

DutaLand Berhad

Co. Registration No. 196701000326 (7296-V)

ANNUAL REPORT 2023



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Corporate Information

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
Non-Independent Director

YBhg Dato' Abdul Majit bin Ahmad Khan
Independent Director

YBhg Datuk Ooi Woon Chee
Independent Director

Ms Chan May May
Independent Director

Mr Wong Chiang Ying
Non-Independent Director

COMPANY SECRETARY

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
Website : 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
Website : 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

PRINCIPAL BANKERS

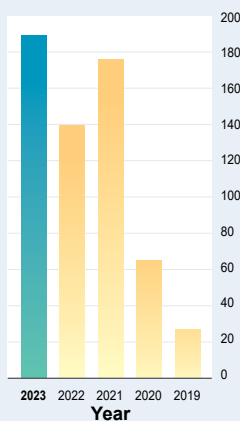
United Overseas Bank (Malaysia) Berhad
Hong Leong Bank Berhad
Malayan Banking Berhad
CIMB Bank Berhad
RHB Investment Bank

5-Year Financial Highlights

For the financial year ended 30 June	2023	2022	2021	2020	2019
Statement of Comprehensive Income					
Revenue (RM million)	187.8	136.8	176.3	65.6	26.5
Profit/(loss) before taxation (RM million)	5.3	(45.3)	23.4	(27.3)	11.7
Profit/(loss) attributable to owners of the parent (RM million)	11.3	(44.7)	13.1	(26.6)	11.4
Statement of Financial Position					
Shareholders' equity (RM million)	1,202.1	1,191.4	1,230.3	1,235.8	1,265.6
Total assets (RM million)	1,282.6	1,283.5	1,355.4	1,337.2	1,354.8
Total borrowings (RM million)	0.4	1.7	-	-	-
Financial Ratios					
Gross profit per share (sen)	1.38	0.98	0.92	1.24	1.38
Net profit/(loss) per share (sen)	1.40	(5.40)	1.60	(3.16)	1.34
Net tangible assets per share (RM)	1.46	1.44	1.52	1.50	1.50

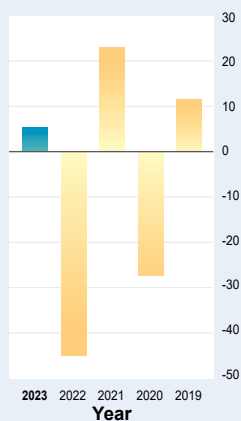
Revenue
(RM million)

187.8



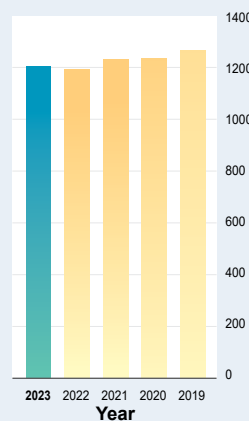
Profit/(Loss) Before Taxation
(RM million)

5.3



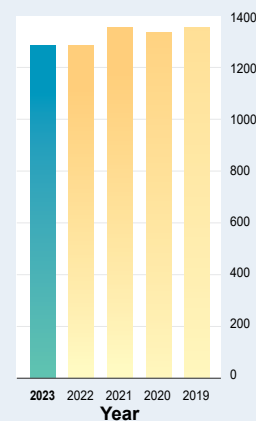
Shareholders' Equity
(RM million)

1,202.1



Total Assets
(RM million)

1,282.6



Chairman's Statement

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 financial year ended 30 June 2023 (FY2023).



GROUP PERFORMANCE

For the current year under review, the business landscape continues to be challenging, marked by persistent obstacles such as interest rate hikes, inflationary pressures and geopolitical uncertainties.

In the face of a challenging year, the Group closed the year recording a total revenue of RM187.8 million for FY2023, RM51.0 million higher compared to RM136.8 million registered in the preceding financial year ended 30 June 2022 (FY2022). This was mainly contributed by commodity trading, as revenue increased 36.5% (RM2023: RM167.6 million) compared to FY2022 (RM122.7 million). The remaining revenue was contributed by the financial investments, real estate, hospitality and oil palm plantation divisions.

Improvements in revenue coupled with the generally positive financial markets, the Group reported Operating Profit (EBITDA) of RM8.8 million for FY2023 as compared to loss of RM41.3 million in FY2022.

The Group also recorded other income of RM38.7 million for FY2023 compared to RM20.1 million for FY2022, an increase of RM18.6 million. The improvement is mainly due to the gain on the changes in the fair value of investment properties, financial assets and forex exchange.

As at 30 June 2023, the Group reports total assets of RM1.28 billion with cash and financial assets of RM366.5 million. The Group's equity amounts to RM1.20 billion, with share capital of 824,463,639 ordinary shares (excluding treasury shares), translates to net tangible assets of RM1.46 per share. The Company has also purchased 5,216,800 of its own shares during the financial year under review.

PROSPECTS

While the global economic environment has certainly posed challenges, including the implementation of higher interest rates by many central banks, the Group remains resolute in its commitment to fortify its core business segments. In the coming financial year 2024, our Group will remain opportunistic in advancing our core business activities.

Chairman's Statement

(continued)

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 are also in various stages of planning.

We will also be working on paring down our inventory of properties, while strategically launching new projects that align with the evolving preferences of today's real estate investors. Consequently, the Group will be launching a commercial shop-office project situated at Oakland Commercial Center, Seremban.

DIVIDEND

The Board does not recommend any dividend for FY2023.

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 2023.

APPRECIATION

On behalf of the Board, I would like to express our greatest appreciation towards all stakeholders of the Group, primarily our esteemed customers, business partners and shareholders for your unwavering support throughout the years. We recognise that it is with your continued trust and support that has made it possible for the Group's success. We take great pride in our strong relationships with each of our stakeholders and we look forward to continuing our journey together.

I wish to express my utmost gratitude to our valued Board members and dedicated staff members, whose unconditional commitment and efforts have played an indispensable role in propelling the Group towards its accomplishments. Their invaluable contributions are the bedrock of our success, and I look forward to working alongside each and every one of them to overcome hurdles we encounter and further capitalise on our achievements.

Lastly, I would also like to take this opportunity to welcome our newly appointed Independent Non-Executive Director, Ms Chan May May and Non-Independent Non-Executive Director, Mr Wong Chiang Ying to the Board. With the addition of Ms Chan and Mr Wong to the Board, we look forward to their guidance in embarking on a thrilling journey of enhanced synergy and higher potential for the Group.

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

25 October 2023

Management Discussion & Analysis

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

The Group recorded a total revenue of RM187.8 million for the financial year ended 30 June 2023 (FY2023), of which the commodity trading segment contributed RM167.6 million, followed by the balance of RM20.2 million from the hospitality, real estate, financial investments and oil palm plantation segments.

The operating profit (EBITDA) for FY2023 was RM8.8 million compared to an operating loss of RM41.3 million for the preceding financial year ended 30 June 2022 (FY2022) came from the financial investments division wherein the bulk of gains was derived from changes in fair value of investment securities and unrealised foreign exchange gains.

DutaLand's financial position remains strong. As at 30 June 2023, the Group has a total assets of RM1.28 billion, which includes cash and financial assets. The Group's equity amount to RM1.20 billion, which translates to net tangible assets of RM1.46 per share.

OPERATIONS OVERVIEW

REAL ESTATE

The Group's portfolio of assets comprises the Kenny Heights Project at Mont Kiara, Kuala Lumpur, Oakland Commercial Center in Seremban and a mixed development project along Jalan Ampang, Kuala Lumpur. The management has been working on the development plans for its existing projects while concurrently reviewing potential development opportunities that aligns with the evolving preferences of today's investors.

Oakland project, Seremban

The development of Phase 4F of the Oakland Commercial Project in Seremban, comprising 182 units of strata shop offices, has been successfully completed. The Management is executing on its marketing strategies while actively exploring value-adding opportunities that will have a positive impact to the adjacent 4.5 acre Phase 4G commercial parcel, which is poised for a launch in the financial year 2024. To further drive sales for Phase 4F, the sales team has implemented various incentive scheme, such as a rent-to-own option, a guaranteed rental return program (GRR), an easy payment scheme among other incentives.

It was reported in CBRE WTW's Malaysia Real Estate Market Outlook Report 2023, the shop office market outlook in Seremban remains stable, supported by sustained demand and a steady occupancy rate with Oakland Commerce Square and Taman Bukit Kepayang highlighted as highly sought-after locations for commercial centers in Seremban. It is also anticipated that the prospect of megaprojects such as Malaysia Vision Valley 2.0 (MVV 2.0) will help to improve business sentiments.

Kenny Heights project, Kuala Lumpur

The Kenny Heights development project is located in the prime area of the Hartamas / Mont' Kiara vicinity. The project 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. Due to the lackluster property market, the management is keeping its development plans in abeyance.

Management Discussion & Analysis

(continued)

Laman Tuanku, a project built by KH Land Sdn Bhd being part of the Group Corporate Social Responsibility (CSR) program, is a collection of nine commemorative royal gardens that unfold in a vision of Unity, Continuity and Peace. The 4 acres of green oasis in the heart of the city, Hartamas, Laman Tuanku nurtures the well-being, social cohesion and cultural resilience of our community.

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., comprising 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

The Group's commodity trading segment recorded a revenue of RM167.6 million in FY2023, as compared to RM122.7 million for FY2022. The commodities traded mainly comprise of trades in Crude Palm Oil in Malaysia and overseas markets. Looking ahead, the Group is also exploring trades in other commodities and markets within Malaysia.

FINANCIAL INVESTMENT

The value of our global investment portfolio has improved and recorded a gain on changes in fair value of investment securities of RM14.0 million for the financial year ended 30 June 2023. Nevertheless, the forex investment has benefitted from the strengthening of the foreign currency and reported an unrealised gain of RM10.2 million. The strategy remains centered on diversification into highly liquid assets, with a focus on short-term money market instruments and financial instruments that will provide a comparatively higher yielding income over the medium term.

RISK FACTORS

The Board and management have identified risk areas that the Group may be exposed to and recognise that failure to manage could severely impact the Group from achieving our goals and consequently, business growth. The Group's core businesses are in real estate development and commodity trading. These sectors are vulnerable to inherent risk variables such as shifting general economic conditions, inflation, fluctuating demand for real estate, and changes to governmental policy. The Group remains mindful of managing the Group's capital to ensure financial stability and sustainability. Despite these risk factors, the Group remains optimistic that we have the necessary knowledge and expertise to manage these risks accordingly.

For the coming financial year ending 30 June 2024, we anticipate that the economic situation will remain challenging as most economies are still adjusting to the high interest rate environment implemented by most central banks. Despite the challenging macroeconomic headwinds, the Group will continue to strengthen its core business sectors and maintain a good cash flow position.

Profile of Directors

**Y.A.M. TENGKU DATUK SERI AHMAD
SHAH IBNI ALMARHUM SULTAN
SALAHUDDIN ABDUL AZIZ SHAH**
CHAIRMAN, NON-INDEPENDENT
NON-EXECUTIVE DIRECTOR
Aged 68, 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 2023.

**YBHG TAN SRI DATO'
YAP YONG SEONG**
GROUP MANAGING DIRECTOR
Aged 82, 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 2023.

Profile of Directors

(continued)

YBHG DATUK YAP WEE CHUN

EXECUTIVE DIRECTOR

Aged 53, 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 also sits on the Boards of several companies within DutaLand Berhad Group including Olympia Land Berhad, which is a non-listed public company and a subsidiary in Olympia Industries Berhad. 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 2023.

YBHG DATO' SRI YAP WEE KEAT

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Aged 55, 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 2023.

Profile of Directors

(continued)

YBHG DATO' HAZLI BIN IBRAHIM

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR
Aged 60, Male, Malaysian

Dato' Hazli bin Ibrahim was appointed to the Board of DutaLand Berhad on 2 January 2008. He is currently a member of the Audit Committee and Remuneration 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 a Non-Executive Chairman of Lebtech Berhad and an Independent Non-Executive Director of Muda Holdings Berhad, both are listed on Bursa Malaysia Securities Berhad. He is also a Director of several private companies.

Dato' Hazli attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2023.

YBHG DATO' ABDUL MAJIT BIN AHMAD KHAN

INDEPENDENT NON-EXECUTIVE DIRECTOR
Aged 77, Male, Malaysian

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

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 MGB Berhad and Unitrade Industries Berhad, both are listed on Bursa Malaysia Securities Berhad. He is also a Director of Hong Leong Asset Management Berhad.

Dato' Abdul Majit attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2023.

Profile of Directors

(continued)

YBHG DATUK OOI WOON CHEE INDEPENDENT NON-EXECUTIVE DIRECTOR Aged 62, Male, Malaysian

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

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 2023.

MS CHAN MAY MAY INDEPENDENT NON-EXECUTIVE DIRECTOR Aged 57, Female, Malaysian

Ms Chan May May was appointed to the Board of DutaLand Berhad on 30 May 2023. She is a member of the Audit Committee, Remuneration Committee and Nomination Committee.

Ms Chan graduated with LLB (Honours) Malaya, 2nd Upper from University Malaya in August 1990. She has over 30 years of experience in the legal field. She is currently the chief executive officer of ZICO Insource Inc. since July 2015, which is engaged in the provision of insourcing and consultancy services relating to legal, sustainability, human resource and communications. She is currently also an independent non-executive director of Pentamaster International Limited, a company listed on Hong Kong Stock Exchange, since 19 December 2017. From July 2017 to October 2020, she served as an independent non-executive Director of BGMC International Limited, a company listed on Hong Kong Stock Exchange. She was the head of group corporate communication in Dialog Group Berhad from December 2012 to January 2015. She worked at Media Chinese International Ltd., a company listed on both the Hong Kong Stock Exchange and Bursa Malaysia Securities Berhad as head of legal and corporate services from March 2005 to November 2012.

Ms Chan did not attend any Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2023 for which were held before her appointment.

Profile of Directors

(continued)

MR WONG CHIANG YING

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

Aged 59, Male, Malaysian

Mr Wong Chiang Ying was appointed to the Board of DutaLand Berhad on 1 August 2023.

Mr Wong Chiang Ying was appointed as the General Manager, Group Finance of DutaLand Berhad on 1 January 2007. He 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).

Mr Wong began his career as an auditor with PriceWaterhouse in 1989. He has subsequently worked as an Internal Audit manager and as an Accountant in other public listed companies prior to the appointment of his current position.

Mr Wong held the post of General Manager, Group Finance before his appointment as Non-Independent Non-Executive Director. He attended all five Board Meetings of DutaLand Berhad held during the financial year ended 30 June 2023.

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 or potential conflict of interest, including interest in any competing business with DutaLand Berhad or its subsidiaries.
3. Tan Sri Dato' Yap Yong Seong, Dato' Sri Yap Wee Keat and Datuk Yap Wee Chun are deemed interested in 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

Aged 82, Male, Malaysian

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

YBHG DATUK YAP WEE CHUN

EXECUTIVE DIRECTOR

Aged 53, Male, Malaysian

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

MS YEAP SHEAU SHUANG

GENERAL MANAGER, GROUP FINANCE

Aged 47, Female, Malaysian

Ms Yeap Sheau Shuang was appointed as the General Manager, Group Finance of DutaLand Berhad in April 2022. Ms Yeap holds a Bachelor of Arts in Communication and Economics. She is a Chartered Accountant and a member of the Malaysian Institute of Accountants. She is also a Fellow Member of the Association of Chartered Certified Accountants.

Ms Yeap has more than 20 years of experience in the field of accounting, corporate finance, audit, tax planning, treasury, bank financing and financial management focusing mainly on the property development sector, resorts and destination development, hospitality and properties management, retail malls, construction and investment holding.

Ms Yeap started her career in a new start-up Singaporean company before joining Malton Berhad in year 2002. She joined Landmarks Berhad in 2007 as a Finance Manager until her promotion as Group General Manager, Finance. Subsequently in the year 2015, she progressed her career and joined the property developer Suez Capital Group of Companies as Group General Manager, Finance before joining DutaLand Berhad.

MR NG JU SIONG

GENERAL MANAGER, GROUP LEGAL

Aged 56, 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, a non-listed public company. 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)

IR. RUDY LIM LAI HUAT

SENIOR GENERAL MANAGER, DEVELOPMENTS

Aged 46, 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).

MOHAMMED FAREEZ KHAIRUDIN

GENERAL MANAGER, TRADING

Aged 43, 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.

CHANG CHEE WOOL, JAMES

SENIOR GENERAL MANAGER, SALES & MARKETING

Aged 48, Male, Malaysian

Mr James Chang was appointed as the Senior General Manager of DutaLand Group leading the Property Sales & Marketing Division since January 2023. He graduated from Systematic College, now known as SEGI University and College with Chartered Institute of Marketing (C.I.M) in year 1993. He has 28 years of experience in the property industry and has delivered more than 15,000 units of properties bringing in value of sales of more than RM5 billion. Prior to joining DutaLand Group, he was attached to NCT Group as senior general manager in property development, sales & marketing for 6 years, overseeing the project and sales & marketing activities of the group.

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 or potential conflict of interest, including interest in any competing business with DutaLand Berhad or its subsidiaries.
3. Tan Sri Dato' Yap Yong Seong and Datuk Yap Wee Chun are deemed interested in recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of DutaLand Berhad Group.

Sustainability Statement

ABOUT THIS SUSTAINABILITY STATEMENT

This Sustainability Statement summarises DutaLand Berhad (“DutaLand or ‘Company’”)’s economic, environmental, social and governance (“EESG”) performance for the financial year ended 30 June 2023 (“FY2023”), and demonstrates the Company and its subsidiaries (“Group”)’s commitment to sustainable management of its operations and real estate portfolio.

REPORTING FRAMEWORK

DutaLand prepared this report in accordance with the Global Reporting Initiative (“GRI”) Standards and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), including the enhanced sustainability listing requirements. These internationally recognised reporting frameworks cover a comprehensive range of sustainability disclosures and are suited to DutaLand’s industry and business model.

We have aligned our sustainability efforts with the United Nations’ Sustainable Development Goals (“UNSDGs”), ensuring our actions contribute to global progress and positive change.

REPORTING SCOPE AND PERIOD

The reporting period covered in this report is from 1 July 2022 to 30 June 2023, with relevant data from previous years as a comparison. Unless otherwise stated, this report covers the performance of all major business operations: Property Development, Investment Holding, Commodity Trading and Plantation.

RELIABILITY OF THE INFORMATION REPORTED

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 2023.

FEEDBACK AND ENQUIRIES

We value your input on our sustainability endeavours. Your feedback on this sustainability report fuels our commitment to transparency and continuous improvement in our sustainability initiatives. Please send your feedback and enquiries to dutaland@dutaland.com.my.

OUR APPROACH

Our sustainability approach integrates environmental stewardship, social responsibility and economic vitality. Innovation and cooperation play crucial roles in reducing our ecological impact, boosting the well-being of communities, and nurturing a robust, sustainable future for the generations to come.

Sustainability Pillars Guiding DutaLand

Supporting the Local Economy	<ul style="list-style-type: none"> Identify opportunities to enhance shareholder value Promote sustainable economic growth
Serving Our Community	<ul style="list-style-type: none"> Supporting local communities and programmes to alleviate socio-economic problems
Investing in Our People	<ul style="list-style-type: none"> Enhance the well-being of all employees Create a safe and positive work environment
Protecting Our Environment	<ul style="list-style-type: none"> Minimise our environmental footprint

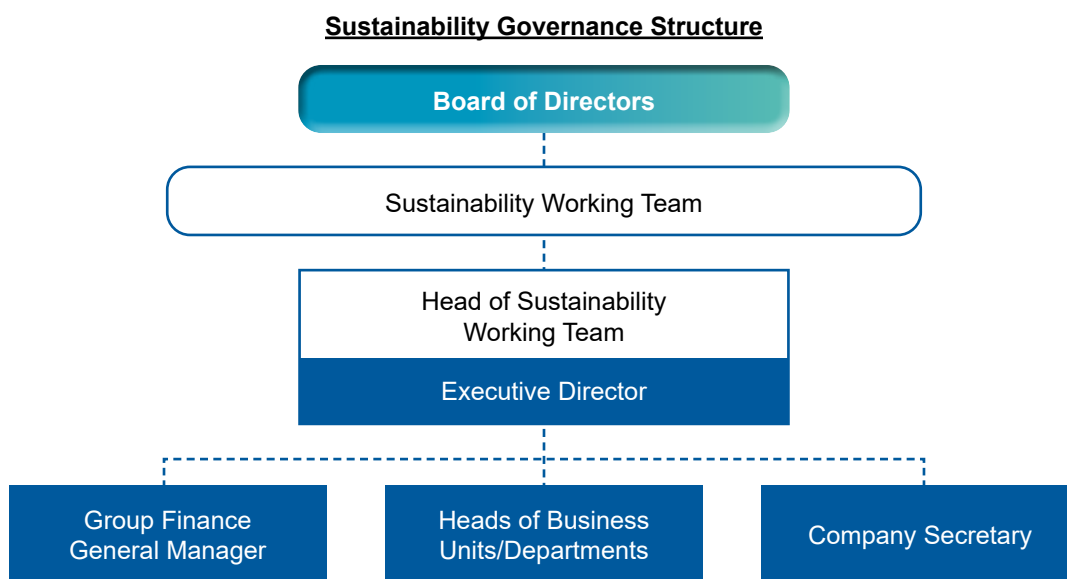
We execute our sustainability pillars through six guiding principles that are the core of what we do.

Six Guiding Principles	<ul style="list-style-type: none"> Communicating with stakeholders on economic, environmental, social and governance issues Identifying and implementing economic, environmental, social and governance legislative requirements, and ongoing compliance with relevant regulations and legislation Incorporating environmental issues in decision-making processes on a case-by-case basis Managing buildings efficiently to conserve the use of limited natural resources Supporting and developing employees to use their skills and expertise to respond to sustainability challenges Maintaining a safety-awareness culture and ensuring proper standards of workplace health and safety for employees and other key stakeholders present at operation site
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SUSTAINABILITY GOVERNANCE

The Board of Directors of DutaLand (“Board”) diligently oversees sustainability governance, ensuring robust integration of economic, environmental, social, and governance (“EESG”) principles. The Sustainability Working Team, comprising the Executive Director and key departmental heads, assists the Board in overseeing the development and implementation of sustainability strategies. This collaboration ensures the effective integration of environmental, social, and governance considerations across our operations and decision-making processes. The Group’s governance policies and protocols provide structure for overseeing sustainability throughout its operations.

The Board enhances sustainable value creation for all stakeholders by considering EESG risks, opportunities, and other sustainability issues as part of its strategic decision formulation.



Roles and Responsibilities

Board of Directors

- Raises awareness of sustainability challenges and provides strong stewardship to integrate sustainability strategies and initiatives into the Group’s business strategy and operations
- Sets the strategic direction and ensures that sustainability is embedded effectively across the Group with adequate resources
- Commits to addressing EES matters and managing their impacts
- Issues the final approval of the Sustainability Statement

Head of Working Team

- Endorses the material sustainability matters identified by Working Team members
- Develops and proposes sustainability strategies
- Reviews the progress of sustainability strategies and initiatives conducted by Working Team members
- Reports sustainability progress to the Board of Directors

Working Team

- Identifies material sustainability matters relevant to the Group
- Implements sustainability strategies and initiatives
- Reports sustainability progress to the Head of the Working Team

Sustainability Statement

(continued)

ENGAGING WITH STAKEHOLDERS FOR SUSTAINABLE IMPACT

Through our stakeholder engagement efforts, we embrace a dynamic approach, cultivating open dialogues and cooperation. Our continuous partnerships align interests, aspirations, and actions, driving our collective journey toward a more sustainable and inclusive future.

Stakeholder Group	Group Composition	Engagement Approaches	Requirements and Expectations	Success Measurements
Employees	<ul style="list-style-type: none"> 93 employees: 45 women and 48 men 	<ul style="list-style-type: none"> Internal memos Performance appraisals (annually) Training and product knowledge (as and when required) 	<ul style="list-style-type: none"> An ethical workplace with opportunities to contribute to society while promoting environmental and social sustainability A diverse and inclusive workplace that treats all employees equally Job security, strong leadership, fair pay and promising career opportunities 	<ul style="list-style-type: none"> Employee engagement A diverse and inclusive workforce Ability to attract, develop and retain talent
Investors	<ul style="list-style-type: none"> 13,989 local and international shareholders (as of 5 October 2023), including asset managers, pension funds and corporate holdings Investment analysts and potential investors Credit rating agencies 	<ul style="list-style-type: none"> Annual general meetings Annual reports Announcements and disclosures (timely or as and when required) 	<ul style="list-style-type: none"> Sustained financial returns Sound risk management Compliance with regulations Timely disclosure Managing strategic investments more efficiently 	<ul style="list-style-type: none"> Return on equity Revenue growth Compliance checklists for significant corporate disclosure or publication of documents
Customers	<ul style="list-style-type: none"> Individuals, businesses, the public sector and various other legal entities such as financial institutions, trusts, non-governmental entities and associations 	<ul style="list-style-type: none"> Client meetings Feedback sessions (as and when required) Networking events (as and when required) 	<ul style="list-style-type: none"> Cost-effective, convenient and innovative financial services Trustworthy relationships, safety and protection against fraud Transparent pricing with excellent customer service 	<ul style="list-style-type: none"> Customer satisfaction

Sustainability Statement

(continued)

Stakeholder Group	Group Composition	Engagement Approaches	Requirements and Expectations	Success Measurements
Regulatory bodies	<ul style="list-style-type: none"> All relevant government departments, including labour, health, trade and industry 	<ul style="list-style-type: none"> Inspections by local authorities (ad-hoc) Meetings with managers and local regulators (ad-hoc) 	<ul style="list-style-type: none"> Compliance with all relevant laws and regulations Financial system stability An ethical work environment A business responsive to regulatory change Contribution to government development plans and national priorities 	<ul style="list-style-type: none"> Effective compliance with regulatory change Strong capital levels
Suppliers	<ul style="list-style-type: none"> Direct and indirect supply chain partners 	<ul style="list-style-type: none"> Annual evaluation and performance reviews Fair contract negotiation (ad-hoc) Vendor registration upon awarding jobs 	<ul style="list-style-type: none"> Streamlined and fair procurement Transparent sourcing and tendering process 	<ul style="list-style-type: none"> Supplier assessment form Supplier engagement
Local Communities	<ul style="list-style-type: none"> Individual citizens Residents, tenants and the surrounding neighbourhood 	<ul style="list-style-type: none"> Community engagement CSR activities Festive celebration (seasonal) 	<ul style="list-style-type: none"> Contribution to solutions that address societal challenges as outlined in the UNSDGs and other global environmental, social and governance frameworks 	<ul style="list-style-type: none"> Community investment Area development

WE PRIORITISE WHAT MATTERS TO YOU AND US

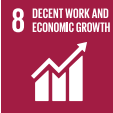



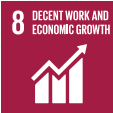




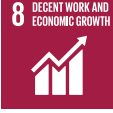


Conducting a materiality assessment is an essential part of our sustainability journey. Besides facilitating the identification of the most significant sustainability material issues for our business and stakeholders, it also helps to pinpoint the crucial risks and opportunities associated with each material matter.

We performed a detailed materiality assessment covering 15 material issues in the previous financial year, mapping each against the UNSDGs to ensure that our sustainability endeavours contribute towards the global objectives.

In FY2023, the Board and management reviewed the materiality matrix and found it relevant to the Group's strategic direction and priorities. The Group aims to conduct the assessment every two years.

Sustainability Statement

(continued)

Material Topic	What We Do	GRI Indicator	Stakeholder Group	Relevant SDGs
Economic				
Economic performance	Distributing economic value among different stakeholders	<ul style="list-style-type: none"> Economic performance 	<ul style="list-style-type: none"> Investors Employees Suppliers Customers Local communities 	  
Regulatory compliance	Adhering to all economic, environmental and social legislation	<ul style="list-style-type: none"> Anti-corruption Anti-competitive behaviour Environmental compliance Socio-economic compliance 	<ul style="list-style-type: none"> Regulatory bodies 	
Responsible supply chain	Supporting local suppliers and promoting good socio-environmental performance throughout the supply chain	<ul style="list-style-type: none"> Procurement practices Supplier environmental assessment Supplier social assessment 	<ul style="list-style-type: none"> Suppliers 	  
Nation-building	<ul style="list-style-type: none"> Developing housing, local infrastructure and palm oil industries and their impact on local communities Promoting sustainable industrialisation and fostering innovation Building resilient infrastructure, sustainable industrialisation and fostering innovation Participating in public-private partnerships that make our developments inclusive, safe, resilient and sustainable 	<ul style="list-style-type: none"> Indirect economic impacts 	<ul style="list-style-type: none"> Local communities Employees Suppliers 	     











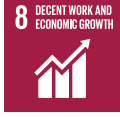



Sustainability Statement

(continued)

Material Topic	What We Do	GRI Indicator	Stakeholder Group	Relevant SDGs
Economic (continued)				
Local hiring	Developing the local economy in all communities in which we operate	<ul style="list-style-type: none"> Market presence 	<ul style="list-style-type: none"> Local communities Employees 	
Environment				
Energy & emissions	<ul style="list-style-type: none"> Managing and reducing greenhouse gas (GHG) emissions Venturing into affordable, reliable, sustainable and modern energy Ensuring sustainable use of resources Proactively implementing cost-effective resource efficiency measures 	<ul style="list-style-type: none"> Energy Emissions 	<ul style="list-style-type: none"> Employees Suppliers 	
Water, effluents & waste	Managing effluent discharges, water consumption and all types of waste	<ul style="list-style-type: none"> Effluents and waste Water 	<ul style="list-style-type: none"> Employees Suppliers 	
Environment				
Career development	<ul style="list-style-type: none"> Hiring, recruitment, retention and training, including performance and career development reviews Knowledge sharing with industry peers Ensuring a safe work environment and supporting the economic development of local communities 	<ul style="list-style-type: none"> Training and education Employment 	<ul style="list-style-type: none"> Employees 	

Sustainability Statement

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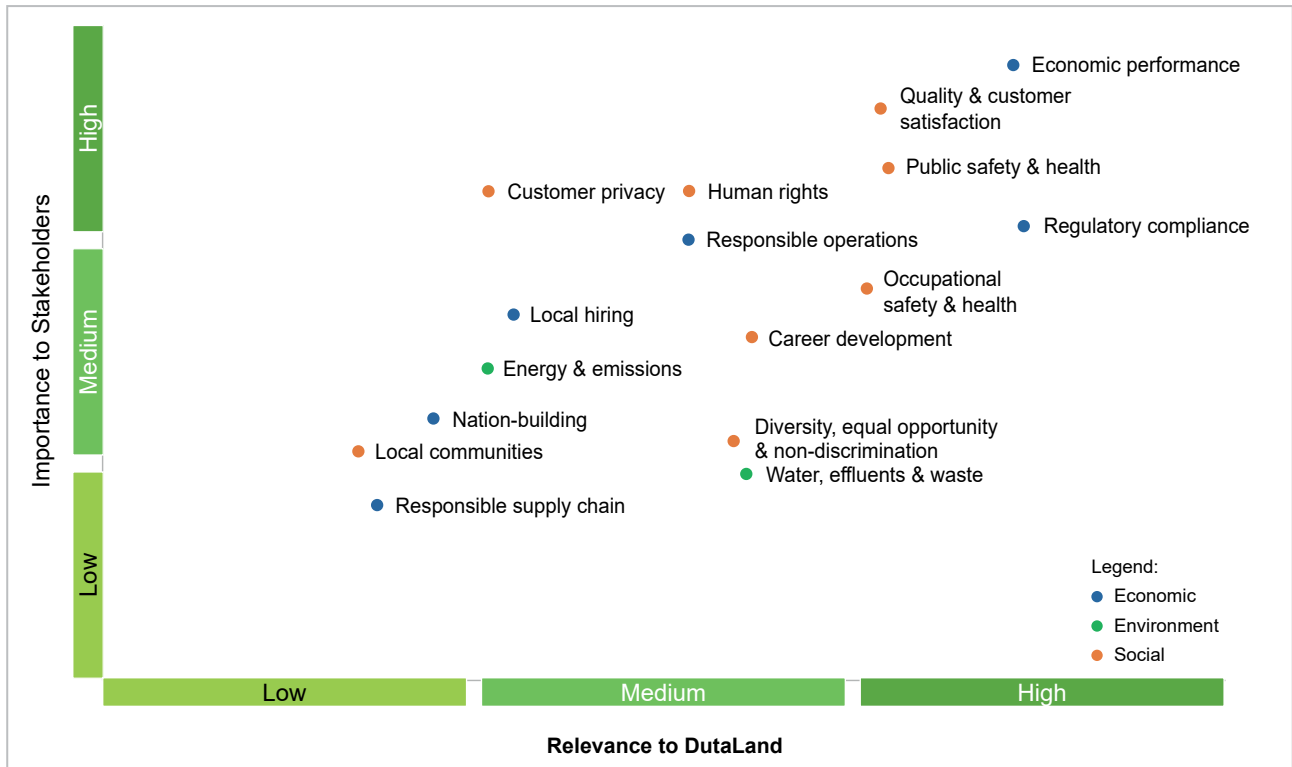
Material Topic	What We Do	GRI Indicator	Stakeholder Group	Relevant SDGs
Environment (continued)				
Diversity, equal opportunity & non-discrimination	Promoting diversity and equal opportunities while eliminating discrimination in the workplace	<ul style="list-style-type: none"> • Non-discrimination • Diversity and equal opportunity 	<ul style="list-style-type: none"> • Employees • Regulatory bodies 	  
Occupational safety and health	Protecting the safety, health and well-being of employees and workers	<ul style="list-style-type: none"> • Occupational health and safety 	<ul style="list-style-type: none"> • Regulatory bodies • Employees 	 
Local communities	Supporting local communities surrounding operations that are economically, socially or environmentally affected	<ul style="list-style-type: none"> • Local communities 	<ul style="list-style-type: none"> • Local communities 	 
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"> • Human rights assessment • Rights of indigenous peoples • Security practices • Child labour • Forced labour 	<ul style="list-style-type: none"> • Regulatory bodies • Employees • Local communities 	  
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"> • Non-GRI topic 	<ul style="list-style-type: none"> • Customers 	 
Customer privacy	Protecting the privacy of our customers and members of the public	<ul style="list-style-type: none"> • Customer privacy 	<ul style="list-style-type: none"> • Customers 	
Public safety	Protecting the safety, health and well-being of customers	<ul style="list-style-type: none"> • Customer health and safety 	<ul style="list-style-type: none"> • Customers • Regulatory bodies • Suppliers 	

Sustainability Statement (continued)

The Materiality Matrix

The sustainability indicators in the upper right quadrant are paramount, as they are significant to stakeholders and hold strategic value for DutaLand. Our sustainability endeavours will focus on these subjects to tackle stakeholders' concerns and strategic priorities.

Senior executives across all business divisions reviewed the results of the materiality assessment. After discussing the process and results, the team confirmed the material topics before endorsement by the Board.



SUSTAINABLE ECONOMIC VALUE CREATION

Economic sustainability is not just a concept but a living principle guiding our path. We are committed to sustainable business practices as we navigate the global economic currents by practising sustainable practices that harmonise economic progress with social well-being and environmental preservation.

DutaLand stands proudly as a cornerstone of Malaysia's economic vitality. Through its diverse industries and strategic investments, the Group generates substantial employment, fosters innovation and drives economic growth. Our projects create jobs, stimulate local businesses and generate revenue.

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.	Our Property Development segment is a catalyst for national progress. We invigorate urban landscapes by crafting exceptional residential, commercial, and mixed-use spaces, spurring economic growth.
Plantation	The Plantation Segment is engaged in oil palm cultivation and selling fresh fruit bunches ("FFB").	Rubber and oil palm are the crops added to the twelve key economic areas the government promotes. These commodities account for approximately 7% of the country's GDP. Our investments in research and technology optimise yields, fostering efficiency and growth.
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 increasing global demand for this precious commodity for food and fuel caused an upsurge in oil palm production. Through strategic sourcing, trading, and distribution of essential commodities, we ensure supply stability, support local industries, and stimulate trade growth.
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, develop, and manage projects in line with our sustainability goals. Material EES/ESG factors form part of our fundamental analysis in 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.

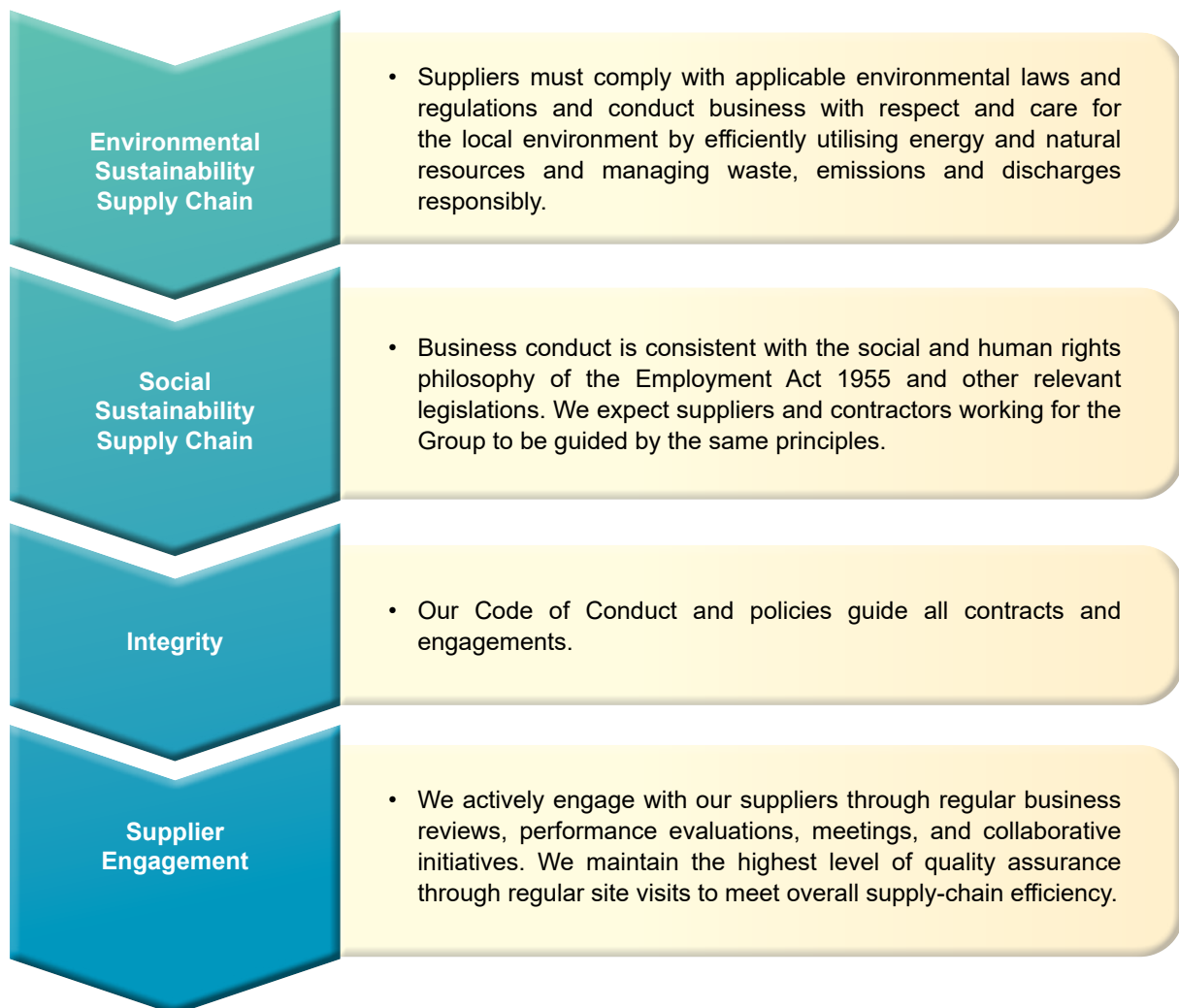
SUPPLY CHAIN SUSTAINABILITY

DutaLand's highly diversified supply chain procures a significant volume and variety of materials. We identified supplier diversity as a critical focus area in our EESG strategy, and we are actively working to forge partnerships and support small, local and diverse-owned companies. This focus builds our supply chain resilience.

We promote sourcing of local goods and services, engaging suppliers and contractors in a competitive bidding process that considers price and quality while advocating social and environmental responsibility. This approach underscores our commitment to supporting local economies while aligning our procurement practices with ethical and sustainable considerations.

Close collaboration with suppliers is vital for the success of business operations. We maintain a sustainable, resilient supply chain in business locations. The Group upholds the highest environmental and social standards in the suppliers' code of conduct and familiarises all suppliers with these guidelines.

Our Commitment to Supply Chain Sustainability



Sustainability Statement

(continued)

ETHICS AND INTEGRITY

Our Code of Conduct and Employee Handbook outlines DutaLand's commitment to integrity and transparency. Together, these documents are the guardians of the Group's ethical standards for business conduct. Corruption is forbidden, and DutaLand follows the highest ethical standards when doing business.

Offering, giving, requesting, accepting or receiving bribes or facilitation payments are strictly prohibited. DutaLand has zero tolerance for corruption. The Code of Conduct, contractual terms and other governing documents list all ethical standards.

Employees found to be involved in bribery are subject to disciplinary action that can lead to termination. Every employee is responsible for preventing and reporting suspicious activity or wrongdoing that may lead to bribery using dedicated whistleblowing channels.

We communicate our stand on anti-corruption to suppliers, contractors, subcontractors, agents, joint venture companies and third parties with whom we work.

DUTALAND WHISTLEBLOWING POLICY

In line with good corporate governance practices and the Whistleblower Protection Act 2010, the Board and Management of DutaLand introduced a Whistleblowing Policy to encourage parties to report:

- Suspected or known misconduct, wrongdoings, corruption and instances of fraud
- Waste or abuse involving the resources of the Company

All whistleblowing can be channelled to the Chairman of the Audit Committee.

The Policy gives assurance that DutaLand keeps details of the reporting individual confidential. The Group protects the individual against reprisals or retaliation. DutaLand cannot take disciplinary action against the reporting individual if the report is not malicious.

PROMOTING ENVIRONMENTAL SUSTAINABILITY

The environmental landscape is increasingly pivotal in our industries' dynamic realm. As global awareness of ecological fragility grows, our sectors must navigate intricate challenges and seize opportunities for sustainable growth.

Balancing land utilisation for property development and eco-preservation is paramount. Plantation practices must embrace biodiversity conservation and efficient resource management. Commodity trading necessitates ethical sourcing, mitigating deforestation, and minimising carbon footprints. In the realm of investment, environmentally conscious choices drive value and resilience. Embracing eco-friendly technologies and practices safeguards the planet and catalyses value chain development.

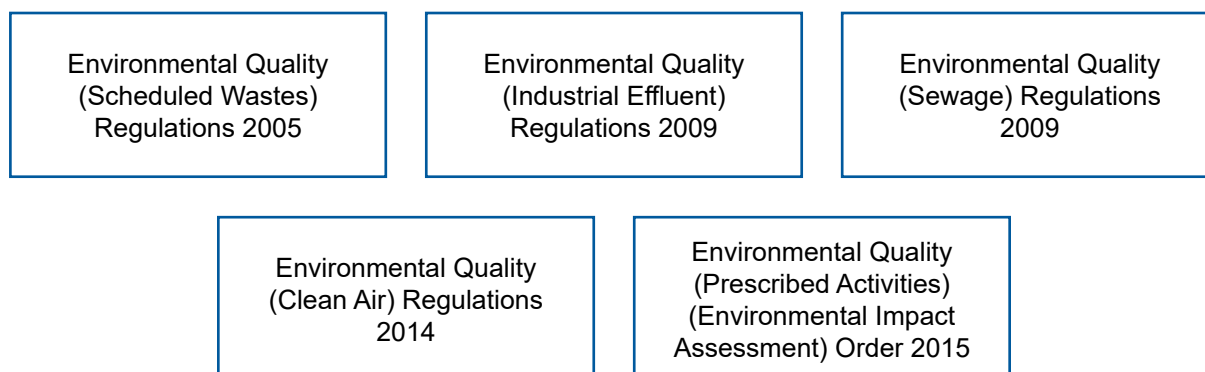
OUR COMMITMENT:

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

Sustainability Statement

(continued)

All our activities adhere to relevant laws, regulations, benchmarks and other environmental standards. At a minimum, they include the following:



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

ENVIRONMENTAL ASPECT AND IMPACT

DutaLand conserves the environment and mitigates pollution and health risks. As part of our Environmental Management System (“EMS”), we review new or updated legal requirements and evaluate compliance annually.

DutaLand’s EMS provides a systematic approach to managing environmental impact and improving its environmental performance. One element involves identifying and overseeing significant aspects of business operations that can potentially impact the environment. We evaluate the significance level of each using a risk assessment technique based on factors such as the likelihood of occurrence, the severity of the impact and implemented control measures.

We align our commitment to minimising environmental harm with resource depletion and carbon emission risks by monitoring performance, working on usage reduction targets, participating in stakeholder engagement activities and implementing numerous measures to achieve them.

ENERGY AND EMISSIONS

DutaLand is firmly committed to transitioning into a low-carbon enterprise and taking proactive measures to address climate change risks. Our primary objective is curtailing energy consumption and carbon emissions throughout our business operations. Embracing cutting-edge technologies and increasing reliance on alternative energy sources reduces our environmental impact significantly.

Our specialised team of environmental experts and engineers conduct thorough energy assessments regularly. These assessments are the basis for formulating practical strategies and implementing diverse measures. Initiatives include lighting retrofits, the installation of building automation systems, facility upgrades and enhancements to improve overall efficiency.

In our concerted effort to optimise electricity usage, our management and staff diligently switch off lights during lunch breaks. Moreover, we have introduced a straightforward yet effective practice of affixing instructions on walls, reminding everyone to turn off lights before leaving the office. As an ongoing part of our energy-saving initiatives, we have introduced strategic plans to progressively transition to LED lights throughout our properties and offices, aligning seamlessly with our energy goals.

Sustainability Statement

(continued)

WATER

DutaLand is dedicated to reducing water consumption, promoting reuse, and preventing water pollution. We prioritise responsible water management across all our sites, properties and operations. Rigorous metering and monitoring procedures are in place to accurately track consumption and to detect any signs of leakage. Our management conducts regular audits, at least annually to promptly identify and rectify any leaks.

Following local water sourcing and utilisation regulations, we responsibly channel wastewater into the municipal sewer system. We ensure compliance with all applicable guidelines and standards. Additionally, our contractors must diligently monitor wastewater discharge into watercourses or sewers, upholding our commitment to environmental responsibility.

Education and awareness play a vital role in our approach. We actively promote responsible water usage and conservation practices among our colleagues, tenants and customers. By fostering a culture of consciousness and conservation, we strive to make a meaningful and positive impact on water conservation efforts within our communities and beyond.

WASTE MANAGEMENT

Property development produces the highest volume of waste of all operations. Reducing waste and its environmental impact are vital for mitigating the strain on natural resource extraction. Employing circularity principles such as the 3Rs (reduce, reuse, recycle) curbs GHG emissions. Neglected waste management exacerbates pollution, particularly in water bodies and ecosystems, disrupting potable water supply, supply chains and the economy.

As our waste reduction journey is in its infancy level, we have identified improvements in our future waste reduction and recycling rate. Our operations, activities and communities are generating several types of waste: construction, food, domestic, scheduled waste, organic and liquid waste. Licensed appointed vendors will dispose the scheduled waste in authorised facilities according to the law.

We implemented unique guidelines for streamlined daily operations and effective waste management. These guidelines help to establish, measure and monitor waste generation and recycling across our functions and properties.

This strategy complements the 12th Malaysia Plan and the Green Technology Master Plan (“GTMP”) to address the goal of reducing waste generation to landfills. Initiatives held during the year included placing recycling bins in strategic areas, banning single-use plastic and raising recycling awareness.

COMMITMENT TO BIODIVERSITY AND CONSERVATION

DutaLand is unwavering in its dedication to conserving biodiversity across its operations. This commitment involves recognising unique ecological attributes, respecting nature reserves nearby and safeguarding plant and animal species on-site.

Our development and operations are not situated within protected areas, thereby mitigating significant biodiversity risks. DutaLand actively promotes green spaces within its projects, fostering long-term well-being among tenants, clients and neighbouring communities.

SUSTAINABLE OIL PALM STEWARDSHIP

The oil palm sector’s climate change management is multifaceted to mitigate its environmental impact and promote sustainability. Responsible land management, including reforestation and agroforestry, reduces deforestation and carbon emissions. Our technology-driven precision optimises resource use, limiting greenhouse gas output. We also collaborate with local communities in implementing climate-resilient practices while ensuring transparent supply chain monitoring.

HUMAN CAPITAL

Our vibrant culture, built on respect, growth and inclusivity is the bedrock of our success. We are not just a company but also a community that values individuals' unique perspectives. Committed to nurturing talent, we provide opportunities for professional and personal growth and promote the well-being of our team members.

When employees thrive, our organisation thrives. We have woven a fabric of support, offering learning initiatives and flexible work arrangements that empower individuals to reach their full potential. Our approach extends beyond the workplace. By encouraging everyone to contribute their passions and ideas, we inspire a collective sense of purpose that fuels innovation and drives us forward.

At DutaLand, we are not just embracing people management; we are shaping a future where our people's success is the heart of our triumphs.

RESPECT FOR HUMAN RIGHTS

DutaLand is committed to upholding human rights by adhering to the United Nations Guiding Principles on Business and Human Rights ("UNGP") and actively endorsing and fostering related initiatives. Our Code of Conduct is a definitive guideline for employee behaviour, featuring explicit declarations that underline our unwavering commitment to respecting human rights. This framework reflects our steadfast stance on promoting ethical practices and safeguarding fundamental rights within our operations and interactions.

We defend human rights throughout business operations and the entire supply chain. Our risk assessment procedure ensures that we regularly review the labour standards of existing and potential business and supply chain partners. Protecting human rights in the plantation industry and generally upholding fair labour practices, eradicating exploitation and promoting safe working conditions are vital.

Our commitment to human rights and labour standards also covers policies to:

- Prevent child labour, according to the Malaysian Labour Law on the minimum legal working age
- Prevent forced labour, where workers choose employment freely
- Providing equal opportunities and applying non-discrimination in hiring, remuneration or access to training, promotion, overtime, termination or retirement, including non-discrimination against all characteristics such as race, religion, gender, age, sexual orientation, disabilities and nationality

We are also committed to the following:

- Freedom of association where everyone is respected to have the freedom to belong to any organisation of their choice, following local freedom of association law
- Right and respect for collective bargaining
- Eliminating excessive working hours by offering fair overtime pay and limiting working hours
- Meeting or exceeding Malaysia's minimum wage
- Enforcing a safety policy, code and practices for providing a safe and healthy workplace according to local laws
- Addressing bullying and harassment and encouraging reporting through the dedicated whistleblowing system



Non-compliance or violations of the Group's labour standards during the year



Cases of child, forced or compulsory labour in the Group's history

We hope to make more improvements in the future to reduce and mitigate negative social impacts, enforce human rights across our operations, and continue to drive sustainability in our products, services and business relationships.

TRAINING AND PROFESSIONAL DEVELOPMENT

Nurturing a dynamic and flourishing workforce remains a priority as we consistently invest in all aspects of employee development. We ensure our talents stay current with the latest expertise and proficiencies, equipping them with the capabilities to excel professionally. This approach fosters goal attainment and enhances interpersonal relationships and functional proficiencies, contributing to holistic skill development.

DIVERSITY, EQUITY AND INCLUSION

Diversity, equity and inclusion have always been important to our people, tenants, partners and communities. These aspects of fairness are strategic for the business. We succeed through inclusion and celebrate the characteristics that make us unique.

The DutaLand Code of Business Ethics formalises our commitment to respecting people's differences and encouraging organisational diversity. Abusive, harassing or offensive conduct, whether verbal, physical or visual is unacceptable. DutaLand encourages and empowers its employees to report any harassment or threatening behaviour.

HEALTH, SAFETY AND SECURITY

DutaLand focuses on creating workplaces that unequivocally protect the environment, health and safety of employees, tenants, supply chain partners and the public.

Our safety and health policy confirms our commitment to prioritising the well-being of people, promoting safe and healthy workplaces and continually improving our health, safety and environment culture.

We ensure ongoing education on safety and occupational hazards. Our operational team benefits from continuous safety training, including informative awareness sessions that enhance their understanding and preparedness. Recently, we conducted safety training encompassing vital skills such as first aid, fire drills and emergency preparedness planning ensuring our team is well-equipped to handle situations.

Our safety programmes also extend to contractors. We communicate our health and safety standards to all contractors and partners whom we work with and emphasise the minimum safety requirements before starting any work.

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 identifying hazards, estimating the probability of occurrence and consequences, categorising risk, determining the sufficiency of existing plans and controls and identifying the requirements for equipment and training.

SAFETY GOVERNANCE

DutaLand's Occupational Safety and Health Committee ("OSH Committee") covers four major safety areas: damage control, first aider, evacuation traffic, search and rescue. The OSH Committee sets clear goals and leadership accountability to ensure the health and safety of people are rooted in our operations.

Representatives from the main contractor, a safety officer and a safety supervisor shall assist the OSH Committee. The OSH Committee overseeing the Group's identification, management and mitigation of risks associated with health, safety, security and the environment.

Sustainability Statement

(continued)

COMMUNITY SUPPORT

DutaLand maintains its unwavering dedication to enhancing community resilience by creating enriching environments. We orchestrated diverse impactful initiatives to uplift community well-being and exemplify the Group's sense of social responsibility.

We have also advanced to social sustainability, nurturing communities, empowering the marginalised and promoting the well-being of the community members where we operate. We strive to create lasting positive impacts through diverse initiatives, fostering a harmonious and resilient future for all. Our social contributions extend to encompassing support for education, community well-being and sports initiatives.

RESPONSIBLE OPERATIONS

DutaLand is committed to responsible sustainability operations. Operating within the oil palm and real estate sectors, we uphold ethical and eco-conscious practices at every step. Incorporating sustainable practices and cutting-edge solutions ensures our endeavours have a constructive impact on economic advancement and stakeholder value creation.

DutaLand is committed to building great experiences for the people in our spaces. We challenge ourselves to create inspiring and welcoming spaces to create exceptional experiences for everyone who walks through our doors.

GREAT ACCESSIBILITY

A strategic location and accessibility are pivotal, they enhance convenience, attract potential residents and contribute to long-term value appreciation. Our well-located properties offer easy connectivity, fostering a desirable living environment and reinforcing our position as a wise investment choice.

Located beside the North-South Highway and just minutes from the Seremban Toll Plaza, Oakland Square is easily accessible via Jalan Haruan 1. This strategically located commercial hub is only five minutes from Seremban 2 and other amenities, 10 minutes away from town and less than an hour's drive to Kuala Lumpur City Centre, KLIA, Putrajaya and Cyberjaya.

Kenny Heights is centrally accessible to prime locations within Kuala Lumpur City Centre and surrounding areas. The mixed development district is a stone's throw away from KL Sentral, allowing occupants easy access. It takes approximately five minutes to reach Bangsar and Damansara commercial centres through connected highways such as the Sprint Highway and the New Klang Valley Expressway.

Similarly, our retail shops and office development, Oakland Square, offers outstanding investment opportunities with its strategic location, strong catchment and unique design plan.

By continuously improving these aspects, we provide residents with a seamless and convenient living experience, solidifying our dedication to creating thriving communities.

GREEN SPACE

Providing green spaces within a property is paramount for tenant sustainability. These spaces offer vital havens of nature amidst urban landscapes, contributing to improved air quality, mental well-being and a sense of community. They encourage a healthier lifestyle, fostering physical activity and relaxation. Green spaces promote sustainable living by supporting biodiversity, reducing the urban heat island effect and conserving energy. As integral components of our modern property design, green spaces enhance the property's overall quality, desirability and long-term value while harmonising with the surrounding environment.

Sustainability Statement

(continued)

We are working on providing large green spaces at our Kenny Heights development project. Laman Tuanku, a project KH Land Sdn Bhd is building as part of its 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 is an idyllic sanctuary offering the community a place for relaxation, reflection, revitalisation and immersion in natural and cultural heritage.

TENANT AND VISITOR HEALTH, SAFETY AND SECURITY

We recognise our responsibilities for ensuring stakeholders’ health, safety and security throughout operations. Measures such as access barriers, electromagnetic locks, closed-circuit television, physically deploying security personnel and performing regular safety and security inspections ensure the safety and security of our properties and sites.

For example, our KH Villa’s secured compound is supported with a 24-hour concierge service to ensure that all aspects of tenants’ homes are catered for professionally and safely. We have installed protective hoardings at Laman Tuanku, which has restricted access for authorised personnel within the designated work zone.

We equip tenants and visitors with the necessary knowledge and procedures to follow during emergencies. All fitting-out works are carried out safely and socially responsibly, based on approved drawings that comply with regulations and guidelines. Regular on-site meetings and inspections with tenants to ensure safety and compliance. We engaged a site clerk, site manager and consultants to manage daily operations and provide weekly reports.

ENSURING SATISFACTION

One of DutaLand’s priorities is to foster meaningful interaction with tenants and customers at our properties. Tenants’ satisfaction is tracked and monitored. Creating a positive living experience ensures long-term occupancy. Regular communication, efficient maintenance and thoughtful community-building efforts contribute to a harmonious relationship, resulting in a thriving real-estate ecosystem where residents feel valued, content and happy to call our properties their home.

PLEDGING OUR ONGOING COMMITMENT TO SUSTAINABILITY

DutaLand is resolutely forging ahead with a steadfast commitment to sustainability. From thoughtfully designed developments that harmonise with nature to resource-efficient processes and meaningful community engagement, our journey envisages a balanced and vibrant future.

By prioritising environmental stewardship, social well-being and economic resilience, we propel sustainable growth while leaving a positive legacy for future generations. DutaLand’s unwavering dedication to sustainability is a testament to our role as stewards of both the land and the aspirations of those we serve.

The Board of Directors of DutaLand Berhad approved this Sustainability Statement on 25 October 2023.

Sustainability Statement

(continued)

GROUP PERFORMANCE DATA

Indicator	Unit	FY2021	FY2022	FY2023
Economic				
Corruption				
Directors receiving anti-corruption training	Number	2	-	-
Managers receiving anti-corruption training	Number	17	-	-
Executives receiving anti-corruption training	Number	4	-	-
Non-executives receiving anti-corruption training	Number	-	-	-
Employees receiving anti-corruption training	Number	23	-	-
Environment				
Energy				
Electricity consumption	kWh	101,212	96,680	80,268
Water				
Water consumption	m ³	7,171	15,924	6,620
Carbon emissions				
Scope 1 *	tCO ₂ e	30	49	30
Scope 2 **	tCO ₂ e	75	63	75
Scope 3 (business travel) **	tCO ₂ e	-	23	40
<p>* CO₂ emissions from fuel consumption were derived from the emission factor published by the IPCC Guidelines for National Greenhouse Gas Inventories.</p> <p>** CO₂ emissions were derived using the emission factor published by the Energy Commission Emission for the Peninsular Grid 2019</p> <p>*** Air travel GHG emissions were calculated point to point, including the number of employees on board and the distance travelled. Online tools derived from the WRI Greenhouse Gas Protocol to calculate the CO₂ emissions from air travel. The Mobile Combustion GHG Emissions Calculation Tool 2.6 was used to calculate emissions from road travel.</p>				
Social				
Diversity				
Total headcount	Number	75	76	93
<i>Employees by nationality</i>				
Malaysians	Number	75	76	93
Non-Malaysians	Number	-	-	-
<i>Employees by gender</i>				
Female	Number	34	33	45
Male	Number	41	43	48
<i>Employees by age group</i>				
<30	Number	5	3	8
30-50	Number	37	39	53
>50	Number	33	34	32
<i>Employees by ethnicity</i>				
Malay	Number	19	27	26
Chinese	Number	49	43	54
Indian	Number	7	6	10
Others	Number	-	-	3

Sustainability Statement

(continued)

Indicator	Unit	FY2021	FY2022	FY2023
Social (continued)				
Diversity (continued)				
<i>Employees by employment contract</i>				
Permanent Staff	Number	56	58	74
Contract/temporary staff	Number	19	18	19
<i>Employees by employment category</i>				
Directors	Number	2	2	2
Managers	Number	23	23	30
Executives	Number	33	34	42
Non-executives	Number	17	17	19
<i>Managers by gender</i>				
Managers: male	Number	15	14	17
Managers: female	Number	8	9	13
<i>Executives by gender</i>				
Executives: male	Number	11	14	15
Executives: female	Number	22	20	27
<i>Non-executives by gender</i>				
Non-executives: male	Number	13	13	14
Non-executives: female	Number	4	4	5
<i>Managers by age group</i>				
Managers (<30)	Number	-	-	-
Managers (30-50)	Number	13	13	18
Managers (>50)	Number	10	10	12
<i>Executives by age group</i>				
Executives (<30)	Number	3	2	6
Executives (30-50)	Number	18	19	26
Executives (>50)	Number	12	13	10
<i>Non-executives by age group</i>				
Non-executives (<30)	Number	2	1	2
Non-executives (30-50)	Number	6	7	9
Non-executives (>50)	Number	9	9	8
Female Representation in Management				
Females in management	%	34.78	39.13	43.33
Turnover				
Total Employee turnover	Number	14	22	24
<i>Employee turnover by gender</i>				
Female	Number	7	6	9
Male	Number	7	16	15

Sustainability Statement

(continued)

Indicator	Unit	FY2021	FY2022	FY2023
Social (continued)				
<i>Employee turnover by age</i>				
>30 years old	Number	-	4	-
30-50 years old	Number	11	9	17
>50 years old	Number	3	9	7
<i>Employee turnover by employee category</i>				
Managers	Number	6	11	6
Executive	Number	7	7	9
Non-executive	Number	1	4	9
New hires				
New employee hires	Number	17	19	41
<i>New hires by age group</i>				
<30 years old	Number	2	2	6
30 - 50 years old	Number	12	11	29
>50 years old	Number	3	6	6
<i>New hires by gender</i>				
Male	Number	7	14	21
Female	Number	10	5	20
Director diversity				
<i>Directors by gender</i>				
Female	Number	-	-	1
Male	Number	7	7	7
<i>Directors by age group</i>				
<30	Number	-	-	-
30-50	Number	-	-	-
>50	Number	7	7	8
Disabilities				
Disabled employees	Number	-	-	-
Training				
Total training (all employees)	Hours	185	72.5	154
Total training (director)	Hours	21	7	24
Total training (Manager)	Hours	136	58.5	71
Total training (executive)	Hours	28	7	59
Total training (non-executive)	Hours	-	-	-
Average training per year per employee	Hours	2.47	0.95	1.66
Total investment in training	RM	8,585	1,700	11,094

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 2023 (“FY2023”), 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 2023 which has detailed the explanation for departure from best practices and is made available on the Company’s website at 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 to the aforesaid. Whilst the recommended practices may aid to achieve intended outcomes, companies need 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 is committed 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.

- **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.

Corporate Governance Overview Statement

(continued)

- **Board Composition**

As of the date of this Statement, the Board of DutaLand consists of 9 Board members, comprising the Group Managing Director, an Executive Director, 4 Non-Independent Non-Executive Directors including the Board Chairman and 3 Independent Directors.

All Directors have extensive professional background as stated in the Profile of Directors included in this Annual Report. One-third of the Board composition is made up of Independent Directors. 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, legal and public service. Besides, the Independent Directors are able to 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 and at the same time 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 Board has appointed a female Board member during the financial year under review in line 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 Board Chairman and the Group Managing Director of DutaLand are separated to avoid possible conflict of interests. The Board Chairman 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.

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.

Corporate Governance Overview Statement

(continued)

- **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 this basis, Tan Sri Dato’ Yap Yong Seong and Dato’ Abdul Majit bin Ahmad Khan are subject to retire by rotation at the forthcoming AGM and they shall be eligible to offer themselves for re-election. The Nomination Committee had assessed the said Directors based on the Fit and Proper criteria. The assessment of the Fit and Proper criteria for re-election of Directors was also captured in the annual evaluation on the performance/contribution of Directors.

Ms Chan May May being appointed during the financial year and Mr Wong Chiang Ying who was appointed subsequent to the financial year, are also subject to retirement at the forthcoming AGM and being eligible, have offered themselves for re-election. The Nomination Committee had earlier reviewed and assessed Ms Chan and Mr Wong based on amongst others, the Fit and Proper criteria prior to their Board appointment.

The retiring Directors have abstained from Board deliberations and decisions in recommending to shareholders on their re-election to the Board. The Board has accepted the recommendation of the Nomination Committee on the re-election of the abovenamed Directors at the forthcoming AGM of the Company.

The profiles of the Directors seeking re-election to the Board at the forthcoming AGM are set out in the Profile of Directors included in this Annual Report.

- **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, is aligned with the Group’s strategy and values in fostering long term success and will be reviewed when 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.

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.

Corporate Governance Overview Statement

(continued)

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 FY2023 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 FY2023 is as follows:

From the Company

	Fee	Salary	Allowance/ Incentive	Statutory contribution	Bonus	Benefits- in-kind	Total
Directors	RM						
Executive Directors							
Tan Sri Dato’ Yap Yong Seong	-	1,010,400	300,000	718	-	37,119	1,348,237
Datuk Yap Wee Chun	-	145,800	24,000	21,567	-	4,671	196,038
Non-Executive Directors							
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	-	12,000	-	-	-	72,000
Datuk Ooi Woon Chee	60,000	-	12,000	-	-	-	72,000
Chan May May	5,000	-	-	-	-	-	5,000

From the Group

	Fee	Salary	Allowance/ Incentive	Statutory contribution	Bonus	Benefits- in-kind	Total
Directors	RM						
Executive Directors							
Tan Sri Dato’ Yap Yong Seong	-	1,762,728	300,000	2,570	-	40,364	2,105,662
Datuk Yap Wee Chun	-	945,800	96,000	127,327	-	29,930	1,199,057
Non-Executive Directors							
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	225,474	-	6,000	-	-	-	231,474
Dato’ Hazli bin Ibrahim	72,000	-	14,500	-	-	-	86,500
Dato’ Abdul Majit bin Ahmad Khan	60,000	-	12,000	-	-	-	72,000
Datuk Ooi Woon Chee	60,000	-	12,000	-	-	-	72,000
Chan May May	5,000	-	-	-	-	-	5,000

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 FY2023, 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	Non-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	Non-Independent Non-Executive Director	5/5
Dato' Abdul Majit bin Ahmad Khan	Independent Non-Executive Director	5/5
Datuk Ooi Woon Chee	Independent Non-Executive Director	5/5
Chan May May (<i>appointed on 30 May 2023</i>)	Independent Non-Executive Director	n/a*

* No Board meeting was held subsequent to her appointment during the FY2023.

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 ensures all Board members 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 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 advice 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 advice from the senior management and the Company Secretary, which facilitate Directors to oversee the Company's business affairs and performance. Senior management staff who attend 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 Secretary is a qualified Chartered Secretary who supports the Board in carrying out its roles and responsibilities. The Company Secretary 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 Secretary 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**

With the exception of Mr Wong Chiang Ying who was appointed subsequent to FY2023, all the Directors have attended the Mandatory Accreditation Programme ("MAP") including Ms Chan May May who attended the MAP on 26 and 27 September 2023.

The Board acknowledges that continuing education is crucial for Directors to contribute positively and in discharging their 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 FY2023, 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"> • Sustainable Leadership Workshop (Part 2) • Tall Buildings and Loving in the Space Age: The Enigma and Convergence of Science and Art • Pre-Board Engagement on: <ul style="list-style-type: none"> (i) Macroeconomic Outlook (ii) Investment and Asset Management (iii) Disruption Through Tech and Innovation (iv) Geographical Expansion – Opportunities in the UK (v) Fireside Chat with PNB CEO • Sime Darby Property Site Visit to Battersea Power Station Development • Training and Updates on Cybersecurity
Tan Sri Dato' Yap Yong Seong	<ul style="list-style-type: none"> • Key Amendments to Listing Requirements 2022 and Various Corporate Proposals
Datuk Yap Wee Chun	<ul style="list-style-type: none"> • Key Amendments to Listing Requirements 2022 and Various Corporate Proposals
Dato' Sri Yap Wee Keat	<ul style="list-style-type: none"> • Twenty-First Annual Asia Pacific Summit

Corporate Governance Overview Statement

(continued)

Directors	Training programmes entitled
Dato' Hazli bin Ibrahim	<ul style="list-style-type: none"> Key Amendments to Listing Requirements 2022 and Various Corporate Proposals Corporate Strategy Professor Bart Vanneste UCL School of Management
Dato' Abdul Majit bin Ahmad Khan	<ul style="list-style-type: none"> Sustainability Management and Reporting Key Amendments to Listing Requirements 2022 and Various Corporate Proposals Cybersecurity Approach & Risk Mitigation
Datuk Ooi Woon Chee	<ul style="list-style-type: none"> Key Amendments to Listing Requirements 2022 and Various Corporate Proposals

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 report 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 ⁽¹⁾	Nomination Committee ⁽²⁾	Remuneration Committee ⁽³⁾
Y.A.M. Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah (Non-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 (Non-Independent Non-Executive Director)	Member	-	Member
Dato' Abdul Majit bin Ahmad Khan (Independent Non-Executive Director)	Member	Chairman	Chairman
Datuk Ooi Woon Chee (Independent Non-Executive Director)	Chairman	Member	-
Chan May May (Independent Non-Executive Director)	Member	Member	Member
Wong Chiang Ying (Non-Independent Non-Executive Director)	-	-	-

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 where 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.

Corporate Governance Overview Statement

(continued)

- **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 FY2023, 5 Audit Committee meetings had been held.

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. Regular engagements of the Audit Committee with the auditors are essential to manage the relevant matters on a continuous basis.

The Audit Committee has adopted an External Auditors policy to assess, amongst others, the suitability, objectivity and independence of the external auditor. The said policy has also included guidelines where, 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. 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. The details of the activities and/or work conducted by the Audit Committee during FY2023 are set out in the Audit Committee Report included in this Annual Report.

- **Remuneration Committee**

The Remuneration Committee comprises a majority of Independent Non-Executive Directors of the Company and its composition 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.

The Remuneration Committee met once in FY2023. 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 others 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 the basis of merit, qualification and competence as well as the Company's operating results and comparable market statistics. The individuals concerned had abstained from the relevant deliberation and decision making in respect of his/her own remuneration package.

- **Nomination Committee**

The Nomination Committee comprises exclusively of Independent Directors and is responsible for proposing and recommending candidates to the Board, and for assessing Directors for re-election or re-appointment based on the Fit and Proper Policy.

The Nomination Committee met once in FY2023. The activities undertaken by the Nomination Committee in discharging its duties during the financial year under review, are summarised as follows:

- (i) Conducted annual assessments of the Board, Board Committees, individual Directors and independence of Independent Directors.
- (ii) Reviewed and recommended suitable candidates for Board and Board Committee appointments.
- (iii) Reviewed and recommended the re-election of Directors retiring by rotation and retiring under casual vacancy in accordance with the Company's Constitution.

The Terms of Reference of the Nomination Committee and the Fit and Proper Policy are available on the Company's website at www.dutaland.com.my.

Corporate Governance Overview Statement

(continued)

- **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 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 objectiveness in the decision making process.
- 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.

(iii) Independence of Directors

To-date, the tenure of the Independent Directors of DutaLand who have served in that capacity is as follows:

Independent Directors	Tenure
Dato' Abdul Majit bin Ahmad Khan	8 years
Datuk Ooi Woon Chee	3 years
Chan May May	5 months

The Independent Directors were assessed based on the criteria defined in the Listing Requirements of Bursa Securities and their ability to exercise independent judgement at all times and contribute to the effective functioning of the Board.

Based on the annual assessment conducted by the Nomination Committee for FY2023 and the half-yearly confirmation procured from each Independent Director, all Independent Directors fulfil the criteria of an Independent Director pursuant to the Listing Requirements. The Independent Directors have also demonstrated their independent judgement and decisions in Board and Board Committees' deliberations.

Corporate Governance Overview Statement

(continued)

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 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, corporate governance reports, 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, to which the Company Secretary will attend accordingly.

- **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 Company will issue a Notification to its shareholders via electronic mails and by post (for those without email addresses) informing them of the 56th AGM and that the Annual Report, notice of AGM, Proxy form and AGM Administrative Details are available on the Company's website. A hard copy of Annual Report or other relevant documents, upon request, will be sent to the shareholder as soon as reasonably practicable. Notice of AGM was issued to shareholders at least 28 days before the AGM.

- **Investor Relations**

The Company may conduct investor relations meetings or dialogues on the performance of the Group. The Group Managing Director and/or 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 or Executive Director.

- **Annual General Meeting ("AGM")**

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 Board Chairman, 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.

Corporate Governance Overview Statement

(continued)

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 2022 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 FY2023, 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 release 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 thrice in FY2023 without the presence of the Executive Director and management. The external auditors confirm that they have been independent throughout the audit engagement for FY2023.

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, being 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.

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

The audit fees and non-audit fees paid or payable to the external auditors for FY2023 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	790,300	148,537
Non-audit fees	45,000	45,000

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.

Corporate Governance Overview Statement (continued)

- **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.

- **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.

ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS

- **Variation in Results**

There is no significant variation between the results for FY2023 and unaudited results previously released by the Company. The Company did not release or announce any estimated profit, financial forecast and projection for FY2023.

- **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 1 November 2022 ("Mandate"). This Mandate shall expire at the conclusion of 56th AGM.

The information on the aggregate value of the relevant RRPTs during the FY2023 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 FY2023 (RM'000)
Rental of office premises, including parking space, at Menara Olympia from DMRR #	Dairy Maid Resort & Recreation Sdn Bhd ("DMRR") (a)	Directors TSDYYS (1) DSYWK (2) DYWC (3)	1,200	790
Rental of retail space premises at Avenue K from CPSB ##	City Properties Sdn Bhd ("CPSB") (b)	Major Shareholders TSDYYS (1) DSYWK (2) DYWC (3) PSDLLN (4) KHD (5) DESB (6)	2,500	1,261

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.

Rental of retail premises at Avenue K, 156, Jalan Ampang, 50450 Kuala Lumpur for retailing of food and beverages, 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) CPSB is a Person Connected with TSDYYS, PSDLLN, DSYWK and DYWC and its principal activity is operating a retail shopping mall namely Avenue K. TSDYYS and KHD are major shareholders of CPSB holding 84.55% and 15.45% equity interest respectively. TSDYYS, DSYWK and DYWC are directors of DutaLand and CPSB.

Corporate Governance Overview Statement

(continued)

- (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.

- **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 2023 is as detailed below:

	Purpose ¹	Allocation ¹ (RM'000)	Utilisation ² (RM'000)	Balance ² (RM'000)	Revised timeframe for utilisation
(i)	To fund the acquisition of new businesses and/or assets	188,000	(134,202)	53,798	Within 30 months from 26 April 2021
(ii)	To fund the company existing businesses	430,000	(162,810)	267,190	Within 30 months from 26 April 2021
(iii)	Cash distribution to shareholders	85,000	(85,000)	-	Not applicable ³
(iv)	Estimated expenses in relation to the Disposal	47,000	(47,000)	-	Not applicable ³
		750,000	(429,012)	320,988	

Notes:

1. As set out in the Circular to Shareholders dated 28 March 2018.
2. As at 5 October 2023 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 FY2023:

- (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 2023.

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.

COMPOSITION AND MEETINGS

All members of the Audit Committee are financially literate and have extensive experience in various businesses, management, finance and legal. The Audit Committee consists of three Independent Non-Executive Directors and one Non-Independent Non-Executive Director.

Datuk Ooi Woon Chee who has been re-designated as the Chairman of 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. Dato’ Hazli bin Ibrahim who has been re-designated as member of the Audit Committee, is a fellow member of the Association of Chartered Certified Accountants (ACCA). The remaining Audit Committee members are Dato’ Abdul Majit bin Ahmad Khan, who 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 Ms Chan May May who is a lawyer.

During the financial year ended 30 June 2023, five Audit Committee meetings were held, where the General Manager, Group Finance and the Head of Internal Audit attended the meetings 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
Datuk Ooi Woon Chee (Chairman) <i>(re-designated as Chairman on 21 August 2023)</i>	Independent Director	5/5
Dato’ Abdul Majit bin Ahmad Khan (Member)	Independent Director	5/5
Dato’ Hazli bin Ibrahim (Member) <i>(re-designated as Member on 21 August 2023)</i>	Non-Independent Director	5/5
Ms Chan May May (Member) <i>(appointed on 21 August 2023)</i>	Independent Director	n/a*

* No Audit Committee meeting was held subsequent to her appointment during the Financial Year 2023.

The external auditors attended three Audit Committee meetings held during the financial year under review. The external auditors also met thrice with the Audit Committee without presence of any Executive Director and the management of the Company during the financial year under review to discuss key audit issues/ findings and audit feedback.

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 issues that are of concern to the Audit Committee, the Chairman of the Audit Committee will be in continuous contact with the Chairman of the Board, the Group Managing Director, the Head of Group Finance, the Head of Internal Audit, other senior management and the external auditors of the Company.

Audit Committee Report

(continued)

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.
- 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 auditors 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 Head of Internal Audit reported directly to the Audit Committee, had direct access to the Audit Committee Chairman. The Head of Internal Audit also attended the Audit Committee meetings.
- 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.

Audit Committee Report

(continued)

(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.
- 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.
- 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.
- Approved the list of pre-concurrence of Non-assurance services, deemed as a general policy which are permissible by the Audit Committee and the Board.
- 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 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.

(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.

Audit Committee Report

(continued)

(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

- Except for Ms Chan May May (who was appointed as Audit Committee member subsequent to the financial year under review), all other 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.

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.

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 RM 175,691 during the financial year ended 30 June 2023 (2022: RM119,916).

Audit Committee Report (continued)

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 trading, food & beverage, Information Technology general controls 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 2023.

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 2023 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. 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 2023, 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 has been approved by the Board of DutaLand Berhad on 25 October 2023.

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Directors' Report

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 2023.

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
Profit for the year	10,514	12,083
Attributable to:		
Equity holders of the Company	10,351	12,083
Non-controlling interests	163	-
	10,514	12,083

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 2022. The Directors do not recommend the payment of any dividends for the financial year ended 30 June 2023.

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)**

Directors' Report (continued)

Directors (continued)

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

Dato' Sri Yap Wee Keat**
Dato' Hazli bin Ibrahim**
Dato' Abdul Majit bin Ahmad Khan
Datuk Ooi Woon Chee
Chan May May (Appointed on 30 May 2023)
Wong Chiang Ying (Appointed on 1 August 2023)

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

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
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, except as disclosed in Note 28 to the financial statements.

The directors' benefits are as follows:

	Group RM'000	Company RM'000
Salaries and other emoluments	3,288	1,556
Fees	765	317
Benefits-in-kind	70	42
	4,123	1,915

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 2023
	1 July 2022	Acquired	Disposed	
The Company				
Direct interest:				
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
<hr/>				
Indirect interest*:				
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 Height 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 other 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 5,216,800 (2022: 2,513,700) of its issued ordinary shares from the open market at an average price of RM0.29 (2022: RM0.35) per share. The total consideration paid for the repurchase including transaction costs was RM1,510,737 (2022: RM869,544). The shares repurchased are being held as treasury shares in accordance with Section 127 of the Companies Act 2016.

As at 30 June 2023, the Company held as treasury shares a total of 21,654,400 (2022: 16,437,600) of its 846,118,039 issued ordinary shares. Such treasury shares are held at carrying amount of RM7,414,648 (2022: RM5,903,911) and further relevant details are disclosed in Note 21 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:
- (i) 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 no bad debts had been written off and that adequate allowance had been made for impairment of receivables; and
 - (ii) 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.

Directors' Report

(continued)

Other statutory information (continued)

- (b) At the date of this report, the directors are not aware of any circumstances which would render:
- (i) in necessary to write off any 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
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (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	773	193
Other auditors:		
- statutory audit	62	-

Directors' Report

(continued)

Auditors and auditors' remuneration (continued)

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 2023.

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 141 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 2023 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 2023.

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, Yeap Sheau Shuang, 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 141 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 Yeap Sheau Shuang
at Kuala Lumpur in Wilayah Persekutuan
on 25 October 2023.

Yeap Sheau Shuang
MIA No. 26111

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 2023 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 141.

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 2023, 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 on Building under construction

(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 2023, the carrying value of the building under construction, including its related long term leasehold land and freehold land ("the Property"), was RM353,176,000, representing 97% of the Group's total property, plant and equipment and 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 of the Property.

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

- We have reviewed the impairment assessment performed by the management and the valuation report prepared by the independent valuer;
- We have assessed the competency, capabilities and objectivity of the independent valuer engaged by the management in accordance with ISA 620;
- We have obtained an understanding of the valuation methodologies adopted and assessed whether the valuation methodologies were common for the type of property being valued; and
- We have assessed the key assumptions applied in determining the fair value of the Property; and
- We have assessed the adequacy of disclosures in the financial statements.

(ii) Valuation of investment properties

(Refer to Note 15 to the financial statements)

As at 30 June 2023, the carrying value of the Group's investment properties carried at fair value amounted to RM104,584,000, 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 have assessed the competency, capabilities and objectivity of the independent valuer engaged by the management in accordance with ISA 620;
- We have discussed with the valuer and reviewed the signed valuation reports for the investment properties and assessed the reasonableness of the assumptions used in the valuations;
- We have reviewed the fair value adjustments recognised and ensured that they are in accordance with the requirements of MFRS 140 *Investment Property* and MFRS 13 *Fair Value Measurement*;
- We have reviewed the assumptions on the deferred tax liability consideration on fair value adjustments of investment properties made by the DutaLand Group in relation to expected manner of recovery of the investment properties; and
- We have assessed the appropriateness and adequacy of the disclosures in the financial statements.

Independent Auditors' Report

to the members of DutaLand Berhad (continued)

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 2023 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.

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.

Independent Auditors' Report to the members of DutaLand Berhad (continued)

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

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:
(continued)

- 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.

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

Ng Wai San
No. 03514/08/2024 J
Chartered Accountant

Kuala Lumpur, Malaysia
25 October 2023

Statements of Comprehensive Income

For the financial year ended 30 June 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue	3	187,800	136,746	20,000	20,000
Cost of sales	4	(176,450)	(128,575)	-	-
Gross profit		11,350	8,171	20,000	20,000
Other income	5	38,739	20,082	31	27
Administrative expenses		(23,346)	(18,663)	(6,212)	(5,280)
Selling and distribution costs		(808)	(1,090)	-	-
Other expenses		(20,326)	(53,437)	(1,630)	(12,383)
Profit/(loss) from operations	8	5,609	(44,937)	12,189	2,364
Finance expense	9	(335)	(410)	(105)	(15)
Profit/(loss) before tax		5,274	(45,347)	12,084	2,349
Tax credit/(expense)	10	5,240	523	(1)	(15)
Profit/(loss) after tax		10,514	(44,824)	12,083	2,334
<u>Other comprehensive income/(loss)</u>					
<i>Items that may be subsequently reclassified to profit or loss:</i>					
- Exchange fluctuation differences		986	(226)	-	-
Total comprehensive income/(loss) for the financial year		11,500	(45,050)	12,083	2,334
Profit/(loss) after tax attributable to:					
Equity holders of the Company		10,351	(44,494)	12,083	2,334
Non-controlling interests		163	(330)	-	-
		10,514	(44,824)	12,083	2,334
Total comprehensive income/(loss) for the financial year attributable to:					
Equity holders of the Company		11,337	(44,720)	12,083	2,334
Non-controlling interests		163	(330)	-	-
		11,500	(45,050)	12,083	2,334
Profit/(loss) per share attributable to equity holders of the Company (sen per share):					
Basic	11 (a)	1.3	(5.4)		
Diluted	11 (b)	1.3	(5.4)		

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

Consolidated Statement of Financial Position

As at 30 June 2023

Group	Note	2023 RM'000	2022 RM'000
Assets			
Non-current assets			
Property, plant and equipment	12	363,708	364,389
Right-of-use assets	13	4,167	5,337
Inventories	14	263,810	270,056
Investment properties	15	104,584	98,100
		736,269	737,882
Current assets			
Inventories	14	65,585	57,321
Trade and other receivables	17	113,145	63,471
Biological assets	18	79	79
Tax recoverable		1,008	3,302
Investment securities	19	261,488	341,212
Deposits, cash and bank balances	20	104,997	80,216
		546,302	545,601
Total assets		1,282,571	1,283,483

Consolidated Statement of Financial Position

As at 30 June 2023 (continued)

Group (continued)	Note	2023 RM'000	2022 RM'000
Equity and liabilities			
Equity attributable to equity holders of the Company			
Share capital	21	423,059	423,059
Capital reserve	21	53,089	53,109
Treasury shares	21	(7,415)	(5,904)
Exchange fluctuation reserve		682	(304)
Retained profits	22	732,739	721,402
		1,202,154	1,191,362
Non-controlling interests	16(a)(i)	45,069	44,416
Total equity		1,247,223	1,235,778
Non-current liabilities			
Borrowing	27	323	-
Deferred tax liabilities	23	192	181
Trade and other payables	24	134	135
Provision	25	404	147
Lease liabilities	26	2,815	3,614
		3,868	4,077
Current liabilities			
Borrowing	27	54	1,700
Trade and other payables	24	30,053	28,656
Lease liabilities	26	1,302	2,660
Tax payable		71	10,612
		31,480	43,628
Total liabilities		35,348	47,705
Total equity and liabilities		1,282,571	1,283,483

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

Statement of Financial Position

As at 30 June 2023

Company	Note	2023 RM'000	2022 RM'000
Assets			
Non-current assets			
Property, plant and equipment	12	229	267
Right-of-use assets	13	1,334	1,642
Investment in subsidiaries	16	335,640	315,641
Trade and other receivables	17	123,550	122,732
		460,753	440,282
Current assets			
Trade and other receivables	17	466,196	473,484
Deposits, cash and bank balances	20	1,882	1,557
		468,078	475,041
Total assets		928,831	915,323
Equity and liabilities			
Equity attributable to equity holders of the Company			
Share capital	21	423,059	423,059
Capital reserve	21	53,109	53,109
Treasury shares	21	(7,415)	(5,904)
Retained profits	22	132,087	120,004
Total equity		600,840	590,268
Non-current liability			
Provision	25	256	-
Lease liabilities	26	947	1,307
		1,203	1,307
Current liabilities			
Trade and other payables	24	326,429	323,400
Lease liabilities	26	359	348
		326,788	323,748
Total liabilities		327,991	325,055
Total equity and liabilities		928,831	915,323

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 2023

Group	← Attributable to equity holders of the Company →							Total equity RM'000
	← Non-distributable			Distributable				
	Share capital RM'000 (Note 21)	Capital reserve RM'000 (Note 21)	Treasury shares RM'000 (Note 21)	Exchange fluctuation reserve RM'000	Retained profits RM'000 (Note 22)	Total shareholders' equity RM'000	Non - controlling interests RM'000	
At 1 July 2022	423,059	53,109	(5,904)	(304)	721,402	1,191,362	44,416	1,235,778
Total comprehensive income	-	-	-	-	11,337	11,337	163	11,500
Purchase of treasury shares	-	-	(1,511)	-	-	(1,511)	-	(1,511)
Change in ownership interests in a subsidiary	-	(20)	-	-	-	(20)	490	470
Currency translation difference	-	-	-	986	-	986	-	986
At 30 June 2023	423,059	53,089	(7,415)	682	732,739	1,202,154	45,069	1,247,223
At 1 July 2021	423,059	53,109	(5,034)	(78)	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)	-
At 30 June 2022	423,059	53,109	(5,904)	(304)	721,402	1,191,362	44,416	1,235,778

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 2023

Company	Share capital RM'000 (Note 21)	Capital reserve RM'000 (Note 21)	Treasury shares RM'000 (Note 21)	Distributable retained profits RM'000 (Note 22)	Total equity RM'000
At 1 July 2022	423,059	53,109	(5,904)	120,004	590,268
Total comprehensive income	-	-	-	12,083	12,083
Purchase of treasury shares	-	-	(1,511)	-	(1,511)
At 30 June 2023	423,059	53,109	(7,415)	132,087	600,840
At 1 July 2021	423,059	53,109	(5,034)	117,670	588,804
Total comprehensive income	-	-	-	2,334	2,334
Purchase of treasury shares	-	-	(870)	-	(870)
At 30 June 2022	423,059	53,109	(5,904)	120,004	590,268

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 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash flows from operating activities					
Profit/(loss) before tax		5,274	(45,347)	12,084	2,349
Adjustments for:					
Impairment of investment in subsidiaries	8, 16	-	-	-	10,838
Reversal of impairment of right-of-use assets	8, 13	-	(621)	-	-
Allowance for impairment of:					
- trade receivables	8, 17	3,225	1,977	-	-
- other receivables	8, 17	652	93	37	-
Depreciation of property, plant and equipment	12	1,793	1,653	108	101
Depreciation of right-of-use assets	13	1,957	2,613	505	367
Gain on derecognition of right-of-use assets	5, 13	(13)	(6)	-	-
(Gain)/loss on changes in fair value of:					
- investment properties	5, 15	(6,484)	(1,737)	-	-
- investment securities:					
- equity investments	8	(11,017)	33,947	-	-
- unit trusts	8	(1,859)	(1,159)	-	-
- money market funds	8	(1,134)	533	-	-
Interest expense	9	335	410	105	15
Interest income	5	(565)	(659)	(11)	(27)
Dividend income	5	(2,740)	(2,817)	-	-
Unrealised foreign exchange (gain)/loss on:					
- receivables	8	(10,178)	(3,308)	-	-
- payables	8	154	101	-	-
- cash and bank balances	8	946	(5,337)	-	-
Realised foreign exchange (gain)/loss on:					
- receivables	8	(287)	-	-	-
- payables	8	53	-	-	-
- cash and bank balances	8	(116)	-	-	-
- derivatives	8	-	33	-	-
Operating (loss)/profit before working capital changes		(20,004)	(19,631)	12,828	13,643
(Increase)/decrease in receivables		(53,136)	13,616	6,433	(47,193)
(Increase)/decrease in inventories		(2,018)	268	-	-
Increase/(decrease) in payables		11,518	(12,891)	3,088	33,743
Cash (used in)/generated from operations		(63,640)	(18,638)	22,349	193
Tax paid (net)		(3,642)	(520)	(1)	(15)
Net cash flows (used in)/generated from operating activities		(67,282)	(19,158)	22,348	178

Statements of Cash Flows

For the financial year ended 30 June 2023 (continued)

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash flows from investing activities					
Purchase of property, plant and equipment	12	(692)	(189)	(70)	(36)
Addition of investment properties	15	-	(34,463)	-	-
Redemption of unit trust		74,279	69,575	-	-
Addition of investment in subsidiary		-	-	(19,999)	-
Disposal/(investment) in:					
- investment securities		19,455	(30,304)	-	-
- derivatives		-	1,838	-	-
Movement in fixed deposits with tenures of more than 3 months		(7,936)	10,333	(6)	-
Dividend received	5	2,740	2,817	-	-
Interest received	5	565	659	11	27
Net cash flows generated from/(used in) investing activities		88,411	20,266	(20,064)	(9)
Cash flows from financing activities					
Dividend paid		-	(8,322)	-	(8,322)
Repayment of lease liabilities	26	(2,949)	(2,889)	(454)	(393)
Interest paid		(101)	(194)	-	-
Purchase of treasury shares		(1,511)	(870)	(1,511)	(870)
Repayment of hire purchase		(43)	-	-	-
Subscription of shares by non-controlling interest		490	-	-	-
Net cash flows used in financing activities		(4,114)	(12,275)	(1,965)	(9,585)
Net increase/(decrease) in cash and cash equivalents		17,015	(11,167)	319	(9,416)
Effects of exchange rate changes		1,530	4,862	-	-
Cash and cash equivalents at beginning of year		78,365	84,670	1,406	10,822
Cash and cash equivalents at end of year (Note 20)		96,910	78,365	1,725	1,406

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

Notes to the Financial Statements

30 June 2023

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 2023.

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 2022, 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 2022:

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	Property, Plant and Equipment - 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)

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

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

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.

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

MFRS 17	Insurance Contracts
Amendments to MFRS 4	Extension of the Temporary Exemption from Applying MFRS 9
Amendments to MFRS 17	Initial Application of MFRS 17 and MFRS 9 - Comparative Information
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
Amendments to MFRS 112	International Tax Reform - Pillar Two Model Rules

Effective for financial periods beginning on or after 1 January 2024:

Amendments to MFRS 7 and MFRS 107	Supplier Finance Agreements
Amendments to MFRS 16	Lease Liability in a Sale and Leaseback
Amendments to MFRS 101	Non-current Liabilities with Covenants

Effective for financial periods beginning on or after 1 January 2025:

Amendments to MFRS 121	Lack of Exchangeability
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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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The adoption of the above amendments to MFRSs will have no material impact on the financial statements in the year of initial application.

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (collectively the "Group") as at the reporting date. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. 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.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) The contractual arrangement(s) with the other vote holders of the investee;
- (ii) Rights arising from other contractual arrangements; and
- (iii) The Group's voting rights and potential voting rights.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.4 Basis of consolidation (continued)

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the assets (including goodwill) and liabilities, non-controlling interests and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

2.5 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at fair value during the acquisition date and the amount of any non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in profit or loss as incurred.

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.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is a financial instrument and within the scope of MFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognised in either in profit or loss or as a change to other comprehensive income ("OCI"). If the contingent consideration is not within the scope of MFRS 9, it is measured at fair value at each reporting date with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

If the business combination is achieved in stages, any previously held equity interest is remeasured at fair value during the acquisition date and any resulting gain or loss is recognised in profit or loss. It is then considered in the determination of goodwill.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.6 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.

2.7 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.

2.8 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.

2.9 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.

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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.9 Property, plant and equipment (continued)

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. Significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Gain or loss arising from the disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognised in profit or loss.

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.

2.10 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.

2.11 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.

(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.

Cost incurred in bringing each property to its present location and condition includes:

- (i) Freehold and leasehold rights for land,
- (ii) amounts paid to contractors for development, and
- (iii) planning and design costs, costs of site preparation, professional fees for legal services, development overheads and other related costs.

Land held for property development is reclassified to property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.11 Inventories (continued)

(ii) Property development costs

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as development property.

Principally, this is the property that the Group develops and intends to sell before, or on completion of, development.

Costs incurred in bringing each property to its present location and condition includes:

- (i) Freehold and leasehold rights for land,
- (ii) amounts paid to contractors for development, and
- (iii) planning and design costs, costs of site preparation, professional fees for legal services, development overheads and other related costs.

When an inventory property is sold, the carrying amount of the property is recognised as an expense in the period in which the related revenue is recognised. The carrying amount of inventory property recognised in profit or loss is determined with reference to the directly attributable costs incurred on the property sold and an allocation of any other related costs based on the relative size of the property sold.

(iii) Completed properties

The cost of unsold completed property units is determined based on the specific identification method, comprising the costs of land acquisition including all related costs incurred subsequent to the acquisition necessary to prepare the land for its intended use, related development costs to projects and direct building 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 inventories include expenditure in bringing the inventory to its present location and condition. Costs of inventories are determined on a first-in-first-out basis.

2.12 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)

2.12 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.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

2.13 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 estimate the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs to sell and its value in use. Recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

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 units 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 to determine whether there is an indication that previously recognised impairment losses may no longer exist or have decreased. If such indication exists, the recoverable amount of the asset or CGU is estimated. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. 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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.14 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.

(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	2 to 6 years
- Motor vehicles	4 to 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 2.13.

(ii) Lease liabilities

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.

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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.14 Leases (continued)

Group and Company as a lessee (continued)

(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.

Group as a lessor

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Rental income is recognised on a straight-line basis over the lease term of the relevant lease and is included in profit or loss. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.15 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.

2.16 Financial assets

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.16 Financial assets (continued)

(i) Initial recognition and measurement (continued)

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.

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 (debt instruments)

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 OCI (debt instruments)

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statements of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

2. Summary of significant accounting policies (continued)

2.16 Financial assets (continued)

(ii) Subsequent measurement (continued)

Financial assets at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under MFRS 132 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as revenue or other income in the statements of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

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.

(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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.16 Financial assets (continued)

(iii) Derecognition (continued)

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.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

2.17 Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that an asset is impaired.

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. In making this assessment, the Group also takes into consideration that it would maintain its name as the registered owner of the properties until full settlement is made by the purchasers or the purchasers' end-financiers.

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.

2.18 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.

2. Summary of significant accounting policies (continued)

2.18 Financial liabilities (continued)

(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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.18 Financial liabilities (continued)

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.19 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.

2.20 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.

2.21 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.

2.22 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.

2.23 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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.24 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.

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.

2.25 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. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.25 Income taxes (continued)

(ii) Deferred tax (continued)

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.

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.

2.26 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 resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

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. Summary of significant accounting policies (continued)

2.27 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.

2.28 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.

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.

(ii) Transactions and balances

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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.28 Foreign currency (continued)

(iii) Group companies

On consolidation, the assets and liabilities of foreign operations are translated into RM at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the date reporting date.

2.29 Revenue and other income

Revenue is recognised when or as a performance obligation in the contract with customer is satisfied, i.e. when the “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation is a promise to transfer a distinct goods or services (or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer) to the customer that is explicitly stated in the contract and implied in the Group's customary business practices.

Revenue is measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customers, excluding amounts collected on behalf of third parties such as sales taxes or goods and services taxes. If the amount of consideration varies due to discounts, rebates, refunds, credits, incentives, penalties or other similar items, the Group estimates the amount of consideration to which it will be entitled based on the expected value or the most likely outcome. If the contract with customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on relative stand-alone selling prices of the goods or services promised in the contract.

The revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The control of the promised goods or services must be transferred over time or at a point in time. The control over the goods or services is transferred over time and revenue is recognised over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

Revenue for performance obligation that is not satisfied over time is recognised at the point in time at which the customer obtains control of the promised goods or services.

2. Summary of significant accounting policies (continued)

2.29 Revenue and other income (continued)

The specific recognition criteria described below must be met before revenue and other income is recognised:

(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
- 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.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.29 Revenue and other income (continued)

(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.

(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.

2.30 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.

2. Summary of significant accounting policies (continued)

2.30 Fair value measurement (continued)

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.

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.

2.31 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, short-term deposits with a maturity of three months or less and highly liquid investments that are readily convertible to known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.32 Contract assets and liabilities

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Notes to the Financial Statements

30 June 2023 (continued)

2. Summary of significant accounting policies (continued)

2.32 Contract assets and liabilities (continued)

Unlike the method used to recognise contract revenue related to sale of completed property, the amounts billed to the customer for the sale of a property under development are based on achievement of the various milestones established in the contract. The amounts recognised as revenue for a given period do not necessarily coincide with the amounts billed to or certified by the customer. In the case of contracts in which the goods or services transferred to the customer exceed the related amount billed, the difference is recognised (as a contract asset) and presented in the statements of financial position under “Contract assets”, whereas in contracts in which the goods or services transferred are lower than the amount billed to the customer, the difference is recognised (as a contract liability) and presented in the statements of financial position under “Contract liabilities”.

2.33 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get them ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

The amount of borrowing costs eligible for capitalisation is determined based on actual interest incurred on borrowings made specifically for the purpose of obtaining a qualifying asset and less any investment income on the temporary investment of that borrowing.

All other borrowing costs are recognised as finance costs in profit or loss in the period in which they are incurred.

2.34 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, long term leasehold land and freehold land (“Building under construction”)**

At each reporting date, the Group assesses if any indication of impairment exists. This requires an estimation of the recoverable amount of the cash generating units (“CGU”). The construction was suspended, indicates that building under construction give rise of indication of impairment.

The Group performed impairment review by engaging independent valuer to assess the fair value less cost to sell of the building under construction. Based on the impairment review, there is no impairment as the recoverable amount, which determined by valuation performed by an independent valuer, exceeded its total carrying amount.

When assessing the fair value less cost to sell of the building under construction, 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 valuer such as comparing sales transactions of comparable properties in the localities and key adjustments included, amongst other, to reflect the differences in factors such as time, size, shape and location that affect the market value of the property.

2. Summary of significant accounting policies (continued)

2.34 Critical judgements made in applying accounting policies (continued)

(ii) 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 relies on the work of independent valuer and further assess the valuers' inputs to the valuation of the properties. These include the appropriateness of the valuation model and the key assumptions used by the valuers such as comparing sales transactions of comparable properties in the localities and key adjustments included, amongst other, to reflect the differences in factors such as time, size, shape and location that affect the market value of the property. The details on investment properties are disclosed in Note 15.

(iii) Property development revenue

The Group recognises property development revenue and expenses in profit or loss over time. The Group recognises revenue and profit from its property development activities based on progress towards complete satisfaction of the performance obligation. The progress towards complete satisfaction of the performance obligation is measured based on the proportion of cost of the property development costs incurred to date over the total estimated property development costs.

Significant judgement is required in determining the stage of completion, the extent of the costs incurred and the estimated total revenue and costs, as well as recoverability of the property development projects. Substantial changes in cost estimates, particularly in complex projects have had, and can in future periods have, a significant effect on the Group's profitability. In making the judgement, the Group evaluates based on past experience, external economic factors and by relying on the work of specialists.

(iv) Net realisable value assessment on inventories - land held for property development and completed units

Inventories are stated at the lower of cost or net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected selling prices by comparing it to the recent transaction.

Inventories are reviewed on a regular basis and the Group will make an allowance for inventories written down when the expected selling price is lower as compared to its carrying amount.

(v) Income tax and deferred tax

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 and the Company recognise 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 taxes and deferred tax provisions in the period in which such determination is made. Details of income taxes are disclosed in Note 10.

Notes to the Financial Statements

30 June 2023 (continued)

3. Revenue

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue from contracts with customers	185,817	136,296	-	-
Revenue from other sources:				
Property management income	604	413	-	-
Interest income	1,379	37	-	-
Dividend income				
- subsidiaries	-	-	20,000	20,000
	187,800	136,746	20,000	20,000
Disaggregation of the revenue from contracts with customers:				
Type of goods and services				
Construction contracts	790	(1,010)	-	-
Sale of fresh fruit bunches	1,474	2,061	-	-
Sale of crude palm oil	167,563	122,733	-	-
Sale of food and beverages	13,970	10,708	-	-
Sale of completed properties	1,269	1,600	-	-
Sale of land	751	204	-	-
	185,817	136,296	-	-
Geographical market				
Malaysia	145,738	136,296	-	-
Overseas	40,079	-	-	-
	185,817	136,296	-	-
Timing of revenue recognition				
- at a point in time	185,027	137,306	-	-
- over time	790	(1,010)	-	-
	185,817	136,296	-	-

4. Cost of sales

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Construction costs	995	(1,008)	-	-
Cost of fresh fruit bunches sold	1,247	1,318	-	-
Cost of crude palm oil sold	167,493	122,529	-	-
Cost of food and beverages	5,279	4,003	-	-
Cost of sale of completed properties	1,043	1,253	-	-
Cost of sale of land	147	214	-	-
Property management operation costs	246	266	-	-
	176,450	128,575	-	-

Notes to the Financial Statements

30 June 2023 (continued)

5. Other income

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Dividend income from:				
- unit trusts	2,740	2,817	-	-
- third partie	1,440	2,212	-	-
Gain on changes in fair value of:				
- investment properties (Note 15)	6,484	1,737	-	-
- investment securities:				
- equity investments	11,017	-	-	-
- unit trusts	1,859	1,159	-	-
- money market funds	1,134	-	-	-
Unrealised foreign exchange gain on:				
- receivables	10,178	3,308	-	-
- cash and bank balances	-	5,337	-	-
Realised foreign exchange gain on:				
- receivables	287	-	-	-
- cash and bank balances	116	-	-	-
Rental income from premises	2,382	1,786	-	-
Interest income	565	659	11	27
Sundry income	524	440	20	-
Reversal of impairment of right-of-use assets (Note 13)	-	621	-	-
Gain on derecognition of right-of-use assets	13	6	-	-
	38,739	20,082	31	27

6. Staff costs

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Wages and salaries	12,974	11,051	4,668	4,319
Pension costs - defined contribution plans	1,087	892	402	318
Social security costs	89	68	32	24
Other staff related expenses	3,976	953	497	151
	18,126	12,964	5,599	4,812

Included in the staff costs of the Group and of the Company are remuneration paid to executive directors amounting to RM3,234,000 (2022: RM3,234,000) and RM1,502,000 (2022: RM1,502,000) respectively as further disclosed in Note 7.

Notes to the Financial Statements

30 June 2023 (continued)

7. Directors' remuneration

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Executive:				
Salaries and other emoluments	3,234	3,234	1,502	1,502
Benefits-in-kind	70	72	42	44
	3,304	3,306	1,544	1,546
Non-executive:				
Fees (Note 8)	765	436	317	312
Other emoluments	54	51	54	51
	819	487	371	363
Total directors' remuneration	4,123	3,793	1,915	1,909
Analysis of total directors' remuneration excluding benefits-in-kind:				
- Executive	3,234	3,234	1,502	1,502
- Non-executive	819	487	371	363
Total directors' remuneration excluding benefits-in-kind	4,053	3,721	1,873	1,865

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	
	2023	2022
Executive directors:		
RM1,150,001 - RM1,200,000	1	1
RM2,100,001 - RM2,150,000	1	1
Non-executive directors:		
RM50,000 and below	1	-
RM50,001 - RM100,000	4	5
RM100,001 - RM150,000	-	1
RM200,001 - RM250,000	1	-

Notes to the Financial Statements

30 June 2023 (continued)

8. Profit/(loss) from operations

Profit/(loss) from operations are arrived at after charging/(crediting):

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Auditors remuneration:				
Auditors of the Company:				
- statutory audit	773	663	193	145
Other auditors:				
- statutory audit	62	11	-	-
Non-executive directors' fees (Note 7)	765	436	317	312
(Gain)/loss on changes in fair value of investment securities:				
- equity investments	(11,017)	33,947	-	-
- unit trusts	(1,859)	(1,159)	-	-
- money market funds	(1,134)	533	-	-
Unrealised foreign exchange (gain)/loss on:				
- receivables	(10,178)	(3,308)	-	-
- payables	154	101	-	-
- cash and bank balances	946	(5,337)	-	-
Allowance for impairment of:				
- trade receivables (Note 17(c))	3,225	1,977	-	-
- other receivables (Note 17(d))	652	93	37	-
Reversal of impairment of right-of-use assets (Note 13)	-	(621)	-	-
Impairment of investment in subsidiaries (Note 16)	-	-	-	10,838
Realised foreign exchange (gain)/loss on:				
- receivables	(287)	-	-	-
- payables	53	-	-	-
- cash and bank balances	(116)	-	-	-
- derivatives	-	33	-	-
Depreciation of property, plant and equipment (Note 12)	1,793	1,653	108	101
Depreciation of right-of-use assets (Note 13)	1,957	2,613	505	367

9. Finance expense

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Interest expense on:				
- Term loans	64	155	-	-
- Lease liabilities (Note 26)	234	216	105	15
- Others	37	39	-	-
Total interest expense	335	410	105	15

Notes to the Financial Statements

30 June 2023 (continued)

10. Tax (credit)/expense

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Income tax:				
Malaysian income tax	860	4,840	-	-
(Over)/under provision in prior years	(6,111)	(247)	1	15
	(5,251)	4,593	1	15
Deferred tax (Note 23):				
Relating to origination and reversal of temporary differences	7	(5,058)	-	-
Under/(over) provision in prior year	4	(58)	-	-
	11	(5,116)	-	-
Total tax (credit)/expense	(5,240)	(523)	1	15

The Group and the Company are 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% (2022: 24%) of the estimated assessable profit/(loss) for the year.

The reconciliations between tax expense and the product of accounting profit/(loss) multiplied by the applicable corporate tax rate for the years ended 30 June 2023 and 2022 are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Profit/(loss) before tax	5,274	(45,347)	12,084	2,349
Taxation at Malaysian statutory tax rate of 24%	1,266	(10,883)	2,900	564
Effect of different tax rate at different jurisdiction/regime	(1,785)	(243)	-	-
Income not subject to tax	(1,053)	(2,897)	(4,801)	(4,800)
Expenses not deductible for tax purposes	3,090	4,674	1,847	4,236
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(2,513)	(54)	-	-
Deferred tax assets not recognised	1,862	9,185	54	-
(Over)/underprovision in prior year:				
- Malaysian income tax	(6,111)	(247)	1	15
- Deferred tax	4	(58)	-	-
Income tax (credit)/expense	(5,240)	(523)	1	15

Notes to the Financial Statements

30 June 2023 (continued)

11. Earning/(loss) per share

(a) Basic earning/(loss) per share

Basic earning/(loss) per share amounts are calculated by dividing profit/(loss) 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.

	2023	2022
	RM'000	RM'000
Profit/(loss) net of tax attributable to equity holders of the Company	10,351	(44,494)
	2023	2022
	'000	'000
Weighted average number of ordinary shares in issue	825,335	831,584
	2023	2022
Basic earning/(loss) per ordinary share (sen)	1.3	(5.4)

(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 2023 (continued)

12. Property, plant and equipment

Group	Freehold land RM'000	Long term leasehold land RM'000	Building under construction RM'000	Bearer plants RM'000	Plant, machinery and equipment RM'000	Motor vehicle RM'000	Renovation RM'000	Total RM'000
At 30 June 2022								
Cost								
At 1 July 2022	70,000	7,256	279,346	10,125	3,779	3,413	4,359	378,278
Additions	-	-	-	-	406	473	233	1,112
At 30 June 2023	70,000	7,256	279,346	10,125	4,185	3,886	4,592	379,390
Accumulated depreciation								
At 1 July 2022	-	906	-	3,895	2,936	3,292	2,860	13,889
Charge for the year (Note 8)	-	93	-	779	343	167	411	1,793
At 30 June 2023	-	999	-	4,674	3,279	3,459	3,271	15,682
Net carrying amount								
At 30 June 2023	70,000	6,257	279,346	5,451	906	427	1,321	363,708

During the year, property, plant and equipment of the Group acquired under hire purchase and cash are amounting to RM420,000 and RM692,000 (2022: RM Nil and RM189,000) respectively.

Notes to the Financial Statements

30 June 2023 (continued)

12. Property, plant and equipment (continued)

Group	Freehold land RM'000	Long term leasehold land RM'000	Building under construction RM'000	Bearer plants RM'000	Plant, machinery and equipment RM'000	Motor vehicle RM'000	Renovation RM'000	Total RM'000
At 30 June 2022								
Cost								
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
Accumulated depreciation								
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
Net carrying amount								
At 30 June 2022	70,000	6,350	279,346	6,230	843	121	1,499	364,389

At the reporting date, the carrying amount of property, plant and equipment of the Group acquired under hire purchase amounted to RM394,000 (2022: RM Nil), as disclosed in Note 27 to the financial statements.

Long term leasehold land

Included in long term leasehold land comprised of building under construction amounting to RM3,830,000 (2022: RM3,880,000).

Notes to the Financial Statements

30 June 2023 (continued)

12. Property, plant and equipment (continued)

Company	Plant, machinery and equipment RM'000	Motor vehicle RM'000	Renovation RM'000	Total RM'000
At 30 June 2023				
Cost				
At 1 July 2022	1,635	84	1,840	3,559
Additions	70	-	-	70
At 30 June 2023	1,705	84	1,840	3,629
Accumulated depreciation				
At 1 July 2022	1,368	84	1,840	3,292
Charge for the year (Note 8)	108	-	-	108
At 30 June 2023	1,476	84	1,840	3,400
Net carrying amount				
At 30 June 2023	229	-	-	229
At 30 June 2022				
Cost				
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
Accumulated depreciation				
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
Net carrying amount				
At 30 June 2022	267	-	-	267

Notes to the Financial Statements

30 June 2023 (continued)

13. Right-of-use assets

The Group and the Company have lease contracts for buildings with contract terms ranging from 2 to 6 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	Motor	Total
	RM'000	Vehicles RM'000	RM'000
2023			
At 1 July 2022	5,068	269	5,337
Additions	346	456	802
Derecognition	(30)	-	(30)
Charge for the year (Note 8)	(1,731)	(226)	(1,957)
Exchange differences	-	15	15
At 30 June 2023	3,653	514	4,167
2022			
At 1 July 2021	4,726	447	5,173
Additions	2,292	-	2,292
Derecognition	(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
Company	Buildings		
	2023	2022	
	RM'000	RM'000	
At 1 July 2022/2021	1,642	549	
Additions	197	1,460	
Charge for the year (Note 8)	(505)	(367)	
At 30 June	1,334	1,642	

Notes to the Financial Statements

30 June 2023 (continued)

13. Right-of-use assets (continued)

The following are the amounts recognised in profit or loss:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Depreciation of right-of-use assets	1,957	2,613	505	367
Reversal of impairment of right-of-use assets	-	(621)	-	-
Gain on derecognition of right-of-use assets	13	6	-	-
Interest expense on lease liabilities	234	216	105	15
Total amount recognised in profit or loss	2,204	2,214	610	382

14. Inventories

	Group	
	2023 RM'000	2022 RM'000
At cost		
Non-current		
Land held for property development (Note 14(a))	263,810	270,056
Current		
Property development costs (Note 14 (b))	8,517	-
Completed properties and others (Note 14(c))	57,068	57,321
	65,585	57,321

(a) Land held for property development

	Development expenditure RM'000	Freehold land RM'000	Leasehold land RM'000	Total RM'000
Group				
At 30 June 2023				
At 1 July 2022	43,948	226,084	24	270,056
Additions	2,418	-	-	2,418
Disposal	-	(147)	-	(147)
Transfer to property development costs	(7,785)	(732)	-	(8,517)
At 30 June 2023	38,581	225,205	24	263,810
At 30 June 2022				
At 1 July 2021	43,029	226,091	24	269,144
Additions	1,126	-	-	1,126
Disposal	(207)	(7)	-	(214)
At 30 June 2022	43,948	226,084	24	270,056

Notes to the Financial Statements

30 June 2023 (continued)

14. Inventories (continued)

(b) Property development costs

	Group	
	2023 RM'000	2022 RM'000
At 1 July 2022/2021	-	-
Transfer from land held for property development:		
Freehold land	732	-
Development costs	7,496	-
Development cost incurred during the year	289	-
At 30 June	8,517	-

(c) Completed properties and others

	Group	
	2023 RM'000	2022 RM'000
Completed properties	56,065	57,108
Raw materials, beverages and consumables	1,003	213
	57,068	57,321

The costs of inventories recognised as an expense amounted to RM6,322,382 (2022: RM5,256,182).

15. Investment properties

	Group	
	2023 RM'000	2022 RM'000
At fair value		
At 1 July 2022/2021	98,100	61,900
Additions	-	34,463
Fair value adjustments recognised in profit or loss (Note 5)	6,484	1,737
At 30 June	104,584	98,100

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

	Group	
	2023 RM'000	2022 RM'000
Rental income	604	413
Direct operating expenses of income generating investment properties	(246)	(266)
Profit arising from investment properties	358	147

Investment properties are stated at fair value, which has been determined based on valuations performed by independent valuers as at reporting date. The fair value of the properties is estimated using unobservable inputs and categorised under Level 3 of the fair value hierarchy.

Notes to the Financial Statements

30 June 2023 (continued)

15. Investment properties (continued)

The following table shows the valuation technique used in the determination of fair values within Level 3 and the significant unobservable inputs used in the valuation models:

Property category	Valuation technique	Significant unobservable inputs	Range
At 30 June 2023			
Villa	Comparison approach	Adjustment factors to prices of comparable properties (i.e. location, level, size and density of development)	0% to 5%
Condominiums	Comparison approach	Adjustment factors to prices of comparable properties (i.e. location, level, size and density of development)	-47.5% to 15%
At 30 June 2022			
Villa	Comparison approach	Adjustment factors to prices of comparable properties (i.e. location, level, size and density of development)	2.5% to 5%
Condominiums	Comparison approach	Adjustment factors to prices of comparable properties (i.e. location, level, size and density of development)	-43% to 30%

As at the reporting date, if there had been 10% higher or lower of price per square feet of the investment properties, the Group's total comprehensive income/(loss), net of tax, would have been approximately RM7,948,000 higher/lower (2022: RM7,456,000 higher/lower), arising as a result of an increase/decrease in the fair values of the properties.

16. Investment in subsidiaries

	Company	
	2023 RM'000	2022 RM'000
Investments in unquoted shares	724,645	704,646
Discount on loan to a subsidiary	2,838	2,838
Less: Accumulated impairment losses	(391,843)	(391,843)
	335,640	315,641
Movement in accumulated impairment losses account:		
At 1 July 2022/2021	391,843	381,005
Charge for the year (Note 8)	-	10,838
At 30 June	391,843	391,843

Notes to the Financial Statements

30 June 2023 (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
		2023	2022		
Sea Resorts Development Sdn. Bhd.	Malaysia	100	100	RM2,400,002	Investment holding and money lending business
Oakland Holdings Sdn. Bhd.	Malaysia	100	100	RM30,000,000	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
88 Ampang Land Sdn. Bhd. <i>(formerly known as Duta Grand Hotels Sdn. Bhd.)</i>	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	RM10,000,000	Property investment
* Rambai Realty Sdn. Bhd.	Malaysia	100	100	RM50,000	Investment holdings 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

Notes to the Financial Statements

30 June 2023 (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
		2023	2022		
Subsidiaries of Oakland Holdings Sdn. Bhd.					
* Jiwa Realty Sdn. Bhd.	Malaysia	51	51	RM1,000,000	Property development
* Merchant Square Sdn. Bhd.	Malaysia	100	100	RM2	Property management
Subsidiaries of Duta Plantations Sdn. Bhd.					
* 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
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

Notes to the Financial Statements

30 June 2023 (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
		2023	2022		
Subsidiary of 88 Ampang Land Sdn. Bhd. <i>(formerly known as Duta Grand Hotels Sdn. Bhd.)</i>					
* Tegas Komposit Sdn. Bhd.	Malaysia	100	100	RM2	Property investment
Subsidiaries of Olympia Land Berhad					
* 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
Subsidiaries of KH Estates Sdn. Bhd.					
KH Land Sdn. Bhd. Sdn. Bhd.	Malaysia	100	100	RM1,000,000	Property development
* Kenny Heights Central Sdn. Bhd.	Malaysia	58	58	RM100	Investment holding
Subsidiary of KH Land Sdn. Bhd.					
^ Herald Privilege Sdn. Bhd.	Malaysia	51	100	RM1,000,000	Operating of restaurant
Subsidiary of Kenny Heights Central Sdn. Bhd.					
* Kenny Heights Westcity Sdn. Bhd.	Malaysia	100	100	RM2	Dormant

Notes to the Financial Statements

30 June 2023 (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
		2023	2022		
Subsidiary of Pertama Land & Development Sdn. Bhd.					
Pertama Capital Pte. Ltd.	Singapore	100	100	SGD10,000,000	Investment holding
Subsidiary of Pertama Capital Pte. Ltd.					
* Pertama Assets Ltd.	United Kingdom	100	-	£1	Property investment and property management

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

^ Dilution in equity interest of KH Land Sdn. Bhd. in Herald Privilege Sdn. Bhd. was due to allotment of additional 500,000 units of ordinary shares of Herald Privilege Sdn. Bhd. at RM1.00 each. 10,000 units of ordinary shares, worth RM10,000 was allotted to KH Land Sdn. Bhd., and the remaining 490,000 units of ordinary shares, worth RM490,000 was allotted to non-controlling interest.

(a) Summarised financial information of 88 Ampang Land Sdn. Bhd. ("88 AL"), Pacific Forest Industries Sdn. Bhd. ("PFI"), UNP Plywood Sdn. Bhd. ("UNP") and Herald Privilege Sdn. Bhd. ("HP") 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

	88 AL		PFI		UNP		HP		Others	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Non-current assets	349,347	349,347	-	-	-	-	2,323	3,049	3,830	3,880
Current assets	4,909	5,203	2	2	36,862	36,869	2,022	1,514	905	937
Total assets	354,256	354,550	2	2	36,862	36,869	4,345	4,563	4,735	4,817
Non-current liabilities	137,292	136,474	-	-	-	-	771	1,143	-	-
Current liabilities	2,366	2,296	41,647	41,639	5	5	1,502	2,662	5,295	5,256
Total liabilities	139,658	138,770	41,647	41,639	5	5	2,273	3,805	5,295	5,256
Net assets/(liabilities)	214,598	215,780	(41,645)	(41,637)	36,857	36,864	2,072	758	(560)	(439)
Equity/(deficit) attributable to equity holders of the Company	163,037	163,935	(31,303)	(31,297)	33,988	33,994	1,090	758	(559)	(480)
Non-controlling interests	51,561	51,845	(10,342)	(10,340)	2,869	2,870	982	-	(1)	41
	214,598	215,780	(41,645)	(41,637)	36,857	36,864	2,072	758	(560)	(439)

Notes to the Financial Statements

30 June 2023 (continued)

16. Investment in subsidiaries (continued)

(a) Summarised financial information of 88 Ampang Land Sdn. Bhd. ("88 AL"), Pacific Forest Industries Sdn. Bhd. ("PFI"), UNP Plywood Sdn. Bhd. ("UNP") and Herald Privilege Sdn. Bhd. ("HP") which have material non-controlling interests are set out below. The summarised financial information presented below is the amount before inter-company elimination. (continued)

(ii) Summarised statements of comprehensive income

	88 AL		PFI		UNP		HP		Others	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue	-	-	-	-	-	-	13,970	10,708	-	-
(Loss)/profit for the year, representing total comprehensive loss for the year	(1,182)	(1,117)	(8)	(23)	(7)	(7)	1,565	1,284	(121)	(146)
Total comprehensive (loss)/profit attributable to owners of the Company	(898)	(849)	(6)	(17)	(6)	(6)	1,073	1,284	(79)	(92)
Total comprehensive (loss)/profit attributable to non-controlling interests	(284)	(268)	(2)	(6)	(1)	(1)	492	-	(42)	(54)
	(1,182)	(1,117)	(8)	(23)	(7)	(7)	1,565	1,284	(121)	(146)

(iii) Summarised statements of cash flows

	88 AL		PFI		UNP		HP		Others	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Net cash (used in)/ generated from operating activities	(1,096)	(4,171)	(14)	(26)	(7)	-	2,003	3,463	(56)	(76)
Net cash used in investing activities	-	-	-	-	-	-	(178)	(55)	-	-
Net cash generated from/(used in) financing activities	807	4,419	14	26	7	-	(1,243)	(2,923)	36	30
Net (decrease)/ increase in cash and cash equivalents	(289)	248	-	-	-	-	582	485	(20)	(46)

Notes to the Financial Statements

30 June 2023 (continued)

17. Trade and other receivables

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Non-current				
Due from subsidiaries (b)	-	-	123,550	122,732
Current				
Trade receivables, net (c)	50,207	9,221	-	-
Other receivables, net (d)	15,825	11,846	2,000	2,492
Due from companies with common directors and corporate shareholders (e)	655	424	-	-
Due from a joint operator (a)	46,458	41,980	-	-
Due from subsidiaries (b)	-	-	464,196	470,992
	113,145	63,471	466,196	473,484
Total trade and other receivables	113,145	63,471	589,746	596,216
Less: Prepayments	(286)	(5,766)	(19)	(17)
Add: Deposits, cash and bank balances (Note 20)	104,997	80,216	1,882	1,557
Total financial assets at amortised costs	217,856	137,921	591,609	597,756

(a) Due from a joint operator

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 31.

(b) Due from subsidiaries

	Company	
	2023 RM'000	2022 RM'000
Due from subsidiaries	643,142	649,120
Less: Allowance for impairment	(55,396)	(55,396)
	587,746	593,724

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.

Notes to the Financial Statements

30 June 2023 (continued)

17. Trade and other receivables (continued)

(b) Due from subsidiaries (continued)

Amount due from subsidiaries are analysed as follows:

	Company	
	2023 RM'000	2022 RM'000
Non current	123,550	122,732
Current	464,196	470,992
	587,746	593,724

Movement in allowance for impairment loss account:

At 1 July 2021/30 June 2022 and
At 1 July 2022/30 June 2023

55,396	55,396
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(c) Trade receivables

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Third parties	59,972	15,761	916	916
Stakeholder sums	1,618	1,618	-	-
	61,590	17,379	916	916
Less: Allowance for impairment	(11,383)	(8,158)	(916)	(916)
	50,207	9,221	-	-

Trade receivables are non-interest bearing and are generally on 14 to 90 days (2022: 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	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Neither past due nor impaired	48,547	7,588	-	-
Past due not impaired more than 121 days	1,660	1,633	-	-
	50,207	9,221	-	-
Impaired	11,383	8,158	916	916
	61,590	17,379	916	916

Notes to the Financial Statements

30 June 2023 (continued)

17. Trade and other receivables (continued)

(c) Trade receivables (continued)

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 RM1,660,000 (2022: RM1,633,000) 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 and the Company'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.

Movement in allowance for impairment account:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 July 2022/2021	8,158	6,181	916	916
Charge for the year (Note 8)	3,225	1,977	-	-
At 30 June	11,383	8,158	916	916

(d) Other receivables

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Advances	939	939	939	939
Refundable deposits	6,581	2,053	921	921
Sundry receivables	18,933	13,350	2,019	2,476
Prepayments	286	5,766	19	17
	26,739	22,108	3,898	4,353
Less: Allowance for impairment	(10,914)	(10,262)	(1,898)	(1,861)
	15,825	11,846	2,000	2,492

Notes to the Financial Statements

30 June 2023 (continued)

17. Trade and other receivables (continued)

(d) Other receivables (continued)

Movement in allowance for impairment account:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 July 2022/2021	10,262	11,969	1,861	1,861
Charge for the year (Note 8)	652	93	37	-
Write-off during the year	-	(1,800)	-	-
At 30 June	10,914	10,262	1,898	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.

18. Biological assets

	Group	
	2023 RM'000	2022 RM'000
At 1 July/30 June	79	79

The biological assets of the Group represent fresh fruit bunches of 1 month prior to harvesting.

19. Investment securities

	Group	
	2023 RM'000	2022 RM'000
Financial assets at fair value through profit or loss		
Quoted:		
<u>In Malaysia:</u>		
Equity investments	9,970	6,390
Unit trusts	165,146	234,486
<u>Outside Malaysia:</u>		
Equity investments	52,152	100,336
Money market funds	34,220	-
Total Investment securities	261,488	341,212

Notes to the Financial Statements

30 June 2023 (continued)

20. Deposits, cash and bank balances

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash and bank balances	70,408	69,220	1,725	1,406
Short term deposits with licensed banks	34,589	10,996	157	151
Deposits, cash and bank balances	104,997	80,216	1,882	1,557
Less: Deposits with tenures of more than 3 months	(8,087)	(151)	(157)	(151)
Less: Bank overdraft (Note 27)	-	(1,700)	-	-
Cash and cash equivalents	96,910	78,365	1,725	1,406

Included in cash and bank balances of the Group is an amount of RM216,000 (2022: RM213,000) held pursuant to Section 7A of the Housing Developers (Control and Licensing) Act, 1966 and is restricted from use in other operations.

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

	Group		Company	
	2023 %	2022 %	2023 %	2022 %
Licensed banks	1.85 to 4.96	1.85 to 2.05	1.85 to 2.85	1.85

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

	Group		Company	
	2023 Days	2022 Days	2023 Days	2022 Days
Licensed banks	1 to 365	1 to 365	1 to 365	1 to 365

21. Share capital, capital reserve and treasury shares

Share capital

	Group and Company			
	Number of ordinary shares		Amount	
	2023 '000	2022 '000	2023 RM'000	2022 RM'000
Ordinary shares: Issued and fully paid	846,118	846,118	423,059	423,059

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

Notes to the Financial Statements

30 June 2023 (continued)

21. Share capital, capital reserve and treasury shares (continued)

Capital reserve

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 30 June	53,089	53,109	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 RM441,368,000 and RM388,259,000 respectively.

Treasury shares

	Number of treasury shares		Group and Company	
	2023 '000	2022 '000	2023 RM'000	2022 RM'000
At 1 July 2022/2021	16,438	13,924	5,904	5,034
Additions	5,217	2,514	1,511	870
At 30 June	21,655	16,438	7,415	5,904

During the financial year, the Company repurchased 5,216,800 (2022: 2,513,700) of its issued ordinary shares from the open market at an average price of RM0.29 (2022: RM0.35) per share. The total consideration paid for the repurchase including transaction costs was RM1,510,737 (2022: RM869,544). The shares repurchased are being held as treasury shares in accordance with Section 127 of the Companies Act 2016.

As at 30 June 2023, the Company held as treasury shares a total of 21,654,400 (2022: 16,437,600) of its 846,118,039 issued ordinary shares. Such treasury shares are held at carrying amount of RM7,414,648 (2022: RM5,903,911).

22. Retained profits

As at 30 June 2023, the Company may distribute the entire balance of the retained profits under the single-tier system.

23. Deferred tax liabilities

	Group	
	2023 RM'000	2022 RM'000
At 1 July 2022/2021	181	5,257
Recognised in profit or loss (Note 10)	11	(5,116)
Exchange differences	-	40
At 30 June (Note 30)	192	181
Presented after appropriate offsetting as follows:		
Deferred tax assets	(662)	(307)
Deferred tax liabilities	854	488
	192	181

Notes to the Financial Statements

30 June 2023 (continued)

23. 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 assets of the Group:

	Unutilised tax losses RM'000	Unabsorbed capital allowance RM'000	Lease liabilities RM'000	Provisions RM'000	Total RM'000
2023					
At 1 July 2022	(182)	(38)	(87)	-	(307)
Recognised in profit or loss	45	(24)	(312)	(64)	(355)
At 30 June 2023	(137)	(62)	(399)	(64)	(662)
2022					
At 1 July 2021	(115)	(26)	(117)	-	(258)
Recognised in profit or loss	(67)	(12)	30	-	(49)
At 30 June 2022	(182)	(38)	(87)	-	(307)

Deferred tax liabilities of the Group:

	Property, plant and equipment RM'000	Investment properties RM'000	Right-of-use assets RM'000	Others RM'000	Total RM'000
2023					
At 1 July 2022	335	70	83	-	488
Recognised in profit or loss	47	11	308	-	366
At 30 June 2023	382	81	391	-	854
2022					
At 1 July 2021	346	-	108	5,061	5,515
Recognised in profit or loss	(11)	70	(25)	(5,101)	(5,067)
Exchange differences	-	-	-	40	40
At 30 June 2022	335	70	83	-	488

Notes to the Financial Statements

30 June 2023 (continued)

23. Deferred tax liabilities (continued)

Deferred tax assets have not been recognised in respect of the following items:

Group	2023 RM'000	2022 RM'000
Unutilised tax losses	71,789	75,446
Unabsorbed capital allowances	115	78
Others	2,538	5,757
	74,442	81,281

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.

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.

The utilisation period of deferred tax assets not recognised of the Group that are available for offsetting against future taxable profit for the Group are as follows:

Group	2023 RM'000	2022 RM'000
Indefinite	2,653	5,835
Within 2 - 5 years from recognition	21,099	-
Within 6 - 10 years from recognition	50,690	75,446
	74,442	81,281

Notes to the Financial Statements

30 June 2023 (continued)

24. Trade and other payables

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Non-current				
Other payables				
Sundry payables	134	135	-	-
Current				
Trade payables				
Third parties (a)	15,591	12,948	-	-
Other payables				
Accruals	5,090	2,284	1,758	529
Sundry payables	9,356	13,056	310	1,469
Due to subsidiaries (b)	-	-	324,345	321,147
Due to an affiliate (c)	16	368	16	255
	14,462	15,708	326,429	323,400
	30,053	28,656	326,429	323,400
Add: Borrowing (Note 27)	377	1,700	-	-
Lease liabilities (Note 26)	4,117	6,274	1,306	1,655
Total financial liabilities at amortised cost	34,681	36,765	327,735	325,055

(a) Third parties

The normal trade credit terms granted to the Group range from 30 to 90 days (2022: 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 an affiliate

The amount due to an affiliate is non-trade in nature, unsecured, interest free and repayable on demand.

25. Provision

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 July 2022/2021	147	-	-	-
Additional	257	147	256	-
At 30 June	404	147	256	-

Provision is made for restoration costs which is expected to be incurred at the end of the lease term of the shoplot.

Notes to the Financial Statements

30 June 2023 (continued)

26. Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
At 1 July 2022/2021	6,274	6,944	1,655	573
Additions	586	2,145	-	1,460
Derecognition	(43)	(150)	-	-
Interest expense (Note 9)	234	216	105	15
Payments made during the year	(2,949)	(2,889)	(454)	(393)
Exchange differences	15	8	-	-
At 30 June (Note 24)	4,117	6,274	1,306	1,655
Lease liabilities is analysed as follows:				
Current	1,302	2,660	359	348
Non-current	2,815	3,614	947	1,307
	4,117	6,274	1,306	1,655
The remaining maturities of the lease liabilities as at reporting date is as follows:				
Less than 1 year	1,302	2,660	359	348
More than 1 year and less than 5 years	2,815	3,614	947	1,307
	4,117	6,274	1,306	1,655

Lease liabilities are calculated using discount rate ranging from 3.05% to 4.44% (2022: 3.05% to 4.21%).

During the financial year, the Group and the Company had total cash outflows for lease liabilities of RM2,949,000 (2022: RM2,889,000) and RM454,000 (2022: RM393,000).

27. Borrowing

	Group	
	2023 RM'000	2022 RM'000
Non-current		
Secured:		
Hire purchase	323	-
Current		
Secured:		
Hire purchase	54	-
Unsecured:		
Bank overdraft	-	1,700
	54	1,700
Total borrowings (Note 24)	377	1,700

The borrowings for the Group bore interest of 4.6% per annum (2022: 2.1%).

Notes to the Financial Statements

30 June 2023 (continued)

27. Borrowing (continued)

The maturity profile is as follows:

	Within 1 year RM'000	Between 2 to 5 years RM'000	Beyond 5 years RM'000	Carrying amount RM'000
Group				
2023				
Hire purchase	54	244	79	377

28. 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	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Transactions with affiliated companies				
Rental of premises and parking	790	786	408	408
Purchase of investment properties	-	34,463	-	-
Construction revenue	790	(1,010)	-	-
Transaction with subsidiary				
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.

Notes to the Financial Statements

30 June 2023 (continued)

28. Significant related party transactions and balances (continued)

Significant related party balances

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
(i) Amount due from companies with common directors and corporate shareholders				
United Malaysian Properties Sdn. Bhd.	63	63	-	-
Olympia Ventures Sdn. Bhd.	516	285	-	-
KL Landmark Sdn. Bhd.	76	76	-	-
(ii) Amount due from a joint operator				
Olympia Properties Sdn. Bhd.	46,458	41,980	-	-
(iii) Amount due to an affiliate				
Dairy Maid Resort & Recreation Sdn. Bhd.	16	368	16	255

(b) Compensation of key management personnel

The remuneration of members of key management personnel during the financial year was as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Salaries and other short term employment benefits	4,695	3,975	2,447	1,993
Defined contribution plans	306	243	97	82
Directors' fees	765	436	317	312
Directors' other emoluments	54	51	54	51
	5,820	4,705	2,915	2,438

Notes to the Financial Statements

30 June 2023 (continued)

29. 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.

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.

Notes to the Financial Statements

30 June 2023 (continued)

29. Contingent liabilities - unsecured (continued)

The following are the details of the claims: (continued)

- (a) 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.

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.

Notes to the Financial Statements

30 June 2023 (continued)

29. Contingent liabilities - unsecured (continued)

The following are the details of the claims: (continued)

- (a) 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.

The Court then fixed the matter for cross-examination of Experts on 8 June 2023 and 9 June 2023. On 14 March 2023, the Order in respect of Enclosure 110 was finalised and duly served on the solicitors for the Applicant. On 23 May 2023, the Court informed parties that the cross-examination of experts fixed on 8 June 2023 and 9 June 2023, had to be vacated, given that the Learned Judge would be engaged in a Judges' Conference in Kota Kinabalu on the said dates. On 10 August 2023, the Court informed parties that the cross-examination of experts is fixed on 28 February 2024 and 29 February 2024.

- (b) On 28 April 2000, Lin Wen-Chih & Lin Wen-Chuan ("Plaintiffs") filed a suit in Kuala Lumpur High Court ("First Suit") against DutaLand Berhad (which was then known as Mycom Berhad).

The First Suit was for alleged breach of contract by DutaLand, namely DutaLand had breached the Share Sale Agreement (for the purchase of shares in Veramax Sdn Bhd) as DutaLand had failed to make payment for the RM55 million consideration. The First Suit was heard on the merits and the Plaintiffs' claim was dismissed by the Kuala Lumpur High Court on 11 October 2010. The Plaintiffs' appeal to the Court of Appeal was also dismissed on 20 November 2013. Leave to appeal to the Federal Court was also dismissed on 20 October 2014.

The Plaintiffs filed anew for an order on 5 October 2018 ("Plaintiffs' Suit") to set aside the earlier judgement in favour of DutaLand Berhad (which was then known as Mycom Berhad) and affirmed by the Federal Court.

On 19 December 2018, DutaLand filed a formal application to strike out the Plaintiffs' Suit on the ground that the Kota Kinabalu High Court has no territorial jurisdiction to hear the matter as the events complaint of occurred in Kuala Lumpur. On 26 February 2019, the Kota Kinabalu High Court allowed DutaLand's application and struck the Plaintiffs' Suit. Being dissatisfied, on 21 March 2019, the Plaintiffs filed an appeal to the Court of Appeal against the decision dated 26 February 2019. The matter is now fixed for Hearing on 27 October 2021. During the Hearing on 27 October 2021, the Court of Appeal has dismissed the Plaintiffs' appeal.

Being dissatisfied with the said decision of the Court of Appeal, the Plaintiffs had further filed a motion for leave to appeal to the Federal Court on 18th November 2020, which was allowed on 15th June 2021. The proper appeal had since been disposed by the Federal Court on 14th February 2022 whereby the Plaintiffs' appeal was dismissed with costs.

On 13 September 2022, the Plaintiffs had filed a motion to review the said decision of the Federal Court and the same is being opposed by the Defendants. The said motion for revision has yet to be fixed for hearing by the Federal Court.

Notes to the Financial Statements

30 June 2023 (continued)

29. Contingent liabilities - unsecured (continued)

The following are the details of the claims: (continued)

- (c) 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 OHSB’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.

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.

In the arbitration proceedings, OHSB obtained a Summary Determination Award dated 3 October 2022 which dismissed a large portion of IRSB’s claims amounting to RM4,284,530. The remainder of the arbitration proceedings were subsequently stayed pending an application by Ideaworks to the Kuala Lumpur High Court to set aside the Summary Determination Award. The hearing for IRSB’s setting aside application took place on 21 June 2023 and the decision will be rendered on 18 July 2023. There is a reasonable chance that OHSB will successfully oppose IRSB’s setting aside application.

On 18 July 2023, the High Court upheld the Summary Determination Award and dismissed IRSB’ application to set it aside. On 16 August 2023, IRSB filed a Notice of Appeal against the decision. No further directions regarding the Court of Appeal hearing have been fixed yet.

Notes to the Financial Statements

30 June 2023 (continued)

30. 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
30 June 2023							
Revenue							
External revenue, total	2,020	1,474	167,563	17,834	(1,091)		187,800
Inter-segment revenue	-	-	-	20,000	(20,000)		-
Results							
Finance income	51	-	-	514	-		565
Finance expense	(273)	-	-	(242)	180		(335)
Depreciation	(853)	(821)	-	(2,076)	-		(3,750)
Other material non-cash income/(expenses), net	128	-	(3,860)	29,777	-	(a)(i)	26,045
Segment (loss)/profit	(10,489)	(595)	(5,472)	15,735	6,095	(a)(ii)	5,274
Assets							
Additions to non-current assets	2,718	-	-	812	-	(a)(iii)	3,530
Segment assets	31,205	9,242	9,029	1,496,252	(263,157)	(a)(iv)	1,282,571
Liabilities							
Segment liabilities	16,870	1,065	1,677	15,873	(137)	(a)(v)	35,348

Notes to the Financial Statements

30 June 2023 (continued)

30. 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
30 June 2022							
Revenue							
External revenue, total	1,804	2,061	122,733	11,643	(1,495)		136,746
Inter-segment revenue	-	-	-	20,000	(20,000)		-
Results							
Finance income	370	-	-	289	-		659
Finance expense	(133)	-	-	(275)	(2)		(410)
Depreciation	(1,652)	(821)	-	(1,768)	(25)		(4,266)
Other material non-cash expenses, net	720	-	-	(23,802)	-	(a)(i)	(24,522)
Segment loss	(3,839)	(78)	(2,310)	(34,362)	(4,758)	(a)(ii)	(45,347)
Assets							
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
Liabilities							
Segment liabilities	13,775	-	1,888	32,051	(9)	(a)(v)	47,705

- (i) Other material non-cash income/(expense), net, consist of the following items as presented in the respective notes to the financial statements:

	Note	2023 RM'000	2022 RM'000
Gain/(loss) on changes of fair value of:			
- investment properties (Note 15)	5, 15	6,484	1,737
- investment securities:			
- equity investment	8	11,017	(33,947)
- unit trusts	8	1,859	1,159
- money market funds	8	1,134	(533)
Unrealised foreign exchange gain/(loss) on:			
- receivables	8	10,178	3,308
- payables	8	(154)	(101)
- cash and bank balances	8	(946)	5,337
Realised foreign exchange gain/(loss) on:			
- receivables	8	287	-
- payables	8	(53)	-
- cash and bank balances	8	116	-
- derivatives	8	-	(33)
Allowance for impairment of receivables	8	(3,877)	(2,070)
Reversal of impairment of right-of-use assets	5, 8, 13	-	621
		26,045	(24,522)

Notes to the Financial Statements

30 June 2023 (continued)

30. Segment information (continued)

(a) Business segments (continued)

- (ii) The following items are added/(deducted) from segment loss to arrive at "profit/(loss) before tax" presented in the consolidated statement of comprehensive income:

	Note	2023 RM'000	2022 RM'000
Finance income	5	565	659
Finance expense	9	(335)	(410)
		230	249

- (iii) Additions to non-current assets consist of:

	Note	2023 RM'000	2022 RM'000
Property, plant and equipment	12	1,112	189
Land held for property development	14 (a)	2,418	1,126
		3,530	1,315

- (iv) The following item is added to segment assets to arrive at total assets reported in the consolidated statement of financial position:

	2023 RM'000	2022 RM'000
Tax recoverable	1,008	3,302

- (v) The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position:

	Note	2023 RM'000	2022 RM'000
Deferred tax liabilities	23	192	181
Tax payable		71	10,612
		263	10,793

Notes to the Financial Statements

30 June 2023 (continued)

30. Segment information (continued)

(b) Geographical segments

Geographically, the management considers total Group performance in Malaysia and Overseas separately and is determined based on performance of respective region.

	Malaysia		Overseas	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Revenue				
External revenue, total	147,394	136,711	40,406	35
Results				
Finance income	565	659	-	-
Finance expense	(276)	(236)	(59)	(174)
Depreciation	(3,553)	(4,080)	(197)	(186)
Other material non-cash income/(expenses), net	13,415	3,735	12,630	(28,257)
Segment (loss)/profit	(6,274)	(17,276)	11,548	(28,071)
Assets				
Additions to non-current assets	3,530	1,315	-	-
Segment assets	1,249,516	1,146,872	33,055	136,611
Liabilities				
Segment liabilities	34,224	30,653	1,124	17,052

31. 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 2023 (continued)

31. Joint operations (continued)

The Group's aggregate share of the revenue, expenses, assets and liabilities of the joint operations are as follows:

	Group	
	2023 RM'000	2022 RM'000
Other income	147	456
Other expenses, including finance costs and tax	(6,246)	(5,276)
Loss for the year	(6,099)	(4,820)
Non-current assets	228,270	225,952
Cash and cash equivalents	943	1,857
Other current assets	12,360	12,452
Current liabilities	(239,807)	(232,327)
Non-current liabilities	(270)	(339)
Net assets	1,496	7,595

32. 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	20
Trade and other payables	24
Lease liabilities	26
Borrowing	27

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.

Notes to the Financial Statements

30 June 2023 (continued)

32. Fair value of financial instruments (continued)

(b) Fair value hierarchy

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. External valuers are involved for valuation of significant assets, such as investment properties.

As at 30 June 2023 and 30 June 2022, 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
2023				
Assets measured at fair value				
Investment properties	104,584	-	-	104,584
Biological assets	79	-	-	79
Investment securities	261,488	227,268	34,220	-
2022				
Assets measured at fair value				
Investment properties	98,100	-	-	98,100
Biological assets	79	-	-	79
Investment securities	341,212	341,212	-	-

There has been no transfer between Level 1, Level 2 and Level 3 for the financial year under review.

33. 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) 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 2023 (continued)

33. Financial risk management objectives and policies (continued)

(a) 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
2023			
Group			
Financial liabilities:			
Trade and other payables	30,053	134	30,187
Lease liabilities	1,420	2,928	4,348
Borrowing	86	398	484
Total	31,559	3,460	35,019
Company			
Financial liabilities:			
Trade and other payables	326,429	-	326,429
Lease liabilities	393	983	1,376
Total	326,822	983	327,805
2022			
Group			
Financial liabilities:			
Trade and other payables	28,656	135	28,791
Lease liabilities	2,811	3,815	6,626
Borrowing	1,700	-	1,700
Total	33,167	3,950	37,117
Company			
Financial liabilities:			
Trade and other payables	323,420	-	323,420
Lease liabilities	393	1,376	1,769
Total	323,813	1,376	325,189

Notes to the Financial Statements

30 June 2023 (continued)

33. Financial risk management objectives and policies (continued)

(b) 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:

	2023		2022	
	RM'000	% of total	RM'000	% of total
CPO trading	9,029	18%	6,922	75%
Construction	509	1%	387	4%
Property development	1,904	4%	1,778	19%
Plantation	1,284	3%	49	1%
Investment holding and others	37,481	74%	85	1%
	50,207	100%	9,221	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.

(c) 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.

Notes to the Financial Statements

30 June 2023 (continued)

33. Financial risk management objectives and policies(continued)

(c) Foreign currency risk (continued)

As at 30 June 2023, if RM had weakened/strengthened by 5% against the foreign currencies with all other variables held constant, the impact on the post-tax profit/(loss) for the financial year are tabulated below:

	2023		2022	
	+5% RM'000	-5% RM'000	+5% RM'000	-5% RM'000
SGD				
Impact on post tax profit/(loss)	407	(407)	303	(303)
USD				
Impact on post tax profit/(loss)	5,241	(5,241)	(4,109)	4,109

The exposure to other foreign currency risk such as Australian Dollar, Japanese Yen, Hong Kong Dollar, Euro and Great British Pound is not material and hence, sensitivity analysis is not presented.

(d) Market price risk

Market price risk is the risk that the fair value of future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group is exposed to equity price risks mainly arising from quoted equity investments, unit trusts and money market funds held by the Group. These instruments are classified as financial assets designated at fair value through profit or loss.

As at the reporting date, if there had been 10% higher or lower, with all other variables held constant, the Group's total comprehensive income/(loss) would have been approximately RM19,873,000 higher/lower (2022: RM25,932,000 higher/lower), arising as a result of an increase/decrease in the fair values of the quoted instruments.

(e) Changes in liabilities arising from financing activities

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Financing cash flow reconciliation:				
At 1 July 2022/2021	6,274	6,944	1,655	573
Cash flows	(2,949)	(2,889)	(454)	(393)
Others	792	2,219	105	1,475
At 30 June	4,117	6,274	1,306	1,655

34. 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 2023 and 30 June 2022.

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 2023, 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 2023.

Analysis of Shareholdings

As at 5 October 2023

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	:	13,989

DISTRIBUTION OF SHAREHOLDINGS

(as per the Record of Depositors)

Size of Holdings	No. of Holders	% of Holders	No. of Shares Held	% of Issued Shares [^]
Less than 100	1,307	9.34	36,235	0.00
100 to 1,000	8,293	59.28	2,740,124	0.33
1,001 to 10,000	2,486	17.77	12,438,642	1.51
10,001 to 100,000	1,559	11.15	54,246,697	6.58
100,001 to less than 5% of issued shares [^]	342	2.45	268,696,966	32.59
5% and above of issued shares [^]	2	0.01	486,304,975	58.99
Total	13,989	100.00	824,463,639[^]	100.00

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 [^]	No. of Shares Held	% of Issued Shares [^]
Kenny Height Developments Sdn Bhd	268,570,615	32.58	-	-
Duta Equities Sdn Bhd	223,904,860	27.16	-	-
Tan Sri Dato' Yap Yong Seong	25,600	Negligible	492,559,458 *	59.74
Datuk Yap Wee Chun	28,200	Negligible	492,559,458 *	59.74
Dato' Sri Yap Wee Keat	100,000	0.01	492,559,458 *	59.74
Puan Sri Datin Leong Li Nar	-	-	492,559,458 *	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 [^]	No. of Shares Held	% of Issued Shares [^]
Tengku Datuk Seri Ahmad Shah Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	-	-	-	-
Tan Sri Dato' Yap Yong Seong	25,600	Negligible	492,559,458 *	59.74
Datuk Yap Wee Chun	28,200	Negligible	492,559,458 *	59.74
Dato' Sri Yap Wee Keat	100,000	0.01	492,559,458 *	59.74
Dato' Hazli bin Ibrahim	-	-	-	-
Dato' Abdul Majit bin Ahmad Khan	-	-	-	-
Datuk Ooi Woon Chee	-	-	-	-
Chan May May	-	-	-	-
Wong Chiang Ying	-	-	-	-

Notes:

[^] Excluding 21,654,400 treasury shares held by the Company based on the Record of Depositors dated 5 October 2023.

* 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 2023 (continued)

30 LARGEST SHAREHOLDERS

	Name of Shareholders	No. of Shares Held	% of Issued Shares [^]
1.	Kenny Height Developments Sdn Bhd	268,570,615	32.58
2.	Duta Equities Sdn Bhd	217,734,360	26.41
3.	Pacific Element Sdn Bhd	29,979,512	3.64
4.	Phillip Nominees (Asing) Sdn Bhd Everbright Securities Investment Services (HK) Limited for Long Set Investments Ltd	22,412,800	2.72
5.	Teoh Guan Kok & Co. Sdn Berhad	22,168,500	2.69
6.	Lim Pei Tiam @ Liam Ahat Kiat	10,000,000	1.21
7.	Teo Kwee Hock	8,151,600	0.99
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.	UOB Kay Hian Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Teo Siew Lai	4,094,500	0.50
14.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Ng Lee Ling (PB)	3,200,000	0.39
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)	3,079,070	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.	British Image Sdn Bhd	2,665,900	0.32
22.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ng Beng Ong	2,585,000	0.31
23.	British Image Sdn Bhd	2,510,400	0.30
24.	Fung Lee Yin	2,333,600	0.28
25.	Malacca Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ho Kok Kiang	1,922,300	0.23
26.	Hoon Tai Woei	1,605,000	0.19
27.	Chin Teng Kee @ Cheng Teng Kee	1,600,000	0.19
28.	Wong Hon Yee	1,557,734	0.19
29.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Yew (M02)	1,541,800	0.19
30.	Yeoh Ah Ong	1,513,200	0.18
	Total	652,497,491	79.14

[^] Excluding 21,654,400 treasury shares held by the Company based on the Record of Depositors dated 5 October 2023.

Properties Held by the Group

As at 30 June 2023

Location/Address	Description/ Existing Use	Tenure	Land area - Acres/ (Built-up Area - Sq. Ft.)	Year of Acquisition/ (Revaluation)	Net Book Value (RM'000)
(1) Duta Grand Hotels Sdn Bhd 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) Tegas Komposit Sdn Bhd Lots 64, 65 & 66 Section 45 Kuala Lumpur	Land for mixed development	Leasehold expiring 2100	0.44 Acres	2001	3,830
(3) City Properties Development Sdn Bhd Lot Nos. 200 & 203 Section 43 Kuala Lumpur	Land for mixed development	Freehold	0.67 Acres	2007, 2009	16,131
(4) Oakland Holdings Sdn Bhd 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	8,517
(5) Pertama Land & Development Sdn Bhd Agriculture land District of Sandakan Sabah	Oil palm plantations	Leasehold expiring 2080	985.0 Acres	2015	7,879
(6) KH Estates Sdn Bhd 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	53,296
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	16,580
(7) M B Properties Sdn Bhd 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	34,708

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Fifty-Sixth Annual General Meeting** (“AGM”) of DutaLand Berhad (“the Company”) will be conducted on **Thursday, 30 November 2023 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 2023 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 RM317,000 for the financial year ended 30 June 2023; and **Ordinary Resolution 1**
 - (ii) Directors’ meeting allowances of up to RM110,000 for the period from the Fifty-Sixth AGM until the next Annual General Meeting 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) Tan Sri Dato’ Yap Yong Seong; and **Ordinary Resolution 3**
 - (ii) Dato’ Abdul Majit bin Ahmad Khan. **Ordinary Resolution 4**
4. To re-elect the following Directors who are retiring in accordance with Clause 98 of the Constitution of the Company and, being eligible, offer themselves for re-election:
 - (i) Chan May May; and **Ordinary Resolution 5**
 - (ii) Wong Chiang Ying. **Ordinary Resolution 6**
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

As Special Business:

To consider and, if thought fit, to pass the following Resolutions with or without modifications:

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 Annual General Meeting of the Company.

Notice of Annual General Meeting

(continued)

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 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 in Part A of the Circular/Statement to Shareholders dated 31 October 2023 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 and 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 Annual General Meeting (“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 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 of the Company be and are hereby authorised to purchase the ordinary shares in the Company ("Shares") through 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 Annual General Meeting ("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 which due notice shall have been given.

BY ORDER OF THE BOARD

Lim Yoke Si [MAICSA 0825971 (SSM PC No. 202008000548)]
Company Secretary

Kuala Lumpur
31 October 2023

Notice of Annual General Meeting (continued)

Notes:

1. The Fifty-Sixth 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 **21 November 2023** 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 on the Company’s website at 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 2023** (Tuesday):
 - (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. For 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 2023** (Tuesday), 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 2023

Agenda 1 is for presentation of the Audited Financial Statements 2023 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 Allowances to Non-Executive 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 2023 and RM5,000.00 to a Non-Executive Director who was appointed during the financial year 2023.

Approval is also sought to pay meeting allowances to Non-Executive Directors including potential new Director(s) and Board/Board Committees/general meetings which could possibly be convened, during the period from this AGM to the next Annual General Meeting. The Board has endorsed the recommendation of the Remuneration Committee on the proposed payment of fees and meeting allowances to Non-Executive Directors of the Company.

Notice of Annual General Meeting

(continued)

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 at least once in each 3 years but shall be eligible for re-election. In this respect, Tan Sri' Dato' Yap Yong Seong and Dato' Abdul Majit bin Ahmad Khan are due to retire by rotation at this AGM.

The Board through the Nomination Committee had assessed the retiring Directors based on the Fit and Proper criteria and is satisfied that they have experience, competence, integrity and character in their respective roles as Board members.

4. Ordinary Resolutions 5 and 6 - Re-election of Directors (casual vacancy)

Clause 98 of the Company's Constitution summarises that any person appointed as a Director, either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.

Ms Chan May May and Mr Wong Chiang Ying who were appointed to the Board on 30 May 2023 and 1 August 2023 respectively, are due to retire at this AGM and being eligible, have offered themselves for re-election. The Nomination Committee had earlier reviewed and assessed both of them based on amongst others, the Fit and Proper criteria prior to their Board appointment. The Board recommends the re-election of Ms Chan May May and Mr Wong Chiang Ying as Directors at this AGM.

5. Ordinary Resolution 7 - 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 2023 and the Board has endorsed the recommendation of the Audit Committee to re-appoint EY as Auditors of the Company until the conclusion of the next Annual General Meeting.

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 is in force, the Company did not issue any new shares and hence no proceeds were raised.

7. Ordinary Resolution 9 - Renewal of Recurrent Related Party Transactions Mandate

The proposed resolution, if passed, will renew the shareholders' mandate obtained at the last AGM and allow 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 31 October 2023.

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 of the Company to purchase not exceeding 10% of the total number of issued shares in 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 31 October 2023.

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-Sixth Annual General Meeting of the Company ("AGM").

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 is 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.

Annual General Meeting Administrative Details

(A) MODE OF MEETING

The 56th Annual General Meeting (“AGM”) of DutaLand Berhad (“the Company”) will be conducted as follows:

Date	30 November 2023 (Thursday)
Time	3.00 p.m.
Mode	Fully virtual meeting to be conducted entirely through an online meeting platform (https://tiih.online) 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, must **register** for the Remote Participation and Voting (“RPV”) facilities provided by Tricor at <https://tiih.online>. The relevant procedures are set out in separate sections hereinafter.

Shareholders of the Company whose names appear in the Record of Depositors as at **21 November 2023** 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 2023** (Thursday) **from 3.00 p.m.** until a time when the Chairman announces the completion of the voting session at the AGM.

(C) ANNUAL REPORT 2023

The Annual Report 2023 and Circular/Statement to Shareholders 2023 have been published and made available at the Company’s website (www.dutaland.com.my). If you need a printed copy of which, kindly request through <https://tiih.online> or send us the relevant request form.

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)	Sign up as a TIIH Online user (Note: If you have previously signed up as TIIH Online user, you may proceed to procedure (1) (b) below.)	<ul style="list-style-type: none"> By using your computer, access to the TIIH Online at https://tiih.online 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). You will receive an approval via email (within one working day) notifying that you have signed up successfully as a new TIIH Online user. Next, you will need to proceed to procedure (1) (b) below to complete your registration for remote participation and online voting at the AGM. (Note: If you have previously signed up as a user of TIIH Online, you are not required to sign up again, instead, you may proceed to procedure (1) (b) below.)
(b)	Register for remote participation and voting (“RPV”) facilities	<ul style="list-style-type: none"> Registration for remote participation and online voting at the AGM will be commencing from 3.00 p.m. on 31 October 2023 (Tuesday) up to 30 November 2023 (Thursday), before the online voting session at the AGM ends. Log in with your user ID and password at https://tiih.online and select the corporate event: “(REGISTRATION) DUTALND 56TH AGM”. Read and agree to the relevant ‘Terms & Conditions’ and confirm the ‘Declaration’. Select “Register for Remote Participation and Voting”; review your registration; and proceed to register. 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. After verifying your registration against the Record of Depositors of the Company as at 21 November 2023, the system will notify you through email on or after 28 November 2023 that your registration is approved or rejected.
(2) ON THE AGM DAY (30 NOVEMBER 2023)		
	Procedures	Actions
(a)	Log in to TIIH Online	<ul style="list-style-type: none"> Log in with your user ID and password at https://tiih.online for remote participation at the AGM of the Company at any time from 2.00 p.m. i.e. 1 hour before the commencement of the AGM on 30 November 2023 (Thursday).
(b)	Participate in AGM	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) DUTALND 56TH AGM” to engage in the proceedings of the AGM remotely. 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.
(c)	Online voting	<ul style="list-style-type: none"> Voting session will be commencing from 3.00 p.m. on 30 November 2023 (Thursday), until a time when the Chairman announces the completion of the AGM voting session. Select the corporate event: “(REMOTE VOTING) DUTALND 56TH AGM” or (if you are on the live stream meeting webpage) you may select the button “GO TO REMOTE VOTING PAGE” below the query box. Read and agree to the relevant ‘Terms & Conditions’ and confirm the ‘Declaration’. Select the Central Depository System (“CDS”) account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(d)	End	<ul style="list-style-type: none"> The live streaming shall end upon the announcement by the Chairman on the closure of the AGM of the Company.

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 2023), 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) will 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.

(E) APPOINTMENT OF PROXY IN GENERAL

Appointment of proxy(ies) shall be made **no later than 3.00 p.m. on 28 November 2023** (Tuesday).

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 2023** (Tuesday):

(1)	FOR INDIVIDUAL SHAREHOLDERS	
	Procedures	Actions
(a)	Sign up as TIIH Online user (Note: If you have previously signed up as TIIH Online user, you may proceed to procedure (1) (b) below.)	<ul style="list-style-type: none"> By using your computer, access to the TIIH Online at https://tiih.online 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). You will receive an approval via email (within one working day) notifying that you have signed up successfully as a new TIIH Online user.
(b)	Submit Proxy Form electronically	<ul style="list-style-type: none"> After the Notice of 56th AGM of the Company is released, please log in to the TIIH Online at https://tiih.online with your username (i.e. your email address) and password. Select the corporate event: “DUTALND 56TH AGM – SUBMISSION OF PROXY FORM”. Read and agree to the relevant ‘Terms & Conditions’ and confirm the ‘Declaration’. 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. Appoint your proxy(ies) by inputting the required details of your proxy(ies) or appoint the Chairperson of the AGM as your proxy. 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. Lastly, review and confirm your appointment of proxy(ies). Print out the duly submitted Proxy Form for your record.
(2)	FOR CORPORATE / INSTITUTIONAL SHAREHOLDERS	
	Procedures	Actions
(a)	Sign up as TIIH Online user (Note: Representative of corporate/ institutional shareholder must register as TIIH Online user before submitting Proxy Form electronically.)	<ul style="list-style-type: none"> By using your computer, access to TIIH Online at https://tiih.online. Under “e-Services”, the authorised/nominated representative of the corporate or institutional shareholder may select the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. 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. Proceed to activate your account with a temporary password given (as in the said email) and re-set your own password.
(b)	Submit Proxy Form electronically	<ul style="list-style-type: none"> After the Notice of 56th AGM of the Company is released, please log in to TIIH Online at https://tiih.online with your username (i.e. your email address) and password. Select the corporate event: “DUTALND 56TH AGM - SUBMISSION OF PROXY FORM”. Read and agree to the relevant ‘Terms & Conditions’ and confirm the ‘Declaration’. Proceed to download the file format for “Submission of Proxy Form” in accordance with the guidance note set out therein. Prepare the file for appointment of proxy(ies) and input the required data. Proceed to upload the duly completed proxy appointment file. Select “Submit” to complete your submission. Print out the confirmation report of your submission above for your record.

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 2023** (Tuesday), 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 2023** (Tuesday); or
- (ii) submit questions via the query box at <https://tiih.online> during the AGM on **30 November 2023** (Thursday).

(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
Contact persons : Mr. Lee Jun Hao (call +603-2783 9279 / email to Jun.Hao.Lee@my.tricorglobal.com) or
Encik Halim Md Amin (call +603-2783 9267 / email to halim.amin@my.tricorglobal.com)

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-Sixth Annual General Meeting** of the Company to be conducted on **Thursday, 30 November 2023 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 allowances to Non-Executive Directors		
3.	Re-election of Tan Sri Dato' Yap Yong Seong as Director		
4.	Re-election of Dato' Abdul Majit bin Ahmad Khan as Director		
5.	Re-election of Ms Chan May May as Director		
6.	Re-election of Mr Wong Chiang Ying as Director		
7.	Re-appointment of Messrs Ernst & Young PLT as Auditors		
8.	Authority to issue and allot shares		
9.	Proposed renewal of 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 _____, 2023.

Signature / Common Seal of Shareholder

Notes:

- The Fifty-Sixth 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 **21 November 2023** 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 on the Company's website at 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 2023** (Tuesday):
- (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. For 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 2023** (Tuesday), 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
Here

The Share Registrar
Tricor Investor & Issuing House Services Sdn Bhd
[197101000970 (11324-H)]
(c/o DutaLand Berhad [196701000326 (7296-V)])
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Then fold here

Fold this flap for sealing

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