Chairman and RM60,000.00 to each Non-Executive Director for the financial year 2022. Approval is also sought to pay meeting allowance to Non-Executive Directors taking into consideration potential new Director(s) and Board/Board Committees/general meetings which would possibly be convened, during the period from this AGM to the next AGM. The said payment of fees and meeting allowance, as recommended by the Remuneration Committee and endorsed by the Board, is commensurate with a Non-Executive Director’s character, experience, integrity, competence and time in discharging the responsibilities as Board/Board Committees members.

### 3. Ordinary Resolutions 3 and 4 - Re-election of Directors

The constitution of the Company provides that, at every AGM, 1/3 of the Directors for the time being shall retire from office and every Director shall retire from office once at least in each 3 years but shall be eligible for re-election. In this respect, Dato’ Sri Yap Wee Keat and Dato’ Hazli bin Ibrahim are due to retire by rotation at this AGM.

The Board had conducted an assessment of all Board/Board Committees members for the financial year 2022, on which the Board endorsed the recommendation of the Nomination Committee (except the interested Director had abstained) for the re-election of Dato’ Sri Yap Wee Keat and Dato’ Hazli bin Ibrahim as they complement the Board composition and enhance the Board effectiveness as well as the quality of Board dynamic.

# Notice of Annual General Meeting

(continued)

## 4. Ordinary Resolution 5 - Re-appointment of Auditors

The appointment of Messrs Ernst & Young PLT (“EY”) as Auditors of the Company shall end at the conclusion of this AGM. The Audit Committee had conducted an annual assessment of the Auditors for the financial year 2022 and the Board endorsed the recommendation of the Audit Committee to re-appoint EY as Auditors of the Company until the conclusion of the next AGM.

## 5. Ordinary Resolutions 6 and 7 - Retention of Independent Directors

The Board had, through the Nomination Committee, conducted an annual assessment on the performance and independence of Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah and Dato’ Hazli bin Ibrahim. On basis of the said assessment, the Board concurs with the Nomination Committee that:

- The above Independent Directors of the Company fulfil the criteria of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Each Independent Director aforesaid demonstrates independence in his character and judgement as a Board member and the designated roles in Board Committees whilst contributes positively to the Board/ Board Committees’ deliberations as well as demonstrates objective judgement, with diverse perspectives and insights, during the decision making process.

The Board recommends Ordinary Resolutions 6 and 7 be put forward for a single-tier voting which will be decided by a simple majority in accordance with Section 291 of the Act, notwithstanding the Malaysian Code on Corporate Governance’s best practice recommends a shareholders’ approval through a two-tier voting process when retaining an Independent Director who serves beyond 9 years. The proposed resolutions, if passed, will enable Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah and Dato’ Hazli bin Ibrahim to continue holding office as Independent Directors, without any re-designation, until the conclusion of the next AGM.

## 6. Ordinary Resolution 8 - Authority to Issue and Allot Shares

The proposed resolution, if passed, will renew the mandate obtained at the last AGM and authorise the Directors to issue and allot up to 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being, for purposes of, including but not limited to, fundraising activities, placement of shares, funding future investments or projects, working capital and/or acquisitions and so forth. The general mandate will provide flexibility and expediency for issuance of new shares and waive shareholders’ pre-emptive rights over new shares in connection with Section 85 of the Act to be read together with Clause 28 of the Constitution of the Company. As at the date of this Notice of AGM when the existing mandate in force, the Company did not issue any new shares and hence no proceeds were raised.

## 7. Ordinary Resolution 9 - Recurrent Related Party Transactions Mandate

The proposed resolution, if passed, will renew the shareholders’ mandate obtained at the last AGM and procure a new mandate to enable DutaLand Berhad Group to enter into the recurrent related party transactions of a revenue or trading nature as detailed in Part A of the Circular/Statement to Shareholders dated 1 November 2022.

## 8. Ordinary Resolution 10 - Renewal of Share Buy-back Mandate

The proposed resolution, if passed, will renew the shareholders’ mandate obtained at the last AGM and authorise the Directors to purchase not exceeding 10% of the total number of issued shares of the Company for the time being and hold the shares so purchased in the manner as the Directors may deem appropriate in accordance with the Act as detailed in Part B of the Circular/Statement to Shareholders dated 1 November 2022.

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# Notice of Annual General Meeting

(continued)

## STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

### 1. Election of Directors

No individual is seeking election as Director of the Company at the Fifty-Fifth Annual General Meeting of the Company ("AGM"). Directors standing for re-election and seeking shareholders' approval to continue to act as Independent Directors at the AGM are as set out in the Notice of AGM and the explanatory notes herein. The profile of all Directors is incorporated in the Annual Report 2022 while details of the Directors' interests in the securities of the Company are set out in the Analysis of Shareholdings therein.

### 2. General Mandate for Issuance of Shares

Shareholders' approval is sought at this AGM for the proposed renewal of the general mandate obtained at the last AGM for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The said general mandate, if renewed, will provide flexibility and expediency for issuance of new shares for purposes of, including but not limited to, fundraising activities, placement of shares, funding future investments or projects, working capital and/or acquisitions and so forth. As at the date of this Notice of AGM, the Company did not issue any new shares and hence no proceeds were raised during which the existing mandate in force.

## PERSONAL DATA PROTECTION STATEMENT

Any member of the Company, by providing his/her/its personal data to the Company (or its agents) to attend/speak/participate/vote (including remotely via electronic means) at the Annual General Meeting of the Company ("AGM") or by submitting an instrument (hard copy or electronically) to appoint a proxy(ies) and/or representative(s) to attend/speak/participate/vote on such member behalf at the AGM and/or any adjournment thereof, shall indicate that such member (i) consents to the collection, use and disclosure of his/her/its personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of such member and his/her/its proxies and/or representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance/participation lists, minutes and other documents (including in electronic form or using electronic communications) relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where such member discloses the personal data of member, proxy(ies) and/or representative(s) to the Company (or its agents), such member has obtained the prior consent of proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of his/her/its proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that such member shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of breach of the aforesaid warranty by such member.

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# Annual General Meeting Administrative Details

## (A) MODE OF AGM

The 55<sup>th</sup> Annual General Meeting (“AGM”) of DutaLand Berhad (“the Company”) will be conducted as follows:

Date	<b>30 November 2022 (Wednesday)</b>
Time	<b>3.00 p.m.</b>
Mode	<b>Fully virtual meeting</b> to be conducted entirely through an online meeting platform ( <a href="https://tiih.online">https://tiih.online</a> ) provided by the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”)

All participants including shareholders/proxies/corporate representatives/attorneys duly appointed who wish to participate remotely and/or vote online at the AGM, shall firstly **register** at <https://tiih.online> commencing on **1 November 2022** (Tuesday) from 3.00 p.m. onwards up to **30 November 2022** (Wednesday) before the Chairman announces the end of the voting session at the AGM. The relevant procedures are set out in separate sections hereinafter.

Shareholders of the Company whose names appear in the Record of Depositors as at **18 November 2022** shall be entitled to participate remotely and vote online at the AGM. In this context, the term ‘participate’ aforesaid shall include the right to posing questions to the Directors via real time submission of typed texts at the portal specified above.

## (B) MODE OF VOTING

All resolutions will be put to vote by way of poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) via remote electronic voting. The Company has appointed Tricor as the poll administrator. The independent scrutineers appointed will then verify the poll results and the Chairman of the meeting shall announce the results to shareholders in due course.

Upon signing up and registering as a TIIH Online user, shareholders/proxies/corporate representatives/attorneys duly appointed may proceed to vote via <https://tiih.online> on **30 November 2022** (Wednesday) **from 3.00 p.m.** until a time when the Chairman announces the completion of the voting session at the AGM.

## (C) ANNUAL REPORT 2022

The Annual Report 2022 and Circular/Statement to Shareholders 2022 have been published and made available at the Company’s website ([www.dutaland.com.my](http://www.dutaland.com.my)). Should you wish to receive a printed copy of which, kindly request through <https://tiih.online> or send us the relevant request form.

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# Annual General Meeting Administrative Details

(continued)

## (D) SIGNING UP/REGISTRATION FOR REMOTE PARTICIPATION AND ONLINE VOTING

Shareholders/proxies/corporate representatives/attorneys duly appointed are required to follow the procedures as detailed below:

(1) BEFORE THE AGM DAY		
	Procedures	Actions
(a)	<b>Sign up as a TIIH Online user</b> (Note: If you have previously signed up as TIIH Online user, you may proceed to procedure (b) below.)	<ul style="list-style-type: none"> <li>By using your computer, access to the TIIH Online at <a href="https://tiih.online">https://tiih.online</a> and sign up as a new user under “e-Services” (please refer to the tutorial guide posted on the homepage of the aforesaid website for guidance).</li> <li>You will receive an approval via email (within one working day) notifying that you have signed up successfully as a new TIIH Online user.</li> <li>Next, you will need to proceed to procedure (b) below to complete your registration for remote participation and online voting at the AGM.</li> </ul>
(b)	<b>Register for remote participation and online voting</b> (“RPV”) facilities	<ul style="list-style-type: none"> <li><b>Registration</b> will be commencing from <b>3.00 p.m. on 1 November 2022</b> (Tuesday) up to <b>30 November 2022</b> (Wednesday), before the online voting session at the AGM ends.</li> <li>Log in with your <b>user ID and password</b> at <a href="https://tiih.online">https://tiih.online</a> and select the <b>corporate event: “(REGISTRATION) DUTALND 55TH AGM”</b>.</li> <li>Read and agree to the relevant ‘Terms &amp; Conditions’ and confirm the ‘Declaration’.</li> <li>Select <b>“Register for Remote Participation and Voting”</b>; review your registration; and proceed to <b>register</b>.</li> <li>The system will then send an email notifying that your application for registration above has been received and it will be verified by the system.</li> <li>After verifying your registration against the Record of Depositors of the Company as at 18 November 2022, the system will notify you through email on or after 28 November 2022 that your registration is approved or rejected.</li> </ul>
(2) ON THE AGM DAY (30 NOVEMBER 2022)		
	Procedures	Actions
(a)	<b>Log in to TIIH Online</b>	<ul style="list-style-type: none"> <li>Log in with your user ID and password at <a href="https://tiih.online">https://tiih.online</a> for remote participation at the AGM of the Company at any time <b>from 2.00 p.m.</b> i.e. 1 hour before the commencement of the AGM on <b>30 November 2022</b> (Wednesday).</li> </ul>
(b)	<b>Participate in AGM</b>	<ul style="list-style-type: none"> <li>Select the <b>corporate event: “(LIVE STREAM MEETING) DUTALND 55TH AGM”</b> to engage in the proceedings of the AGM remotely.</li> <li>You may use the query box to transmit your question for the Board. The Board will endeavour to respond to questions submitted. The responses may also be sent to you through email after the AGM if there is a time constraint during the AGM.</li> </ul>
(c)	<b>Online voting</b>	<ul style="list-style-type: none"> <li><b>Voting session</b> will be commencing <b>from 3.00 p.m., on 30 November 2022</b> (Wednesday), until a time when the Chairman announces the completion of the AGM voting session.</li> <li>Select the <b>corporate event: “(REMOTE VOTING) DUTALND 55TH AGM”</b> or (if you are on the live stream meeting webpage) you may select the button <b>“GO TO REMOTE VOTING PAGE”</b> below the query box.</li> <li>Read and agree to the relevant ‘Terms &amp; Conditions’ and confirm the ‘Declaration’.</li> <li>Select the Central Depository System (“CDS”) account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
(d)	<b>End</b>	<ul style="list-style-type: none"> <li>The live streaming shall end upon the announcement by the Chairman on the closure of the AGM of the Company.</li> </ul>

# Annual General Meeting Administrative Details

(continued)

## Notes:

- (i) Should your registration for RPV facilities (for remote participation and online voting at the AGM) be approved, the system would make available your rights to join the AGM through an online meeting platform and to vote remotely. Cross-reference: procedures in **section D** as tabulated above.
- (ii) On the AGM day (30 November 2022), upon completion of **procedures 2(a) and 2(b)** in **section D** as tabulated above will indicate your presence at the virtual meeting.
- (iii) Confirmation for new TIIH Online user sign-up takes time. Registration for RPV facilities (for remote participation and online voting at the AGM) would only be confirmed following verification processes. **Please allow Tricor to have sufficient time to verify and approve your registration for RPV facilities.** You may want to sign up or register as early as possible.
- (iv) The quality of the virtual AGM through the online meeting platform is dependent on the bandwidth and stability of the device to be used by remote participants and the internet connection at the location.
- (v) Should you need any assistance on the RPV facilities (e.g. signing-up / registration / connection / remote participation / online voting, etc.), please call **Tricor's helpline** at +6011-4080 5616 / +6011-4080 3168 / +6011-4080 3169 / +6011-4080 3170 or email to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com).

## (E) APPOINTMENT OF PROXY IN GENERAL

Appointment of proxy(ies) shall be made **no later than 3.00 p.m. on 28 November 2022** (Monday).

Each shareholder is entitled to appoint not more than 2 proxies to participate and vote remotely on his/her/its behalf. A proxy may but need not be a shareholder of the Company. Any shareholder who appoints more than 1 proxy without specifying in the Proxy Form the proportion of the shareholdings to be represented by each proxy, such appointment shall be invalid.

A shareholder who is an authorised nominee, may appoint not more than 2 proxies in respect of each securities account held. For any shareholder who is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in a securities account ("Omnibus Account"), there is no limit to the number of proxies such shareholder may appoint in respect of each Omnibus Account held.

- (i) Shareholders may appoint a proxy:
  - (a) **electronically** through <https://tiih.online> (see procedures as detailed in **section F** hereinafter); or
  - (b) through a duly signed **hard copy Proxy Form** which must be **deposited at the Share Registrar's office** below:
    - Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or
    - The Customer Service Centre (Tricor Investor & Issuing House Services Sdn Bhd), Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- (ii) Appointment of proxy by way of power of attorney may be done:
  - (a) **electronically** through <https://tiih.online> (see procedures as detailed in **section F** hereinafter); or
  - (b) through a copy of the **power of attorney**, duly certified notarially pursuant to the applicable legal requirements in the jurisdiction where it is signed, which must be **deposited at the** abovementioned **Share Registrar's office**.

The Proxy Form shall be completed with all the appropriate information required and signed with a date inserted thereon. For appointment of proxy by any corporate shareholder, the Proxy Form must be signed under its common seal or under the hand of its attorney duly authorised in writing or in accordance with the applicable laws for the time being in force.

Notwithstanding the manner of which a proxy is appointed, the proxies/corporate representatives/attorneys duly appointed must also **register** at <https://tiih.online> so as to participate remotely and vote online at the AGM. The relevant procedures for registration and the cut-off date/time are set out in the **section D** herein.

# Annual General Meeting Administrative Details

(continued)

## (F) APPOINTMENT OF PROXY ELECTRONICALLY

Should any shareholders wish to appoint proxy(ies) electronically, please follow the proper procedures below before the AGM day **no later than 3.00 p.m. on 28 November 2022 (Monday)**:

(1) FOR INDIVIDUAL SHAREHOLDERS		
	Procedures	Actions
(a)	<b>Sign up as TIIH Online user</b> (Note: If you have previously signed up as TIIH Online user, you may proceed to procedure (b) below.)	<ul style="list-style-type: none"> <li>By using your computer, access to the TIIH Online at <a href="https://tiih.online">https://tiih.online</a> and sign up as a new user under “<b>e-Services</b>” (please refer to the tutorial guide posted on the homepage of the aforesaid website for guidance).</li> <li>You will receive an approval via email (within one working day) notifying that you have signed up successfully as a new TIIH Online user.</li> </ul>
(b)	<b>Submit Proxy Form electronically</b>	<ul style="list-style-type: none"> <li><b>After the Notice of 55<sup>th</sup> AGM</b> of the Company is released, please log in to the TIIH Online at <a href="https://tiih.online">https://tiih.online</a> with your username (i.e. your email address) and password.</li> <li>Select the <b>corporate event: “DUTALND 55TH AGM – SUBMISSION OF PROXY FORM”</b>.</li> <li>Read and agree to the relevant ‘Terms &amp; Conditions’ and confirm the ‘Declaration’.</li> <li>Insert your CDS account number and indicate proportion of shareholdings to be represented by your proxy(ies) for him/her/them to vote on your behalf.</li> <li>Appoint your proxy(ies) by inputting the required details of your proxy(ies) or appoint the Chairperson of the AGM as your proxy.</li> <li>Indicate your voting instructions (i.e. ‘For’ or ‘Against’) for each proposed resolution for the proxy(ies) to vote on your behalf, failing which, your proxy(ies) may vote at his/her/their discretion.</li> <li>Lastly, review and confirm your appointment of proxy(ies). Print out the duly submitted Proxy Form for your record.</li> </ul>
(2) FOR CORPORATE / INSTITUTIONAL SHAREHOLDERS		
	Procedures	Actions
(a)	<b>Sign up as TIIH Online user</b> (Note: Representative of corporate/ institutional shareholder must register as TIIH Online user before submitting Proxy Form electronically.)	<ul style="list-style-type: none"> <li>By using your computer, access to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Under “<b>e-Services</b>”, the authorised/nominated representative of the corporate or institutional shareholder may select the “<b>Sign Up</b>” button and followed by “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>Complete the registration form and upload the required documents.</li> <li>Your registration will be verified, and you will receive an approval via email (within one or two working days) notifying that you have signed up successfully as a new TIIH Online user.</li> <li>Proceed to activate your account with a temporary password given (as in the said email) and re-set your own password.</li> </ul>
(b)	<b>Submit Proxy Form electronically</b>	<ul style="list-style-type: none"> <li><b>After the Notice of 55<sup>th</sup> AGM</b> of the Company is released, please log in to TIIH Online at <a href="https://tiih.online">https://tiih.online</a> with your username (i.e. your email address) and password.</li> <li>Select the <b>corporate event: “DUTALND 55TH AGM - SUBMISSION OF PROXY FORM”</b>.</li> <li>Read and agree to the relevant ‘Terms &amp; Conditions’ and confirm the ‘Declaration’.</li> <li>Proceed to download the file format for “Submission of Proxy Form” in accordance with the guidance note set out therein.</li> <li>Prepare the file for appointment of proxy(ies) and input the required data.</li> <li>Proceed to upload the duly completed proxy appointment file.</li> <li>Select “Submit” to complete your submission. Print out the confirmation report of your submission above for your record.</li> </ul>

# Annual General Meeting Administrative Details

(continued)

## (G) CORPORATE REPRESENTATIVES

For any corporate shareholder who appoints a representative to participate and vote remotely at the AGM on its behalf, the original certificate of appointment of corporate representative, duly signed, must be **deposited at the abovementioned Share Registrar's office no later than 3.00 p.m. on 28 November 2022** (Monday), and that the said certificate of appointment must be signed under the common seal or in accordance with the applicable laws for the time being in force.

## (H) SUBMISSION OF QUESTIONS TO THE BOARD

Shareholders/proxies may:

- (i) submit questions to the Board in advance through <https://tiih.online> by selecting "e-Services" to log in and pose/submit questions electronically **no later than 3.00 p.m. on 28 November 2022** (Monday); or
- (ii) submit questions via the query box at <https://tiih.online> during the AGM on **30 November 2022** (Wednesday).

## (I) RECORDING OR PHOTOGRAPHY

Unauthorised recording or photography of the AGM of the Company is strictly prohibited.

## (J) DOOR GIFT/FOOD VOUCHER

There will be no distribution of door gifts or vouchers for this AGM of the Company.

## (K) ENQUIRIES

If you have any enquiries on the above, please contact the following persons (Mondays to Fridays from 9.00 a.m. to 5.30 p.m. except on public holidays):

### Tricor Investor & Issuing House Services Sdn Bhd

General line : +603-2783 9299

Fax no. : +603-2783 9222

Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Contact persons : Encik Amier Arief (call +603-2783 9250 / email to [Amier.Arief@my.tricorglobal.com](mailto:Amier.Arief@my.tricorglobal.com))

Encik Halim Md Amin (call +603-2783 9267 / email to [halim.amin@my.tricorglobal.com](mailto:halim.amin@my.tricorglobal.com))

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# DutaLand Berhad

Company Registration No. 196701000326 (7296-V)

## PROXY FORM

CDS account no.	
No. of shares held	

\*I / We (name in full and in block letters) \_\_\_\_\_

\*NRIC / Passport / Company registration no. \_\_\_\_\_ of (full address) \_\_\_\_\_

\_\_\_\_\_ (contact / mobile phone no. \_\_\_\_\_)

being a member of **DutaLand Berhad** ("the Company"), hereby appoint:

Name of proxy	NRIC / Passport no.	Address	Proportion of shareholdings to be represented by proxy	
			No. of shares	%

and

Name of proxy	NRIC / Passport no.	Address	Proportion of shareholdings to be represented by proxy	
			No. of shares	%

or, failing \*him/her/them, the Chairman of the meeting as my/our proxy(ies) to vote for \*me/us on \*my/our behalf at the **Fifty-Fifth Annual General Meeting** of the Company to be conducted on **Wednesday, 30 November 2022 at 3.00 p.m.**, or at any adjournment thereof, as a **fully virtual meeting** through an online meeting platform at <https://tjih.online> (registered with MYNIC Berhad in the domain name <https://tjih.com.my> under the registration number D1A282781), and that \*my/our proxy(ies) \*is/are to vote on the following resolutions as indicated below:

\* Delete if inapplicable

	Resolutions	For	Against
1.	Payment of Directors' fees to Non-Executive Directors		
2.	Payment of meeting allowance to Non-Executive Directors		
3.	Re-election of Dato' Sri Yap Wee Keat as Director		
4.	Re-election of Dato' Hazli bin Ibrahim as Director		
5.	Re-appointment of Messrs Ernst & Young PLT as Auditors		
6.	Continuing in office of Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah as Independent Director		
7.	Continuing in office of Dato' Hazli bin Ibrahim as Independent Director		
8.	Authority to issue and allot shares		
9.	Proposed renewal of existing and new shareholders' mandate for recurrent related party transactions		
10.	Proposed renewal of shareholders' mandate for share buy-back		

The proxy(ies) so appointed shall vote, on my/our behalf, in the manner as I/we indicate with an "X" in the appropriate spaces alongside each resolution above, without which the proxy(ies) may vote at his/her/their discretion.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Signature / Common Seal of Shareholder

### Notes:

- The Fifty-Fifth Annual General Meeting of the Company ("AGM") will be conducted pursuant to the Securities Commission Malaysia's Guidance Notes and Section 327(2) of the Companies Act 2016.
- Members of the Company whose names appear in the Record of Depositors as at **18 November 2022** shall be entitled to participate and vote remotely at the AGM through <https://tjih.online>. In this context, the term 'participate' aforesaid shall include the right to posing questions to the Board via real time submission of typed texts at the portal specified above.
- Members and all proxies/corporate representatives/attorneys duly appointed/authorised shall adhere to the procedures as stated in the **AGM Administrative Details** (available in the Company's website at [www.dutaland.com.my](http://www.dutaland.com.my)) in order to sign-up/register, participate and vote remotely at the AGM.
- Each member is entitled to appoint not more than 2 proxies to participate and vote remotely on his/her/its behalf. A proxy may but need not be a member of the Company. Any member who appoints more than 1 proxy without specifying in the Proxy Form the proportion of the shareholdings to be represented by each proxy, such appointment shall be invalid.
- A member who is an authorised nominee, may appoint not more than 2 proxies in respect of each securities account held. For any member who is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in a securities account ("Omnibus Account"), there is no limit to the number of proxies such member may appoint in respect of each Omnibus Account held.



**Notes:** (continued)

6. Appointment of proxy(ies) shall be made as follows no later than **3.00 p.m. on 28 November 2022** (Monday):
- (i) **electronically through <https://tjih.online>** (refer to the **AGM Administrative Details** for further details); or
  - (ii) by way of a duly signed **hard copy Proxy Form** which must be **deposited at the Share Registrar's office** below:
    - Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or
    - The Customer Service Centre (Tricor Investor & Issuing House Services Sdn Bhd), Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- The Proxy Form shall be completed with all the appropriate information required and signed with a date inserted thereon. Appointment of proxy by any corporate member, its Proxy Form must be signed under its common seal or under the hand of its attorney duly authorised in writing or in accordance with the applicable laws for the time being in force.
7. Any authority to appoint a proxy by way of power of attorney and any corporate members who appoint representatives to participate and vote remotely, shall be made **no later than 3.00 p.m. on 28 November 2022** (Monday), as more particularly described in the **AGM Administrative Details**.
8. You are advised to read and understand the contents of the Personal Data Protection Statement which is annexed with the Notice of AGM before providing any relevant personal data to the Company or its agent(s), as the case may be.
9. All resolutions as set out herein will be put to vote by way of poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

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Affix Stamp  
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The Share Registrar  
**Tricor Investor & Issuing House Services Sdn Bhd**  
(c/o DutaLand Berhad)  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite, Avenue 3  
Bangsar South, No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Malaysia

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*Fold this flap for sealing*

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## **DutaLand Berhad**

Co. Registration No. 196701000326 (7296-V)  
Incorporated in Malaysia

Level 23, Menara Olympia,  
No. 8, Jalan Raja Chulan,  
50200 Kuala Lumpur.

**T** (603) 2072 3993      **F** (603) 2072 3996

**[www.dutaland.com.my](http://www.dutaland.com.my)**